



**Board Policy Manual  
As of 3.14.17**

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**POLICY CATEGORY:** 1. **BOARD-MANAGEMENT CONNECTION**  
**POLICY TYPE:** 1.A. **GLOBAL GOVERNANCE-MANAGEMENT CONNECTION**  
**POLICY TITLE:** 1.A.1 *The Role, Authority, and Behaviors of the Executive Director*

Approved by Board of Directors – 3/14/17

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The chief staff leader at GBCC is the Executive Director. Their job is to ensure effective daily operations, implement the strategic plan, execute resource development, represent the organization to external audiences, and lead all functions not reserved to the Board.

The authority of the Executive Director is that they are autonomous so long as their decisions are made within the strategic goals, objectives, budget, and policy of the organization, as defined by the Board.

The Executive Director expresses their role and authority via these behaviors: They own their role, making decisions with confidence in alignment with strategic goals, discerning which questions do and do not require Board approval, clarifying which requests are for input and which are for permission. They work with the Chair to set a strategic agenda for meetings, providing timely, thorough, and contextual information to help the board with decision-making.

Responsibility for the following matters is allocated in the following ways:

- Matters which the Board reserves to its sole discretion:
  - o Board Governance
- Matters which the Board shares responsibility with the Executive Director, but ultimately decides:
  - o Mission & Vision
  - o High Level Strategy
  - o Goal Setting
  - o Annual Budget
- Matters which the Executive Director has discretion within parameters set by the Board:
  - o Programs & Initiatives
  - o Human Resources & Staffing
  - o Daily Operations
  - o Public Policy & Advocacy
- Matters which the Board Chair and the Executive Director decide together:
  - o Board (and other, as needed) Meeting Agendas



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**POLICY CATEGORY:** 1. **BOARD-MANAGEMENT CONNECTION**  
**POLICY TYPE:** 1.A. **GLOBAL GOVERNANCE-MANAGEMENT CONNECTION**  
**POLICY TITLE:** 1.A.2 ***Connection between the Board and the Executive Director***

Approved by Board of Directors – 3/14/17

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The board connects to GBCC’s operations and its achievements through the Executive Director.

- 1) Board decisions and policies about Daily Operations policies, Mission and Strategic Direction are binding on the Executive Director. Instructions of individual board members are not binding. The Executive Director must support officers and committees as needed to perform their responsibilities. However, except where a committee job description or board action specifically authorizes it, officers and committees can’t supervise the Executive Director with regard to operations, mission and strategic direction.
- 2) The Executive Director hires, sets compensation for (within budget parameters) evaluates and supervises all staff members. The board may request support for Board and committee processes from the staff person designated by the Executive Director.
- 3) The board will instruct the Executive Director through board decisions, usually written policies which prescribe the Mission, high level strategy, goal setting, and annual budget. The Executive Director is the interpreter of policies relating to operations, as long as they use reasonable interpretations.
  - a) As long as the Executive Director uses *any reasonable interpretation* of the board’s Mission, Strategic Planning and policies on Daily Operations, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
  - b) The board may change the authority delegated to the Executive Director at any time, thereby shifting the boundary between the Board’s and Executive Director’s responsibilities. But as long as any particular delegation is in place, the board will respect and support the Executive Director’s choices.
- 4) The Executive Director’s evaluation will be based on: GBCC’s accomplishment of board stated Mission and expected Strategic results; compliance with board policies; and the Executive Director’s achievement of Board-approved personal goals.



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**POLICY CATEGORY:** 1. **BOARD-MANAGEMENT CONNECTION**  
**POLICY TYPE:** 1.A. **GLOBAL GOVERNANCE-MANAGEMENT CONNECTION**  
**POLICY TITLE:** 1.A.3 *Evaluation of the Executive Director and Setting Compensation*

Approved by Board of Directors – 10/27/15

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Each year, at least 30 days prior to the Board’s last regular meeting of the FY (usually in June), the Board Chair and those whom he/she appoints to a Committee to Evaluate the Executive Director will:

1. Complete and recommend to the Board for approval a written evaluation of the Executive Director’s performance relative to approved FY goals and then share with the Executive Director.
2. Review and recommend to the Board for approval the Executive Director’s compensation for the coming fiscal year.
3. Work with the Executive Director to prepare goals and additional personal targets for the coming FY that will be approved by the Board.

