

thebrigade



&

camp
ON A K W A L

Board of Directors Governing Policies Manual

Adopted December 9, 2019



Table of Contents

Date of adoption / Last revision: December 9, 2019

Contents

Table of Contents	2
Introduction	4
Policy 1.0 Ends/Priority Results	5
1. Empower	5
2. Advocacy	5
3. Opportunities	5
4. Connecting	5
5. Growth	5
Policy 2.0 Governance Commitment	6
Policy 2.1 Governing Philosophy and Values	7
Policy 2.2 Board Job Products	9
Policy 2.3 Board Work Plan and Agenda Preparation	10
Policy 2.4 Board President’s Role and Authority	12
Policy 2.5 Directors’ Code of Conduct	13
Policy 2.6 Directors’ Individual Responsibilities	15
Policy 2.7 Board Committee Principles	17
Policy 2.8 Board Committee Structure	18
1. Audit Committee	18
2. Community Linkage Committee	19
3. Endowment Committee	19
4. Executive Compensation Committee	20
5. Governance Committee	21
6. Nominating Committee	22
Policy 2.9 Board Nominations and Elections	23
Policy 3.0 General Executive Constraint	25
Policy 3.1 Treatment of Members/Consumers	26
Policy 3.2 Treatment of Staff	27

Policy 3.3 Financial Condition and Activities..... 28

Policy 3.4 Asset Protection 29

Policy 3.5 Budgeting/ Forecasting..... 30

Policy 3.6 Compensation and Benefits 31

Policy 3.7 Emergency Management Succession 32

Policy 3.8 Board Awareness and Support 33

Policy 4.0 Board/ Management Connection..... 34

Policy 4.1 Unity of Control 35

Policy 4.2 Delegation to the CEO 36

Policy 4.3 Accountability of the CEO..... 37

Policy 4.4 Monitoring CEO Performance 38

Policy 4.5 CEO Monitoring Schedule..... 39

Policy 4.6 Board Access to Internal Auditor..... 40

Introduction

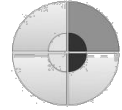
Date of adoption / Last revision: December 9, 2019

This Governing Policies Manual contains the current standing (ongoing) performance standards, values and expectations of the Board of Directors of Brigade (Brigade).

1. **Purpose:** This Manual is designed to help the Board approach decisions from the perspective of its own, previously established standards, values and expectations by:
 - A. Elevating efficiency of having all ongoing Board policies in one place.
 - B. Quickly orienting new Directors to current policies.
 - C. Eliminating redundant or conflicting policies.
 - D. Having greater ease of reviewing current policy when considering new issues.
 - E. Providing clear, proactive policies to guide the CEO and staff, as well as Board officers, members and committees.
2. **Consistency:** The Board will ensure that each policy in this document is to be consistent with the law, the Articles of Incorporation and the Bylaws, all of which have precedence over these Board policies. Except for time-limited or procedural-only Board decisions (approving minutes, electing an officer, etc.), which are recorded in Board meeting minutes, all standing Board policies shall be included or referred to in this document. The CEO is responsible for developing operational and administrative policies and procedures that are consistent with the standards set forth in this Manual.
3. **Transition:** Unless a prior Board resolution or contract obligates the organization regarding a specific matter, these updated standards supersede previous Board resolutions. If an actual or apparent conflict arises between this Manual and other policies or Board resolutions, the matter shall be brought to the Board's attention for resolution.
4. **Changes:** The Board will regularly review these policies and, as appropriate, refine them. Proposed revisions may be submitted for Board consideration, by any Board member or by the CEO. Whenever changes are adopted, the updated document should be dated and promptly disseminated to the Board and CEO.
5. **Specificity:** Each new policy will be drafted to fit into the appropriate section of the Manual. For consistency, policies should be drafted starting with the broadest policy statement, then adding specificity down to the level of detail that the Board finds appropriate/necessary for Board action. The Board will afford discretion for implementation (allowing reasonable interpretation) when delegating further decisions to the Board President, Board Committees or the CEO.

Policy 1.0 Ends/Priority Results

Date of adoption / Last revision: December 9, 2019



Ends

1. **Empower:** Brigade Staff and Volunteers are increasingly empowered to expand Brigade opportunities by leveraging resources such that the results achieved can justify the resources consumed.

2. **Advocacy:** Brigade governing policies will be favorable to the use of the best and most innovative tools, technologies, logistics, and programs in leadership.

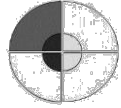
3. **Opportunities:** Brigade Staff and Volunteers will have the knowledge to access and apply existing and emerging opportunities to foster effective partnerships and create innovative leadership environments and opportunities.

4. **Connecting:** Brigade Staff and Volunteers and others interested in leadership and recreation will have effective vehicles to share best practices, conduct joint problem solving and collaborate in the creation of new leadership methodology and models.

5. **Growth:** Brigade will increase Brigade enrollment by 10% annually.

Policy 2.0 Governance Commitment

Date of adoption / Last revision: December 9, 2019



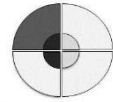
Governance Process

The purpose of the Board of Directors, on behalf of the community, is to ensure that Brigade:

1. Achieves appropriate results for or on behalf of the community at an optimal cost, and
2. That it avoids unacceptable actions and situations.

Policy 2.1 Governing Philosophy and Values

Date of adoption / Last revision: December 9, 2019



Governance Process

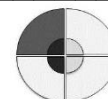
The board will govern lawfully, using Policy Governance®¹ principles, with a style that emphasizes: (a) integrity and truthfulness in all of its practices, (b) outward vision, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of board and staff roles, (f) collective decisions, and (g) focus on the future.

Accordingly:

1. The Board will operate in all ways mindful of its obligation to the community for competent, conscientious and effective fulfillment of its governance obligations. It will not allow any officer, individual, or Board Committee to be an obstacle to this commitment.
2. The Board will cultivate a sense of group responsibility. The board, not the staff, is responsible for Board performance. The Board will lead Brigade by proactively setting performance expectations for itself and for the operating organization.
3. The Board will use the expertise of its individual members to enhance its understanding of issues, but will not simply defer to that expertise as the judgment of the entire the Board.
4. The Board will set performance standards and expectations for Brigade through the thoughtful establishment of written policies. The Board's major focus will be on the achievement of intended long-term impacts for and on behalf of Brigade (Ends), not on the administrative/operational means of attaining those results.
5. The Board will establish and adhere to its own performance expectations pertaining to matters such as attendance, meeting preparation and participation, policy-making, respect of roles, speaking to management and community with one voice, and continually building the Board's capabilities and reputation as an effective team.
 - A. Continual Board development will include periodic discussion of its own performance, and orientation of newly elected Directors prior to their being seated in a voting capacity.

