

IAVM Governance Policies

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IAVM Governing Policies

Our Governing Policies will enable the IAVM governing board to effectively lead, direct, inspire and control the outcomes and operations of the association through a set of very carefully crafted policy statements and our effective monitoring of them.

The policies are grouped into four categories, each serving a distinct purpose. The four categories are:

> **RESULTS**: These are our statements of outcomes for ALL members in the International Association of Venue Managers. The Results policies become the CEO's and the organization's performance targets and form the basis for judging organizational and CEO performance.
>
> **OPERATIONAL EXPECTATIONS:** These policies define both the nonnegotiable expectations and the clear boundaries within which the CEO and staff must operate. They articulate the actions and decisions the board would find either absolutely necessary … or totally unacceptable.
>
> **GOVERNANCE PROCESS:** We defined our own work and how it will be carried out. These policies clearly state the expectations the board has for individual and collective behavior.
>
> **BOARD-CEO DELEGATION:** We have defined in policy how authority is delegated by the Board to our point of connection – the CEO - and how the CEO's performance will be evaluated.

Our Governing Policies offer a logical governing process for the IAVM Board. We are committed to use them well in order to:

1. Eliminate confusion between board and CEO roles;
2. Focus on the Results for our members;
3. Free the CEO and staff to do their jobs without the board's intrusion into day-to-day management decisions;
4. Maintain oversight over operational decisions in a manner that retains the board's role at the governance level.

Governing Policies of the Board of Directors

Governance Process policies are the Board's own rules for how it will function. The Board will evaluate its own work against these standards.

Policy Type	**Governance Process**
Policy Number	**GP-1**
Policy Title	**Board Purpose**

The Board of Directors represents, leads, and serves the organization's members and holds itself accountable to them by committing to act in members' best interests and by ensuring that all Board and organizational action is consistent with law and the Board's policies.

The Board's purpose is to assure that the organization achieves the results described in the Board's Results policies and that it operates according to the values expressed in the Board's Operational Expectations policies.

Policy Type	**Governance Process**
Policy Number	**GP-2**
Policy Title	**Governing Commitments**

The Board will govern lawfully with primary emphasis on Results for its members; encourage full exploration of diverse viewpoints; act with integrity as ethical leaders; focus on governance matters rather than administrative issues; observe clear separation of Board and CEO roles; make all official decisions by formal vote of the Board; and govern with long term vision. The Board will conduct its official business with social and fiduciary responsibility that encourages trust as outlined in the IAVM Code of Ethics and Rules of Conduct (GP-6).

Recognizing that diversity is an inherent characteristic to a strong and vital community, the Board is committed to working intentionally to create an organization whose members, volunteers, educators and leadership includes people of all races, genders, ages, sexual identity and disability status.

1. The Board will function as a single unit. The opinions and strengths of individual directors will be used to the Board's best advantage, but the Board faithfully will make decisions as a group, by formal vote. No officer, individual, or committee of the Board will be permitted to limit the Board's performance or prevent the Board from fulfilling its commitments.

2. The Board is responsible for its own performance and commits itself to continuous improvement. The Board will assure that its directors are provided with training and professional support necessary to govern effectively.

3. The Board will carry out a self -assessment with full, honest and timely participation by all directors. The assessment will include evaluation of the Board as a whole, based on Governance Process and Board-CEO Delegation policies.

4. As a means to assure continuous improvement, the Board regularly and systematically will monitor all policies in this section and will assess the quality of each meeting by debriefing the meeting following its conclusion.

5. To ensure that the Board's meetings are conducted with maximum effectiveness and efficiency, directors will:

    a. come to meetings adequately prepared

    b. communicate openly and respectfully with each other and with staff

c support the Chair's efforts to facilitate an orderly meeting

6 The Board will use a consent agenda as a means to expedite the disposition of routine matters and to dispose of other items of business it chooses not to discuss.

7 The Board will direct the organization through Results and Operational Expectations policy. The Board's major focus will be on the Results expected to be achieved by IAVM, rather than on the decisions made by the CEO and staff to achieve those results.

8 The Board will define its member advocacy role very deliberately and strategically, and will:

a avoid any partisan alignment

b establish any official position on pending legislation or existing laws only on issues that have a direct impact on members in their professional capacities or on the business of IAVM

c to the best of its ability, represent the diversity of thought of all elements of IAVM’s membership when responding to social and political issues

The Board, by majority vote, may revise or amend its policies at any time.

Policy Type	**Governance Process**
Policy Number	**GP-3**
Policy Title	**Board Job Description**

The Board's job is to represent, lead and serve the members and to govern the organization by establishing expectations for organization results, expectations for quality operational performance, and monitoring actual performance against those expectations.

The Board will:

1. Ensure that the Results are the dominant focus of organizational performance
2. Promote, support and advocate for the work of IAVM and its members
3. Maintain constructive dialogue with the members as a means to engage them in the work of the Board and the organization
4. Develop written governing policies that address:
    a. **RESULTS**: the intended outcomes for the members served by IAVM;
    b. **OPERATIONAL EXPECTATIONS:** Statements of the Board's values about operational matters delegated to the CEO, including both actions and conditions to be accomplished and those prohibited;
    c. **GOVERNANCE PROCESS:** Definition of the Board's own work, the processes it will employ and conditions within which it will accomplish its work
    d. **BOARD/CEO DELEGATION:** The role relationship of the CEO and the Board, including the specified authority of the CEO and the process for monitoring IAVM and CEO performance.
5. Evaluate CEO performance through effective monitoring of Results and Operational Expectations policies and set CEO compensation accordingly.
6. Evaluate Board performance through effective monitoring of Governance Process and Board/CEO Delegation policies.
7. Review and provide feedback to CEO on the annual budget.
8. Review and provide feedback to CEO on member rates annually based on staff recommendations.
9. Ratify the annual Board election results.

