



NATIONAL SPEECH & DEBATE ASSOCIATION

BOARD OF DIRECTORS

HANDBOOK

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TABLE OF CONTENTS

SECTION 1: ROLE OF THE BOARD	3
Responsibilities of the Board of Directors.....	3
Position Descriptions for Board Members	5
President of the Board.....	7
Vice President of the Board.....	7
Board Committee Norms and Expectations	8
National Speech & Debate Association – Board Committee Roles.....	10
SECTION 2: BOARD GUIDELINES	12
SECTION 3: ADDENDUM	15
INTRODUCTION TO DIVISION OF BOARD AND EXECUTIVE DIRECTOR RESPONSIBILITIES	15
Board and Executive Director Responsibilities.....	16
Checklist of Materials for Potential Board Members.....	19
Appointed Board Member Attributes Recruitment Chart	20
The Do’s and Don’ts of Board Recruitment.....	20
Board Member Commitment Form.....	21
Potential Conflict of Interest Disclosure Statement.....	22
Executive Director’s Evaluation	23
Board Policies for New 990 Questions	28
Conflict of Interest.....	28
CONFLICT OF INTEREST DISCLOSURE PROCEDURES	29
Conflict of Interest Affirmation of Compliance	32
Emergency Executive Director Succession Process.....	33
Document Retention Policy & Procedures.....	34
Whistleblower Policy & Procedures	36
Private Inurement Policy	37
Travel Expense Claim Form	38

SECTION 1: ROLE OF THE BOARD

A nonprofit organization must, at a minimum, have a Board President and a Vice President. A Board of less than 15 will be better able to operate as a group and achieve a high level of engagement. Ideally, Board Members should be people who are interested in **governing** the organization, but who are not in a management role. An organization can utilize other professionals by establishing advisory ad hoc committees, such as, middle school, inclusion, curriculum, and interp, for example.

Responsibilities of the Board of Directors

Guiding Principles

- Uphold the duty of care to pay attention to the organization—to monitor its activities, see that its mission is being accomplished, and guard its financial resources.
- Uphold duty of loyalty to avoid conflicts of interest.
- Uphold duty of obedience to carry out the purposes of the organization and to comply with the law.

Framework

The Board of Directors establishes the framework for the NSDA.

- Creates and updates the mission and vision statements.
- Defines what benefits (or end results) the NSDA is providing to whom and what it will cost to deliver them.
- Determines how the NSDA's performance will be measured.

Direction

The Board of Directors sets the direction for the NSDA.

- Sets goals and approves and monitors the strategic or business plan.
- Develops organizational policies, including the policies that govern how the Board will operate.

Accountability

The Board of Directors is responsible for the behavior and performance of Board Members and the Executive Director.

- Attend, regularly, all in person and virtual Board meetings in order to be actively involved in governance duties. An absence necessitates notification of and approval by the President.
- Serve on a minimum of one standing committee, regularly attend meetings, and take on special assignments as needed.
- Establishes the code of ethics for the Board and ED, including policies related to private inurement and conflict of interest, and sets the tone for organizational behavior.
- Hires and fires the Executive Director (see "Emergency Executive Director Succession Process").
- Establishes the end results the Executive Director is assigned to achieve and defines any limitations on the means the ED can use or any functions the ED must perform.
- Monitors financial and operational performance. Evaluates the Executive Director based on achievement of the end results and compliance with predefined limitations or requirements.
- Serves as the last court of appeal within the NSDA.
- Selects an auditor based on recommendation of ED and Finance Committee and receives the audit report.

Good Will and Support

The Board of Directors represents the NSDA to the outside world and provides support and counsel to the Executive Director.

- Supports the NSDA by making an annual personal financial donation each fiscal year to fulfill the non-profit 501(c)(3) expectation of 100% board giving. In addition, each board member is expected to assist with raising funds, as well as, garnering resources, advisors, and fundraising opportunities.
- Serves as the NSDA's ambassador to other agencies, funders and potential funders and the general community.
- Communicates the value of the NSDA to prospective donors.
- Attracts donors, supporters, favorable press, and new Board Members.