Policy 2.1 Governing Philosophy and Values, continued

Date of adoption / Last revision: December 9, 2019



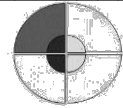
Governance Process

- B. Orientation for new Directors will include three primary components:
 - i. Governance process: The Governance Leadership Committee will ensure provision of training including the governance principles underlying this document, and review of Brigade's Bylaws and these policies, with particular emphasis on the Directors' Code of Conduct policy.
 - ii. Current strategic issues: The Governance Leadership Committee and the CEO will provide overview and background information on significant issues being addressed and likely to be decided early in new Director's tenure.
 - iii. Operational overview: The CEO will help new Directors achieve a general understanding of Brigade's operating organization (financials, key personnel, key products/programs/services, FAQs, etc.).
- 6. Although the Board may change these governing policies at any time, it will diligently observe those currently in effect.
- 7. All on-going policies of the Board are contained in this document, and they remain in effect, unless amended or deleted by Board action.
- 8. The Board will monitor and discuss its process and performance prior to the adjournment of each meeting. Self-monitoring will compare board activity and discipline to the standards it has set for itself in the Governance Process and Board-CEO Relationship policies.
- 9. The Board's activities will be open and accessible to reasonable scrutiny by the community, with the exception of personnel or other matters of a sensitive nature.

¹ Policy Governance® is a registered service mark of Dr. John Carver, representing an integrated set of governance principles that provide for systematic role clarity and organizational accountability. Authoritative website: www.policygovernance.com

Policy 2.2 Board Job Products

Date of adoption / Last revision: December 9, 2019



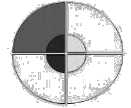
Governance Process

On behalf of the community, the Board's job is to define and ensure appropriate organizational performance. To distinguish the board's own unique work from the work of its staff, the board will concentrate its efforts on the following work outputs that are necessary for proper governance and management:

1. **Board/Community Connection:** The Board will connect the interests of the community with organizational performance.
 - A. **Needs Assessment:** The Board will assess needs and trends affecting the community as they relate to Brigade's activities and scope of influence, and will develop and maintain Ends policies identifying and prioritizing intended organizational outcomes to address those needs.
 - B. **Advocacy:** The Board will inform the community of Brigade's accomplishments on their behalf, and its future priorities.
2. **Performance Standards:** The Board will maintain written performance standards, as set forth in these governing policies, addressing the broadest, and as appropriate, more defined levels of organizational decisions and situations:
 - A. **Ends:** Organizational impacts, benefits, outcomes, recipients, and their relative worth.
 - B. **Management Parameters:** Constraints on executive authority defining the boundaries of prudence and ethics within which all executive activity and decisions must take place.
 - C. **Governance Process:** Specification of how the Board conceives, carries out and assesses its own work.
 - D. **Board/Management Delegation:** How authority is delegated to management, and its proper use monitored; the CEO role, authority and accountability.
3. **Assurance of Organizational Performance:** The Board will assure measurable achievement of Brigade's Ends, financial solvency and organizational integrity by holding itself accountable for effective governance as defined in these policies, and holding the CEO accountable for successful achievement of Ends and adherence to Executive Limitations.

Policy 2.3 Board Work Plan and Agenda Preparation

Date of adoption / Last revision: December 9, 2019



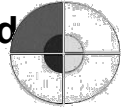
Governance Process

To fulfill its role, the Board will develop and follow an annual work plan that (a) includes an exploration of Ends policies and (b) continually improves board performance through Board education and interactions with staff, members, outside experts, etc.

1. **Annual Cycle:** The cycle will conclude each year in December, so that administrative planning and budgeting can be focused on both long and short-term Ends priorities in the subsequent fiscal year.
2. **Work Plan Development:** The President will prepare and present, for the Board's consideration and approval at the December meeting each year, a suggested work plan for the following year's meetings. Considerations should include:
 - A. **Board Education:** Identification of topics that will elevate the Board's understanding, primarily of external issues and trends that impact Ends, and to a lesser extent key areas of operations.
 - B. **Orientation:** Training for New Directors: per policy 2.1.4.
 - C. **Community Linkage:** How the Board will connect with the community, and methods of gaining community input.
 - D. **Policy Review:** How the Board will systematically review all of its policies, with emphasis on Ends, over the course of the year, (e.g., by priority, by topic, or other emphasis of the Board's choosing).
 - E. **Assessment/Evaluation of CEO Performance:** Reviewing the schedule of planned monitoring activities to assure performance on Ends and Executive Limitations policies.
 - F. **Self-Assessment:** Methods and timeline for periodic and objective evaluation of how well the Board is fulfilling its role (i.e., in accordance with its Board Process and Board/Management Delegation policies) and open discussion of how the Board's performance can be improved.
 - G. **Meeting Schedule:** Establishment of the (in-person) meeting schedule for the coming two years to maximize Board member attendance and participation.
3. **Meeting Agendas:** The President will determine the agenda for any particular meeting, although Directors and the CEO may request or recommend any appropriate matters for Board consideration.
 - A. A Board member or the CEO may recommend or request a matter for Board discussion by submitting the item to the President at least 14 days prior to the regularly scheduled Board meeting.

Policy 2.3 Board Work Plan and Agenda Preparation, continued

Date of adoption / Last revision: December 9, 2019

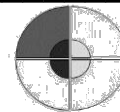


Governance Process

- B. To ensure Board member preparation and informed participation, meeting agendas and packets (background materials for decision items on the agenda, monitoring reports, etc.) are to be received by Directors at least 7 days prior to the scheduled Board meeting.
- C. By an affirmative vote of a majority of those present, additional matters may be added to the agenda of any regular Board meeting
- 4. **CEO Monitoring:** The Board will act on the CEO's monitoring reports received prior to the meeting, determining by majority vote whether each report:
 - A. Conveys a reasonable interpretation of the respective policy.
 - B. Provides reasonable substantiation of compliance with the policy, as interpreted.
- 5. **CEO Annual Compensation Review:** Each year, at the December meeting, the Board will summarize and review its judgments of monitoring activities (monitoring reports, audits, etc.) received during the last year and will determine any adjustments to CEO's compensation and benefits, to be effective January 1st.

