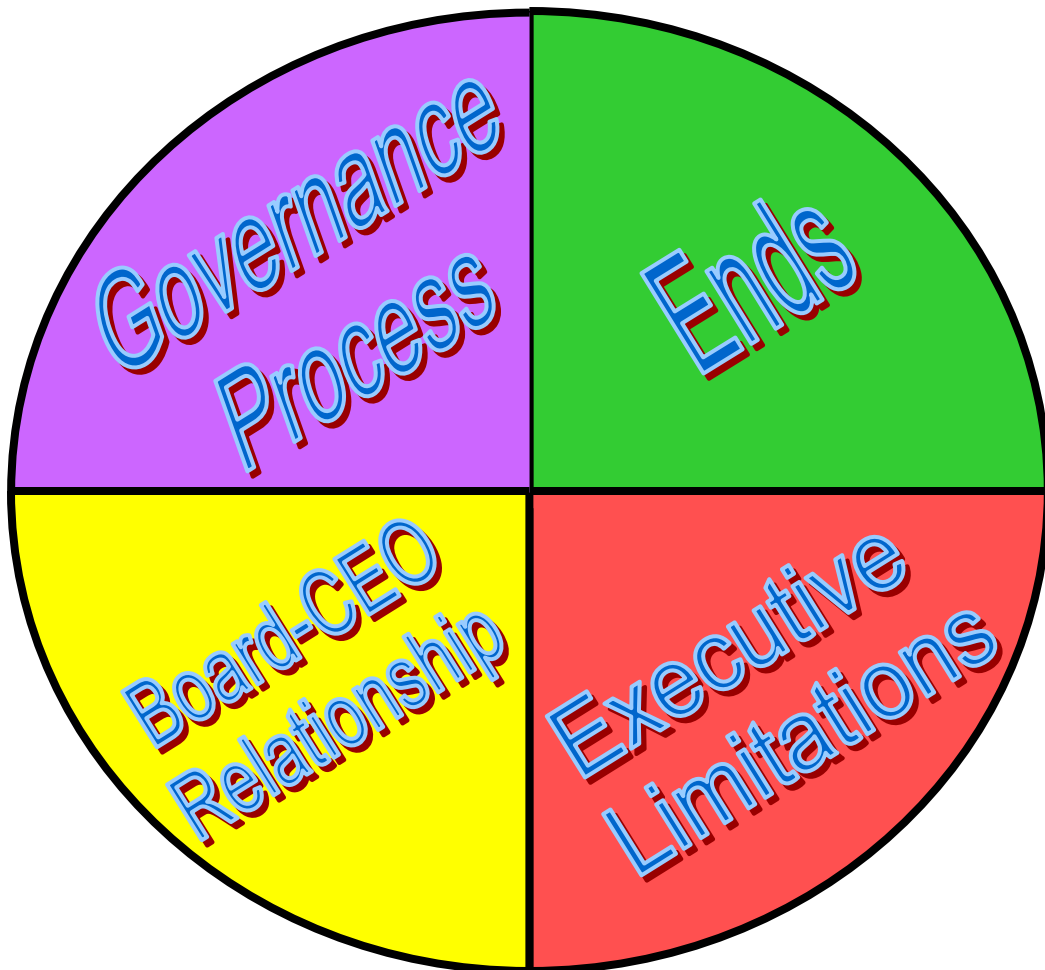


american **CAMP** association®

Board of Directors Policy Manual

Revised April 2013



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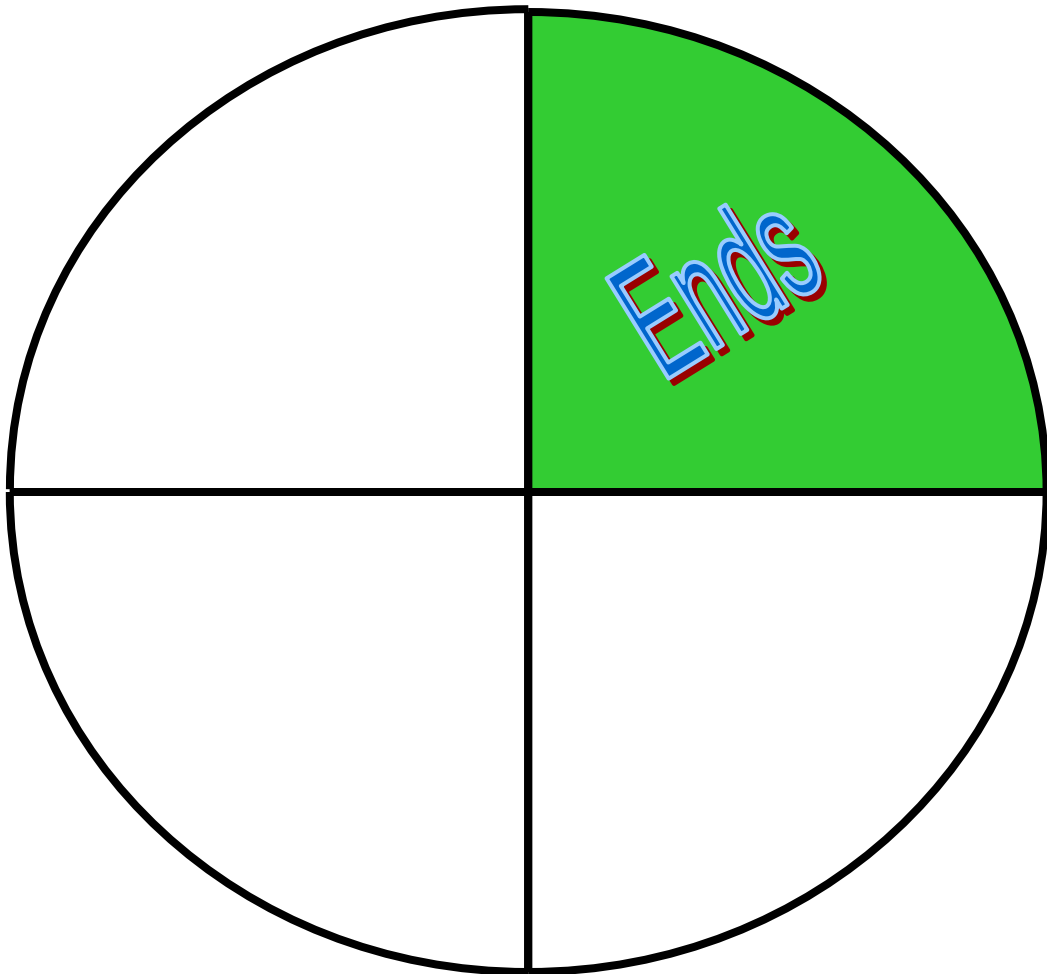
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BOARD OF DIRECTORS POLICY

Policy Name: Global Ends Statement

Number: E-1

Date Approved: 10/28/2001

Policy Type: Ends

Date Amended: 4/28/2003, 4/23/2006, 4/21/2007

October 2010: This policy is currently under review by the Board.