Position Descriptions for Board Members

NATIONAL SPEECH AND DEBATE ASSOCIATION

Member, Board of Directors

Mission

The National Speech & Debate Association connects, supports, and inspires a diverse community committed to empowering students through competitive speech and debate.

Vision

We envision a world in which every student has access to membership in the National Speech & Debate Association, providing the educational resources, competitive opportunities, and expertise necessary to foster their communication, collaboration, critical thinking, and creative skills.

Values

Equity • Integrity • Respect • Leadership • Service

For more information, please go to the National Speech and Debate Association's website at <http://www.speechanddebate.org>.

Position

The Board will support the work of the NSDA and provide mission-based leadership and strategic governance. While day-to-day operations are led by the NSDA's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board member responsibilities include:

Leadership, governance and oversight

- Serving as a trusted advisor to the Executive Director as they develop and implement the NSDA's strategic plan
- Reviewing outcomes and metrics created by the NSDA for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to Board and committee meetings
- Approving the NSDA budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Contributing to an annual performance evaluation of the Executive Director
- Assisting the Executive Director and Board President in identifying and recruiting other Board members
- Partnering with the Executive Director and other Board members to ensure that Board resolutions are carried out
- Serving on committees and taking on special assignments
- Representing the NSDA to stakeholders; acting as an ambassador for the organization
- Ensuring the NSDA's commitment to a diverse Board and staff that reflects the communities that the NSDA serves

Fundraising

NSDA Board members will consider the NSDA a philanthropic priority and make annual gifts commensurate with individual capacity to reflect this priority. The practice of 100 percent annual giving will allow the NSDA to credibly solicit contributions from foundations, organizations, and individuals.

Board Terms/Participation

Elected NSDA Board members may be elected to two consecutive four-year terms (if re-elected). Individuals may run for a third and final term after serving a four-year hiatus from the Board. If a hiatus is served of at least two years between the first and second term served, a third term may be served immediately following the second. Through the 2022 election, past Board members who have already served more than three terms, may run for one final four year term. Elections for "elected" board members are in even years. Elected Board members serve from August 1 to July 31.

Appointed Board members serve a two-year term and may be reappointed for a second term. Appointments are made in odd years. Thereafter, Appointed Board members may be considered for re-appointment only after leaving the Board for a minimum of one two-year term. Appointed Board members serve from August 1 to July 31.

Board meetings will be held quarterly and committee meetings will be held in coordination with full Board meetings. The Summer Strategic Planning Retreat is held bi-annually.

Qualifications

This is an extraordinary opportunity for an individual who is passionate about the NSDA's mission and vision and who has a track record of Board leadership. Appointed Board members will have achieved leadership stature in business, academic administration, philanthropy, or the nonprofit sector. Their accomplishments will allow them to attract other well-qualified, high-performing Board members.

Ideal Appointed Board member candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in education, business, government, philanthropy, or the nonprofit sector
- A commitment to and understanding of NSDA's beneficiaries, preferably based on experience
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals
- Personal qualities of integrity, credibility, and a passion for improving the lives of NSDA beneficiaries

Service on the NSDA Board of Directors for Elected Board members is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board members' duties.

Service on the NSDA Board of Directors for Appointed Board members is without remuneration.

NATIONAL SPEECH AND DEBATE ASSOCIATION

Position Descriptions

Board Officers

President of the Board

Criteria

The President will be nominated from the elected Board members and elected by the entire Board of Directors.

Function

Assure that the Board fulfills its responsibilities to the NSDA.