#### **Evaluation on Previous Goals:**

The evaluation will begin with the Executive Director’s own review on achievement of Board approved goals and, if specified, personal targets. The Committee will review the Executive Director’s report, add their comments, and bring to the Board.

The Board will primarily judge the Executive Director’s performance based upon by GBCC’s success, answering the following questions:

- Is the organization solvent and meeting budget expectations?
- Is the mission being accomplished?
- Are the Board’s key strategic goals being accomplished? (While the Board may have many strategic goals, a prioritized list of five or less will be the focus of the evaluation).

#### **Proposing Compensation for the Coming Year:**

Recommendations for change in the Executive Director’s compensation will come from the Committee upon consideration of the Executive Director’s evaluation and upon consideration of relevant comparative data on executive level compensation. The Committee will inform the Finance Committee of their recommendation for budgeting purposes. If the Board increases the Executive Director’s compensation, that change will normally begin on July 1 unless decided otherwise by the board.

#### **Proposing Goals for Coming Year:**

The Executive Director will recommend to the Committee an initial draft of five key strategic priority goals for the coming year, derived from active strategic and other plans. The Committee will review, may revise, and may recommend specific personal targets for the Executive Director to meet, all in addition to standard accountabilities set in board policies. The Committee will recommend a draft of goals to the Board for its approval at its last meeting of the fiscal year.



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**POLICY CATEGORY:** 2. GOVERNANCE AND BOARD PROCESSES  
**POLICY TYPE:** 2.A. BOARD OF DIRECTORS ROLES & RESPONSIBILITIES  
**POLICY TITLE:** 2.A.1. *The Role, Authority, and Behaviors of the Board*

Approved by Board of Directors – 3/14/17

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The role of the Board of Directors is to ensure that the organization has the Executive Director and Board leadership, resources, and structure required to effectively execute its mission, by approving policy, strategy, and budget.

The authority of the Board of Directors is over the Executive Director’s compensation and performance evaluation, approving and monitoring the budget, approving and evaluating the strategic plan, and adopting high-level policies as needed.

The Board of Directors expresses their role and authority via these behaviors: They adopt short but profound policy statements and plans that set goals, strategies, and priorities that serve as a “GPS”. They hold the Executive Director accountable with clear parameters for performance, and positively support and affirm the Executive Director when she makes decisions within those policy and performance parameters. They strive for strategy-focused meetings, making decisions and providing input with clarity and consistency.

The Board of Directors expresses these attributes as crucial to its culture and values to guide its work:

- **Strategic** – The Board focuses its time and attention on identifying the long-term or overall aims and interests of the organization, and its means of achieving them.
- **Thought-Leading** – The Board seeks to represent and maintain in itself the best collection of ideas, resources, and best practices on matters of the organization’s management and governance.
- **Focused/Disciplined** – The Board makes efficient use of its time and energy, keeping its attention on the strategic matters of the health and welfare of the organization and its mission.
- **Cohesive/Positive** – The Board works toward consensus in its decision-making, hearing and accounting for varied perspectives amongst its members.
- **Collaborative** – The Board looks for ways in which its members may work together in and out of meetings for the benefit of the organization and its mission.
- **Innovative** – The Board seeks new ideas and ways to ever improve and make more efficient its processes and methods.

#### **Guidelines for Dialogue**

- Everyone has an equal voice (share air time).
- Listen to understand.
- Allow others to speak w/out interruption.
- Diversity of thought is invited and encouraged.
- Watch for the “shared yes”.
- Say it in the boardroom.
- Wear your GBCC hats.
- Draw on the collective wisdom.
- Be open-hearted and open-minded.
- Stay at a high level & out of the “weeds”.
- Find opportunities in differences.



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**POLICY CATEGORY:** 2. **GOVERNANCE AND BOARD PROCESSES**  
**POLICY TYPE:** 2.A. **BOARD OF DIRECTORS - ROLES AND RESPONSIBILITIES**  
**POLICY TITLE:** 2.A.2 *The Roles and Responsibilities of Board Officers*

Approved by Board of Directors – 3/14/17

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The officers assure that GBCC's governance is effective and accountable and the integrity of the board's process and records.

