



NATIONAL SPEAKERS ASSOCIATION

Board of Directors

Board Policy Manual

INTRODUCTION

The Board of Directors (Board) of National Speakers Association (NSA) decided in November of 2018 to adopt a policy governance model. This Manual is the result of that decision. The Board elected to use two written works as models for this process. Subsequent Boards of the Association may find it useful, from time to time, to reference these works for clarification (Boards that Make a Difference, Dr. John Carver, second edition 1997 by Jossey-Bass, and Non-Profit Board Answer Book, Robert C. Andringa and Ted W. Engstrom, NCNB Books as well as others.)

This Board Policy Manual contains ALL the standing and/or ongoing policies adopted by the Board of Directors of National Speakers Association beginning with the February 2019 meeting of the Board. This Manual supersedes all Board policies prior to that date and may be modified at any Board meeting by a simple majority vote.

The organizational foundation of National Speakers Association® (NSA®) is set forth in the **NSA Bylaws**. These governance policies supplement the NSA Bylaws and have been adopted by the Board of Directors for the management of the Association.

To ensure the successful operation and growth of NSA, it is important that leaders at all levels understand and carry out the approved policies.

1. **Reasons for adoption.**

- Efficiency of having all policies of the Board in one
- Ability to quickly orient new Board Members
- Elimination of redundant or conflicting Board expectations
- Clear and consistent guide for the Board, CEO, and
- Clarification of roles and responsibilities of Board in relation to the CEO and staff.

2. **Consistency.** Each policy is consistent with the Articles of Incorporation and Bylaws of the National Speakers Association. The Articles and Bylaws have precedence over these policies.

3. Changes to this Manual are likely and even encouraged as needed. This Manual contains all “standing policies” of the Board.

4. **Organization of Manual.** Each new policy will be drafted to fit within the most logical policy chapter.

5. There are four **categories of policies** in this Policy Manual:

- **Ends Policies.** These policies explain which results should be achieved by the Association, for which groups of people, at what priority, and at what cost to the Association. This chapter is entitled Mission, Vision, Values and Goals.
- **Executive Limitations.** These policies define the boundaries on CEO authority. This chapter is entitled Executive Limitations.
- **Governance Process.** These policies explain the structure and processes of the Board of Directors for the Association. This chapter is entitled Governance Process.
- **Board – CEO Relationship.** These policies explain the relationship of the Board and CEO of the Association. This chapter is entitled Board—CEO Relationship.

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National Speakers Association exists to **Empower professional speakers to thrive and influence.**

Accordingly,

1. NSA's most important stakeholders are entrepreneurs who make their living through the spoken word.
2. For professional speakers to thrive and have influence
 - A. Members learn skills and capabilities to
 - i. Develop successful businesses
 - ii. Become more skillful speakers
 - B. Members have access to a growing resource base
3. Members experience community.
 - A. Members are connected to each other and to the association
 - B. Members are engaged and involved
 - C. Members are aware of and act consistently with NSA's culture and values.
4. NSA is viewed as high quality, comprehensive, professional and the premier association for speakers
 - A. Decision makers and meeting planners know who we are and what we do.
 - B. Decision makers, meeting planners and professional speakers view NSA as the premier association for speakers
 - i. Baseline to be established by January 2022
 - ii. By 2028, by a 51% majority when surveyed.
5. NSA's member support services are sustainable and profitable.
 - A. Funds are available to achieve the Association's Ends.
 - B. NSA demonstrates financial stability and generates a surplus by June 2023.
 - C. Resource growth increases the value of membership at a reasonable cost.

CATEGORY II | POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: 2.0 GLOBAL EXECUTIVE CONSTRAINT

The CEO of the Association 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.¹

CATEGORY II | POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: 2.1 TREATMENT OF MEMBERS

With respect to members or those applying to be members, the CEO will not cause or allow conditions, practices, procedures, or decisions that are inconsistent with NSA values, unsafe, undignified, or unnecessarily intrusive.

The CEO will not:

1. Allow members or volunteers to be unaware of or to act incongruently with NSA's Code of Professional Ethics or its Professional Conduct Policy.
2. Allow an environment that is other than professional, welcoming, safe, and productive and free from harassment, discrimination, intimidation, and retaliation.
3. Use methods of collecting, reviewing, transmitting, or storing member information that allow improper access to the material elicited.
4. Allow members to be unaware of what may be expected and what may not be expected from services.

¹ As a membership organization, the Board is committed to increasing the professionalism of its staff. One way to do this is to proactively develop Executive Limitations. This approach is intended to free staff from needing to delay action until the Board can approve each new initiative. This type of policy will be actively reviewed and modified as the Board and CEO work together.

CATEGORY II | POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: 2.2 TREATMENT OF STAFF

With respect to the treatment of paid and volunteer staff, the CEO will not cause or allow conditions that are inhumane, unfair, undignified, disorganized, or unclear.

The CEO will not

1. Operate without sufficient, written personnel rules.
 - A. Subject staff to rules that are not clear and available.
 - B. Withhold from staff an effective and unbiased method to deal with grievances
 - C. Subject staff to wrongful conditions, nepotism, or preferential treatment based on personal reasons
2. Allow an environment that is other than professional, welcoming, safe, and productive and free from harassment, discrimination, intimidation and retaliation.
3. Allow unsafe or unhealthy conditions in the workplace or at any NSA meeting.
4. Retaliate against any staff member for non-disruptive expression of dissent.

CATEGORY II | POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: 2.3 FINANCIAL PLANNING/BUDGETING

Financial planning for any fiscal year or the remaining part of any fiscal year² will not deviate materially from board's Mission, Vision and strategic priorities.

The CEO will not allow budgeting that:

1. Risks incurring those situations or conditions described as unacceptable in the board policy "Financial Condition and Activities."
2. Omits credible projection, with adequate detail, of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Risks fiscal jeopardy to the Association or fails to show a generally acceptable level of foresight. It may not be inadequate to support the long-term strategic plan and Association financial stability.
4. Spends more than estimated income for the fiscal year.³
5. Provides less for board prerogatives, meetings, training, etc. during the year than the Board has requested.
6. Expends NSA funds inconsistent with Section 501(c)(6) designation and the IRS formal findings.
7. Allocates more than 5% of the annual operating budget to long term debt repayment. This does not include lines of credit, short term loans, or loans that can be paid back within three years out of regular reserves.
8. Reviews and reassess membership dues, fees, and other assessments for all categories of membership less than annually prior to setting the budget.

² The fiscal year is June 1 through May 31.

³ Deficit budgeting may be either necessary or desirable under extenuating circumstances but shall not be undertaken without the recommendation of the Finance Committee and the approval of the Board.

CATEGORY II | POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: 2.4 FINANCIAL CONDITION AND ACTIVITIES

With respect to the actual, ongoing condition of the Association's financial health, the CEO may not cause or allow the development of fiscal jeopardy or deviation from the Board's Ends priorities.