Policy 2.4 Board President's Role and Authority

Date of adoption / Last revision: December 9, 2019



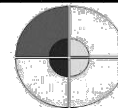
Governance Process

As Brigade's "chief governance officer," the President's primary role is to ensure the integrity of the Board's process, and secondarily to represent the Board to the community and outside parties.

1. The President is to ensure that the Board acts in a manner consistent with its Governing Policies and any requirements legitimately imposed upon it from outside the organization.
 - A. Meeting discussion content will only include those issues which, according to board policy, clearly belong to the Board to decide, consider, or to monitor, or to otherwise inform/educate the Board so it can best fulfill its responsibilities.
 - B. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
2. The President is authorized to make decisions consistent with the Governance Process and Board-CEO Relationship policies, with the exception of (a) employment/termination of the CEO, or (b) instances where the Board specifically delegates portions of this authority to others. The President may use any reasonable interpretation of these policies.
 - A. The President has no authority to make decisions within the Board's Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the CEO.
 - B. The President may represent the Board to the community and outside parties in announcing Board- stated positions and in stating President decisions and interpretations within the area delegated to the President.
 - i. The President may delegate this authority but remains accountable for its use.
 - C. Except where specified otherwise in Bylaws or Board Policies, the President may appoint Directors, or others, as appropriate, to serve on Board Committees.
 - D. The President will act as liaison with, and at his/her discretion may seek perspectives and advice from, all past Presidents (Presidents).

Policy 2.5 Directors' Code of Conduct

Date of adoption / Last revision: December 9, 2019



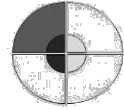
Governance Process

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum when acting as Directors.

1. **Duty of Care:** Directors are to discharge their duties honestly and in good faith. Directors shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
2. **Duty of Obedience:** Directors must abide by Brigade's governing documents (Articles of Incorporation, Bylaws and these Governing Policies). Vigorous debate around the Board table is expected and encouraged, but Directors are obliged to support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.
3. **Duty of Loyalty:** Directors must demonstrate unconflicted loyalty to the interests of the community, superseding any conflicting loyalties such as to segments of the community, family members, advocacy or interest groups, staff, other organizations, or any personal interests as an individual consumer of Brigade's services.
4. Directors must avoid any conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - B. When the Board is to decide an issue about which a Board member has an actual or potential conflict of interest, that member shall disclose the conflict to the Board and absent herself or himself without comment from not only the vote, but also from the deliberation.
 - i. A conflicting interest exists when a Board member or a related party has a beneficial financial interest in the transaction of sufficient significance that it would reasonably be expected to exert an influence on that Director's judgment if he or she were called upon to vote on the matter. Related parties include the Director's spouse, significant other, parents, children, siblings, siblings of the parent or spouse, and all other persons or entities in which the Director has an interest, partner, agent, or employee, or exerts control or influence, either directly or indirectly.
 - ii. In case of a dispute regarding the existence of a real or perceived conflict of interest, the Board shall vote as to whether a conflict is present, and the vote of the Board shall be final. The individual with the potential conflict of interest shall not vote.
 - C. Directors must not use their Board positions to obtain staff employment for themselves, family members or close associates. Should a Board member apply for staff employment, he or she must first resign from the Board.

Policy 2.5 Directors' Code of Conduct, continued

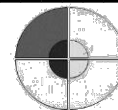
Date of adoption / Last revision: December 9, 2019

Governance Process

5. Directors must not attempt to exercise individual authority over the organization.
 - A. Directors' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
 - B. Directors' interaction with the community, public, media or other entities must recognize that Directors are not to speak for the CEO or for the Board, except to repeat explicitly stated Board decisions.
 - C. Directors will not publicly express individual judgments of the CEO or the performance of individual employees, except when participating in the Board's monitoring functions.
6. Directors will treat one another and staff members with respect, civility and transparency.
7. Directors must respect the confidentiality appropriate to issues of a sensitive nature.
8. A Board member aware of any credible information that suggests that a Board policy has been violated by the Board, a Board member or the CEO, has an affirmative obligation to bring the concern to the Board President. If the President is the subject of the concern, it should be brought to the Past- President or President- Elect.
9. If a Board member is alleged to have violated this Code of Conduct:
 - A. The President (or Past- President or President-Elect, if the President is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
 - B. The President (or past- President/ President-Elect) will put the issue on the agenda for closed session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether or not the action violated this Code of Conduct.
 - C. A Director found by the Board (by majority vote) to have violated this Code of Conduct may be subject to subsequent censure or other Board action, as long as consistent with the Bylaws.

Policy 2.6 Directors' Individual Responsibilities

Date of adoption / Last revision: December 9, 2019



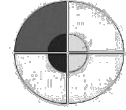
Governance Process

Board member engagement and participation is integral to the Board's leadership success. Therefore, each Board member is expected to fulfill the following responsibilities:

1. **Commitment:** Directors are expected to, before their second Board meeting, sign a Letter of Commitment indicating that they have reviewed and commit to abide by Brigade's Bylaws and these Governing Policies, as may be amended from time to time.
2. **Annual Meeting:** All Directors must attend the Annual Meeting and Board activities/events at the Annual Meeting.
3. **Meeting Attendance:** Attends scheduled Board meetings. Directors are expected to attend Board meetings on a regular and punctual basis. Absence from more than 30% the Board's regularly scheduled (face-to-face or conference call) meetings in any fiscal year will constitute that member's resignation from the Board.
 - A. In case of extenuating circumstances, a Board member may request a waiver to this provision. Waivers may be granted only by vote of the Board.
4. **Preparation and Participation:** Directors are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions, always within the performance standards/expectations of Board behavior as outlined in these policies.
5. **Responsiveness:** Directors will be attentive to Board communications and respond promptly to staff and Board member requests for feedback.
6. **Members as Individuals:** The CEO is accountable to the Board as a whole and not to individual Directors. Therefore, the relationship between the CEO and individual members of the Board, including the President, is collegial and not hierarchical.
7. **Voluntarism:** Directors may choose to individually volunteer in operational capacities. In such situations, they are subject to the direct supervision of the CEO or responsible staff person.
8. **Members in Good Standing:** As Directors are recognized representatives of Brigade, they are expected to remain in good standing as members and within Brigade's professional community.
9. **Reimbursement Protocols:** Directors will adhere to Brigade's policies pertaining to reimbursement for expenses incurred in fulfillment of duties as a Board member.
10. **Communication of Trends/Opportunities:** Directors should inform the CEO or appropriate staff of opportunities that may be beneficial to Brigade, and of any trends, opportunities or constructive feedback.

