

# PMI-SFBAC Policy Manual

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## Ends

Ends Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
1.0	PMI-SFBAC members make a difference as project management professionals to benefit their lives, work, and communities. Expenditures of resources to achieve these Ends align with the value delivered.	<b>Global Statement</b>	10/23/14	September
1.1	PMI-SFBAC members have a good work-life balance.		10/23/2014	September
1.1.1	PMI-SFBAC members have jobs and career opportunities.		10/23/2014	September
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1.2	PMI-SFBAC members are well regarded for their professional credibility.		10/23/2014	September
1.2.1	PMI-SFBAC members make a positive difference by getting work done efficiently and effectively.		10/23/2014	September
1.2.2	PMI-SFBAC members demonstrate project management best practices.		10/23/2014	September
1.2.3	PMI-SFBAC members have the knowledge and competency to practice project management across industries.		10/23/2014	September
1.2.4	PMI-SFBAC members enhance and practice leadership skills.		10/23/2014	September
1.2.5	PMI-SFBAC members exhibit democratic attitudes, and strong moral and ethical standards.		10/23/2014	September
1.3	PMI-SFBAC members engage among communities of interest.		10/23/2014	September
1.3.1	PMI-SFBAC members enjoy virtual and on-site access to educational, volunteer and networking activities.		10/23/2014	September
1.3.2	PMI-SFBAC members mentor others.		10/23/2014	September
1.3.3	PMI-SFBAC members enjoy strong bonds of culture and diversity.		10/23/2014	September

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## Executive Limitations

EL Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
2.0	The CEO will not cause or allow any organizational practice, activity, decision or circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.	<b>Global Statement</b>	12/19/2011	June
2.1	With respect to interactions with beneficiaries, the CEO will not cause or allow conditions, procedure or decisions that are unsafe, undignified or unnecessarily intrusive.	<b>Treatment of Beneficiaries</b>	12/19/2011	May
2.1.1	The CEO will not elicit information for which there is no clear necessity.		12/19/2011	May
2.1.2	The CEO will not use methods of collecting, reviewing, transmitting or storing client information that fails to protect against improper access to the material elicited.		12/19/2011	May
2.1.3	The CEO will not operate in facilities without appropriate accessibility and privacy.		12/19/2011	May
2.1.4	The CEO will not allow consumers to be unaware of what may be expected and what may not be expected from services.		12/19/2011	May
2.1.5	The CEO will not leave consumers uninformed of this policy or without a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.		12/19/2011	May
2.1.6	The CEO will not leave beneficiaries' issue or concerns undirected or unacknowledged for an unreasonable period.		12/19/2011	May
2.2	With respect to the treatment of paid and volunteer staff, the CEO will not cause or allow conditions that are unfair, undignified, disorganized or unclear.	<b>Treatment of Staff</b>	12/19/2011	November
2.2.1	The CEO will not operate without sufficient written staff rules.		12/19/2011	November
2.2.1.1	The CEO will not subject staff to rules that are not clear and available.		12/19/2011	November
2.2.1.2	The CEO will not leave staff without an effective and unbiased method to deal with grievances.		12/19/2011	November
2.2.1.3	The CEO will not subject staff to wrongful conditions, nepotism or preferential treatment based on personal reasons.			November
2.2.2	The CEO will not make reprisal against any staff member for nondisruptive expression of dissent.		12/19/2011	November

