



Board of Trustees

Governing Policies Manual

Adopted October 11, 2019, Effective October 11, 2019

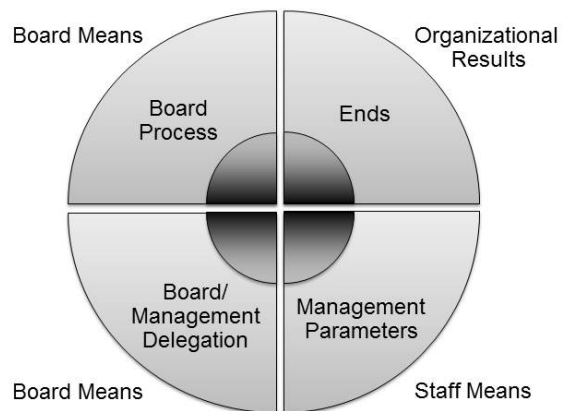


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Introduction

This Governing Policies Manual contains the current standing (ongoing) performance standards, values and expectations of the Board of Trustees (the “Board”) of The Construction Specifications Institute Foundation (“CSI-F” or “the Foundation”).

1. **Purpose:** This Manual is designed to help the Board approach decisions from the perspective of its own, previously established standards, values and expectations by:
 - A. Elevating efficiency of having all ongoing Board policies in one place.
 - B. Quickly orienting new Trustees to current policies.
 - C. Eliminating redundant or conflicting policies.
 - D. Having greater ease of reviewing current policy when considering new issues.
 - E. Providing clear, proactive policies to guide the CEO and staff, as well as Board officers, Trustees and committees.
2. **Consistency:** The Board will ensure that each policy in this document is consistent with the law, the Certificate of Incorporation and the Bylaws, all of which have precedence over these Board policies. While the Foundation has needs that are unique from CSI’s, the Board will also aim to ensure consistencies, and no contradictions, in these policies to the extent feasible. Except for time-limited or procedural-only Board decisions (approving minutes, appointing Board committees, etc.), which are recorded in Board meeting minutes, all standing Board policies shall be included or referred to in this document. The CEO is responsible for developing operational and administrative policies and procedures that are consistent with the standards set forth in this Manual.
3. **Transition:** Unless a prior Board resolution or contract obligates the organization with regard to a specific matter, these updated standards supersede previous Board resolutions. If an actual or apparent conflict arises between this Manual and other policies or Board resolutions, the matter shall be brought to the Board’s attention for resolution.
4. **Changes:** The Board will regularly review these policies and, as appropriate, refine them. Proposed revisions may be submitted for Board consideration, by any Trustee or by the CEO. Whenever changes are adopted, the updated document will be dated and promptly disseminated to the Board and CEO.
5. **Specificity:** Each new policy will be drafted to fit into the appropriate section of the Manual. For consistency, policies should be drafted starting with the broadest policy statement, then adding specificity down to the level of detail that the Board finds appropriate/necessary for Board action. The Board will afford discretion for implementation (allowing reasonable interpretation) when delegating further decisions to the Board Chair, Board Committees or the CEO.

Policy 1.0 Ends/Priority Results

Date of adoption / Last revision: October 11, 2019

1.0. Broadest Ends Statement:

CSI Foundation exists so that:

CSI has sustainable support and resources for its educational initiatives.

(with results optimizing return on available resources)

Priority Results (not reflecting any order of priority):

- 1.1 **THOUGHT LEADERSHIP: CSI has the resources to be a leader in building information and project delivery knowledge.**
 - A. White papers / presentations / academic studies
 - B. Research priorities include but are not limited to:
 - i. Current credentials emerging skill sets/needs

- 1.2 **WORKFORCE DEVELOPMENT: CSI has resources to support development of the built environment workforce.**
 - A. Resources support student achievement.
 - i. Students have experiential learning opportunities in a diverse and inclusive built environment
 - ii. Students are matched with employers
 - iii. Students and professionals have mentoring opportunities.
 - B. Scholarships support attendance at CSI events/courses.

