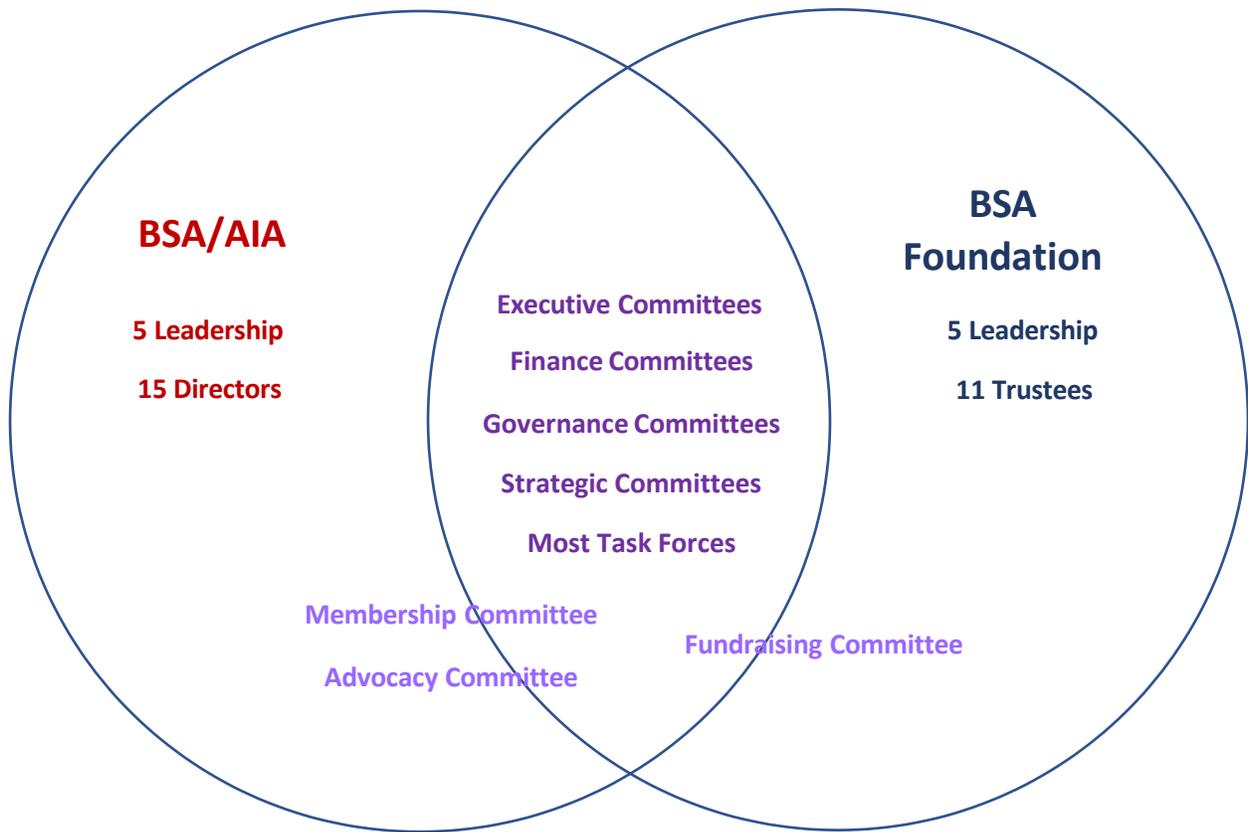


BSA/AIA and BSA Foundation Boards Relationships

The BSA/AIA and BSA Foundation Boards, Executive Committees, and Board Committees and Task Forces in most cases work collaboratively. The Boards are expected to maintain their independence and hold the best interest of their principle organization as their primary responsibility. While most meetings are held jointly, individual Boards or their members may request an independent meeting to discuss and decide on any issue. Each Board has independent responsibilities, and generally find it beneficial to be aware and discuss important issues of governance and leadership, finances, strategy, and positions with the other Board. The diagram below offers a schematic of the relationship.



BSA/AIA Board Composition

Following the 2020/21 revisions to the BSA/AIA Bylaws, the BSA/AIA Board of Directors was reconfigured to identify who is targeted for the 20 Directors.

The Board representation be broken into four categories of “Leadership,” “Strategy,” “Voices,” and “Public,” each category consisting of five representatives.

Leadership: President, President-elect, past-President, Secretary, and Treasurer. These five positions would be elected by the membership.

Strategy: Five Directors, each with a focus on the BSA’s key strategic areas. These focus areas may shift as the organization’s needs shift. Presently the key strategic areas could include: advancing architecture, equity & justice, environment, advocacy, and membership/knowledge communities. These five Directors would be elected by the membership.

Voices: Include key membership voices that are important for the organization in our decision-making process and include: Affiliate Director (elected by membership), Associate AIA Director (elected by membership), Fellows Director (nominated by Fellows and elected by membership), BosNOMA Director (selected by BosNOMA), and Architecture School Director (selected by the Schools).

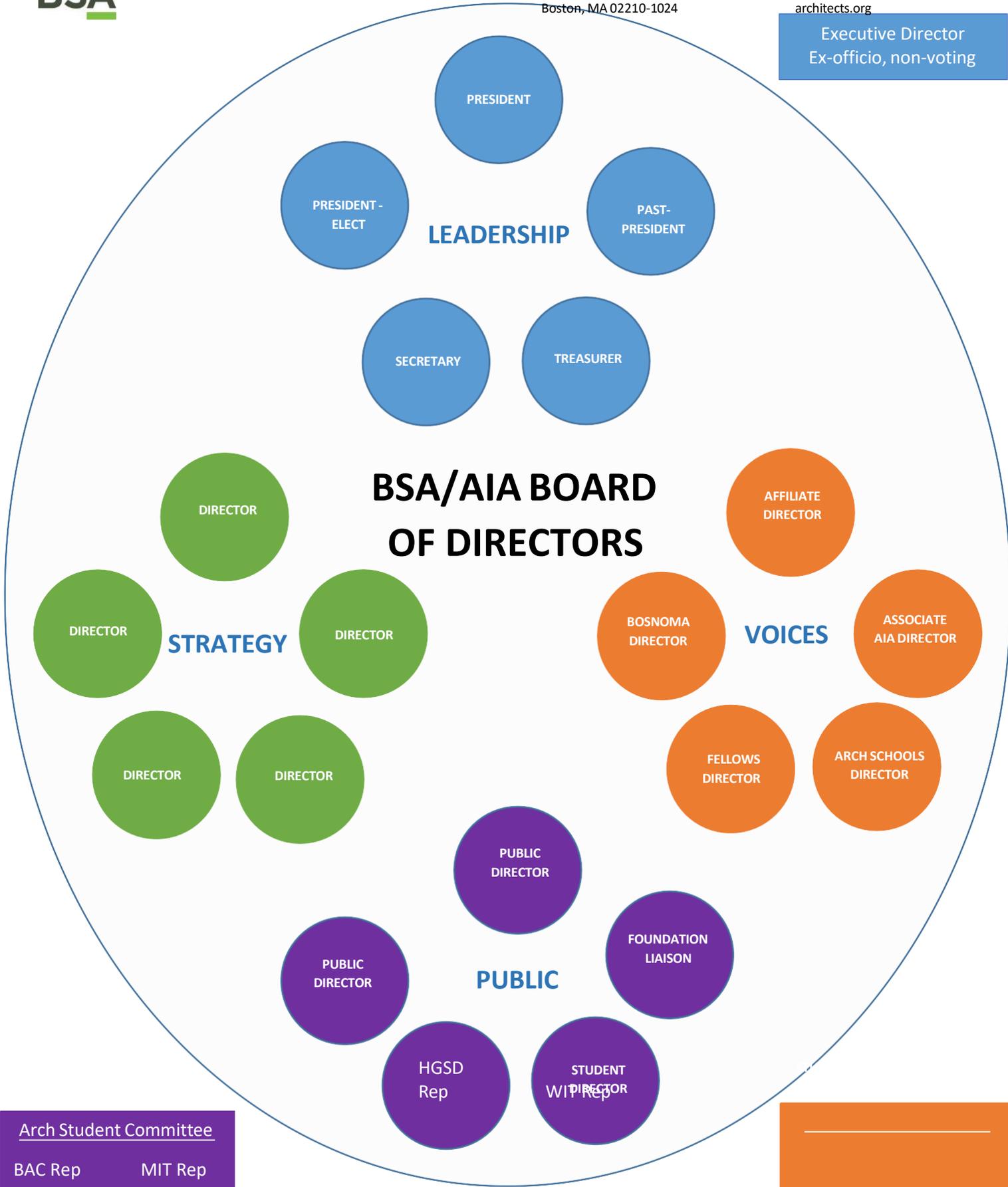
Public: BSA Foundation Liaison (selected by Foundation), two (2) Public Directors (elected by membership), and two (2) Student Directors.

All non-leadership position titles are identified as “Director.” The Secretary and President-elect, working with the BSA/AIA Governance Committee, are charged with working with the Board to identify the needs of the organization and to communicate this to the Nominating Committee in early January. The Nominating Committee is charged with identifying candidates with the knowledge and skills to advance the BSA’s goals.

The appointed Directors (BosNOMA, Architectural Students, Architectural School, and BSA Foundation) are generally two or three year positions. However, the BSA/AIA will review the representation with the appointing organization each year

It is important to note that the BSA looks to engage the schools in collaborating and advising the BSA on direction and strategy. A committee of school representatives meets regularly with BSA staff and provides the Board with important strategic feedback.

Executive Director
 Ex-officio, non-voting



Arch Student Committee
 BAC Rep MIT Rep
 MCAD Rep NEU Rep



BSA/AIA Code of Conduct, Rules, Policies and Procedures

This booklet is to be used with the BSA bylaws, policies and procedures. Included in this booklet are:

BSA/AIA Board Code of Conduct

Exercising Good Judgement (Duty of Care)

Exercising Best Interest of BSA/AIA (Duty of Loyalty)

Exercising Public Trust (Duty of Obedience)

Responsibilities of Directors and the Board of Directors

BSA/AIA Board of Directors Code

Pro tem Leadership

BSA/AIA Directors Terms and Term Limits

BSA/AIA Board of Directors Alternates

BSA/AIA Directors & Officers (D&O) Insurance and Indemnification

Conflict of Interest

Whistleblower Policy

Anti-Trust and Fiduciary Responsibilities

Who Speaks on Behalf of the BSA

Nepotism and Fraternization

Attendance and Participation

Vacancies and Removal from Office

Confidentiality and Transparency

BSA Board Meeting Procedures

Gift Acceptance Policy

Task Forces and Committees

BSA/AIA Relationships

Infractions

Acknowledgement

BSA/AIA Board Member Guidelines

This guide provides information for Board Members on their roles, expectations and responsibilities. Within this section, we discuss the code of conduct, individual responsibilities, director's code, conflict of interest, anti-trust, attendance, and confidentiality.

BSA/AIA AND THE BSA

The Boston Society for Architecture (BSA) is a partnership between the Boston Society of Architects (BSA/AIA) and the BSA Foundation, a community-based nonprofit. The second largest chapter of the American Institute of Architects, the BSA's membership comprises world-renowned architects, designers, engineers, builders, and other industry professionals. The Foundation works to positively impact Greater Boston by creating and sharing design solutions with equity and climate at the forefront of every decision. The BSA advocates for design that allows communities to thrive and fosters engagement that manifests in civic transformation. We believe that architecture is for everyone.

BSA BOARD CODE OF CONDUCT

The Board of Directors of the Boston Society of Architects/AIA (BSA/AIA) believe that effective governance depends on deliberate, thoughtful, and unbiased decision-making. We also recognize that the ability to make good decisions for the BSA is affected by an individual's personal and professional interests. It is through supporting each other, the BSA's mission, vision and values, that we can fulfill our goals of building a vibrant architectural society that is environmentally healthy, equitable and just for everyone.

The BSA is dependent upon its Directors who serve as volunteers. As Board Members, your focus is on matters of organizational strategy and policy, major initiatives and transactions, investments of BSA funds advancing our mission and vision, and the positions of the organization. Accordingly, the BSA values, supports and encourages our Directors and employees to play active roles in our communities directly through public sector and private sector organizations. In the BSA culture, it is natural that potential conflicts may arise and we address these in as open, transparent respectful and appropriate manner as possible. This document is intended to help guide us through understanding expectations and how we can navigate potential challenges.

EXERCISING GOOD JUDGEMENT

In legal terms, this is known as "the duty of care." It means we ask you to exercise good judgement and responsibility "that an ordinarily prudent person would exercise in a like position and under similar circumstances." As Board Members, we ask you act wisely and deliberately in making decisions as a steward of the organization.

EXERCISING THE BEST INTEREST OF THE BSA/AIA

In legal terms, this is known as "the duty of loyalty." It asks that you are faithful and give undivided allegiance when making decisions affecting the organization. In essence, we ask *when you are acting as a BSA Board Member* that your allegiance and loyalty are completely to the BSA and no other group. This means that Board Members can never use information obtained as a Member for personal gain, and must act in the best interests of the organization.

EXERCISING PUBLIC TRUST

In legal terms, this is known as “the duty of obedience.” It asks that you are faithful to the BSA mission, vision, and legal responsibilities. While the first two focus entirely within the BSA, this rule asks you to act in ways consistent with the BSA values inside and outside the organization. The basis for this rule lies in the public’s trust that the organization will manage operations and funds to advance the BSA mission. This duty also asks Board Members obey the law and the organization’s internal rules and regulations.

WHAT ARE THE RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS?

Board Members are asked to fulfill many duties in addition to the three duties identified above. Some of the most important responsibilities are:

- Attend all board and committee meetings and as many functions as possible. We understand that conflicts may arise and ask you to make every effort to attend.
- Be informed about the organization’s mission, services, policies, and programs.
- Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials in advance.
- Serve on committees/task forces/work groups and offer to take on special assignments when your capacity allows.
- Consider making a personal financial contribution to the organization (either as a Member, donation or both)
- Inform others about the BSA and advocate for the organization.
- Suggest possible nominees to the Board who can make significant contributions to the work of the board and the BSA.
- Keep up-to-date on developments in the BSA’s fields.
- Follow the conflict-of-interest, confidentiality and other BSA/AIA policies.
- Assist the Board in carrying out our fiduciary responsibilities, including reviewing the BSA’s financial statements.
- Board Members can contribute in many different ways and we encourage you to volunteer your interest and expertise whenever it is appropriate and possible.

BSA/AIA BOARD OF DIRECTORS CODE

We, as professionals and BSA/AIA Board Members and staff, dedicate ourselves to carrying out the mission, vision and goals of the organization. We will:

1. Recognize that the chief function of BSA is to serve the best interests of our constituencies.
2. Accept as a personal duty the responsibility to keep up-to-date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
3. Respect the structure and responsibilities of the board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board.
4. Keep the BSA and related community informed about issues affecting it.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, respect and compassion.

6. Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
7. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
9. Avoid any interest or activity that is in conflict with the conduct of our official duties.
10. Respect and protect privileged information to which we have access in the course of our official duties.
11. Strive for personal and professional excellence and encourage the professional developments of others.

PRO TEM LEADERSHIP

Section 4.9 of the Bylaws addresses the absence of the President, Secretary, and/or Treasurer. In their absence, the Board may elect from the Membership a pro tem, or an interim officer to perform the duties, power and authority of the office until the regularly elected officer is able to return to duty.

BSA/AIA DIRECTORS TERMS AND TERM LIMITS

Section 3.4, 3.5, 4.1 and 4.2 of the Bylaws address Board and Officer terms of office. All elected positions are for three years beginning and concluding at the Annual Meeting held each year in December.

The President serves a three-year term, serving the first year as Vice-President/President-elect, the second year as President, and the third year as Past-President.

Appointed Directors serve for one-year and may be reappointed for up to three years.

While the Bylaws do not specify term limits, it is common practice that most Directors serve one, three-year term. The BSA Board benefits from diversity of representation and encourages people to take off a term before considering running again. Exceptions to this practice are:

- The President-elect who must have previously served on the Board.
- The Treasurer who traditionally serves two or three consecutive terms.

For more information, see the BSA/AIA Bylaws and policy & procedures regarding BSA/AIA Election of Board, Officers and Elected Committees.

BSA/AIA BOARD ALTERNATES

Occasionally the Board will include alternates for Directors. This first happened in 2022 with two alternate Student Directors, backing up the two Student Directors. The selection of Alternate Directors only applies to appointed Board members and requires Board approval. Alternate Directors are encouraged to attend and participate in Board meetings and on Board Committees. The Alternate may only vote if the voting Director is not present at the meeting.

BSA/AIA DIRECTORS & OFFICERS (D&O) INSURANCE & INDEMNIFICATION

As identified in *Section 3.22* of the Boston Society of Architects Bylaws

“...the BSA indemnifies all Directors against expenses, including attorney’s fees, and against the amount of any judgment, money decree, fine, penalty, or settlement, provided the Board of Directors deems, in its sole discretion, the settlement to have been a reasonable one, necessarily paid or incurred by such person in connection with or arising out of any claim, or any civil or criminal action or other proceeding of whatever nature brought against such person by reason of being, or having been such a Director or serving in a representative capacity...”

The BSA/AIA carries insurance coverage for Directors, Officers and the Executive Director. Currently our insurance is through Poole Professional Ltd and includes:

- Directors, Officers and Employment practices
- Umbrella coverage
- Business Owners policy including fine arts for the BSA galleries.

CONFLICT OF INTEREST

As noted above, as a nonprofit association, we uphold the public trust and meet all legal requirements, which extends to responsibilities of our employees and Board Members. We also recognize that in our culture that encourages community participation and engagement, the potential for conflicts of interest, or the appearance of such conflicts, will occasionally arise. It is our policy to address any potential conflicts openly, transparently and appropriately. This usually begins with individual Directors and staff identifying any potential conflicts of interest that may exist. For example, a conflict may exist when a director or employee participates in the deliberation or resolution of an issue important to the BSA while they hold a professional, business, volunteer or other interest that could bias that individual’s decision-making. It is important to avoid actual as well as apparent conflicts of interest. It is important that individuals make the appropriate individuals aware that a conflict may exist and should be assessed.

Circumstances that may result in a potential conflict of interest include, but are not limited to:

- Hiring vendors and consultants
- The investment of BSA funds
- Acceptance of fees, gifts, or gratuities for speaking, consulting or providing other services related to the work of the BSA
- Conflicts with the BSA’s mission, vision, values and operations
- Personal or employer gain from BSA programs, activities, exhibitions or publications.

It is the responsibility of the Director or employee (staff procedures are in the staff handbook) to disclose the conflict prior to engaging in any discussion related to decision making. If a Director discloses a potential conflict:

- They may personally recuse themselves from the discussion and any voting;
- Ask the BSA President to determine whether a conflict exists. If the President determines there is a conflict, the Director will be asked to recuse themselves, leaving the subsequent discussion and vote;
- If a Board Member questions the President’s decision, the decision is reviewed and voted upon by the Board. The decision of the Board is final.
- The Minutes of the meeting should clearly reflect that the director involved did not participate nor vote on the issue at hand.

FIDUCIARY AND ANTI-TRUST RESPONSIBILITY

As noted in our responsibility to uphold the public trust, we are committed to full compliance with all local, state and federal laws and regulations, and maintaining the highest ethical standards in the ways we conduct our operations and business. Our commitment includes compliance with anti-trust laws, which aim to protect free competitive economy. Specifically we do not discuss without legal counsel:

- Prices for products or services including prices charged by competitors;
- Costs, discounts, terms of sale, profit margins or anything that might affect prices;
- Allocating markets, customers, territories or products among competitors;
- Limiting production;
- Whether or not to deal with another business;
- Any competitively sensitive information concerning competitors.

Questions regarding anti-trust laws or issues may be directed to the AIA General Counsel's Office.

BSA WHISTLEBLOWER POLICY

The BSA requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties. As employees and representatives of the BSA, we must practice honesty and integrity in fulfilling our responsibilities and comply with applicable laws and regulations.

It is the responsibility of all directors, officers, and employees to report violations or suspected violations of law, ethics, or BSA policy in accordance with our Whistleblower Policy. The treasurers of the BSA/AIA and the BSA Foundation are the BSA Compliance Officers.

For more information, please review the full BSA Whistleblower Policy.

NEPOTISM AND FRATERNIZATION

The employment of relatives or colleagues engaging in relationships, can cause various problems including, but not limited to, concerns of favoritism, conflicts of interest, family discord and scheduling conflicts. It is the goal of the BSA to avoid creating or maintaining circumstances where the question of favoritism, conflict of interest or management disruptions may exist due to personal relationships. The BSA may employ individuals with personal relationships under certain circumstances that are detailed in the Nepotism and Fraternization Policy.

WHO SPEAKS ON BEHALF OF THE BSA

All BSA/AIA members are urged to cherish the right to free expression by speaking out whenever appropriate as citizens and professionals. When doing so, it is required that one be clear about whom they represent (I'm speaking as an individual architect, or citizen, etc.) and not speaking on behalf of the BSA unless empowered to do so.

As articulated in the BSA policy *Who Speaks on Behalf of the BSA*, the President and the Executive Director serve as the two primary spokespersons. The President serves as the voice of the BSA to the public on matters of professional practice, especially to advance vital issues that affect the profession and/or the built environment. The Executive Director serves as the primary spokesperson for issues relating to ongoing BSA business operations and implementation of Board-determined strategies. In addition, the Executive Director (directed through staff) will serve as the primary media contact, either responding directly where the Board has determined a position or connecting the media to the President or another appropriate spokesperson. The President and/or the Executive Director may ask a Director, Trustee, Member, or staff to represent the BSA.

For more information, please see the BSA policy *Who Speaks on Behalf of the BSA*.

ATTENDANCE AND PARTICIPATION

One of the most important things you can do as a Board Member is to attend and participate at the meetings. Attending and participating in the meetings helps us legally transact business by achieving a quorum, but more importantly makes sure your voice can be heard. Your participation ensures that the BSA is making informed and well-considered decisions. While participation in person is always preferred (when appropriate), you can join meetings by video or telephone.

- Board Members are asked to attend at least 75% of regularly scheduled meetings. The annual meeting calendar will be shared in January. Please do everything possible to hold these times and avoid scheduling other conflicting meetings.
- Board Members occasionally miss meetings due to circumstances beyond your control. Please notify the Executive Director and President/Chair if you cannot attend. This helps staff and Board leadership prepare for the meeting, particularly in reaching a quorum.
- Board attendance is noted in all Board minutes. Members of the Executive Committee or their designee may consult with individual Members who are repeatedly absent.
- In the event that a Board Member finds they can no longer consistently participate in Board meetings, they should consult with the President/Chair and Executive Director on appropriate actions.
- Participation during meetings is also critical. Please come to meetings prepared and familiar with the agenda and materials. The organization benefits from your knowledge and insight.
- Board Members may also be asked to participate on committees and task forces. Like work with the Board, it is important to attend these meetings and actively participate.