Mega End Statement

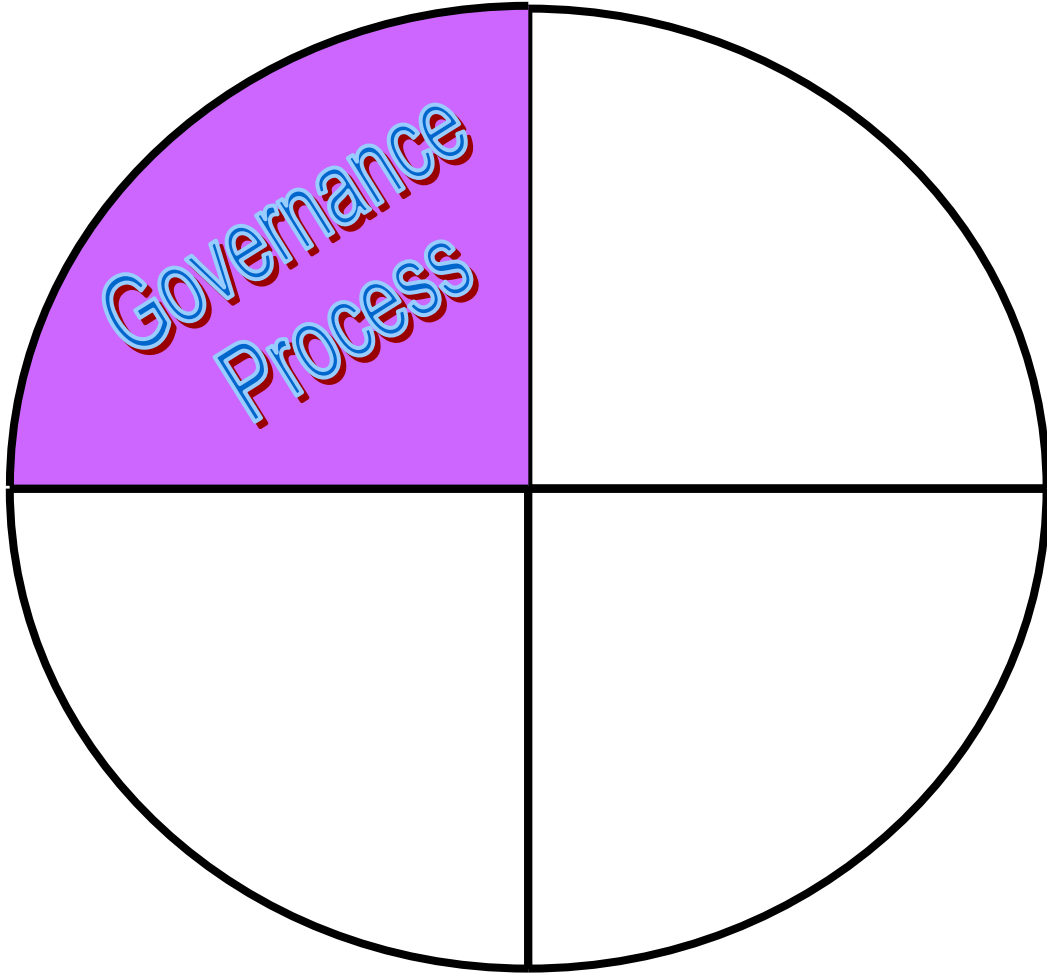
Enriching Lives Through the Camp Experience

This is further interpreted to include, but is not limited to:

(listed in no particular order)

End Statements

- V: There will be greater public understanding of and support for the value of the camp experience.
- N: An increasing number of children, youth, and adults of all social, cultural, and economic groups will have a camp experience.
- Q: The camp experience will be of high quality.



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BOARD OF DIRECTORS POLICY

Policy Name: Global Governance Process

Number: GP-1

Date Approved: 4/27/2001

Policy Type: Governance Process

Date Amended: 10/27/2001

The purpose of the Board, on behalf of the ownership, is to see to it that ACA determines and accomplishes appropriate results for the appropriate people at an appropriate cost, while avoiding unacceptable situations and conditions.

BOARD OF DIRECTORS POLICY

Policy Name: Governing Style

Number: GP-2

Date Approved: 4/27/2001

Policy Type: Governance Process

Date Amended: 10/27/2001

October 2010 — This policy is currently under review. This Board is no longer simply a policy Board.

The Board will govern with an emphasis on:

- outward vision rather than internal preoccupation,
- encouragement of diversity in viewpoints,
- strategic leadership more than administrative detail,
- clear distinction of Board and chief executive roles,
- collective rather than individual decisions,
- future rather than past or present, and
- proactivity rather than reactivity.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's principles. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
2. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's principles and perspectives about Ends to be achieved and situations to be avoided. The Board's major policy focus will be on the intended long-term effects outside the Association, not on the administrative or programmatic means of attaining those effects.
3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
4. The Board will at every meeting monitor the Board's process and performance. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-CEO Relationship-Policies.

BOARD OF DIRECTORS POLICY

Policy Name: Board Job Contributions

Number: GP-3

Date Approved: 4/27/2001

Policy Type: Governance Process

Date Amended: 10/27/2001, 4/27/2002, 10/19/2002, 10/21/2006, 4/21/2007

October 2010 — This policy is currently under review.

The job of the Board is to determine and demand appropriate organizational performance.

Accordingly, the Board will produce:

1. The link between the organization and the people who are interested or potentially interested in the camp experience. [Refer to Policy GP-12 for further detail.].
2. Written governing policies that, at the broadest levels, address each category of organizational decision.
 - 2.1. Ends: Organizational effects, benefits, outcomes, recipients, and their relative worth (what benefits, for whom, at what cost).
 - 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.
 - 2.3. *Governance Process*: Specification of how the Board conceives, carries out, and monitors its own task.
 - 2.4. Board-Executive Director Relationship *Policies*: How power is delegated and its proper use monitored; the Chief Executive Officer role, authority, and accountability.
3. Assurance of Chief Executive Officer performance (against Ends and Executive Limitations policies).
 - 3.1 Complete a formal performance evaluation on the Chief Executive Officer.
4. Financial support to the Association's fund development goals, including an annual personal contribution to the association from each Board member, based on personal means.
5. Strategic leadership to the Association's public policy priorities based on all available information.

BOARD OF DIRECTORS POLICY

Policy Name: Agenda Planning

Number: GP-4

Date Approved: 4/27/2001

Policy Type: Governance Process

Date Amended: 10/27/2001, 4/27/2002, 10/19/2002, 10/30/2009

April 2013— This policy is currently under review.

To accomplish its stated objectives, the Board will create and follow an Annual Agenda Planning Calendar that schedules continuing review, monitoring and refinement of Ends statements; provides for linkage meetings with the ownership; regularly monitors policies, provides activities to improve Board performance through education, enriched input and deliberation; annually evaluates the Chief Executive Officer; and, guides the association in a strategic manner. Accordingly:

1. The Board's Annual Agenda Planning Calendar will conclude each year on the last day of June.
2. Items may be added to each Board Meeting's agenda in the following ways:
 - 2.1 Request from a board member to the President at least two weeks before each meeting.
 - 2.2 Request from the Chief Executive Officer to the President at least two weeks before each meeting.
 - 2.3 Request from board committees or task forces to the President at least two weeks before each meeting.
 - 2.4 Request from a board member as a potential item of new business at the designated time at the beginning of a meeting.
 - 2.4.1 The item must be proposed with supporting evidence of the policy or board activity to which it refers
 - 2.4.2 A majority vote of the board must agree to place this item on the agenda.
3. The Board will use a Consent Agenda and approve the entire Consent Agenda with a single motion.
 - 3.1 When an item is brought to the Board via the Consent Agenda, the Board will not discuss the item prior to approval.
 - 3.2 Prior to calling of the vote on the Consent Agenda, a Board member may request that any item be removed from the Consent Agenda, and placed on the regular agenda for discussion.
4. ACA will be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings and will not schedule Board or Committee meetings in conflict with major religious observations.
5. The agenda is to be transmitted two weeks before Board meetings, together with recommendations and reports, so that Board members can come to the meetings prepared.

BOARD OF DIRECTORS POLICY

Policy Name: President's Role

Number: GP-5

Date Approved: 4/27/2001

Policy Type: Governance Process

Date Amended: 10/27/2001, 4/27/2002, 2/16/2009, 4/29/2011

Per the Bylaws, the President assures the integrity of the Board of Directors' process, represents the Board of Directors to outside parties, serves as the Chair, and presides over all meetings of the Board of Directors, Executive Committee and the National Council of Leaders. At the Annual Meeting of the National Council of Leaders, the President or the President's designee shall report on the activities of the Corporation. Accordingly:

1. The job result of the President is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Association.
 - 1.1. Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the Chief Executive Officer.
 - 1.2. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The authority of the President consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-CEO Relationship Policies, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - 2.1. The President shall be the chairperson and preside at Board meetings.
 - 2.2. The President has no authority to subrogate or change policies created by the Board.
 - 2.3. The President may represent the Board to outside parties, the Chief Executive Officer and the public.
 - 2.4. The President has no authority outside Board policies to supervise or instruct the Chief Executive Officer.
3. The President may delegate this authority only as authorized by the Bylaws and Articles of Incorporation.

BOARD OF DIRECTORS POLICY

Policy Name: Board Members Code of Conduct

Number: GP-8

Date Approved: 4/27/2001

Policy Type: Governance Process

Date Amended: 10/27/2001, 10/16/2004, 10/21/2006, 2/16/2009, 4/29/2011

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum.