The CEO will not:

1. Allow any of the prohibitions in the Board's policy on Financial Planning/Budgeting to occur.
2. Expend more funds than have been received in the fiscal year to date unless budget planning demonstrates expected cash flow to balance out by year end.
3. Use any long-term reserves.
4. Borrow from designated funds or use restricted contributions for purposes other than stated by the contributor.
5. Allow payroll and debts to be settled in an untimely manner.
6. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
7. Make a single unbudgeted purchase or commitment of greater than 3% of the current annual budget.⁴
8. Acquire, encumber, or dispose of real estate.
9. Allow receivables to be unpursued after a reasonable grace period.
10. Obtain revenues from sources that are not, in fact and appearance, legal and consistent with the mission and values of the organization.
11. Fail to exercise adequate internal controls over disbursements to avoid unauthorized payments. The organization shall not have secret funds and it shall prohibit any unaudited transactions or loans.
12. Pledge any of the assets of the corporation as security within any contracts except a purchase money security interest.

⁴ Contracts between NSA and hotels in fulfillment of its educational and/or member offerings are exempt from this limitation. The CEO will negotiate in the best interests of NSA and has approval to execute hotel contracts in alignment with NSA's educational strategy.

CATEGORY II | POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: 2.5 ASSET PROTECTION

The CEO shall not allow the assets to be unprotected, inadequately maintained or unnecessarily risked.

1. Allow board members, staff, and the organization itself to be inadequately insured against theft, casualty, and liability losses. (There must be a minimum property damage protection of 80% and theft protection of \$250,000.)
2. Unnecessarily expose the organization, its board, staff, or volunteers to claims of liability.
3. Allow intellectual property, information, and files to be exposed to loss or significant damage.
4. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
5. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions. Funds entrusted to the Board's investment advisors are exempt from this requirement.

CATEGORY II | POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: 2.6 COMPENSATION AND BENEFITS

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the CEO will not cause or allow jeopardy to fiscal integrity or to public image.

The CEO will not

1. Change the CEO's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
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.
4. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
5. Establish or change retirement benefits so as to cause unpredictable or inequitable situations, including those that:
 - A. Incur unfunded liabilities.
 - B. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.
 - C. Treat the CEO differently from other key employees.

CATEGORY II | POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: 2.7 FUNDRAISING AND COMMUNICATIONS

The CEO shall not allow fundraising, marketing or communications to be ineffective, inefficient, or incongruent with NSA values.

Accordingly, she will not allow:

1. Fundraising or Communications:
 - A. That are imprudent, unethical or illegal.
 - B. That detract from the Association's image
 - C. Inconsistent with the Board's Mission, Vision, Values and Goals.
2. Fundraising inadequate to support the Strategic Plan and Association Stability.
3. Marketing and Communications that:
 - A. Allow a lack of awareness or less than a positive impression of the Association among the members, prospective members, the public, and meeting planners.
 - B. Lack the marketing, communication, and materials for the Association to be seen as a high quality, comprehensive speaker association.
 - C. Lack sufficient allocated resources, marketing, and communication programs necessary to increase membership and meeting attendance incrementally.
 - D. Violate IRS regulations on the 990 availability.

CATEGORY II | POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: 2.8 COMMUNICATION AND SUPPORT TO THE BOARD

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

The CEO will not

1. Withhold, impede, or confound information relevant to the board's informed accomplishment of its job.
 - A. Neglect to submit the required monitoring data in a timely, accurate, and understandable fashion, directly addressing provisions of the Board policies being monitored, including CEO interpretations.
 - B. Allow the board to be unaware of any actual or anticipated material noncompliance with any Ends or Executive Limitations policy, regardless of the board's monitoring schedule.
 - C. Allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.
 - D. 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.
 - E. Let the board be unaware of any incidental information it desires including anticipated media coverage, threatened or pending lawsuits, and material internal changes and particularly changes in assumptions upon which any Board policy has been established.
 - F. Allow a proposed budget and Comprehensive Association Plan (CAP), an annual CAP outlining plans, targets, and budget to advance the strategic plan, to go to the Board less than 30 days before the Board meeting each spring.
 - G. Let the board be unaware if, in the CEO's opinion, the board is not in compliance with its own policies on Governance Process and Board-CEO Relationship, particularly in the case of board behavior that is detrimental to the work relationship between the board and the CEO.
 - H. Allow the board to receive the annual audit later than 30 days after it is available for distribution.
2. Withhold from the board and its processes logistical and clerical assistance.
 - A. Allow the board to be deprived of a workable, user-friendly mechanism for official board, officer, or committee communications.
 - B. Allow the board to be deprived of pleasant and efficient settings and arrangements for board and committee meeting.
 - C. Allow prospective and new Board members to be inadequately briefed and oriented concerning the role of the Board, officers, staff, and a general overview of Association plans and finances.
3. Impede the board's holism, misrepresent its processes and role, or impede its lawful obligations.
 - A. Deal with the board in a way that favors or privileges certain board members over others except when (i) fulfilling individual requests for information or (ii) responding to officers or committees with respect to duties charged to them by the board.
 - B. Allow the board to do its work without the necessary items on its Required Approvals agenda. Necessary items are those decisions delegated to the CEO yet required by law, regulation, or contract to be board-approved, along with applicable monitoring information.
 - C. Hinder access to the board for any person who alleges unethical or unlawful action or circumstance in the organization or by its representatives.

CATEGORY III | POLICY TYPE: BOARD-CEO RELATIONSHIP

POLICY TITLE: 3.0 BOARD-CEO CONNECTION

The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled CEO.

Accordingly,

1. Delegation to the CEO. While the Board is generally confined to establishing broad policies, implementation and subsidiary policy development are delegated to the CEO of the Association.
2. All Board authority delegated to staff is delegated through the CEO. All authority and accountability of staff, as far as the Board is concerned, is under the authority and accountability of the CEO.
3. Ends Policies, Mission, Vision, and Strategic Expectations policies direct the CEO to achieve certain results. Executive Limitations policies constrain the CEO to act within acceptable boundaries of prudence and ethics. The CEO is authorized to establish all policies, make all decisions, take all actions, and develop all activities if they are consistent with any reasonable interpretation of Board's policy.
4. The Board may change its policies during any meeting, thereby shifting the boundary between the Board and CEO domains. Consequently, the Board may change the latitude of choice given the CEO, but as long as any particular delegation is in place, the Board and its members will respect and support the CEO's choices. This does not prevent the Board from obtaining information in the delegated areas.
5. In the case of board members or committees requesting information or assistance without board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds or is disruptive
6. CEO's Job Description. As the Board's single link to the Association, CEO performance will be considered synonymous with organizational performance as a total. Consequently, the CEO's job contributions can be stated as performance in two areas: (1) Organizational accomplishment of Board policies on missions, vision, values, and goals (ends) and (2) organizational operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.
7. Should the CEO violate a board policy, he or she shall promptly inform the board. Informing is simply to guarantee no violation may be intentionally kept from the board, not to request approval. Board response, either approving or disapproving, does not exempt the CEO from subsequent board judgment of the action nor does it curtail any executive decision.