Policy 2.6 Directors' Individual Responsibilities, continued

Date of adoption / Last revision: December 9, 2019



Governance Process

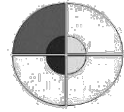
11. **Support Brigade as an Investor, Asker, Ambassador, and Advocate:**
 - A. Directors will invest to the best of their capacity, ask others for their financial support, be an ambassador of Brigade to other groups, and Advocate for Brigade.
 - B. Directors will Identify possible sources of financial support for the organization and provide contact information to staff.
12. **Participation in Organizational Activities:**
 - A. In addition to Board meetings, Directors are expected to:
 - i. Attend Annual Meeting and Board events/activities.
 - ii. Attend networking activities.
 - B. Directors are also encouraged to:
 - i. Attend Brigade events & activities.
13. **Plan and review fulfillment of Director's annual support for Brigade with the Governance Committee using the provided [scoresheet](#):**

Governing Policy 2.6 Scoresheet- Plan			Director: _____
INVESTOR			
QTY	VALUE	SCORE	
1)	x 15	0	Contribute in-kind support valued at \$ _____, (\$1,500 = 1 QTY) Please describe the specific in-kind support: _____
2)	x 20	0	Are you a "SF Shattuck Club" member? Yes = 1 QTY No If no, become a member by including the Brigade in your estate plans. Make a gift of stock or _____
3)	0.0 x	15	0
			Pledge an annual meaningful personal gift to the Building Leaders Program. (\$1,500 = 1 QTY). My contribution is: \$ _____ Enclosed _____ Will be pledged at "Wine Fundraiser" during ask. _____ Will be paid on the following _____ Bill me: <input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Month of December Should be charged to my credit card: _____ Card Number: _____ Expiration Date: _____ Signature: _____
INVESTOR SCORE:			
0			
ASKER			
QTY	VALUE	SCORE	
4)	x 5	0	Hold a Building Leaders Program informational event or gathering to tell the Brigade story.
5)	x 5	0	Submit a list of ten names of friends, family, or businesses you will personally contact for support for the Building Leaders Program.
6)	0.0 x	5	0
			Secure a \$ _____ gift from the business you are associated with. (\$500 = 1 QTY) Do they match? Yes or No _____
7)	x 5	0	Make a contact with a foundation for support through a grant.
8)	0.0 x	10	0
			Fill a "Casper Select" table in the amount of \$1,000 and/or sponsor "Wine Fundraiser" in the amount of \$1,750 to \$20,000. \$ _____ (\$1,000 = 1 QTY)
9)	x 10	0	Attend, sponsor, and/or sponsor a team at the Cornhole Tourney.
10)	0.0 x	5	0
			Attend, sponsor, or sponsor "team" at: \$ _____ (\$500 = 1 QTY)
ASKER SCORE:			
0			
AMBASSADOR			
QTY	VALUE	SCORE	
11)	x 10	0	Speak on behalf of Brigade to a service club or another group to solicit a gift. To whom: _____
12)	x 10	0	Accompany the CEO on donor visits for the Building Leaders Program or Planned Giving/"SF Shattuck Club". To whom: _____
AMBASSADOR SCORE:			
0			

Governing Policy 2.6 Scoresheet- Plan			Director: _____
ADVOCATE			
QTY	VALUE	SCORE	
13)	0 x	10	0
			Serve on a committee. Governance _____ Audit _____ Nominating _____ Executive Compensation _____ Community Linkage _____ Endowment _____ Other/ CEO Committee: _____
14)	x 5	0	0
			Volunteer your time as a Building Leaders program, hobby club, or Onaway leader, or speak to a group of Brigaders to encourage success. Which: _____
15)	x 5	0	0
			Serve as mentor for new board member. To whom: _____
16)	x 15	0	0
			Attend and actively participate at 90% of all board meetings and assist the board in carrying out its fiduciary responsibilities by reviewing the organization's financial statement, agenda and supporting materials prior to board and committee meetings?
17)	x 20	0	0
			Serve as an Officer of the Board.
18)	x 5	0	0
			Attend the (Insert Name of Youth of Year Celebration Annual Meeting) and bring two new guests. Guests: _____
19)	x 5	0	0
			Assist at Board or Brigade special events: Which: _____
20)	x 20	0	0
			Suggest people of influence within the community who can make significant contributions to the work of the board and the organization as nominees to the board. Whom: _____
ADVOCATE SCORE:			
0			
TOTAL SCORE: *			
0			
Based on my planning, using the list above, I am committing to a personal goal of raising \$ _____ for Brigade in 2019, through a combination of personal, business, and event support.			
By Director		By Board President	
Name: _____	Signature: _____	Name: _____	Signature: _____
Date: _____	Date: _____	By CEO	
* Not eligible for successive term consideration.		Name: _____	Signature: _____
		Date: _____	Date: _____

Policy 2.7 Board Committee Principles

Date of adoption / Last revision: December 9, 2019



Governance Process

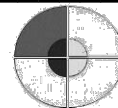
Board committees may be established to help the Board be more effective and/or efficient in its work. Board committees are not to interfere with the Board's delegation of authority to the CEO, or the CEO's to other staff.

Accordingly,

1. Board committees are to help the Board do its job, not to help, advise or exercise authority over staff.
2. Board committees will ordinarily undertake activities not delegated to the CEO, such as by preparing policy alternatives and implications for Board deliberation, or performing specific monitoring functions.
3. Board committees may only speak or act for the Board when formally given such authority for specific and/or time-limited purposes. The Board will carefully state expectations and authority for each committee (in the *Board Committee Structure* policy) in order not to conflict with authority delegated to the CEO.
4. As 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.
5. This policy applies only to any group formed by Board action, whether or not it is called a committee and regardless of whether it includes non-Directors. **This policy does not apply to committees formed under the authority of the CEO.**
6. Unless specifically authorized by the Board, a Board committee may not make any commitment of organizational resources or funds.

