



ENDS

ENDS POLICY OF PROVENDER ALLIANCE

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 04/10/10

DATE OF REVISION: 05/05/12

Provender Alliance exists to educate and inspire our community at a reasonable cost.

1. Our community is primarily Provender members and also includes organizations and individuals in the natural products industry, and organizations and individuals with shared values.
2. Our community will be better educated in areas that include:
 - current industry trends and topics
 - economic, social and cultural change
 - ensuring a vibrant natural products industry
 - environmental issues
 - activism
 - models for sustainable ethical business practices and environmental stewardship
 - integrity
3. Our community is inspired to:
 - make positive change
 - cultivate new ideas
 - make new connections
 - educate and inspire others
 - be present and appreciate and create a sharing, nourishing and celebratory environment.

We are motivated, influential passionate leaders.



EXECUTIVE LIMITATIONS

GLOBAL EXECUTIVE CONSTRAINT

DATE OF ADOPTION: 08/10/08

The E.D. will not cause or allow any organizational practice, activity, decision, or circumstance which is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL-1 POLICY TITLE: CUSTOMER SERVICE

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 06/12/09

DATE OF REVISION: 2/21/13

With respect to interactions with the Provender community, the E.D. will not cause or allow conditions, procedures, or decisions that are unwelcoming, unsafe, disrespectful, unnecessarily intrusive, culturally insensitive or unsatisfactory.

The E.D. will not:

- EL-1.1 Allow any interaction to be disrespectful or reflect poorly on the organization.
- EL-1.2 Fail to foster an environment of superior customer service.
 - EL 1.2.1 Allow staff and volunteers to go without the tools and information necessary to provide excellent customer service.
- EL-1.3 Elicit information for which there is no clear necessity.
- EL-1.4 Fail to secure all collected information against improper access.
- EL-1.5 Fail to hold events in facilities that are safe, pleasant, and accessible.
- EL-1.6 Fail to establish a clear agreement about expectations of any services offered.
- EL-1.7 Fail to inform members or potential members about how collected information will be used and stored.
- EL-1.8 Fail to provide an avenue for voicing concerns and make a good faith effort to reach a satisfactory resolution.

Monitor annually by internal report and direct inspection



POLICY TYPE: EXECUTIVE LIMITATIONS

EL-2 POLICY TITLE: TREATMENT OF WORKERS

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 07/24/10

DATE OF REVISION: 02/16/12

DATE OF REVISION: 02/21/13

With respect to the treatment of paid and unpaid workers the E.D. will not cause or allow conditions that are unfair, undignified, disorganized, unclear or disrespectful.

The E.D. will not:

- EL-2.1 Operate without written worker procedures and guidelines which:
 - EL-2.1.1 clarify job descriptions for key positions
 - EL-2.1.2 provide procedures or instructions for other workers tasks
 - EL-2.1.3 are given to workers in a manner and time-frame that facilitate success in their work
- EL-2.2 Fail to create a welcoming environment that honors the dignity and value of all workers.
- EL-2.3 Fail to encourage workers to participate and use their skills to assist with the work of the organization.

Monitor annually by internal report and direct inspection.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL-3 FINANCIAL PLANNING/BUDGETING

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 05/18/11

DATE OF REVISION: 04/19/12

Budgeting will not deviate significantly from the board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

The ED will not:

- EL-3.1 Work without a multi-year plan that includes a focus on achievement of Ends policies.
- EL-3.2 Allow budgeting that risks the financial health of the organization.
- EL-3.3 Fail to submit a completed budget and multi-year plan to the board prior to January of each year.
- EL-3.4 Fail to inform the board if the financial condition of the organization deviates significantly from the budget

Monitor annually by internal report and by direct inspection of budget and multi-year plan.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL-4 FINANCIAL CONDITION AND ACTIVITIES

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 06/12/09

DATE OF REVISION: 06/16/11

DATE OF REVISION: 04/19/12

DATE OF REVISION: 08/16/12

The E.D. will not cause or allow fiscal jeopardy to the organization or significant deviation of expenditures from board priorities established in Ends policies.

