

XLUR8 Board Policy Manual (Version #002 October 8, 2013)				
Section	Description	Title	Created Last Modified	Monitoring Schedule
			[last date this policy was created/amende	[month(s) in which this policy will be monitored]
1	Ends	Global Statement		
1.0	Transitioning and retired US Armed Forces members and their spouses and dependents, senior workforce professionals in declining industries, unemployed persons with non-current workforce skills, and other qualified beneficiaries experience a continually improving standard of living, stability, a sense of community, self-esteem and self-actualization. These Ends will be achieved in a sustainable manner that represents value for the resources invested. In order of priority...		4/9/2012	February
1.1	In regards to "continually improving standard of living"...		4/9/2012	February
1.1.1	Our beneficiaries have the jobs that they want.		4/9/2012	February
1.1.2	Our beneficiaries have marketable skills.		4/9/2012	February
1.2	In regards to "stability"		4/9/2012	February
1.2.1	Our beneficiaries are resilient and can adapt to change.		4/9/2012	February
1.2.2	Provide a sense of belonging.		4/9/2012	February
1.2.3	Our beneficiaries will have the knowledge they need to be successful.		4/9/2012	February
1.3	In regards to "sense of community"		4/9/2012	February
1.3.1	Our beneficiaries enjoy networking experiences.		4/9/2012	February
1.3.2	Our beneficiaries provide Community Service using their relevant skills.		4/9/2012	February
1.3.3	Our beneficiaries will recognize XLUR8 as an accepted symbol for responsibility, respect, fairness and honesty.		4/9/2012	February
1.3.4	Our beneficiaries enjoy strong bonds of culture across military, civilian, and other dimensions of society.		4/9/2012	February
1.4	In regards to "Self Esteem"		4/9/2012	February
1.4.1	Our beneficiaries will feel confident in their competence as practitioners.		4/9/2012	February
1.5	In regards to "Self-Actualization"		4/9/2012	February
1.5.1	Our beneficiaries realize their full potential as practioners.		4/9/2012	February

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2	Executive Limitations	Global Statement		
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, or in violation of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.		4/9/2012	June
			[last date this policy was created/amende	[month(s) in which this policy will be monitored]
2.1	Executive Limitations	Treatment of Beneficiaries		
2.1	With respect to interactions with beneficiaries, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, or unnecessarily intrusive.		4/9/2012	May
	The CEO will not:		4/9/2012	May
2.1.1	Elicit information for which there is no clear necessity.		4/9/2012	May
2.1.2	Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material elicited.		4/9/2012	May
2.1.3	Operate in facilities without appropriate accessibility and privacy.		4/9/2012	May
2.1.4	Allow consumers to be unaware of what may be expected and what may not be expected from services.		4/9/2012	May
2.1.5	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.		4/9/2012	May
2.1.6	Leave beneficiaries' issues or concerns undirected or unacknowledged for an unreasonable period.		4/9/2012	May
			[last date this policy was created/amende	[month(s) in which this policy will be monitored]
2.2	Executive Limitations	Treatment of Staff		
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.		4/9/2012	February
	The CEO will not:		4/9/2012	February
2.2.1	Operate without sufficient, written staff rules.		4/9/2012	February
2.2.1.1	Subject staff to rules that are not clear and available.		4/9/2012	February
2.2.1.2	Leave staff without an effective and unbiased method to deal with grievances.		4/9/2012	February
2.2.1.3	Subject staff to wrongful conditions, nepotism, or preferential treatment based on personal reasons.		4/9/2012	February
2.2.2	Make reprisal against any staff member for non-disruptive expression of dissent.		4/9/2012	February
2.2.3	Allow staff to be unprepared to deal with emergency situations.		4/9/2012	February

