

# ALPHA SIGMA PHI FRATERNITY

- GRAND COUNCIL POLICIES (As of 10/22/2020)
  - LINKAGE PLAN (As of 9/12/2019)



THE VISION OF ALPHA SIGMA PHI FRATERNITY IS...

TO BETTER THE WORLD THROUGH BETTER MEN

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THE MISSION OF ALPHA SIGMA PHI FRATERNITY IS...

TO PROVIDE VALUES-DRIVEN BROTHERHOOD EXPERIENCES THROUGH LIFE

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THE PURPOSE OF ALPHA SIGMA PHI FRATERNITY IS...

TO BETTER THE MAN, THROUGH THE CREATION AND PERPETUATION OF BROTHERHOOD  
FOUNDED UPON THE VALUES OF CHARACTER:  
SILENCE, CHARITY, PURITY, HONOR, AND PATRIOTISM.

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### **POLICY TYPE: ENDS**

*END 1:1: More undergraduate men, of all backgrounds, will be given an opportunity to know and exemplify our Values. (Monitored Annually in June)*

*END 1:2: Chapters and members will have access to the necessary infrastructure to be successful. (Monitored Annually in June)*

*END 2:1: Members will be supported in their academic endeavors. (Monitored Annually in June)*

*END 2:2: Alpha Sigma Phi will be viewed as a leading college-based student organization, specifically on the social awareness of issues impacting men on campus. (Monitored Annually in June)*

*END 2:3: Members will have a fulfilling and high-quality brotherhood experience. (Monitored Annually in June)*

*END 3:1: Alumni will find relevance in membership and take advantage of opportunities offered. (Monitored Annually in June)*

*END 3:2: Alumni will be informed of developments, opportunities and pertinent information within their chapter and Fraternity. (Monitored Annually in June)*

### **POLICY TYPE: EXECUTIVE LIMITATIONS**

#### ***POLICY 2.0 - GLOBAL EXECUTIVE CONSTRAINT (Monitored Annually in January)***

The CEO shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of accepted Fraternal policies or commonly accepted business and professional ethics.

#### ***POLICY 2.1 - TREATMENT OF MEMBERS, CHAPTERS, AND STAFF (Monitored Annually in January)***

With respect to interactions with members or those applying to be members, chapters or those applying to be chapters, and staff, the CEO shall not:

1. Use methods of collecting, reviewing, transmitting, or storing member information that fails to protect against improper access to the material elicited.
2. Fail to provide a member or chapter its rights provided under the Bylaws of Alpha Sigma Phi.
3. Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions, such as nepotism and unjustified preferential treatment.
4. Discriminate against any staff member for expressing an ethical dissent.

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5. Fail to provide protection to those who bring financial mismanagement and other matters to the attention of the CEO or the Grand Council.
6. Prevent staff from grieving to the board when (A) internal grievance procedures have been exhausted and (B) the employee alleges that board policy has been violated to his or her detriment.

### ***POLICY 2.2 - FINANCIAL PLANNING/BUDGETING AND FINANCIAL CONDITION (Monitored Semi-Annually in February and August)***

With respect to financial planning, financial condition and financial activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not:

1. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
2. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
3. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
4. Fail to maintain funds for three months of operation, exclusive of funds held in trust or other restricted funds.
5. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
6. Fail to ensure that Foundation grant funds are used for educational programs and scholarships consistent with IRS standards.
7. Allow the Reserve Fund to exceed 1.5 million dollars or 25 percent of the annual Fraternity operating budget, whichever is greater.
8. Allow for the expenditure from the Reserve Fund of more than the earnings for the prior fiscal year or 5% of the total corpus, without Council approval, unless the corpus exceeds the limitation in 2.2, 7.
9. Fail to ensure that the set-aside amount shown on the 990-T be used for educational purposes or scholarships.

### ***POLICY 2.3 - EMERGENCY CEO SUCCESSION (Monitored Annually in January)***

In order to protect the board from sudden loss of CEO services, the CEO may have no fewer than one other executive familiar with all board and CEO issues and processes.