Responsibilities

- Chair meetings of the Board and governance committee
- Call special meetings if necessary
- Serve as ex officio member of all committees
- Work in partnership with the Executive Director to achieve the mission and the vision of the NSDA and make sure board resolutions are carried out
- Communicate any concerns management has regarding the role of the Board or individual Board Members. Communicate to Executive Director the concerns of the Board and other constituencies
- Appoint all Committee Chairs and with the Executive Director recommend who will serve on committees. In the case of the Rules Revision and Evaluation Committee, members will come from the elected Board. At the discretion of the President, an appointed member, such as the administrative rep, can be appointed to this committee
- Assist the Executive Director in preparing the agenda for board meetings
- Work with the staff to recruit Board Members and other needed volunteers
- Conduct new Board Member orientations
- Oversee searches for the Executive Director. Recommend salary for consideration by the appropriate committee
- Coordinate periodic board assessment with the staff
- Periodically, consult with Board Members on their roles to help them assess their performance, e.g., attendance, participation, contributions, etc.
- Annually focus the Board's attention on assessment of its own structure, role, and relationship to management
- Periodically, consult with Board Members on their roles to help them assess their performance, e.g., attendance, participation, contributions, etc.

Vice President of the Board

Criteria

The Vice-President will be nominated from the elected Board members and elected by the entire Board of Directors.

Function

Stand in for the Chair if they are unavailable.

Responsibilities

- Attend board meetings
- Serve on the governance committee
- Assist President, as requested, with periodic consultations with Board members
- Carry out special assignments as requested by the Board Chair
- Understand the responsibilities of the Board Chair and be able to perform these duties in the Chair's absence

Board Committee Norms and Expectations

- 1. Enhance committee productivity and efficiency by demonstrating the following group norms:**
 - a. Set and respect deadlines to drive participation and results.
 - b. Respond to communications in a timely fashion.
 - c. Demonstrate consistent engagement.
 - d. Establish and follow realistic agendas.
 - e. Provide advance notice of agenda items and the information necessary to best react to the topics and tasks at hand.
 - f. Seek open, honest, and respectful communication to encourage all voices.
 - g. Strive for a collaborative and collegial work environment.
 - h. Refer to and utilize the Association’s mission and vision as a guide for directing committee efforts.

- 2. Every committee should plan a regular meeting schedule:**
 - a. Meetings should occur on a regular timetable, whether that be monthly, every six weeks, or quarterly. Typically, 60-90 minutes should be allocated. Meetings should be recorded for those unable to attend. In general, when planning committee meeting dates, the information needed to prepare an agenda and decisions that need to go before the full Board should drive the timing and number of meetings required.
 - b. An overall calendar of committee meetings should be established. The Board–Committee Facilitator may coordinate this effort to minimize the overlap of meetings or too many meetings scheduled for a given time period.
 - c. Committee Chairs will prepare and present a report at the Fall and Spring Board Meetings. The Board–Committee Facilitator and staff will prepare a template for this report that focuses on recommendations and strategic objectives, when appropriate.

- 3. Committee Framework Expectations:**
 - a. The role of committees is to serve as a clearinghouse for new ideas and the development of proposals.
 - b. Committee Chairs and membership will be determined by the President.
 - c. A member of the Board Executive Team will serve as a Board-Committee Facilitator. The Facilitator will assist with coordination efforts and overall oversight of committee efforts.
 - d. The President and Vice President will be members of all committees and observe and/or participate in committee meetings whenever possible.
 - e. Committee Chairs should:
 - initiate, organize, and foster the committee’s agenda, meetings, and practices;
 - work in collaboration with the committee members to set targeted goals;
 - address issues in a consistent and directed manner;
 - keep the Board apprised of committee work;
 - provide background information and rationale prior to main Board meetings or decision making rulings so that Board members feel “in the loop” on issues, can better understand how committees arrived at recommendations, and can save time during discussions at general meetings. Chairs may opt to provide brief reports to the Board after each meeting. *(For a full list of Committee Chair activities, view the Board Committee Roles document.)*
 - f. Board members will be asked to participate on one or more Board Committees.
 - g. Members of the national office have been identified to serve as staff liaisons to each Board committee (see Committee Roles document for a list of assigned

responsibilities). Staff may also be asked to assist with committee-driven projects and needs. Contributions beyond the liaison role are subject to time available and approval of the Executive Director.