1. The Chair assures the Board's effectiveness and the integrity of the board's process.
  - A. Board meetings must be consistent with good governance and the Board's policy and bylaws.
    - Meeting discussion content will be only those issues which belong to the board.
    - Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
  - B. The Chair can make decisions and interpretations for the topics covered by board policies on Governance and Board Management Connection, except for employment or termination of the Executive Director, and where the board specifically delegates authority to others. The Chair may use any reasonable interpretation of these policies.
    - The Chair will chair board meetings with the commonly accepted power of that position, such as ruling and recognizing.
    - Interpretation and implementation of Board policies on Mission & Strategic Direction and Daily Operations are assigned to the Executive Director. The Chair has no authority to supervise or direct the Executive Director.
    - The Chair may represent the board to outside parties in announcing board-stated positions and in stating Chair decisions and interpretations within the area delegated to her/him.
    - The Chair may appoint members and a Chair for each board committee, unless otherwise stipulated by the bylaws.
2. The Chair-elect will serve as Chair in the absence of the Chair.
3. The Secretary/Treasurer.
  - A. Records - insures the integrity of the board's documents, including seeing to it that all board documents and filings are accurate and timely.
    - Policies will be current in their reflection of board decisions.
    - Policies will be short and organized in a consistent format.
  - B. Finances - assures the integrity of GBCC finances in conformance with Board Policies. He/she
    - Assists the Executive Director in the preparation of the annual budget and brings it to the Board at the June meeting for approval.
    - Ensures Board members have accurate, understandable financial reports.
    - Oversees the auditing process for GBCC financials.
  - C. Signs such documents as may require the signature of the Treasurer.
4. The Immediate Past Chair serves on the Executive Committee and offers continuity and counsel to the current chair.
5. All board officers and committees are accountable to the Chair unless otherwise determined by board policy.



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**POLICY CATEGORY: 2. GOVERNANCE AND BOARD PROCESSES**  
**POLICY TYPE: 2.A. BOARD OF DIRECTORS – ROLES AND RESPONSIBILITIES**  
**POLICY TITLE: 2.A.3 Individual Board Member Responsibilities**

Approved By Board of Directors – 3/14/17

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Each Board Member shall, before beginning their service on the Board, and before the beginning of each fiscal year, sign a copy of the statement below:

“As a member of the Board of Directors of the Greater Blythewood Chamber of Commerce (GBCC), I am fully committed to its mission of “serving, supporting and strengthening the business community for a better Blythewood area” and have pledged to carry out this mission.

I understand my duties and responsibilities, and in signing this Agreement, I make the following commitments:

1. I am fiscally responsible, along with other board members, for this organization. I will make a point to know what our budget is and take an active part in reviewing, approving and monitoring the budget.
2. I accept my responsibilities for this organization and specifically understand that the Board is responsible for overseeing the strategic implementation of policies and programs.
3. I accept GBCC’S Bylaws and operating principles and understand that I am responsible for the health and well-being of GBCC.
4. I, or my organization, will maintain, in good standing, my/our membership with GBCC.
5. I will actively engage in recruiting members and fundraising for GBCC. This may include individual solicitation, undertaking special events, writing mail appeals, etc. I am making a good faith agreement to do my best to raise support for GBCC, including committing to recruiting at least one member during the fiscal year.
6. I will assist staff and our regional partners in organizing, attending events and helping lead GBCC’s area outreach efforts.
7. I will attend, in person or by phone, at least 75% of the regularly scheduled monthly board meetings, including any board retreats, and be physically present for at least 50%.
8. I will serve on at least one committee and attend, or be available by phone, for the majority of those chosen committee meetings.
9. I will suggest to the GBCC Nominating Committee board nominees who can make significant contributions of time and resources to help lead the organization.
10. I have read and agree to adhere to the attached *Conflict of Interest Policy*.

If I am unable to meet my obligations as a board member, I will offer my resignation for consideration in accordance with the Bylaws.”

\_\_\_\_\_  
Board Member Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

The Executive Committee shall review this statement each year before beginning the nominations process.





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**POLICY CATEGORY:** 2. GOVERNANCE & BOARD PROCESSES  
**POLICY TYPE:** 2.B. BOARD COMMITTEES - ROLES & RESPONSIBILITIES  
**POLICY TITLE:** 2.B.1 *Executive Committee*

Approved by Board of Directors – 3/14/17

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## **PURPOSE**

To ensure: a) that the composition of the Board of Directors is reflective of GBCC's needs, b) that the Board operates in compliance with the established bylaws, and c) that Board members remain engaged and productive.