CATEGORY III | POLICY TYPE: BOARD-CEO RELATIONSHIP

POLICY TITLE: 3.1 MONITORING CEO PERFORMANCE

Monitoring the CEO's performance is synonymous with monitoring organizational performance against the Board's policies on Ends (Mission, Vision and strategic expectations) and on Executive Limitations. Any evaluation of CEO performance, formal or informal, should be derived from these monitoring data, reasonably interpreted.

Accordingly:

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information, which does not do this, will not be considered monitoring. Monitoring will be as automatic as possible while using a minimum of Board time so that meetings can be used to create the future rather than to review the past.
2. The board will obtain disclosure about the CEO's interpretations of the board policy being monitored from the CEO himself or herself.
3. Performance may be monitored in one or more of three ways:
 - A. Internal Report. Disclosure of compliance information directly from the CEO
 - B. External Report. Discovery of compliance information by a disinterested, external auditor, or inspector who is selected by and reports directly to the Board. Such reports must assess CEO performance only against policies of the Board, not those of the external party unless the Board has previously decided that party's opinion to be the standard.
 - C. Direct Board Inspection. Discovery of compliance information by a committee or the Board as a whole. This is a Board inspection of documents or activities directed by the Board, which allows a "prudent person" test of policy compliance.
4. In every case, the board will determine: (a) the reasonableness of the CEO's interpretations, using a "reasonable person test" rather than with interpretations favored by board members or the board as a whole. The board is the final arbiter of reasonableness. The board will also assess: (b) whether data demonstrate the accomplishment of the interpretation.
5. All policies that instruct the CEO 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 normally use a routine schedule. These monitoring reports shall include the appropriate policy, a statement of compliance or non-compliance, and supporting evidence for the statement.

Policy	Method	Frequency	Month
Actual Financial Condition	Internal	Quarterly	1, 4, 7, 10
Independent Audit/Review	External	Annually	6
Financial Planning	Internal	Annually	10
Other ELs	Internal	Annually	x
Ends	Internal	Annually	3

In addition to the monitoring reports above, the board must receive the following information each month. It is understood that this data is supplemental, not monitoring.

<i>(Summary Income Statement & Internal Cashflow)</i>		<i>Monthly</i>	<i>1-12</i>
<i>Board Dashboard</i>	<i>Internal</i>	<i>Monthly</i>	<i>1-12</i>

POLICY 3.1 (continued) (The Board Secretary will maintain the monitoring chart and affirm the board’s observations by initial.)
Draft, as an example of a way to collect a year’s worth of monitoring in one place.

Calendar Year 20xx Monitoring Chart

	CEO Interpretation Reasonable		D a t a Adequate & Clear		C E O Compliance with Board Policy		Affirmatio n	Date
	Board Agrees	B o a r d Disagrees	Yes	No	Yes	No	Corporate Secretary	
Direct inspection of Mission and Priorities (Int. – even yrs.)								
1.0 Mission and Priorities								
2.0 Global Executive Constraint								
2.1 Treatment of Members								
2.2 Treatment of Staff								
2.3 Financial Planning/Budgeting 1st qtr.								
2.3 Financial Planning/Budgeting 2nd qtr.								
2.3 Financial Planning/Budgeting 3rd qtr.								
2.3 Financial Planning/Budgeting 4th qtr.								
2.4 Financial Condition & Activities 1st qtr.								
2.4 Financial Condition & Activities 2nd qtr.								
2.4 Financial Condition & Activities 3rd qtr.								
2.4 Financial Condition & Activities 4th qtr.								
Financial Condition – external Audit	N/A	N/A	N/A	N/A	√			
2.5 Asset Protection								
2.6 Emergency CEO Succession								
2.7 Compensation and Benefits								
2.8 Communication and Support to Board	N/A	N/A	N/A	N/A	√			

2.9 Programs/Services								
2.10 Ends Focus of Grants or Contracts								
Areas of Non-compliance								
Policy #	Date	Specific Area of non-compliance						

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.0 GLOBAL GOVERNANCE COMMITMENT

The purpose of the board, on behalf of NSA Members is to see to it that National Speakers Association thrives financially, achieves appropriate results for its members at an appropriate cost (as specified in Board Ends policies), and avoids unacceptable actions and situations (as prohibited in board Executive Limitations policies).

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.1 GOVERNING STYLE AND VALUES

The Board of Directors of National Speakers Association will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of Board and executive roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

In this spirit, the Board:

1. Will be an initiator of policy not a reactor to staff initiatives. The Board, not the staff, will be responsible for Board agenda and performance. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. Will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. Will enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, respect of clarified roles, matters of confidentiality, speaking with one voice, and self-policing of any tendency to stray from governance adopted in Board policy.
4. Will monitor and regularly discuss the Board's own process and performance and insure the continuity of its governance capability by ongoing training and development.
5. Will be accountable to the membership for competent, conscientious, and effective accomplishment of its obligations and responsibilities. It will allow no officer, individual, or committee of the Board to usurp this role or hinder this commitment.
6. 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-CEO Relationship categories.
7. Embraces accountability and transparency as a matter of ethical leadership, as well as legal compliance. We believe financial transparency preserves the trust our members place in the organization and fosters a culture aligned with NSA's values.
 - A. With this philosophy, NSA will post its most recent audited (or reviewed) financial statements, its annual returns (IRS Form 990) for the most recent three (3) year period, and the IRS Determination Letter on a public-facing page on the NSA website. NSA will also post its Conflict of Interest Policy and its governing documents on the NSA website. Additionally, NSA will create and post an Annual Report on the NSA website. The documents will be posted in the same format as the original documents and will be available for access, download, view, and print.

B. Any person who has been a member of NSA for more than six (6) months may send a written request for additional financial information to the CEO. The request must include the intended purpose, with particularity, for each additional piece of financial information requested. NSA will respond to written requests within 30 calendar days from receipt of the request to supply the requested items which may include fiscal year, and recent fiscal year, consolidated financial statements, audits, and form 990.

8. Commits itself, the National Speakers Association, and its members to the following Code of Ethics:

Article 1— Representation. The NSA member has an obligation to oneself and to NSA to represent oneself truthfully, professionally, and in a non-misleading manner. The NSA member shall be honest and accurate in presenting qualifications and experience in the member’s communication with others.

Article 2— Professionalism. The NSA member shall act, operate his/her business, and speak in a most professional and ethical manner so as neither to offend nor bring discredit to oneself, the speaking professional, or one’s fellow NSA members.

Article 3— Research. The NSA member shall exert efforts to understand each client’s organization, approaches, goals, and culture in advance of a presentation, in order to professionally apply one’s expertise to meet each client’s needs.

Article 4— Intellectual Property. The NSA member shall avoid using – either orally or in writing – materials, titles or thematic creations originated by others unless approved in writing by the originator.

Article 5— Respect & Collegiality. The NSA member shall maintain a collegial relationship with fellow members that is based on respect, professional courtesy, dignity, and the highest ethical standards.