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2.3	Executive Limitations	Financial Planning / Budgeting		
2.3	Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.		4/9/2012	November
	The CEO will not allow budgeting that:		4/9/2012	November
2.3.1	Risks incurring those situations or conditions described as unacceptable in the board policy, EL-2.4 - Financial Condition and Activities.		4/9/2012	November
2.3.2	Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.		4/9/2012	November
2.3.3	Provides less for board prerogatives during the year than is set forth in the board policy, G.P.-3.9 - Cost of Governance.		4/9/2012	November
2.4	Executive Limitations	Financial Conditions and Activities		
2.4	With respect to the actual, ongoing financial condition 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.		4/9/2012	May, August, November, February
	The CEO will not:		4/9/2012	May, August, November, February
2.4.1	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.		4/9/2012	May, August, November, February
2.4.2	Use any long-term reserves.		4/9/2012	May, August, November, February
2.4.3	Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 30 days.		4/9/2012	May, August, November, February
2.4.4	Allow payroll and debts to be settled in an untimely manner.		4/9/2012	May, August, November, February
2.4.5	Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.		4/9/2012	May, August, November, February
2.4.6	Make a single purchase or commitment of greater than \$10,000. Splitting orders to avoid this limit is not acceptable.		4/9/2012	May, August, November, February
2.4.7	Acquire, encumber or dispose of real estate.		4/9/2012	May, August, November, February

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2.4.8	Allow receivables to be unpursued after a reasonable grace period.		4/9/2012	May, August, November, February
2.4.9	Allow reserves to deviate from reasonably prudent minimum.		4/9/2012	May, August, November, February
2.5	Executive Limitations	Emergency CEO Succession	[last date this policy was created/amende	[month(s) in which this policy will be monitored]
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 to take over with reasonable proficiency as an interim successor.		4/9/2012	June
2.6	Executive Limitations	Asset Protection	[last date this policy was created/amende	[month(s) in which this policy will be monitored]
2.6	The CEO will not cause or allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.		4/9/2012	May, August, November, February
	The CEO will not:		4/9/2012	May, August, November, February
2.6.1	Allow board members, staff, and the organization itself to be inadequately insured against theft, casualty, and liability losses.		4/9/2012	May, August, November, February
2.6.2	Allow unbonded personnel access to material amounts of funds.		4/9/2012	May, August, November, February
2.6.3	Subject plant and equipment to improper wear and tear or insufficient maintenance.		4/9/2012	May, August, November, February
2.6.4	Unnecessarily expose the organization, its board or staff to claims of liability.		4/9/2012	May, August, November, February
2.6.5	Make any purchase: (1) 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.		4/9/2012	May, August, November, February
2.6.6	Allow intellectual property, information and files to be exposed to loss or significant damage.		4/9/2012	May, August, November, February

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2.6.7	Receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.		4/9/2012	May, August, November, February
2.6.8	Compromise the independence of the board's audit or other external monitoring or advice. Engaging parties already chosen by the board as consultants or advisers is unacceptable.		4/9/2012	May, August, November, February
2.6.9	Endanger the organization's public image, credibility, or its ability to accomplish Ends.		4/9/2012	May, August, November, February
2.6.10	Change the organization's name or substantially alter its identity in the community.		4/9/2012	May, August, November, February
2.7	Executive Limitations	Compensation and Benefits	[last date this policy was created/amended]	[month(s) in which this policy will be monitored]
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.		4/9/2012	March
2.7.1	Change the CEO's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.		4/9/2012	March
2.7.2	Promise or imply permanent or guaranteed employment.		4/9/2012	March
2.7.3	Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.		4/9/2012	March
2.7.4	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.		4/9/2012	March
2.7.5	Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:		4/9/2012	March
2.7.5.1	Incur unfunded liabilities.		4/9/2012	March
2.7.5.2	Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.		4/9/2012	March
2.7.5.3	Treat the CEO differently from other key employees.		4/9/2012	March
2.8	Executive Limitations	Communication and Support to the Board	[last date this policy was created/amended]	[month(s) in which this policy will be monitored]
2.8	The CEO will not permit the board to be uninformed or unsupported in its work.		4/9/2012	April, October
	The CEO will not:		4/9/2012	April, October
2.8.1	Withhold, impede, or confound information relevant to the board's informed accomplishment of its job.		4/9/2012	April, October