10 Identify and cultivate members to assume director roles.

11 Engage the services of an independent auditor to examine the financial condition of the organization and report directly to the Board or to the Board's appointed committee.

12 On an as-needed basis, engage the services of a full-service executive recruitment firm to conduct an executive search on behalf of the organization and report directly to the Board or to the Board's appointed committee.

Policy Number	**GP-4**
Policy Title	**Annual Work Plan**

The Board will follow an annual work plan that includes monitoring and review of all policies, and activities to improve Board performance, and other matters identified in GP-3 as parts of the Board's job description.

The annual planning cycle will end each year in July to allow the CEO to properly align internal operational systems and processes.

1 The Board's annual work plan for the next year will include:

   a Governance Process improvement activities, including orientation of new Board members in the Board's governance process, and other discussions by the Board about means to improve its own performance, especially Board member knowledge and skill-building;

   b Scheduled monitoring of all policies;

   c Other events and activities that are parts of the Board's responsibilities and interests.

Policy Type	**Governance Process**
Policy Number	**GP-5**
Policy Title	**Board Officer's Roles**

The officers of the Board are those listed in this policy. Their duties are assigned by this policy, and others required by law.

Chair

The Chair provides leadership to the Board, ensures the faithful execution of the Board's processes, exercises interpretive responsibilities consistent with the spirit and intent of the Board's policies.

The Chair has the following specific authority and duties:

1. Monitor Board actions to assure they are consistent with the Board's own rules and policies.
    a. Conduct and monitor Board meeting deliberations to assure that Board discussion and attention are focused on Board issues, as defined in Board policy (see GP-3, Board Job Description);
    b. Assure that Board meeting discussions are productive, efficient and orderly;
    c. Chair Board meetings using the authority normally vested in the Chair as described in Roberts Rules of Order;
    d. Lead timely Board meeting debriefings and periodic self-assessments to ensure continuous process improvement.
2. Make all interpretive decisions of Board policies in the Governance Process and Board/CEO Delegation sections, using reasonable judgment.
3. Lead the Executive Committee's evaluation of the CEO.
4. Represent the Board as its official spokesperson about issues decided by the Board and other matters related to official Board business.
5. Execute all documents authorized by the Board.
6. Appoint members of all Board committees.
7. On behalf of the Board, and in concert with the CEO, develop proposed Board meeting agendas consistent with the Board's annual calendar.

8. Serve as Vice Chair of the IAVM Foundation

9. The Chair is not authorized to:

    a Make any interpretive decisions about policies created by the Board in the Results or Operational Expectations policies areas. Interpretation of these policies is the responsibility of the CEO;

    b Exercise any authority as an individual to supervise or direct the CEO.

First Vice Chair

1 Serve as Chair-elect and succeed the Chair when his or her term expires.

2 Serve as Chair of Governance Committee.

3 Serve as Chair in the absence or inability of the Chair.

4 Serve as member of the Executive Committee of the IAVM Foundation

Second Vice Chair

1 Serve as Chair in the absence or inability of the Chair and Vice Chair.

2 Serve as Chair of Audit Committee.

3 Serve as Treasurer of the IAVM Foundation

Immediate Past Chair

1 Serve as Chair in the absence or inability of the Chair, 1st Vice Chair and 2nd Vice Chair.

2 Serve as Chair of the Leadership Development Committee.

3 Serve as a good governance parliamentarian in meetings and on Executive Committee and Board of Directors' conference calls.

4 Serve as Chair of the IAVM Foundation

Policy Type	**Governance Process**
Policy Number	**GP-6**
Policy Title	**Directors Code of Conduct**

The Board and its directors will conduct themselves lawfully, with integrity and high ethical standards, in order to model the behaviors expected of staff and to build member confidence and credibility.

To build trust among directors and to ensure an environment conducive to effective governance, directors will:

a Focus on issues rather than personalities;

b Exercise honesty in all written and interpersonal interaction, never intentionally misleading or misinforming each other;

c Make every reasonable effort to protect the integrity and promote the positive image of the organization and one another;

d Maintain confidentiality appropriate to sensitive issues and information that otherwise may tend to compromise the integrity or legal standing of the Board, especially those matters discussed in executive session.

2 Directors will not attempt to exercise individual authority over the organization.

a Directors will not assume personal responsibility for resolving operational problems or complaints;

b Directors will not personally direct any part of the operational organization;

c Directors will respect decisions of the Board and will not undermine those decisions;

d Directors will not publicly express individual negative judgments about CEO or staff performance. Any such judgments of CEO or staff performance will be expressed in executive session;

e Directors will refer any requests for access to records and complaints to the CEO.

3 Directors will serve the interests of the entire organization. Directors recognize this responsibility to the whole to be greater than:

a Any loyalty a director may have as a member

b Loyalty based on membership on other boards or staffs

c Identification with any specific member sector or geographical area

The foregoing provision of policy notwithstanding, members may advance concerns on behalf of their respective sector or geographical identities, but it is understood that each member will consider the interests of IAVM to be paramount.