Policy 2.8 Board Committee Structure

Date of adoption / Last revision: December 9, 2019



Governance Process

Board committees are those established by and with authority emanating from the Board, regardless of whether their composition includes Directors. The only standing Board committees are those that are set forth in this policy and appropriately chartered with clear product, authorities, timelines, and staff considerations. Unless otherwise specified, the CEO, or his/her staff designee, will serve as a resource (non-voting member) for each Board committee. Minutes will be kept of all committee meetings, and available to all Directors.

1. Audit Committee

Deliverables:

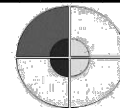
1. Direct inspection and monitoring of BRIGADE financial policies, as directed/scheduled by the Board per policy 4.4 *Monitoring CEO Performance*, and subsequent report to the board on CEO/organizational compliance.
2. Confirmation of Auditor's independence and engagement of Auditor by no later than June each year.
3. Annual specification of audit scope, consistent with Board monitoring schedule (see policy 4.4), including approval of any permitted non-audit services to be provided by the independent auditor.
4. Assurance that the auditor has unfettered access to organizational management and records.
5. Review with the Auditor any problems encountered performing the audit, the audited financial statements, and any management letter provided to the Board.
6. Recommendations for Board consideration regarding revisions to the Board's financial policies.

Members: Up three (3) members (at least one must be a Director) appointed by the Board President each year at its Annual meeting.

Authority: To incur costs only as budgeted for the Audit committee functions, and management time as needed.

Policy 2.8 Board Committee Structure, continued

Date of adoption / Last revision: December 9, 2019



Governance Process

2. Community Linkage Committee

Deliverables:

1. Development of mechanisms and plans for Board approval and implementation for active linkage between the Board and the community, ensuring the Board is well informed about community perspectives and values, and that the community is informed of the Board's work on their behalf.

Members: Up to five (5) members appointed by the Board, including a committee Chairperson appointed by the Board President at the annual meeting each year.

Authority: To incur costs only as budgeted for committee functions, and management time as needed. Committee to ensure its activities align with and complement, not overlap, staff functions.

3. Endowment Committee

Deliverables:

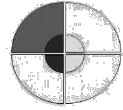
1. Monitor the investments of the Association and compare such results with the approved Budget and maintain compliance with the Endowment spending and investing policies.
2. Make recommendations to the Board on investment oversight and strategies.
3. Report a financial dashboard of the endowment at each Board meeting.

Members: Chaired by the Board Treasurer, plus two members appointed by the Board at the annual meeting each year.

Authority: To incur costs only as budgeted for committee functions, and management time as needed. Committee to ensure its activities align with and complement, not overlap, staff functions.

Policy 2.8 Board Committee Structure, continued

Date of adoption / Last revision: December 9, 2019



Governance Process

4. Executive Compensation Committee

Deliverables:

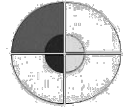
1. Recommendations for Board consideration regarding adjustments to the CEO's compensation and benefits package. To be presented to the Board in a timely manner to allow final action to be taken by the December meeting each year.
2. Accompanying the recommendations, data as to comparable compensation for similarly qualified persons in comparable positions.
 - A. If directed by the Board, may commission a review by an independent consulting firm to evaluate Brigade's key executive compensation program against the competitive market.
3. Contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding CEO compensation.

Members: Board President plus up to four additional members, including a committee Chairperson, appointed by the Board each year at the annual meeting.

Authority: To incur costs only as budgeted for the committee (for Compensation Studies, legal counsel to review contract, etc.) and management time as needed.

Policy 2.8 Board Committee Structure, continued

Date of adoption / Last revision: December 9, 2019



Governance Process

5. Governance Committee

Deliverables:

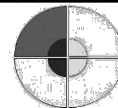
1. Ongoing evaluation of the board's work, emphasizing assessment of the Board's adherence to its governing policies, and recommendations for Board consideration regarding proposed policy revisions, and additional training opportunities to enhance the Board's governance skills and capabilities.
2. As directed by the Board or requested by the Board President, preparation and/or review of proposed policy or Bylaws revisions and implications for Board consideration.
3. As requested by the Board President, assistance in the development of meeting agendas, annual plan of work, strategic conversations and board development.
4. Thorough orientation of new Directors prior to being seated.
5. Conduct, analyze, and document annual plan of support to Brigade and review results of that plan with each Director. Forward review scoresheet to the Nomination Committee Chair.

Members: Members will include the Board President as committee chair, Vice President, President-elect, Past President, Secretary, and Treasurer and others as appointed by Board President.

Authority: To incur costs only as budgeted for the committee, and management time as needed.

Policy 2.8 Board Committee Structure, continued

Date of adoption / Last revision: December 9, 2019



Governance Process

6. Nominating Committee

Deliverables:

1. Develop Nominations Packet and application Process.
2. Ensure timely completion of all election-related activities in a manner consistent with the Bylaws and solicit recommendations.
3. A presentation on Nominee recommendations for Board approval at the October meeting which includes:
 - A. Each Nominees personal, professional, Brigade, and other relevant information.
 - B. Whether each nominee is classified as either an Internal or External Director candidate.
 - C. Details as to whether the proposed board makeup fulfills both the minimum and maximum limitation for both total Directors (11-15) as well as Internal Directors (3-5).
4. Recommendations for Board consideration for appointed committee positions.

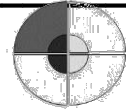
Members:

- At the annual meeting, the Board will appoint up to seven members, three of which must be Directors including the Chairperson. Committee members must include one Brigade youth member and one Brigade volunteer. Committee members should not be eligible for election/re-election to Brigade Board.

Authority: To incur costs only as budgeted for committee functions, and management time as needed.

Policy 2.9 Board Nominations and Elections

Date of adoption / Last revision: December 9, 2019



Governance Process

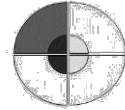
Believing a key attribute of an effective board is an objective, strategic and independent view, it is critical to strike a balance of internal and external directors on the board.