**Reports to:** Board Chair

**Staffed by:** Executive Director, Chair, Chair-Elect, Immediate Past Chair, Treasurer

## **ROLES & RESPONSIBILITIES**

### **Board Tools and Effectiveness:**

1. Ensure compliance at all times with bylaws and update as needed.
2. Review and update as needed GBCC's committee structure.
3. Develop and oversee implementation of all governance policies and other policies as directed.

### **Board Composition:**

4. Lead the assessment of current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider in order to accomplish future work.
5. Develop a profile of the Board as it should evolve over time. Identify potential board member candidates exploring their interest and availability for board service.
6. Annually seek nominations of individuals to be elected to the board, bringing a proposed slate to the Board for approval and then to the membership for their vote.
7. In cooperation with the Executive Director and the Board Chair, ensure that the Board Member Responsibility Statements are submitted by each Board Member at the beginning of the year, following up with Board Members when needed.
8. Work with each board member to identify the appropriate role he or she might assume on behalf of the organization.

### **Board Leadership:**

9. Take the lead in succession planning, taking steps to recruit and prepare for future Board leadership.
10. Nominate board members for election by the Board as Board officers.
11. Annually review and update the Board's description of its responsibilities and what is expected of individual Board members, bringing any changes to the Board for approval.
12. Provide advice as needed to the Board chair and other board leaders on steps they might take to enhance board effectiveness

### **Board Knowledge:**

13. Ensure a strong Board orientation program, including providing information prior to election, a session for new board members and other information as needed during the early stages of board service. This should be a consistent process with specific items included in the Board notebook i.e. Bylaws, Annual Budget, board member roster including term dates, GP&BP, Business Plan etc.
14. Continually monitor and work towards GBCC's compliance with *Guiding Principles and Best Practices*



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**POLICY CATEGORY:** 2. **GOVERNANCE & BOARD PROCESSES**  
**POLICY TYPE:** 2.B. **BOARD COMMITTEES - ROLES & RESPONSIBILITIES**  
**POLICY TITLE:** 2.B.2 *Finance Committee*

Approved by Board of Directors – 3/14/17

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## **PURPOSE**

The Finance Committee provides financial oversight for GBCC. Responsibilities include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies.

**Reports to:** Board Chair

**Staffed by:** Treasurer, Office Manager, & Executive Director

## **ROLES & RESPONSIBILITIES**

### **FINANCIAL RESPONSIBILITIES**

1. Creates, approves, and updates (as necessary) policies to ensure GBCC's assets are protected.
2. Ensures policies and procedures for financial transactions are documented in a manual and the manual is reviewed annually and updated as necessary.
3. Ensures approved financial policies and procedures are being followed.
4. Develop an annual operating budget with staff and recommends it to the Board for adoption.
5. Calculates and ensures that the Reserve Fund is maintained at the beginning of each fiscal year through the annual budget process.
6. Monitors adherence to the budget.
7. Develops multi-year operating budgets that integrate strategic plan objectives and initiatives.
8. Recommends to the Board annually a resolution authorizing the Executive Director, Chair, and Treasurer to execute contracts up to a certain amount and to take other steps to manage the organization's finances.

### **REPORTING RESPONSIBILITIES**

9. Works with staff to develop a list of desired financial reports noting the level of detail, frequency, deadlines and recipients of these reports.
10. Works with staff to understand the implications of the reports.
11. Presents appropriate financial reports to the full board of directors.
12. Reports clearly communicated GBCC's financial and cash position and adherence to budget.

### **AUDIT RESPONSIBILITIES**

1. Reviews the adequacy of the GBCC's internal control structure.
2. Reviews the scope and approach of the annual audit proposed by the independent auditor.
3. Conducts a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditor.
4. Recommends appointment (or reappointment) of the independent auditor.
5. Monitors compliance with the organization's code of conduct, conflict of interest policy and Sarbanes-Oxley Act of 2002, including protection of whistleblowers.

### **COMMITTEE MAKEUP**

- GBCC's Treasurer serves as committee chair. Board members and non-board members with financial expertise may serve on the committee. The committee meets no less than quarterly and on an as-needed basis.