4 Director Conflict of Interest - Directors are expected to avoid conflicts of interest involving all matters considered by the Board. A conflict of interest exists when a director is confronted with an issue in which the director has, or appears to have, a personal or financial interest or an issue or circumstance that could render the director unable to devote complete loyalty and singleness of purpose to the interest of IAVM.

To avoid potential conflicts of interest or undue influence, during their term and for a period not less than one year after their term, Board Officers shall be ineligible to receive any individual award or recognition approved by the Board of Directors. This includes, but is not limited to, the McElravy Award, Anzivino Award, Outstanding Volunteer Service Award, and Education and Service Award. This shall not include group/venue awards such as the Venue Excellence Award or recognition not approved by the full Board such as the Chairman's Citation.

5. Director Code of Ethics

IAVM and its officers and directors, in recognition of the authority and responsibility entrusted to them by the membership, commit to ethical and prudent performance of their duties and responsibilities by committing to conduct themselves at all times according to the following ethical principles.

Directors will:

- Maintain the highest ideals of honor and integrity in all personal and public relationships and in all interactions with each other.
- Exercise fair and impartial judgment in all association and business dealings.
- Make all decisions based on the principle of fairness to all.

- Maintain a firm belief in the dignity and worth of the services and support provided by IAVM to its members.
- Avoid any actions that may work to the disadvantage of IAVM or its members.

Policy Type	**Governance Process**
Policy Number	**GP-7**
Policy Title	**Committee Principles**

The Board may create committees if they are deemed helpful to assist the Board in the performance of its responsibilities. If committees are established, they will be used exclusively to support the work of the Board as described in Policy GP-3 and will never be created or used to assist the CEO in any operational area.

1 Board committees and other such entities by whatever name created by the Board will not be used to direct, advise, assist or oversee the staff. Committees customarily will prepare recommendations for Executive Committee consideration. Board committees will have no authority over staff and may exercise demands on staff time and organizational resources only to the extent authorized in this policy.

2 The CEO will serve in an ex-officio and non-voting capacity to support committees in their work.

3 Board committees may not speak or act for the Executive Committee unless specifically authorized. The responsibilities and authority of all Board committees will be carefully stated in writing to assure that committees fully understand their duties and extent of authority, and to assure that committee work will not usurp or conflict with the Board's own authority or conflict with authority delegated to the CEO.

4 All Board committees are created for one-year terms and are subject to annual reauthorization at the discretion of the Board of Directors.

5 In the selection of at-large members, the chair will strive for diversity of background, industry experience and venue type to represent a cross section of members of the Association as well as to select members with necessary skill sets to contribute to the committee.

1. Executive Committee

Purpose: The Executive Committee, empowered by and accountable to the Board of Directors, exists to ensure the organization achieves reasonable progress on the stated Results for members and to ensure operations are compliant within the stated Operational Expectations policies and consistent with IAVM bylaws.

Charge:

1. Conduct the annual summative evaluation of the CEO consistent with policy BCD-5;

2. Determine CEO contract terms and compensation adjustments;

3. Conduct monitoring, updating, and final determination of compliance for all Operational Expectations and Results policies;

4. Present an annual report of IAVM achievement on Results, compliance with OE policies, and the report on Financial Administration consistent with OE-5 to the Board of Directors at Venue Connect;

5. Serve as a sounding board to the CEO, at the discretion of the CEO, in organizational matters;

6. Engage in strategic two-way dialog between the Executive Committee, the Board of Directors, the CEO, and the members to promote the organization and to build understanding and support.

Membership:

1. **Chair:** Chair of the Board
2. First Vice-Chair of the Board
3. Second-Vice Chair of the Board
4. Immediate Past Chair of the Board
5. Board member
6. Board member

Reporting schedule: twice per year in conference calls, mid-year in a Board retreat in Dallas, and annually at Venue*Connect*
Term: one year with renewal and appointment at Venue*Connect*
Authority over resources: reasonable staff and logistical support

2. Governance Committee

Purpose: to assist the Executive Committee in fulfilling its leadership responsibilities and commitments, on behalf of the Board of Directors, as stated in its Governance Process and BCD policies.

Charge:

1. Annually review and prepare any proposed changes to the organization's Bylaws, including both additions and deletions, to ensure relevancy and consistency with governance policies;

2. Develop and recommend to the Executive Committee a statement of competencies, criteria and personal attributes required for nomination to the Executive Committee, Board of Directors and for Board Committees;

3. Draft and propose necessary changes to governing policy, including both additions and deletions;

4. Draft the Annual Work Plan of the Board of Directors for its consideration.

5. Recommend appropriate procedures and processes for accomplishing the Board of Directors Annual Work Plan;

6. Draft an annual communication plan for the Executive Committee and for the Board of Directors for their consideration and execution, to ensure two-way dialogue with members.

Membership: (positions 3 – 7 filled by members in good standing)

1. **Chair:** First Vice-Chair of the Board
2. Board member
3. Member at large
4. Member at large
5. Member at large
6. Member at large
7. Member at large

The Chair of the Board shall have the authority to increase or decrease the committee by two voting positions composed of members in good standing and to appoint up to two current Board Members to serve in an ex-officio and non-voting capacity.

Reporting schedule: at regularly scheduled monthly Executive Committee meetings and yearly at Venue*Connect*
Term: one year, with renewal and appointment at Venue*Connect*
Authority over resources: reasonable staff and logistical support

3. Leadership Development Committee

Purpose: to provide counsel to the Executive Committee and Board of Directors with respect to its organization, membership and functions, and committee structure and membership.