Accordingly:

1. Board Members must represent unconflicted loyalty to the interests of the Association. This responsibility supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the Association's services.
2. Board Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - 2.1. A Board Member, Officer or member of a committee with board delegated powers is defined as an "interested person" if the person has, directly or indirectly, through business, investment or family:
 - 2.1.1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
 - 2.1.2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - 2.1.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
 - 2.2. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.
 - 2.3. In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
 - 2.4. After disclosure of the financial interest, the interested person shall leave the board or committee meeting while the financial interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
 - 2.5. There must be no self-dealing or any conduct of private business or personal services between any Board member and the Association except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - 2.6. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.

- 2.7. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign. No Board member may serve as a compensated staff member of ACA, Inc. or one of its Affiliates.
- 2.8. Board Members will annually disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict by signing the *Conflict of Interest Disclosure Form*.
3. Board members may not attempt to exercise individual authority over the Association except as explicitly set forth in Board policies.
 - 3.1. Board Members' interaction with the Chief Executive Officer or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 - 3.2. Board Members will not voice individual judgements of Chief Executive Officer or staff performance outside of Board meetings.
4. Board Members' interactions 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.
5. Board Members will respect not disclose or discuss with another person or entity, or to use for their own purpose, confidential or proprietary information concerning the business and affairs of the Association received in their capacity as Directors unless otherwise authorized by the Board.
6. With respect to attendance, a Board member shall notify the President in writing, as soon as possible, as to any personal schedule conflict that would preclude his/her full participation in an upcoming Board meeting, if feasible. Any Director who shall have been absent for two (2) consecutive regular meetings of the Board of Directors during a twelve (12) month period shall be deemed to have resigned from the Board. Upon a written request for reinstatement submitted prior to the next Board meeting from that resigned Director, the Board may vote to reinstate that resigned Director. Otherwise, that vacancy shall be treated as any other vacancy. (Refer to the ByLaws, Article III.)

BOARD OF DIRECTORS POLICY

Policy Name: Board Committee Principles

Number: GP-9

Date Approved: 4/27/2001

Policy Type: Governance Process

Date Amended: 10/27/2001, 4/27/2002, 10/19/2003, 4/21/2007, 11/2007, 2/16/2009, 4/25/2013

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Chief Executive Officer.

Accordingly:

1. Per Article II of the Bylaws: The Standing Committees of the Corporation shall be the Executive Committee, Board Development Committee, the Audit and Financial Policies Committee and such other standing committees as the Board of Directors may from time to time create. The Board of Directors shall at all times be entitled to exercise any powers delegated to any Standing Committee by these Bylaws or otherwise. Standing committees, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law. However, if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be Directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of individuals serving on the committee shall be by a majority of all Directors in office. If the foregoing requirements are not satisfied, then any decision or action of the committee must be approved by the Board of Directors to be considered an action of the Corporation. Board committees/task forces will not have dealings with current staff operations; except:
 - 1.1. As specified in the policy that charges each Board Committee (GP9.1-GP9.9); or
 - 1.2. As specified in an Executive Limitations Policy; or
 - 1.3. When expressly requested by the CEO.
2. Board committees/task forces shall not exercise authority over staff.
3. Every effort shall be made to conduct Board committee business in an open and inclusive manner.
 - 3.1. Committee business shall be conducted only at officially called meetings of Board committees.
 - 3.2. Committee meetings shall be announced as far in advance as possible.
 - 3.3. Every effort shall be made to contact all committee members by telephone, mail, or e-mail to inform them of the meeting, and to include them in the deliberations.
 - 3.4. Committee meetings may be called by the committee chair or by a resolution of the Board of Directors and, unless otherwise specified, should follow the provisions for meetings of the Board of Directors.
4. When a committee or task force is established, the Board shall provide a written charge which identifies the committee's work product and the specific decision-making authority given. The committee or task force shall then draft for Board approval an operating code from a uniform template. In addition to the Operating Code, the committee or task force shall develop a list, for Board approval, of competencies desired to serve on the committee or task force to assist in the selection of future appointments to the committee or task force.
5. ACA Board committee meetings will be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings, including but not limited to: Good Friday, Passover*,

Easter, Rosh Hashanah (two days)* Yom Kippur*, Christmas* (*observance begins evening before).

6. This policy applies to any group which is formed by Board action, whether or not it is called a committee, and whether or not it includes Board members. It does not apply to committees formed under the authority of the Chief Executive Officer.
7. All committee members shall abide by the same Code of Conduct as governs the Board.
8. Except as defined in written Committee Charge, no committee has authority to commit the funds or resources of the Association.
9. Unless otherwise specified in the Committee Charge, committee members will be appointed by the President, subject to confirmation by the Board of Directors.
10. All Board Committees shall report to the Board at least annually.

BOARD OF DIRECTORS POLICY

Policy Name: Executive Committee Charge

Number: GP-9.1

Date Approved: 4/27/2001

Policy Type: Governance Process

Date Amended: 10/16/2004, 10/23/2005, 4/21/2007, 2/16/2009, 4/25/2013

The Bylaws of the organization specify the creation of the Executive Committee.

1. Committee Work Product

- 1.1. Decisions on behalf of the Board, where it is not reasonable to convene a meeting of a quorum of the Board.
- 1.2. Leads the annual performance evaluation of the Chief Executive Officer, consistent with the principles set out in Policy BE-5.
- 1.3. Any task specifically assigned by the Board of Directors.
- 1.4. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

2. Committee Authority and Limitations

- 2.1. During intervals between meetings of the board of directors, the executive committee shall have and exercise all of the authority of the board of directors except where prohibited by law. In addition, the executive committee, to the extent specified by the board of directors, may exercise the authority of the board of directors at any other time, except where prohibited by law.

3. Committee Composition

- 3.1. Article II of the Bylaws describes the composition of the Executive Committee as : “The Executive Committee shall consist of the president, vice president, treasurer, and such additional officers as provided by the resolution creating such office. The chief executive officer shall serve as a non-voting, ex-officio member of the Executive Committee.”

4. Term of Office

- 4.1. All members of the Executive Committee shall serve for the duration of their term on the Board of Directors.

BOARD OF DIRECTORS POLICY

Policy Name: Board Development Committee

Number: GP-9.2

Date Approved: 10/27/2001

Policy Type: Governance Process

Date Amended: 10/16/2004, 5/15/2009

May 2009 – This policy is approved; however it is not in compliance with the current Bylaws. The Bylaws of the association are currently under review to accommodate the changes made to this policy at the recent (May) Board meeting. It is anticipated that the Bylaws will be amended in the Fall to reflect this policy.

December 2009 – The Bylaws changes are still under review.

October 2010 – This policy is still under review.

April 2013 – The Board considered a recommendation from the Policies and Organizational Systems Committee for changes to this policy, but did not accept the changes. The President will develop draft changes in conjunction with the Board Development Committee Chair.

The Bylaws of the organization specify the creation of a Board Development Committee.

1. Committee Work Product (per Article IV section 4.4 of the Bylaws)

1.1. Develop and cultivate future members for the Board of Directors.

1.2. Keep record of the terms of all directors and officers.

1.3. Prepare a single slate of individual name(s) as candidates for the respective board positions at appropriate times and present to the Board of Directors for election.

1.3.1. Conduct an annual assessment of the skills and competencies represented on the Board, prepare a gap analysis that is an inventory of the skills and competencies still needed on the Board, present these findings to the Board, and use these findings to guide the preparation of the slate.

1.4. Ensure that the following occurs annually: board orientation, board training, and board evaluation.

1.5. Develop and cultivate future members of the board development committee.

1.5.1. Prepare a slate of board development committee candidates who have a balance of competencies, backgrounds and constituencies, at least two of whom should be members from the industry, and present to the board of directors for appointment to the committee.

1.6. Consult with the association leadership committee at least annually.

2. Committee Authority and Limitations

2.1. Authority is granted and limited only as expressed in the Bylaws of the organization, Article IV, Section 4.4.

3. Committee Composition

3.1. The committee shall consist of a chair plus seven individuals appointed by the board of directors, as well as the corporation's CEO.