The E.D. will not:

EL-4.1 Deviate significantly from the annual budget without justification.

EL-4.2 Fail to settle payroll and debts in a timely manner.

EL-4.2.1 Change the E.D.'s own compensation and/or benefits.

EL-4.3 Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.

EL-4.4 Allow funds to be invested in institutions that do not reflect the organization's values.

EL-4.5 Allow organization's liquid assets to drop below \$50,000 at any time.

EL-4.6 Fail to spend funds on priorities expressed in the Ends policies.

EL-4.7 Allow the board to go un-notified of non-compliance with any portion of this policy at any time, regardless of monitoring schedule.

Monitor annually by internal report and annually by direct inspection consisting of an annual tax return and cover letter provided by our CPA to be submitted to the board treasurer.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL-5 EMERGENCY E.D. SUCCESSION

DATE OF ADOPTION: 08/10/08

In order to protect the organization from sudden loss of E.D. services, the E.D. will not operate without an up-to-date contingency plan which would allow someone designated by the board to take over with reasonable proficiency as an interim successor.

EL-5.1 The E.D. will not allow the contingency plan to contain less than the information required to:

EL-5.1.1 Coordinate and conduct the Conference

EL-5.1.2 Publish the Journal

EL-5.1.3 Manage the Website

Monitor annually by internal report



POLICY TYPE: EXECUTIVE LIMITATIONS

EL-6 ASSET PROTECTION

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 12/15/11

The E.D. will not cause or allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The E.D. will not:

- EL-6.1 Fail to insure adequately against theft and casualty losses and against liability losses to staff and the organization itself.
- EL-6.2 Unnecessarily expose the organization, its board or staff to claims of liability.
- EL-6.3 Subject equipment to improper wear and tear or insufficient maintenance.
- EL-6.4 Fail to protect intellectual property, information and files from loss or significant damage.
- EL-6.5 Receive, process or disburse funds under controls that are insufficient to meet acceptable accounting standards.
- EL-6.6 Invest or hold operating capital in unsecured instruments, including uninsured checking accounts or investments in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
- EL-6.7 Endanger the organization's public image, credibility, or its ability to accomplish Ends.

Monitor annually by internal report



POLICY TYPE: EXECUTIVE LIMITATIONS

EL-7 COMPENSATION AND BENEFITS

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 07/28/12

With respect in specific compensation ranges (e.g. keynote speakers, presenters, board members, work trade, volunteers, etc), the E.D. will not cause or allow jeopardy to fiscal integrity or public image.

EL-7.1 Unevenly distribute compensation and benefits within each worker compensation range.

EL-7.1.1 Compensate keynote speakers outside of industry standards.

EL-7.2 Promise or imply permanent employment or benefits.

EL-7.3 Allow workers to go uninformed of available compensation and benefits to workers

Monitor annually by internal report



POLICY TYPE: EXECUTIVE LIMITATIONS

EL-8 COMMUNICATION AND SUPPORT TO THE BOARD

DATE OF ADOPTION: 08/10/08

REVISED ON: 01/16/09

REVISED ON: 06/12/09

REVISED ON: 05/17/12

REVISED ON: 04/11/13

The E.D. will not permit the board to be uninformed or unsupported in its work.

The E.D. will not:

- EL-8.1 Withhold, impede, or confound information relevant to the board's informed accomplishment of its job.
 - EL-8.1.1 Neglect to submit monitoring data required by the board.
 - EL-8.1.2 Allow the board to be unaware of any actual or anticipated noncompliance with any policies at any time.
 - EL-8.1.3 Present information in unnecessarily complex or lengthy form.
 - EL-8.1.4 Let the board be unaware of any threatened or pending lawsuits.
 - EL-8.1.5 Fail to inform the board if, in the E.D.'s opinion, the board is not in compliance with its own policies.
 - EL-8.1.6 Fail to inform the board if a policy is unworkable.
 - EL-8.1.7 Fail to provide the board with a current member list and a non-renewing member list each year, in accordance with the board calendar.
- EL-8.2 Withhold from the board and its processes logistical and clerical assistance.
 - EL-8.2.1 Fail to provide pleasant and efficient setting and arrangements for board and board committee meetings.
- EL-8.3 Impede the board's unity or allow the board to be unsupported in its work.
 - EL-8.3.1 Treat board members unequally when fulfilling requests that the E.D. does not deem over burdensome to the organization's resources.
 - EL-8.3.2 Allow the board to be uninformed of member concerns or feedback regarding the board's activities or behavior.