Charge:

1. Collaborate with Region and Sector leadership to identify, recruit, vet and nominate potential members to the Board of Directors for election prior to the annual VenueConnect meeting;

2. Identify a Second Vice Chair candidate for consideration by the Association membership as provided for in the policies and procedures with an emphasis on the Associations core principals of education, advocacy, diversity, and inclusion.

3. Ensure the conduct of the Executive Committee's and the Board of Director's self-assessment against its stated values in GP and BCD policies, including the identification of areas for improvement and development of an action plan for improvement;

4. Plan for the Executive Committee's and Board of Director's continuing education, including orientation and mentoring for new members and professional development of members and directors.

Membership: (positions 5 – 7 filled by members in good standing)

1. **Chair:** Immediate past-chair of the Board
2. Current second vice-chair of the Board
3. Past Chair
4. Past Chair
5. Member at large
6. Member at large
7. Member at large

The Chair of the Board shall have the authority to increase or decrease the committee by two voting positions composed of members in good standing, to reduce the requirement to one past chair and substitute a member at large for the open position, and to appoint up to two current Board Members to serve in an ex-officio and non-voting capacity.

Reporting schedule: at regularly scheduled monthly Executive Committee meetings
Term: one year with renewal and appointment at Venue*Connect*
Authority over resources: reasonable staff and logistical support.

4. Audit Committee

Purpose: to serve as an independent and objective party to ensure fiscal responsibility and promote continuous improvement of and adherence to policies, procedures and practices for accountability, transparency and integrity.

Charge:

1. Recommend the selection of the external auditor, periodically reviewing the auditor's performance and recommending either renewal or replacement as deemed prudent and/or necessary;

2. Serve as the liaison between the auditor, CEO and Executive Committee;

3. Meet with the external auditor in an executive session without management present, at least once per year, to discuss the organization's internal controls, and the fullness and accuracy of the organization's financial statements;

4. Meet with the external auditor and management at least annually to review the scope of the proposed financial audit for the current year, procedures to be used, particular areas of risk or scrutiny, and appropriate fees;

5. Review annual financial statements and other financial information submitted to the Board; review financials monthly and report to the Executive Committee.

6. Review the results of the annual audit and present it with the external auditor to the Executive Committee;

7. Review the external auditor's annual management letter regarding internal controls, recommendations for improvements, and management's corrective action plans;

8. Monitor management's implementation of corrective action plans;

9. Review, with organization's designated counsel, any legal matter that could have significant impact on the organization's financial statement.

Membership: (positions 4 – 7 filled by members in good standing; consider CFO or CPA)

1. **Chair:** Second Vice-Chair of the Board
2. Board Member
3. Member at large
4. Member at large
5. Member at large
6. Member at large
7. Member at large

The Chair of the Board shall have the authority to increase or decrease the committee by two voting positions composed of members in good standing and to appoint up to two current Board Members to serve in an ex-officio and non-voting capacity.

Reporting schedule: at regularly scheduled monthly Executive Committee meetings
Term: one year with renewal and appointment at Venue*Connect*
Authority over resources: reasonable staff and logistical support

5. Awards and Recognition Committee

Purpose: to assist the Executive Committee in fulfilling its awards and recognition responsibilities and commitments, on behalf of the Board of Directors.

Charge:

1. Annually review applications for Venue Excellence Awards, Education and Service Awards, Outstanding Volunteer Service Award, and any other award designated under the purview of the Board. Make recommendations to the Executive Committee for award consideration.

2. Annually coordinate with Chair for establishment of a Charles A. McElravy Award Review Committee (MARC), if needed. Support the MARC in their efforts and ensure they follow the designated timeline for proper award. Review MARC's recommendation for the Charles A. McElravy Award recipient and submit recommendation to the Executive Committee for award consideration.

3. Annually coordinate with Allied Committee and CEO for review of nominations for the Joseph J. Anzivino Distinguished Allied Award. Support the Allied Committee in their efforts and ensure they follow the designated timeline for proper award. Review the Allied Committee's recommendations for Joseph J. Anzivino Distinguished Allied Award recipient and submit recommendation to the Executive Committee for award consideration.

4. Annually review award qualifications, application process and selection criteria and process to ensure they are transparent to all members, timelines are reasonable for what is being asked, and review and award process is unbiased for all designated awards with an emphasis on ensuring diversity and inclusion for all members.

Membership: (positions 7 – 9 filled by members in good standing)

1. **Co-Chair:** Executive Committee At-Large Member 1
2. **Co-Chair:** Executive Committee At-Large Member 2
3. Immediate Past Chair
4. Allied Committee Member
5. Young Professionals Committee Member
6. Diversity & Inclusion Leadership Committee Member
7. Member at Large
8. Member at Large
9. Member at Large

The Chair of the Board shall select the representatives from the Allied, Young Professional, and Diversity & Inclusion Leadership Committees from within their membership as appointed by the CEO. The Chair of the Board shall select the at-large representatives from the list of those that have expressed interest in serving on the Awards & Recognition Committee during the Association's general call for volunteers.

The Chair of the Board shall have the authority to increase or decrease the committee by two voting positions composed of members in good standing and to appoint up to two current Board Members to serve in an ex-officio and non-voting capacity.