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### ***POLICY 2.4 - ASSET PROTECTION & BUSINESS CONTINUITY*** ***(Monitored Annually in January)***

The CEO shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

### ***POLICY 2.5 - COMPENSATION AND BENEFITS*** ***(Monitored Annually in January)***

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or public image.

### ***POLICY 2.6 - COMMUNICATION AND SUPPORT TO THE BOARD*** ***(Monitored Annually in January)***

The CEO shall not permit the board to be uninformed or unsupported in its work.

Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not:

1. Fail to provide to the board the CEO's interpretations of the ends and priorities of the board.
2. Neglect to submit monitoring data required by the board (see policy on Monitoring CEO Performance) in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored.
3. Fail to provide Board with relevant information about fraternity trends, adverse chapter issues, and other significant operational changes that would impact decision-making.
4. Fail to advise the board if, in the CEO's opinion, the board is not in compliance with its own policies on Governance Process and Board-CEO Linkage, particularly in the case of board behavior, detrimental to the work relationship between the board and the CEO.
5. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.

## **POLICY TYPE: GOVERNANCE PROCESS**

### ***POLICY 3.0 - GLOBAL GOVERNANCE COMMITMENT*** ***(Monitored Annually in January)***

The purpose of the board, on behalf of undergraduate and alumni brothers and chapters, is to see to it that Alpha Sigma Phi (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

### ***POLICY 3.1 - GOVERNING STYLE*** ***(Monitored Annually in January)***

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Consistent with our Fraternal values and ethics, the board will govern with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

Accordingly:

1. The Council's major policy focus will be on the intended long-term impacts outside organizational operations, not on the administrative or programmatic means of attaining those effects.
2. The Council will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as compliance with board policies, attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability.
3. Continual Grand Council development will include orientation of new Grand Council members in the Council's governance process and periodic Council discussion of process improvement.
4. The Council will allow no officer, individual or committee of the Council to hinder or be an excuse for not fulfilling its commitments.
5. The Council will monitor and discuss the board's process and performance annually.

### ***POLICY 3.2 - BOARD JOB DESCRIPTION (Monitored Annually in January)***

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly:

1. The board will produce the link between the organization and the ownership.
2. The board will produce written governing policies, which, at the broadest levels, address each category of organizational decision.
  - A. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
  - B. Executive Limitations: Constraints on executive authority, which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - C. Governance Process: Specification of how the board conceives, carries out, and monitors its own task.
  - D. Board-CEO Linkage: How power is delegated and its proper use monitored; the CEO's role, authority, and accountability.

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3. The board must approve any/all mergers or acquisitions with/of other (inter)national fraternities.
4. The board must approve any/all changes to any of our Ritual Ceremonies, unless such power has been reserved to the Grand Chapter.

### ***POLICY 3.3 - AGENDA PLANNING (Monitored Annually in January)***

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

### ***POLICY 3.4 – THE GRAND SENIOR PRESIDENT’S ROLE (Monitored Annually in January)***

The Grand Senior President assures the integrity of the board's process and occasionally represents the board to outside parties. Accordingly:

1. The job result of the Grand Senior President is that the board behaves consistently with its own rules and those legitimately imposed upon the Grand Chapter.
  - A. Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the CEO.
  - B. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the Grand Senior President consists in making decisions that fall within topics covered by board policies on Governance Process and Board-CEO Linkage, with the exception of (a) employment or termination of a CEO and (b) where the board specifically delegates portions of this authority to others. The Grand Senior President is authorized to use any reasonable interpretation of the provisions in these policies.
  - A. The Grand Senior President has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the CEO.
  - B. The Grand Senior President may delegate this authority, but remains accountable for its use.