3.1.1. The chair of the committee shall be elected by the board of directors and shall serve as a voting member of the committee, and as an ex-officio member of the board of directors:

3.1.2. The CEO is a voting, ex-officio member of the committee (per article iv, section 4.4. Of the bylaws.

3.2. Committee members may not be nominated for election as an officer or director during their term on the committee.

4. Term of Office

4.1. The chair of the committee shall serve only one three-year term.

4.1.1. The term of the chair shall begin immediately following the annual meeting of the corporation.

4.2. Committee members shall serve for a three year term, reappointment as specified below.

4.2.1. No committee member may serve more than two consecutive three-year terms, unless they are serving on the committee by virtue of office.

BOARD OF DIRECTORS POLICY

Policy Name: Audit and Financial Policy Committee Charge **Number:** GP-9.3

Date Approved: 10/27/2001

Policy Type: Governance Process

Date Amended: 4/26/2003, 10/2004, 2/2005, 10/21/2006, 11/2007, 4/25/2013

1. Committee Work Product

- 1.1. Regarding the audit of the association:
 - 1.1.1. Put the audit out for bid every five years, or at any time at the direction of the Board;
 - 1.1.2. Review all audit company proposals;
 - 1.1.3. Recommend to the Board the engagement of an external auditor and specification of the scope of the audit on an annual basis;
 - 1.1.4. Serve as liaison between the Board of Directors and the external auditor.
- 1.2. Options and implications for the Board's decision regarding financial policies and long-term financial strategy.
- 1.3. On behalf of the board, annual review of the parameters outlined in the Executive Limitation on Financial Planning, and presentation to the Board of any suggested revisions, prior to the initiation of the Chief Executive Officer's budget planning cycle.
- 1.4. On behalf of the board, direct inspection of the annual budget to assess compliance with the Executive Limitation on financial planning.
- 1.5. On behalf of the board, monitoring of the Board's own compliance with its budget at each committee meeting.
- 1.6. On behalf of the Board, review quarterly financial reports.

2. Committee Authority and Limitations

- 2.1. The Committee has no authority to instruct or supervise the Chief Executive Officer or other staff.

3. Committee Composition

- 3.1. The Committee Chair shall be the National Treasurer.
- 3.2. The ACA President shall serve as an ex-officio, voting member of the Committee.
- 3.3. At least three and no more than five additional members, appointed by the President, subject to confirmation by the Executive Committee.
- 3.4. At least one of the committee members must possess expertise in financial management.

4. Term of Office

- 4.1. Committee members shall serve for a three year term. In the event of the resignation of a committee member or vacancy for another reason, another member may be appointed to complete the term, subject to confirmation by the Executive Committee as described above.
- 4.2. No committee member may serve more than two consecutive three-year terms, unless they are serving on the committee by virtue of office.

BOARD OF DIRECTORS POLICY

Policy Name: Public Policy Committee Charge

Number: GP-9.5

Date Approved: 10/27/2001

Policy Type: Governance Process

Date Amended:

October 2010 — This policy is currently under review.

1. Committee Work Product

- 1.1. Options and implications for the Board’s decision regarding forthcoming public policy positions, in order to appropriately “position” the ACA.

2. Committee Authority and Limitations

- 2.1. The Committee has no authority to commit the funds of the Association without Board approval.

3. Committee Composition

- 3.1. At least seven members, including a Chair, appointed by the President, subject to confirmation by the Executive Committee.

4. Term of Office

- 4.1. Committee members shall serve for a three year term.

BOARD OF DIRECTORS POLICY

Policy Name: Awards Committee Charge

Number: GP-9.6

Date Approved: 10/30/2009

Policy Type: Governance Process

Date Amended: 4/25/2013

1. Committee Work Product

- 1.1. Develop and regularly evaluate the effectiveness of an awards program for ACA.
- 1.2. Annually provide the Chief Executive Officer with recommendations for recipients of all ACA awards.
- 1.3. Ensure that all awardees are honored in an appropriate manner.

2. Committee Authority and Limitations

- 2.1. The committee has no authority to commit the funds of the association without Board approval.
- 2.2. The committee has no authority to instruct or supervise the Chief Executive Officer or any other staff.

3. Committee Composition

- 3.1. The committee shall be made up of a chair and a minimum of four other individuals, but no more than six other individuals, all of whom are appointed by the President, subject to confirmation by the Executive Committee.

4. Term of Office

- 4.1. The chair of the committee shall serve only one three year term.
- 4.2. Committee members shall serve for a three year term, reappointment as specified below.
 - 4.2.1. No committee member may serve more than two consecutive three-year terms.

BOARD OF DIRECTORS POLICY

Policy Name: Policies and Organizational Systems
Committee Charge

Number: GP-9.7

Date Approved: 10/23/2005

Policy Type: Governance Process

Date Amended:

April 2008: The Board authorized the President to not comply with this policy by allowing him to appoint additional members to the Committee for at least the coming year.

October 2010 — This policy is currently under review.

1. Committee Work Product

- 1.1 Make recommendations to the Board concerning changes to current Board policies.
- 1.2 Make recommendations to the Board concerning the development of new Board policies – especially policies that would improve the Board’s effectiveness.
- 1.3 Make recommendations to the Board concerning the development of new Executive Limitations policies that would improve organizational systems.

2. Committee Authority and Limitations

- 2.1 The Committee has no authority to commit the funds of the Association without Board approval.
- 2.2 The Committee has no authority to instruct or supervise the Chief Executive Officer or any other staff.

3. Committee Composition

The Committee shall be made up of five members – at least two but no more than 3 of which must be current members of the ACA Board of Directors.

4. Term of Office

- 4.1 Committee members shall serve a three-year term.

BOARD OF DIRECTORS POLICY

Policy Name: Funds Development Committee Charge

Number: GP-9.8

Date Approved:

Policy Type: Governance Process

Date Amended:

April 2006, April 2007, October 2010, April 2013: This policy needs to be developed as the Committee is developed.

- 1. Committee Work Product**
- 2. Committee Authority and Limitations**
- 3. Committee Composition**
- 4. Term of Office**

BOARD OF DIRECTORS POLICY

Policy Name: Board Expenses

Number: GP-10

Date Approved: 4/27/2001

Policy Type: Governance Process

Date Amended: 10/27/2001, 10/19/2002, 10/16/2004,
4/2006, 4/2012

Board member's expenses for carrying out responsibilities will be funded.

1. Persons whose expenses for attendance at Board or Executive Committee meetings are paid by ACA must attend the entire meeting (except for special situations cleared in advance with the President or CEO) or forfeit the travel expense reimbursement.
2. Travel expenses will be reimbursed according to the following guidelines:
 - 2.1. Ground transportation – actual cost
 - 2.2. Parking – actual cost
 - 2.3. Meals – customary and reasonable for the locality of the meeting (approximate maximum \$70.00 per day)
 - 2.4. Mileage - at the rate set by the IRS
 - 2.5. Airfare – actual cost of the coach class ticket.
 - 2.6. Accommodation –ACA provides for single occupancy for Board travel. Hotel bills will usually be charged to the ACA master account.
 - 2.7. Reimbursement requests should be submitted by the end of the month following the month in which the expense was incurred.
3. Other reimbursable expenses incurred for the benefit of the association will be reimbursed upon submission of documentation.
4. The President will also have a miscellaneous expense budget to be used for other travel and expense for the benefit of the association.
5. If a board member wishes to donate in kind gifts to the association, documentation should still be submitted in order to properly track those gifts.

BOARD OF DIRECTORS POLICY

Policy Name: Investment in Governance

Number: GP-11

Date Approved: 10/27/2001

Policy Type: Governance Process

Date Amended: 10/19/2002, 4/26/2003, 10/19/2003, 4/23/2006

October 2010 — This policy is currently under review.