Reporting: at regularly scheduled monthly Executive Committee meetings and yearly at Venue*Connect*
Term: one year, with renewal and appointment at Venue*Connect*. No member shall serve more than three consecutive terms.
Authority over resources: reasonable staff and logistical support

6. Parliamentarian Committee

Purpose: to advise the Executive Committee, Board Chair, and CEO on the good governance process to ensure the Board maintains the principles of good governance within the evolving needs of the Board and CEO.

Standing Charge:

7. Meet, at a minimum, quarterly, to review Board operations and meeting minutes within the context of good governance. Provide recommendations to Chair on areas of potential improvement in the governance process related to the Governing Policies and Board/CEO Delegation Policies.

8. Serve as a resource for the Board Chair and CEO to provide clarification and guidance on any questions related to IAVM governance structure and good governance model.

9. Annually review BOD governance training and make recommendations for improvement. Lead one training per year at Venue*Connect*.

Membership:

8. Chair: IAVM Board of Directors Chair
9. Member at large – Past Chair IAVM within previous 10 years
10. Member at large – Past Chair IAVM within previous 10 years
11. Member at large – Past Chair IAVM within previous 10 years
12. Member at large – Past Chair IAVM within previous 10 years
13. Member at large – Past Chair IAVM within previous 10 years

The Chair of the Board shall select the at-large representatives from the list of available Past Chairs. Preference shall be given to ensuring diverse representation, including in venue-type and time of service (i.e. service year as Chair spread throughout the previous 10 years).

Reporting: quarterly at regularly scheduled Executive Committee meetings and yearly at Venue*Connect*
Term: one year, with renewal and appointment at Venue*Connect.* Additional focus will be on ensuring consistency of members across multiple years with minimal turnover,

ideally no more than 1 position per year change. No member shall serve more than five consecutive terms.
Authority over resources: reasonable staff and logistical support

Policy Type	Governance Process
Policy Number	**GP-8**
Policy Title	**Cost of Governance**

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

Accordingly:

1 Board skills, methods, and supports will be sufficient to assure governing with excellence.

   a Training and retraining will be used liberally to orient new board members and candidates for board membership, as well as to maintain and increase existing member skills and understandings.

   b Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, a fiscal audit.

   c Outreach mechanisms will be used as needed to ensure the board's ability to listen to member viewpoints and values.

2 Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.

   a Annually recurring costs will be included within the annual budget proposed by the CEO.

   b One-time costs or unanticipated costs will be paid from the restricted reserves fund upon approval by the Executive Committee.

Policy Type	**Governance Process**
Policy Number	**GP-9**
Policy Title	**Process for Addressing Board Member Violations**

The board and each of its members are committed to faithful compliance with the provisions of the board's policies. The board recognizes that its failure to deal with deliberate or continuing violations of its policies risks the loss of confidence in the board's ability to govern effectively. Therefore, in the event of a member's mistaken, willful and/or continuing violation of policy, the board will address the issue by the following process:

a. Conversation in a private setting between the member considered to be in violation and the board chair or other individual member;

b. Discussion in a private session between the member considered to be in violation and the full board;

c. Possible removal by the board from any leadership or committee positions to which the offending member has been appointed or elected;

d. Censure of the offending member of the board as a means of separating the board's focus and intent from those of the offending member.

Governing Policies of the Board of Directors

Board-CEO Delegation *policies describe the relationship between the board and the CEO, the CEO's authority and how the CEO will be evaluated. Based on authority delegated by the Board of Directors to the Executive Committee, it is understood by the Board, the Executive Committee and the CEO that the CEO reports directly to the Executive Committee, which will act on behalf of the Board in all matters defined by policy in this section. All policy references to "Board" in this section are understood to be references to the Executive Committee rather than to the full Board of Directors.*

Policy Type	**Board CEO Delegation**
Policy Number	**BCD-1**
Policy Title	**Single Point of Connection**

The CEO is the Board's sole point of connection to the operational organization. The Board will direct the operational organization only through the CEO.

Policy Type	**Board CEO Delegation**
Policy Number	**BCD-2**
Policy Title	**Single Unit Control**

The Board will direct the CEO only through official decisions of the full Board.

1 The Board will make decisions by formal, recorded vote in order to avoid any ambiguity about whether direction has been given.

2 The CEO is neither obligated nor expected to follow the directions or instructions of individual directors, officers or committees unless the Board has specifically delegated such exercise of authority.

3. Should the CEO determine that an information request received from an individual director or a committee requires a material amount of staff time or is unreasonable, the CEO is expected to ask that the committee or the director to refer such requests to the Board for authorization.

Policy Type	**Board CEO Delegation**
Policy Number	**BCD-3**
Policy Title	**Staff and Contractor Accountability**

The CEO is responsible for all matters related to the day-to-day operation of the organization, within the values expressed by the Board in policy. All staff members and contractors are considered to report directly or indirectly to the CEO.

1 The Board will not participate in decisions or actions involving the hiring, evaluating, disciplining or dismissal of any contractor hired by the CEO or of any employee other than the CEO.

2 The Board will never give direction to any contractor hired by the CEO regarding a contract with the CEO, or to any employee other than the CEO.

3 For any issues related to potential financial or operational malfeasance by the CEO, the staff, contractor, or IAVM member may report such issues directly to the Executive Committee, and the Executive Committee shall be authorized to speak directly with applicable parties to execute an investigation.

