



IAVM Governance Policies

Approved July 14, 2015



TABLE OF CONTENTS

Governing Policies Narrative.....Page 2

Governance Process Policies.....Pages 3 – 19

- GP – 1 Board Purpose (pg. 3)
- GP – 2 Governing Commitments (pg. 4-5)
- GP – 3 Board Job Description (pg. 6-7)
- GP – 4 Annual Work Plan (pg. 8)
- GP – 5 Board Officer’s Roles (pg. 9-10)
- GP – 6 Directors Code of Conduct (pg. 11-12)
- GP – 7 Committee Principles (pg. 13-17)
- GP – 8 Cost of Governance (pg. 18)
- GP – 9 Process for Addressing Member Violations (pg. 19)

Board – CEO Delegation Policies.....Pages 20 – 27

- BCD – 1 Single Point of Connection (pg. 20)
- BCD – 2 Single Unit Control (pg. 21)
- BCD – 3 Staff and Contractor Accountability (pg. 22)
- BCD – 4 Authority of the CEO (pg. 23)
- BCD – 5 CEO Accountability (pg. 24-27)

Operational Expectations Policies.....Pages 28 – 37

- OE – 1 Global Operational Expectations (pg. 28)
- OE – 2 Treatment of Members (pg. 29)
- OE – 3 Personnel Administration (pg. 30)
- OE – 4 Financial Planning/Budgeting (pg. 31)
- OE – 5 Financial Administration (pg. 32)
- OE – 6 Emergency Succession (pg. 33)
- OE – 7 Asset Protection (pg. 34)
- OE – 8 Communication and Support to the Board (pg. 35-36)
- OE – 9 Communicating with the Members (pg. 37)

Results Policies.....Pages 38 – 42

- R – 1 Mega Result (pg. 38)
- R – 2 Education and Training (pg. 39)
- R – 3 Advocacy (pg. 40)
- R – 4 Personal and Professional Advancement (pg. 41)
- R – 5 Informed Leaders (pg. 42)



IAVM Governance Policies

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.



IAVM Governance 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).

- 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



IAVM Governance Policies

- 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.

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



IAVM Governance Policies

| | |
|---------------|------------------------------|
| 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 Adopt the budget.
- 8 Evaluate and approve member rates annually based on staff recommendations.
- 9 Ratify the annual Board election results.



IAVM Governance Policies

- 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.



IAVM Governance Policies

| | |
|---------------|---------------------------|
| Policy Type | Governance Process |
| 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.



IAVM Governance Policies

| | |
|---------------|------------------------------|
| 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 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.



IAVM Governance Policies

- 4 Lead the Board's evaluation of the CEO.
- 5 Represent the Board as its official spokesperson about issues decided by the Board and other matters related to official Board business.
- 6 Execute all documents authorized by the Board.
- 7 Appoint members of all Board committees.
- 8 On behalf of the Board, and in concert with the CEO, develop proposed Board meeting agendas consistent with the Board's annual calendar.

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.

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.

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 and Nominating Committee.



IAVM Governance Policies

| | |
|---------------|----------------------------------|
| 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.



IAVM Governance Policies

- 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.

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.



IAVM Governance Policies

| | |
|---------------|-----------------------------|
| 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 are 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.



IAVM Governance Policies

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 of 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 VenueConnect

Term: one year with renewal and appointment at VenueConnect

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;



IAVM 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

3. Leadership Development/Nominating 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. Identify, recruit, vet and nominate potential members to the Executive Committee and to the Board of Directors for election by March;
2. 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;
3. 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)



IAVM Governance Policies

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

Reporting schedule: at regularly scheduled monthly Executive Committee meetings

Term: one year with renewal and appointment at VenueConnect

Authority over resources: reasonable staff and logistical support

Reporting schedule: at regularly scheduled monthly Executive Committee meetings and yearly at VenueConnect

Term: one year, with renewal and appointment at VenueConnect

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. Develop an incentive compensation and benefits plan for the CEO, informed by an independent counsel who updates comparative market information and trends, and recommend the philosophy/strategy and program to the Board of Directors;
3. Serve as the liaison between the auditor, CEO and Executive Committee;
4. 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;
5. 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;
6. Review annual financial statements and other financial information submitted



IAVM Governance Policies

to the Board; review financials at least quarterly and report to the Executive Committee.

5. Review the results of the annual audit and present it with the external auditor to the Executive Committee;
6. Review the external auditor's annual management letter regarding internal controls, recommendations for improvements, and management's corrective action plans;
7. Monitor management's implementation of corrective action plans;
8. 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

Reporting schedule: quarterly to the Executive Committee

Term: one year with renewal and appointment at VenueConnect

Authority over resources: reasonable staff and logistical support



IAVM Governance Policies

Policy Type

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.



IAVM Governance Policies

| | |
|---------------|---|
| 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.



IAVM Governance Policies

| | |
|---------------|-----------------------------|
| 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.



IAVM Governance Policies

| | |
|---------------|--|
| 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.



IAVM Governance Policies

| | |
|---------------|-----------------------------|
| 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 assure 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.



IAVM Governance Policies

| | |
|---------------|-----------------------------|
| 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 Operating 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;



IAVM Governance Policies

- 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 July the Board 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 Operating 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 Operating 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 | | |



IAVM Governance Policies

| | | |
|---|-----------------------|--------------------------|
| 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 Advancement | | |
| 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:



IAVM Governance Policies

Signed: _____
President/Chair of the Board

Date: _____

Signed: _____
Chief Executive Officer/President

Date: _____

AGI: Aspen Group International, LLC ©



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 Expectation |

The CEO shall not cause, allow or fail to take reasonable measures to prevent any practice, activity, decision or organizational condition that is unlawful, unethical, unsafe, disrespectful, or imprudent, in violation of Board policy or endangers the organization's viability, credibility or public image.