Article 6— Confidentiality. The NSA member shall maintain and respect the confidentiality of business or personal affairs of clients, agents, and other speakers.

Article 7— Business Practices. The NSA member is obligated to maintain a high level of ethical standards and practices in order to assist in protecting the public against fraud or any unfair practice in the speaking profession and shall attempt to eliminate from the profession all practices that could bring discredit to the speaking profession.

Article 8— Diversity. The NSA member shall not participate in any agreement or activity that would limit or deny access to the marketplace to any other speaker, to a client, or to the public. This includes, but not limited to, economic factors, race, ethnicity, creed, color, sex, age, sexual orientation, disability, religion, or country of national origin of any party.

9. Commits itself and National Speakers Association to the following Core Values: (At the beginning of each Board meeting, the Board members voice these values.)

A. Respect: We will treat everyone with dignity, by being open to one another and by valuing one another. We accomplish this through:

- Honoring each other by arriving on time, by being prepared, and by remaining present throughout the entire meeting.
- Speaking only when we have something new to add to the discussion and by refraining from side bar conversations.
- Listening respectfully to other people’s opinions, thoughts, and feelings, even if we disagree, both verbally and non-verbally.

B. Integrity: We will embrace and practice a high standard of personal ethics. We demonstrate this through:

- Maintaining confidentiality on all Board matters.

- Standing behind the decisions of the Board no matter what our personal opinions might be.
 - Honoring the ideals and principles of our Founders and the Board members who have served before us.
- C. Communication: We will create an environment that allows for and encourages an open and honest exchange of ideas, thoughts, and feelings. We accomplish this through:
- Listening actively, openly, and objectively.
 - Voicing our opinion in the meeting rather than later.
 - Using the Rules of Order that have been developed for the National Speakers Association.
- D. Accountability: We will be accountable to our members and use the power and responsibility entrusted to us in a wise manner. We demonstrate this through:
- Making decisions that are supported by data and input from key stakeholders.
 - Staying strategic in our Board discussions.
 - Being fiscally responsible.
- E. Courage: We will accept necessary strategic changes and act on them, even when change is uncomfortable or unpopular. We accomplish this through:
- Focusing on what is right, not on who is right.
 - Learning from the past, but not being tied to it.
 - Caring enough to confront issues and ideas early and directly.

10. Commits itself and National Speakers Association to the following Professional Code of Conduct

- A. The National Speakers Association (NSA) is committed to creating a welcoming, safe, and productive environment that is free from harassment, discrimination, intimidation, and retaliation for all who participate in its sponsored meetings, educational events, and activities, including online and social gatherings. All persons will conduct themselves in ways that reflect favorably on NSA and on the communities we represent, while contributing to a culture of respect.
- B. Misconduct is prohibited whether it is verbal, physical, visual, and/or online.
- C. Prohibited conduct includes, but is not limited to, sexual harassment, offensive or physically threatening bodily contact, and intimidation or discrimination based on race, ethnicity, national origin, ancestry, religion, creed, age, sex (including pregnancy), gender identity/expression (including gender nonconformity and status as a transgender or transsexual individual), sexual orientation, physical or mental disability, size, political beliefs, citizenship, genetic information, past, current or prospective service in the uniformed services, and/or other characteristic protected under applicable U.S. federal, state, or local law.

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.2 BOARD JOB DESCRIPTION

The job of the Board is to lead National Speakers Association to accomplish the Association's vision and to ensure organizational performance.

The Board's specific contributions include:

1. For creating written governing policies
 - A. **Mission, Vision, and Strategic Expectations.** How the Board addresses what the Association is about, its products' impact, benefits, and outcomes.
 - B. **Executive Limitations.** Constraints on the CEO's authority, which establish ethical boundaries, the acceptable areas of activity, and decision-making, includes policies in the areas of finance, members, fund raising, marketing, and other organizational areas as needed.
 - C. **Board—CEO Relationship.** How power is delegated and monitored.
 - D. **Governance Process.** How the Board determines, carries out and monitors its own task.
2. To ensure that National Speakers Association through its CEO achieves the Ends and complies with its Executive Limitations.
3. To raise funds as it may from time to time deem necessary.
4. To steward the Association's reserve and endowed funds. (See Policy 4.9)

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.3 BOARD MEETINGS AND AGENDA PLANNING

The Board's annual agenda will include everything the Board holds itself accountable to accomplish.

1. Board meetings are held three times per year as follows: (1) in the spring; (2) in the summer in conjunction with NSA Influence, and (3) in the fall at NSA headquarters in Tempe, Arizona. A notice announcing a meeting will be included on the website and in NSA publications at least 30 days prior to the Board meeting.
2. The Board will develop its agenda each spring for that year.
 - A. The Chair will propose the tentative agenda for the year.
 - B. The agenda for every meeting must contain all required Board policy items. The Chair is responsible to complete the agenda and determine the order of business unless the Board determines otherwise.
 - C. Proposals. All proposals to be considered by the Board at a regularly scheduled meeting must be submitted, in writing, to the Chair and the CEO at least 30 days prior to the scheduled Board meeting.
 - i. Proposals are typically made to make changes to the Bylaws, policies, and procedures.
 - ii. All submitted proposals will be reviewed by the NSA Executive Committee to ensure that all pertinent information and details are included. Any proposal needing additional information will be sent back to whomever has proposed it to include that information. Any proposal that has financial implications will be forwarded to the Finance Committee for feedback
 - iii. Because of the stringent review process and, out of respect for those who submit the proposals by the deadline, submitted proposals will take priority at the Board meetings. Unsubmitted proposals, brought up during a Board meeting, will be referred to the Executive Committee for review unless 2/3 of the Board votes to consider the item. The proposal must be put into writing for the Board to consider and unsubmitted proposals will be put forward if there is time on the agenda.
 - D. Any Director may make a motion to introduce a new piece of business or propose a decision or action in a Board meeting. Said motion may result in discussion and voting.
3. The CEO's administrative planning and budgeting for the new fiscal year may begin April 15th based on the Board's most recent statement of Ends.
4. CEO review and remuneration will be decided after a review of monitoring reports received in the last year during the month of July.

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.4 CHAIR'S ROLE

The job of the Chair is, primarily, the integrity of the Board's process. The Chair "manages the Board."

Accordingly:

1. The Chair ensures that the board behaves consistently with its own rules and those rules, laws or regulations legitimately imposed upon it from outside the organization.
 - A. Board discussion will be only about those issues, which, according to Board policy, clearly belong to the Board to decide, not the CEO of the Association.
 - B. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
 - C. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the Chair consists in making decisions that fall within topics covered by board policies on Governance Process and Board-CEO Relationship, except for (a) employment or termination of a CEO and (b) where the board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - A. The authority of the Chair is to preside at all meetings of the Board and the Executive Committee. The Chair shall appoint all Board committees and shall sign such papers and perform such other duties as are required of the presiding officer. The Chair shall be an ex-officio member of all committees of the Board.
 - B. The Chair is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - C. The Chair has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the CEO, but is expected to maintain close communication, offer advice, and provide encouragement to the CEO and staff on behalf of the Board.
 - D. Only the Chair 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. Other directors may speak only in rare and specifically approved cases, sharing official talking points provided to the Directors from the Chair or from NSA staff.
 - E. The Chair may delegate this authority but remains accountable for its use.
3. If any Director has concerns related to the performance of the Board Chair, the Director should share that concern with any or all members of the Executive Committee.