- 1.3 **CURRICULUM DEVELOPMENT: CSI Foundation is recognized as a financial support vehicle for CSI.**

Policy 2.0 Governance Purpose/Commitment

Date of adoption / Last revision: May 14, 2018

The purpose of the Board of Trustees, on behalf of current and prospective CSI members is to ensure that The Construction Specifications Institute Foundation ("CSI-F" or "the Foundation"):

1. Achieves appropriate results for or on behalf of current and prospective CSI members (as specified in Board Ends policies) at an optimal cost and
2. Avoids unacceptable actions and situations.

Policy 2.1 Governing Philosophy and Values

Date of adoption / Last revision: May 14, 2018

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

Accordingly:

1. The Board will set performance standards and expectations for CSI-F through the careful articulation of written policies. The Board's primary focus will be on the achievement of intended long-term impacts for and on behalf of current and prospective CSI members, not on the administrative/operational means of attaining those results.
2. The Board will establish and adhere to its own performance expectations pertaining to matters such as attendance, meeting preparation and participation, policy-making, respect of roles, speaking to management, the membership and the public with one voice.
 - A. Continual Board development will include periodic discussion of its own performance, and orientation of new Trustees, upon their election, in the Board's governance process and these policies.
 - B. Orientation for new Trustees will include three primary components:
 - i. Governance process: Governance training including the principles underlying this document, and review of CSI-F's Bylaws and these policies.
 - ii. Current strategic issues: Overview and background information on significant issues being addressed and likely to be decided early in new Trustee's tenure.
 - iii. Operational overview: The CEO will provide new Trustees with a general overview the Foundation's operations.
5. Although the Board may change these governing policies at any time, it will diligently observe those currently in effect.
6. All on-going policies of the Board are contained in this document, and they remain in effect, unless amended or deleted by Board action.
7. The Board will be accountable for competent, conscientious and effective fulfillment of its governance obligations. The Board will not allow any officer, individual or Board-established committee to be an obstacle to this commitment.
8. The Board will regularly evaluate and strive to improve its performance. Self-assessment will compare Board activity and discipline to the standards set forth in these Board Process and Board-Management Delegation policies.
9. The Board will not allow the Foundation, in its hiring and other activities, to discriminate on the basis of race, creed, national origin, religion, age, disability, political affiliation, gender, sexual orientation, or marital, parental or military status.

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

Policy 2.2 Board Job Products

Date of adoption / Last revision: May 14, 2018

On behalf of current and prospective CSI members the Board's job is to define and ensure appropriate Foundation performance. To fulfill this role, the Board takes direct responsibility for three specific job products unique to its trusteeship role and necessary for proper governance and management:

1. **Connection with** current and prospective CSI members the Board will work in tandem with the CSI Board of Directors to develop its Ends priorities.
2. **Performance Standards:** The Board will maintain written performance standards, as set forth in these governing policies, addressing the broadest, and as appropriate, more defined levels all organizational decisions and situations.
 - A. Ends: Strategic results priorities describing intended organizational impacts, benefits, outcomes, recipients and their relative worth (what results, for which recipients, at what cost/priority).
 - B. Management Parameters: Constraints on executive authority defining the boundaries of prudence and ethics within which all management activity and decisions must take place.
 - C. Board Process: Specification of how the Board defines, carries out and assesses its own work.
 - D. Board/Management Delegation: How the Board delegates authority to management, and ensures its proper use; the CEO role, authority and accountability.
3. **Organizational Performance:** The Board will ensure Ends fulfillment, financial solvency and organizational integrity by holding itself accountable for effective governance as defined in these policies, and holding the CEO accountable for successful achievement of Ends and adherence to Management Parameters.
4. **Fund Procurement:** The Board will take responsibility for identifying sources and developing relationships to procure funding for Foundation activities and programs.
5. **Bylaws/Other:** The Board shall ensure fulfillment Bylaws obligations, and make decisions outside the boundaries of authority delegated to the CEO (as proscribed in *Management Parameters* policies).