VACANCIES AND REMOVAL FROM OFFICE

Sections 3.17, 3.18, 3.19, 4.3, 4.4, and 4.5 of the Bylaws address vacancies on the Board and Officers. The Board may determine who will fill a vacancy in accordance with the Board or Officer criteria and requirements, for the remainder of the unexpired portion of the term.

CONFIDENTIALITY AND TRANSPARENCY

One of the challenges to being a good Board Member is finding the right balance between transparency and confidentiality. As a nonprofit organization, we are required to disclose certain information such as our IRS Form 990. However, there are also requirements that we keep certain information, such as our members' and donors' personal information, legally confidential. This contradiction between transparency and confidentiality can be challenging, but it's important to know that does not contradict our responsibility to remain publicly accountable for our actions. Below, we have tried to provide some guidelines for what is confidential and what may be shared.

BSA employees and Board Members must exercise good judgement and care at all times to avoid unauthorized or improper disclosures of confidential information. This means that we:

- Ensure that all information that is confidential or privileged, or that is not publicly available, is not disclosed inappropriately.
- Ensure that all nonpublic information about persons or firms on behalf of the BSA is treated as confidential and not disclosed. Member and donor information is kept strictly confidential. Only

authorized personnel directly responsible for services to members and donors shall have access to or discuss this information.

With regards to the Board:

- Any vote of the Board including the numbers of affirmative/negative votes or individual votes of Board Members, shall be kept confidential.
- All Board deliberations are confidential. Board, committee and staff are not to disclose to anyone's statements, positions or votes by any Board or committee member on actions taken by the Board.
- The Meeting Minutes will convey if a motion/position was approved or rejected, but no other information will be provided.
- The President or her/his designee will authorize how information is conveyed after the decision of the Board.
- Executive Sessions: The Minutes of the Board shall indicate when the Board goes into executive session, but will not reflect the topics or discussion that occurs. If/when the Board takes an action in executive session, the Secretary or President/Chair is responsible for documenting those actions.

BSA BOARD MEETING PROCEDURES

The BSA/AIA Board and the BSA Foundation Board use a combination of Martha's Rules and Robert's Rules for meeting procedures. Please consult the BSA/AIA Board procedures manual for details.

GIFT ACCEPTANCE POLICY

The BSA's *Gift Acceptance Policy* identifies the purpose, procedures, restrictions, and review process on gifts to the BSA. No gift should be accepted by a Director or Trustee without review and approval by the Executive Director or their designee.

Nonprofit board members legally cannot be compensated or paid a salary for their Board duties.

For more information, see the BSA/AIA Policy on Gifts Acceptance.

TASK FORCES/COMMITTEES

The Board relates to several standing committees who are responsible for helping the BSA operate efficiently and effectively. The primary committees include:

- Executive Committee – reports to the Board and meets regularly between Board meetings to advise the President and Executive Director on on-going business. The BSA/AIA and BSA Foundation Executive Committees regularly meet together to coordinate communication.
- Governance (appointed) - reports to the Board and advises on the Bylaws and policies, manages/coordinates the Board and Executive Director assessments, and serves in collaboration with the Foundation as the compensation committee.
- Finance (appointed) - reports to the Board in reviewing financials, budgets, investments and all financial policies and procedures.
- Nominating (elected) – reports to the Board and identifies candidates for the Board and elected committees

- Honors & Awards (elected) – reports to the Board identifying nominees for national awards and select BSA honors.
- Membership (elected and appointed) – reports to the Board identifying means to best serve BSA members. Select Board Members participate and also coordinate/oversee the Knowledge Communities.
- Ethics (elected) – responsible for the three primary functions which are generally independent of the Board – educating members about ethics; facilitating ethics disputes between parties; and making recommendations to the Board regarding proposals to the AIA Code of Ethics.
- Audit Committee (appointed) – reports to the Board on the financial condition of the BSA/AIA.

Periodically the Board appoints a task force to study a specific issue of importance to the organization. Task force membership is appointed by the President, with recommendations from the Board and staff, and should include:

- A narrow, well-defined scope
- A specific begin and end date
- Mix of Board Members, staff, other experts, and, where appropriate, Members of the BSA Foundation Board.

BSA/AIA RELATIONSHIPS

The BSA/AIA Board has important relationships with many organizations, but three are most critical:

1. AIA – Based in Washington DC, the national organization is the parent and ties all components together. The AIA is a three-tiered organization with national, state and local components.
2. AIA Massachusetts – Oversees our state lobbying and advocacy. The BSA/AIA has three representatives to the state organization.
3. BSA Foundation – is the public arm of the organization and together the BSA/AIA and BSA Foundation are the BSA. Increasingly Board meetings are coordinated between the chapter (BSA/AIA) and BSA Foundation Boards in an effort to collaborate on strategic and financial oversight. While the Boards are asked to operate in their individual best interest, it is generally true that we are most successful when we operate as one organization.

INFRACTIONS

We ask that any infraction of this Code of Conduct by a Board Member be reported to any Member of the Executive Committee, who shall bring the infraction to the full Executive Committee for review. The Executive Committee may recommend appropriate steps to be considered by the full Board for action.

The Boston Society of Architects Board at the September 2021 Board meeting approved the BSA/AIA Code of Conduct.

(Date)

ACKNOWLEDGEMENT

We ask that Board Members acknowledge their reading and understanding of their responsibility by signing the document and returning a copy to the BSA Executive Director.

Signature _____

Date _____

Name (print) _____

BSA Foundation Board Member Guidelines

This guide provides information for Board Members on their roles, expectations and responsibilities. Within this section, we discuss the code of conduct, individual responsibilities, Trustee’s code, conflict of interest, anti-trust, attendance, and confidentiality.

BSA/AIA AND THE BSA

The Boston Society for Architecture (BSA) is a partnership between the Boston Society of Architects (BSA/AIA) and the BSA Foundation, a community-based nonprofit. The second largest chapter of the American Institute of Architects, the BSA/AIA’s membership comprises world-renowned architects, designers, engineers, builders, and other industry professionals. The Foundation works to positively impact Greater Boston by creating and sharing design solutions with equity and climate at the forefront of every decision. The BSA advocates for design that allows communities to thrive and fosters engagement that manifests in civic transformation. We believe that architecture is for everyone.

BSA FOUNDATION BOARD CODE OF CONDUCT

The Board of Trustees of the BSA Foundation (Foundation) believe that effective governance depends on deliberate, thoughtful, and unbiased decision-making. We also recognize that the ability to make good decisions for the BSA is affected by an individual’s personal and professional interests. It is through supporting each other, the BSA’s mission, vision and values, that we can fulfill our goals of building a vibrant architectural society that is environmentally healthy, equitable and just for everyone.

The BSA is dependent upon its Trustees who serve as volunteers. As Board Members your focus is on matters of organizational strategy and policy, major initiatives and transactions, investments of Foundation funds advancing our mission and vision, and the positions of the organization. Accordingly, the BSA values, supports and encourages our Trustees and employees to play active roles in our communities directly through public sector and private sector organizations. In the BSA culture, it’s natural that potential conflicts may arise and we address these in as open, transparent respectful and appropriate manner as possible. This document is intended to help guide us through understanding expectations and how we can navigate potential challenges.

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In legal terms, this is known as “the duty of care.” It means we ask you to exercise good judgement and responsibility “that an ordinarily prudent person would exercise in a like position and under similar circumstances.” As Board Members, we ask you act wisely and deliberately in making decisions as a steward of the organization.

EXERCISING THE BEST INTEREST OF THE BSA/AIA

In legal terms, this is known as “the duty of loyalty.” It asks that you are faithful and give undivided allegiance when making decisions affecting the organization. In essence, we ask *when you are acting as a BSA Foundation Board Member* that your allegiance and loyalty are completely to the BSA and no

other group. This means that board Members can never use information obtained as a Member for personal gain, and must act in the best interests of the organization.

EXERCISING PUBLIC TRUST

In legal terms, this is known as “the duty of obedience.” It asks that you are faithful to the BSA mission, vision, and legal responsibilities. While the first two focus entirely within the BSA, this rule asks you to act in ways consistent with the BSA values inside and outside the organization. The basis for this rule lies in the public’s trust that the organization will manage operations and funds to advance the BSA mission. This duty also asks Board Members obey the law and the organization’s internal rules and regulations.

WHAT ARE THE RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS?

Board Members are asked to fulfill many duties in addition to the three duties identified above. Some of the most important responsibilities are:

- Attend all board and committee meetings and as many functions as possible. We understand that conflicts may arise and ask you to make every effort to attend.
- Be informed about the organization’s mission, services, policies, and programs.
- Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials in advance.
- Serve on committees/task forces/work groups and offer to take on special assignments when your capacity allows.
- Consider making a personal financial contribution to the organization (either as a member, donation or both)
- Inform others about the BSA and advocate for the organization.
- Suggest possible nominees to the Board who can make significant contributions to the work of the board and the BSA.
- Keep up-to-date on developments in the BSA’s fields.
- Follow the conflict-of-interest, confidentiality and other BSA policies.
- Assist the Board in carrying out our fiduciary responsibilities, including reviewing the BSA’s financial statements.
- Board Members can contribute in many different ways and we encourage you to volunteer your interest and expertise whenever it is appropriate and possible.

BSA FOUNDATION BOARD OF TRUSTEES CODE

We, as professionals and Foundation Board Members and staff, dedicate ourselves to carrying out the mission, vision and goals of the organization. We will:

1. Recognize that the chief function of BSA is to serve the best interests of our constituencies.
2. Accept as a personal duty the responsibility to keep up-to-date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.

3. Respect the structure and responsibilities of the board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board.
4. Keep the BSA and related community informed about issues affecting it.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, respect and compassion.
6. Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
7. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
9. Avoid any interest or activity that is in conflict with the conduct of our official duties.
10. Respect and protect privileged information to which we have access in the course of our official duties.
11. Strive for personal and professional excellence and encourage the professional developments of others.

CONFLICT OF INTEREST

As noted above, as a nonprofit institution, we uphold the public trust and meet all legal requirements, which extends to responsibilities of our employees and Board Members. We also recognize that in our culture that encourages community participation and engagement, the potential for conflicts of interest, or the appearance of such conflicts, will occasionally arise. It is our policy to address any potential conflicts openly, transparently and appropriately. This usually begins with individual Trustees and staff identifying any potential conflicts of interest that may exist. For example, a conflict may exist when a Trustee or employee participates in the deliberation or resolution of an issue important to the BSA while they hold a professional, business, volunteer or other interest that could bias that individual's decision-making. It is important to avoid actual as well as apparent conflicts of interest. It is important that individuals make the appropriate individuals aware that a conflict may exist and should be assessed.

Circumstances that may result in a potential conflict of interest include, but are not limited to:

- Hiring vendors and consultants
- The investment of BSA funds
- Acceptance of fees, gifts, or gratuities for speaking, consulting or providing other services related to the work of the BSA
- Conflicts with the BSA's mission, vision, values and operations
- Personal or employer gain from BSA programs, activities, exhibitions or publications.

It is the responsibility of the Trustee or employee (staff procedures are in the staff handbook) to disclose the conflict prior to engaging in any discussion related to decision making. If a Trustee discloses a potential conflict:

- They may personally recuse themselves from the discussion and any voting;
- Ask the Foundation Chair to determine whether a conflict exists. If the Chair determines there is a conflict, the Trustee will be asked to recuse themselves, leaving the subsequent discussion and vote;
- If a Board Member questions the Chair's decision, the decision is reviewed and voted upon by the Board. The decision of the Board is final.
- The Minutes of the meeting should clearly reflect that the Trustee involved did not participate nor vote on the issue at hand.

FIDUCIARY AND ANTI-TRUST RESPONSIBILITY

As noted in our responsibility to uphold the public trust, we are committed to full compliance with all local, state and federal laws and regulations, and maintaining the highest ethical standards in the ways we conduct our operations and business. Our commitment includes compliance with anti-trust laws, which aim to protect free competitive economy. Specifically we do not discuss without legal counsel:

- Prices for products or services including prices charged by competitors;
- Costs, discounts, terms of sale, profit margins or anything that might affect prices;
- Allocating markets, customers, territories or products among competitors;
- Limiting production;
- Whether or not to deal with another business;
- Any competitively sensitive information concerning competitors.

Questions regarding anti-trust laws or issues may be directed to the AIA General Counsel's Office.

ATTENDANCE AND PARTICIPATION

One of the most important things you can do as a Board Member is to attend and participate at the meetings. Attending and participating in the meetings helps us legally transact business by achieving a quorum, but more importantly makes sure your voice can be heard. Your participation ensures that the BSA is making informed and well-considered decisions. While participation in person is always preferred (when appropriate), you can join meetings by video or telephone.

- Board Members are asked to attend at least 75% of regularly scheduled meetings. The annual meeting calendar will be shared in January. Please do everything possible to hold these times and avoid scheduling other conflicting meetings.
- Board Members occasionally miss meetings due to circumstances beyond your control. Please notify the Executive Director and President/Chair if you cannot attend. This helps staff and Board leadership prepare for the meeting, particularly in reaching a quorum.
- Board attendance is noted in all Board minutes. Members of the Executive Committee or their designee may consult with individual Members who are repeatedly absent.

- In the event that a Board Member finds they can no longer consistently participate in Board meetings, they should consult with the President/Chair and Executive Director on appropriate actions.
- Participation during meetings is also critical. Please come to meetings prepared and familiar with the agenda and materials. The organization benefits from your knowledge and insight.
- Board Members may also be asked to participate on committees and task forces. Like work with the Board, it is important to attend these meetings and actively participate.

CONFIDENTIALITY AND TRANSPARENCY

One of the challenges to being a good Board Member is finding the right balance between transparency and confidentiality. As a nonprofit organization, we are required to disclose certain information such as our IRS Form 990. However, there are also requirements that we keep certain information, such as our members' and donors' personal information, legally confidential. This contradiction between transparency and confidentiality can be challenging, but it is important to know this does not contradict our responsibility to remain publicly accountable for our actions. Below, we have tried to provide some guidelines for what is confidential and what may be shared.

BSA employees and Board Members must exercise good judgement and care at all times to avoid unauthorized or improper disclosures of confidential information. This means that we:

- Ensure that all information that is confidential or privileged, or that is not publicly available, is not disclosed inappropriately.
- Ensure that all nonpublic information about persons or firms on behalf of the BSA is treated as confidential and not disclosed. Member and donor information is kept strictly confidential. Only authorized personnel directly responsible for services to members and donors shall have access to or discuss this information.

With regards to the Board:

- Any vote of the Board including the numbers of affirmative/negative votes or individual votes of board Members, shall be kept confidential.
- All board deliberations are confidential. Board, committee and staff are not to disclose anyone's statements, positions or votes by any Board or committee member on actions taken by the Board.
- The Meeting Minutes will convey if a motion/position was approved or rejected, but no other information will be provided.
- The Chair or her/his designee will authorize how information is conveyed after the decision of the Board.
- Executive Sessions: The Minutes of the Board shall indicate when the Board goes into executive session, but will not reflect the topics or discussion that occurs. If/when the Board takes an action in executive session, the Secretary or President/Chair is responsible for documenting those actions.

TASK FORCES/COMMITTEES

The Board relates to several standing committees who are responsible for helping the BSA operate efficiently and effectively. The primary committees include:

- Executive Committee – reports to the Board and meets regularly between Board meetings to advise the Chair and Executive Director on on-going business. The BSA/AIA and BSA Foundation Executive Committees regularly meet together to coordinate communication.
- Governance – reports to the Board and identifies candidates for the Board, advises on the Bylaws and policies, manages/coordinates the Board and Executive Director assessments, and serves in collaboration with the BSA/AIA as the compensation committee.
- Finance Committee – reports to the Board in reviewing financials, budgets, investments and all financial policies and procedures.
- Institutional Advancement – reports to the Board supporting the BSA’s fundraising efforts including identifying, soliciting and cultivating prospective donors.
- Audit Committee – reports to the Board on the financial condition of the BSA Foundation.

Periodically the Board appoints a task force to study a specific issue of importance to the organization. Task force membership is appointed by the Chair, with recommendations from the Board and staff, and should include:

- A narrow, well-defined scope
- A specific begin and end date
- Mix of Board members, staff, other experts, and, where appropriate, members of the BSA/AIA Board.

RELATIONSHIPS

The BSA Foundation Board has important relationships with many organizations, with the most important being:

1. BSA/AIA– is the professional arm of the organization and together, the BSA/AIA and BSA Foundation are the BSA. Increasingly Board meetings are coordinated between the chapter (BSA/AIA) and BSA Foundation Boards in an effort to collaborate on strategic and financial oversight. While the Boards are asked to operate in their individual best interest, it is generally true that we are most successful when we operate as one organization.

INFRACTIONS

We ask that any infraction of this Code of Conduct by a Board Member be reported to any Member of the Executive Committee, who shall bring the infraction to the full Executive Committee for review. The Executive Committee may recommend appropriate steps to be considered by the full Board for action.

ACKNOWLEDGEMENT

We ask that Board Members acknowledge their reading and understanding of their responsibility by signing the document and returning a copy to the BSA Executive Director.



Boston Society of Architects
290 Congress Street, Suite 200
Boston, MA 02210-1024

P: 617-391-4000
F: 617-951-0845
architects.org

Signature _____

Date _____

Name (print) _____

BSA Foundation Board Member Guidelines

This guide provides information for Board Members on their roles, expectations and responsibilities. Within this section, we discuss the code of conduct, individual responsibilities, Trustee's code, conflict of interest, anti-trust, attendance, and confidentiality.

BSA/AIA AND THE BSA

The Boston Society for Architecture (BSA) is a partnership between the Boston Society of Architects (BSA/AIA) and the BSA Foundation, a community-based nonprofit. The second largest chapter of the American Institute of Architects, the BSA/AIA's membership comprises world-renowned architects, designers, engineers, builders, and other industry professionals. The Foundation works to positively impact Greater Boston by creating and sharing design solutions with equity and climate at the forefront of every decision. The BSA advocates for design that allows communities to thrive and fosters engagement that manifests in civic transformation. We believe that architecture is for everyone.

BSA FOUNDATION BOARD CODE OF CONDUCT

The Board of Trustees of the BSA Foundation (Foundation) believe that effective governance depends on deliberate, thoughtful, and unbiased decision-making. We also recognize that the ability to make good decisions for the BSA is affected by an individual's personal and professional interests. It is through supporting each other, the BSA's mission, vision and values, that we can fulfill our goals of building a vibrant architectural society that is environmentally healthy, equitable and just for everyone.

The BSA is dependent upon its Trustees who serve as volunteers. As Board Members your focus is on matters of organizational strategy and policy, major initiatives and transactions, investments of Foundation funds advancing our mission and vision, and the positions of the organization. Accordingly, the BSA values, supports and encourages our Trustees and employees to play active roles in our communities directly through public sector and private sector organizations. In the BSA culture, it's natural that potential conflicts may arise and we address these in as open, transparent respectful and appropriate manner as possible. This document is intended to help guide us through understanding expectations and how we can navigate potential challenges.

EXERCISING GOOD JUDGEMENT

In legal terms, this is known as "the duty of care." It means we ask you to exercise good judgement and responsibility "that an ordinarily prudent person would exercise in a like position and under similar circumstances." As Board Members, we ask you act wisely and deliberately in making decisions as a steward of the organization.

EXERCISING THE BEST INTEREST OF THE BSA/AIA

In legal terms, this is known as "the duty of loyalty." It asks that you are faithful and give undivided allegiance when making decisions affecting the organization. In essence, we ask *when you are acting as a BSA Foundation Board Member* that your allegiance and loyalty are completely to the BSA and no

other group. This means that board Members can never use information obtained as a Member for personal gain, and must act in the best interests of the organization.

EXERCISING PUBLIC TRUST

In legal terms, this is known as “the duty of obedience.” It asks that you are faithful to the BSA mission, vision, and legal responsibilities. While the first two focus entirely within the BSA, this rule asks you to act in ways consistent with the BSA values inside and outside the organization. The basis for this rule lies in the public’s trust that the organization will manage operations and funds to advance the BSA mission. This duty also asks Board Members obey the law and the organization’s internal rules and regulations.

WHAT ARE THE RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS?

Board Members are asked to fulfill many duties in addition to the three duties identified above. Some of the most important responsibilities are:

- Attend all board and committee meetings and as many functions as possible. We understand that conflicts may arise and ask you to make every effort to attend.
- Be informed about the organization’s mission, services, policies, and programs.
- Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials in advance.
- Serve on committees/task forces/work groups and offer to take on special assignments when your capacity allows.
- Consider making a personal financial contribution to the organization (either as a member, donation or both)
- Inform others about the BSA and advocate for the organization.
- Suggest possible nominees to the Board who can make significant contributions to the work of the board and the BSA.
- Keep up-to-date on developments in the BSA’s fields.
- Follow the conflict-of-interest, confidentiality and other BSA policies.
- Assist the Board in carrying out our fiduciary responsibilities, including reviewing the BSA’s financial statements.
- Board Members can contribute in many different ways and we encourage you to volunteer your interest and expertise whenever it is appropriate and possible.

BSA FOUNDATION BOARD OF TRUSTEES CODE

We, as professionals and Foundation Board Members and staff, dedicate ourselves to carrying out the mission, vision and goals of the organization. We will:

1. Recognize that the chief function of BSA is to serve the best interests of our constituencies.
2. Accept as a personal duty the responsibility to keep up-to-date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.

3. Respect the structure and responsibilities of the board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board.
4. Keep the BSA and related community informed about issues affecting it.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, respect and compassion.
6. Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
7. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
9. Avoid any interest or activity that is in conflict with the conduct of our official duties.
10. Respect and protect privileged information to which we have access in the course of our official duties.
11. Strive for personal and professional excellence and encourage the professional developments of others.

CONFLICT OF INTEREST

As noted above, as a nonprofit institution, we uphold the public trust and meet all legal requirements, which extends to responsibilities of our employees and Board Members. We also recognize that in our culture that encourages community participation and engagement, the potential for conflicts of interest, or the appearance of such conflicts, will occasionally arise. It is our policy to address any potential conflicts openly, transparently and appropriately. This usually begins with individual Trustees and staff identifying any potential conflicts of interest that may exist. For example, a conflict may exist when a Trustee or employee participates in the deliberation or resolution of an issue important to the BSA while they hold a professional, business, volunteer or other interest that could bias that individual's decision-making. It is important to avoid actual as well as apparent conflicts of interest. It is important that individuals make the appropriate individuals aware that a conflict may exist and should be assessed.

Circumstances that may result in a potential conflict of interest include, but are not limited to:

- Hiring vendors and consultants
- The investment of BSA funds
- Acceptance of fees, gifts, or gratuities for speaking, consulting or providing other services related to the work of the BSA
- Conflicts with the BSA's mission, vision, values and operations
- Personal or employer gain from BSA programs, activities, exhibitions or publications.