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EL Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
2.2.3	The CEO will not allow staff to be unprepared to deal with emergency situations.		10/12/2013	November
2.3	Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the board's Ends priorities, risk fiscal jeopardy or fail to be derived from a multiyear plan.	<b>Financial Planning and Budgeting</b>	12/19/2011	February
2.3.1	The CEO will not allow budgeting that risks incurring those situations or conditions described as unacceptable in the board policy EL 2.4 <i>Financial Condition and Activities</i> .		12/19/2011	February
2.3.2	The CEO will not allow budgeting that omits credible projection of revenues and expenses, separation of capital and operational items, cash flow and disclosure of planning assumptions.		12/19/2011	February
2.3.3	The CEO will not allow budgeting that provides less for board prerogatives during the year than is set forth in board policy GP 3.9 <i>Cost of Governance</i> .		12/19/2011	February
2.4	With respect to the actual ongoing financial conditions and activities, the CEO will not cause or allow the development of fiscal jeopardy or material deviation of actual expenditure from board priorities established in Ends policies.	<b>Financial Conditions and Activities</b>	12/19/2011	January, April, July, October
2.4.1	The CEO will not expend more funds than have been received in the fiscal year to date unless the debt can be repaid by certain otherwise unencumbered revenues within 120 days.		12/19/2011	January, April, July, October
2.4.2	The CEO will not use any long-term reserves notwithstanding any exceptions approved by the board.		12/19/2011	January, April, July, October
2.4.3	The CEO will not conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues, within 30 days.		12/19/2011	January, April, July, October
2.4.4	The CEO will not allow payroll and debts to be settled in an untimely manner.		12/19/2011	January, April, July, October
2.4.5	The CEO will not allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.		12/19/2011	January, April, July, October
2.4.6	The CEO will not make a single purchase or commitment of greater than \$10,000. Splitting orders to avoid this limit is not acceptable.		12/19/2011	January, April, July, October
2.4.7	The CEO will not acquire, encumber or dispose of real estate.		12/19/2011	January, April, July, October
2.4.8	The CEO will not allow receivables to be unpursued after a reasonable grace period.		12/19/2011	January, April, July, October

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EL Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
2.4.9	The CEO will not allow reserves to deviate from PMI Inc. requirements.		12/19/2011	January, April, July, October
2.5	In order to protect the board from sudden loss of CEO services, the CEO will have no fewer than two other executives sufficiently familiar with board and CEO issues and processes to enable either or both to take over with reasonable proficiency as an interim successor for no less than a period of three months.	<b>Emergency CEO Succession</b>	1/18/2014	May
2.6	The CEO will not cause or allow corporate assets, including but not limited to chapter membership and strategic partnerships, to be unprotected, inadequately maintained or unnecessarily risked.	<b>Asset Protection</b>	12/19/2011	January, April, July, October
2.6.1	The CEO will not allow board members, staff and the organization itself to be inadequately insured against theft, casualty and liability losses.		12/19/2011	January, April, July, October
2.6.2	The CEO will not allow unbounded personnel access to material amounts of funds.		12/19/2011	January, April, July, October
2.6.3	The CEO will not subject plant and equipment to improper wear and tear or insufficient maintenance.		12/19/2011	January, April, July, October
2.6.4	The CEO will not unnecessarily expose the organization, its board or staff to claims or liability.		12/19/2011	January, April, July, October
2.6.5	The CEO will not make any purchase: a) wherein normally prudent protection has not been given against conflict of interest b) of over \$5000 without having obtained comparative prices and quality c) of over \$5000 without a stringent method of assuring the balance of long-term quality and cost. Order shall not be split to avoid these criteria.		12/19/2011	January, April, July, October
2.6.7	The CEO will not receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.		12/19/2011	January, April, July, October
2.6.8	The CEO will not compromise the independence of the board's audit or other external monitoring or advice. Engaging parties already chosen by the board as consultants or advisors is unacceptable.		12/19/2011	January, April, July, October
2.6.9	The CEO will not endanger the organizations public image, credibility or its ability to accomplish Ends.		12/19/2011	January, April, July, October
2.6.10	The CEO will not change the organization's name or substantially alter its identity in the community.		12/19/2011	January, April, July, October