Policy 2.3 Board Work Plan and Agenda Preparation

Date of adoption / Last revision: May 14, 2018

To fulfill its role, the Board will prepare and follow an annual work plan.

Accordingly:

1. **Annual Cycle:** The Board's annual planning cycle will conclude each year by March 31st, so that administrative planning and budgeting for the next fiscal year can be focused on addressing both long and short-term Ends.
2. **Work Plan Development:** The cycle will start at the Board's first meeting after April 1st, at which the Board Chair presents for the Board's consideration and approval a suggested work plan for the upcoming fiscal year's meetings. Considerations should include:
 - A. **Linkage with the CSI Board of Directors:** Connecting with the CSI Board to ensure alignment of short- and long-term Foundation priorities, and enabling CSI Board to realistically anticipate expected Foundation support in the coming year.
 - B. **Orientation/Training for New Trustees:** per policy 2.1.4, to include review of the Foundation's governance system and documents, overview of key strategic issues to be addressed early in new Trustees' tenure, and operational overview.
 - C. **Policy Review:** Ensuring that these policies accurately reflect the Board's standards/expectations for the Foundation, its Board and volunteers, and its activities. Primary emphasis will be on Ends priorities and targets.
 - D. **Assessment/Evaluation of CEO Performance:** Reviewing the schedule of planned monitoring activities to assure performance on Ends and Management Parameters policies.
 - E. **Board Self-Assessment:** Periodic review of the Board's fulfilling its performance expectations as set forth in its *Board Process* and *Board-Management Delegation* policies.
 - F. **Meeting/Activities Schedule:** Establishment of the schedule for the coming year's four regularly scheduled Board meetings, and key Foundation activities/events.
3. **Meeting Agendas:** The Board Chair will determine the agenda for any particular meeting, although individual Trustees and the CEO may request or recommend any appropriate matters for Board consideration.
 - A. A Trustee or the CEO may recommend or request a matter for Board discussion by submitting the item to the Board Chair at least thirty (30) days prior to the regularly scheduled face-to face Board meeting, and fourteen (14) days prior to regularly scheduled teleconference Board meetings.
 - B. To ensure Trustee preparation and informed participation, meeting agendas and packets (background materials for decision items on the agenda, monitoring reports, etc.) are to be received by Trustees at least fourteen (14) days prior to the scheduled face-to-face Board meeting and seven (7) days prior to regularly scheduled teleconference Board meetings.
 - C. By an affirmative vote of a majority of those present, additional matters may be added to the agenda of any regular Board meeting.
4. **CEO Monitoring:** The Board will act on the CEO's monitoring reports received prior to the meeting, determining by majority vote whether the report:
 - A. Conveys a reasonable interpretation of the respective policy.
 - B. Provides reasonable substantiation of compliance with the policy, as interpreted.
5. **CEO Annual Performance Evaluation Review:** Each year by March 31st, the Board will summarize and review its judgments of monitoring activities (monitoring reports, audits, etc.) received during the last year and will convey a summary evaluation to the CSI Board Chair.

Policy 2.4 Board Chair's Role and Authority

Date of adoption / Last revision: May 14, 2018

As the Foundation's chief governance officer, the Board Chair's primary role is to ensure the fulfillment of the Board's fiduciary and self-determined responsibilities, and secondarily to represent the Board to outside parties.