It is the responsibility of the Trustee or employee (staff procedures are in the staff handbook) to disclose the conflict prior to engaging in any discussion related to decision making. If a Trustee discloses a potential conflict:

- They may personally recuse themselves from the discussion and any voting;
- Ask the Foundation Chair to determine whether a conflict exists. If the Chair determines there is a conflict, the Trustee will be asked to recuse themselves, leaving the subsequent discussion and vote;
- If a Board Member questions the Chair's decision, the decision is reviewed and voted upon by the Board. The decision of the Board is final.
- The Minutes of the meeting should clearly reflect that the Trustee involved did not participate nor vote on the issue at hand.

FIDUCIARY AND ANTI-TRUST RESPONSIBILITY

As noted in our responsibility to uphold the public trust, we are committed to full compliance with all local, state and federal laws and regulations, and maintaining the highest ethical standards in the ways we conduct our operations and business. Our commitment includes compliance with anti-trust laws, which aim to protect free competitive economy. Specifically we do not discuss without legal counsel:

- Prices for products or services including prices charged by competitors;
- Costs, discounts, terms of sale, profit margins or anything that might affect prices;
- Allocating markets, customers, territories or products among competitors;
- Limiting production;
- Whether or not to deal with another business;
- Any competitively sensitive information concerning competitors.

Questions regarding anti-trust laws or issues may be directed to the AIA General Counsel's Office.

ATTENDANCE AND PARTICIPATION

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ACKNOWLEDGEMENT

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Boston Society of Architects
290 Congress Street, Suite 200
Boston, MA 02210-1024

P: 617-391-4000
F: 617-951-0845
architects.org

Signature _____

Date _____

Name (print) _____

BSA Rules of Order

The Boston Society for Architecture (BSA) is a partnership between the Boston Society of Architects (BSA/AIA) and the BSA Foundation, a community-based nonprofit. The second largest chapter of the American Institute of Architects, the BSA's membership comprises world-renowned architects, designers, engineers, builders, and other industry professionals. The Foundation works to positively impact Greater Boston by creating and sharing design solutions with equity and climate at the forefront of every decision. The BSA advocates for design that allows communities to thrive and fosters engagement that manifests in civic transformation.

The BSA's Board meetings are important to the running of the organization, however, our Board meetings are relatively informal, respectful, and courteous. We often call each other by first name and may address each other in the meeting as such. We look to Board members to use their best judgement in the interest of the BSA to make decisions. The Board generally focuses on topics of strategy, policy and position, fiduciary including financial, and governance. Issues that do not fall into these categories are generally directed to others outside the Board to be managed (staff, members, committees, etc.).

BSA Board meetings typically include both BSA/AIA Directors and BSA Foundation Trustees together in collaboration.

To facilitate meetings and ensure that we are using our Board members' best use of time and talent, we have adopted the following rules of operation that are based upon a combination of Robert's Rules of Order and Martha's Rules of Order. These rules are intended to provide structure around debate, the order of issues and discussion procedures. They are also intended to encourage fair hearing, courtesy, respect and democracy in voices, so that everyone who wishes to address an issue is heard. Ultimately, the Board has the autonomy to decide how to operate to move the organization forward.

GENERAL RULES (see BSA/AIA Board Procedures for specific meeting rules).

- Members of the Board should address the President/Chair to be recognized.
- Members of the Board must stay on subject, state their proposal in an affirmative manner, and avoid personalities and personal commentary.
- Most motions only require a majority vote. The exception are those identified specifically in the BSA/AIA Bylaws.
- There are three methods for voting:
 - By voice – if the vote is close the President/Chair may request one of the other methods. A Board member may also request a show of hands for a close vote.
 - By show of hands – Board Members are asked to raise their hands and be counted.
 - By roll call – individual Board Members names are read and they may vote yea, nay or abstain.
- Routine business can take place without any formality of motions or voting.
- How to obtain the floor:
 - Wait until the last speaker is finished.
 - Address the President/Chair. This can be by raising your hand; if on line, putting a comment in the “chat” that you would like to speak/or raised hand function, or verbally requesting “President/Chair [name]”

- Be recognized by the President/Chair
- State your position in an affirmative manner (stay on subject)

Most Board meetings are typically divided into three parts:

1. Presentation of information
2. Open Brainstorming
3. Decision-making/Voting

AGENDA

- The Board agenda is prepared and emailed one-week prior to the meeting.
- Reports are delivered in a CONSENT AGENDA, typically under one motion that asks the Board to approve the reports as distributed.
 - Any Board member may request that a report be discussed and voted upon separately from the Consent Agenda.
- Board Members should identify any potential conflict of interest before the meeting on receipt of agenda or at the beginning of the meeting.
- Generally, key questions to consider in discussion include Merit, Resources/Financial, Assessment, and Capacity:
 - What is the primary objective of this agenda item?
 - What goal(s) does this item support? (How does this fit in our mission, advance our goals, and serve our members/audiences?)
 - What resources will be required? (staff, financial, time, volunteers, consultants...)
 - What is the ROI (return on investment)?
 - How will success be measured and recognized?
 - What should we consider eliminating to give ourselves the capacity to advance this objective?
- If our discussion begins to go astray, the President/Chair will try to bring the issue back to focus, but the Directors/Trustees may also assist by asking how does the proposal fit into advancing our mission, vision and goals?

ONE VOICE

- At the end of a vote and/or meeting, the Board should take a moment to recap the results and agree on any key messages.
 - This should include what remains confidential and what should be communicated and by whom (President/Chair or staff).
- Once a vote is taken, all Board Members should support the decision. It is important that the Board speak with one voice, regardless of how individual members voted during the meeting.
- The President/Chair is the BSA/AIA and Foundation Board spokesperson and the person with the authority to speak on behalf of the BSA/AIA. President/Chair may delegate their authority to speak.
- Board Members should assume they do not have the authority to report information or speak on behalf of the BSA/AIA, unless the President/Chair has given them that authority. All Board

members should respect the confidentiality of the Board discussions and documents. If asked, Board Members may say, “I’m not able to speak on behalf of the BSA, but I am willing to give my personal opinion...”

- One caution to Board members - “Rump Sessions” or meetings discussing BSA business between Board meetings should not happen, unless they are scheduled meetings of standing or appointed committees/task forces. Directors/Trustees of the Board have limited authority to act from “gavel to gavel” or when the meeting is happening.

BSA Board Procedures

<u>BEFORE THE MEETING</u>	<u>ITEM</u>	<u>ITEM</u>	<u>ITEM</u>	<u>WHAT YOU SAY</u>	<u>NEED A SECOND</u>	<u>VOTE</u>	<u>MINUTES</u>
The meeting agenda is prepared and posted on the BSA Board webpage and sent electronically one week in advance of the meeting.					N/A	N/A	Yes
Board sponsor a proposal or motion	Proposals require a Board sponsor who may be any current Board member. Proposals should be submitted 10 days prior to the meeting to be included in the agenda	Proposals from non-Board members may be considered by identifying a Board sponsor.	If no Board member is willing to sponsor, the proposal is not considered by the Board at that meeting but may be considered at future meetings if sponsored.	Sponsor makes a motion. "I move that"	Yes	Majority	Yes
Anyone who wishes may "sponsor" a proposal by sending an issue to the President/Chair and the Executive Director	Proposals should be sent ten days (10 days) prior to the meeting to be sent in the agenda.	Last minute proposals may be sent 24 hours before a meeting, but will not appear on the agenda and consideration is at the discretion of the President/Chair		Sponsor makes a motion. "I move that"	Yes	Majority	Yes
Proposals should include:	Title: - subject line of the issue A specific motion (in one sentence) with recommended action full text of the proposal any required background information	For example: I move the BSA accept xxx and allocate \$xx to this project.					
	If possible:	Pros and cons of the issue Possible alternatives					

CONSENT AGENDA

Consent Agenda	Items that do not require discussion or debate and typically receive unanimous consent, may be bundled into a single agenda item and considered collectively	This can include: meeting minutes, approval of reports, routine apointments, information reports, and correspondence requiring no action.	Motion is in the agenda. The President/Chair asks if there are any objections to the consent agenda items. If none, the President declares the items approved	President/Chair asks "Are there any objections to the Consent Agenda? The agenda is approved."	No	No vote	Yes
Objection to Consent Agenda item	If a Board member objects to an item in the Consent, they may request it be removed from the consent and debated and voted separately	The item is removed from the Consent Agenda and debated individually. The Board follows the motion process above	The President/Chair again asks if there are any objections to the rest of the consent agenda. If none, the President declares the agenda approved.	"President/Chair [name]- I object to the Consent Agenda and move that xxx be considered independently from the agenda."	No	Majority	Yes

MEETING OPENING

The President/Chair calls the meeting to order				President/Chair "I call this meeting to order, do we have a quorum?"	No	No vote	Yes
A quorum is determined	If there is no quorum, the President/Chair may proceed with non-decision business, while awaiting a quorum.	If there is no quorum, the President/Chair may decide to discuss the issue, but no decision may be taken at this meeting and considered at next meeting where quorum is present.			No	No vote	Yes

REQUESTING PERMISSION TO SPEAK AT THE MEETING

Any speaker should request permission from the President/Chair to speak. How to obtain permission to speak	Wait until the last speaker is finished.	When speaking: Direct all comments to the President/Chair; and Be brief and to the point	In a debate, each member has the right to speak twice on the same question, as long as any member who has not spoken on that question does not request to speak.	Raise your hand. If online - put comment in "chat" you would like to speak. Or address the President/Chair (or because we are informal) their first name and say "I would like to speak to ..."	No	No vote	No
	State your position in an affirmative manner (avoid personalities and stay on subject)						

The President/Chair may set a time limit	The time limit may be for the entire board to debate the proposal	The President/Chair may ask the members if they wish to extend debate by 5 minutes. This is decided by a vote.	The President/Chair may end debate and call for a vote if there is no new discussion on the issue.		No	No vote	No
	A time limit may be set on individual speakers and the President/Chair may ask a speaker to wrap up if they exceed the limit.	Any Board member may ask the Board to reconsider the President/Chair's decision. There is no debate, but a thumb's up/down vote.		"President/Chair [name], I appeal to the Board to reconsider the President's/Chair's decision to end debate."	Yes	Majority	No
Conflict of Interest and Abstain	A conflict may exist when a Board member or employee participates in the deliberation and resolution of an issue while, at the same time, they have a professional, business, volunteer, or other interests that could inappropriately bias their decision making.	The Board member should disclose the potential conflict and may either recuse themselves or ask if it is considered a conflict. The President/Chair is charged with determining whether or not there is a conflict of interest.	If a conflict of interest is determined either at the meeting or prior to the meeting, the Director shall leave the room and not be present for the discussion and vote.	"President/Chair [name] - Before debate on this issue, I ask the Board to consider a possible conflict of interest..."	No	Majority	Yes
		Any member may question the President/Chair's decision. In this case the Board discusses and votes, without the said member, on whether or not a Conflict exists. The decision of the Board is final.	The meeting minutes will clearly indicate that the Director involved identified a conflict and did not participate in the debate or vote.	"President/Chair [name] - I appeal the President's decision. "	Yes	President determines	Yes

MOTIONS/PROPOSALS FOR BOARD CONSIDERATION

The sponsor of the proposal, or their designee provides a brief introduction	This should be no more than 1 minute and include the specific request of action (motion).	If the sponsor, their designee or no other sponsor is present to speak to the issue, it is tabled until the next meeting			Yes	Majority	Yes
Preliminary decision on whether the Board will accept or consider a proposal	The President/Chair requests a "sense vote" by either voice or hands from the Board prior to any further discussion.	If there is unanimous support for the proposal, it is accepted with no further discussion	Minutes reflect the Board voted in favor of the proposal/motion.	President/Chair asks "Who votes now in favor of the proposal?"	No	Unanimous	If approved - Yes
If majority, but not unanimous, support the Board will discuss the proposal.	If not a unanimous vote in favor of the proposal, The President/Chair asks who would like to discuss the proposal further?	If the majority want to debate the proposal, the President/ Chair sets 10 minutes of time for discussion.*	At the conclusion of 10 minutes the Board votes, unless the President/Chair or Board determine to extend debate	President/Chair asks "Who would like to discuss the proposal before voting in favor or against?"	No	Majority	No
	After debate ends (generally set for 10 minutes with possible extentions), the President/Chair calls for a vote. Otherwise, the proposal is returned to the sponsor for further work.			President/Chair asks "Who is in favor of the proposal say aye(or raise hand)? Who is opposed, say no (or raise hand)? Who abstains?"	No	Majority	Yes
	If the majority vote "yes" the proposal is implemented.		Minutes reflect the Board voted in favor of the proposal/motion.	President/Chair "The motion passes and...." stating the action and next step including who may communicate the decision	N/A	Majority	Yes

If the majority of the Board opposes the proposal, there is no further discussion at the meeting and it is returned to the sponsor for to be reworked.

Minutes reflect the Board opposed the proposal/motion.

President/Chair "The motion does not pass and it is returned to the sponsor for reconsideration with the possibility of being added to a future agenda." Board may articulate why it is not approved.

No

Majority

Yes

If the President/Chair feels additional time for debate is necessary, they extend the conversation.

President/Chair "Recognizing the strong interest in this topic, the President will extend discussion by x minutes." (standard is 5 minutes)

No

Majority

No

If any member(s) would like to extend debate, they are given time to briefly state their objections..

"President/Chair [name] - I appeal the decision to close debate and request the Board extend the debate for an additional x minutes." (meeting standard is 5 minutes)

Yes

Majority

No

Speaking to a motion or proposal

Generally, Board members should speak once to an issue and then allow others the opportunity to speak. Board members may speak twice to a proposal or motion

Board members are encouraged to keep their comments to a maximum of 2 minutes (meeting standard). If another person has made your point, we encourage you to pass on further addressing that point.

To speak more than twice to an issue, the Board member needs the permission (majority vote) of the Board.

"President/Chair [name]- I have spoke twice to this issue and request permission to speak again with new information"

Yes

Majority

No

Request clarification or information

Any Board member may request clarification to best understand a proposal or motion.

"President/Chair [name]- Point of information - Can the sponsor please clarify...."

No

No vote

No

AMENDMENTS

"Friendly" Amending a proposal	Amendments must relate to the subject presented in the main motion.	The proposal sponsor may choose to, or not to accept the amendment. If accepted, the amendment is incorporated into the main motion and noted in the minutes.	If the amendment is not accepted the proposal remains the same.	"President/Chair [name] - I move to make a friendly amendment to the sponsor by"	No	Majority	Yes - if accepted
Amending a proposal	If a "friendly" amendment is rejected, a Board member may ask the Board to consider the recommended amendment.	Debate on the proposal is suspended, and debate on the amendment is held (following procedures above).	If the amendment is accepted, it is incorporated into the main motion. Debate and voting then returns to the main motion.	"President/Chair [name]- I move to amend the motion by..."	Yes	Proposal Sponsor	Yes - if accepted
<u>VOTING</u>							
Prior to the vote	The President/Chair or Secretary will read the motion to ensure everyone knows clearly what they are voting on.	Any member may ask for specific clarification to understand what they are voting on		President/Chair "Before we vote, I ask the Secretary to read back the motion..."	No	N/A	The exact motion should be in Minutes
There are three methods for voting	By voice – if the vote is close the President/Chair may request one of the other methods. A Board member may also request a show of hands for a close vote.	By show of hands – Board Members are asked to raise their hands and be counted.	By roll call – individual Board Members names are read and they may vote yea, nay or abstain. This approach is rarely used by the Board.				
Verify a Voice Vote	Any member may request verification of a vote by either a show of hands or roll call vote.			"President/Chair [name] - I call for a verification of the vote by..."	No	No vote	Yes
Documentation	Proposals and the vote to accept or not accept are recorded in the minutes	The tally of votes is not recorded - only the approval or rejection of the proposal	Minutes will be reviewed and approved at the next Board meeting.				

ADDITIONAL RULES

Distractions	Any member may comment on distractions interfering with the Board's ability to fulfill its responsibilities (noise, temperature, etc.)	There should be no debate and the issue should be addressed immediately		"President/Chair [name] - I request xxx be addressed before continuing..."	No	No vote	No
Need to recess	Any member may request a brief recess for the Board, particularly during long meetings	There should be no debate and the President can declare a recess or the Board can vote to recess		"President/Chair [name]- I move that we recess for 5 minutes before continuing the meeting."	Yes if the President does not recess	Majority	No
Appealing a ruling of the President/Chair	Any member may question the President/Chair's decision. The Board allocates up to 5 minutes to discuss the appeal and votes. The decision of the Board is final.	The member must identify why the appeal is made and the relevancy to the issue at hand.		"President/Chair [name] - I appeal the President's decision. "	Yes	Majority	Yes - if approved
Postpone discussion for a specific period of time during the meeting (often for an individual to be present, or sequence of topics)	During the meeting, the President/Chair may postpone discussion on a proposal or business topic			The President/Chair "We will postpone discussion on xxx until...."	No	Majority	No
	A Board member may also request a topic be postponed.	The proposal or topic must be addressed before the conclusion of the meeting. Debate on the proposal is suspended until the temporary suspension proposal is approved/rejected (following procedures above)		"President/Chair [name]- I move we postpone discussion on this topic until..."	Yes	No vote	No
Temporarily suspend consideration of an issue (not discuss it during the meeting)	A Board member may request a proposal or topic be tabled for the meeting	Debate on the proposal is suspended until the committee proposal is approved/rejected (following procedures above)	The decision is noted in the Minutes	"President/Chair [name]- I move we table the motion until...."	Yes	Majority	No
Recommend studying an issue further before voting	A Board member may request the topic be examined more closely and refer to either an existing committee or new task force	Debate on the proposal is suspended until the committee proposal is approved/rejected (following procedures above)	The decision is noted in the Minutes	"President/Chair [name]- I move that we refer this matter to a task force or committee who will report back to the Board by..."	Yes	Majority	Yes

CLOSING THE MEETING

Before concluding the meeting	The President/Chair should recap the Board's decisions and review any key messaging	This should include what information should remain confidential, and what is communicated and by whom				
Closing the meeting	The President/Chair will ask if there is any other business for the Board?	If there is no business, the President may close the meeting. Time will be noted in the minutes	President/Chair "Unless there is an objection, we are adjourned."	No	No Vote	Yes

Seeking Board Action and Making Board Reports

This memo is meant to provide basic guidelines for anyone offering a report of any kind to the BSA board of directors, and for anyone seeking board review, approval or other action on a committee or task force recommendation or proposal.

Board agendas tend to fill up quickly and meeting time is limited. That means that reports to the board and solicitations for board action must be succinct and clear or they're not likely to get the attention they deserve.

The BSA board is a policy-making body, not a committee. It is important the materials that come before it for action, clearly state what kind of action is being sought: approval or modification of a policy proposal, advice on committee dilemmas, or other action. The board, because it deals with such a broad range of issues that affect the BSA's architect members and our public and allied professional constituencies, is interested to learn as much as possible about what is transpiring in the BSA, the profession-at-large, and the building industry in general, and enabling effective committee and constituent engagement.

When making a report to or request of the board, in writing or in person, it may be helpful to follow this format:

- Identify yourself and any others (committees, groups, or other individuals) for whom you are speaking
- Identify the purpose of your presentation (an informational report, a solicitation of board action/approval, or other purpose)
- State clearly what it is you want from the board: a vote, advice, encouragement, etc.
- Summarize the key issues (and provide back-up materials/handouts as appropriate)
- Describe the options you believe present themselves to the board; that is, describe the available courses of action as you perceive them and, if appropriate, tell the board which you think is the most appropriate alternative and why.

Please call Eric White at 617-391-4005 for details on board agendas and how to get on them, how and when to provide handouts, and any other questions

Purpose of a Board

The organization relies on the board of directors to GOVERN and the professional staff to MANAGE. The authority for the board is derived from the Articles of Incorporation (state law) and Bylaws. A board generally fills four primary functions:

GOVERNANCE – Through the authority granted in the articles of incorporation and bylaws, the board is responsible for governing the organization. Governance is a broad oversight and is not considered a function of management or administration (staff roles).

- **Select, Support, and Assess Performance of the Chief Executive**
Boards must reach consensus on the chief executive’s job description and find the most qualified individual position. The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization. The chief executive, in partnership with the entire board, should decide upon a periodic evaluation of the chief executive’s performance. The board also selects the board attorney and CPA.
- **Ensure Legal and Ethical Integrity and Maintain Accountability**
The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. Solid personnel policies, grievance procedures, and a clear delegation to chief executive of hiring and managing employees will help ensure proper decorum of this area. The board must establish pertinent policies, and adhere to the provisions of the organization’s bylaws and articles of incorporation.
- **Orient New Board Members and Assess Board Performance**
All boards have a responsibility to articulate and make known their needs in terms of member experience, skills, and many other considerations that define a “balanced” board composition. Boards must also orient new board members to their responsibilities and the organization’s history, needs, and challenges. By evaluating its performance in fulfilling its responsibilities, the board can recognize its achievement and reach consensus on which areas need to be improved.

VISIONARY – The board sets the course for the organization well into the future. Though a board member may be restricted by term limitations in the sense of number of years or number of terms, there is a need to think beyond one’s term in order to guide the organization and the community it represents. Evidence of being visionary is a reliance on the strategic plan, including a clear mission and vision.

- **Determine and Articulate the Mission and Purposes**
A statement of mission and purposes should articulate the organization’s goals, means, and primary constituents served. It is the board of directors’ responsibility to create the mission statement and review it periodically for accuracy and validity. Each individual board member should fully understand and support it.

- **Ensure Effective Organizational Planning**
As stewards of an organization, boards must actively participate with the staff in an overall planning process and assist in implementing the plan's goals.
- **Determine, Monitor and Strengthen Programs and Services**
The board's role in this area is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness.
- **Enhance the Organization's Public Image**
An organization's primary link to the community, including constituents, the public, and the media, is the board. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as gathering support from important members of the community, are important elements of a comprehensive public relations strategy.

POLICY AND POSITION DEVELOPMENT – The board reviews and develops policies and positions that will guide the organization and its stakeholders.

- **Policies** are adopted for the recurring and critical issues that arise, in the form of a motion, to guide future boards and staff.
- **Positions** tend to relate to governmental platforms.

FIDUCIARY – The fiduciary duty is a relationship of confidence or trust between two or more parties. The board has responsibility to protect the organization and its resources.

- **Ensure Adequate Resources**
One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board should work in partnership with the chief executive and development staff, if any, to raise funds from the community.
- **Ensure Effective Resource Management**
The board, in order to remain accountable to its donors, the public, and to safeguard its tax exempt status, must assist in developing the annual budget and ensuring the proper financial controls are in place.

BSA Boards' Goals

The Primary Board Member Responsibilities are: Ambassador, Supporter, Assessor, Fiduciary, Advisor and Connector.