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

1. Candidates for Board membership shall be provided with information that clearly outlines the role of the Board, the necessary qualifications and the Board's expectations of Board members.
2. The Board recognizes that continual updating of skills and awareness of new issues are vital to a member's contribution to the Board. Therefore, it is expected that:
 - 2.1. New Board members shall receive a timely and complete orientation to ensure familiarity with camp experience issues, the Association's structure, and the Board's process of governance.
 - 2.2. Board members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.
3. Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit.
4. The Board will establish and be accountable for an annual budget for its own governance functions, which shall include, in addition to the costs of Board and Board Committee Meetings, funds for:
 - 4.1. Board member attendance at conferences and conventions.
 - 4.2. Improvement of its governance function.
 - 4.3. Costs of fiscal audit and any other outside monitoring assistance required.
 - 4.4. Costs of methods such as focus groups and surveys to ensure the Board's ability to listen to owner viewpoints and values.
5. The Board will establish governance process policies and a governance action plan which will serve as measurable standards against which the Board's performance can be evaluated.
 - 5.1. Under the leadership of the President, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will include in its governance action plan specific goals and objectives for improvement of identified areas.
 - 5.2. The Board will monitor its adherence to its own Governance Process policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will both review the policies, and monitor its own adherence to them, according to the following schedule:

Policy

Review Policy & Monitor Compliance

GP-1	Global Governance Process	Annual, Spring
GP-2	Governing Style	Every meeting
GP-3	Board Job Contributions	Annual, Spring
GP-4	Agenda Planning	Annual, Spring
GP-5	President's Role	Annual, Spring
<i>(There is no GP-6).</i>		
<i>(There is no GP-7).</i>		
GP-8	Board Members Code of Conduct	Annual, Spring
GP-9	Board Committee Principles	Annual, Fall
GP-10	Board Expenses	Annual, Fall
GP-11	Investment in Governance	Annual, Fall
GP-12	Board Linkage with Ownership	Annual, Fall
GP-13	Removal of Membership Privileges	Annual, Fall
GP-14	National Council of Leaders Authority	Annual, Fall
GP-15	Authority of Commissions	Annual, Spring
GP-16	Valuing Diversity	Annual, Fall
GP-17	Board Eligibility	Annual, Spring

BOARD OF DIRECTORS POLICY

Policy Name: Board Linkage with Ownership

Number: GP-12

Date Approved: 10/27/2001

Policy Type: Governance Process

Date Amended: 10/21/2006, 2/16/2009, 4/29/2011

The “moral owners” of the American Camp Association are defined as people who are interested or potentially interested in human development through the camp experience.

The Board shall be accountable to all owners and shall act on behalf of the owners as a whole.

1. When making governance decisions, Board Members shall maintain a distinction between their personal interests and their obligation to speak for others as a representative of the “owners” as a whole. As representatives of the owners, Board Members are obligated to identify and know what the owners want and need.
2. The Board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with the broad base of moral ownership, and acknowledge diversity. It shall recognize that diversity assures a broad base of wisdom, and shall seek to make decisions considering that input.
3. Collection of input from the ownership may be accomplished through a variety of methods.
4. On a regular basis, the Board shall provide an easily accessible summary of its work to the ownership.

ACA members are a specifically identifiable sub-set of that ownership. The National Council of Leaders is a further sub-set of that ownership.

BOARD OF DIRECTORS POLICY

Policy Name: Removal of Membership Privileges

Number: GP-13

Date Approved: 10/19/2002

Policy Type: Governance Process

Date Amended: 4/26/2003, 11/2007, 4/25/2013

The Board of Directors reserves the right to refuse or revoke association membership of any person or organization.

1. The Board has delegated the right to grant or remove the accreditation of any camp to the National Standards Commission (See GP-15).

BOARD OF DIRECTORS POLICY

Policy Name: National Council of Leaders Authority

Number: GP-14

Date Approved: 10/19/2002

Policy Type: Governance Process

Date Amended: 11/20/2008, 4/25/2013

Per Article II of the By-Laws of the Association, the National Council of Leaders (NCOL) serves as an advisory board of the Board of Directors. In addition, after an affirmative vote by the Board of Directors, the Board of Directors shall submit to the NCOL those issues that require membership approval under the Indiana Nonprofit Act of 1991, as amended, including without limitation, any changes to the NCOL membership structure.

Accordingly,

1. The Board of Directors shall delegate responsibility for establishing operating procedures for the National Council of Leaders meetings to the Chief Executive Officer.

BOARD OF DIRECTORS POLICY

Policy Name: Authority of Commissions

Number: GP-15

Date Approved: 10/19/2002

Policy Type: Governance Process

Date Amended:

October 2004: The Board will be asked to discuss the disconnect between GP-15 and EL-14. The Policy Task Force will then make recommendations for edits based upon that Board discussion.

February 2005 – this policy is under review.

April 2005 – The Task Force on Organizational Alignments is considering this policy.

April 2006: The Policies and Organizational Systems Committee has been asked to consider changes.

April 2007: At the Board meeting, during the reporting of the monitoring of whether the Board is adhering to this policy, a number of questions were raised. The Board referred this policy back to the Policies and Organizational Systems Committee for consideration – specifically concerning the relationship to GP-13. The POSC already has this policy on its list for review.

October 2010 — This policy is currently under review.

The National Standards Commission and the National Ethics Commission exist to develop, monitor, and implement programs of the Association. Good business practice suggests such commissions require independence from the political process to maintain objectivity in decision-making and to avoid conflicts of interest.

Accordingly,

1. The Board of Directors grants sole authority to the National Standards Commission to make final decisions concerning the accreditation status of camps and the certification status of volunteers in ACA's accreditation program.
2. The Board of Directors grants sole authority to the National Ethics Commission to make final decisions concerning alleged violations of the Code of Ethics, and to determine appropriate penalties for such violations. Further, this Commission is granted the authority to remove affiliation due to violations of the Code of Ethics.
3. Such Commissions shall report directly to the Chief Executive Officer and shall operate in compliance with approved Operating Codes.

BOARD OF DIRECTORS POLICY

Policy Name: Valuing Diversity

Number: GP-16

Date Approved: 10/2002

Policy Type: Governance Process

Date Amended: 5/1/2005, 4/25/2013

The American Camp Association Board of Directors values diversity and inclusion.

In commitment to this, the Board of Directors will:

1. Intentionally demonstrate engaged leadership.
2. Implement diversity and inclusive practices as guiding principles of the Board actions and deliberations.
3. Proactively seek people of diverse populations to be members of the Board and to serve in other leadership roles;
4. Be supportive of strategies that proactively facilitate the transformation toward broader diversity and inclusion, and;
5. Model this through our actions and decision making.

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BOARD OF DIRECTORS POLICY

Policy Name: Board Eligibility

Number: GP-17

Date Approved: 10/19/2003

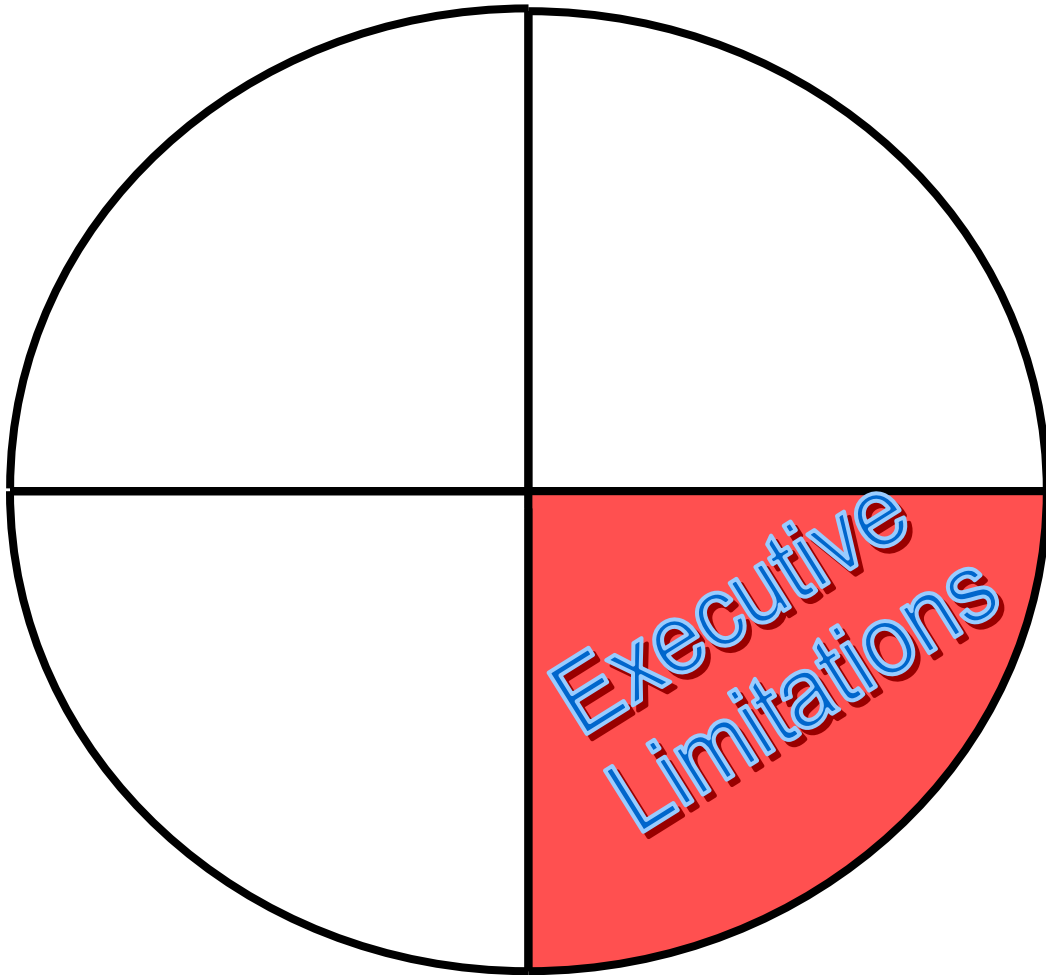
Policy Type: Governance Process

Date Amended: 4/29/2011

The American Camp Association Board of Directors is defined in the Bylaws of the association.