- h. Board Committees may utilize ad-hoc, coach-driven committees if deemed necessary for special issues, but should seek Board approval and submit potential members to the President for approval and appointment. If the committee is directly related to the responsibilities of a Board committee, it is viewed as a sub-committee. This fosters engagement and maximizes our volunteer network.
- i. All ad-hoc committees necessitate a Board member for oversight and a staff liaison to reach targeted objectives in a timely manner.

National Speech & Debate Association – Board Committee Roles

Role	Staff Liaison	Committee Chair	Board–Committee Facilitator
Purpose	<p>Staff liaisons are employees who have significant staff responsibilities that relate to the same work area as the committee to which they have been assigned. They do not work “for” or “at the direction of” the group they support. Rather, they work with their committee to develop information and recommendations for staff and Board consideration. Staff liaisons participate in discussion but are non-voting members of the committee.</p>	<p>The Chair of a standing Board committee is an Association Board member with interest or experience in the subject matter of the committee. The Chair of an “ad hoc” committee is typically a coach member of the association with interest or experience in the subject matter of the committee. The Chair provides overall leadership for the committee, maintains and holds the committee accountable to its strategic goals, and facilitates the dialogue of the committee.</p>	<p>Board--Committee facilitator is a member of the Board Executive Team. The facilitator provides planning and support assistance to Committee Chairs and staff liaisons.</p>
Activities	<p>The Staff Liaison:</p> <ul style="list-style-type: none"> • Attends all meetings of the committee. • Coordinates with the Chair to schedule and create agendas and proposed meeting outcomes for all meetings. • Organizes meeting details and logistics, including supporting materials. • Ensures that meeting notifications and recordkeeping are consistent with the committee’s expectations. • Provides regular updates to staff and committee members regarding issues and decisions that stem from the committee’s work. • Clarifies organizational policy, history, or intent if there is uncertainty on an issue. • Provides professional guidance, issue analysis, and recommendations. • Makes sure appropriate follow-up takes place after a decision/recommendation. • Assists in presenting recommendations to Board or staff, if requested to do so. • Maintains a positive working relationship with committee members. • Helps committee identify and monitor objectives/goals. 	<p>The Committee Chair:</p> <ul style="list-style-type: none"> • Takes the lead in facilitating all meetings with assistance from the staff liaison. • Encourages the attendance and participation of other committee members. • Communicates clear expectations to committee members about what they are expected to contribute to the work of the committee. • Embraces the committee’s purpose and maintains a high-level perspective of its role in relation to other work and goals in the organization. • Helps plan and prioritize meeting agenda with staff liaison. • Ensures the committee is staying on track and focused. • Maintains respectful and constructive dialogue in the committee, addressing problems as needed. • Identifies opportunities for the committee to obtain member input on issues. • Maintains a positive working relationship with the committee members and staff. • Represents the committee as necessary in front of the Board and in member groups or with communications in conjunction with staff. • Prepares a Standing Committee Report for the Fall and Spring Board meetings. 	<p>The Facilitator:</p> <ul style="list-style-type: none"> • Attends all committee meetings as a member. • Coordinates the calendaring of all committee meetings. • Facilitates the annual evaluation of the committee process, including gathering input and offering recommendations. • Supplies advice and support to Committee Chairs on committee-related issues.

Outcomes

- Committee meetings occur as scheduled, with a prepared and shared agenda.
- Committee members judge meetings to be efficient and a worthwhile use of time.
- Committees accomplish what they have been chartered to do.
- Committees maintain focus on a specific set of goals and stay true to their objectives.