Accordingly:

1. The Board Chair's job is to ensure that the Board acts in a manner consistent with its policies and any requirements legitimately imposed upon it from outside the organization.
 - A. Agenda content will include only those issues that clearly (according to Board policy) belong to the Board to decide, consider, or to monitor, or to otherwise inform/educate the Board so it can best fulfill its responsibilities.
 - B. Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.
2. The Board Chair will lead and participate in the Board's assessment of its own performance.
 - A. Criteria for assessment will be the Board's adherence to its Board Process and Board-Management Delegation policies.
 - B. The Board will self-assess its overall performance no less frequently than once per year.
 - C. The Board will ensure that there is at least a brief assessment of each face-to-face meeting prior to adjournment, identifying factors that enhanced its productivity, as well as those that would have made the meeting more successful.
3. The Board Chair is authorized to make decisions consistent with the Board Process and Board/Management Delegation policies, with the exception of (a) employment/termination of the CEO, or (b) decisions pertaining to matters about which the Board has specifically delegated portions of its authority to others. The Board Chair may use any reasonable interpretation of these policies.
 - A. The Board Chair is empowered to preside at Board meetings with the commonly accepted power of that position, such as ruling and recognizing.
 - B. The Board Chair has no authority to make decisions within the Board's Ends and Management Parameters policy areas. Therefore, as the CEO is accountable to the Board as a whole, the Board Chair does not have authority to supervise or direct the CEO.
 - C. The Board Chair may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to the Board Chair.
 - i. The Board Chair may delegate this authority but remains accountable for its use.
 - D. Except where specified otherwise in Bylaws or Board Policies, the Board Chair may appoint Trustees, or others, as appropriate, to serve on Board Committees.

Policy 2.5 Trustees' Code of Conduct

Date of adoption / Last revision: May 14, 2018

The Board expects of itself and its members ethical, professional and lawful conduct, including proper use of authority and appropriate decorum when acting as Trustee. Accordingly:

1. **Duty of Loyalty:** Trustees must demonstrate loyalty to the interests of the current and prospective CSI members as a whole, superseding any conflicting loyalties such as that to segments of the membership (e.g. specific regions, chapters, the CSI Board of Directors, the College of Fellows, etc.), family members, advocacy or interest groups, staff, other organizations or any personal interests as a consumer of the Foundation's or CSI's services.
2. **Conflict of Interest Avoidance:** Trustees must avoid any conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or any conduct of private business or personal services between any Trustee and the Foundation except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information.
 - B. When the Board is to decide an issue about which a Trustee has an actual or potential conflict of interest, that Trustee shall disclose the conflict to the Board and recuse herself or himself without comment from not only the vote, but also from the deliberation.
 - i. A conflicting interest exists when a Trustee or a related party has a beneficial financial interest in the transaction of sufficient significance that it would reasonably be expected to exert an influence on that Trustee judgment if he or she were called upon to vote on the matter. Related parties include the Trustee's spouse, significant other, parents, children, siblings, siblings of the parent or spouse, and all other persons or entities in which the Trustee has an interest, partner, agent, or employee, or exerts control or influence, either directly or indirectly.
 - ii. In case of a dispute regarding the existence of a real or perceived conflict of interest, the Board shall vote as to whether a conflict is present, and the vote of the Board shall be final. The individual with the potential conflict of interest shall not vote.
 - iii. Trustees will annually sign a written statement affirming they have received, reviewed and understand this *Conflict of Interest* policy, and disclosing their involvements and interests that could give rise to a conflict of interest including, but not limited to their involvement or those of family members, as directors or officers of other organizations with vendors or other affiliations with other entities that might reasonably be perceived as a conflict. Trustees will promptly update their disclosures if, during the year, a material change in circumstances should occur.
 - iv. Trustees must not exert undue influence to obtain staff employment for themselves, family members or other individuals. Should a Trustee apply for staff employment, he or she must first resign from the Board.
3. **Lack of Authority as Individuals:** Trustees must not attempt to exercise individual authority over the organization.
 - A. Trustees' interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
 - B. Trustee's interaction with the media, public or other entities must recognize that Trustees are not to speak for the CEO or for the Board, except to repeat explicitly stated Board decisions.
 - C. Trustees will not publicly express individual judgments of the performance of the CEO or of other employees, other than when participating in the Board's monitoring functions.
4. **General Conduct:** Trustees must respect the confidentiality appropriate to issues of a sensitive nature.
5. **Obligation to Address Concerns:** A Trustee aware of credible information that suggests that a Board policy has been violated, by the Board, a Trustee or the CEO, has an affirmative obligation to bring the concern to the Board Chair. If the Board Chair is the subject of the concern, it should be brought to the Vice-Chair.
6. **Written Acknowledgement:** All Trustees are required to sign an acknowledgement of this policy annually.