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2.8.1.1	Neglect to submit monitoring data required by the board in board policy, B.M.D-4.4 - Monitoring CEO Performance, in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored, and including CEO interpretations consistent with board policy, B.M.D.-4.3 - Delegation to the CEO, as well as relevant data.		4/9/2012	April, October
2.8.1.2	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 schedule.		4/9/2012	April, October
2.8.1.3	All the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.		4/9/2012	April, October
2.8.1.4	Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.		4/9/2012	April, October
2.8.1.5	Let the board be unaware of any incidental information it requires including anticipated media coverage, threatened or pending lawsuits and material internal changes.		4/9/2012	April, October
2.8.1.6	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.		4/9/2012	April, October
2.8.2	Withhold from the board and its processes logistical and clerical assistance.		4/9/2012	April, October
2.8.2.1	Allow the board to be deprived of a workable, user-friendly mechanism for official board, officer, or committee communications.		4/9/2012	April, October
2.8.2.2	Allow the board to be deprived of pleasant and efficient settings and arrangements for board and committee meetings.		4/9/2012	April, October
2.8.3	Impeded the board's holism, misrepresent its processes and role, or impede its lawful obligations.		4/9/2012	April, October
2.8.3.1	Deal with the board in a way that favors or privileges certain board members over others except when (i) fulfilling individual requests for information, or (ii) responding to officers or committees with respect to duties charged to them by the board.		4/9/2012	April, October
2.8.3.2	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.		4/9/2012	April, October
2.9	Executive Limitations	Ends Focus of Grants or Contracts	[last date this policy was created/amended]	[month(s) in which this policy will be monitored]
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.		4/9/2012	December March June September
	The CEO will not:		4/9/2012	December March June September

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2.9.1	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.		4/9/2012	December March June September
2.9.2	Make grants to grantees that do not have, in the CEO's opinion, the capacity to produce appropriately targeted, efficient results.		4/9/2012	December March June September
2.9.3	Fund specific methods except when doing so for research purposes, when the result to be achieved is knowledge about differential effectiveness of various methods.		4/9/2012	December March June September

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3	Governance Process	Global Statement	[last date this policy was created/amende	March	
3.0	The purpose of the board, on behalf of XLUR8 beneficiaries, is to see to it that XLUR8 (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).		4/9/2012	March	
3.1	Governance Process	Governing Style	[last date this policy was created/amende	Every board meeting	
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.		4/9/2012	Every board meeting	
	Accordingly:		4/9/2012	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.		4/9/2012	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.		4/9/2012	Every board meeting	
3.1.3	The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe those currently in force scrupulously.		4/9/2012	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.		4/9/2012	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.		4/9/2012	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.		4/9/2012	Every board meeting	
3.2	Governance Process	Board Job Description	[last date this policy was created/amende	March	

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3.2	Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.		4/9/2012	March	
	Accordingly, the board has direct responsibility to create:		4/9/2012	March	
3.2.1	The link between the ownership and the operational organization.		4/9/2012	March	
3.2.2	Written governing policies that address the broadest levels of all organizational decisions and situations.		4/9/2012	March	
3.2.2.1	Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).		4/9/2012	March	
3.2.2.2	Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.		4/9/2012	March	
3.2.2.3	Governance Process: Specification of how the board conceives, carries out and monitors its own task.		4/9/2012	March	
3.2.2.4	Board-CEO Linkage: How power is delegated and its proper use monitored; the CEO role, authority and accountability.		4/9/2012	March	
3.2.3	Assurance of successful organizational performance on Ends and Executive Limitations.		4/9/2012	March	
3.2.4	Decisions on spending commitments above those specified in E.L.-2.4.6.		4/9/2012	March	
3.3	Governance Process	Agenda Planning	[last date this policy was created/amended]	January	good to look at this near beginning of board's annual cycle
3.3	To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.		4/9/2012	January	
3.3.1	The cycle will conclude each year on December 31 so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term Ends.		4/9/2012	January	
3.3.2	The cycle will start with the board's development of its agenda for the next year.		4/9/2012	January	
3.3.2.1	Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.		4/9/2012	January	
3.3.2.2	Governance education, and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.		4/9/2012	January	
3.3.3	Throughout the year, the board will attend to Required Approvals agenda items as expeditiously as possible.		4/9/2012	January	
3.3.4	At any meeting prior to which monitoring reports have been received, the board will ascertain by vote whether a majority of members judge the individual reports to have demonstrated fulfillment of a reasonable interpretation of the applicable policy.		4/9/2012	January	
3.3.5	CEO remuneration will be decided after a review of monitoring reports received in the last year during the month of December.		4/9/2012	January	