### ***POLICY 3.5 - BOARD MEMBERS' CODE OF CONDUCT (Monitored Annually in January)***

The board commits itself and its members to fraternal, ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members. Accordingly:

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1. Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - A. There will be no self-dealing or business by a member and the organization except when openness and appropriate competition are ensured.
  - B. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent himself without comment from not only the vote, but also from the deliberation.
  - C. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he must first resign from the Board.
  - D. Members will annually disclose their involvement with other organizations, with vendors, or any other associations, which might produce a conflict.
2. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
  - A. Members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
  - B. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
  - C. Members will not make individual judgments of CEO or staff performance.
3. Members will respect the confidentiality appropriate to issues of a sensitive nature.
4. Members will be properly prepared for board deliberation.
5. Members will contribute financially to the best of their ability each year and at least at the minimum GSP level (alumni) and Cardinal & Stone level (undergraduates).
6. Members will positively confront other board members when their behavior is inconsistent with the common good and these policies.

### ***POLICY 3.6 - BOARD COMMITTEE PRINCIPLES (Monitored Annually in January)***

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to CEO.

Accordingly:

1. Board committees are to help the board do its job, not to help or advise the staff.
2. Board committees cannot exercise authority over staff.



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3. Committees will be used sparingly and ordinarily in an ad hoc capacity.
4. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the CEO.

### ***POLICY 3.7 - BOARD COMMITTEE STRUCTURE (Monitored Annually in January)***

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. Audit Committee
  - A. Product: An audit, conducted by a third-party, recommended for acceptance by the October Grand Council meeting.
  - B. Authority: To incur costs of no more than what was allocated in the governance budget for the audit.

### ***POLICY 3.8 - COST OF GOVERNANCE (Monitored Annually in January)***

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

1. Costs for training, chartering attendance, meetings and a third-party audit will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

## **POLICY TYPE: BOARD-CEO LINKAGE**

### ***POLICY 4.0 - GLOBAL GOVERNANCE-MANAGEMENT CONNECTION (Monitored Annually in June)***

The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer titled President/CEO.

### ***POLICY 4.1 - UNITY OF CONTROL (Monitored Annually in June)***

Only officially passed motions of the board are binding on the CEO.

Accordingly:

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1. Decisions or instructions of individual board members, officers, or committees are not binding on the CEO except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds or is disruptive.

### ***POLICY 4.2 - ACCOUNTABILITY OF THE CEO*** ***(Monitored Annually in June)***

The CEO is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the CEO.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the CEO.
2. The board will refrain from evaluating, either formally or informally, any staff other than the CEO.
3. The board will view CEO performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed means will be viewed as successful CEO performance.

### ***POLICY 4.3 - DELEGATION TO THE CEO*** ***(Monitored Annually in June)***

The board will instruct the CEO through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly:

1. The board will develop policies instructing the CEO to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest most general level to more defined levels and will be called Ends policies.
2. The board will develop policies, which limit the latitude the CEO may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the CEO uses *any reasonable interpretation* of the board's Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.

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4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and CEO domains. By doing so, the board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the board will respect and support the CEO's choices.

### **POLICY 4.4 - MONITORING CEO PERFORMANCE**

*(Monitored Annually in June)*

Systematic and rigorous monitoring of CEO job performance will be solely against the only expected CEO job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met.
2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the CEO discloses compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable CEO interpretation of the board policy being monitored.
4. All policies, which instruct the CEO, will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

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## GRAND COUNCILOR TERMS

<b>Councilor Terms:</b>	<b>Elected 1</b>	<b>Term Limit</b>	<b>Elected 2</b>	<b>Term Limit</b>
Brent Bowers	2020	2024		
Aaron Bullock	2018	2022	2022	2026
Rich Dyer	2020	2024		
David Gatzke	2020	2024		
Byron Hughes	2022	2026		
Chris Musbach	2022	2026		
Jason Nolen-Doerr	2018	2022	2022	2026
David Yonenson	2016	2020	2020	2024
Steve Zizzo	2018	2022	2022	2026

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### OWNERSHIP LINKAGE PLAN

In order that the Grand Council may improve its linkage with the owners of the fraternity, and develop a better understanding of the dynamic and varied needs of those owners, the Grand Council as a whole and each member individually, shall commit to certain objectives.