BSA Board Committees are where most work and recommendations are created for Board for review and consideration.

Category	Goals	Measurement
Strategic & Leadership	AMBASSADOR - Speak with and engage others to promote and share the BSA mission, vision, strategy and goals wherever/whenever appropriate and possible.	All Board members capably speak about the BSA and report on their contacts to membership and development teams.
	FIDUCIARY - Review, comment upon and, when appropriate, vote on the Strategy Committee's recommendations.	Regular strategy assessment reports reviewed and accepted by the Board.
Fund Development & Membership	SUPPORTER - All Board members financially support the BSA and promote the BSA to prospective members and donors.	100% Board participation in support and pipeline development. Membership & Fundraising budget goals met or exceeded and strong pipeline created.
Operations/ Financial/ Business	ASSESSOR - Ensure appropriate resources are available and directed to advancing the mission, vision and strategy.	Review and make recommendations on the budget and financial reports, and submit recommendations to the Board.
	FIDUCIARY - Review, comment upon and, when appropriate, vote on the budget, and Finance Committee's recommendations.	Current model financial policies and procedures, with financial audit resulting in no material problems.

Category	Goals	Measurement
Board Support & Governance	PARTICIPANT + FIDUCIARY - Maintain a strong and engaged Board by preparing for and actively participating in Board meetings. Help assess the work and progress of the Board. Review, comment upon, and when appropriate vote on the Governance and Executive Committee's recommendations.	Strong Board evaluations providing clear recommendations for improvements. Strong regular Board attendance at meetings. Board review and votes of Governance and Executive Committee recommendations.
	SUPPORTER - Support the BSA and oversee and support the Board and Executive Director.	Annual Board assessments providing clear feedback on expectations, results and recommendations for improvements.
Community Relations, Advocacy & Communication	AMBASSADOR & ADVOCATE - Promote the BSA, mission, vision and strategy among membership and the broader community.	Each Board member demonstrates their ability to speak about the BSA, mission, vision, goals and strategy.
	CONNECTOR - Engage personal and professional networks to support the mission, vision and strategy by connecting the BSA with prospective partners, donors, future BSA leaders and others.	Each Board member invites or engages at least three people to participate in BSA programs or activities.

Understanding Board/Staff Roles: A Division of Responsibilities

Board Responsibilities:

- Determine mission and purpose
- Select chief executive
- Protect assets and provide financial oversight
- Ensure adequate financial resources
- Ensure legal and ethical integrity
- Ensure effective planning
- Build a competent board
- Enhance the organization's public standing
- Monitor and strengthen programs and services
- Support and evaluate the chief executive

Executive Director Responsibilities:

- Commit to the mission
- Lead staff and manage the organization
- Exercise responsible financial stewardship
- Lead and manage fundraising
- Follow the highest ethical standards, ensure accountability, comply with the law
- Engage the board in planning and lead implementation
- Develop future leadership
- Build external relationships and serve as an advocate
- Ensure the quality and effectiveness of programs and membership
- Support the board

The Source: Twelve Principles of Governance That Power Exceptional Boards

Exceptional boards add significant value to their organizations, making a discernible difference in their advance on mission. Good governance requires the board to balance its role as an oversight body with its role as a force supporting the organization. The difference between *responsible* and *exceptional* boards lies in thoughtfulness and intentionality, action and engagement, knowledge and communication. The following twelve principles offer **chief executives** a description of an empowered board that is a strategic asset to be leveraged. They provide **board members** with a vision of what is possible and a way to add lasting value to the organization they lead.

CONSTRUCTIVE PARTNERSHIP¹

Exceptional boards govern in constructive partnership with the chief executive, recognizing that the effectiveness of the board and chief executive are interdependent. They build this partnership through trust, candor, respect, and honest communication.

MISSION DRIVEN²

Exceptional boards shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values. They treat questions of mission, vision, and core values not as exercises to be done once, but as statements of crucial importance to be drilled down and folded into deliberations.

STRATEGIC THINKING³

Exceptional boards allocate time to what matters most and continuously engage in strategic thinking to hone the organization's direction. They not only align agendas and goals with strategic priorities, but also use them for assessing the chief executive, driving meeting agendas, and shaping board recruitment.

CULTURE OF INQUIRY⁴

Exceptional boards institutionalize a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making. They seek more information, question assumptions, and challenge conclusions so that they may advocate for solutions based on analysis.

INDEPENDENT-MINDEDNESS⁵

Exceptional boards are independent-minded. They apply rigorous conflict-of-interest procedures, and their board members put the interests of the organization above all else when making decisions. They do not allow their votes to be unduly influenced by loyalty to the chief executive or by seniority, position, or reputation of fellow board members, staff, or donors.

ETHOS OF TRANSPARENCY⁶

Exceptional boards promote an ethos of transparency by ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding finances, operations, and results. They also extend transparency internally, ensuring that every board member has equal access to relevant materials when making decisions.

COMPLIANCE WITH INTEGRITY⁷

Exceptional boards promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight. They use these mechanisms, such as independent audits, to ensure accountability and sufficient controls; to deepen their understanding of the organization; and to reduce the risk of waste, fraud, and abuse.

SUSTAINING RESOURCES⁸

Exceptional boards link bold visions and ambitious plans to financial support, expertise, and networks of influence. Linking budgeting to strategic planning, they approve activities that can be realistically financed with existing or attainable resources, while ensuring that the organization has the infrastructure and internal capacity it needs.

RESULTS-ORIENTED⁹

Exceptional boards are results-oriented. They measure the organization's progress towards mission and evaluate the performance of major programs and services. They gauge efficiency, effectiveness, and impact, while simultaneously assessing the quality of service delivery, integrating benchmarks against peers, and calculating return on investment.

INTENTIONAL BOARD PRACTICES¹⁰

Exceptional boards purposefully structure themselves to fulfill essential governance duties and to support organizational priorities. Making governance intentional, not incidental, exceptional boards invest in structures and practices that can be thoughtfully adapted to changing circumstances.

CONTINUOUS LEARNING¹¹

Exceptional boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization. They embed learning opportunities into routine governance work and in activities outside of the boardroom.

REVITALIZATION¹²

Exceptional boards energize themselves through planned turnover, thoughtful recruitment, and inclusiveness. They see the correlation between mission, strategy, and board composition, and they understand the importance of fresh perspectives and the risks of closed groups. They revitalize themselves through diversity of experience and through continuous recruitment.

BSA/AIA Directors & Officers (D&O) Insurance & Indemnification

As identified in *Section 3.22* of the Boston Society of Architects Bylaws

“...the BSA indemnifies all Directors against expenses, including attorney’s fees, and against the amount of any judgment, money decree, fine, penalty, or settlement, provided the Board of Directors deems, in its sole discretion, the settlement to have been a reasonable one, necessarily paid or incurred by such person in connection with or arising out of any claim, or any civil or criminal action or other proceeding of whatever nature brought against such person by reason of being, or having been such a Director or serving in a representative capacity...”

The BSA/AIA carries insurance coverage for Directors, Officers and the Executive Director. Currently our insurance is through Poole Professional Ltd and includes:

- Directors, Officers and Employment practices
- Umbrella coverage
- Business Owners policy including fine arts for the BSA galleries.

BSA Insurance Coverage

BSA carries insurance through Poole Professional Ltd for:

1. Directors, Officers & Employment practices 7/2/22 to 7/2/23
2. Umbrella coverage 7/2/22 to 7/2/23
3. Commercial coverage 7/2/22 to 7/2/23
4. Business Owners policy (including fine arts for the gallery) 7/2/22 to 7/2/23
5. Cyber Insurance policy 10/15/22-10/15/2023

BSA Foundation Whistleblower Policy

The Board of Trustees of the BSA Foundation (“Foundation”) believe that a strong organization depends upon high standards of business and personal ethics in conducting our duties. As employees and representatives of the Foundation, we must practice honesty and integrity in fulfilling our responsibilities and comply with applicable laws and regulations.

The BSA Foundation collaborates closely with the Boston Society of Architects (BSA/AIA) and together are the Boston Society for Architecture (BSA). Both the Foundation and the BSA/AIA agree with the commitment and processes outlined in this policy.

Reporting Responsibility

The Whistleblower Policy is intended to encourage and enable all employees, Trustees and others to raise serious concerns internally so that the BSA can address and correct inappropriate conduct and actions. It is the responsibility of all of us to report suspected violations of law, Foundation ethics or policy .

No Retaliation

Those who step forward with a report should do so knowing they are safe. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Foundation prior to seeking resolution outside the organization. It is contrary to the BSA’s values for anyone to retaliate against a Trustee, officer, employee, member or volunteer who, in good faith, reports a suspected ethics or legal violation.. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

Acting in Good Faith

It is also important that we foster an environment of trust. Complaints concerning a violation or suspected violation must be in good faith with reasonable grounds for believing the information disclosed indicates a violation. Any allegation that proves not to be substantiated and to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Reporting Procedure

The Foundation has an open door policy and that employees share their questions, concerns, suggestions, or complaints first with their supervisor, or with someone who can address them properly. If you are not comfortable speaking with your supervisor, or you are not satisfied with the supervisor’s response, you are encouraged to speak with someone at another level of management including the Managing Director(s) and/or the Executive Director. Supervisors and managers are required to report suspected violations to the Foundation’s Compliance Officer. For suspected fraud, or if you are dissatisfied or uncomfortable following the Foundation’s open door policy, you should contact the Foundation’s Compliance Officer directly.

Crimes against person or property, such as assault, burglary, etc., should immediately be reported to local law enforcement personnel.

Compliance Officer

The Foundation’s Compliance Officer is responsible for ensuring that all complaints about illegal or unethical conduct are investigated and resolved. The Compliance Officer will advise the Executive Director and/or the Board Officers of all complaints and their resolution. **The Foundation Treasurer shall be the Compliance Officer.** The name and contact information of the Treasurer will be posted through the shared electronic files.

Accounting and Auditing Matters

The Foundation Treasurer/Compliance Officer shall immediately notify the Finance Committee and Executive Committee on compliance activity relating to accounting or alleged financial improprieties. including corporate accounting practices, internal controls, or auditing,. The Treasurer shall also report annually to the Finance Committee and Executive Committee on compliance activity relating to accounting.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within ten business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Such reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

The name and contact information of the Compliance Officer will be updated annually.

2022 BSA Foundation Compliance Officer:

Eric Krauss

BSA Foundation Treasurer

617-973-5200 / ekrauss@neaq.org

Policy Approved by the BSA Foundation Board of Trustees on _____, 2022.

Changes in personnel will not require a re-vote of the Board.

BSA Anti-Trust Policy

It is the practice of the BSA and its members to comply strictly with all laws, including federal and state antitrust laws that apply to AIA operations and activities. Accordingly, this meeting will be conducted in full compliance with those laws.

BSA Anti-Trust in Policy in Practice

As noted in our responsibility to uphold the public trust, we are committed to full compliance with all local, state and federal laws and regulations, and maintaining the highest ethical standards in the ways we conduct our operations and business. Our commitment includes compliance with anti-trust laws, which aim to protect free competitive economy. Specifically, we do not discuss without legal counsel:

- Prices for products or services including prices charged by competitors;
- Costs, discounts, terms of sale, profit margins or anything that might affect prices;
- Allocating markets, customers, territories or products among competitors;
- Limiting production;
- Whether or not to deal with another business;
- Any competitively sensitive information concerning competitors.

Questions regarding anti-trust laws or issues may be directed to the AIA General Counsel's Office.

Anti-Discriminatory and Harassment Policy

It is the goal and policy of the Boston Society of Architects to promote a workplace that is free of all forms of harassment, including discriminatory harassment. Sexual harassment or harassment because of or about an individual's membership in a protected class (i.e., one's race, color, age, disability, national origin, ancestry, religion, gender, sexual orientation, genetic information, pregnancy or pregnancy-related condition, veteran's or active military status, gender identity or expression, or any other characteristic protected by federal, state or local law), when it occurs in the workplace or in other settings in which a staff member may find themselves in connection with their employment, will not be tolerated and may be unlawful.

Further, any retaliation against an individual who has complained about sexual or unlawful harassment/discrimination, or retaliation against individuals for cooperating with an investigation of a sexual or unlawful harassment/discrimination complaint, will not be tolerated and may also be unlawful. To achieve a workplace free from harassment, the conduct described in this policy will not be tolerated, and we have provided a procedure by which inappropriate conduct will be dealt with, if encountered by staff. Because the Boston Society of Architects takes allegations of discriminatory harassment seriously, we will respond promptly to complaints of discriminatory harassment and, where it is determined that such inappropriate conduct has occurred, will act promptly to eliminate the conduct and impose corrective action as is necessary, including disciplinary action up to and including termination.

While this policy sets forth our unambiguous commitment to promote a workplace that is free of discriminatory harassment, the policy is not designed or intended to limit its authority to discipline or take remedial action for workplace conduct which the organization deems unacceptable, regardless of whether that conduct is unlawful. Definition of Sexual Harassment -The legal definition for sexual harassment is as follows: Sexual harassment means sexual advances, requests for sexual favors, and verbal or physical conduct of a sexual nature when:

- A. Submission to or rejection of such advances, requests, or conduct is made either explicitly or implicitly a term or condition of employment or as a basis for employment decisions; or,
- B. Such advances, requests, or conduct have the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating, or sexually offensive work environment.

Under these definitions, direct or implied requests by a manager for sexual favors in exchange for actual or promised job benefits such as favorable reviews, salary increases, promotions, increased benefits, or continued employment constitutes sexual harassment.

The legal definition of sexual harassment is broad and in addition to the above examples, other sexually oriented conduct, whether it is intended or not, that is unwelcome and has the effect of creating a workplace environment that is hostile, offensive, intimidating, or humiliating to workers of any gender or gender identity and/or expression may also constitute sexual harassment.

The following are some examples of conduct that if unwelcome, may constitute sexual harassment depending upon the totality of the circumstances, the severity of the conduct, and its pervasiveness:

- Unwelcome sexual advances, whether they involve physical touching or not;
- Sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one's sex life; comment on an individual's body, comment about an individual's sexual activity;
- Displaying sexually suggestive objects, pictures, or cartoons;
- Unwelcome leering, whistling, brushing against the body, sexual gestures, or suggestive or insulting comments;

- Inquiries into one's sexual experiences; and,
- Discussion of one's sexual activities.

All staff should take note that, as stated above, retaliation against an individual who has reported unlawful harassment or retaliated against an individual for cooperating with an investigation of a harassment complaint will not be tolerated by this organization and is unlawful.

Complaints of Harassment - If any staff member believes they have been subjected to unlawful harassment, they have the right and are encouraged to file a complaint. It is very difficult to react to or remedy unlawful harassment complaints unless management is made aware. This may be done in writing or verbally. Staff who would like to file a complaint may do so by contacting Managing Director Lesley D. Slavitt, lslavitt@architects.org or 617-391-4029, or Executive Director Eric White, ewhite@architects.org or 617-391-4005. They are available to discuss any concerns, and to provide information to you about this policy on unlawful harassment and complaint process. Staff members may also report concerns to any manager within the organization or to the President of the Board of Directors.

Harassment Investigation - When we receive a complaint, the allegation will be promptly investigated in a fair and expeditious manner. The investigation will be conducted in such a way as to maintain confidentiality to the extent practicable under the circumstances. The investigation will include a private interview with the person filing the complaint and with witnesses. The person alleged to have committed unlawful harassment will be interviewed. When the investigation has been completed, we will, to the extent appropriate, inform the person filing the complaint and the person alleged to have committed the conduct of the results of that investigation. If it is determined that inappropriate conduct has occurred, we will act promptly to eliminate the offending conduct, and where it is appropriate, will also impose disciplinary action.

Disciplinary Action - If it is determined that inappropriate conduct has been committed by one of our staff members (whether or not it meets the legal definition of unlawful harassment), we will take appropriate action. Such action may range from counseling to termination of employment, and may include such other forms of disciplinary action, as the organization deems appropriate under the circumstances.

State and Federal Remedies - In addition to the above, if a staff member believes they have been subjected to sexual harassment or unlawful discrimination, they may file a formal complaint with either or both of the government agencies listed below. Using the Boston Society of Architects complaint process does not prohibit the staff from filing a complaint with these agencies. Each of the agencies has specific guidelines and time limits for filing claims.

MA: Massachusetts Commission Against Discrimination Boston Office, One Ashburton Place, Room 601, Boston, MA 02108-1518, (617) 994-6000 (voice), (617) 994-6196 (TTY). [The Massachusetts Commission Against Discrimination \("MCAD"\)](#)

Federal: Equal Employment Opportunity Commission, John F. Kennedy Federal Building, Government Center, 4th Floor, Room 475, Boston, MA 02203, (617) 565-3200 (voice), (617) 565-3204



Equity, diversity, inclusion: In the interest of the greater good

Equity, diversity, and inclusion are fundamental to the values reflected in our code of professional ethics and must be fostered throughout our organization, the profession, our workplaces, and communities. We strive to cultivate a sense of safety and belonging for all individuals while creating an atmosphere of deep collaboration that cuts across demographic and hierarchical lines.

Approved by BSA/AIA Board in 2020

BSA Statement on Equity, Diversity & Inclusion (EDI) and Sexual Harassment

Architecture, along with the entire building-industry, has been plagued by longstanding patterns of racial and gender discrimination and inequity. The domination of one culture in leadership and power positions has resulted in an imbalanced and unjust system. While we believe that the overwhelming majority of architects and firms care deeply about rectifying these imbalances and inequities of the current culture, change is painfully slow. As an organization comprising nearly 4,000 members, the Boston Society of Architects/AIA (BSA/AIA) acknowledges our responsibility for how this culture has affected and continues to affect everyone in and around the profession. We, the BSA, have a duty to help make our profession more equitable, diverse and inclusive.

We bear an obligation to ensure that every workplace and design school is safe from sexual harassment and similar abuses – an issue that is both unique and interconnected with equity, diversity and inclusion. Recent events reveal disturbing and deplorable conditions that some have faced. We applaud the courage of those who come forward to challenge abuses and the lack of diversity within their workplaces and schools, because doing so brings personal risks calculable only by those who take them. We support the recent [statement](#) of AIA President Carl Elefante FAIA that “sexual harassment — in any form and in any workplace — should not be tolerated and must be addressed swiftly and forcefully” and the recent AIA [statement](#), “Where we stand: sexual harassment & the architectural profession.”

On both these issues there is much work to be done. To that end, we are engaging our members and staff, with the help of external experts, to help us identify and take actions that will change this culture. We will focus on specific actions that improve individual opportunities, the culture of firms and schools, and the operations and culture of the BSA itself. The BSA Board has authorized the creation of a task force to oversee two charges:

1. Review the [AIA Equity, Diversity & Inclusion Report](#), identify any proposed enhancements to the report, review diversity within the BSA relative to other cities, and recommend:
 - a. Actionable steps the BSA can take to increase equity, diversity and inclusion in the profession and the BSA. The steps should include tools for individual as well as firm development.
 - b. Appropriate written BSA policies and position statements including visionary equity goals that will support these actions.



Boston Society of Architects/AIA P: 617-391-4000
290 Congress Street, Suite 200 F: 617-951-0845
Boston, MA 02210-1024 architects.org

2. Develop a BSA action plan around the following issues of sexual misconduct, harassment and inappropriate professional conduct:
 - a. Support for those who are or may be victims of workplace abuse or misconduct.
 - b. Support for firms and schools in creating positive environments for all employees, consultants, clients and the public.
 - c. Appropriate procedures relating to allegations of BSA member misconduct or abuse.
 - d. Examination of the BSA's internal employee procedures around misconduct, to ensure the staff is provided a safe environment free from harassment.

We will be fully transparent in this initiative, and will provide regular communications to members highlighting specific actions we are taking to advance this work. If you are interested in



Boston Society of Architects Document Retention Policy

The corporate records of the Boston Society of Architects (“BSA”) are important assets of the organization and an important record of the history of the BSA. Corporate records include all records produced in connection with the Corporation, whether paper or electronic.

Applicable laws and contracts may require the BSA to maintain certain types of corporate records, usually for a specified period of time. Failure to retain those records for those minimum periods could subject the BSA and involved individuals to penalties and fines, cause the loss of rights, obstruct justice, spoil necessary evidence in a lawsuit, or otherwise seriously disadvantage the BSA.

Records should not be kept if they are no longer needed for the operation of the organization or required by law. Unnecessary records should be eliminated from the files. However, this policy stresses the retention of certain documents, and leaves the decision of destruction primarily in the hands of management, unless specifically noted.

From time to time, the BSA may receive or have documents which are of cultural and/or historical significance and should be preserved regardless of their place in this policy.

The BSA expects all Directors, Officers, employees, and volunteers to comply fully with any published record-retention policies and schedules, provided that all persons should note the following important exception to any destruction policy, schedule, or practice:

If you believe, or the BSA informs you, that any records are relevant to litigation or potential litigation, or are potentially subject to a known or reasonably anticipated governmental audit, investigation or administrative or enforcement proceeding, then you must preserve those records without alteration until the BSA determines that the records are no longer needed.

This exception supersedes any other destruction policy or schedule for those records. If you believe that this exception may apply, or if you have any question regarding the possible applicability of this exception, please contact the Executive Director.

From time to time the BSA may establish document retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Categories of documents that bear special consideration are identified below. While minimum retention periods are suggested, the retention of all documents should be determined primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors.

(a) Financial and Tax Records.

General ledgers once reconciled, audited financial statements, and all documents relating to the tax-exempt status of the BSA are to be retained *on a permanent basis*. The latter include the IRS Form 1023 or Form 1024 exemption application (including related correspondence), as well as the initial and subsequent IRS exemption determination letters and any IRS audit materials.

All other financial and tax records, including tax returns or information forms such as IRS Forms 990, 990-T or 990-PF or Massachusetts state Form PC, are to *be retained for at least seven years from the date of completion or filing* of the applicable tax document. Financial and tax records include documents

concerning payroll, expenses, proof of deductions, business costs, inventories, accounting procedures and reports, audit procedures and reports, and other documents concerning the BSA assets, revenues and expenses. Bank statements, deposit slips, and cancelled checks (unless for significant payments or purchases *may be destroyed after three years*).

(b) Employment Records/Personnel Records.

State and federal statutes require the BSA to keep certain recruitment, employment, and personnel information. The BSA also retains personnel files that reflect performance reviews and any complaints brought against the BSA or individual employees under applicable state and federal statutes. In addition, the BSA retains all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file.

- *Employment applications are to be retained for at least three years.*
- *Retirement fund and pension records are to be kept permanently.*
- *Other employment and personnel records are to be retained for at least seven years from the end date of a person's employment.*
- *Each version of any personnel handbook is to be retained for at least seven years after the date on which it is amended or superseded.*

(c) Board and Board Committee Materials.