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EL Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
2.7	With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO will not cause or allow jeopardy to fiscal integrity or to public image.	<b>Compensation and Benefits</b>	7/19/2014	March
2.7.1	The CEO will not change the CEO's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.		7/19/2014	March
2.7.2	The CEO will not promise or imply permanent or guaranteed employment.		7/19/2014	March
2.7.3	The CEO will not establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.		7/19/2014	March
2.7.4	The CEO will not create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.		7/19/2014	March
2.7.5	The CEO will not establish or change pension benefits so as to cause unpredictable or inequitable situations, include those that:		7/19/2014	March
2.7.5.1	The CEO will not incur unfunded liabilities.		7/19/2014	March
2.7.5.2	The CEO will not provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.		7/19/2014	March
2.7.5.3	The CEO will not treat the CEO differently from other key employees.		7/19/2014	March
2.8	The CEO will not permit the board to be uninformed or unsupported in its work.	<b>Communication and Support to the Board</b>	12/19/2011	February, August
2.8.1	The CEO will not withhold, impede or confound information relevant to the board's informed accomplishment of its job.		12/19/2011	February, August
2.8.1.1	The CEO will not neglect to submit monitoring data required by the board in board policy BMD 4.4 <i>Monitoring CEO Performance</i> , in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored and including CEO interpretations consistent with board policy BMD 4.3 <i>Delegation to the CEO</i> as well as relevant data.		12/19/2011	February, August
2.8.1.2	The CEO will not allow the board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy regardless of the board's monitoring procedure.		12/19/2011	February, August

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EL Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
2.8.1.3	The CEO will not allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.		12/19/2011	February, August
2.8.1.4	The CEO will not present information in unnecessarily complex or length form or in a form that fails to differentiate among information of three types: monitoring, decision preparation and other.		12/19/2011	February, August
2.8.1.5	The CEO will not let the board be unaware of any incidental information it requires including anticipated media coverage, threatened or pending lawsuits and material internal changes.		12/19/2011	February, August
2.8.1.6	The CEO will not let the board be unaware, if in the CEO's opinion, the board is not in compliance with its own policies on governance process and board-management delegation, particularly in the case of board behavior that is detrimental to the work relationship between the board and the CEO.		12/19/2011	February, August
2.8.2	The CEO will not withhold from the board and its processes logistical and clerical assistance.		12/19/2011	February, August
2.8.2.1	The CEO will not allow the board to be deprived of a workable, user-friendly mechanism for official board, officer or committee communications.		12/19/2011	February, August
2.8.2.2	The CEO will not allow the board to be deprived of pleasant and efficient settings and arrangement for board and committee meetings.		12/19/2011	February, August
2.8.3	The CEO will not impede the board's holism, misrepresent its processes and role, or impede its lawful obligations.		12/19/2011	February, August
2.8.3.1	The CEO will not deal with the board in a way that favors or privileges certain board members over others except when: a) fulfilling individual requests for information, or b) responding to officers or committees with respect to duties charged to them by the board.		12/19/2011	February, August
2.8.3.2	The CEO will not allow the board to do its work without the necessary items on its Required Approvals agenda. Necessary items are those decisions delegated to the CEO yet required by law, regulation or contract to be board-approved along with applicable monitoring information.		12/19/2011	February, August



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EL Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
2.9	The CEO will not enter into any grant or contract arrangements that fail to emphasize the production of Ends and the avoidance of unacceptable means.	<b>Ends Focus of Grants or Contracts</b>	12/19/2011	September
2.9.1	The CEO will not allow grantees to be unaware of restrictions on particular methods and activities to preclude grant funds from being used in imprudent, unlawful or unethical ways.		12/19/2011	September
2.9.2	The CEO will not make grants to grantees that do not have, in the CEO's opinion, the capacity to produce appropriately targeted, efficient results.		12/19/2011	September
2.9.3	The CEO will not fund specific methods except when doing so for research purposes, when the result to be achieved is knowledge about differential effectiveness of various methods.		12/19/2011	September

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## Governance Process

GP Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
3.0	The purpose of the board, on behalf of PMI-SFBAC members, is to see to it that PMI-SFBAC: a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in board Ends policies), and b) avoids unacceptable actions and situations (as prohibited in board executive limitations policies).	<b>Global Statement</b>	12/19/2011	March
3.1	The board will govern lawfully with an emphasis on: a) outward vision rather than an internal preoccupation, b) encouragement of diversity in viewpoints, c) strategic leadership more than administrative detail, d) clear distinction of board and chief executive roles, e) collective rather than individual decisions, f) future rather than past or present, and g) proactivity rather than reactivity	<b>Governing Style</b>	12/19/2011	Every Board Meeting
3.1.1	The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.		12/19/2011	Every Board Meeting
3.1.2	The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.			