Monitor annually by internal reports and by direct inspection.



POLICY TYPE: EXECUTIVE LIMITATIONS

EL-9 MEMBERSHIP GROWTH AND RETENTION

DATE OF REVISION: 01/19/12

DATE OF REVISION: 1/9/15

In order to perpetuate the organization, the E.D. will neither cause nor allow a lack of growth in the membership base.

The E.D. will not:

EL-9.1 Allow a lack of growth in membership each year.

EL-9.1.1 Growth will be measured in the number of members.

EL-9.2 Fail to create and distribute a bi-annual survey developed by the board, with E.D. input, for member feedback regarding the organization's performance.

EL-9.3 Allow the board to go un-notified of the results of the survey.

EL-9.4 Allow long term, non-renewing members to leave without being contacted to ensure a good faith effort has been made to gain their continued support.

EL-9.4.1 Long term is 5 years or more.

EL-9.4.2 Good faith effort includes at least one email and one phone call.

Monitor annually by internal reports in conjunction with G-13.



GOVERNANCE PROCESS

GLOBAL GOVERNANCE COMMITMENT

DATE OF ADOPTION: 08/10/08

The purpose of the board on behalf of the current membership, is to see to it that Provender Alliance (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in Board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in Board Executive Limitations policies).



POLICY TYPE: GOVERNANCE PROCESS

G-1 GOVERNING STYLE

DATE OF ADOPTION: 08/10/08

REVISED: 04/03/2010

REVISED: 04/19/12

The board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and executive director roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) pro-activity rather than reactivity.

Accordingly:

- G-1.1 The board will cultivate a sense of group responsibility. The board will be responsible for ensuring excellence in governing. The board will be proactive and be an initiator of policy. The board will recognize that the ED is not responsible for governance and policy, but rather the ED can be an excellent internal source and collaborator.
- G-1.2 The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts of the organization, not on the administrative or programmatic means of attaining those effects.
- G-1.3 The board will enforce upon itself progressive discipline as needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe those currently in force scrupulously.
 - G-1.3.1 Progressive discipline may include these steps:
 - The board president will address the offending board member, restate board expectations and explain the consequences.
 - The board as a group will address the offending board member, restate board expectations and explain the consequences.
 - The offending board member will remove him/herself from the board.
 - The board has the option to remove the offending board member in accordance with the bylaws of the organization.



- G-1.4 Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
- G-1.5 The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.
- G-1.6 The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

Monitor Annually



POLICY TYPE: GOVERNANCE PROCESS

G-2 BOARD JOB RESPONSIBILITIES

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 12/21/10

DATE OF REVISION: 05/17/12

DATE OF REVISION: 06/21/12

Specific job outputs of the board, as an informed agent of the membership, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to create:

- G-2.1 The link between the membership and the operational organization.
- G-2.2 Written governing policies that address the broadest levels of all organizational decisions and situations.
 - G-2.2.1 Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - G-2.2.2 Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - G-2.2.3 Governance Process: Specification of how the board conceives, carries out and monitors its own task.
 - G-2.2.4 Board-E.D. Linkage: How power is delegated and its proper use monitored; the E.D. role, authority, and accountability.
- G-2.3 Assurance of successful organizational performance on Ends and Executive Limitations.
 - G-2.3.1 Ensure that there is a follow-up plan by the next board meeting for out of compliance policies.
- G-2.4 Consistent avenues of communication. In order to achieve this end, all Board members are required to have access to both the Internet and a computer.

Monitor Annually



POLICY TYPE: GOVERNANCE PROCESS

G-3 AGENDA PLANNING

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 06/21/12

To accomplish its responsibilities with a governance style consistent with board policies, the board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and b) continually improves board performance through board education and enriched input and deliberation.