The Articles of Organization and all amendments or restatements, each version of the Bylaws, all annual reports, and all Board and Board Committee meeting minutes are to be *retained permanently*. A copy of all Board and Board Committee materials produced for such meetings *shall be kept for at least three years*.

(d) Contracts, Leases and Licenses.

Copies of all contracts, leases, and licenses valued over \$5,000 are to be *retained for a period of at least seven years* from the date of their inception, provided that if any license or permit or any contractual or other arrangement is of a continuing nature, the documents in question are to be kept for a period of at least seven years beyond the life of the contract, lease, or license.

(e) Insurance.

Occurrence-based insurance and workers' compensation policies, including expired policies, *are to be retained permanently*. Other policies such as employee benefit plans, property and claims-made policies, as well as accident reports should be retained for at least *seven years*.

(f) Records of Gifts.

- *Records of unrestricted gifts over \$5,000 are to be retained for at least four years from the end of the calendar year in which they are received.*
- *Records as to any restricted gift are to be retained through the period of the restriction.*

(g) Public Filings.



Copies of all publicly filed documents *are to be retained for at least seven years* from the date of filing.

(h) Legal Files.

Legal counsel should be consulted to determine the retention period of particular documents, but documents related in any way to legal proceedings or other legal disputes are generally to be maintained for a *period of at least ten years*.

(i) Idea Development/Intellectual Property and Trade Secrets.

Documents relating to the development of ideas and concepts are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the BSA and are protected as a trade secret where the BSA derives independent economic value from the confidentiality of the information. All documents designated as containing trade secret information *are to be retained for at least the life of the trade secret*.

(j) Correspondence and Internal Memoranda.

Correspondence and internal memoranda pertaining to another type of record covered elsewhere in this policy, are to be retained for the same period as the document to which they pertain.

(k) Electronic Mail

Electronic mail received by the BSA is processed by two systems with different retention rules currently in effect. Messages are delivered to a staff member/program and can be saved or discarded as the receiver chooses.

All messages are also archived by a gateway security and compliance service which processes all mail delivered to / from / within Office 365. This is a perpetual archive that can be searched by the individual(s) who sent or received messages to view them regardless of whether they were deleted from the mailbox, and if needed can be searched at the organization level by an authorized representative. Therefore, no further retention guidance is required for email correspondence.

Failure to comply with this Document Retention Policy may result in disciplinary action. Questions about this policy should be referred to your immediate supervisor or, if you or the supervisor deem appropriate, to the Executive Director.

Policy Approved by the Boston Society of Architects Board of Directors on _____, 2022

Long Term Storage Records Retention Schedule

Description	Retention Period
Accident Reports and Claims(settled cases)	7 years
Accounts payable ledgers and schedules	7 years
Accounts receivable ledgers and schedules	7 years
Audit reports of accountants	Permanently
Bank reconciliations	2 years
Capital stock and bond records; ledgers, transfer registers, stubs showing issues, record of interest coupons, options, etc.	Permanently
Cash books	Permanently
Charts of accounts	Permanently
Checks (canceled but see exception below)	7 years
Checks (canceled for important payments, i.e., taxes, purchases of property, special contracts, etc. (checks should be filed with the papers pertaining to the underlying transaction)	Permanently
Contracts and leases (expired)	7 years
Contracts and leases still in effect	Permanently
Correspondence (routine) with members, customers, or vendors	1 year
Correspondence (general)	3 years
Correspondence (legal and important matters only)	Permanently
Deeds, mortgages, and bill of sale	Permanently
Depreciation schedules	Permanently

Duplicate deposit slips	2 years
Employee personnel records (after termination)	3 years
Employment applications	3 years
Expense analyses and expense distribution schedules	7 years
Financial statements (end-of-year, other months optional)	Permanently
General and private ledgers (and end-of-year trial balances)	Permanently
Insurance policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports (in some situations, longer retention periods may be desirable)	3 years
Internal reports (miscellaneous)	3 years
Inventories of products, materials, and supplies	7 years
Invoices to members and customers	7 years
Invoices from vendors	7 years
Journals	Permanently
Membership applications	3 years
Minutes of directors and committees, including by-laws and charter	Permanently
Notes receivable ledgers and schedules	7 years
Option records (expired)	7 years
Payroll records and summaries, including payments to pensioners	7 years
Petty cash vouchers	3 years
Physical inventory tags	3 years
Plant cost ledgers	7 years

Property appraisals by outside appraisers	Permanently
Property records-including costs, depreciation reserves, end-of-year trial balances, depreciation schedules, blueprints and plans	Permanently
Purchase orders (except purchasing department copy)	2 years
Receiving sheets	2 years
Requisitions	2 years
Sales records	7 years
Savings bond registration records of employees	3 years
Scrap and salvage records (inventories, sales, etc.)	7 years
Stock and bond certificates (canceled)	7 years
Stockroom withdrawal forms	2 years
Subsidiary ledgers	7 years
Tax returns and worksheets, revenue agents' reports and other documents relating to determination of income tax liability	Permanently
Time books	7 years
Trade mark registrations	Permanently
Voucher register and schedules	7 years
Vouchers for payments to vendors, employees, etc. (includes allowances and reimbursement of employees, officers, etc., for travel and entertainment expenses)	7 years

BSA Internal Controls

December 27, 2021

The object of creating an internal controls document is to clarify roles and responsibilities particularly within staff and for the organization's Treasurer. It is not a policy subject to approval by the Board of Directors/Trustees, but it is good practice to note implementation of controls with the Executive Committee, and full Board at the Committee's discretion, so they understand there are guidelines in place to protect the organization's assets.

These controls cover activities for both the BSA and the Foundation, which are kept independent from one another, and coordinate with the banking resolution approved at the November 18, 2021 Joint BSA/AIA and BSA Foundation Board Meeting.

Note, reference to the Managing Director below generally refers to the individual with finance responsibility. Where Managing Director is individually stated, the Executive Director may also serve in the same capacity.

Banking: There will be discreet accounts for operations and savings/money market. All are subject to the below guidelines.

- The only positions that will be given signing authority per the organization's banking resolution are: Executive Director, Treasurer, Managing Director.
- For all expenses/payments up to and including \$50,000, whether paper or electronic:
 - Individual payments will be signed/authorized by one authorized signer.
 - Batch payments, whether through the Accounts Payable system or direct payment (electronic): the Controller will run a batch report of all pending payments and send to the Executive Director, or as delegated by the Executive Director to the Managing Director, to approve before any payments are made. An email record of approval will be kept on file.
- For all expenses/payments above \$50,000, whether paper or electronic, or included in batch payments:
 - Requires approval by two authorized signers.
 - If the treasurer is not one of the signers, they will be notified within 24 hours after the payment has been issued with an explanation of amount and purpose, unless payment is for payroll/benefits or remittance per authorized contract.
- For any electronic approval over \$1,000 outside of the online banking system, the Controller will keep an electronic record of the approval.
- In addition to the authorized signers, the Controller will have the authority to transfer between accounts and legal entities (BSA and BSA Foundation). Notice to the Executive Director and to the Managing Director will be sent by email.
- The Controller may transfer funds to/from investment accounts, with the approval of the Treasurer or the Executive Director.
- Authorized signers and the Controller have the authority to access and download all information through the online banking system for all accounts.
- Controller will be responsible for timely bank reconciliations. Reports should be reviewed by the Executive Director or Managing Director.

- The Controller will supervise the use of third party accounts (such as Stripe or PayPal) to accept donations and payments, and will make bank deposits of physical checks and cash as needed. Record of all deposits will be kept in an electronic file.
 - Any cash deposits that exceed \$100 will be verified by a second staff person before taken to the bank; a detailed deposit receipt from the bank will be returned to the Controller for verification and signed by an authorized signer.

Quickbooks: Quickbooks Online (QBO) is the current financial software. It makes sharing information and roles much easier but is restricted to those that understand its tools and capabilities. Each user shall have their own account access and should not share log in information with other staff, except for IT-related security purposes.

- There are four types of users in QBO: Primary Admin; Admin; Standard User; and Reports Only.
 - The primary Admin should be the Controller.
 - Managing Director should be Admin.
 - External Bookkeeper (if used) should be standard user.
 - Reports Only can be used for Treasurer, Executive Director, and others as designated by the Managing Director and/or Controller.
 - Auditor may be given Accountant access.
- Journal entries should only be made by a limited number of individuals and should be fully documented for the Auditor files.
- Reconciliations: The Controller will be responsible for all bank accounts and balance sheet accounts and ensure their accuracy through monthly (Balance Sheet: quarterly) reconciliations.

Payroll

- Full-time staff are paid biweekly through a third party payroll system.
- Access to the third party payroll system, because of the confidentiality of information, should be limited to the Controller and the Managing Director.
- Controller will prepare regular payroll file to be authorized by Managing Director. Controller will alert Managing Director of any changes in advance.
- Controller to ensure bank withdrawal ties to final payroll report. The Controller creates the appropriate journal entry to allocate wages to the right class and organization.
- As payroll is reviewed by Managing Director, withdrawals/transfers for payroll from bank accounts are considered to be pre-approved.
- Quarterly, the Controller reconciles the salaries and tax accounts to the quarterly tax filings produced by the payroll provider.
- Management of individual payroll records: Controller is authorized to make changes in the payroll system once in receipt of appropriate information from Executive Director or Managing Director.
- Annually, the Managing Director will review total W-2 amounts to the budgeted salaries by person and reconcile differences with the Controller.

Contracts/Purchasing

- Any contract that commits the organization (BSA or BSA Foundation) financially will follow the protocol established in the bylaws of the Boston Society of Architects, in that unless specifically authorized by the Board, the Treasurer may not delegate authority to sign contracts exceeding

\$50,000. All contracts above \$50,000 will be signed by the Treasurer and adhere to protocols outlined by the Board for specific commitments.

- Any contract up to and including \$50,000 may be signed by the Executive Director.
- For new services projected to be at or above \$5,000 the BSA's vendor information form shall be completed.
- Multiple bids may be required on services projected to be at or above \$10,000.

Corporate Credit Card

- The following staff will be authorized to receive a corporate credit card: individuals judged by the Executive Director necessary to make business purchases independently. The Executive Director will make the final determination on authorization if there is a question as to the proper channel.
- The Controller will keep a record of all individuals issued corporate cards and will be responsible to terminate card with offboarding.
- Receipts for all transactions by the corporate card holder over \$50.00 (\$25 for out-of-town travel), will be copied and emailed to the Controller timely to the billing cycle. Any transaction made by a staff person other than the card holder requires pre-approval from the card holder and a receipt regardless of the dollar amount.
- The Controller will review corporate credit card bills monthly and match up to all receipts; staff will respond promptly to any questions regarding charges.
- Cardholders understand that all charges incurred have been pre-approved either through the budget, direct conversation with their supervisor, and/or documented by email, with a copy to the Controller. Cardholders understand that the BSA may require any unauthorized charges to be reimbursed by the cardholder.
- Use of corporate card to pay for budgeted office expenses will be considered pre-approved.
- Use of corporate card to pay for contractual agreements will be considered pre-approved.
- Whenever possible, personal credit cards should not be used.

Travel/Reimbursement

- Out-of-town travel by staff requires pre-approval from the employee's supervisor, who will provide direction on budget and allowable expenses, approval for which must be provided in writing (via email) and copied to the Controller.
- Receipts for transactions above \$25 must be provided for travel reimbursement. All receipts and a summary of total expenses must be submitted electronically to the Controller.
- Mileage reimbursement will be paid at the rate annually set by the IRS.
- Whenever possible, a corporate credit card should be used for travel expenses.
- If staff incur non-travel expenses, it should be with pre-approval by their supervisor. A request for reimbursement must include receipts (above \$25), date of expense, and purpose. Their supervisor should sign off on the request, either by paper or electronic and submit to the Controller.

Investment Accounts

- The Board of Directors/Trustees through their Finance or separate Investment Committee will create and monitor an Investment Policy Statement, which will guide the Organization's decisions on when and where to invest Organization funds beyond the operating accounts. The Policy will include explicit guidance on investment criteria and risk.

- The choice of Investment Advisor is the decision of the Board. Staff is responsible to research and interview potential advisors and bring a recommendation to the Finance or separate Investment Committee who is responsible for making a recommendation to the full Board.
- The Executive Director shall be responsible for implementation of Investment Policy Statement guidelines. The Executive Director and/or the Managing Director shall work with the investment advisor on account administration.
- The only positions that can give direction on the investment accounts shall be the Treasurer and Executive Director. The Controller may transfer funds to/from investment accounts, with the approval of the Treasurer or the Executive Director.

Resolution by Board of Trustees of the BSA Foundation

As elected Secretary of the BSA Foundation, I hereby certify that the following vote was taken on _____, 2022.

RESOLVED: The Board of Trustees re-establishes the Finance Committee Charter, as follows:

Composition – The Finance Committee shall consist of at least five members appointed by the Trustees, including the Treasurer, who shall be the Chair of this Committee.

Duties – The Finance Committee shall be responsible for development of sound financial plans for adoption by the Board of Trustees, as well as generally supervising the financial affairs of BSA Foundation (“Foundation”), including investments. To the extent a review report or annual audit examination is required under Massachusetts law, the Committee shall recommend to the Board of Trustees the independent public accountant to be retained to conduct the examination. Because of the unique relationship between the Boston Society of Architects (“BSA”) and the BSA Foundation, coordination of reporting and planning with the BSA Finance Committee is also a core duty and responsibility of the BSA Foundation Finance Committee.

The Committee shall:

- a. Review the Foundation’s projected long term financial requirements and goals and make recommendations to the Board as needed;
- b. Prepare and recommend the adoption of the annual budget, including a procedure for reviewing Executive Compensation;
- c. Review quarterly operating and investment financials of both BSA and Foundation against the combined budget and report to regular meetings of the Joint Boards;
- d. Lead all needs related to annual audit including researching and hiring audit firm, and reviewing the audit and recommending approval to the Board;
- e. Develop financial policies and plans for the Foundation; and coordinate with the BSA Finance Committee as appropriate;
- f. Ensure proper procedures are maintained to ensure the safety of the Foundation’s assets;
- g. Be responsible for developing, with Investment Advisor, an Investment Policy Statement, which should be reviewed and updated as needed;
- h. Ensure that the Foundation’s annual state and federal financial reports, including the IRS Form 990, are reviewed by the Board of Trustees and filed per government requirements;
- i. Carry out such other tasks as the Board of Trustees may specified.

Signed by the Secretary of the Board,

Operating Reserve Policy

Purpose

The purpose of the Operating Reserve is to ensure the stability of the mission, programs, employment, and ongoing operations of the Boston Society of Architects (BSA/AIA). This Operating Reserves Policy is distinct from an Investment Policy. Operating Reserves are to be treated independent of any stock market-invested funds.

The Reserve Fund may be used for one of the following purposes:

- Short-term management of cash flow
- Year-end shortfalls in the operating budget
- Funding of new programs or opportunities
- Capital purchases
- Other, as approved by the Board of Directors or as designated by the Board of Directors to the Executive Committee, at the recommendation of Executive Director

Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention for Operating Reserves to be used and replenished within a reasonably short period of time. The Operating Reserve Policy will be implemented in concert with the BSA/AIA's other governance and financial policies to support the goals and strategies contained in such policies and in strategic and operational plans.

Definitions & Goals

The Operating Reserve Fund is defined as a designated fund set aside by action of the Board of Directors and identified as the "Operating Reserve." Operating Reserves will be established in an amount sufficient to maintain ongoing operations and programs for a set period of time, measured in months. The Operating Reserve serves a dynamic role and may be reviewed and adjusted in response to internal and external changes.

The target minimum Operating Reserve amount is equal to three months of average operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries and benefits, occupancy, programs, and ongoing professional services. Depreciation, in-kind, and other non-cash expenses are not included in the calculation. The calculation of average monthly expenses also excludes pass-through grants and one-time or unusual capital purchases. Based on the operating expenses at the time of the Policy's approval (FY2022), the target minimum Operating Reserve amount would be: \$800,000.

The Operating Reserve target minimum amount will be calculated each year as part of the approval of the annual budget.

Accounting for Operating Reserves

The Operating Reserve will be recorded in the financial records as Board of Directors Designated Operating Reserve. The Operating Reserve will be funded and available in cash or cash equivalent accounts, such as the operating fund or the short-term money market account.

Funding of Operating Reserves

The Operating Reserves will be funded with surplus unrestricted funds. The Board of Directors may from time to time direct that a specific source of revenue be set aside for Operating Reserves. Examples may include one-time gifts or bequests, special grants, or special appeals.

Use of Operating Reserves

Use of the Operating Reserves requires three steps:

1. Identification of Appropriate use of Operating Reserve Funds

The Executive Director will identify the need for access to Operating Reserve funds and confirm that the use is consistent with the purpose of this Policy. This step requires analysis of the reason for the shortfall, the availability of any other sources of funds before using reserves, and evaluation of the time period that the funds will be required and replenished.

2. Authority to use Operating Reserves

Authority for use of up to \$250,000 from the Operating Reserve is delegated to the Executive Director upon written approval from the Treasurer. The use of Operating Reserves will be reported to the Board of Directors at their next scheduled meeting, accompanied by a description of the analysis and determination of the use of funds and plans for replenishment to restore the Operating Reserve to the target minimum amount. The Executive Director must receive prior approval from the Board of Directors for use of Operating Reserves in excess of \$250,000, to be documented in the meeting minutes or in other written form. At no time within a fiscal year will usage of reserve funds exceed \$250,000 without express approval of the Board of Directors.

3. Reporting and Monitoring

The Executive Director is responsible for ensuring that the Operating Reserves are maintained and used only as described in this Policy. Upon approval for the use of Operating Reserve funds, the Controller will maintain records of the use of funds and plan for replenishment thereof as required by this Policy. The Executive Director will undertake a biannual review of the Operating



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Reserves and determine what if any balance adjustment is required and, if needed, a schedule to bring the balance up to the target minimum.

Relationship to Other Policies

If the BSA/AIA establishes a Board of Directors-approved Investment Policy, it may contain provisions that affect the creation, sufficiency, and management of the Operating Reserves. The Treasurer and Finance Committee will determine, upon approval of said Investment Policy, if changes to this Policy are warranted.

Review of Policy

This Policy will be reviewed as needed by the Finance Committee, or if warranted by internal or external events or changes. Changes to the Policy will be recommended by the Finance Committee to the Board of Directors and subjected to approval by the Board of Directors.

Summary of member financial security processes

Our business practices mandate strict stewardship of financial data. All transactions are processed through AssociationAnywhere, an ACGI product which guarantees financial transaction security, through Stripe, OpenWater or through qGiv. All paperwork is kept in a locked accounting office within the BSA office. Additionally, we commission an annual audit with accountants Nardella & Taylor.

BSA/AIA

The Boston Society of Architects (BSA/AIA) Board of Directors voted electronically on Tuesday, February 8, 2022, to:

RESOLVED: The Board of Directors instructs the Executive Director to engage Nardella & Taylor to complete the Annual Audit for the Boston Society of Architects for the year ending 12/31/21, as well as the corresponding and required tax filings.

Motion **Approved Unanimously**

BSA Foundation

The BSA Foundation (Foundation) Board of Trustees voted electronically on Tuesday, February 8, 2022, to:

RESOLVED: The Board of Trustees instructs the Executive Director to engage Nardella & Taylor to complete the Annual Audit for the BSA Foundation for the year ending 12/31/21, as well as the corresponding and required tax filings.

Motion **Approved Unanimously**

2022 Board Committees Tasks and Assignments

Below are the committee assignments and primary tasks for each group.

Strategy –

Board Chairs: Andrea Love AIA, Rebecca Berry AIA
Staff leads: Lesley Slavitt, Billy Craig
Board: Courtney Jacobovits, Sindu Meier AIA, Tim Love FAIA, Chrisly Biqiku, Devanshi Purohit AICP, Bud Ris, Ken Willis
Ex Officio: Anda French AIA, Bennet Heart, Eric White

1. Periodically (at least twice a year) review, assess, make recommendations and report to the Board on the strategic plan progress.
 2. Make recommendations to the Finance Committee (and ultimately the Board) on adequate resources necessary to fulfill the strategic plan.
-

Finance Committee -

Board Chairs: Dan Perruzzi AIA, Eric Krauss
Staff Leads: Lesley Slavitt, Li Lam
Board: Aubrianna Hanlon, Seth Riseman Assoc. AIA, Dr. Taylor Cain, Greg Bialecki, Ted Touloukian AIA, Patrick McCafferty PE, Richard Taylor
Ex Officio: Anda French AIA, Bennet Heart, Eric White

1. Ensure appropriate resources for organization (Budget and financial report reviews)
 2. Ensure short/long-term viability of BSA (Audit and investments). In 2022 review and recommend to the Board the right investment firms for the BSA.
 3. Ensure strong financial practices and controls. Recommend to the board improved policies, procedures and practices.
-

Membership Committee

Board Chair: Yanel de Angel FAIA
Staff Leads: Billy Craig, Erika Shea, Susan Green
Board: Alison Nash AIA, Siboney Diaz-Sanchez, Will Ruhl FAIA, Lucas Chichester, Brooke Helgerson AIA, Jacob Knowles
Ex Officio: Anda French AIA, Bennet Heart, Eric White

1. Serve as the liaison and build strong relationship between the Board and elected Membership Committee. Periodically report to the Board on the Membership Committee work.
2. Serve as the liaison and build strong relationships between the Board and the Knowledge Community Chairs. Periodically report to the Board on the work of the KCs.

Governance Committee

Board Chairs: Diana Nicklaus AIA, Meera Deean
Staff Lead: Eric White
Board: Tony Ransom AIA, Zhanina Boyadzhieva AIA, Andres Jimenez, Susan Blomquist AIA, Peter Kuttner FAIA, David Silverman AIA, Patricia Gruits AIA
Ex Officio: Anda French AIA, Bennet Heart

1. Ensure strong governance policies, practices and controls. Recommend improvements in governance to the Board. In 2022 develop a plan for what the Board should be in five years.
 2. Develop a comprehensive and fair Board and Executive Director assessment process and lead the Boards through evaluation.
 3. Evaluate and make recommendations to the Boards regarding the Executive Director's compensation.
-

Advancement Committee

Staff Lead: Michael Jugenheimer
Board: Will Ruhl FAIA, Laura Wernick FAIA, David Manfredi FAIA
Ex Officio: Anda French AIA, Bennet Heart, Eric White

1. Engaging the Board to support fundraising and development. Goal of 100% Board giving.
-

Advocacy Committee

Staff Lead: Jenny Efron
Board: Chrisly Biqiku, Siboney Diaz-Sanchez, Jacob Knowles, Susan Blomquist AIA, Zhanina Boyadzhieva AIA, Tim Love FAIA, Brooke Helgerson AIA, Sindu Meier AIA, Tony Ransom AIA, Will Ruhl AIA, Greg Minnot AIA, Andres Jimenez, Seth Riseman Assoc. AIA, Andrea Love AIA, Rebecca Berry AIA, Laura Wernick FAIA, Meera Deean, David Manfredi FAIA, Devanshi Purohit AICP, Bud Ris, David Silverman AIA, Patricia Gruits AIA, Ted Touloukian AIA, Greg Bialecki
Ex Officio: Anda French AIA, Bennet Heart, Eric White

1. Identify, articulate and prioritize BSA advocacy positions to be recommended to the Board for consideration and approval. Focus on issues connected to architectural practice, architecture and design, climate change, and equity & justice throughout the built environment at the local levels.
2. Advise the President, Executive Committee, Board and staff on appropriate advocacy approaches, strategies and tactics, including partnerships and coalitions, at the local level.
3. Liaison with AIA MA and AIA National on advocacy issues.