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GP Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
3.1.3	The board will enforce upon itself discipline as needed to govern with excellence, up to and including removal of board members per By Law 5.05. Although the board can change its rules of governance at any time, it will scrupulously observe all policies, procedures and obligations currently in force.		10/18/2014	Every Board Meeting
3.1.4	Continual board development will include cultivation and orientation of new board members in the board's governance process and periodic board discussion of process improvement.		12/19/2011	Every Board Meeting
3.1.5	The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.		12/19/2011	Every Board Meeting
3.1.6	The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.		12/19/2011	Every Board Meeting
3.2	Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.		12/19/2011	February
3.2.1	The board has direct responsibility to create the link between the ownership and the operational organization.		12/19/2011	February
3.2.2	The board has direct responsibility to write governing policies that address the broadest levels of all organizational decisions and situations.		12/19/2011	February
3.2.2.1	The board has direct responsibility to Ends: organizational products, impacts, benefits, outcomes, recipients and their relative worth (what good for which recipients at what cost).		12/19/2011	February

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GP Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
3.2.2.2	The board has direct responsibility to Executive Limitations: constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.		12/19/2011	February
3.2.2.3	The board has direct responsibility to Governance Process: specification of how the board conceives, carries out and monitors its own task.		12/19/2011	February
3.2.2.4	The board has direct responsibility to Board-CEO Linkage: How power is delegated and its proper use monitored; the CEO role, authority and accountability.		12/19/2011	February
3.2.3	The board has direct responsibility to assure successful organizational performance of ends and executive limitations.		12/19/2011	February
3.2.4	The board has direct responsibility to decisions on spending commitments above those specified in EL 2.4.6		12/19/2011	February
3.3	To accomplish its job products with a governance style consistent with board policies, the board follows an annual agenda which: a) reevaluates Ends policies annually, and b) continually improves board performance.		6/20/2014	May
3.3.1	The annual agenda cycle begins on November 1st and concludes the following October 31 to align administrative planning and budgeting with reevaluation of Ends policies.		6/20/2014	May
3.3.2	The annual agenda is revised mid-year to assign responsibilities to new board members.		6/20/2014	May
3.3.2.1	Strategies and methods of gaining ownership input are defined, assigned and scheduled within 90 days of the start of the cycle.		6/20/2014	May
3.3.2.2	Governance education, education enabling determination of Ends (e.g., presentations by futurists, demographers, advocacy groups, staff) and board development events and activities are identified and scheduled within 90 days of the start of the cycle.		6/20/2014	May
3.3.3	Throughout the year, the board will attend to Required Approvals agenda items (see EL 2.8.3.2) as expeditiously as possible.		6/28/2014	May

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GP Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
3.3.4	The board will ascertain by vote whether or not a monitoring report submitted at least 48 hours before the board meeting reflects a reasonable interpretation of the policy evaluated and includes factual evidence supporting conclusions about compliance.		6/28/2014	May
3.3.5	CEO remuneration will be decided after a review of monitoring reports received in the last year during the month of December.		12/11/2011	May
3.4	The President, elected by the membership, facilitates communications within the board, and between the board and all stakeholders except the PMI-SFBAC Chief Executive Officer.	<b>President's Role</b>	11/16/14	October
3.4.1	The President chairs all board meetings in compliance with <i>Robert's Rules of Order</i> .		11/16/14	October
3.4.1.1	Deliberations are fair, open, thorough, timely, orderly and to the point.		11/16/14	October
3.4.1.2	Assures that action items have an owner, priority and completion date.		11/16/14	October
3.4.1.3	Coaches individual board members as needed.		11/16/14	October
3.4.2	The President represents the board in announcing board-stated positions to outside parties, and in stating chair decisions and interpretations to chapter membership.		11/16/14	October
3.4.3	The President assures continuous development of board knowledge and application of Robert's Rules of Order and other relevant meeting management techniques.		11/16/14	October
3.5	The Board Secretary, elected by the membership, ensures the integrity of the board's documents.	<b>Board Secretary's Role</b>	11/16/14	October
3.5.1	The Secretary sees to it that all board documents are accurate and timely.		11/16/14	October
3.5.1.1	Governance documents (i.e., policies, by laws and regulations) are current and readily available to membership.		11/16/14	October
3.5.1.2	Plans, contracts, presentations, lessons learned and other information documenting board events and activities are current and readily available to board members and relevant stakeholders.		11/16/14	October
3.5.1.3	Established, maintains and enforces standard formats and procedures that support consistent, professional and thorough documentation.		11/16/14	October