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.5 SECRETARY'S ROLE

The Board Secretary ensures the integrity of the board's documents and chairs the Board Development Committee.

1. The NSA Board Liaison records the proceedings, including the number of yeas, nays, and abstentions; prepares a draft copy for review by the Board Secretary, Board Chair, and Chief Executive Officer; and produces a final copy.
 - A. General Counsel reports are "confidential information protected by attorney-client privilege." They are not to be reproduced in the official Board meeting minutes. Other items, as necessary, may be deemed confidential.
 - B. Only items that are adopted by the Board are reproduced.
 - C. Reproduction of the meeting minutes is the responsibility of the NSA Board Liaison.
2. The minutes of each Board meeting are prepared and posted on the NSA website within 45 days after the meeting. The minutes are not considered official until approved by the NSA Board of Directors at the next scheduled meeting.
3. Board documents and filings are to be accurate and timely.
 - A. Policies will be current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or board member recognitions need not be placed in policy.
 - B. Bylaws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the board.
 - C. Requirements for format, brevity, and accuracy of board minutes will be known to the CEO.

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.6 BOARD MEMBERS' CODE OF CONDUCT

The Board expects of itself and its members, ethical and businesslike conduct at all times.

1. Board members must represent uncompromised loyalty to the interests of the entire Association, unconflicted by loyalties to staff, other organizations, and any personal interest as a member. We will make decisions that are in the best interest of the members of the National Speakers Association
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the Association except with prior Board approval to assure openness, competitive opportunity, and equal access to “inside” information.
 - B. When the board is to decide upon an issue, about which a board 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.
 - C. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he or she must first resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
 - A. Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - B. Board members' interaction with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - C. Except for participation in board deliberation about whether the CEO has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees of the CEO.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members will support the legitimacy and authority of board decisions, irrespective of the member’s personal position on the issue.

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.7 DIRECTORS' INDIVIDUAL RESPONSIBILITIES

The leadership success of the board is a direct result of the individual and collective participation of its members.

Therefore, each board member is expected to participate in the following ways:

1. Attendance - As board contemplation, deliberation and decision-making are processes which require wholeness, collaboration and participation, attendance at board meetings is required of board members. Any Director unable to attend a meeting shall advise the Chair as to the reason for the absence. The Executive Committee will decide if the absence is to be excused or unexcused. If a Director misses two (2) meetings for reasons which the Executive Committee has declared to be insufficient, the Director shall be deemed to have resigned as a Director.
2. Preparation and Participation - Board members will prepare for board and committee meetings and will participate productively in discussions, always within the boundaries of discipline established by the board. Each member will contribute his or her own knowledge, skills, and expertise to the board's efforts to fulfill its responsibilities.
3. Members as Individuals - the CEO is accountable only to the board as an organization, and not to individual board members. Accordingly, the relationship between the CEO and individual members of the board, including the board chair, is collegial, not hierarchical.
4. Volunteerism - As the functioning and success of the organization depend largely on the involvement and dedication of volunteers, all board members are expected to contribute a minimum of ___ hours (inclusive of board meeting time) annually to the organization. In view of the CEO's responsibility for operational activities and results, members of the board acting as operational volunteers are subject to the direct supervision of the CEO or responsible staff person.
5. Contributions - Each board member is encouraged to make a generous annual financial contribution to the organization. (Generous is defined as, "If your best friend knew the amount of your gift, he or she would say it is generous.) The demonstration of support, rather than the amount of the contribution, is of principal importance. Members are expected to contribute only within their individual means.

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.8 BOARD COMMITTEES

Committees will be used to help the Board be more efficient and effective. They shall not interfere with the wholeness of the Board's job or interfere with the delegation of authority and responsibility from the Board to the CEO of the Association. (Refer to Bylaws Article VIII, Section 1).

Accordingly,

1. All Board Committees must have an approved charter before committees can assemble and commence work. Committees are prohibited from any activities or actions that will cause NSA to be legally or financially bound to an agreement or other relationships. Committees are limited to the activities set forth in their charters.
2. Board Committees may not speak for the Board except when formally given such authority. They are not for the *purpose of exercising authority over staff*.
3. In keeping with the Board's broader focus, committees normally will not have direct dealings with current staff operations. Because the CEO of the Association works for the full Board, the CEO will not be required to obtain approval of a Board Committee before an executive action, provided the executive action complies with Board Policy. However, the CEO may direct or authorize Directors to work directly with staff from time to time.
4. Standing Committees are formally chartered by the Board and charged with preparing for deliberation some aspect of the Board's normal and annual responsibility. Current Standing Committees include:
 - A. Executive Committee: The Chair, Chair-Elect, Vice Chair, Secretary, Treasurer, Immediate Past Chair, and two At-Large Directors shall constitute the Executive Committee. The CEO shall be a member, without vote, of the Executive Committee. The Executive Committee shall have the power to act for the Board and the Association between meetings of the Board, to conduct business/administrative affairs as are deemed necessary and to address legal/personnel concerns that require confidential decision making. The Executive Committee cannot amend policies, documents of governance or Board actions. The Chair of the Board shall serve as the Chair of the Executive Committee.
 - B. Board Development Committee. The Secretary shall chair the Board Development Committee. Specific responsibilities include:
 - iv. Review bylaws and Board policies periodically. The Board Development Committee will conduct a review of the bylaws and Board policies and present suggested changes to the Board as part of the Agenda of each fall meeting of the Board of Directors.
 - v. Develop, review, and monitor the profile of desired qualifications of new Directors. The Board Development Committee will review and monitor the profile at each fall meeting of the Board of Directors. This profile will be shared with the Board Nominations Committee and used during the nominations process.
 - vi. Orient and nurture new Directors in partnership with the CEO. The Board Development Committee will conduct an orientation for new Directors prior to their first Board Meeting.
 - vii. Develop ongoing Board training. In the fall Board meeting, the Board Development Committee will develop a plan for ongoing Board training and present it to the Board through the Executive Committee.
 - viii. Evaluate annually Board structure and process. The Board Development Committee will review the Board structure and process annually, and present findings to the Board during the fall Board of Directors meeting.

