



**Austin Chapter
Board Policy**
Adopted June 3, 2010

Governance

Description: This policy describes the elements of governance responsibilities of the Board of Directors. Governance refers to the decision-making units of the Austin Chapter and the relative powers, authorities, and responsibilities that each possesses. Effective governance depends on the free flow of accurate and timely information as well as transparency of actions throughout all levels of the Austin Chapter.

Purpose: The policy is needed to help Board Members understand their governance responsibilities and how these activities benefit the Austin Chapter.

Governing Authority: The Board shall abide by the limitations on its authority established by its Articles of Incorporation, Constitution and Bylaws.

Scope: This policy is focused on the specific governance responsibilities assigned to the Board of Directors. It draws on governance principles that also impact the actions of other members and staff.

Process:

The Board of Directors holds the ultimate authority for the Association. They have responsibility for establishing broad corporate policies, setting strategic direction, financial integrity, and overseeing management, which is responsible for the day-to-day operations of THE Austin Chapter.

The Board's governance responsibility can be divided into three broad oversight categories. The first is Leadership which contains four sub-elements. These elements describe the nominating and selection process for the Board members, the Strategic Planning process and outcomes, and the process for establishing collaborations.

The second category is Operational Oversight. This category's sub-elements are detailed policies that are focused on operational aspects of the Association.

The third category is Cultural Oversight. Every action, decision, and communication of a Board member must comply with a set of cultural standards.

In addition to the above three broad categories, there are underlying documents (Constitution, Bylaws and the Standards of Business Conduct) that define the basis of the Austin Chapter Governance.

Compliance testing for certain critical elements is appropriate governance stewardship by the Board of Directors. This "foundation" element of the Governance Model is called the Balanced Scorecard. The scorecard is periodically evaluated to measure the governance responsibilities of the Board and the Austin Chapter as an enterprise.

The Board has also committed to key behaviors when meeting and deliberating:

- Stay focused on an outward vision



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- Encourage a good diversity in viewpoints
- Maintain a bias towards the strategic leadership view
- Take time to assure collective decision making processes
- Communicate results and actions by speaking with one voice

The Board will enforce upon itself whatever discipline is needed to govern with excellence, particularly regarding matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability.

Revision Log:

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