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**POLICY CATEGORY:** 2. GOVERNANCE & BOARD PROCESSES  
**POLICY TYPE:** 2.C. LEGAL & ETHICAL ACCOUNTABILITY  
**POLICY TITLE:** 2.C.2 *Conflict of Interest*

Approved by Board of Directors – 2014

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**REASON FOR STATEMENT:** The Greater Blythewood Chamber of Commerce (GBCC) as a nonprofit, tax-exempt organization depends on dues from the membership. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of funding and public support. Therefore, the IRS as well as state corporate and tax officials, view the operations of GBCC as a public trust which is subject to scrutiny by and accountability to such governmental authorities as well as to members of the membership.

Consequently, there exists between GBCC and its board, officers, and management employees a fiduciary duty which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of GBCC honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of GBCC. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with GBCC or knowledge gained there from for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

**PERSONS CONCERNED:** This statement is directed not only to directors and officers, but to all employees who can influence the actions of GBCC. For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning GBCC.

**AREAS IN WHICH CONFLICT MAY ARISE:** Conflicts of interest may arise in the relations of directors, officers and management employees with any of the following third parties:

- a) Persons and firms supplying goods and services to GBCC.
- b) Persons and firms from whom GBCC leases property and equipment.
- c) Persons and firms with whom GBCC is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property.
- d) Competing or affinity organizations.
- e) Donors and others who support GBCC.
- f) Agencies, organizations, and associations that affect the operations of GBCC.
- g) Family members, friends, and other employees.

**NATURE OF CONFLICTING INTEREST:** A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned in Section 3. Such an interest might arise through:

- a) Owning stock or holding debt or other proprietary interests in any third party dealing with GBCC.
- b) Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with GBCC.
- c) Receiving remuneration for services with respect to individual transactions involving GBCC.

- d) Using GBCC's time, personnel, equipment, supplies, or good will for other than GBCC approved activities, programs, and purposes.
- e) Receiving personal gifts or loans from third parties dealing with GBCC. Receipt of any gift is disapproved except gifts of nominal value which could not be refused without discourtesy. No personal gift of money should ever be accepted.

INTERPRETATION OF THIS STATEMENT OF POLICY: The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the trustees, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of GBCC.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

DISCLOSURE POLICY AND PROCEDURE: Disclosure should be made according to the GBCC standards.

Transactions with related parties may be undertaken only if all of the following are observed:

- a) A material transaction is fully disclosed in the audited financial statements of the organization;
- b) The related party is excluded from the discussion and approval of such transaction;
- c) A competitive bid or comparable valuation exists; and
- d) The organization's board has acted upon and demonstrated that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive (or if she or he is the one with the conflict, then to the board chair), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the board chair.

Disclosure involving directors should be made to the board chair, who shall bring these matters, if material to the board. The board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to GBCC. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of GBCC and the advancement of its purpose.



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**POLICY CATEGORY:** 2. **GOVERNANCE AND BOARD PROCESSES**  
**POLICY TYPE:** 2.C. **LEGAL AND ETHICAL ACCOUNTABILITY**  
**POLICY TITLE:** 2.C.3 *Rules of Order*

Approved by Board of Directors – 3/14/17

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Board meetings will be efficient, orderly and fair, consistent with the bylaws and these policies, with the Chair presiding.

1. Board meetings will be conducted with punctuality and decorum.
  - A. Board meetings shall be called to order at the time specified in the notice of meeting (or as pre-arranged) and upon satisfaction of quorum.
  - B. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
  - C. Board members must keep their comments relevant to the issue under consideration.
  - D. A majority vote will decide all motions before the board except those matters in the by-laws, which oblige a higher level of approval.
  
2. Board meetings will be conducted at a level of informality considered appropriate by the Chair, yet with predictable discipline.
  - A. Discussion of a matter not on the previously distributed agenda may not occur prior to a proposal that action be taken on the matter.
  - B. Proposals that the board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a board member, discussed, and then voted on. Motions, except those brought by a committee, require a second to proceed to discussion and subsequent vote.
  - C. The Chair may not engage in debate unless the Chair-Elect or another board member chairs that portion of the meeting. The Chair may vote on any matter to be decided.
  - D. A motion to amend a main motion may be amended but third level amendments are out of order.
  - E. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
  - F. Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
  - G. A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
  - H. A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.
  
3. When further rules of order are to be developed by the board, the board will consider the Standard Code of Parliamentary Procedure as a resource guide.