- ix. The Board Development Committee will review the Board attendance, donor of record reports, donor of recipient reports, and enforcement of the conflict-of-interest policy and present findings at the fall Board meeting.
- C. Officers Nominations Committee: The Immediate Past Chair shall chair the Officers Nominations Committee that will submit a slate of up to three (3) nominees for the office of Vice Chair to be voted upon at the summer meeting of the Board.
- D. Board Nominations Committee. The Immediate Past Chair shall chair a Board Nominations Committee that will use the profile of desired qualifications of new Directors created by the Board Development Committee, review candidates, and submit a slate of nominees for the offices of Director to be voted upon by the members of the Association. Members who are not Board members may be appointed to this committee.
- E. CEO Evaluation and Compensation Committee: The CEC will be composed of two members, the current Chair of the Board of Directors, and a former Chair of the Board mutually agreed upon by the current Chair and the CEO. If no past Chair is still presently on the Board, the current Chair and CEO will mutually agree to have another member from the current Board of Directors serve on the Committee.
 - x. Procedure: The CEC will meet annually and report in writing to the Executive Committee. With approval of the Executive Committee and the full Board, the CEC shall schedule a personal conference with the CEO within 90 days of completion of the written Performance Appraisal Review Form. The self-evaluation, goals of the CEO, the completed Performance Appraisal Review Form and any other pertinent material will be discussed with the CEO in executive session. Any Board concerns will be identified as well as any concerns the CEO wishes to express. These concerns will be discussed with the CEO only in executive session.
 - xi. The review will be specific with written results of the review presented to the CEO. The review and written results will be part of the CEO's personnel file. If the CEO differs with parts of the review and/or its conclusions, the CEO shall share his or her differences with the CEC in writing. These comments shall also be placed in the CEO's personnel file.
 - xii. The results of the review and any recommendations, including compensation recommendations, will be shared, as appropriate, in executive session with the Executive Committee and the entire Board. The Board may or may not engage in further dialogue with the CEO.
- F. Finance Committee: The Treasurer shall chair a Finance Committee that will provide financial oversight for the Association and ensure assets are protected. Specific responsibilities of the Finance Committee include:
 - xiii. Review the budgets and budget forecasts in relation to the goals set forth in the NSA strategic plan and CAP to ensure compliance with Board expectations on budgeting.
 - xiv. Review and monitor the strategy for all permanent reserve and surplus funds to ensure they comply with the Bylaws but are also in line with the current overall strategic plan and CAP.
 - xv. Make recommendations for Board financial policy changes deemed necessary or appropriate for the financial welfare of NSA.
 - xvi. Approve the selection of the independent auditor and make a recommendation to the Board of Directors. Hold pre- and post-audit meetings to discuss forthcoming audit plans and subsequent formal and informal auditor recommendations. Report results to the Board of Directors.
 - xvii. Monitors the Board's financial policies and makes recommendations to the Board regarding compliance.

5. The Board may also create Task Forces: A group of volunteers formally chartered by the Board for a defined and time-limited purpose related to achievement of the NSA Strategic Plan. Task Forces are formed to deliver a specific piece of work on the Board's behalf and will be dissolved upon the completion of the work.

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.9 INVESTMENT POLICY

NSA wishes to provide financial stability and cash flow in extreme financial times while providing an opportunity for growth in assets. An operating account containing sufficient funds to cover expenses without having to access long term investments will be maintained. The funds will be kept in a liquid checking or money market account. These operating funds are not a part of the investment portfolio discussed below.

Investment funds are unrestricted net assets and are separate from operating funds. However, invested funds should balance our need to provide funds for maintaining operations during times of financial stress as well as provide for the long term (1 to 5 years) appreciation of assets. Therefore, a portion of the investment fund will be targeted as funds to be used for supporting operations in a downturn with a target of a minimum 75% of the average annual operating expense for the previous ten years. This amount will be reviewed annually, balancing the needs of the association against the desire to maintain or achieve the 75% target.

The funds over and above the 75% of annual operating expenses may be used as venture capital or seed money for new programs and services, to be determined ultimately by the Board of Directors.

The objective of this investment portfolio is to maximize returns without exposure to undue risk. It is understood that fluctuating rates of return are characteristic of the securities markets. Recognizing that short term market fluctuations may cause variations in the account performance, the portfolio is expected to compare favorably (net of fees) with the returns of nationally recognized indices measuring the performance of the classes in the existing asset mix of the portfolio such as the DJIA, NASDAQ, Russell 2000 or the S&P 500. NSA rates its risk tolerance as moderate and feels the investment portfolio can tolerate interim fluctuations in market value and rates of return in order to achieve long term objectives.

Funds will be invested in a balanced portfolio of equity and fixed income investments. This allocation is rebalanced as necessary. Income from these investments will typically be reinvested in the investment portfolio, unless specified for other uses by the Finance Committee and Board of Directors. Liquidation of the entire investment portfolio must be approved by the Board of Directors.

An Independent Adviser will be appointed to recommend how the assets are invested. The Finance Committee will recommend the appointment of the Adviser and the investment strategy suggested by the Adviser to the Board of Directors. The Investment Adviser will make a presentation to the Finance Committee at least once per year outlining the investment strategy and performance, as well as provide continued advice on the NSA portfolio allocation. The Board of Directors shall be apprised by the Finance Committee of the status of NSA's investments on a minimum quarterly basis.

This portfolio will remain invested until the Finance Committee and Board designate some amount for a planned project or program or the need for operating funds is approved.

Funds may not be withdrawn from the investment portfolio without the approval of the Board of Directors. The Finance Committee will review this policy annually. The Board may make changes to this policy at any time.

CATEGORY IV | POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: 4.10 BOARD SIZE AND NOMINATION

The Board aims to maintain a size of 15 members. Election of new Board members, new officer positions and new members of the Board's Executive Committee will take place each summer.

Accordingly:

1. Nominations for individuals to fill vacant board seats, will be made by the Nominations Committee in March and offered to the Membership to be voted on in May. (Appendix A explains this process.)
2. Candidates for Vice-Chair may apply in February. The Board will vote on the position during the summer meeting. (Appendix B explains this process.)
3. The future Treasurer is nominated by the Board Vice Chair and voted on by the Board at the summer meeting a full year before he/she will serve as treasurer (and he/she will begin a Vice-Chair of the Finance Committee immediately after the annual convention (Appendix C explains this process.)
4. The incoming Secretary is nominated by the Chair-Elect and affirmed by the Board at the summer Board meeting for a term that begins immediately after the annual convention. (Appendix C explains this process.)
5. Directors may self-nominate each spring for one of two slots on the Executive Committee. Those positions will be voted on at the summer meeting. (Appendix D explains this process.)
6. Prior to election, each person recommended from the Board Nominations Committee, shall receive adequate briefings on the role of the Board, (including Governance Policies of this document) officers, staff, and a general overview of plans and finances.
7. The National Speakers Association Board of Directors seeks individuals to serve on the Board who:
 - A. Are willing to promote the interests of the Association and its needs to any possible donor.
 - B. Are committed to be a generous giver of time, effort, and support as an annual donor of record to the Association.
 - C. Affirm, support, and promote the mission, vision, values, and goals of National Speakers Association.
 - D. Support and promote the successful existence of a high quality, comprehensive speaker association committed the highest level of professionalism and ethical conduct.
 - E. Support a governance process that is focused on outward vision rather than inward administrative preoccupation.
 - F. Support a governance process that encourages diversity of viewpoints, strategic leadership more than administrative detail, clear distinction of Board—Staff roles, and is proactive rather than reactive. BPM 4.1
 - G. Are willing to agree to whatever actions are needed to govern with excellence in regard to matters such as attendance, respect of clarified roles, matters of confidentiality, speaking with one voice, and self-policing of any tendency to stray from governance adopted in Board policy. BPM Section 4.
 - H. Are not engaged in any activity that would violate the NSA Board of Director's conflict of interest policy. BPM 4.6
 - I. Are committed to maintain an accountable to and a healthy working relationship with the National Speakers Association, Board members, staff, members, and its Foundation.
 - J. Are proficient in a category of expertise that supports the mission, vision, values, and goals of the association.