Policy Type	**Board CEO Delegation**
Policy Number	**BCD-4**
Policy Title	**Authority of the CEO**

The Board will provide direction to the CEO through written policies that define the organizational results to be achieved and define operational conditions and actions to be accomplished or avoided.

1. The Board will develop Results policies instructing the CEO to achieve desired results for those served by the organization.

2. The Board will develop Operational Expectations policies which will express the Board's values about operational conditions and actions. Certain of these values will be expressed positively to ensure that the stated actions occur and the identified conditions exist and will be stated as directives. Certain other values represent actions and conditions that are to be avoided and will be stated prohibitively.

3. As long as the CEO uses any reasonable interpretation of the Board's Results and Operational Expectations policies, the CEO is authorized to establish any additional administrative policies or regulations, make any decisions, establish any practices and develop any activities the CEO deems appropriate to achieve the Board's Results policies. The CEO is not expected to seek Board approval or authority for any such decision falling within the CEO's area of delegated authority.

The Board may change its Results and Operational Expectations policies, and in so doing shift the boundary between Board and CEO areas of responsibility.

The Board will respect and support any reasonable interpretations of its policies by the CEO, even though CEO decisions may not be the decisions the Board or its directors may have made.

Policy Type	**Board CEO Delegation**
Policy Number	**BCD-5**
Policy Title	**CEO Accountability**

The Board considers CEO performance to be identical to organizational performance. Organizational accomplishment of the Board's Results policies and operation according to the values expressed in the Board's Operational Expectations policies will be considered successful CEO performance. These two components define the CEO's job responsibilities and are the basis for the CEO's performance evaluation.

1 The Board will determine organizational performance based upon a systematic monitoring process.

2 The Board will acquire monitoring data on Results and Operational Expectations policies by one or more of three methods:

   a By internal report, in which the CEO submits information that certifies and documents compliance with Operational Expectations or reasonable progress on Results;

   b By external review, in which an external third party, selected by the Board, assesses compliance with Operational Expectations or reasonable progress on Results;

   c By Board inspection, by which the whole Board or a committee duly charged by the Board formally assesses compliance with Operational Expectations or reasonable progress on Results.

3 The consistent performance standard for Operational Expectations policies shall be whether the CEO has:

   a Reasonably interpreted the policy and its subparts;

   b Complied with the provisions of the Board policy being monitored.

4 The consistent performance standard for Results policies shall be whether the CEO has:

   a Reasonably interpreted the policy and its subparts;

b Made reasonable progress toward achieving the Board's defined Results policies.

5 The Board will make the final determination as to whether CEO interpretation is reasonable, whether the CEO is in compliance and whether reasonable progress has been made. In doing so, the Board will apply the "reasonable person" standard.

6 All policies that instruct the CEO will be monitored according to a schedule and by a method determined by the Board and included in the Board's annual work plan. The Board may monitor any policy out of this defined sequence, if it is determined by a majority of the Board that conditions warrant monitoring at times other than those specified by the annual schedule.

7 Each year at a mutually agreeable time between May 1 and June 30 the Executive Committee will conduct a formal evaluation of the CEO. The evaluation will be based upon data collected during the year from the monitoring of Results and Operational Expectations policies. The Board will prepare a written evaluation document.

The evaluation document will consist of:

1 A summary of the data derived during the year from monitoring the Board's Results and Operational Expectations policies;

2 Conclusions based upon the Board's prior action during the year relative to the CEO's reasonable interpretation of each Results policy and whether reasonable progress has been made towards its achievement;

3 Conclusions based upon the Board's prior action during the year relative to whether the CEO has reasonably interpreted and operated according to the provisions of the Operational Expectations policies;

4 Decisions regarding the CEO's compensation.

The purpose of the annual evaluation of the CEO is to summarize the actions previously taken by the Board as it monitored Results and Operational Expectations policies during the year, and to draw conclusions on that basis.

Operational Expectations Policy	Date Monitored	Board Disposition

OE-1 Global Operational Expectation		
OE-2 Treatment of Members		
OE-3 Personnel Administration		
OE-4 Financial Planning/Budgeting		
OE-5 Financial Administration		
OE-6 Emergency Succession		
OE-7 Asset Protection		
OE-8 Communication with the Board		
OE-9 Communication with the Members		
Results Policy	**Date Monitored**	**Board Disposition**
R-1 Mega Result		
R-2 Education and Training		
R-3 Advocacy		
R-4 Personal and Professional Community		
R-5 Informed Leaders		

Based upon the Board's prior monitoring of these policies and the on-going monitoring of the organization's and the CEO's performance during the preceding year, the Board reaches the following summary conclusions relative to CEO performance:

_____

Based upon the foregoing conclusions, the Board establishes the following priorities for the coming year:

_____

Signed:_____ **Date:** _____
Chair of the Board

Signed:_____ **Date:** _____
Chief Executive Officer/President

Policy Type **Board CEO Delegation**

Policy Number **BCD-6**

Policy Title **Foundation Leadership**

The CEO shall serve as the CEO of the IAVM Foundation and shall be governed independently by the IAVM Foundation Board of Trustees and the Governance Policies of the Foundation.

Governing Policies of the Board of Directors

Operational Expectations *policies reflect areas that the board perceives some operational risk to the organization and wishes to assert a degree of protection and control. These policies are directed to the CEO and describe standards for management decisions and actions*

Policy Type	**Operational Expectations**
Policy Number	**OE-1**
Policy Title	**Global Operational OE**

The CEO shall cause, allow, and take reasonable measures to ensure all association practices and decisions comply with laws, uphold ethical standards, ensure association's viability, credibility, and public image, promote safety and respect, align with Board policy, and foster an inclusive environment free from discrimination of any attribute either visible or invisible.