Furthermore,

No paid ACA staff (either of ACA, Inc. or one of its Affiliates) may serve as a member of the Board of Directors, except for the ACA, Inc. Chief Executive Officer who serves in a non-voting, *ex-officio* capacity.



BOARD OF DIRECTORS POLICY

Policy Name: Global Executive Constraint

Number: EL-1

Date Approved: 4/27/2001

Policy Type: Executive Limitations

Date Amended: 10/19/2002

The Chief Executive Officer shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

Further, the Chief Executive Officer will prepare an annual self-evaluation in conjunction with the annual board performance evaluation and shall not:

1. Operate without a formal communication plan that specifies required board communication.
 - 1.1 Fail to include a performance summary that provides evidence of progress toward achievement of the ENDS and that the Executive Limitations were met.
 - 1.2 Fail to provide electronic quarterly reports to the board members summarizing fiscal, program, industry, association, and societal trends.

BOARD OF DIRECTORS POLICY

Policy Name: Employed Staff

Number: EL-2

Date Approved: 4/27/2001

Policy Type: Executive Limitations

Date Amended: 10/19/2002, 4/27/2002, 4/26/2003, 10/16/2004

With respect to the treatment of employed staff, the Chief Executive Officer shall not cause or allow conditions that are unfair, unsafe or undignified.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Operate without written human resource procedures that specify expectations and working conditions for staff, provide for effective problem resolution and protect against wrongful conditions.
 - 1.1. Fail to include a policy that ACA provides equal employment for all people without regard to age, race, color, religion, sex, national origin, or disability, nor fail to make every reasonable effort to implement that policy in recruitment, selection, promotion, salary and benefit administration, transfers, and layoff or termination practices.
 - 1.2. Fail to make provision for a multi-level grievance procedure for staff concerns regarding their treatment, including staff who report directly to the Chief Executive Officer.
 - 1.3. Fail to secure legal review when significant policy revisions are made and/or three years have passed without legal review.
 - 1.4. Fail to include a whistleblower policy that clearly explains the process that will be followed if any person knows of, or has a suspicion about illegal or unethical conduct in connection with the business of the organization.
2. Fail to acquaint staff with their rights under this procedure.
3. Fail to ensure that there is an effective staff education and development process in place, based on the fiscal reality of the association.
 - 3.1 Fail to identify staff education needs in each employee's performance evaluation.
 - 3.2 Fail to include a staff education plan in the annual operating strategic plan.

BOARD OF DIRECTORS POLICY

Policy Name: Financial Planning and Budgeting

Number: EL-3

Date Approved: 4/27/2001

Policy Type: Executive Limitations

Date Amended: 10/27/2001, 04/2003, 04/2004, 10/2004, 4/21/2007

In financial planning for any fiscal year or the remaining part of any fiscal year the Chief Executive Officer shall not deviate materially from the Board-stated Ends priorities in allocation of resources (Board-stated “Ends” define what benefit ACA is to produce, for whom, at what cost) risk fiscal jeopardy, fail to develop and operate from a twelve month budgeting system with appropriate Board communication, nor fail to derive the budget from a multi-year plan.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items; cash flow, and disclosure of planning assumptions.
 - 1.1. Fails to contain a line item for operating reserve equal to at least 2% of the annual budget, with a goal of six months of operating expenses in cash and cash equivalents.
 - 1.2. Fails to contain a line item for contingency equal to at least 1% of the total operating budget with a goal of a contingency of 2.5%.
2. Increases dues or camp fees by more than the Cost-of-Living rate determined by using the American Institute for Economic Research (AIER) Cost-of-Living Calculator for the last completed calendar year comparison.
3. Plans expenditures that project a deficit in any fiscal year.
4. Allocates year end surplus of revenues over expenses.
5. Fails to provide funds as determined annually by the Board for the Board’s direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, and Board legal fees.
6. Endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.
 - 6.1. Fails to include an open and transparent process for considering the effects any partnership may have on campers and the camp community (refer to EL-12 for additional policies on partnerships).

BOARD OF DIRECTORS POLICY

Policy Name: Financial Condition

Number: EL-4

Date Approved: 4/27/2001

Policy Type: Executive Limitations

Date Amended: 10/27/2001, 4/2003, 10/19/2003, 4/21/2007, 11/2007

With respect to the actual, ongoing financial condition and activities, the Chief Executive Officer shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board –stated Ends priorities.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Expend more funds than available.
2. Fail to settle payroll and debts in a timely manner.
3. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
4. Fail to aggressively pursue receivables after a reasonable grace period.
5. Use long term reserves without the approval of the Board.
6. Without the approval of the Audit and Financial Policy Committee and the Executive Committee of the Board of Directors, with respect to a Bank Line of Credit, herein known as the BLOC, as it may pertain to the ongoing financial operation of the association:
 - 6.1 Access the BLOC unless the anticipated drawn down amount does not exceed either current pledges or grants receivables;
 - 6.2 Access the BLOC of more than 20% of the ongoing Line balance within a 30 day period;
 - 6.3 Exceed interest only payments past 90 days;
 - 6.4 Fail to repay at least 10% of the outstanding principle balance within the same 90 day period;
 - 6.5 Fail to repay all interest and principle of the BLOC within the one year term in accordance with bank documentation;
 - 6.6 Fail to make all monthly interest only payments on time as designated by the bank statements;
 - 6.7 Fail to establish a separate line item accounting of the BLOC

Fail to renew the BLOC with the administering institution 30 days prior to the one year term in accordance with bank documentation.

BOARD OF DIRECTORS POLICY

Policy Name: Asset Protection

Number: EL-5

Date Approved: 4/27/2001

Policy Type: Executive Limitations

Date Amended: 10/27/2001, 4/26/2003, 4/21/2007

With respect to all assets the Chief Executive Officer shall not allow them to be unprotected, inadequately maintained, or unnecessarily risked.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Fail to insure against theft and casualty losses to at least 80 percent of replacement value.
2. Fail to insure against liability losses to Board members, staff, and the organization itself in an amount greater than the average for comparable organizations.
3. Allow unbonded or uninsured personnel access to material amounts of funds.
4. Fail to provide association director/officer liability insurance for Board and chartered sections in amounts approved by the Board or its designee.
5. Subject plant and equipment to improper wear and tear or insufficient maintenance.
6. Make any purchase or commitment (1) wherein normally prudent protection has not been given against conflict of interest; (2) of over \$25,000 without having obtained comparative prices and quality.
7. Enter any contract exceeding 5 percent of the operating budget or any multi-year contract without review by legal counsel.
8. Fail to protect intellectual property, information, and files from loss, significant damage, or improper or illegal use.
9. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
10. Fail to invest:
 - 10.1 Operating reserves (cash or investments of the association)...
 - 10.2 In short-term (twelve months or less)...
 - 10.3 Or liquid (immediately accessible without penalty)...
 - 10.4 Low risk (likelihood of losing principal is remote and investment is fairly certain)...
 - 10.5 Investment instruments (which may or may not be FDIC insured).
11. Acquire, encumber or dispose of real property.