- K. In their professional lives do not condone, cause, or allow any practice, activity, decision, or organizational circumstance which is either imprudent or in violation of commonly accepted business and professional ethics. BPM 2.0.

APPENDIX A: DIRECTOR NOMINATIONS GUIDELINES AND PROCEDURE

The following Director nomination guidelines and procedures provide parameters for electing new Board Members of the NSA Board of Directors. The individual(s) who are elected to become Directors will make a four-year commitment to serve a term on the Board of Directors.

In compliance with the NSA Bylaws, the Board shall consist of not less than 13 elected Directors and, inclusive of the officers, not more than 20 Directors.

The Immediate Past Chair shall chair a board nominations committee (committee) which will include the Chair, Chair-Elect, Vice Chair, and a Past Chair. The CEO will be a non-voting member of the selection committee. Note, the term “Chair” is used throughout this document. “Chair” is interchangeable with “President.”

Timeline and Process. Current dues-paying members are able to self-nominate for the Board of Directors. Each candidate will be asked to complete an application. The committee will review and rank the candidates based on their application responses. The committee may request additional information from candidates as needed. The committee will identify and put forward the top candidates from the applications – the number of open Director slots will vary year-to-year.

1. The NSA Board Liaison work with the Immediate Past Chair and CEO to identify the number of open slots and the dates for the review process and will post the position description on the NSA website with a link to the application.
2. The Board Liaison will work with the committee to review and edit the application as appropriate. Edits will be made only to accommodate current Board needs.
3. The NSA Board Liaison will send an email on behalf of NSA HQ to all current dues-paying members asking for self-nominations. Applications will be opened January 2 and closed January 31.
4. The Board Liaison will send an email on behalf of the Immediate Past Chair and CEO to the committee asking each committee member to review the completed applications and complete the evaluation form during the month of February.
5. The Board Liaison will present the weighted scores to the Immediate Past Chair and CEO for committee discussion.
6. The committee will review the weighted scores and select no more than five candidates, after discussion and voting, to move forward in the process.
 - A. The committee will hold a virtual meeting to discuss the ratings, identify any additional information required, and select the candidates to interview.
7. The Board Liaison will send an email on behalf of the Immediate Past Chair and CEO to each candidate notifying her or him of the decision. The names of the candidates and the rankings and deliberations will be kept confidential by the committee and NSA staff.
8. The Board Liaison will send an email on behalf of the Immediate Past Chair and CEO to the applicants that will be interviewing asking each to select an interview time.
9. The committee will hold interviews in mid to late March with the candidates selected in step 6. Interviews can be held virtually.
10. The committee will discuss the interviews and all candidates who interviewed will be notified of their status verbally.
11. The candidates will be shared with the Board and their names will be put forward to the full membership.

APPENDIX B: VICE CHAIR NOMINATIONS GUIDELINES & PROCEDURE

The following officer nomination guidelines and procedures provide parameters for electing the Vice Chair of the NSA Board of Directors. The individual who is elected to the Vice Chair position will make a four-year commitment to advance through the four different NSA leadership roles (Vice Chair for one year, Chair Elect for the second year, Chair for the third year, and Immediate Past Chair for the fourth year).

During this time period, the selected individual will be involved in taking on progressively increasing leadership responsibilities, shaping strategy discussions, and serving as an ambassador to the NSA membership as well as to the global speaking community.

In compliance with the NSA Bylaws, a minimum of two and a maximum of three individuals may be brought forward to the Board for its final selection in the summer board meeting (held in conjunction with Influence).

The Immediate Past Chair shall chair an officer nominations committee (committee) which will include the Chair, Chair-Elect, Vice Chair, and Immediate Past Chair one time removed. The CEO will be a non-voting member of the selection committee.

Timeline and Process. Current voting Board members are able to self-nominate for the Vice Chair role. Each candidate will be asked to complete an application. The committee will review and rank the candidates based on their application responses, as well as their known leadership contributions during Board discussions and task forces. The committee may request additional information from candidates as needed. The committee will identify and put forward up to three candidates from the applications.

1. In February, the NSA Board Liaison will send an email on behalf of the Immediate Past Chair and CEO to all current voting Board members asking for self-nominations. All self-nominations must be received by the first business day in March.
2. The Board Liaison will work with the Immediate Past Chair and CEO to review and edit the application as appropriate.
3. The Board Liaison will send an application to each candidate. Completed applications must be received by the first business day in April.
4. The Board Liaison will share the completed applications with the Immediate Past Chair and the CEO.
5. The Board Liaison will work with the Immediate Past Chair and CEO to create an evaluation form.
6. The Board Liaison will send an email on behalf of the Immediate Past Chair and CEO to the committee asking each member to complete the evaluation form.
7. The committee will review the completed applications and select two or three candidates, after discussion and voting, to move forward in the process.
 - A. The committee will hold a virtual meeting to discuss the ratings, identify any additional information required, and select the top two or three candidates.
 - B. If additional information is desired, the committee may request some or all of the original candidates to answer follow-on questions prior to selecting the top candidates.
8. In May, the Board Liaison will send an email on behalf of the Immediate Past Chair and CEO to each candidate notifying her or him of the decision. Candidates whose names are not being put forward will have the option to schedule a call with the Immediate Past Chair and CEO. The names of the candidates and the rankings and deliberations will be kept confidential by the committee and NSA staff.
9. In May, the Board Liaison will send an email to the full Board announcing the candidates for Vice Chair.
10. The completed applications for Vice Chair candidates will be included in the summer Board packet.
11. The candidates will interview for the Vice Chair position during the summer Board meeting.

12. The current serving members of the NSA Board of Directors will vote on the Vice Chair candidates during the summer Board meeting.
 - A. If a slate of three nominees is submitted, and one nominee does not receive a majority vote, a run-off election will be held.
13. The Vice Chair's term will begin on the last day of Influence.

APPENDIX C: TREASURER AND SECRETARY GUIDELINES & PROCEDURE

The following nomination guidelines and procedures provide parameters for electing the NSA Treasurer and Secretary.

NSA Treasurer is an officer of the NSA Board of Directors and serves on the Executive Committee. This individual first serves a year as the Vice Chair of the Finance Committee, and then serves a second year as the Chair of the Finance Committee, Treasurer, and a member of the Executive Committee.