Policy 2.6 Trustees' Individual Responsibilities

Date of adoption / Last revision: May 14, 2018

Trustee engagement and participation is integral to the Board's leadership success.

Therefore, each Board Trustee is expected to fulfill the following responsibilities:

1. **Commitment:** Prospective Trustees are expected to, as part of acceptance of appointment to the Board, and then annually, sign a Letter of Commitment indicating that they have reviewed and commit to abide by the Foundation's Bylaws and these Governing Policies, as may be amended from time to time.
2. **Attendance:** Trustees are expected to attend Board meetings on a regular and punctual basis. Absence from more than one-third of the Board's regularly scheduled Board meetings will constitute that Trustee's resignation from the Board.
 - A. In case of extenuating circumstances, a Trustee may request a waiver to this provision. Waivers may be granted only by vote of the Board.
3. **Preparation and Participation:** Trustees are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions.
4. **Committee Participation:** Trustees are expected to participate on Board Committees as may be assigned.
5. **Responsiveness:** Board members will be attentive to Board communications and respond promptly to staff and Board member requests for feedback.
6. **Members as Individuals:** The CEO is accountable to the Board as a whole and not to individual Trustees. Therefore, the relationship between the CEO and individual Trustees, including the Board Chair, is collegial and not hierarchical.
7. **Voluntarism:** Trustees may individually volunteer in operational capacities. In such situations, they are subject to the direct supervision of the CEO or responsible staff person.
8. **Financial Support to the Foundation:** Trustees are expected to give an annual personal gift to the Foundation.

Policy 2.7 Board Committee Principles

Date of adoption / Last revision: May 14, 2018

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

Accordingly:

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

Policy 2.8 Board Committee Structure

Date of adoption / Last revision: May 14, 2018

Board committees are those established by and with authority emanating from the Board regardless of whether composition includes non-Trustees. The only Board committees are those set forth below. Unless otherwise specified, the CEO, or his/her staff designee, will serve as a resource (non-voting member) for each Board committee.

(No Board Committees at this time)

Policy 2.9 Nomination and Election of Trustees and Officers

Date of adoption / Last revision: May 14, 2018 / October 5, 2023

The Board of Trustees will consider nominations and will elect its members and officers in accordance with the Bylaws and the following procedures:

1. Nomination and Election of Trustees:
 - A. By September 30, the Board will identify criteria and a nominating charge to include specific expertise, attributes, relationships, etc., that would be given highest priority and consideration for election and will inform the College of Fellows and/or CSI Board of Directors of seats to be filled. The College of Fellows and the CSI Board of Directors will be strongly encouraged to provide multiple nominees for the Board of Trustees' consideration.
 - B. By December 31, the College of Fellows and/or CSI Board of Directors will propose their respective nominee(s).
 - C. By January 31, the Board will vote on the proposed nominees. If a proposed nominee does not receive affirmative vote of the majority of the Board of Trustees, the Board will inform the College of Fellows or CSI Board of Directors of the need to propose alternative nominee(s).
 - D. Alternative nominees may be proposed within 60 days of such notification. If the Board of Trustees does not elect such nominee, it may, per the Bylaws, proceed with its own nomination and election process, with intent to maintain composition that includes two members of the College of Fellows.
 - E. The final election of Trustees for the successive elective year will take place no later than April 30.
 - F. On-boarding/orientation of newly elected Trustees will take place prior to their being seated on July 1.
2. Election of Officers: At its final meeting of the fiscal year, prior to June 30, the Board will elect officers for the subsequent year.