- G-3.1 The cycle will start with the board's development of its agenda for the next year and conclude 12 months later.
 - G-3.1.1 The agenda will include governance education, consultations with the membership and education related to Ends determination.
- G-3.2 Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
- G-3.3 At any meeting prior to which monitoring reports have been received, the board will ascertain by vote whether a majority of members judge the individual reports to have demonstrated fulfillment of a reasonable interpretation of the applicable policy.

Monitor Annually



POLICY TYPE: GOVERNANCE PROCESS

G-4 BOARD PRESIDENT'S ROLE

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 08/02/09

DATE OF REVISION: 2/21/13

The Board President, a specially empowered member of the board, assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly:

- G-4.1 The result of the Board President's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - G-4.1.1 Meeting discussion content will be on those issues that, according to board policy, clearly belong to the board to decide or to monitor.
 - G-4.1.2 Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
 - G-4.1.3 Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
- G-4.2 The authority of the Board President consists in making decisions that fall within topics covered by board policies on Governance Process and Board-E.D. Linkage, with the exception of (a) employment or termination of the E.D. and b) where the board specifically delegates portions of this authority to others. The Board President is authorized to use any reasonable interpretation of the provisions in these policies.
 - G-4.2.1 The Board President will generate and distribute the board meeting agenda according to the board calendar at least 10 days prior to a meeting. (we discussed changing this. I think that 10 days is an appropriate amount of time for us to prepare even for online meetings)
 - G-4.2.2 The Board President is responsible for ensuring effective facilitation of board meetings including appropriate and effective use of consensus decision-making.
 - G4.2.3 The Board President has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the Board President has no authority to supervise or direct the E.D.
 - G-4.2.4 The Board President may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.



G-4.2.5 The Board President may delegate this authority, but remains accountable for its use.

G-4.3 The Board President will ensure that an updated document of president responsibilities is maintained.

G-4.3.1 The document will be provided to the successive president during a transition meeting that takes place before December 31st.

Monitor Annually



POLICY TYPE: GOVERNANCE PROCESS

G-5 BOARD SECRETARY'S ROLE

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 08/02/09

The Board Secretary is an officer of the board whose purpose is to ensure the integrity of the board's documents.

- G-5.1 The assigned result of the Secretary's job is to see to it that all board documents and filings are accurate and timely. These documents include:
 - G-5.1.1 All board policies, by-laws, meeting minutes and any other governance documents, but do not necessarily include decisions which are of no consequence from a governance point of view.
- G-5.2 The secretary will ensure that all board documents rigorously follow Policy Governance principles, are formatted consistently, and are current and accurate.
- G-5.3 The secretary will ensure that requirements for format, brevity, and accuracy of board minutes will be known to the E.D.
- G-5.4 The authority of the Secretary is access to and control over board documents, and the use of necessary staff time.
- G-5.5 The Board Secretary will ensure that an updated document of secretary responsibilities is maintained.
 - G-5.5.1 The document will be provided to the successive secretary during a transition meeting that takes place before December 31st.

Monitor annually



POLICY TYPE: GOVERNANCE PROCESS

G-6 BOARD TREASURER'S ROLE

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 04/12/09

DATE OF REVISION: 06/12/09

DATE OF REVISION: 08/02/09

DATE OF REVISION: 08/16/12

DATE OF REVISION: 10/18/12

The Board Treasurer is an officer of the board whose purpose is to fulfill legal and financial institution obligations.

- G-6.1 The Board Treasurer will provide a secondary signature on Provender related documents when required to do so. This includes, but is not limited to, providing a signature to Provender bank accounts, as needed.
- G-6.2 The Board Treasurer will write, submit and make available an annual "Finance Report" to the membership. The Finance Report will include a simplified balance sheet and an income statement.
- G-6.3 The Board Treasurer will give an oral summary of the year's finances and budget at the annual General Membership Meeting.
- G-6.4 The board treasurer will ensure the annual tax return is filed.
- G-6.5 The board treasurer, in collaboration with the E.D. will review the membership dues annually to ensure the organization is able to support itself, and make recommendations to the board for any changes.
- G-6.6 The Board Treasurer will ensure that an updated document of treasurer responsibilities is maintained.
 - G-6.6.1 The document will be provided to the successive treasurer during a transition meeting that takes place before December 31st.