#### **Grand Council Objectives:**

Hold regular board meetings that are open to all brothers, undergraduate and alumni.

#### **Individual Member Objectives**

Each year, each member of the Grand Council will be expected to participate in a national Fraternity event.

#### **Other Duties:**

- Attend local events at the request of the President & CEO and/or local chapter organizations, time permitting.
- Recruit/nominate at least one brother to serve on the Grand Council, Foundation Board of Directors, CLVEN Board of Directors or Board of Advisors every two years.

### BOARD MEMBER ACCOUNTABILITY

If a member fails to fulfill their responsibilities to the board and to Alpha Sigma Phi Fraternity, they shall be subject to a Grand Council membership review and possible removal from the board subject to the Constitution and By-Laws of Alpha Sigma Phi Fraternity.

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### GRAND COUNCIL ELECTION PROCESS

1. The application process will be launched no later than January 15 of a Grand Chapter year.
2. Formal nominations will not be accepted. Interested candidates only need to submit a cover letter and resume.
3. The list of candidates, along with their cover letter and resume, will be posted on the Fraternity website.
4. The Grand Council will provide feedback to the Nominations Committee on an objective judging rubric in which all candidates will be evaluated. Grand Council members up for election will not be part of this process.
5. If a Grand Chapter will be held in-person, virtual/phone interviews must be conducted at least 90 days prior to the start of Grand Chapter, with candidates selected for a face-to-face interview determined no later than 75 days prior to the start of Grand Chapter.
6. To the extent practical, there must be at least twice as many face-to-face interviews scheduled as positions to be elected on the Grand Council.
7. The professional staff will manage all logistics of the process which includes but is not limited to: promoting the application process, scheduling phone interviews, scheduling face-to-face interviews, scheduling committee meetings, etc.
8. The Chairs of the Nominations Committee will host a session for all Grand Council candidates to review the Grand Council role, responsibilities, officer roles and answer questions prior to any interviews being conducted.
9. The CEO shall provide to all Grand Council finalists minutes, monitoring reports and CEO reports for the prior 12 months.

## Board Member Annual Conflict of Interest Statement

Alpha Sigma Phi Board members (Grand Council, Foundation Board, CLVEN Board), who have certain financial interests that may affect their impartiality in dealing with matters presented to their respective Board of Directors for consideration may not vote or be a part of discussions on such matters. Such a conflict of interest exists for any individual who may receive a direct or indirect personal financial gain or who may gain an unfair business advantage resulting from the confidential information provided to them as a member of their respective Board. All possible conflicts of interest that you may have as a member of an Alpha Sigma Phi Board should be listed below as an open declaration of such conflicts.

1. Name: \_\_\_\_\_ Date: \_\_\_\_\_

2. Volunteer Position: \_\_\_\_\_

Are you a voting Director? Yes No

Are you an Officer? Yes No

If you are an Officer, which Officer position do you hold: \_\_\_\_\_

3. I affirm the following:

- I have received the Alpha Sigma Phi Board Member Conflict of Interest Policy. \_\_\_\_\_ (initial)
- I have read and understand the policy. \_\_\_\_\_ (initial)
- I agree to comply with the policy. \_\_\_\_\_ (initial)

4. Disclosures:

- a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with any Alpha Sigma Phi entity (Fraternity, Foundation or CLVEN)?

Yes No

i. If yes, please describe it: \_\_\_\_\_

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?

Yes No

- b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with any Alpha Sigma Phi entity (Fraternity, Foundation or CLVEN)?

Yes No

i. If yes, please describe it, including when (approximately):

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?

Yes No

\_\_\_\_\_  
Printed Name of Board Member Date: \_\_\_\_\_

Signature of Board Member : \_\_\_\_\_