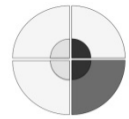
Policy 2.10 Budgeting for Board Prerogatives

Date of adoption / Last revision: May 14, 2018

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

Accordingly:

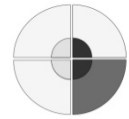
1. The Board will allocate resources to ensure that it has sufficient skills, methods and supports to assure excellence in its leadership.
2. Costs will be prudently incurred, but sufficient to ensure the development and provision of superior governance. Annual governance prerogatives to be considered and budgeted include costs for:
 - A. Board meeting and retreat costs (including Board travel).
 - B. Trustee travel/reimbursements (attendance at conferences, workshops, etc.).
 - C. Board training (governance consulting, publications, etc.).
 - D. Fiscal audit and other third-party monitoring of organizational performance.
 - E. Board committee functions.
3. The Board will establish its budget for these prerogatives in the next fiscal year each year by March 31st.



Policy 3.0 General Management Constraint

Date of adoption / Last revision: October 11, 2019

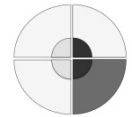
The CEO will not cause or allow any practice, activity, decision or organizational circumstance that is illegal, imprudent, or in violation of commonly accepted Association and Foundation management ethics and practices.



Policy 3.1 Interactions with Constituents

Date of adoption / Last revision: May 14, 2018

With respect to interactions with constituents (including but not limited to donors, sponsors, participants in Foundation or Foundation-supported functions), the CEO will not cause or allow conditions or procedures which are unfair, unsafe, untimely, unresponsive, undignified or which fail to provide appropriate confidentiality.



Policy 3.2 Treatment of Volunteers and Employees

Date of adoption / Last revision: October 11, 2019

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

Further, the CEO will not:

1. Operate without maintaining and ensuring that volunteers who hold positions of trust in CSI Foundation review and commit to abide by a Code of Ethics/Statement of Personal and Professional Standards of Conduct when acting in the CSI Foundation capacities.
2. Pertaining to employees, operate without ensuring adherence to pertinent standards as established by the CSI Board.

Policy 3.3 Financial Condition and Activities

Date of adoption / Last revision: October 11, 2019

With respect to the Foundation's financial condition and activities, the CEO will not cause or allow the development of fiscal jeopardy, or a material deviation of actual expenditures from the Board's Ends priorities.

Further, the CEO will not:

1. Expend more funds than have been received in the fiscal year to date, unless the liquidity and reserve requirement(s) below are met:
 - A. The CEO will not allow operating cash and cash equivalents to drop below that amount necessary to meet operating expenditures over a 90-day period.
2. Use Board-designated funds.
3. Indebt the Foundation, with exception of credit cards used for regular business purposes and paid in full each month.
4. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
5. Execute a purchase commitment, check or electronic funds transfer for operations of greater than \$2,500 unless such purchase was explicitly itemized in budget monitoring data previously disclosed to the Board. Splitting orders to avoid this limit is not acceptable.
6. Execute a check or Electronic Funds Transfer (EFT) for greater than \$10,000 without two Board authorized signatures.
7. Acquire, encumber, lease or dispose of real property.
8. Operate without aggressively pursuing material receivables after a reasonable grace period.
9. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
10. The CEO will not operate without clearly delineated procedures and limitations for reimbursement of authorized expenses incurred by Trustees, committee and task team members, and others who are entitled to reimbursement from the Foundation.
11. CEO expense reimbursements must be reviewed and authorized for payment by the Treasurer. CEO credit card statements must be reviewed and authorized within 30 days of payment by the Treasurer. If the Treasurer is not available, the Board Chair may review/authorize these payments.