Accordingly,

1. The Nominations Committee will complete its work to include a report of Nominee recommendations with the Notice of the October board meeting to ensure the Board is maintained at a minimum of eleven (11) and no more than fifteen (15) in number, and
2. Directors are eligible for consideration to a 1st successive term upon receiving a review score over 150 and to a 2nd successive term upon receiving a review score over 175.
3. Beginning with the class of 2024 not less than three (3) Directors are to be Internal Directors, nor more than five (5).
4. After presentation by the committee, each Nominee will receive an up or down vote on their recommendation at the October meeting.
5. Approved nominees are scheduled a Director orientation conducted by the Governance Committee and invited to the bifurcated Annual Meeting in December.
6. At the annual meeting the outgoing board conducts old business and votes to seat the slate of new Directors before the President thanks and excuses any outgoing members, the outgoing Past President, and introduces the new President.
7. Under the newly seated President, the Board elects the remaining officers, populates committees, and the Governance Committee conducts a review of the Governing Policies.
8. Vacant Director seats may be filled at any time as recommended by the Nominations Committee and approved by the Board so long as all other eligibility, nomination, and election requirements are followed.

Policy 2.10 Budgeting for Board Functions

Date of adoption / Last revision: December 9, 2019



Governance Process

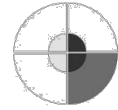
The Board will consciously invest in its ability to govern effectively.

Accordingly:

1. The Board will allocate resources to ensure that it has sufficient skills, methods and supports to assure excellence in its leadership.
 - A. Training will be used appropriately to orient new Directors and to increase existing Directors' skills and knowledge.
 - B. Outside monitoring, including fiscal audit, will be arranged as needed to help the Board have confidence that organizational performance meets expectations, as stated in these policies. This includes, but is not limited to, audits, reviews or opinions on fiscal, legal or governance matters.
 - C. Outreach mechanisms will be used as needed to ensure the Board understands members' viewpoints and values.
2. Costs will be prudently incurred, but sufficient to ensure the development and provision of superior governance. The Board will establish a budget addressing, at a minimum, the following line items.
 - A. Board meeting and retreat costs (including Board travel).
 - B. Board member travel/reimbursements (attendance at conferences, workshops, etc.).
 - C. Board training, including publications.
 - D. Fiscal audit and other third party monitoring of organizational performance.
 - E. Surveys, focus groups and other community linkage activities.
 - F. Board committee functions (other than audit, as itemized in D above).
 - G. Board contingencies.
3. The Board will establish its budget for these prerogatives in the next fiscal year each year during the September meeting.

Policy 3.0 General Executive Constraint

Date of adoption / Last revision: December 9, 2019

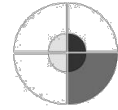


Management Parameters

The CEO shall not cause or allow any practice, activity, decision or circumstance that is either imprudent, unlawful or in violation of commonly accepted business practices, or is unethical.

Policy 3.1 Treatment of Members/Consumers

Date of adoption / Last revision: December 9, 2019



Management Parameters

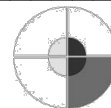
With respect to interactions with members/consumers, the CEO will not cause or allow conditions or procedures that are unfair, unsafe, untimely, unresponsive, undignified or that fail to provide appropriate confidentiality.

Further, the CEO will not:

1. Elicit information from members for which there is no clear business necessity.
2. Collect, review, transmit, store or destroy member/consumer information without protecting against improper access to that information.
3. Operate without clearly conveying to members/consumers what may be expected from the services offered.
4. Operate without mechanisms for addressing and responding in a timely manner to complaints/concerns raised by members/consumers, and assessing data as to concerns conveyed to continually improve member services.

Policy 3.2 Treatment of Staff

Date of adoption / Last revision: December 9, 2019



Management Parameters

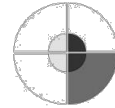
With respect to the treatment of volunteers and employees, the CEO will not cause or allow conditions that are unfair, unsafe or undignified.

Further, pertaining to employees, the CEO will not:

1. Operate without ensuring employees are provided with personnel policies, reviewed by qualified legal counsel, which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
2. Allow employees to be unaware of the Board's governing policies including, but not limited to, this Treatment of Staff policy, along with the CEO's interpretations of staff's protections under this policy.
3. Retaliate or allow retaliation against any employee for non-disruptive, internal expression of dissent, or for reporting to management or to the Board of Directors (per the process for handling of grievances in the personnel policies) acts or omissions by BRIGADE personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitute a violation of state or federal law or a governing policy of the Board.
 - A. Employees may not be prevented from grieving to the Board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that Board policy has been violated.
4. Allow staff to be unprepared to deal with reasonably foreseeable emergency situations.

Policy 3.3 Financial Condition and Activities

Date of adoption / Last revision: December 9, 2019



Management Parameters

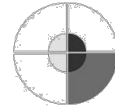
With respect to the actual, ongoing condition of the organization's financial health, the CEO may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from the Board's Ends priorities.

Further, the CEO will not:

1. Expend more funds than have been received in the fiscal year to date unless the liquidity requirements below are met:
 - A. The CEO will not allow operating cash to drop below a safety reserve, excluding restricted funds, of \$10,000.
 - B. The CEO will not borrow funds, with exception of:
 - i. Credit cards used for normal business purposes and paid in full each month.
 - ii. Accessing the Board-authorized line of credit for working capital needs, as can be repaid by certain and otherwise unencumbered revenues within 90 days.
2. Use Board-designated long-term Emergency Reserves.
3. Operate without settling payroll obligations and accounts payable in a timely manner.
4. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
5. Fail to report any actual financial performance by department (i.e.: Brigade and Onaway) that exhibits a variance from budget of greater than 10%.
6. Acquire, encumber, lease or dispose of real property.
7. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
8. Operate without clearly delineated procedures and limitations for reimbursement of authorized expenses incurred by Directors and committee members, and others who are entitled to reimbursement.
 - A. The Treasurer shall be required to approve all CEO credit card payments and expense reimbursement reports within thirty days of payment.