BOARD OF DIRECTORS POLICY

Policy Name: Compensation and Benefits

Number: EL-6

Date Approved: 4/27/2001

Policy Type: Executive Limitations

Date Amended: 10/27/2001, 4/26/2003

With respect to employment, compensation, and benefits to employees, consultants and contract workers, the Chief Executive Officer shall not cause or allow jeopardy to fiscal integrity or public image.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed unless those deviations have prior approval of the Board.
4. Create compensation obligations over a longer term than revenues can be safely projected, in no event longer than one year, and in all events subject to losses in revenue.
5. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that
 - 5.1. Incur unfunded liabilities.
 - 5.2. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity or performance are not prohibited.
 - 5.3. Allow any employee to lose benefits already accrued from any foregoing plan.
 - 5.4. Treat the Chief Executive Officer differently from other full-time employees.
 - 5.5. Provide for a formal review of the pension plan not less than once every ten years.

BOARD OF DIRECTORS POLICY

Policy Name: Communication and Support to the Board

Number: EL-7

Date Approved: 4/27/2001

Policy Type: Executive Limitations

Date Amended: 10/27/2001, 10/19/2002, 10/21/2006, 4/21/2007

The Chief Executive Officer shall not permit the Board to be uninformed or unsupported in its work.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Fail to make available to the Board adequate information to support informed Board choices, including relevant statistical, demographic and other environmental scanning data, a representative range of staff and external points of view, alternative choices and their respective implications.
 - 1.1. Fail to submit an electronic quarterly report to Board members summarizing fiscal, program, industry, association, and societal trends.
2. Neglect to submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored.
3. Fail to inform the Board of anticipated adverse media coverage, material external and internal changes, changes in executive personnel, or lawsuits against the organization.
4. Fail to advise the Board if, in the Chief Executive Officer's opinion, the Board is not in compliance with its own policies.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
6. Fail to provide a mechanism for official Board, officer, or committee communications.
 - 6.1. Fail to create a written summary of each Board meeting for the Board's use per GP-12, #4.
7. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
8. Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
9. Fail to supply for the consent agenda all items delegated to the Chief Executive Officer yet required by law or contract to be Board-approved.
10. Fail to notify the Board in advance of any single capital or multi-year contracts or capital or multi-year obligations exceeding \$100,000 each, with the exception of:
 - 10.1. The annual national conference hotel contract, and
 - 10.2. The employee medical insurance policy
11. Fail to provide reasonable administrative support for Board activities.

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BOARD OF DIRECTORS POLICY

Policy Name: Program Evaluation

Number: EL-8

Date Approved: 10/27/2001

Policy Type: Executive Limitations

Date Amended:

The Chief Executive Officer shall not fail to review all programs and services on a periodic basis for relevancy to achieving the Board-stated Ends.

BOARD OF DIRECTORS POLICY

Policy Name: Treatment of Members and Volunteers

Number: EL-9

Date Approved: 10/27/2001

Policy Type: Executive Limitations

Date Amended: 4/27/2002, 10/19/2002, 4/26/2003, 4/21/2007, 4/25/2013

The Chief Executive Officer shall not cause or allow conditions, procedures or decisions that are unsafe, unnecessarily intrusive, or that fail to provide adequate confidentiality or privacy to members.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Cause or allow conditions, procedures or circumstances which are unsafe or disrespectful.
2. Fail to ensure that member confidentiality is respected and maintained.
 - 2.1. Use forms or procedures that elicit information for which there is no clear necessity.
 - 2.2. Use methods of collecting, reviewing, storing or transmitting member information that fail to protect against improper access to the information elicited.
3. Fail to establish with members a clear understanding of what may be expected and what may not be expected from the service offered.
4. Fail to be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings and events, including but not limited to: Good Friday, Passover*, Easter, Rosh Hashanah (two days)* Yom Kippur*, Christmas. (*observance begins evening before.)
5. Fail to ensure that there are effective means of engaging members in achieving the Ends of ACA.
 - 5.1. Fail to provide for broad, representative membership involvement in achieving the Board's Ends.
 - 5.2. Fail to use an open and transparent process for member involvement.
 - 5.3. Fail to have an impartial selection process to determine the appropriate representation on operational committees.
 - 5.3.1. Fail to require permanent operational committees to have Operating Codes, created from a uniform template, that include at a minimum: the scope of work of the group and the competencies desired for appointment to the group.
 - 5.4. Fail to identify and promote opportunities for members to participate in developing appropriate means to achieving the Board-stated Ends.
6. Fail to establish a process which ensures that member comments and complaints are responded to fairly, consistently, respectfully, and in a timely manner.
 - 6.1. Fail to provide a fair and effective appeal process for those members who believe that they have not been accorded a reasonable interpretation of their rights under this policy.

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BOARD OF DIRECTORS POLICY

Policy Name: Emergency Executive Succession

Number: EL-10

Date Approved: 10/27/2001

Policy Type: Executive Limitations

Date Amended:

The Chief Executive Officer shall not fail to ensure that there is sufficient organizational capacity for the competent operation of the organization to continue in the event of sudden loss of Chief Executive Officer services.

BOARD OF DIRECTORS POLICY

Policy Name: Public Image

Number: EL-11

Date Approved: 10/27/2001

Policy Type: Executive Limitations

Date Amended: 4/25/2013

The Chief Executive Officer shall not endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of Ends.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Fail to establish an effective corporate communications and public relations strategy.
2. Permit presentations to be made to the media, or the public, by ACA which inaccurately portray Board policy.

BOARD OF DIRECTORS POLICY

Policy Name: Partnerships

Number: EL-12

Date Approved: 10/27/2001

Policy Type: Executive Limitations

Date Amended: 4/25/2013

The Chief Executive Officer shall not fail to develop appropriate partnerships to achieve the Board-stated Ends, and to maximize efficiency and effectiveness in the use of resources.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Fail to take the initiative in developing appropriate partnerships to achieve the Board-stated Ends.
2. Fail to obtain appropriate input from those stakeholders who will be affected by decisions regarding partnerships.
3. Develop or continue collaborative relationships with organizations whose principles or practices are incompatible with Board values or achievement of the Board-stated Ends.

BOARD OF DIRECTORS POLICY

Policy Name: ACA Affiliate Relationships

Number: EL-13

Date Approved: 10/19/2002

Policy Type: Executive Limitations

Date Amended: 10/16/2004, 4/30/2005, 10/23/2005, 4/25/2013

Per Article VII of the Bylaws, the Board of Directors may enter into licensing agreements to create Affiliates, and shall have the power to establish such terms and conditions relating thereto as it considers desirable.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Fail to ensure that legal counsel reviews any licensing agreement templates prior to execution.
2. Fail to ensure that all licensing agreements are executed in a legal manner.
3. Fail to ensure that all licensing agreements clearly define all terms, including the length of time of the agreement.