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GP Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
3.5.2	The Secretary manages the organization and electronic availability of internal board documents.		11/16/14	October
3.6	The Treasurer, elected by the membership, assures the board meets its fiduciary obligations.	<b>Treasurer's Role</b>	11/16/14	December
3.6.1	The Treasurer establishes, maintains and facilitates a chapter Budget Planning and Management per GP 3.9 <i>Cost of Governance</i> that results in timely review and approval of the annual budget.		11/16/14	December
3.6.2	The Treasurer ensures that the board has the information required to approve any exceptions policies defining financial limitations or financial management requirements.		11/16/14	December
3.6.3	The Treasurer ensures that the board has the information required to know that EL 2.3 <i>Financial Planning and Budgeting</i> , EL 2.4 <i>Financial Condition and Activities</i> and EL 2.6 <i>Asset Protection</i> are adequate, relevant, necessary and reasonably interpreted by the CEO.		11/16/14	December
3.6.4	The Treasurer delivers to the board a monthly monitoring report showing the status of the approved chapter budget as of the last closing.		11/16/14	December
3.6.5	The Treasurer forms and chairs an audit subcommittee to recommend to the board a slate of independent auditors qualified to audit the chapters finances..		11/16/14	December
3.7	The Chief Governance Officer (CGO), elected by the board at the first meeting of the incoming board for a term of one year assures the integrity of the board by enforcing behavior and decisions consistent with its own rules and those legitimately imposed from outside the organization.	<b>Chief Governance Officer's Role</b>	11/16/14	September
3.7.1	The CGO is the communication link between the board and the CEO.		11/16/14	September
3.7.1.1	Communicates board needs and expectations to the CEO then follows up to assure compliance, is available to coach and answer questions from operations, and communicate status to the board.		11/16/14	September
3.7.1.2	Communicates operations needs and expectations from the CEO, then follows up to assure compliance, solicits additional information from the CEO on behalf of the board, and communicates status to the CEO.		11/16/14	September

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3.7.2	The CGO structures board meetings and intervenes to keep the proceedings compliant with Policy Governance® principals, Robert's Rules of Order, current PMI-SFBAC policies and by laws, PMI Global guidelines and the California Corporations Code.		11/16/14	September
3.7.2.1	Policies rigorously adhere to Policy Governance® principles.		11/16/14	September
3.7.2.2	Discussions are limited to information relevant to monitoring performance or facilitating a board decision according to current board policy.		11/16/14	September
3.7.3	The CGO rules only on policy disputes that involve Governance Process and Board-CEO Linkage using any reasonable interpretation of these policies, with the exception of : a) Employment or termination of a CEO b) Delegation of authority by the board to others		11/16/14	September
3.7.5	The CGO assures continuous development of board knowledge and application of governance principles, quality, tools and techniques.		11/16/14	September
3.7.3	The CGO facilitates the board in making decisions about Ends and Executive Limitations policies.		11/16/14	September
3.8	The Vice CGO, elected by the board at the first meeting of the incoming board for a term of one year, provides administrative support to the CGO as directed by the CGO.	<b>Role of the Vice CGO</b>	11/16/14	September
3.9	The board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.	<b>Board Members Code of Conduct</b>	11/16/14	May, November
3.9.1	Board members must have loyalty to the ownership, unconflicted by loyalties of staff, other organizations and any person interest as a beneficiary.		11/16/14	May, November
3.9.2	Board members must avoid conflict of interest with respect to their fiduciary responsibility.		11/16/14	May, November
3.9.2.1	There will be no self-dealing or business by a board member with the organization. Board members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as a conflict.		11/16/14	May, November