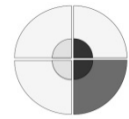
Policy 3.4 Asset Protection

Date of adoption / Last revision: October 11, 2019

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

Further, the CEO will not:

1. Allow the Foundation to be without sufficient insurance coverage, including:
 - A. Property and casualty losses to at least replacement value.
 - B. Liability losses to Board Members, staff and the organization itself in an amount equal to or greater than the average for comparable organizations.
 - C. Employee theft and dishonesty.
 - D. Cyber-liability.
 - E. Errors and Omissions.
2. Operate without codified policies and procedures to ensure consistency and professionalism in the Foundation's operations and programs.
3. Operate without employing risk management practices to minimize exposure of the organization, the Board, staff or their agents to claims of liability.
4. Allow any purchase without reasonable protection against conflicts of interest.
5. Allow a purchase of \$10,000 or more compared prices and quality.
6. Allow the Foundation's intellectual property, information, resources and files to be exposed to loss, improper access, misuse or significant damage.
7. Operate without adhering to a Records Retention Schedule, approved by qualified legal counsel, for the maintenance of documents and records.
8. Operate without internal controls over receipts and disbursements, and to prevent dissipation of assets, sufficient to meet the CSI Board-appointed auditor's standards (as set forth in the auditor's Management Letter and/or other correspondence).
9. Compromise the independence of the Board's auditor or other external monitors or advisors. Such parties may not be engaged by the CEO unless explicitly Board authorized.
10. Invest or hold operating capital in insecure instruments or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
11. Invest Board-designated reserve funds in a manner inconsistent with the Investment Policy.
12. Endanger the Foundation's public image or credibility.
13. Change the organization's name or substantially alter its identity.



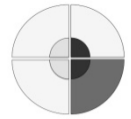
Policy 3.5 Financial Planning and Budgeting

Date of adoption / Last revision: May 14, 2018

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the Board's Ends priorities, risk financial jeopardy or fail to address multi-year planning needs and considerations.

Accordingly, the CEO will not allow budgeting that:

1. Risks incurring those liquidity situations or conditions described as unacceptable in the Financial Conditions and Activities policy.
2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received.
4. Omits allocation for Board activities per the Budgeting for Board Functions policy (see policy 2.10, "Board Process").



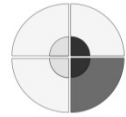
Policy 3.6 Emergency Management Succession

Date of adoption / Last revision: May 14, 2018

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

Further, the CEO will not:

1. Operate without at least one (1) member of the CSI management team sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.



Policy 3.7 Board Awareness and Support

Date of adoption / Last revision: October 11, 2019

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

The CEO will not:

1. Withhold, impede or confound information necessary for the Board's informed accomplishment of its job.
The CEO will not:
 - A. Neglect to submit monitoring reports (including the CEO's policy interpretations, as well as compliance data) required by the Board (see Monitoring CEO Performance policy in Board-Management Delegation) in a timely, accurate and understandable fashion.
 - B. Let the Board be unaware of any actual or anticipated noncompliance with any Ends or Management Parameters policy, regardless of the monitoring schedule set forth by the Board.
 - C. Let the Board be without objective background/decision information it periodically requests, or unaware of relevant trends or incidental information (e.g., anticipated adverse media coverage, threatened or pending lawsuits, or material external and internal/organizational changes). Notification of planned and material internal changes is to be provided in advance, when feasible.
 - D. Let the Board be unaware of any Board or Trustee actions that, in the CEO's opinion, are not consistent with the Board's own policies on Board Process and Board-Management Delegation, particularly in the case of Board or Trustee behavior that is detrimental to the work relationship between the Board and the CEO.
 - E. Present information in unnecessarily complex or lengthy form or without differentiating among three types of written communications: 1) monitoring, 2) decision preparation or "action item" and 3) incidental/FYI.
2. Allow the Board to be without logistical and administrative support for official Board, officer or committee communications and functions.
3. Deal with the Board in a way that favors or privileges certain Trustee over others except when:
 - A. Fulfilling individual requests for information, or
 - B. Responding to officers or committees duly charged by the Board.
4. Neglect to submit for the Board's Agenda those items delegated to the CEO yet required by law, regulation or third party to be Board-approved, along with applicable monitoring information.