Monitor annually



POLICY TYPE: GOVERNANCE PROCESS

G-7 BOARD MEMBERS' CODE OF CONDUCT

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 08/01/09

DATE OF REVISION: 01/16/10

DATE OF REVISION: 01/29/12

DATE OF REVISION: 04/19/12

DATE OF REVISION: 03/20/13

DATE OF REVISION: 07/18/13

The board commits itself and its members to ethical, professional and lawful conduct, including proper use of authority and respect when acting as board members.

- G-7.1 Members must have loyalty to the membership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
- G-7.2 Members must avoid conflict of interest especially with respect to their fiduciary responsibility.
 - G-7.2.1 When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent her or himself without comment from not only the vote, but also from the deliberation.
 - G-7.2.2 Should a member apply for employment, he or she must first resign from the board.
- G-7.3 Members may not attempt to exercise individual authority over the organization.
 - G-7.3.1 Members' interaction with the E.D. or with paid and unpaid workers must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - G-7.3.2 Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - G-7.3.3 Except for participation in board deliberation about whether the E.D. has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of paid or unpaid workers under the supervision of the E.D.
- G-7.4 Members will respect the confidentiality appropriate to issues of a sensitive nature.
- G-7.5 Members will support the legitimacy and authority of board decisions, irrespective of



the member's personal position on the issue.

- G-7.6 Members will participate and be fully engaged when doing Provender business, especially during meetings and the conference.
 - G-7.6.1 Members will strive to arrive on time and be prepared for scheduled board and staff meetings; if a member needs to be late then they will notify the board president prior to the meeting.
 - G-7.6.2 Missing three online meetings in a row or two in-person meetings during a year may be cause for removal.
- G-7.7 Members will contribute time as unpaid workers as needed throughout the year.
 - G-7.7.1 Members serving as workers will conduct themselves as workers, not board.

Monitor Annually in November



POLICY TYPE: GOVERNANCE PROCESS

G-8 BOARD COMMITTEE PRINCIPLES

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 06/21/12

Board committees will be created, as needed, to help the board fulfill its responsibilities.

Accordingly:

- G-8.1 Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by conducting research, proposing policy changes and assisting with routine board work.
- G-8.2 Board committees may not speak or act for the board except when formally given such authority and cannot exercise authority over staff.
- G-8.3 This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the E.D.

Monitor Annually



POLICY TYPE: GOVERNANCE PROCESS

G-9 BOARD COMMITTEE STRUCTURE

DATE OF ADOPTION: 08/10/08

REVISED ON: 01/16/09

REVISED ON: 09/06/12

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

G-9.1 Nominating Committee

- G-9.1.1 Product: Provide properly screened potential board members with a preference of the entire board reflecting the diverse sectors of the membership. A minimum number of candidates to fill all open positions must be selected no later than May 31 each year.
- G-9.1.2 Authority: To incur costs of no more than \$400.00 direct charges and no more than 20 hours of staff time per annum.
- G-9.1.3 The Nominating Committee shall have a minimum of three members. The chairperson will be appointed by the board.
- G-9.1.4 Board approval required before publication of selection.

Monitor Annually



POLICY TYPE: GOVERNANCE PROCESS

G-10 COST OF GOVERNANCE

DATE OF ADOPTION: 08/10/08

REVISED ON 04/03/10

REVISED ON 2/18/15

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

- G-10.1 Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - G-10.1.1 Training will be held at least annually to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - G-10.1.2 Outside monitoring assistance may be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
 - G-10.1.3 Outreach mechanisms will be used as needed to ensure the board's ability to listen to member viewpoints and values.
- G-10.2 Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance.
 - G-10.2.1 The board will create and submit an annual board budget to the E.D. by November 15 of each year.
 - G-10.2.2 The budget will include all governance expenses.
 - G-10.2.3 The board budget for fiscal year _____ is as follows: [insert budget]

Monitor Annually



POLICY TYPE: GOVERNANCE PROCESS

G-11 BOARD TRAINING

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 04/19/12

The board will provide comprehensive training and support for new members.