Who Speaks for the BSA?

A Policy Statement

Overview

The executive leadership of the BSA is structured as a collaborative relationship between the annually elected President and the continuing Executive Director, both of them acting within the policy framework established by the BSA Board. Every year this relationship changes with the installation of a new President who brings fresh perspective to an organization with an ongoing program of strategic objectives and business goals, which the Executive Director is charged with implementing.

As the two primary spokespersons for the BSA, the President and Executive Director must collaborate so that the interests of the BSA membership are consistently and ethically communicated. A strict division of communication responsibilities would not serve this end; rather, each individual must consider the issue(s) and work with the other, and with the directors and committee chairs who may also be dealing with the issue, to achieve the most effective approach.

The communication domain of the President will ordinarily include serving as the voice of the BSA to public audiences on matters of professional practice, especially to advance vital issues that affect the profession and/or the built environment. Because the BSA Board comprises the elected representatives of the membership, the President should generally represent the position of the Board as regards the membership when it is appropriate to do so.

The communication domain of the Executive Director will ordinarily include: serving as the primary media contact, either responding directly where the Board has determined a position, or connecting the media to the President or another appropriate spokesperson; and serving as the primary spokesperson for issues relating to ongoing BSA business operations and implementation of Board-determined strategies.

In addition to the President and the Executive Director, Board members and other officers, committee chairs and members, BSA nominees/appointees to other bodies, and BSA staff members, all represent the BSA in numerous informal and formal capacities.

From time to time, any one of us – the President or another officer, a director, a committee chair or member, the Executive Director, or BSA staff may be asked by virtue of his or her position to speak for the BSA on matters ranging from design to public policy to the BSA's membership activities. It is expected that each BSA member will be an articulate, forceful voice for the profession and the communities we serve as each of us draws on the strength of personal convictions, training, experience and insights.

Of course, BSA members are urged to cherish the right to free expression by employing, it by speaking out whenever appropriate as citizens and professionals. This BSA policy statement is meant only to clarify how BSA institutional points of view may be expressed.

Policy

None of us speaks formally for the BSA unless so empowered by the Board of Directors. To speak for the BSA, to represent "the BSA's position" to the public, or to obligate or commit the BSA to undertake certain actions, we must secure Board endorsement and be delegated by the Board to speak on its behalf.

This does not mean that every such statement requires express Board authorization. When the BSA has previously taken a position on an issue, Board authorization would not typically be required for statements by the President, the Executive Director, or the relevant Board member or committee chair under whose purview the issue falls, unless there is a change from the BSA's previous position.

If time does not permit seeking Board endorsement of a new or changed point of view any one of us wishes to express, and that is subject to this policy, we then are required to be clear about whom we represent ("I'm speaking as chair of the Urban Design Committee" or "I'm speaking as an individual architect", etc.). It is worth noting that committee members do not speak for their committees unless empowered to do so by the appropriate committee chairs.

In applying this policy, special care should be given to situations in which there is a higher expectation that a person could be understood to speak formally on behalf the BSA. This would include statements made "on the record" to newspapers, radio, and television stations; to written comments submitted to government agencies; and to other documents that may be widely disseminated through the internet and other electronic media. Conversely, comments made in conferences, panel discussions, and the like, would not typically be subject to the same expectation.

The BSA board adopted this policy on November 9, 1984, reaffirmed it on September 8, 1994, and revised and reaffirmed it on September 2, 2010.

BSA/AIA Guidelines for Conducting Board Online Business

The BSA/AIA bylaws permit the Board to take action through electronic voting under section 3.17 “Action by Board Without a Meeting.” The Bylaws state:

“Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed in writing or electronically by each of the Directors. Any such consent shall be inserted in the minute books as if it were the minutes of a Board meeting.”

This document aims at providing guidelines for on-line official business. Generally, there are three types of on-line BSA Board business:

- General information and updates on what is happening at the BSA
- General discussions of issues
- Approving official business

Electronic discussions and voting should only be used for practices that are generally perceived as normal business actions that require timely responses. Caution should be used in determining what is voted electronically. No significant, business, governance or strategic decisions should be considered electronically. Examples of this may include discussion and/or approval of an organization position, standard business action like approval of the auditors, a committee report or recommendations to the President on voting for AIA issues. Below are guidelines for electronic discussions and voting:

Moving a Motion:

- The Secretary (or relevant board member, which includes the Executive Director) will send an email posting the motion. The email header should include “BSA/AIA Board Motion/Vote” to identify the importance for Board members.
- If the motion and second is formulated by a committee, the motion and second may be posted with their motion and second. These directors should verify by email to the Board full board they made the motion and second.
- The motion and discussion should include all board members. All discussion must follow the same email thread; no other emails should be included on the thread.
- Before discussion and voting, the motion needs to be seconded by a Director.
- By unanimous approval, the Board may shorten the length of time for either discussion or voting.

Discussion:

- There should be a minimum of five days for discussion unless all agree to a shorter timeframe. The email should include a date/time (all times are EST) for the conclusion of both discussion and the voting term.
- Directors may vote during the discussion timeframe. If there is unanimous consent approving the motion during the discussion term, the vote is considered taken and the motion approved.

- The person making the motion, the President or Secretary, should send a reminder after three days that the motion is on the table and include a summary of any important points. If the discussion period is longer than five days, the reminder and summary points should be shared every three days after that.
- Any member can request an extension of discussion time. Such a request is approved automatically.

Making Amendments to a Motion:

- If the person who made the motion deems an amendment friendly, discussion continues with the amended motion.
- If the person who made the motion does not accept the amendment, then the Board pauses the discussion on the original motion and discusses and votes upon the amendment. The five-day discussion rule begins on the motion.

Voting:

- If consensus is reached at any point during either the discussion or voting period where all Directors have voted in favor of the motion, then the motion is approved.
- If consensus is not reached after discussion, the President or their designee will call for a vote by email. The email should include the date/time (EST) that voting will conclude. The subject header should include "BSA/AIA Board VOTE on x Motion." Directors should respond including all Board members with a message indicating "Yes," "No," or "Abstain." If abstaining, the Director will be asked for their reasoning, as it is generally discouraged unless there is a conflict.
- Because electronic voting does not allow the same opportunity for discussion, we require unanimous approval from all those who vote. If there is one "No" vote, the motion is tabled until the next Board meeting where all Directors have the opportunity to speak to the issue.
- No response from a board member counts neither for nor against the vote.

Additional Suggestions:

- All discussions should follow the same thread and subject line.
- Please keep comments concise and clear in short emails. If appropriate, use bullet points.
- Always include your name on the email.
- Indicate at the top of the email your name and if you are speaking for, against, or are asking for clarification on the motion.



Gift Acceptance Policy

The Boston Society of Architects/AIA (BSA) is the local component of the American Institute of Architects (AIA) is a 501C(6) located in Boston Massachusetts.

I. Purpose of Policies and Guidelines

These policies and guidelines govern the acceptance of gifts by the component and provide guidance to prospective donors and their advisors when making gifts to the Component. The provisions of these policies shall apply to all gifts received by the Component for any of its programs or services. The BSA will collaborate with the BSA Foundation and donor to determine the most appropriate response, placement and fulfillment of the gift.

The BSA solicits and accepts gifts for purposes that will help the organization further and fulfill our mission. The BSA urges all prospective donors to seek the assistance of personal legal and financial advisers in matters relating to their gifts, including the resulting tax and estate planning consequences. The following guidelines govern the acceptance of gifts made to the BSA for the benefit of any of its operations, programs or services.

II. Use of Legal Counsel – The BSA will seek the advice of legal counsel in matters relating to acceptance of gifts when appropriate. Review by counsel is recommended for:

- A. Gifts of securities that are subject to restrictions or buy-sell agreements.
- B. Documents naming the BSA as trustee or requiring the BSA to act in any fiduciary capacity.
- C. Gifts requiring the BSA to assume financial or other obligations.
- D. Transactions with potential conflicts of interest.
- E. Gifts of property which may be subject to environmental or other regulatory restrictions.

III. Restrictions on Gifts – The BSA will not accept gifts that:

- A. Would result in the BSA violating its corporate charter,
- B. Would result in the BSA losing its status as an 501(c)(6) not-for-profit organization,
- C. Are too difficult or too expensive to administer in relation to their value,
- D. Would result in any unacceptable consequences for the BSA,
- E. Are for purposes outside the BSA's mission.

Decisions on the restrictive nature of a gift, and its acceptance or refusal shall be made by the Executive Committee, in consultation with the Executive Director.

IV. Gifts generally accepted without review

1. **Cash.** Cash gifts are acceptable in any form, including by check, money order, credit card, or on-line. Donors wishing to make a gift by credit card must provide the card type (e.g., Visa, MasterCard, American Express), card number, expiration date, and name of the card holder as it appears on the credit card. III

2. **Marketable Securities.** Marketable securities may be transferred electronically to an account maintained at one or more brokerage firms or delivered physically with the transferor's endorsement or signed stock power (with appropriate signature guarantees) attached. All marketable securities will be sold promptly upon receipt unless otherwise directed by the BSA's Investment Committee. In some cases marketable securities may be restricted, for example, by applicable securities laws or the terms of the proposed gift; in such instances the decision whether to accept the restricted securities shall be made by the Executive Committee.
3. **Bequests and Beneficiary Designations under Revocable Trusts, Life Insurance Policies, Commercial Annuities and Retirement Plans.** Donors are encouraged to make bequests to the BSA under their wills, and to name BSA as the beneficiary under trusts, life insurance policies, commercial annuities and retirement plans. III
4. **Charitable Remainder Trusts.** The BSA will accept designation as a remainder beneficiary of charitable remainder trusts. III
5. **Charitable Lead Trusts.** The BSA will accept designation as an income beneficiary of charitable lead trusts.

V. Gifts Accepted Subject to Prior Review—Certain forms of gifts or donated properties may be subject to review prior to acceptance. Examples of gifts subject to prior review include, but are not limited to:

1. **Tangible Personal Property.** The Executive Committee shall review and determine whether to accept any gifts of tangible personal property in light of the following considerations: does the property further the organization's mission? Is the property marketable? Are there any unacceptable restrictions imposed on the property? Are there any carrying costs for the property for which the organization may be responsible? Is the title/provenance of the property clear?
2. **Life Insurance.** The BSA will accept gifts of life insurance where the BSA is named as both beneficiary and irrevocable owner of the insurance policy. The donor must agree to pay, before due, any future premium payments owing on the policy.
3. **Real Estate.** All gifts of real estate are subject to review by the Executive Committee. Prior to acceptance of any gift of real estate other than a personal residence, The BSA shall require an initial environmental review by a qualified environmental firm. In the event that the initial review reveals a potential problem, the organization may retain a qualified environmental firm to conduct an environmental audit. Criteria for acceptance of gifts of real estate include: Is the property useful for the organization's purposes? Is the property readily marketable? Are there covenants, conditions, restrictions, reservations, easements, encumbrances or other limitations associated with the property? Are there carrying costs (including insurance, property taxes, mortgages, notes, or the like) or maintenance expenses associated with the property? Does the environmental review or audit reflect that the property is damaged or otherwise requires remediation?

VI. Responsibility for IRS Filings upon sale of gift items: The Executive Director and Treasurer of the Component are responsible for filing IRS Form

October 16, 2018

BSA/AIA Election of Board, Officers and Elected Committees

The policies and procedures below support and expand upon the rules outlined in the BSA By-laws. Amending the Bylaws identified below requires a 2/3rds vote by the membership at an official Member Meeting. Amending the policies and procedures identified in this document requires a majority vote of the Boston Society of Architects (BSA/AIA) Board of Directors.

Voter Eligibility - Who is eligible to vote in BSA/AIA elections and membership meetings?

In accordance with the BSA/AIA Bylaws in Section 2.2 and the rules stated by the American Institute of Architects (AIA), only Assigned Architect Members of the AIA and BSA in good standing, and current members of the BSA/AIA Board of Directors are eligible to vote.

What BSA positions are elected?

BSA membership elects the Board, members to the BSA Ethics Committee, Membership Committee, Honors & Awards Committee, Nominating Committee, and the representatives to the AIA Massachusetts Board.

Qualifications of Board representation

Requirements for Directors and Officers are addressed in the Bylaws Section 3.2 and 4.1 and further expanded upon below,

The majority of the Board (typically 11 of the 20) must be Assigned Architect Members of the AIA and BSA.

No more than one-third or three (whichever is greater) Directors can be Associate AIA Members.

All Officers (President, Treasurer, and Secretary) must be Assigned Architect Members of the AIA and BSA.

The President-elect must:

- Have previously served at least one term on the BSA Board. It is preferable the President served within the last five years.
- Must have at least five years membership in good standing in the AIA

Board Representations - Who is on the Board?

The Board of Directors is comprised of twenty members that includes five leadership positions (President, President-elect, Past-President, Secretary and Treasurer); five strategic members (particular expertise to advise the Board on strategic focus areas); five public voices (BSA Foundation rep, 2 public reps, 2 student reps); and five affiliate voices (Associate AIA rep; Affiliate rep, BosNOMA rep, Architecture schools rep, and the Fellows rep). The Executive Director serves as an ex officio, non-voting member of the Board. Fifteen (15) of the 20 BSA Board of Directors are elected and five (5) are appointed and approved by the Board of Directors.

Board Representations - Who is elected?

Fifteen of the Directors are elected including the five leadership and five strategic members as well as the two Public Directors, Associate AIA Director, Affiliate Director, and the Fellows Director.

Traditionally, eleven of these positions are contested elections, where at least two candidates run for one position. Typically, five seats are elected each year.

Uncontested Positions: traditionally the Public Directors and the Treasurer are uncontested elections. The Public Directors are often influential community members who the BSA does not want to alienate by forcing them to run against another. The Treasurer is one of the more difficult positions to fill. We also look for Treasurers who are located near the BSA offices since the position can require signing printed documents.

Board Representation – Who is Appointed

Five of the fifteen board positions are appointed by other organizations: the BosNOMA representative, Architecture School representative, BSA Foundation representative, and the two Architecture Student representatives. These five positions are appointed by the individual organizations and ratified by the BSA/AIA Board. BosNOMA and the BSA Foundation select their representative Directors. The Architecture School and two Architecture Student representatives are appointed at a meeting of the schools.

BSA/AIA Elected Committees and BSA Representatives to AIA MA

Four BSA Elected Committees and the BSA representative to the AIA MA Board of Directors are also on the BSA ballot annually.

BSA Ethics Committee – The Committee consists of three members who serve three-year terms. One position is up for election each year. The most senior member serves as Chair before retiring at the end of the year. The Committee meets as needed. The members must have a commitment to and understanding of the AIA Code of Ethics. Their functions include:

- Educating members on the AIA Code of Ethics;
- Reviewing, and when necessary, make recommendations to the BSA Board about recommended changes to the AIA Code of Ethics;
- Facilitate conversations between parties regarding potential ethics violations and make recommendations on next steps that may include advancing the issue to the National Ethics Council or the MA Architectural Registration Board. The Committee itself has no authority.

BSA Membership Committee – The elected Membership Committee consists of nine members who serve three-year terms. Three positions are up for election each year. The three most senior members serve as co-chairs, before retiring at the end of the year and replaced by three new members. Committee members do not need to be BSA members, but should have a commitment to the BSA and our membership. The Committee's functions include:

- Make recommendations to the Board regarding eligibility requirements and admission procedures for membership;
- Study and make recommendations to the Board on issues affecting membership, and particularly focus on ways to improve and increase membership;

- Work and coordinate with the Board Membership Committee to support the strategic vision and agenda.

BSA Honors & Awards Committee – The Committee consists of six members who serve three-year terms. Two positions are up for election each year. The two senior most members serve as the Co-Chairs before they retire at the end of the year. The Committee meets 4-6 times a year, with most of the work happening January – May. Committee members do not need to be BSA/AIA members, but should have an excellent understanding and know architecture and architects. The Committee’s functions include:

- Nominating candidates to the BSA/AIA Board for all AIA National honors and awards.
- Recommend to the BSA/AIA Board nominations for approval of BSA/AIA honors (Award of Honor, Commonwealth Award, Honorary BSA and Flansburgh Young Architect Award).

BSA Nominating Committee – The Committee has ten members who serve three-year terms, and includes six elected members and four non-elected people: the President-elect, and three most recent past-Presidents. The most senior past-President serves as the Committee Chair. The Committee meets 4-6 times a year with most of the work happening January – June. Committee members should know a broad range of people in the BSA network who would make good leaders in the BSA. The Committee’s functions include:

- Works with the BSA/AIA Governance Committee to identify Board recruitment criteria.
- Identifies and recruits candidates to run for the BSA/AIA Board of Directors and elected committees.

BSA representatives to the AIA MA Board of Directors – The BSA has three representatives on the nine person AIA MA Board of Directors who each serve three-year terms. One position is up for election each year. There are three representatives from Central MA AIA and three from AIA Western MA who work with the Executive Director John Nunnari. Board members must be BSA/AIA members. The Board meets four times a year and as necessary between meetings. Their functions include:

- Monitoring legislative and regulatory issues affecting architects and issues concerning members;
- Working with lobbyists and partner organizations to advance the state advocacy agenda.

Election Process for Board and Committees

Fifteen of the Board members are elected by ballot by the membership, and five members are appointed representatives. BSA/AIA elections are mostly contested elections providing members with choices.

Below is an outline of the nomination and election process for the fifteen elected positions:

November/December – The BSA/AIA Governance Committee, led by the Secretary, is responsible for identifying candidate qualifications and criteria for the next year’s elections.

December/January – The Executive Director collects information from the Governance Committee and prepares the Nominating Packet that includes the open positions for election, the process for nominating, Board demographics, Director responsibilities and job descriptions, and additional support material. The packet also includes names of past candidates, Knowledge Community Chairs, and other possible candidates.

January/February - The Executive Director, working with the Nominating Committee Chair, calls for the first meeting of the Nominating Committee. The Committee is comprised of six elected members, the President-elect, and the three most recent Past-Presidents. The Chair is the most senior Past-President.

In most years, the Nominating Committee will identify five candidates for the Board, three candidates for the Membership Committee, two candidates for the Honors & Awards Committee, two candidates for the Nominating Committee, one candidate for the Ethics Committee, and one candidate for the BSA representative to the AIA Massachusetts Board of Directors.

The Executive Director works with BSA communications to request additional names of candidates.

At the first meeting, the Nominating Committee reviews the process and recommended candidate criteria.

January – May – The Nominating Committee identifies candidates for each position and reaches out to determine their interest. The Executive Director provides Nominating Committee members with a template for discussing elections with candidates.

June – The Nominating Committee presents the Ballot to the Board for ratification. The Board votes on the slate, generally only looking if there is a reason to disqualify a candidate. (At this point, the work of the Nominating Committee is done for the year).

The Executive Director notifies all candidates that the Board has ratified the slate of candidates and reviews the election process.

August – Candidates submit a 100-word bio and 100-word candidate statement.

September – BSA staff prepare the ballot in both print and electronic formats.

October – The ballot goes live electronically on the *first Tuesday* of October and members can begin voting. Eligible voters receive an email announcing the voting and announcements are regularly sent in Currents encouraging people to vote. In mid-October, a letter and printed ballot is mailed to all eligible voters.

Candidates are encouraged to “campaign” in a respectful manner and to encourage others to vote.

November – Voting closes on the first Tuesday of November (Election Day) at 5pm.

On Wednesday after the election, the votes are counted. The Executive Director notifies (phone and email) all candidates of the results, encouraging them to remain quiet until the next day when the full results are posted on the BSA website.

December – The new Board members are introduced at the BSA Annual Meeting.

Process for evaluating the BSA and BSA Foundation Executive Director

1. The Executive Director review process will become a yearly process marked by the following milestones:
 - a. The January BSA and BSA Foundation Board packets will include the Executive Directors key areas of responsibility and the goals that have been agreed upon. The goals will be measurable and based upon the ED's primary areas of responsibility.
 - b. Throughout the year the BSA President and BSA Foundation Chair will provide feedback to share with the Executive Director.
 - c. The Executive Director will complete a self-evaluation to share with the two Boards for their October meeting.
 - d. At the October BSA and BSA Foundation Board meetings, the President and Chair will seek input from the Boards for the Executive Director's review.
 - e. In October/November the President and Chair will seek staff input for a 360 assessment.
 - f. The BSA President and President-elect, along with the BSA Foundation Chair and Vice-Chair will meet with the Executive Director to assess performance and set goals for the coming year.

2. Performance standards
 - a. Performance standards will be built upon two critical areas:
 - i. The goals set out from the previous year
 - ii. The six key areas of ED responsibility – delivery on mission, strategy and goals; administrative and HR oversight; Community relations; Financial/Legal management; Fundraising; and Governance.

3. Follow up
 - a. Copies of all written evaluations are given to the ED and to the Controller who maintains all personnel records.
 - b. Boards will discuss how/if salary increases/bonuses will be tied to the evaluation.
 - c. Process will be evaluated and improved upon through discussions between the Boards, Board leadership and ED.

Key areas for assessment of the Executive Director

Below are the key areas of responsibility for the BSA and BSA Foundation Executive Director. These responsibilities essentially cover strategy, external affairs, financial oversight, fundraising, staff and working with the Boards.

1. Development & Delivery (Mission, strategy, goals)

- a. Provide leadership in ensuring the delivery of the mission, strategy and goals.
- b. Meets or exceeds annual goals
- c. Provides analysis, evaluation and assessment of activities to achieve goals
- d. Maintains and utilizes a working knowledge of developments and trends in the field.
- e. Keeps the Boards informed of progress, concerns and needs related to mission, strategy and goals.

2. Administration and Human Resources management

- a. Establishes and uses an effective management team and system
- b. Ensures compliance with personnel policies and state/federal regulations.
- c. Provides clear work assignments, delegating appropriate levels of authority and encourages staff development.
- d. Attracts, keeps and motivates diverse and high quality staff.

3. Community relations

- a. Serves as an effective spokesperson for the organizations
- b. Establishes and builds good, cooperative working relationships with AEC and design community, civic and government leaders and related organizations.