Policy 4.0 Board/Management Connection

Date of adoption / Last revision: May 14, 2018

The Board's official connection to the operating organization, its achievements and conduct is through the chief executive officer ("CEO").

Policy 4.1 Unity of Control

Date of adoption / Last revision: May 14, 2018

The Board of Trustees acts with one voice in establishing expectations of the CEO.

Accordingly:

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

Policy 4.2 Accountability of the CEO

Date of adoption / Last revision: May 14, 2018

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

Accordingly:

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

Policy 4.3 Delegation to the CEO

Date of adoption / Last revision: May 14, 2018

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

Accordingly:

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

Policy 4.4 Monitoring CEO Performance

Date of adoption / Last revision: May 14, 2018

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

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not address accomplishment of Ends and compliance with Management Parameters will not be considered in the Board's evaluation of CEO performance.
2. Ends and Management Parameters policies may be monitored by one or more of three methods:
 - A. Internal Reports: The CEO discloses in writing his/her policy interpretations, along with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review. As appropriate in a given context, the CEO may present information supporting the "reasonableness" of his/her interpretation.
 - B. External Reports: An external, disinterested third party selected by and reporting to the Board assesses accomplishment of, or compliance with, Board policies, as reasonably interpreted by the CEO.
 - C. Direct Board Inspections: A designated Trustee(s) or committee assesses CEO compliance with a given policy, as reasonably interpreted by the CEO.
3. In every case, the Board is committed to accepting any reasonable CEO interpretation of the Board policy being monitored. The Board is the judge of reasonableness, and will always use the "reasonable person" test (whether what the CEO did was what a reasonably prudent executive would do in that context), even if those choices differ from those the Board or any of its members may have made.
4. In every case, the Board will judge whether:
 - A. The CEO's interpretation is reasonable, and
 - B. Data demonstrate reasonable accomplishment of, or compliance with, the CEO's interpretation.
5. Interpretations determined by the Board not to be reasonable, or data determined not to demonstrate reasonable accomplishment of, or compliance with, a Board policy as interpreted, will be subject to a remedial process agreed to by the Board.
6. All policies instructing the CEO will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:

Policy 4.4 Monitoring CEO Performance, continued

Date of adoption / Last revision: April 12, 2022

| CEO MONITORING SCHEDULE | | | |
|--|---------------------------------------|---------------|-------------------------------|
| POLICY | METHOD | FREQUENCY | SCHEDULE (BY END OF MONTH) |
| Ends/Priority Results (In Meeting Packet) | | | |
| 1.0 Broadest Ends Statement | Internal (Period ends March 31) | Annually | Spring |
| 1.1 Thought Leadership | Internal (Period ends March 31) | Annually | Spring |
| 1.2 Workforce Development | Internal (Period ends December 31) | Annually | Winter |
| 1.3 Curriculum Development | Internal (Period ends December 31) | Annually | Winter |
| | | | |
| | | | |
| Management Parameters (By End of Month) | | | |
| 3.0 General Management Constraint | Internal | Annually | August |
| 3.1 Interactions with Constituents | Internal | Annually | August |
| 3.2 Treatment of Employees and Volunteers | Internal | Annually | August |
| 3.3 Financial Condition and Activities | Internal | Quarterly | Oct/Jan/Apr/Aug (year-end) |
| | External | Annually | December |
| 3.4 Asset Protection | Internal | Annually | October |
| 3.5 Financial Planning and Budgeting | Internal (Budget Forecast) | Semi-annually | January/May |
| 3.6 Emergency Management Succession | Internal | Annually | August |
| 3.7 Board Awareness and Support | Internal | Annually | August |
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