IAVM Governance Policies

| | |
|---------------|---------------------------------|
| 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 Protect confidential information, including mailing lists, contributions and personnel data.
- 2 Effectively handle complaints.
- 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
 - d focuses on common achievement of the Board's Results policies
- 4 Provide members with effective and timely response to questions and concerns.
- 5 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.

The CEO will not:

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



IAVM Governance Policies

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

The CEO shall assure 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 Establish employment criteria and conduct appropriate background inquiries and checks prior to hiring any personnel.
- 2 Select highly qualified and best-suited candidates for all positions.
- 3 Administer clear personnel rules and procedures for employees.
- 4 Effectively handle complaints and concerns.
- 5 Maintain adequate job descriptions for all staff positions.
- 6 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.
- 7 In order to attract and retain high quality employees, develop compensation and benefit plans consistent with the applicable marketplace, including but not limited to organizations of comparable size and type.
- 8 Consistent with the CEO's own evaluation, effectively evaluate, through annual reviews, all employee performance against both Results accomplishment and Operational Expectations compliance.
- 9 Ensure all staff members are qualified, trained and competently perform the responsibilities assigned to them.
- 10 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.



IAVM Governance Policies

| | |
|---------------|-------------------------------------|
| 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 and expenditures
- 3 Shows the amount spent in each budget category for the most recently completed fiscal year, the amount budgeted for each category for the current fiscal year and the amount budgeted for the next fiscal year.
- 4 Discloses budget-planning assumptions.
- 5 Projects future growth, staffing needs, capital and operational expenses, reserve needs and revenues from member contributions and investments.
- 6 Reflects anticipated changes in employee compensation, including inflationary adjustments, performance increases and benefits
- 7 Assures fiscal soundness in future years

The CEO may not develop a budget that:

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



IAVM Governance Policies

| | |
|---------------|---------------------------------|
| 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 adopted 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 Invest funds to obtain the maximum yield with a low degree of risk tolerance that primarily preserves the capital investment.

The CEO may not:

- 6 Indebt the organization.
- 7 Allow any required reports to be overdue or inaccurately filed.



IAVM Governance Policies

| | |
|---------------|---------------------------------|
| Policy Type | Operational Expectations |
| Policy Number | OE-6 |
| Policy Title | Emergency Succession |

The CEO shall designate 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 CEO responsibilities on an emergency basis.



IAVM Governance Policies

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

The CEO will assure 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 both Errors and Omissions and Comprehensive General 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 Assure that all personnel who have access to material amounts of funds are bonded.
- 4 Protect intellectual property, trademarks, brands, information, files, records and fixed assets from loss or significant damage.

The CEO may not:

- 5 Allow facilities and equipment to be subject to improper use or insufficient maintenance.
- 6 Unnecessarily expose the Board or staff to legal liability.
- 7 Purchase or sell real estate, including land and buildings.
- 8 Take any action that damages the Board or the organization's public image or credibility
- 9 Commit the organization's name, marks, logos, or other elements of brand identity to the control of any third party -.



IAVM Governance Policies

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

The CEO shall assure 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 Present information in simple and concise form.
- 3 Provide for the Board, in a timely manner, information about trends, facts, and other information relevant to the Board's work.
- 4 Inform the Board of changes substantially affecting the organization's financial condition.
- 5 Inform the Board of personnel departures at the Director level and above in a timely manner.
- 6 Provide the Board with adequate information from a variety of internal and external viewpoints to enable informed Board decisions.
- 7 Inform the Board of anticipated significant media coverage.
- 8 Inform the Board, the Chair or individual Board members 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.
- 9 Treat all Board members impartially and assure all have equal access to information.



IAVM Governance Policies

- 10 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.
- 11 Inform the Board in a timely manner of the administrative disposition of complaints presented to the CEO by the Board.



IAVM Governance Policies

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

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

The CEO will:

- 1 Assure the timely flow of information, appropriate input and dialogue between the members, the Board, and staff, to build understanding and support for organizational efforts.
- 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.



IAVM Governance Policies

| | |
|---------------|--------------------|
| 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.



IAVM Governance Policies

| | |
|---------------|-------------------------------|
| 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 be prepared to:

- 2.1 Maintain safe and secure venues;
- 2.2 Operate and manage venues effectively and efficiently, based on recognized industry standards and practices, including appropriate use of advanced technologies, products and services;
- 2.3 Provide leadership and encouragement for venue stakeholders to develop and implement structures that focus on results and achieve role clarity;
- 2.4 Develop and sustain effective working relations with stakeholders;



IAVM Governance Policies

Policy Type **Results**

Policy Number **R-3**

Policy Title **Advocacy**

Members will benefit from coordinated advocacy in support of public policy and decisions that influence the venue management industry.

Members will have the skills and knowledge to:

3.1 Optimize community support for, and return on investment in, venues.

3.2 Be effective advocates for industry interests at the local, state, federal and international levels.



IAVM Governance Policies

Policy Type **Results**

Policy Number **R-4**

Policy Title **Personal and Professional Community**

Members will connect with colleagues and other professionals to cultivate a network of personal support and to advance professional and career goals.

Members will:

- 4.1 Benefit from networking and relationship building.
- 4.2 Be recognized for professional achievement.
- 4.3 Actively engage in the work of IAVM to advance its mission.



IAVM Governance Policies

| | |
|---------------|-------------------------|
| 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.