4. Financial Management

- a. Assures adequate control and accounting of all financial systems
- b. Prepares a budget that is reasonable and realistic in coordination with staff and Boards
- c. Maintains, executes and ensures compliance with federal, state and local regulations and requirements including all necessary legal documents.

5. Fundraising

- a. Develops realistic, ambitious fundraising plans
- b. Meets or exceeds revenue goals ensuring that funds are available for the organization to carry out work.
- c. Establishes positive relationships with donors, funders, foundations and others involved in fundraising.

6. Governance

- a. Works well with the Boards providing appropriate, adequate and timely information.
- b. Provides support to Boards' committees
- c. Keeps the Boards informed on the condition of the organization.

Succession planning

The primary purpose of this document is to prepare the BSA and BSA Foundation for an unplanned departure of the executive director. Key Board transition processes are identified in both the BSA and BSA Foundation by-laws. This document identifies the plans to address succession of the Executive Director in the event of either an unplanned absence or planned departure. The document includes:

- Identify the process for dealing with:
 - A temporary, unplanned short-term absence (3 months or less)
 - A temporary, unplanned long-term absence (longer than 3 months)
 - A permanent, unplanned departure
 - A permanent, planned departure
- Identify individuals who might stand in during an emergency situation.
 - A key component of the plan includes identifying those individuals who can stand in and providing the appropriate preparation for those people including training, readings, and familiarization with important job functions.

Emergency Succession Planning

1. **What is the succession plan in the event of a *temporary, unplanned short-term absence (3 months or less)***
 - a. Who notifies the Board of the executive director's unplanned absence?
 - i. The Managing Director(s) is responsible for notifying the BSA and BSA Foundation Boards. In the event s/ he is not available, the controller will notify the Boards.
 - b. What process will the Board take to appoint an Acting Executive Director?
 - i. We recommend the Boards each designate the Managing Director(s), outside of the President and Board Chair, to serve as an advisor to the and Acting Executive Director(s).
 - c. Do we create a standing appointee to the position of Acting Executive Director? (Should Executive Director responsibilities be divided among several designated appointees?)
 - i. We recommend Managing Director(s), be appointed the Acting Executive Director for the *BSA/AIA*; and the Acting Executive Director for the *BSA Foundation*. If there are two, they will work together to oversee operations and supervision.
 - d. Who are the first and second back-ups for the position should the stand-in be unable to assume the position?
 - i. If neither Managing Director is available, we recommend first back-up be one of the BSA's directors.
 - e. What is the plan by the Executive Director to provide training for appointees? Who is responsible for implementing this plan?

- i. The Executive Director meets periodically with the designees to familiarize them with primary responsibilities including work with the Board; strategic directions and planning; finances (working with the Controller); Fundraising (working with the Development Director); and important external relationships. The Executive Director is responsible for implementing the training.
 - f. What specific authority and restrictions will the appointee(s) have? Will appointee(s) have the same authority as the regular Executive Director or are certain authorities restricted?
 - i. The appointees will have the same authority as the Executive Director with caution around:
 - 1. Hiring/Firing – unless already in the works, or dire emergency
 - 2. Major unplanned MOU/partnership agreements, purchases or expenses
 - 3. Major new initiatives or strategic agendas.
 - ii. The appointees should seek advice from the Boards leadership, specifically the Executive Committee, before engaging in any of these actions.
 - g. What is the compensation package for the Acting Executive Director during their interim role?
 - i. Standard practice is a temporary salary increase to the entry level salary of the E.D. or to 10% above his/her current salary, whichever is greater. Depending upon the length of time, this may be adjusted in their paychecks or paid as a bonus.
 - h. Board oversight and support of the Acting Executive Director
 - i. The Board will be alerted to any special support needs of the Acting E.D.s as well as monitoring their work.
 - i. What is the communication plan and who should be notified in the event of an unplanned absence?
 - i. Board members from both the BSA/AIA and Foundation will be notified by the Managing Directors. Staff will be notified by the Managing Directors.
 - ii. Key government and civic leaders and officials, foundation, donors and supporters, and press will be reviewed annually by the executive director and a list will be maintained in the BSA Shared drive “governance” “succession planning”
- 2. What is the succession plan in the event of a *temporary, long-term, unplanned absence* (longer than 3 months)**
- o The procedures are the same as the short-term absence. The Boards should meet with the Acting Executive Director(s) to give consideration to temporarily back-filling the management position(s) left vacant by the Acting Executive Directors? This recognizes the Acting Executive Director may not reasonably be expected to perform the duties of both positions.
- 3. What is the succession plan in the event of a *permanent unplanned absence*?**

- The procedures are the same as the long-term temporary absence. The Boards should appoint a Transition and Search Committee to plan and carry out a transition to a new executive director.
- 4. All plans should be approved by the Boards of both the BSA and the BSA Foundation.**
- The plan should be signed by the BSA President, BSA Foundation Chair, the Executive Director and the appointees designated in the plan.
 - The plan should be reviewed annually by the BSA and Foundation Boards to identify any personnel changes.
 - Copies of the plan should be made available on the BSA and BSA Foundation Boards webpages, the Executive Director, and the Controller.

Departure-Defined Succession Planning

Typically succession planning for a longer-termed E.D. should begin two to three years before the departure date (most successful search firms require 18 months to complete a good transition). Key elements to successful “departure-defined succession” planning are:

1. Deal with personal and professional barriers for the departing ED, for example:
 - Future employability concerns;
 - Inadequate retirement savings;
 - Unfinished business in the current job; and/or
 - Loss of identity and status attached to current job.
2. Set the departure date.
3. Form a Succession Planning Committee.
4. Prepare a communications plan (how soon to tell whom and by what means).
5. Identify agency vulnerabilities via a “sustainability audit.”
6. Design and implement strategies to address the vulnerabilities.
7. Identify the agency’s broad strategic directions three to five years out.
8. Solidify the management team in light of agency vulnerabilities and skills demanded by the strategic directions.
9. Build the Board’s leadership abilities.
10. Back-up key executive relationships.
11. Put finances in order.
12. Build financial reserves and secure multi-year program funding.
13. Agree on the parameters of the ED’s emeritus role-if one is set up.
14. Set the executive search strategy, i.e., decide whether or not to use an executive recruiter.

Finding the successor

- Are there any internal candidates with the interest and ability to take on the role?
- Does the organization need an interim executive director to address the transitional needs?

Strategic leader development

- Create a strategic vision and clear sense of long-term goals and directions
 - Identify the leadership competencies necessary to achieve the vision, goals and directions
 - Create professional develop plans to assemble a pool of talented staff members who can meet future leadership needs
- Job Descriptions
 - Include core skills required for each position
 - Develop personal skill-building plans to fill gaps in skill sets
 - Create professional development plans for those who have the potential to assume greater responsibilities.

Succession Plan Check List:

- A strategic plan is in place with goals and objectives for the near term (up to three years), including objectives for leadership talent development.
- The board evaluates the executive director annually on general performance and achievement of strategic goals.
- The board, based on its annual self-evaluation, is satisfactorily performing its major governance jobs—financial oversight, executive support and oversight, policy development, and strategic planning.
- The executive’s direct reports, based on annual evaluations, are judged as solidly skilled for their positions.
- The top management cohort, as a high performing team:
 - Has a solid team culture in place in which members support one another and can reach decisions as a group efficiently and harmoniously;
 - Shares leadership of the organization with the executive in having significant input to all major agency decisions;
 - Can lead the organization in the absence of the executive; and
 - Has authority to make and carry out decisions within their respective areas of responsibility.
- Another staff person or board member shares important external relationships (major donors, funders, community leaders) maintained by the executive.
- A financial reserve is in place with a minimum of three months’ operating capital.
- Financial systems meet industry standards. Financial reports are up to date and provide the data needed by the board and senior managers responsible for the agency’s financial strength and viability.
- Operational manuals exist for key administrative systems and are easily accessible and up to date.
- Top program staff has documented their key activities in writing and have identified another staff person who can carry their duties in an emergency.

<http://www.compasspoint.org/et>

<http://www.aecf.org/resources/building-leaderful-organizations/>

2017 BSA Board Assessment

As this is the last meeting of the 2017 BSA Board (other than the annual meeting) and some members will be transitioning off the Board and new members will be joining, we thought it would be useful to get your feedback on a few items including your experience on the Board, and thoughts on the future work of the BSA. Please complete the following survey questions:

The BSA Board, like most non-profit Boards, has three main responsibilities:

- Strategic – Set the organization direction
- Position & Policy – articulate the organization's stance
- Fiduciary – Ensure the necessary resources
- Governance – Provide appropriate oversight

In assessing the BSA Board's performance this year, consider the following questions:

1. Was my role as a BSA Board member clearly defined so I could contribute effectively?
2. Were BSA Board meetings productive to setting the future direction of the organization?
3. Was I sufficiently involved in the decision-making process?
4. Were the strategic priorities relevant to the organization?
5. Was the Board fully engaged in the development, planning and implementation of strategy?
6. Are BSA financial matters being properly overseen and managed?
7. What recommendations do I have to improve the process?
8. What was the BSA's most significant accomplishment in 2017?
9. What is the most important area of concern the BSA should be attentive to for the future?
10. What recommendations do you have for 2018?

2022



BOSTON SOCIETY OF
ARCHITECTS/
AIA

[EMERGENCY ACTION PLAN]

Updated December 2022



EMERGENCY ACTION PLAN

Facility Name: Boston Society of Architects/ AIA

Facility Address: 290 Congress Street, Suite 200,
Boston, MA 02210

DATE UPDATED: December 2022

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EMERGENCY RESPONSE TEAM

The following personnel have been trained to ensure a safe and orderly emergency evacuation of other employees:

NAME	TITLE	RESPONSIBILITY	DATE
Sonnet Lockhardt			DEC 2022
Susan Green			DEC 2022
Maia Erslev			DEC 2022

*Responsible for overall coordination; collecting head counts/missing personnel info from team leaders after evacuation

EVACUATION ROUTES

- Evacuation route maps have been posted in each work area. The following information is marked on evacuation maps:

1. Emergency exits
2. Primary and secondary evacuation routes
3. Locations of fire extinguishers
4. Fire alarm pull stations' location
 - a. Assembly points

- Site personnel should know at least two evacuation routes

EMERGENCY PHONE NUMBERS

SECURITY (If applicable): (617) 603-7190 Atlantic Wharf Security

POLICE: (617) 343-4730 District C-6

FIRE DEPARTMENT: (617) 343-2880 Engine 10 Tower 3

PARAMEDICS: (617) 636-5566 Tufts Medical Center, Emergency Line

AMBULANCE: (617) 636-5566 Tufts Medical Center, Emergency Line

FEDERAL PROTECTIVE SERVICE: (617) 565-1212

BUILDING MANAGER (If applicable): (617) 603-7180 Boston Properties

IN CASE OF EMERGENCY, DIAL 911

EMERGENCY REPORTING AND EVACUATION PROCEDURES

Types of emergencies to be reported by site personnel are:

- MEDICAL
- FIRE
- SEVERE WEATHER
- BOMB THREAT
- CHEMICAL SPILL
- STRUCTURE CLIMBING/DESCENDING
- EXTENDED POWER LOSS
- THEFT
- PHYSICAL ATTACK OR THREAT

MEDICAL EMERGENCY

- Call medical emergency phone number (check applicable):

◆ Paramedics

◆ Ambulance

◆ Fire Department

◆ Other

Provide the following information:

- a. Nature of medical emergency,
- b. Location of the emergency (address, building, room number)
- c. Your name and phone number from which you are calling.

- Do not move victim unless absolutely necessary.

If personnel trained in First Aid are not available, as a minimum, attempt to provide the following assistance:

1. Stop the bleeding with firm pressure on the wounds (note: avoid contact with blood or other bodily fluids).

2. Clear the air passages using the Heimlich maneuver in case of choking.

- In case of rendering assistance to personnel exposed to hazardous materials, consult the Material Safety Data Sheet (MSDS) and wear the appropriate personal protective equipment. Attempt first aid ONLY if trained and qualified.

FIRE EMERGENCY

When fire is discovered:

- Activate the nearest fire alarm (if installed).
- Notify the local Fire Department by calling 911.
- If the fire alarm is not available, notify the site personnel about the fire emergency by the following means:

◆ Voice Communication ◆ Phone Paging

Fight the fire ONLY if:

- The Fire Department has been notified.
- The fire is small and is not spreading to other areas.
- Escaping the area is possible by backing up to the nearest exit.
- The fire extinguisher is in working condition and personnel are trained to use it.

Upon being notified about the fire emergency, occupants must:

- Leave the building using the designated escape routes.
- Assemble in the designated area (specify location):
- Remain outside until the competent authority announces that it is safe to reenter.

Designated Official, Emergency Coordinator or supervisors must:

- Disconnect utilities and equipment unless doing so jeopardizes his/her safety.
- Coordinate an orderly evacuation of personnel.
- Perform an accurate head count of personnel reported to the designated area.
- Determine a rescue method to locate missing personnel.
- Provide the Fire Department personnel with the necessary information about facility.
- Perform assessment and coordinate weather forecast office emergency closing procedures

Area/Floor Monitors must:

- Ensure that all employees, members and guests have evacuated the area/floor.
- Report any problems to the Emergency Coordinator at the assembly area.

EXTENDED POWER LOSS

In the event of extended power loss to a facility certain precautionary measures should be taken depending on the geographical location and environment of the facility:

- Unnecessary electrical equipment and appliances should be turned off in the event that power restoration would surge causing damage to electronics and effecting sensitive equipment.
- Facilities with freezing temperatures should turn off and drain the following lines in the event of a long term power loss.
 - Fire sprinkler system
 - Standpipes
 - Potable water lines
 - Toilets
- Add propylene-glycol to drains to prevent traps from freezing
- Equipment that contains fluids that may freeze due to long term exposure to freezing temperatures should be moved to heated areas, drained of liquids, or provided with auxiliary heat sources.

Upon Restoration of heat and power:

- Electronic equipment should be brought up to ambient temperatures before energizing to prevent condensate from forming on circuitry.
- Fire and potable water piping should be checked for leaks from freeze damage after the heat has been restored to the facility and water turned back on.

SEVERE WEATHER AND NATURAL DISASTERS

Tornado:

- When a warning is issued by sirens or other means, seek inside shelter.

Consider the following:

- Small interior rooms on the lowest floor and without windows,
 - Hallways on the lowest floor away from doors and windows, and
 - Rooms constructed with reinforced concrete, brick, or block with no windows.
- Stay away from outside walls and windows.
 - Use arms to protect head and neck.
 - Remain sheltered until the tornado threat is announced to be over.

Earthquake:

- Stay calm and await instructions from the Emergency Coordinator or the designated official.
- Keep away from overhead fixtures, windows, filing cabinets, and electrical power.
- Assist people with disabilities in finding a safe place.
- Evacuate as instructed by the Emergency Coordinator and/or the designated official.

Flood:

If indoors:

- Be ready to evacuate as directed by the Emergency Coordinator and/or the designated official.
- Follow the recommended primary or secondary evacuation routes.

If outdoors:

- Climb to high ground and stay there.
- Avoid walking or driving through flood water.
- If car stalls, abandon it immediately and climb to a higher ground.

Hurricane:

- The nature of a hurricane provides for more warning than other natural and weather disasters. A hurricane watch is issued when a hurricane becomes a threat to a coastal area. A hurricane warning is issued when hurricane winds of 74 mph or higher, or a combination of dangerously high water and rough seas, are expected in the area within 24 hours.

Once a hurricane **watch** has been issued:

- Stay calm and await instructions from the Emergency Coordinator or the designated official.
- Continue to monitor local TV and radio stations for instructions.
- Move early out of low-lying areas or from the coast, at the request of officials.
- If you are on high ground, away from the coast and plan to stay, secure the building, moving all loose items indoors and boarding up windows and openings.
- Collect drinking water in appropriate containers.

Once a hurricane **warning** has been issued:

- Be ready to evacuate as directed by the Emergency Coordinator and/or the designated official.
- Leave areas that might be affected by storm tide or stream flooding.

During a hurricane:

- Remain indoors and consider the following:
 - Small interior rooms on the lowest floor and without windows,
 - Hallways on the lowest floor away from doors and windows, and
 - Rooms constructed with reinforced concrete, brick, or block with no windows.

Blizzard:

If indoors:

- **Stay indoors!**

If there is no heat:

- Close off unneeded rooms or areas.
- Stuff towels or rags in cracks under doors.
- Cover windows at night.
- Eat and drink. Food provides the body with energy and heat. Fluids prevent dehydration.
- Wear layers of loose-fitting, light-weight, warm clothing, if available.

If outdoors:

- Find a dry shelter. Cover all exposed parts of the body.

If shelter is not available:

- Prepare a lean-to, wind break, or snow cave for protection from the wind.
- Build a fire for heat and to attract attention. Place rocks around the fire to absorb and reflect heat.

- Do not eat snow. It will lower your body temperature. Melt it first.

If stranded in a car or truck:

- **Stay in the vehicle!**

- Run the motor about ten minutes each hour. Open the windows a little for fresh air to avoid carbon monoxide poisoning. Make sure the exhaust pipe is not blocked.
- Make yourself visible to rescuers.
 - Turn on the dome light at night when running the engine.
 - Tie a colored cloth to your antenna or door.
 - Raise the hood after the snow stops falling.
- Exercise to keep blood circulating and to keep warm.

***In the case of severe weather and natural disasters, if given enough notice, office will close**

1. Given the bad weather prediction – please bring work home so you can work from the safety of your home if we need to close.
2. We close the gallery and office only if the Governor or Mayor declare a state of emergency and/or request non-essential businesses to close.
3. If the Governor or Mayor declare a state of emergency we will close:
 - a. We will send you an announcement message via email (please check email) and if possible through text. In addition to a general email to all staff, I will also ask Managing Directors to be in touch with those who report to them.
 - b. Susan and Communications (or a designee) will post a message on the BSA website and on the phones announcing our closing.
 - c. If you're not sure and you haven't heard from us – check our website or the Massachusetts Alerts website to see if the Governor has declared a state of emergency. If either the MA Governor or Boston Mayor make such a statement, you can assume we will be closed. If there is no statement, you can assume we are open.
4. If you have a program, activity or event scheduled that you are in charge of, you are responsible for working with Communications and Susan to make sure the word gets out about the program postponement/cancellation.
5. Committees and programs may be cancelled even if we are open. Susan will contact committee chairs to let them know they can decide to postpone their meeting. The program manager is responsible to decide if a program will/not be held and working with Communications notifying interested attendees.
6. If it is bad weather and we are open, but you do not feel safe coming to work, you may work from home. If you are concerned about an impending storm, bring your computer and work home with you.
7. If it is bad weather and do not have work with you, then you may take a vacation or personal day.

ACTIVE SHOOTER EMERGENCY

- **Avoid:** Building occupants should evacuate the facility if safe to do so; evacuees should leave behind their belongings, visualize their entire escape route before beginning to move, and avoid using elevators or escalators.
- **Barricade:** If evacuating the facility is not possible, building occupants should hide in a secure area (preferably a safe room), lock the door, barricade the door with heavy furniture, cover all windows, turn off all lights, silence any electronic devices, lie on the floor, and remain silent.
- **Confront:** If evacuating the facility or seeking shelter is not possible, building occupants should attempt to disrupt and/or incapacitate the active shooter by using improvised weapons, using aggressive force, and yelling.

Call 911. Be prepared to provide the dispatcher with as much information as possible, such as the following:

- What is happening.
- Where you are located, including building name and room numbers.
- Number of people at your specific location.
- Injuries if any, including the number of injured and types of injuries.
- Your name and other information as requested.

What to report- Try to note as much as possible about the assailant, including:

- What exactly did you hear – e.g., gunshots, explosions, etc.
- Specific location of the assailant.
- Number of assailants.
- Gender, race, and age of the assailant.
- Language of commands used by the assailant.
- Clothing color and style.
- Physical features- e.g., height, weight, facial hair, glasses.
- Type of weapons- e.g., handguns, rifle, shotgun, explosives.
- Description of any backpack or bag.
- Do you recognize the assailant? Do you know his/her name?

Take appropriate steps to reduce your vulnerability:

- Close blinds or curtains.
- Close and block windows.
- Turn off radios and computers.
- Silence cell phones.
- Place signs in exterior windows to identify your location and the location of injured persons.
- Keep people calm and quiet.

After securing the room, people should be positioned out of sight and behind items that might offer additional protection – walls, desks, file cabinets, bookshelves, etc.

- Wait for the "all-clear" message from authorities

Unsecured Areas- If you find yourself in an open area, immediately seek protection:

- Put something between you and the assailant.
- Consider trying to escape, if you know where the assailant is and there appears to be a safe escape route immediately available to you. Escape routes may include the surrounding neighborhood.
- If in doubt, find the safest area available and secure it the best way you can.

THEFT

When you discover the break-in

- If you're the first person on the scene and there are signs of a break-in, don't enter the premises - the intruder may still be inside. Report the break-in to police. If you're not the owner of the business, contact them or the manager and report the incident.
- If you've entered the building before realizing a break-in may have occurred, leave immediately if damage to the building, equipment or infrastructure makes the area unsafe.
- Take care not to disturb the scene and try to preserve the evidence until the police arrive. It's also really important to make a note of what you may have touched.
- Talk to the police about when you can reopen the business for usual trading.
- Make sure you provide support for any staff, contractors or visitors who may be impacted or distressed by the incident.

You need complete documentation

- Take photos of the scene and any damage before you start cleaning up
- Make note of what items, if any, have been stolen and make sure you have the details of any stolen equipment, such as serial numbers, photos, receipts etc.
- Contact your insurance provider so you can begin the claims process.

Review and upgrade

- Once the dust settles, make sure you undertake an in-depth review of your security measures. Find out how the intruder broke in and take steps to address any weaknesses.
- While you're at it, review how your business responded to the break-in. Did you or your involved know what to do?
- Review your policies and procedures and make adjustments where necessary and include them in your staff training.
- Check that your equipment is properly documented and up-to-date and review your insurance policy to make sure you're adequately covered. You can use Insurance Tracker to help register your equipment for easy access in the future.

TELEPHONE BOMB THREAT

INSTRUCTIONS: BE CALM, BE COURTEOUS. LISTEN. DO NOT INTERRUPT THE CALLER.