Policy 3.4 Asset Protection

Date of adoption / Last revision: December 9, 2019



Management Parameters

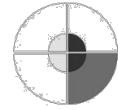
The CEO will not cause or allow Brigade's assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, the CEO will not:

1. Allow BRIGADE to be uninsured:
 - A. Against theft and casualty losses to at least replacement value; and
 - B. Against liability losses to Directors, staff or the organization itself in an amount greater than the average for comparable organizations; and
 - C. Against employee theft and dishonesty.
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
3. Operate without employing risk management practices to minimize exposure of the organization, its Board or staff to claims of liability or loss.
4. Make any purchase of goods and/or services wherein normally prudent protection has not been given against conflict of interest.
5. Allow a purchase of any material amount without having compared prices and quality.
6. Allow Brigade's intellectual property, information, resources and files to be exposed to loss, improper access, misuse or significant damage.
7. Operate without adhering to a Records Retention Schedule, approved by qualified legal counsel, for the maintenance of documents and records.
8. Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards (as set forth in the auditor's Management Letter and/or other correspondence).
9. Invest or hold operating capital in insecure instruments, or in non-interest bearing accounts, except where necessary to facilitate ease in operational transactions.
10. Endanger Brigade's public image or credibility.
11. Compromise the independence of the Board's auditor or other external monitors or advisors. Accordingly, the CEO may not engage parties already chosen by the Board to act in the capacity of consultants or advisors to the Board.
12. Change the organization's name or substantially alter its identity in the community.

Policy 3.5 Budgeting/ Forecasting

Date of adoption / Last revision: December 9, 2019



Management Parameters

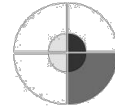
Budgeting for any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board Ends priorities, risk fiscal jeopardy, or fail to address multi-year planning considerations.

Accordingly, the CEO may not present or utilize budgets that:

1. Risk incurring those liquidity situations or conditions described as unacceptable in the Financial Condition and Activities policy.
2. Omit credible projections of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
3. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received.
4. Fail to allocate at least **1%** of total expenses to Emergency reserves (endowment), until reserves reach a threshold of a 2:1 ratio of reserves to annual operating expenses.
5. Do not provide for the Board's governance prerogatives (see *Budgeting for Board Prerogatives* policy), such as costs of fiscal audit, Board development, Board and committee meetings, Directors' and officers' liability insurance, and Board legal fees.

Policy 3.6 Compensation and Benefits

Date of adoption / Last revision: December 9, 2019



Management Parameters

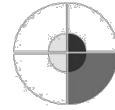
With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO may not cause or allow jeopardy to Brigade's fiscal integrity or public image.

Further, the CEO will not:

1. Change his or her own compensation.
2. Change his or her own benefits, except as consistent with the package for all other employees (unless stipulated otherwise in CEO's employment contract).
3. Promise or imply anything other than "at-will" employment.
4. Establish salaries and benefits that deviate materially from the geographic or professional market for the skills employed.
5. Create obligations with consultants or contract workers for longer than eighteen months; exceptions allowed for obligations with a gross contract value of less than \$50,000.
6. Establish or change retirement benefits so as to cause situations unpredictable for the organization or inequitable for employees.

Policy 3.7 Emergency Management Succession

Date of adoption / Last revision: December 9, 2019



Management Parameters

The CEO will not operate without management succession planning processes to facilitate smooth and competent operation of the organization during key personnel transitions.

Further, the CEO will not:

1. Operate with fewer than **two other members** of the staff leadership team sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.

Policy 3.8 Board Awareness and Support

Date of adoption / Last revision: December 9, 2019



Management Parameters

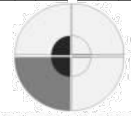
The CEO will not cause or allow the Board to be uninformed or unsupported in its work.

Further, the CEO will not:

1. Neglect to submit monitoring reports (including the CEO's policy interpretations, as well as compliance data) required by the Board (see policy on Monitoring CEO Performance) in a timely, accurate and understandable fashion.
2. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the monitoring schedule set forth by the Board.
3. Let the Board be without objective background/decision information it periodically requests, or unaware of relevant trends or incidental information (e.g. anticipated adverse media coverage, threatened or pending litigation, or significant external and internal changes; notification of planned internal changes is to be provided in advance, when feasible).
4. Allow the Board to be without reasonable logistical and administrative support for official Board, officer or Board committee communications and functions.
5. Let the Board be unaware of any Board or Board member actions that, in the CEO's opinion, are not consistent with the Board's own policies on Governance Process and Board-Management Delegation, particularly in the case of Board or Board member behavior that is detrimental to the work relationship between the Board and the CEO.
6. Deal with the Board in a way that favors or privileges certain Directors over others except when:
 - A. Fulfilling individual requests for information.
 - B. Responding to officers or committees duly charged by the Board.
7. Give information to the Board that is not clearly identified as:
 - A. Information for Decision Making,
 - B. Incidental Information Only, or
 - C. Monitoring Information.

Policy 4.0 Board/ Management Connection

Date of adoption / Last revision: December 9, 2019

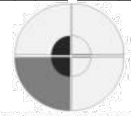


Board/Management Delegation

The Chief Executive Officer (CEO) is the Board's official connection to the operating organization, its achievements and its conduct.

Policy 4.1 Unity of Control

Date of adoption / Last revision: December 9, 2019



Board/Management Delegation

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

Accordingly:

1. No Board member, officer or committee has authority over the CEO or any member of the CEO's staff, except in rare instances when the person or committee has been explicitly authorized to direct or use staff resources for a specific issue.
2. Directors or committees may request information, but if such request--in the CEO's judgment-- requires a material amount of staff time or funds or is disruptive, it may be declined. The committee or Board member may then refer the request to the full Board for consideration.

Policy 4.2 Delegation to the CEO

Date of adoption / Last revision: December 9, 2019



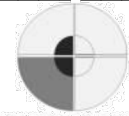
Board/Management Delegation

The Board will direct the CEO through written policies setting forth the organizational Ends to be achieved and organizational situations/actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

1. Ends policies direct the CEO to achieve certain results, for certain recipients, at a specified worth or priority. These policies will be systematically developed from the broadest, most general level, to more defined levels.
2. Management Parameters policies define the boundaries of legality, prudence and ethics within which the CEO is expected to operate. These policies describe those practices, methods, activities, decisions and circumstances that would be unacceptable to the Board, even if effective in producing the desired results. These policies will also be systematically developed from the broadest, most general level to more defined levels.
3. To ensure accountability for performance, the Board will not prescribe organizational means delegated to the CEO.
4. An Ends or Executive Limitations policy at a given level does not limit the scope of any preceding level.
5. The CEO is authorized to establish further policies, make decisions, take actions, establish practices, and develop activities, as long as they are consistent with any reasonable interpretation of these Ends and Executive Limitations policies.
6. The Board may change its Ends and Management Parameters policies, thereby shifting the boundary between Board and CEO domains. By so doing, the Board changes the latitude of choice given to the CEO. However, as long as any particular delegation is in place, the Board will respect and support choices made by the CEO that are in compliance with Board policy, as reasonably interpreted.
7. The CEO is authorized to maintain, establish, or abolish CEO committees to accomplish Ends policies in his/her sole discretion.