Policy Type	**Operational Expectations**
Policy Number	**OE-2**
Policy Title	**Treatment of Members**

The CEO shall maintain an organizational culture that treats members in a professional manner with respect, dignity and courtesy.

The CEO will:

1. Establish, maintain, and communicate a policy to ensure protection of confidential information, including mailing lists, financial contributions, and personnel data.

2. Effectively track and handle member questions and concerns and inform the Board of any complaints having organizational impact or requiring Board action.

3. Maintain an organizational culture that:

    a. values individual differences of opinions

    b. reasonably includes members in decisions that affect them

    c. provides open and honest communication in all written and interpersonal interaction to ensure members feel heard and acknowledged

    d. focuses on common achievement of the Board's Results policies

    e. recognizes and appreciates the work of member volunteers to support the association

4. Ensure that the interests of the organization’s defined industry sectors, geographical regions and stakeholder groups among the membership are considered and reflected in the organization’s programs and selected meeting sites.

The CEO will not:

5. Approve any membership types without authorization.

6. Enter into any membership agreement with an external entity without authorization from the Board of Directors.

Policy Type	**Operational Expectations**
Policy Number	**OE-3**
Policy Title	**Personnel Administration**

The CEO shall ensure the recruitment, employment, development, evaluation, and compensation of employees in a manner necessary to enable the Board to achieve its Results policies.

The CEO will:

1 Attract and retain highly qualified and best-suited employees for all positions by:

a Establishing employment criteria and adequate job descriptions

b Conducting appropriate background checks

c developing compensation and benefit plans consistent with the applicable marketplace.

2 Administer clear personnel rules and procedures for employees that ensure all staff members are qualified and trained to competently perform the responsibilities assigned to them, and effectively evaluate all employee performance against both Results accomplishments and Operational Expectation compliance.

3 Prevent any form of illegal or improper transmission of confidential information, including personnel data, health or medical information, performance reviews, and disciplinary and/or corrective actions.

4 Effectively handle staff complaints and concerns and maintain an organizational culture that positively impacts the ability of staff to responsibly perform their jobs and allow them to work in an environment of professional support and courtesy.

Policy Type	**Operational Expectations**
Policy Number	**OE-4**
Policy Title	**Financial Planning/Budgeting**

The CEO shall develop and maintain a financial plan that is related directly to the Board's Results priorities and Operational Expectations goals, and that avoids long-term fiscal jeopardy to the organization.

The CEO will develop a budget that:

1 Is in a summary format understandable to the Board and presented in a timely manner that allows the Board to understand the relationship between the budget and the Results priorities and any Operational Expectations goals

2 Credibly describes revenues, expenditures, and cash reserves for the coming fiscal year.

3 Shows the amount spent in each budget category for the most recently completed fiscal year, the amounts budgeted and projected for each category for the current fiscal year, and the amount budgeted for the next fiscal year.

4 Discloses budget-planning assumptions.

5 Credibly describes five-year projections of major revenue lines, staffing needs, contracted multi-year liabilities, and anticipated reserve needs.

6 Reflects anticipated changes in employee compensation, including inflationary adjustments, performance increases and benefits

7 Ensures fiscal soundness in future years

The CEO may not develop a budget that:

10. Plans for the expenditure in any fiscal year of more funds than are conservatively projected to be available during the year.

Policy Type	**Operational Expectations**
Policy Number	**OE-5**
Policy Title	**Financial Administration**

The CEO shall not cause or allow any financial activity or condition that materially deviates from the budget reviewed by the Board; cause or allow any fiscal condition that is inconsistent with achieving the Board's Results or meeting any Operational Expectations goals; or place the long-term financial health of the organization in jeopardy.

The CEO will:

1 Assure that payroll and legitimate debts are promptly paid when due.

2 Assure that all purchases are based on comparative prices of items of similar value, including consideration of both cost and long-term quality.

3 Keep complete and accurate financial records by funds and accounts in accordance with generally recognized principles of accounting.

4 Present to the Board for its approval an annual schedule of all membership rates and charges.

5 Maintain and follow restricted and unrestricted reserves operating policies for review with the annual budget.

6 Maintain and follow an investment policy that invests funds to obtain the maximum yield with a low degree of tolerance for risk that primarily preserves the capital investment and aligns with industry best practices.

7 Maintain comprehensive written financial operating policies and procedures.

8 Make all reasonable efforts to collect any funds due to the organization from any source.

The CEO may not:

11. Indebt the organization.

12. Allow any required reports to be overdue or inaccurately filed.

13. Write-off any funds due the organization in excess of $5,000 without prior Board approval.

Policy Type	**Operational Expectations**
Policy Number	**OE-6**
Policy Title	**Business Continuity Planning**

The CEO shall develop a business continuity plan that ensures the operational sustainability of the Association and the continuous service to the membership. Such plan shall:

1 Maintain and follow a travel policy that minimizes simultaneous risk to multiple senior leaders.

2 Maintain CEO continuity plan and timelines for both emergency and planned succession and replacement actions that include designation of at least one other executive staff member who is both familiar with the Board's governance process and issues of current concern and is capable of assuming the CEO responsibilities on an emergency/temporary basis.