YOUR NAME: _____ TIME: _____ DATE: _____
 CALLER'S IDENTITY SEX: Male _____ Female _____ Adult _____ Juvenile _____ APPROXIMATE AGE: _____
 ORIGIN OF CALL: Local _____ Long Distance _____ Telephone Booth _____

VOICE CHARACTERISTICS	SPEECH	LANGUAGE
<input type="checkbox"/> Loud <input type="checkbox"/> Soft <input type="checkbox"/> High Pitch <input type="checkbox"/> Deep <input type="checkbox"/> Raspy <input type="checkbox"/> Pleasant <input type="checkbox"/> Intoxicated <input type="checkbox"/> _____ <div style="text-align: center;">Other _____</div>	<input type="checkbox"/> Fast <input type="checkbox"/> Slow <input type="checkbox"/> Distinct <input type="checkbox"/> Distorted <input type="checkbox"/> Stutter <input type="checkbox"/> Nasal <input type="checkbox"/> Slurred <input type="checkbox"/> _____ <div style="text-align: center;">Other _____</div>	<input type="checkbox"/> Excellent <input type="checkbox"/> Good <input type="checkbox"/> Fair <input type="checkbox"/> Poor <input type="checkbox"/> Foul <input type="checkbox"/> _____ <div style="text-align: center;">Other _____</div>
ACCENT	MANNER	BACKGROUND NOISES
<input type="checkbox"/> Local <input type="checkbox"/> Not Local <input type="checkbox"/> Foreign <input type="checkbox"/> Region <input type="checkbox"/> Race	<input type="checkbox"/> Calm <input type="checkbox"/> Angry <input type="checkbox"/> Rational <input type="checkbox"/> Irrational <input type="checkbox"/> Coherent Incoherent <input type="checkbox"/> Deliberate <input type="checkbox"/> _____ Emotional <input type="checkbox"/> Righteous <input type="checkbox"/> Laughing	<input type="checkbox"/> Factory <input type="checkbox"/> Trains <input type="checkbox"/> Machines <input type="checkbox"/> Animals <input type="checkbox"/> Music <input type="checkbox"/> Quiet <input type="checkbox"/> Office <input type="checkbox"/> Voices <input type="checkbox"/> Machines <input type="checkbox"/> Airplanes <input type="checkbox"/> Street <input type="checkbox"/> Party <input type="checkbox"/> Traffic <input type="checkbox"/> Atmosphere

BOMB FACTS

PRETEND DIFFICULTY HEARING - KEEP CALLER TALKING - IF CALLER SEEMS AGREEABLE TO FURTHER CONVERSATION, ASK QUESTIONS LIKE:

When will it go off? Certain hour? _____
 Time remaining? _____
 Where is it located? Building area? _____
 What kind of bomb? _____
 What kind of package? _____
 How do you know so much about the bomb? _____
 What is your name and address? _____

Call Security at (617) 603-7190 and relay information about call.

Did the caller appear familiar with plant or building (by his/her description of the bomb location)?

Write out the message in its entirety and any other comments on a separate sheet of paper.

Notify your supervisor immediately.

Revision History

Revision No.	Date
1	DEC 2022

Governance

Basic business continuity plan checklist

(Check items now in place. Check any additional items you plan to start putting in place.)

Collect a Key Documents Binder of the following items

In place	Planned	Item
		Board and staff rosters with contact information
		Emergency phone tree (of staff and board members)
		Computer external backup
		Cloud backup to computers
		List of passwords
		Major software licenses
		Building, security, and utility contacts
		Fire, police and municipal emergency contacts
		Articles of incorporation
		Bylaws
		Policy manual
		Insurance policies
		Premises deed, mortgage, or lease
		Vendor contracts
		IRS letter of determination
		IRS 990 forms, last 3 years
		Latest financial and bank reports
		Sales tax license and/or exemption
		W-4 forms for all staff
		Digital copy of Key Documents Binder in secure cloud storage
		Digital or paper copy of Key Documents Binder stored offsite

Facility preparations

In place	Planned	Item
		Train personnel on exits and a meeting point for an evacuation.

		Train personnel to operate fire protection and power shut-off.
		Designate Executive or President as principal decision-maker.

During an emergency

In place	Planned	Item
		Principal decision-maker orders shutdown.
		Evacuate to meeting point. Bring Key Documents Binder.
		Activate emergency response phone tree.
		Ensure safety of personnel on the scene.
		Notify local authorities of personnel unaccounted for.
		Brief staff on status.

After an emergency

In place	Planned	Item
		Alert insurers and appropriate government agencies.
		Record decision making. Videotape or photograph damage.
		Collect damaged property for insurance adjuster to view.
		Protect undamaged property if possible.
		Update members and AIA Component Relations on the status and how your activities are impacted.
		Provide employees with support in a shutdown.
		Update partners and vendors affected by a shutdown on status.

December 2019
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Rump Sessions

Bob Harris, CAE and DaVina Lara, CEO

A rump session is described as a meeting before or after the larger meeting.

In associations, a rump session might occur in the parking lot after the board meeting; a few directors hanging back to rehash what was decided.

At other times it is a call between directors to discuss association business. It could be a meet-up at lunch or the bar to talk about the upcoming board agenda.

The Scenario

Directors are anticipating the next board meeting. They received the agenda and supporting documents to study. They've had a thorough orientation about the importance of their governing roles.

As volunteers read the agenda, some might think, "I'll make a quick call to a few directors to ask their opinions, there is no problem in that." It sounds harmless.

Here's what happens. The director picks up the phone for a conversation about one action item in the packet. It's a recommendation for consideration and approval by the board.

It seems like the director is doing his or her due diligence. The call between directors begins innocently, but it easily digresses.

This is the beginning of what can go terribly wrong for leaders, developing into legal and organizational problems. The concerns may include antitrust violations, collusion, discrimination, apparent authority and voting blocks.

Some associations have adopted a policy: "Rump sessions involving the discussion of business matters are to be avoided."

As the conversation moves from a simple question, "What's your perspective on the recommendation," the discussion may expand to other agenda items, even so far as influencing the vote.

Directors should know their authority is limited. They have authority to act from "gavel to gavel," when the meeting is convened until it is adjourned. They do not wear their governing hat in between meetings.

At the rump session, perspectives of other board members might be discussed. “How do you think they will vote?” Directors should not be counting votes and lobbying outside the boardroom.

Directors may mistakenly convince each other they have all the facts. They might make an agreement to vote or suggest calling other directors to influence votes before the board meeting.

Without officers and staff present, there is no agenda nor minutes recorded to protect the directors. Confidentiality has been breached.

Facts and knowledge are missing, replaced by hearsay. Other directors realize what has occurred and feel left out. Distrust infects the board.

Inside the boardroom is the safe place for deliberation. Opinions and votes are to remain confidential.

The board should act as a unified body after meetings. No matter the outcome, directors must support the decisions of the board.

Rely on Staff

The staff, especially the association executive director, is the best source for information. Their answers will be knowledge-based, neutral and watching out for the interests of the board and organization.

Avoid rump sessions that exclude directors, breed distrust, and appear to count the votes before the board meeting.

#

Note: Bob Harris, CAE, provides free governance tips and templates at www.nonprofitcenter.com. DaVina Lara is the CEO at the Bridge Association of REALTORS® and Bridge MLS located in Berkeley. She has over 26 years of experience in association management. The importance of cutting-edge technology, education, advocacy, and service to community is the center of her organization and keeping her leadership on forefront of the everchanging environment.

BOARD-STAFF INTERACTION:

YOU ASK,

WHAT'S ACCEPTABLE, WHAT'S NOT?

WE ANSWER

Anyone new to working at a nonprofit may find themselves wondering what their role is in relationship to the board — an entity that has ultimate responsibility for the organization.

Can you expect to occasionally see board members around the office and, if so, how should you interact with them?

Will you be expected to take direction from them?

To collaborate with them on projects? Or are there invisible lines drawn somewhere that delineate the board's role and the staff's role — and are these lines that should not be crossed?

These are all good and valid questions — without one correct answer! The partnership between the board and the CEO or executive director, and the partnership between the board and the staff can be complicated and tricky to navigate at times. These partnerships will fluctuate based on where the organization is in its lifecycle and, sometimes, on the personalities of its key players.

Since its founding, BoardSource has fielded hundreds of questions related to board–staff partnerships. While most center on the board–chief executive partnership, many touch on the relationship between the board and staff. Some of the questions are general in nature;

others address specific issues and can be quite specific in nature. In an effort to help those who work at a nonprofit determine what role they play in the board–staff partnership, we present a few of those questions here.

Q:
What are the primary roles of the board, the CEO, and supporting staff?

When defining the role of the board, it is important to remember that it refers to the group, not to individual board members. The board functions as a team. Individual board members inherently have no authority, or individual rights, over the organization but must assume accountability for their own actions. The full governing body has three main foci:

- **Direction:** The board guards the purpose of the organization and, through guidelines, steers it in the right direction.
- **Oversight:** The board monitors the activities, the health, and the ethical behavior in the organization.
- **Resources:** The board ensures that the organization is well-equipped to fulfill its purpose, i.e., has adequate finances, capable staff, and an esteemed reputation.

Primary Role of Staff

In the beginning of a nonprofit's existence, it is common for board members to wear different hats, which may also include functioning in a staff capacity. When the board hires the first CEO or executive director, it delegates the daily management to that person. The chief executive reports to the board and any staff who are subsequently hired report to the chief executive. The staff helps the chief executive more efficiently implement the directives set in partnership with the board.

Primary Role of Chief Executive

The chief executive is responsible for maintaining regular contact with the board and, particularly, the chair. They keep the board informed about the issues and activities that are part of the organization's daily life. In fact, the board would have great difficulties making well-rounded decisions without constant input from the chief executive.

Working Together

It is not always easy, or even possible, to draw a clear line between governance and management. The board's duties center on its strategic framing and oversight roles. The chief executive, on the other hand, is responsible for making things happen with the help of the rest of the staff. However, both sides need each other's support—and availability, when requested—without veering off to micromanagement or 'über-control.'

SPECIFIC RESPONSIBILITIES

Q Oversight

Board: Health and Success of the Organization

- Drafts and/or approves broad policies to guide and protect the organization, board, staff, and the community the organization serves
- Monitors all legal requirements to ensure they get proper attention
- Hires the chief executive and delegates daily operations to them
- Expects regular and objective reports from staff

Chief Executive: Programs and Administration

- Monitors daily operations and ensures appropriate staff and operations policies are in place
- Hires staff and delegates operational responsibilities to them
- Shares all news, good and bad, with the board

Q Planning and Evaluation

Board: Strategic Framework for the Organization

- Adopts an overall strategic mindset, focusing on the big issues that matter most
- Actively participates in strategic sessions and retreats
- Annually evaluates the performance of the chief executive and determines appropriate compensation
- Evaluates its own performance regularly—at least every two to three years
- Assesses the organization's achievement of its goals via staff reports

Chief Executive: Strategic and Operational Plans

- Ensures that strategic planning happens with the board's appropriate involvement
- Leads operational planning and approves the plans for the staff
- Ensures a process for staff performance exists, approves staff compensation, and evaluates their own performance

Q Finances

Board: Fiduciary Duty

- Makes sure adequate financial expertise is present on the board
- Sets overall fiscal policies and ensures appropriate internal controls
- Approves the annual budget and carefully monitors the financial reports
- Hires an auditor and reviews the audit in an executive session with the auditor

Chief Executive: Financial Management

- With the help of the financial staff, prepares the annual budget and provides the board with regular financial statements
- With staff, handles the daily financial operations and monitors cash flow
- Defines financial policies and procedures for all daily money transactions

Q:
Do staff attend board meetings, and if so, how do they participate?

Those who report directly to the chief executive and/or serve as staff aides to board committees are often invited to appropriate segments of board meetings. They report on projects or programs and answer on-the-spot questions the board might have—in both cases, when asked to by the chief executive. In general, other staff members attend board meetings only for special purposes, such as reporting on a special project or providing administrative support to the chief executive.

Q:
How do staff members contribute to the board's work between meetings?

While the chief executive has the sole responsibility for implementing the board's directives, staff members play key roles in helping both the chief executive and the board do their work well, including:

- Provide informative reports to the chief executive that they can incorporate into their report to the board or communicate in some way to the board.
 - Create dashboards to help the board evaluate how well the organization is performing. Good data is essential to good governance, and boards depend on staff members to gather and present the data in an understandable manner.
 - Support the work of committees. Many boards have committees that relate closely to one or more staff assignments, such as fund development or finances. These staff members usually become the primary resource for committee chairs. Some may serve as staff liaisons to the appropriate committees. In this role, the staff can help committees and board members focus on board issues, not staff responsibilities.
- Respond to inquiries between meetings. The board should channel these requests through the chief executive so they are aware of the board's information needs.
 - Work as a team. Board members observe how well staff members get along, work together, and are loyal to the mission and one another.
 - Build relationships. Social exchanges between individual staff and board members can build mutual respect as well as board effectiveness. Staff and board members can have friendships as long as those friendships are not used inappropriately when it comes to the work of the organization.

Q:
No one wants to be micromanaged but is it possible for board members to be too removed from the day-to-day operations of the organization to make good decisions on behalf of the organization? And if so, how can this be remedied?

Vernetta Walker, BoardSource's former vice president of programs and chief governance officer, answers this question for us:

"When it comes to boards and governance, it would be nice if all things were formulaic—no gray zones, just black and white. Usually, that's not the case; so, the trick is to find a workable balance that allows the board to add value and to lead in a meaningful way while supporting and enabling the chief executive and staff to do their jobs.

Since its founding, BoardSource has taken the position that exceptional boards engage in macrogovernance—in defining, deliberating, and deciding matters most consequential to an organization's short- or long-term well-being—and do not cross the line into micromanagement by participating in the actual operations of the organization."

BOARD-STAFF INTERACTION: WHAT'S ACCEPTABLE, WHAT'S NOT. YOU ASK, WE ANSWER.

The extent to which a board micromanages or macrogoverns varies depending on the circumstances, such as the life stage of the organization, the internal capacity of the organization, and even the tenure of the chief executive. Sometimes precipitating events—such as an executive transition, discovery of financial mismanagement, a crisis, or lack of confidence in the chief executive—invite, or even require, the board to step in and play an active role.

Barring these kinds of circumstances, is it possible for the board to swing the pendulum too far to the other end of the spectrum and become too removed? Yes! If all information is funneled solely through the chief executive, they become the gatekeeper. Some would argue this promotes harmony and reinforces the authority of the chief executive. However, it also can disconnect the board from the culture of the organization, its constituents, clients, community members, staff, and funders.

When working with the chief executive, the board should look for appropriate opportunities to create board/staff/stakeholder committees, or task forces, so that the board has a better understanding of organizational culture and can hear from those who are directly involved in delivering, or are impacted by, the work of the organization. Boards should consider how they can formally get feedback from staff and stakeholders about organizational and chief executive performance. The board's role of supporting the chief executive is not at any or all costs.

Advancing the purpose of the organization requires a healthy culture of inquiry inside and outside the boardroom. Questioning and challenging assumptions, seeking information, and testing perceptions against realities can help reinforce strengths or expose weaknesses. Protecting the integrity of the organization is part of the board's job as stewards of the mission. This cannot be done sitting high up on a perch. Sometimes the board has to dive in. The key is to be transparent and thoughtful. The board should work with the chief executive to implement processes and opportunities that promote trust. They should also verify the accuracy of what's being presented to the board. Otherwise, the board may be surprised to learn the organization is not doing as well as it thought.

Q:
Our organization's chief executive just resigned, and the staff wants to be involved in the chief executive hiring process. Is it appropriate for the staff to be involved, and if so, how?

David Styers, a BoardSource senior governance consultant, weighs in here:

"Selecting the chief executive is one of the board's most important responsibilities. With the right person in place, the organization will be better equipped to succeed. For the board to choose wisely, it should follow a responsible search process. Appropriately involving the staff in that process is important. Staff can provide an internal view of the organization's daily needs that may not be clearly known by the board and that should be taken into consideration by the board.

As the board plans the transition process, it needs to discuss how and when to involve the staff. The board should start the search process with a clear consensus and understanding of the organization's current circumstances and its strategic and most pressing priorities and goals. The board must know what it expects a new chief executive to achieve.

This is a good place and time to involve the staff. On behalf of the board, the board chair should consider meeting with staff to discuss the transition process and to solicit its feedback. Because some staff may feel more comfortable sharing their opinions privately, the board chair also might offer to receive emails. Another place in the search process to involve staff is the interviewing stage. The board could invite a few key staff members who report to the chief executive to meet the leading candidates for the position and report back to the search committee with their opinions."

BOARD-STAFF INTERACTION: WHAT'S ACCEPTABLE, WHAT'S NOT. YOU ASK, WE ANSWER.

Board leaders also should remain open to the idea of identifying, developing, and promoting promising talent from within. When considering internal candidates, the board should exercise great care, however. It needs to recognize and honor the candidates' commitment to the organization not by granting them special consideration but by treating them seriously and with utmost respect.

Although a search committee takes the lead in the search for a new chief executive, it should keep the full board, as well as the staff, well informed as the search proceeds. Both board and staff members will be asked by stakeholders and the public about the search. All should speak with one unified voice concerning any details that may be made public. Certainly, the board must maintain confidentiality concerning who has applied and is being considered. Although the board is ultimately responsible for selecting and hiring a new chief executive, it would be remiss in not engaging the expertise and experience of the staff during the search process.

Tony Scucci, a BoardSource senior governance consultant, tackles this one:

Q:
Our board committees rely heavily on staff members to do the administrative tasks. Is this okay? What is an acceptable way to involve staff on board committees?

The board-staff relationship is one that has tremendous potential for constructive partnership or for misunderstanding and conflict. Like all relationships, it must be attended to. The best way to do this is to clarify roles, responsibilities, and mutual expectations and to challenge assumptions.

Because this question refers specifically to board committees, let's begin by agreeing upon a working definition of a board committee. Here's one for your consideration:

Board committees are the board's workforce. They report to the board and help carry out the board's mandate to oversee the organization, ensure its financial security, and plan for its future. Board committees generally do not include staff members (except, in some cases, the chief executive), though they are often supported by staff. Examples of board committees include executive, finance, and governance committees.

Often, the chief executive assigns a staff person to support a board committee. Although the chief executive should always be viewed as the primary link between board and staff, a designated staff person working directly with a board committee allows for more efficient and practical communication. This is especially true when board committees' oversight roles dovetail with specific staff responsibilities, such as finance. It is important to note, however, that the staff person assigned to work with a board committee is not a member of the committee; they support the committee while continuing to work for the chief executive.

There are multiple ways staff can bring real value to board committees and their work. Staff can, for instance, provide context, explain standards in the field, or help with background information. When appropriate, the staff member also may serve as the secretary to the committee to take notes, follow up on administrative tasks, and coordinate logistics.

Board committees can be particularly productive when they have professional staff support, but there must be clarity regarding roles, responsibilities, and mutual expectations among the committee chair, committee members, chief executive, and the staff person who supports the committee. If a board committee appears to be squandering staff time on redundant or unnecessary tasks, the chief executive should talk with the committee's chair to determine how the supporting staff member's workload might be lessened. In some instances, board committee members handle their committee's administrative tasks and utilize staff only as liaisons between the committee and the organization.

Finally, if the relationship between the committee and the staff person feels like it is going awry, it probably is. Don't wait for things to work out on their own; they seldom do. Attend to the task at hand, but also attend to the relationship; it is within that relationship that the task gets accomplished most efficiently and most effectively."

Q:
Is it appropriate for staff members to take their grievances to the board?

Unhappy or troubled staff members have been known to contact board members directly about management concerns. Unless a staff member suspects that the chief executive is engaged in illegal or unethical activities, this approach is rarely appropriate, however. Clear guidelines for staff members who are interested in voicing their concerns and for board members addressing staff complaints help create and support a healthy culture.

How the Board Should Respond

The chief executive is responsible for management issues and supervising the staff. When a staff member approaches a board member with a management complaint, it is important for the board member to react properly. While many factors, such as the seriousness and nature of the complaint or staff size, may dictate an appropriate response, there are some basic guidelines for the board member to follow:

- Encourage the staff member to meet and discuss the concerns with their direct supervisor or the chief executive. Remind them that the chief executive is responsible for overall management.
- If the concerns are general in nature, suggest the staff member communicate with peers and possibly form a delegation to approach the chief executive.
- If the complaint is anonymous, assess its seriousness and validity. Then ignore it (if appropriate), or bring it to the attention of the chair.
- If the complaint concerns specific actions by the chief executive that seem to have general implications on staff morale or direction the organization is taking, contact the chair.
- Generally, it is a good idea for the board member to share the complaint with the board chair.

Chair's Role

When a board member brings a staff complaint to the chair's attention, the chair should decide the next step:

- Discuss the seriousness of the complaint with the board member. Assess whether to contact the chief executive and/or the rest of the board in an executive session.
- If feedback is necessary, contact the chief executive — even informally. Ask the chief executive about the general issues in the complaint. Hear their side of the story.
- If the chief executive is aware of the concerns, discuss together what the remedy might be. If they need support, provide that. If solid advice is needed, give it.
- If the chief executive is unaware of potential problems with staff, this may signal a deeper conflict. Guide them to address any management issues with the staff.
- If it seems that the chief executive is the cause of the problem due to their management style or skills or other reasons that affect their effectiveness, ensure that these factors are taken seriously in the performance evaluation.
- If the chief executive has committed an illegal act, contact the board immediately and seek legal counsel on how to proceed. Depending on the situation, contacting the chief executive may not yet be appropriate.

Ways to Prevent Future Situations

- Ensure that a grievance policy exists. A grievance policy sets forth a clear communication process for staff to follow when filing a complaint.
- Commit to an annual assessment of the chief executive. This process allows the board to make sure that the organization has the appropriate leadership. Provide professional development or an executive coach for the chief executive. This allows the chief executive to sharpen essential skills or have a third-party advisor to offer counsel about difficult situations.



Q:
Our organization has a board liaison. What does this person do?

To help with the coordination of communication between the board and staff and other board–staff tasks, many nonprofits create the position of a corporate secretary or board liaison, who serves as the link between the board and senior management, as well as some outside constituents.

The idea of a position with direct access to the board and chief executive usually becomes attractive in a nonprofit with a multi-faceted scope and a relatively large scale of activities. A major benefit of a corporate secretary position for the board is having someone who supports the full range of board work from communications to logistics of board and committee meetings. The chief executive benefits from having a knowledgeable liaison between the senior staff and the board. It also frees them to focus on big issues rather than logistics.

To whom does the corporate secretary report? This is an important question and must be clarified for all parties. It is important to be explicit about who can hire or fire the person, or evaluate their performance.

- Chief executive: This is the most common situation. It is important to note that because this position requires full access to key organizational issues and documents, it goes beyond being an administrative position.
- Board: When the corporate secretary reports to the board, it is often a largely administrative position where individual board members rely on this person to handle some of their own duties.

The following are some of the functions a corporate secretary or board liaison may assume:

- Legal counsel: Assistance in researching background material on legal and liability issues
- Parliamentary order skills
- Governance expertise

Most of the tasks assigned to this position depend on the role definition. These responsibilities might include the following:

- Board meetings: Attend all meetings, manage meeting logistics, take minutes
- Liaison: Serve as the chief contact between the board and senior staff, provide administrative assistance to the board, assist in drafting key documents, keep organizational records, such as articles, bylaws, and minutes
- Advisor and trainer: Advise board members on key governance issue, assist with board member recruitment and orientation, assist in reviewing governance guidelines, stay on top of industry trends