Policy 4.3 Accountability of the CEO

Date of adoption / Last revision: December 9, 2019



Board/Management Delegation

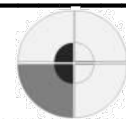
All Board authority delegated to management is delegated through the CEO. Therefore, the authority and accountability of staff, as far as the Board is concerned, is the authority and accountability of the CEO.

Accordingly:

1. The Board will not give instructions to persons who report directly or indirectly to the CEO.
2. The Board will not evaluate, either formally or informally, any staff other than the CEO.
3. The Board will consider and evaluate CEO performance as synonymous with organizational achievement of Ends and compliance with Management Parameters. No performance measure established by the Board or by sub-sets of the Board shall conflict with or modify this measure of performance.
4. Consequently, the CEO's accountability and evaluation are based on performance in two areas:
 - A. Organizational accomplishment of Board's established Ends policies.
 - B. Organizational operation within the boundaries of legality, prudence and ethics established in the Board's Management Parameters policies.

Policy 4.4 Monitoring CEO Performance

Date of adoption / Last revision: December 9, 2019



Board/Management Delegation

The Board will systematically and rigorously monitor CEO job performance, determining the extent to which Ends are being achieved and whether operational activities fall within parameters established in Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being fulfilled. Information that does not address accomplishment of Ends and compliance with Executive Limitations will not be considered in the Board's evaluation of CEO performance.
2. Ends and Executive Limitations policies may be monitored in one or more of three ways:
 - A. **Internal** report: The CEO discloses in writing his/her policy interpretations with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review. As appropriate in a given context, the CEO may present information supporting the "reasonableness" of his/her interpretation.
 - B. **External** report: An external, disinterested third party selected by and reporting to the Board assesses accomplishment of, or compliance with, a given Board policy, as reasonably interpreted by the CEO (unless the Board has previously indicated that the party's opinion is to be the standard).
 - C. **Direct** Board inspection: A designated Board member(s) or committee assesses accomplishment of, or compliance with, a given policy, as reasonably interpreted by the CEO.
3. In every case, the Board commits itself to accept any reasonable CEO interpretation of the Board policy being monitored. The Board is the final judge of reasonableness, and will always judge with a "reasonable person" test (whether what the CEO did was what a reasonably prudent executive would do in that context), even if those choices may not be the choices the Board or any of its members may have made.
4. In every case, the Board will judge whether:
 - A. The CEO's interpretation is reasonable, and
 - B. Data demonstrate reasonable accomplishment of, or compliance with, the CEO's interpretation.
5. Interpretations determined by the Board not to be reasonable or data determined not to demonstrate reasonable accomplishment of, or compliance with, a Board policy as interpreted, will be subject to a remedial process agreed to by the Board. Such discussions will be in Executive Session (only voting Directors, officers plus any other parties specifically invited by the Board to attend).
6. All policies instructing the CEO will be monitored at a frequency and by a method chosen by the Board. The Board may choose to monitor any policy by any method at any time, but will ordinarily depend on the following routine schedule:

Policy 4.5 CEO Monitoring Schedule

Date of adoption / Last revision: December 9, 2019

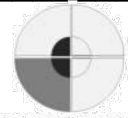


Board/Management Delegation

POLICY	METHOD	INTERIM UPDATE	ANNUAL REVIEW
Ends/Priority Results			
1.0 Empowered	Internal	Quarterly	October
2.0 Advocacy	Internal	Quarterly	October
3.0 Opportunities	Internal	Quarterly	October
4.0 Connecting	Internal	Quarterly	October
5.0 Growth	Internal	Quarterly	October
Management Parameters			
3.0 General Management Constraint	Internal	Quarterly	October
3.1 Treatment of Members/ Consumers	Internal	Quarterly	October
3.2 Treatment of Staff	Internal	Quarterly	October
3.3 Financial Condition and Activities	Internal	Quarterly	October
	Direct	Quarterly	October
	External (Auditors)		October
3.4 Asset Protection	Direct	Semi-Annually	October
	Internal	Semi-Annually	October
3.5 Budgeting/ Forecasting	Internal		October
	Direct		October
3.6 Compensation and Benefits	Internal		October
3.7 Emergency Management Succession	Internal		October
3.8 Board Awareness & Support	Internal	Quarterly	October

Policy 4.6 Board Access to Internal Auditor

Date of adoption / Last revision: December 9, 2019



Board/Management Delegation

Direct but limited access to the staff accountant or similarly situated financial staff professional, by the Board in an Internal Auditor capacity is an exception to the exclusive role of the CEO in connecting governance and management.

Accordingly:

1. If after having brought to the CEO's attention any financial or operational impropriety discovered in the course of his or her own work, the staff accountant feels that the CEO has failed to address the impropriety, the staff accountant must report that impropriety to the Board President.
 - *Impropriety* in this context means a material weakness in financial/operational management or a violation of Board policies regarding Brigade's financial/operational affairs.
2. Nothing in this policy impedes the CEO from exercising his or her Board-granted prerogative to interpret applicable Board policies under the "reasonable interpretation" rule, nor does it remove from the Board the right to judge reasonableness. However, *impropriety* as used in provision #1 above can indicate that in the opinion of the staff accountant, an interpretation made by the CEO is not "reasonable."
3. The staff accountant is in all other ways as subject to the CEO's managerial authority as are all other employees, and has no direct access to the Board except as described in this policy. The CEO may not impede the staff accountant's official access as an "internal auditor" as described in this policy, or seek to inappropriately influence the content of the staff accountant's reporting to the Board as set forth in this policy.
4. Nothing in this provision shall be deemed to limit or prohibit the Board from hiring external or internal auditors who report to the Board or any audit or other committees established by the Board for such purposes.