The Finance Committee, under the direction of the Treasurer, provides financial oversight for the Association and ensures its assets are protected. The Finance Committee monitors and recommends a long-term financial plan and strategy, reviews the budget and budget forecasts, and makes recommendations to the Board of any changes. Working with the Finance Committee, the Treasurer makes recommendations for policies, approves the selection of the independent auditor, holds pre- and post-audit meetings and reports the results to the Board of Directors. The Treasurer works with the CEO to prepare financial reports for the Board's review at every Board meeting, works with NSA staff to report financial results to NSA members, and ensures IRS Form 990 form is filed by the proper due date.

NSA Secretary is an officer of the NSA Board of Directors and serves on the Executive Committee. During a one-year term, the Secretary will act as Chair of the Board Development Committee and, working in conjunction with the Board Liaison, will oversee the recording and publication of the standing policies and Board meeting minutes (including minutes from Executive Committee calls). The Board Development Committee reviews the NSA bylaws, orients new Directors, develops ongoing Board training, evaluates the Board structure and process, and evaluates Directors' compliance with policies such as attendance and conflict of interest. The Board Development Committee develops a Board approved "profile" showing the desired makeup of the Board, requirements for all Directors, and categories of expertise that at least one Director should bring to the Board, and shares that profile with the Board Nominations Committee.

Timeline and Process

The future incoming Treasurer is nominated by the NSA Board Vice Chair and voted on and affirmed by the Board of Directors on or before the summer Board meeting a full year before she or he will serve as Treasurer. The earlier confirmation vote is necessary to allow the future incoming Treasurer to begin a one-year term as Vice Chair of the Finance Committee immediately after the annual convention, and then assume the Treasurer role immediately after the following annual convention. If a Treasurer candidate is voted down by the Board, another candidate will be nominated and voted on during the same or next Board meeting.

The incoming Secretary is nominated by the Chair-Elect and affirmed by the Board of Directors on or before the summer Board meeting. The incoming Secretary's term begins immediately after the annual convention. If a Secretary candidate is voted down by the Board, another candidate will be nominated and voted on during the same or next Board meeting.

A director may resign from the Treasurer or Secretary role at any time by giving written notice to the Board Chair and the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, or if no time is specified, at a time determined by the Board Chair. The Board Chair may fill a vacant Treasurer or Secretary position for the balance of the remaining term.

APPENDIX D: AT LARGE COMMITTEE MEMBERS NOMINATION GUIDELINES & PROCEDURE

In compliance with the NSA Bylaws, two directors will be elected each year by the Board of Directors to serve on the NSA Executive Committee (EC). The following nomination guidelines and procedures provide parameters for the selection of these At Large EC members. They will serve in their role for a one-year commitment.

Per Article VIII, Section 2 of the NSA Bylaws: *The Chair, Chair-Elect, Vice Chair, Secretary, Treasurer, Immediate Past President, and **two other directors elected by the Board of Directors**, shall constitute the Executive Committee. The Chief Executive Officer shall be a member ex officio, without vote, of the Executive Committee. The Executive Committee shall have the power to act for the Board of Directors and the Association between meetings of the Board, to conduct business/administrative affairs as are deemed necessary and to address legal/personnel concerns that require confidential decision making. The Executive Committee cannot amend policies, documents of governance or Board actions. Meetings may be called by the NSA Board Chair or the Chief Executive Officer and shall be subject to the same procedures as are applicable to meetings of the Board of Directors. The Chair shall serve as Chair of the Executive Committee. Actions of the Executive Committee shall be reported to the Board of Directors at its next meeting or by mail or e-mail according to policies and procedures adopted by the Board.*

The NSA Immediate Past Chair shall chair an Executive Committee At Large Members Nominations Committee (committee). The committee shall bring forward to the Board for its final selection in the summer board meeting (held in conjunction with Influence) a minimum of two and a maximum of five At Large EC member candidates. The committee will consist of the Chair, Chair-Elect, Vice Chair, Treasurer, and Secretary. The CEO will be a non-voting member of the committee. Any member of the committee who has self-nominated to fill a role on the EC will be recused from the committee. This may occur if either the Treasurer or Secretary self-nominates for one of the At Large positions.

Timeline and Process

Current voting Board members are able to self-nominate for the At Large positions. Each candidate will be asked to complete an application. The committee will review and rank the candidates based on their application responses, as well as their known leadership contributions during Board discussions and task forces. The committee may request additional information from candidates as needed. The committee will identify and put forward a maximum of three candidates from the applications. Up to two additional candidates for the At Large positions may come from those Vice Chair candidates who are not elected Vice Chair by their fellow directors.

1. In April, the NSA Board Liaison will send an email on behalf of the Immediate Past Chair and CEO to all current voting Board members asking for self-nominations. All self-nominations must be received by the first business day in May. See Exhibit A of the corresponding staff document for a draft email.
2. The Board Liaison will work with the Immediate Past Chair and CEO to review and edit the application as appropriate.
3. The Board Liaison will send an application to each candidate. Completed applications must be received by the first business day in June.
4. The Board Liaison will share the completed applications with the Immediate Past Chair and the CEO.
5. The Board Liaison will work with the Immediate Past Chair and CEO to create an evaluation form.
6. The Board Liaison will send an email on behalf of the Immediate Past Chair and CEO to the committee asking each member to complete the evaluation form.
7. The committee will review the completed applications and select up to three candidates, after discussion and voting, to move forward in the process.
 - A. The committee will hold a virtual meeting to discuss the ratings, identify any additional information required, and select the top two or three candidates.

- B. If additional information is desired, the committee may request some or all of the original candidates to answer follow-on questions prior to selecting the top candidates.
- 8. By July 1, the Board Liaison will send an email on behalf of the Immediate Past Chair and CEO to each candidate notifying her or him of the decision. Candidates whose names are not being put forward will have the option to schedule a call with the Immediate Past Chair and CEO to receive feedback. The names of the candidates and the rankings and deliberations will be kept confidential by the committee and NSA staff.
- 9. The completed applications for At Large member candidates will be included in the summer Board packet.
- 10. Vice Chair candidates that are not elected to be Vice Chair have the option of having their names included on the ballot for the two At Large EC member positions.
- 11. The current serving members of the NSA Board of Directors will vote on the At Large member candidates during the Summer Board Meeting.
 - A. If there are three candidates, the two receiving the most votes will win.
 - B. If there are four or five candidates, the three receiving the most votes will advance to a final runoff vote. The two that receive the most votes will win.
- 12. The two At Large members' terms will begin immediately after the Summer Board meeting and conclude at the end of the Summer Board meeting the following year.
- 13. Any director may resign from the At Large position at any time by giving written notice to the Board Chair and the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, or if no time is specified, at a time determined by the Board Chair. A director may be removed from the At Large position with or without cause by a majority vote of the remaining Executive Committee members. The Board Chair may directly appoint a director to fill a vacant At Large position for the balance of the remaining term.