Accordingly:

- G-11.1 The board shall maintain a Training Manual and a “How To, Where To” introductory packet that will be reviewed and/or updated annually.
- G-11.2 Within two weeks of the elections, new board members shall be provided with a “How To, Where To” Introductory packet and a board Training Manual.
- G-11.3 New board members will be assigned a current board member (buddy) as their mentor when they are elected.
 - G-11.3.1 Mentors will make contact within the first month after the elections and ensure their buddy has all their contact information.
 - G-11.3.2 Mentors will review the “How To, Where To” Introductory packets with their buddy.
- G-11.4 There will be a board orientation and training scheduled for every January board meeting.
- G-11.5 The board will have a scheduled “check-in” time(s) with new board members for the first year of their term.

Monitor Annually



POLICY TYPE: GOVERNANCE PROCESS

G-12 NEW BOARD MEMBER QUALIFICATIONS

DATE OF ADOPTION: 1/17/09

DATE OF REVISION: 11/15/12

New board members will be nominated with care for their ability to participate constructively in the process of governing.

Accordingly:

- G-12.1 The Nominating Committee will ensure that all candidates presented to a vote of the members meet the following qualifications:
 - G-12.1.1 Prior experience with Provender, through association with a member organization of Provender, and/or direct personal involvement with Provender activities.
 - G-12.1.2 Professional experience in the natural products industry.
 - G-12.1.3 Acceptance of the board's commitment to policy governance, with willingness to learn how to use it and contribute to the board's use of it.
 - G-12.1.4 Acceptance of the board's requirements for attendance and for participation in ongoing board training.
 - G-12.1.5 Willingness to commit time to the board's official external functions throughout the year, such as Provender member communications, committee work, and support work at the annual conference.
 - G-12.1.6 Ability to consider issues with an open and critical mind, to join assertively in the debate of board-level issues with no reluctance to express dissent, and to compromise and build consensus.
 - G-12.1.7 Willingness to stand behind policies of the board regardless of personal stands taken prior to the decision.
 - G-12.1.8 Willingness to support the Executive Director when s/he has acted in compliance with board policies.
 - G-12.1.9 Have access to the Internet
 - G-12.1.10 Uphold the vision and values of Provender Alliance.
- G-12.2 Although individual board members may choose to volunteer their specific talents to the Executive Director, they will not be chosen on the basis of this optional, non-governance activity. *[e.g. organizational planning]*

Monitor Annually



POLICY TYPE: GOVERNANCE PROCESS

G-13 MEMBER RETENTION AND GROWTH

DATE OF ADOPTION: 1/28/12

The board understands that in order to have a successful organization, there needs to be member growth, retention and satisfaction.

Accordingly:

- G-13.1 The board will create an annual or bi-annual survey, with input from the E.D., asking the membership for feedback in the following areas:
 - G-13.1.1 How well the organization is meeting their needs.
 - G-13.1.2 The organization's response to current trends and hot topics.
 - G-13.1.3 How well the board responds to their concerns.
 - G-13.1.4 How relevant the organization is to their business.
- G-13.2 The board will respond appropriately to the responses received from the membership.
- G-13.3 The board will contact long term, non-renewing members each year in an attempt to understand why members leave; collect information to improve the organization; and to ensure good future relations.

Monitored Annually in Conjunction with EL-9



BOARD-MANAGEMENT LINKAGE

GLOBAL GOVERNANCE-MANAGEMENT CONNECTION

DATE OF ADOPTION: 08/10/08

The board's sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer, titled Executive Director (E.D.)



POLICY TYPE: BOARD-MANAGEMENT LINKAGE

M-1 UNITY OF CONTROL

DATE OF ADOPTION: 08/10/08

Only officially passed motions of the board are binding on the E.D.