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3.4	Governance Process	Chief Governance Officer's (CGO's) role	[last date this policy was created/amende	September	
3.4	The Chief Governance Officer (CGO), elected at the first meeting of the incoming board for a term of 1 year, is a specially empowered member of the board, and assures the integrity of the board's process. Accordingly:		4/9/2012	September	
3.4.1	The assigned result of the CGO's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.		4/9/2012	September	
3.4.1.1	Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor.		4/9/2012	September	
3.4.1.2	Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.		4/9/2012	September	
3.4.1.3	Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.		4/9/2012	September	
3.4.2	The authority of the CGO consists in making decisions that fall within topics covered by board policies on Governance Process and Board-CEO Linkage, with the exception of (a) employment or termination of a CEO and (b) where the board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.		4/9/2012	September	
3.4.2.1	The CGO is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.		4/9/2012	September	
3.4.2.2	The CGO has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the CEO.		4/9/2012	September	
3.4.2.3	The CGO may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.		4/9/2012	September	
3.4.2.4	The CGO may delegate this authority, but remains accountable for its use.		4/9/2012	September	
3.5	Governance Process	Secretary Role	[last date this policy was created/amende	March, September	another board role policy, good to check part-way through annual cycle
3.5	The Secretary is an officer of the board whose purpose is to ensure the integrity of the board's documents, and will preside at meetings of the board in the Chair's absence.		10/1/2013	March, September	
3.5.1	The assigned result of the Secretary job is to see to it that all board documents and filings are accurate and timely.		10/1/2013	March, September	
3.5.1.1	Policies will be current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as Required Approvals agenda decisions, motions to adjourn, and staff or board member recognitions need not be placed in policy.		4/9/2012	March, September	
3.5.1.2	Policies will rigorously follow Policy Governance principles.		4/9/2012	March, September	
3.5.1.3	Bylaws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the board.		4/9/2012	March, September	
3.5.1.4	Requirements for format, brevity, and accuracy of board minutes will be known to the CEO.		4/9/2012	March, September	

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3.5.2	The authority of the Secretary/Treasurer is access to and control over board documents, and the use of staff time not to exceed 120 hours per year.		10/1/2013	March, September	
3.6	Governance Process	Board Members Code of Conduct	[last date this policy was created/amended]	April, October	
3.6	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.		4/9/2012	April, October	
3.6.1	Board members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a beneficiary.		4/9/2012	April, October	
3.6.2	Board members who are "Interested Persons" with "Financial Interest" as defined by IRS guidelines, must avoid conflict of interest with respect to their fiduciary responsibility, including any transaction or arrangement which may result in a possible excess benefit transaction.		4/9/2012	April, October	
3.6.2.1	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 being a conflict. Board members have a "Duty to Disclose" when actual or potential conflict of interest arises. The annual disclosure shall be a signed statement which affirms at a minimum the following items:		4/9/2012	April, October	
3.6.2.2	To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining. b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction. When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.		4/9/2012	April, October	
3.6.2.1.1	Has received a copy of the XLUR8 Policy Manual which includes the conflicts of interest policy,		4/9/2012	April, October	
3.6.2.1.2	Has read and understands the XLUR8 Policy Manual.		4/9/2012	April, October	
3.6.2.1.3	Has agreed to comply with the XLUR8 Policy Manual.		4/9/2012	April, October	
3.6.2.1.4	Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.		4/9/2012	April, October	

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3.6.2.2	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. The remaining board shall decide if a conflict of interest exists according to the following four-step "Procedures for Addressing Conflict of Interest":		4/9/2012	April, October	
3.6.2.2.1	An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.		4/9/2012	April, October	
3.6.2.2.2	The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.		4/9/2012	April, October	
3.6.2.2.3	After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.		4/9/2012	April, October	
3.6.2.2.4	If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.		4/9/2012	April, October	
3.6.2.3	Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates.		4/9/2012	April, October	
3.6.2.3.1	A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.		4/9/2012	April, October	
3.6.2.3.2	A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.		4/9/2012	April, October	
3.6.2.3.3	No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.		4/9/2012	April, October	
3.6.2.4	If the governing board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.		4/9/2012	April, October	