Policy Type	**Operational Expectations**
Policy Number	**OE-7**
Policy Title	**Asset Protection**

The CEO will ensure that all organizational assets are adequately protected, properly maintained, appropriately used and not placed at undue risk

The CEO will:

1 Maintain appropriate insurance coverage to include property and casualty insurance covering assets to 100 percent of replacement value.

2 Maintain Errors and Omissions, Comprehensive General Liability, and fiduciary liability insurance coverage protecting all current and former Board members and staff, and the organization itself, in an amount that is reasonable for organizations of comparable size and character.

3 Protect intellectual property, trademarks, brands, information, files, records, fixed assets, and financial assets from loss or significant damage.

The CEO may not:

5 Unnecessarily expose the Association, Board, or staff to legal liability.

6 Purchase or sell real estate, including land and buildings.

7 Take any action that damages the Board or the organization's public image or credibility

8 Commit the organization’s name, marks, logos, or other elements of brand identity to the independent control of any third party.

Policy Type	**Operational Expectations**
Policy Number	**OE-8**
Policy Title	**Communication and Support to the Board**

The CEO shall ensure that the Board is fully and adequately informed about matters relating to Board work and significant organizational concern

The CEO will:

1 Submit required monitoring data (see policy Board-CEO Delegation - Monitoring CEO Performance) in a thorough, accurate and understandable fashion, according to the Board's annual work plan schedule, and including both CEO interpretations and relevant data to substantiate compliance or reasonable progress.

2 Provide for the Board, in a timely manner, information from a variety of internal and external sources in a simple and concise form about trends, facts, significant media coverage, and other information relevant to the Board's work and ensure Board access to all necessary documents to enable informed Board decisions.

3 Inform the Board of changes substantially affecting the organization's financial condition.

4 Inform the Board in a timely manner of personnel departures having significant member or operational impact.

5 Inform the Chair or Past Chair if, in the CEO's opinion, the Board or individual Board members have encroached into areas of responsibility assigned to the CEO or if the Board or individual Board members are non-compliant with any Governance Process or Board/CEO Delegation policies.

6 Treat all Board members impartially and assure all have equal access to information appropriate to their role.

7 Inform the Board in a timely manner of any actual or anticipated noncompliance with any Board Operational Expectations policy or any anticipated failure to achieve reasonable progress toward any Results policy.

8 Inform the Board in a timely manner of the administrative disposition of complaints presented to the CEO by the Board.

9 In collaboration with the Board, maintain a long-range strategic framework for the Association.

Policy Type	**Operational Expectations**
Policy Number	**OE-9**
Policy Title	**Communicating with the Members**

The CEO shall ensure that the members are adequately informed about the condition and direction of the organization.

The CEO will:

1 Ensure the timely flow of information, appropriate input and dialogue between the members, the Board, and staff, to build understanding and support for organizational efforts, and maintain and regularly update a communications plan detailing the same.

2 Prepare and publish, on behalf of the Board, an Annual Report to members which includes an understandable financial statement and highlights the organization's success in achieving defined Results and other matters of importance to the members.

Policy Type **Results**

Policy Number **R-1**

Policy Title **Mega Result**

Members have the knowledge, skills and community to be successful professionals able to meet and exceed customer and stakeholder expectations.

Policy Type **Results**

Policy Number **R-2**

Policy Title **Education and Training**

As a result of their participation in IAVM education and training, members will provide expert, confident and inspired leadership to their organizations.

Members will:

2.1 Have access to quality educational and training opportunities that support the Association's defined industry sectors, geographical regions, work disciplines, and stakeholder groups at all career levels.

2.2 Have the resources to operate and manage venues safely, effectively and efficiently, based on recognized industry standards and practices, including appropriate use of advanced technologies, products and services;

2.3 Be prepared to develop and sustain effective working relationships and provide leadership and encouragement for venue stakeholders to develop and implement structures that focus on results and achieve role clarity;

Policy Type **Results**

Policy Number **R-3**

Policy Title **Advocacy**

IAVM will advocate for and speak on behalf of the industry and/or its members. Members will benefit from coordinated advocacy in support of public policy and decisions that influence the venue management industry.

Members will:

3.1 Benefit from the Association's engagement with legislative bodies, media outlets, and other inter-related associations for the provision of information about the event venue industry.

3.1 Have the tools and resources to optimize community support for, and return on investment in, venues.

3.2 Have the tools and resources to be effective advocates for industry interests at the local, state, federal and international levels.

3.3 Receive the expertise of IAVM staff and/or IAVM hired lobbyists, who will lead or support advocacy efforts for industry interests at the local, state, federal and international levels.

Policy Type **Results**

Policy Number **R-4**

Policy Title **Professional Community and Engagement**

IAVM will foster an inclusive community that provides opportunities for member engagement throughout the Association and the industry.

Members will:

4.1 Benefit from networking and relationship building with colleagues and other professionals to cultivate a network of personal support and to advance professional goals.

4.2 Be recognized for professional achievement.

4.3 Actively engage in the work of IAVM to advance its mission.

4.4 Be recognized and appreciated for their volunteer work to support IAVM and advance its mission.

4.5 See themselves reflected in the volunteers, educators and leadership that serve the association.

Policy Type	**Results**
Policy Number	**R-5**
Policy Title	**Informed Leaders**

Members will be informed about current industry trends, facts and information, including emerging issues and relevant products and services, in order to effectively lead their organizations.