Accordingly:

- M-1.1 Decisions or instructions of individual board members, officers, or committees are not binding on the E.D. except in rare instances when the board has specifically authorized such exercise of authority.
- M-1.2 In the case of board members or committees requesting information or assistance without board authorization, the E.D. can refuse such requests that require, in the E.D.'s opinion, a material amount of staff time or funds or are disruptive.

Monitor annually



POLICY TYPE: BOARD-MANAGEMENT LINKAGE

M-2 ACCOUNTABILITY OF THE E.D.

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 04/19/12

The E.D. is the board's only link to operational achievement and conduct, so that all authority and accountability of staff as far as the board is concerned, is considered the authority and accountability of the E.D.

Accordingly:

- M-2.1 The board will never give instructions to persons who report directly or indirectly to the E.D.
- M-2.2 The board will not evaluate, either formally or informally, any paid or unpaid workers other than the E.D.
- M-2.3 The board will view E.D. performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and compliance with board stated limitations will be viewed as successful E.D. performance.

Monitor annually



POLICY TYPE: BOARD-MANAGEMENT LINKAGE

M-3 DELEGATION TO THE E.D.

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 08/02/09

The board will instruct the E.D. through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the E.D. to use any reasonable interpretation of these policies.

Accordingly:

- M-3.1 The board will develop policies instructing the E.D. to achieve specified results, for specified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.
- M-3.2 The board will develop policies that limit the latitude the E.D. may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the board, even if they were to be effective. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The board will never prescribe organizational means delegated to the E.D.
- M-3.3 As long as the E.D. uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the E.D. is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the E.D. shall have full force and authority as if decided by the board.
- M-3.4 The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and E.D. domains. By doing so, the board changes the latitude of choice given to the E.D. But as long as any particular delegation is in place, the board will respect and support the E.D.'s choices.

Monitored Annually



POLICY TYPE: BOARD-MANAGEMENT LINKAGE

M-4 MONITORING E.D. PERFORMANCE

DATE OF ADOPTION: 08/10/08

DATE OF REVISION: 12/13/11

Systematic and rigorous monitoring of E.D. job performance will be solely against the only expected E.D. job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

- M-4.1 The board will monitor the ED's job performance systematically and rigorously. Monitoring is how the board determines the degree to which the ED is following board policies. Information that does not directly relate to Ends or Executive Limitations policies is not monitoring information.
- M-4.2 The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the E.D. discloses compliance information, along with his/her justification for the reasonableness of interpretation; b) by external report, in which an external, disinterested third party selected by the board assesses compliance with policies, augmented with the E.D.'s justification for the reasonableness of his/her interpretation; and (c) by direct board inspection, in which a designated member or members of the board assess compliance with policy, with access to the E.D.'s justification for the reasonableness of his/her interpretation.
- M-4.3 In every case, the standard for compliance shall be any reasonable E.D. interpretation of the board policy being monitored. The board is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by board members or by the board as a whole.
- M-4.4 All policies that instruct the E.D. will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule that meets the needs and resources of the organization. The Annual Monitoring Calendar retains the current, planned schedule. If monitoring beyond the planned schedule is deemed prudent the board will give the ED as much notice as possible (min 14 days) to produce the report.
- M-4.5 The board's annual evaluation of the E.D. will be based on the month by month spreadsheet of monitoring received from December 1st through November 30th. The evaluation summary will be compiled during an executive session of the board in the



month of December using available templates. The evaluation template aims to do the following:

- Provide an official copy of the cumulative monitoring summary
- Provide formal written feedback to the E.D. regarding their performance;
- Convene a formal opportunity for the E.D. to share with the Board President (or designated representative) any suggested modifications to Governance Process policies and Board-Management linkage policies in order for greater organizational success;
- Collaboratively set a positive working relationship for the upcoming cycle;
- Ensure that the board is viewing the E.D.'s performance as identical to organizational performance.

M-4.6 The annual evaluation meeting with the E.D. will be completed by January 15th in person with the Board President (or designated rep). In an executive session in January, the Board will make its decisions concerning the outcomes of the evaluation meeting and the employment contract no later than January 30th.

Monitored Annually