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3.9.2.2	When the board is to decide upon an issue about which a board member has an unavoidable conflict of interest, that board member shall absent herself or himself without comment from not only the vote but also from the deliberation.		11/16/14	May, November
3.9.2.3	Board members will not use their board position to obtain employment in the organization for themselves, family members or close associates. Should a board member apply for employment, she or she must first resign from the board.		11/16/14	May, November
3.9.3	Board members may not attempt to exercise individual authority over the organization.		11/16/14	May, November
3.9.3.1	Board members' interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.		11/16/14	May, November
3.9.3.2	Board members' interactions with public, process or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.		11/16/14	May, November
3.9.3.3	Except for participation in board deliberation about whether the CEO has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees of the CEO.		11/16/14	May, November
3.9.4	Board members will respect the confidentiality appropriate to issues of a sensitive nature.		11/16/14	May, November
3.9.5	Board members will be properly prepared for board deliberation.		11/16/14	May, November
3.9.6	Except for participation in board deliberation about whether the CEO has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees of the CEO.		11/16/14	May, November
3.10	Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegations from board to CEO.	<b>Board Committee Principles</b>	11/16/14	August



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GP Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
3.10.1	Board committees are to help the board do its job, not to help or advice the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.		11/16/14	August
3.10.2	Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.		11/16/14	August
3.10.3	Board committees cannot exercise authority over staff. Because the CEO works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.		11/16/14	August
3.10.4	Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.		11/16/14	August
3.10.5	Committees will be used sparingly and ordinarily in an ad hoc capacity.		11/16/14	August
3.10.6	This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the CEO.		11/16/14	August
3.11	A committee is a board committee only if its existence and charge comes from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.	<b>Board Committee Structure</b>	11/16/14	August
3.11.1	The Nominations and Election Committee is a board committee to be impaneled no later than October 1 of the year prior to the upcoming election term.	<b>Nominations and Elections Committee</b>	11/16/14	December
3.11.1.1	Once it is impaneled, the Nominations and Election Committee will follow all bylaws and governing policies with particular attention to bylaws sections 5.0, 6.0, 7.0 and GP 3.8.1.		11/16/14	December

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GP Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
3.11.1.2	Its purpose is to qualify a vetted list of board nominees, publish a Board Elections Slate, manage the elections process, publish the elections winners, document their process and retrospective, complete all duties and close the nominations and elections cycle. All duties and work products, including election winners, must be completed by no later than December 15th of the year previous to the upcoming election term.		11/16/14	December
3.11.1.3	The Nominations and Election Committee will perform their duties and obligations in an independent and confidential manner without interference from the board. There is no budget allotted for the Nominations and Election Committee work.		11/16/14	December
3.11.1.4	Once the duties of the Nominations and Election Committee have been completed, the committee becomes inactive until empanelment for subsequent election cycles with new committee members. Meetings of the Nominations and Election Committee will be held at their discretion.		11/16/14	December
3.11.2	The CEO Search Committee is a board committee to be impaneled to search for a replacement CEO.	<b>CEO Search Committee</b>	11/16/14	One Month After Hiring a New CEO
3.11.2.1	Five deliverables are: draft a CEO job posting, identify job boards to post it to, establish an Operations focus group for input from the Operations team, conduct initial screenings, and recommendations on candidates to the board for interview.		11/16/14	One Month After Hiring a New CEO
3.11.2.3	Board considers the recommendations from the CEO Search Committee and decides to whom to extend an offer.		11/16/14	One Month After Hiring a New CEO
3.12	Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.	<b>Cost of Governance</b>	11/16/14	February, May, August, November
3.12.1	Board skills, methods and supports will be sufficient to assure governing excellence.		11/16/14	February, May, August, November
3.12.1.1	Training and retraining will be used liberally to orient new board members and candidates for membership as well as to maintain and increase existing board member skills and understandings.		11/16/14	February, May, August, November
3.12.1.2	Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.		11/16/14	February, May, August, November

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<b>GP Policy #</b>	<b>Policy</b>	<b>Title</b>	<b>Date Created/ Last Modified</b>	<b>Month to Monitor</b>
3.12.1.3	Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.		11/16/14	February, May, August, November
3.12.2	Costs will be prudently incurred though not at the expense of endangering the development and maintenance of superior capability.		11/16/14	February, May, August, November