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3.6.2.5	When applicable, the minutes of the governing board and all committees with board delegated powers shall contain: a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.		4/9/2012	April, October	
3.6.3	Board members may not attempt to exercise individual authority over the organization.		4/9/2012	April, October	
3.6.3.1	Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.		4/9/2012	April, October	
3.6.3.2	Board members' interaction with public, press 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.		4/9/2012	April, October	
3.6.3.3	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.		4/9/2012	April, October	
3.6.4	Board members will respect the confidentiality appropriate to issues of a sensitive nature.		4/9/2012	April, October	
3.6.5	Board members will be properly prepared for board deliberation.		4/9/2012	April, October	
3.6.6	Board members will support the legitimacy and authority of board decisions, irrespective of the board member's personal position on the issue.		4/9/2012	April, October	
3.7	Governance Process	Board Committee Principles	[last date this policy was created/amended	August	
3.7	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 delegation from board to CEO.		4/9/2012	August	
	Accordingly:		4/9/2012	August	
3.7.1	Board committees are to help the board do its job, not to help or advise 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.		4/9/2012	August	
3.7.2	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.		4/9/2012	August	
3.7.3	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.		4/9/2012	August	

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3.7.4	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.		4/9/2012	August	
3.7.5	Committees will be used sparingly and ordinarily in an ad hoc capacity.		4/9/2012	August	
3.7.6	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.		4/9/2012	August	
3.8	Governance Process	Board Committee Structure	[last date this policy was created/amende	August	
3.8	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.		4/9/2012	August	
3.9	Governance Process	Cost of Governance	[last date this policy was created/amende	February, May, August, November	
3.9	Because poor governance costs more than learning to govern well, the board will invest in its governance capacity. Accordingly:		4/9/2012	February, May, August, November	
3.9.1	Board skills, methods, and supports will be sufficient to assure governing with excellence.		4/9/2012	February, May, August, November	
3.9.1.1	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.		4/9/2012	February, May, August, November	
3.9.1.2	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.		4/9/2012	February, May, August, November	
3.9.1.3	Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.		4/9/2012	February, May, August, November	
3.9.2	Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.		4/9/2012	February, May, August, November	
3.9.2.1	Up to \$75,000 per fiscal year for training, including attendance at conferences and workshops.		4/9/2012	February, May, August, November	
3.9.2.2	Up to \$10000 per fiscal year for audit and other third-party monitoring of organizational performance.		4/9/2012	February, May, August, November	
3.9.2.3	Up to \$15000 per fiscal year for surveys, focus groups, opinion analyses, and meeting costs.		4/9/2012	February, May, August, November	
3.10	Governance Process	Treasurer Role			

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3.10	The Treasurer is an officer of the board who is responsible for the audit of management's preparation of the financial statements of the corporation.		10/1/2013	March, September

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4	Board-Management Delegation	Global Statement	[last date this policy was created/amended]	March
4.0	The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Operating Officer (CEO).		4/9/2012	March
4.1	Board-Management Delegation	Unity of control	[last date this policy was created/amended]	February, May, August, November
4.1	Only officially passed motion of the board are binding on the CEO.		4/9/2012	February, May, August, November
	Accordingly:		4/9/2012	February, May, August, November
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.		4/9/2012	February, May, August, November
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.		4/9/2012	February, May, August, November
4.2	Board-Management Delegation	Accountability of the CEO	[last date this policy was created/amended]	February, May, August, November
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.		4/9/2012	February, May, August, November
	Accordingly:		4/9/2012	February, May, August, November
4.2.1	Board skills, methods, and supports will be sufficient to assure governing with excellence.		4/9/2012	February, May, August, November
4.2.2	The board will never give instructions to persons who report directly or indirectly to the CEO.		4/9/2012	February, May, August, November
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.		4/9/2012	February, May, August, November
4.3	Board-Management Delegation	Delegation to the CEO	[last date this policy was created/amended]	January

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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.		4/9/2012	January
	Accordingly:		4/9/2012	January
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.		4/9/2012	January
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.		4/9/2012	January
4.3.2.1	Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.		4/9/2012	January
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.		4/9/2012	January
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 comprise the essence of the "Operations Manual".		4/9/2012	January
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.		4/9/2012	January
4.4	Board-Management Delegation	Monitoring CEO Performance	[last date this policy was created/amended]	January, April, July, October
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.		4/9/2012	January, April, July, October
	Accordingly:		4/9/2012	January, April, July, October
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.		4/9/2012	January, April, July, October

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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.		4/9/2012	January, April, July, October
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 by designated board members.		4/9/2012	January, April, July, October
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.		4/9/2012	January, April, July, October
4.4.5	All policies that instruct the CEO will be monitored at a frequency and by 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.		4/9/2012	January, April, July, October