BOARD OF DIRECTORS POLICY

Policy Name: National Commissions

Number: EL-14

Date Approved: 10/19/2002

Policy Type: Executive Limitations

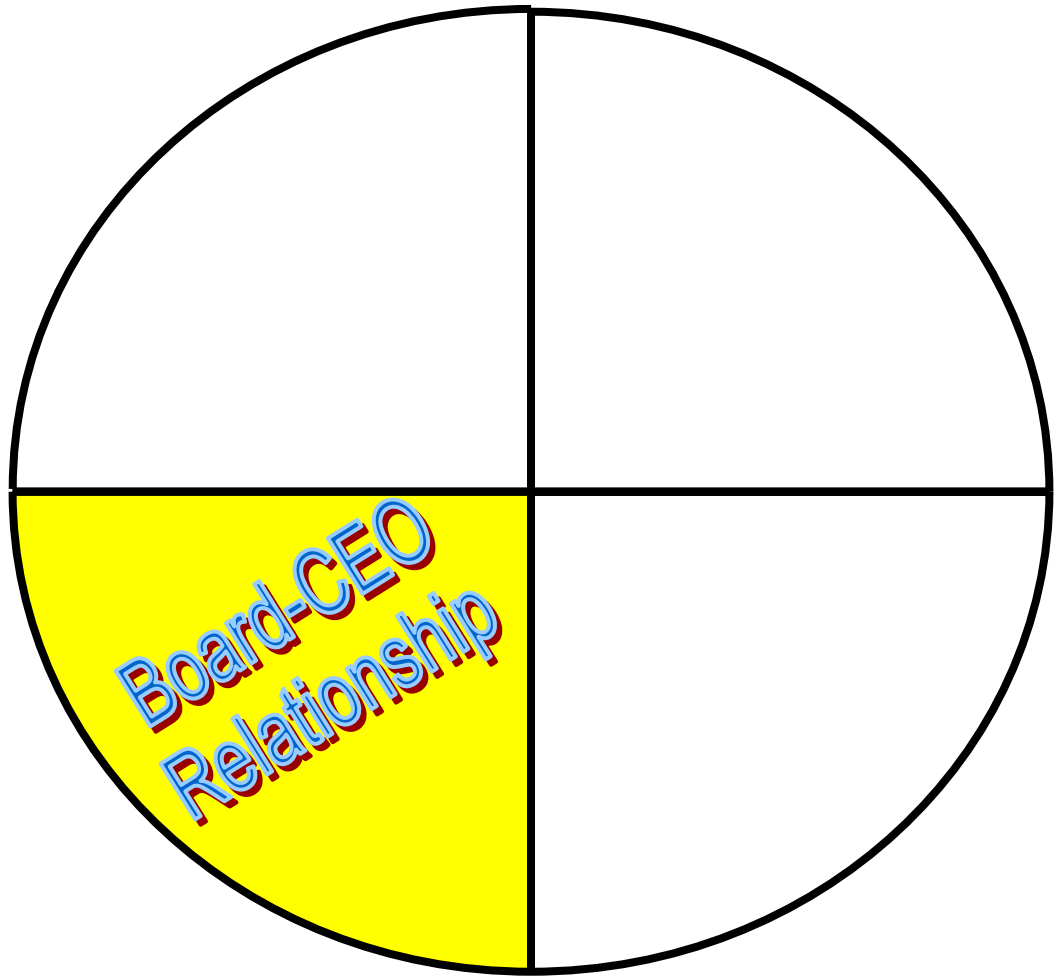
Date Amended: 10/16/2004

February 2005, April 2005, April 2006, April 2007, October 2010, April 2013 – this policy is under review.

The Board of Directors has granted authority to National Commissions in a limited number of areas (Refer to GP-15)

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not fail to:

1. Utilize Commissions comprised of members of ACA and outside experts (if appropriate) to design and monitor programs that confer or remove status from members. Examples include, but are not limited to, the standards and ethics programs of ACA.
2. Require the Commissions to operate within an approved written Operating Code that includes provisions for broad ACA representation, qualifications, and rotating terms of service for members.
3. Require the Commissions to honor confidentiality and the conflicts of interest policy in the conduct of their deliberations.
4. Require field input into the contents of the programs (*e.g.*, approve the standards and the items in the Code of Ethics) through the Council of Delegates and other appropriate means.
5. Grant authority to National Commissions to make final decisions concerning status or penalty to camps or members.
6. Provide systems and staff to implement the programs served by these Commissions.
7. Periodically review the policies of these Commissions.
8. Require the Commissions to periodically review their programs based on authoritative sources in the association community.
9. Provide and annually fund expenses for ongoing legal counsel to these Commissions.



BOARD OF DIRECTORS POLICY

Policy Name: Global Board – CEO Relationship

Number: BE-1

Date Approved: 10/27/2001

Policy Type: Board-CEO Relationship

Date Amended:

The Board's connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer.

These policies (BE policies) are intended to generally clarify the Board/Chief Executive Officer relationship. They are not nor should they be considered an employer/employee contract nor should they be considered a guarantee of employment. ACA is an "at-will" employer and the employer/employee relationship is "at-will." "At-will" means employees are free to leave their employment for any or no reason, and ACA may terminate employment for any or no reason. Where a contract with an employee is intended, it will be entered into in writing and must be signed by ACA's president. Further changes in an employee's duties and or compensation will not alter his/her at-will status.

BOARD OF DIRECTORS POLICY

Policy Name: Unity of Control

Number: BE-2

Date Approved: 10/27/2001

Policy Type: Board-CEO Relationship

Date Amended:

Only carried motions of the Board are binding on the Chief Executive Officer.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Chief Executive Officer except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's opinion, a material amount of staff time or funds.
3. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the Chief Executive Officer.

BOARD OF DIRECTORS POLICY

Policy Name: Accountability of the CEO

Number: BE-3

Date Approved: 10/27/2001

Policy Type: Board-CEO Relationship

Date Amended:

The Chief Executive Officer 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 Chief Executive Officer,

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the Chief Executive Officer.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the Chief Executive Officer.
3. The Board will view Chief Executive Officer performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and compliance with Executive Limitations will be viewed as successful Chief Executive Officer performance. Therefore the Chief Executive Officer job contributions shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.

BOARD OF DIRECTORS POLICY

Policy Name: Delegation to the CEO

Number: BE-4

Date Approved: 10/27/2001

Policy Type: Board-CEO Relationship

Date Amended:

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

Accordingly:

1. The Board will develop policies instructing the Chief Executive Officer to achieve certain benefits, for certain recipients at a certain cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The Board will develop policies which limit the latitude the Chief Executive Officer may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the Chief Executive Officer uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Chief Executive Officer is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Chief Executive Officer domains. By doing so, the Board changes the latitude of choice given to the Chief Executive Officer. But as long as any particular policy is in place, the Board will respect and support the Chief Executive Officer's choices. This does not prevent the Board from obtaining information from the Chief Executive Officer about the delegated areas.

BOARD OF DIRECTORS POLICY

Policy Name: Monitoring Executive Performance

Number: BE-5

Date Approved: 10/27/2001

Policy Type: Board-CEO Relationship

Date Amended: 10/19/2002

Systematic and rigorous monitoring of Chief Executive Officer job performance will be solely against the only expected Chief Executive Officer job outputs: organizational accomplishment of Ends and organizational operation within the boundaries established in Executive Limitations.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Only information which does this will be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.
2. A given policy may be monitored in one or more of three ways:
 - 2.1. Internal report: Disclosure of performance data by the Chief Executive Officer on Board-stated criteria that are sufficiently clear, unbiased, and representative to cause a Board majority to be confident that a reasonable interpretation of Board policy has been achieved.
 - 2.1.1. “Clear” means that the data is not submerged in unnecessary incidental information or worded unclearly.
 - 2.1.2. “Unbiased” means that the integrity of the data must be demonstrable
 - 2.1.3. “Representative” means that data is provided to monitor the complete criterion, not just a part of it or a single implication of it.
 - 2.2. External report: Discovery of compliance information by an impartial, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party, unless the Board has previously indicated that party’s opinion to be the standard.
 - 2.3. Direct Board Inspection: Discovery of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a “prudent person” test of policy compliance. Such an inspection is only undertaken at the instruction of the Board, and with the Chief Executive Officer’s knowledge. An inspection can be requested by any board member.
3. In every case, the standard for compliance shall be any reasonable Chief Executive Officer interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than interpretations favored by Board members or even the Board as a whole.
4. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the Board according to frequency and method.
5. A formal evaluation of the Chief Executive Officer by the Board will occur annually, based on the achievement of the Board's Ends Policies and non-violation of its Executive Limitations policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during

the year and the Board's recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.

Policy	Method	Frequency
E-1	Global ENDS Statement	Internal Report Annual, Spring
EL-1	Global Executive Constraint	Internal Report Annual, Fall
EL-2	Employed Staff	Internal Report Annual, Spring
EL-3	Financial Planning and Budgeting	Direct Board Inspection Annual, Spring
EL-4	Financial Condition	Bi-Annual: Board Inspection -Spring Internal Report -Fall External Report -Fall
EL-5	Asset Protection	Bi-Annual: Internal Report -Spring Direct Board Inspection -Fall External Report -Fall
EL-6	Compensation and Benefits	Internal Report Bi-Annual
EL-7	Communication and Support to Board	Direct Board Inspection Bi-Annual
EL-8	Program Evaluation	Internal Report Annual, Fall
EL-9	Treatment of Members and Volunteers	Internal Report Annual, Spring
EL-10	Emergency Executive Succession	Internal Report Annual, Spring
EL-11	Public Image	Internal Report Annual, Spring
EL-12	Partnerships	Internal Report Annual, Spring
EL-13	ACA Affiliate Relationships	Internal Report Annual, Spring
EL-14	National Commissions	Internal Report Bi-Annual