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## Board-Management Delegation

BMD Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
4.0	The board may suspend or withdraw delegation of authority to the CEO, whole or in part, at any time without notice.	<b>Global Statement</b>	2/14/2015	March
4.1	Only officially-passed motions of the board are binding on the CEO.	<b>Unity of Control</b>	6/21/2014	December
4.1.1	Decisions or instructions of individual board members, officers or committees are not binding on the CEO except in rare cases when the board has specifically authorized such exercise of authority.		6/21/2014	December
4.1.2	In the case of board members or committees requesting information or assistance without board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds, or is disruptive.		6/21/2014	December
4.2	The CEO is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the CEO.	<b>Accountability of the CEO</b>	6/21/2014	January
4.2.1	Board skills, methods and supports will be sufficient to assure governing with excellence.		6/21/2014	January
4.2.2	The board will never give instructions to persons who report directly or indirectly to the CEO. The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Operating Officer (CEO).		6/21/2014	January
4.2.3	The board will view CEO performance as identical to organizational performance so that organizational accomplishment of board-stated Ends and avoidance of board proscribed means will be viewed as successful CEO performance.		6/21/2014	January

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BMD Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
4.3	The board will instruct the CEO through written policies which prescribe the organizational ends to be achieved and describe organizational situations and actions to be avoided allowing the CEO to use any reasonable interpretation of these policies.	<b>Delegation to the CEO</b>	6/21/2014	February
4.3.1	The board will develop policies instructing the CEO to achieve specified results for specified beneficiaries at a specified relationship between cost and results. These policies will be developed systematically from the broadest most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.		6/21/2014	February
4.3.2	The board will develop policies that limit the latitude the CEO may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the board even if they were to be effective. These policies will be developed systematically from the broadest most general level to more defined levels; they will be called Executive Limitations policies. The board will never prescribe organizational means of the CEO.		6/21/2014	February
4.3.2.1	Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.		6/21/2014	February
4.3.2.2	Below the global level, the aggregate of limitations on a given level may embrace the scope of the foregoing level but only if justified by the CEO to the board's satisfaction.		6/21/2014	February
4.4				

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BMD Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
4.3.3	As long as the CEO uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have full force and authority as if decided by the board. The body of reasonable interpretations comprises the essence of the <i>Operations Manual</i> .		6/21/2014	February
4.3.4	The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and CEO domains. By doing so, the board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the board will respect and support the CEO's choices.		6/21/2014	February
4.4	Systematic and rigorous monitoring of CEO performance will be solely against the only expected CEO job outputs: organizational accomplishment of any reasonable interpretation of board policies on Ends and organizational operation within the boundaries established in board policies on executive limitations, reasonably interpreted.	<b>Monitoring CEO Performance</b>	6/21/2014	January, July
4.4.1	Monitoring is simply to determine whether or not expectations expressed in board policies have been met. Information that does not disclose this will not be considered to be monitoring information.		6/21/2014	January, July
4.4.2	The board will obtain disclosure about the CEO's interpretations of the board policy being monitored from the CEO himself or herself.		6/21/2014	January, July

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BMD Policy #	Policy	Title	Date Created/ Last Modified	Month to Monitor
4.4.3	The board will obtain data disclosing whether or not the CEO's interpretations have been accomplished using one or more of three methods: (a) by internal report, in which the CEO discloses the data to the board, (b) by external report, in which an external, disinterested third party selected by the board collects the data, and (c) by direct inspection in which data are collected by the board, a designated board member or designated board members.		6/21/2014	January, July
4.4.4	In every case, the board will determine: (a) the reasonableness of the CEO's interpretations, using a "reasonable person test" rather than with interpretations favored by board members or the board as a whole. The board is the final arbiter of reasonableness. The board will also assess: (b) whether data demonstrate the accomplishment of the interpretation.		6/21/2014	January, July
4.4.5	All policies that instruct the CEO will be monitored at a frequency and be a method chosen by the board (see below). The board can monitor any policy at any time by any method but will normally use a routine schedule.		6/21/2014	January, July