SECTION 2: BOARD GUIDELINES

Board Member Code of Conduct

By accepting board membership, a Board Member is committing to honor the following code of conduct:

As a Board Member, I shall do my utmost to ensure the NSDA performs its mission and vision and achieves its goals. As a Board Member I agree to:

- Act with honesty and integrity
- Support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions. I recognize that decisions of the Board can be made only by a majority vote at a board meeting and respect the majority decisions of the Board, while retaining the right to seek changes through ethical and constructive channels;
- Participate in (1) the bi-annual strategic planning retreat, (2) board self-evaluation programs, and (3) board development workshops, seminars, and other educational events that enhance my skills as a Board Member.
- Keep confidential information confidential.
- Welcome periodic discussions on my role to help me assess my performance, e.g., attendance, participation, contributions, etc.
- Serve on a minimum of one standing committee, regularly attend meetings, and take on special assignments as needed.
- Exercise my authority as a Board Member only when acting in a meeting with the full Board or as I am delegated by the Board.
- Work with and respect the opinions of my peers who serve this board, and leave my personal prejudices out of all board discussions.
- Always act for the good of the organization and represent the interests of all people served by the organization.
- Represent this organization in a positive and supportive manner at all times.
- Observe the parliamentary procedures and display courteous conduct in all board and committee meetings.
- Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results of the organization.
- Accept my responsibility for providing oversight of the financial condition of the organization.
- Avoid acting in a way that represents a conflict of interest between my position as a Board Member and my personal or professional life, even if those actions appear to provide a benefit for the organization. This includes using my position for the advantage of my friends and business associates. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on matters in which I have conflict.
- Abide by these board operating procedures.

Process for Seating New Appointed or Elected Board Members (Check By-laws)

- **Appointed Members:** The Executive Director and governance committee will meet with potential candidates for board membership. If the candidate is interested, they will be asked to fill out the application form and attend the next board meeting as an observer (for further discussion and action). A vote on membership may be brought up at that meeting, after the candidate has been asked to step out of the room, or may occur at the next board meeting. This process will be used in the selection of an Administrative appointee to the Board of Directors.
- **Elected Members:** The Executive Director and the governance committee will meet with newly elected Board members for orientation of best practices.

Process for Selecting Board Officers

The President and the Vice-President will be nominated from the elected Board members and elected by the entire Board of Directors to serve for a two-year term.

Board Meeting Agenda

The regular meeting agenda is formatted to include a consent agenda, discussion items, action items and information items.

A minimum of one month prior to scheduled board meeting, the Executive Director will request items for the agenda. Any such request shall be submitted in writing at least 14 days prior to the board meeting. The Executive Director will distribute the agenda and supplemental materials to all Board Members at least seven (7) days prior to the scheduled meeting. A request for additional information or questions regarding any agenda item should be made, if possible, at least 24 hours prior to the scheduled meeting to the Executive Director.

Development of the Agenda

The Executive Director will collaborate with the Board President to develop the board agenda. The Board President or the Vice-President, in the President's absence, will review and approve the agenda.

Use of Consent Agenda

Routine items that require no discussion will be placed on the consent agenda. Examples of the items that may be placed on the consent agenda are:

- Routine financial information or updates
- Minutes of regular and special Board meetings

Any member wishing to discuss an item on the consent agenda may ask that that item be pulled from the consent agenda and placed on the regular agenda so that there can be a full discussion of the item.

Conduct During Board Meetings

While the Board will operate informally, formal action will be taken in accordance with the procedures in Robert's Rules of Order.

A. Discussion of Motions

1. All discussion shall be directed solely to the business under deliberation.
2. The Board President has the responsibility to keep the discussion to the motion at hand and shall halt discussion that does not apply to the business before the Board.

B. Voting Practices

1. The voting process will follow Robert's Rules of Order.
2. A formal vote will be taken on any items identified on the agenda as "for decision" and any other items where the President, the Executive Director, or a Board Member request a vote be taken.
3. The Board President shall have the right to discuss agenda items, motions, and resolutions, and vote on all matters coming before the Board.
4. No member should vote on a motion in which they have a direct personal or pecuniary interest.
5. Dissenting and abstaining votes shall be recorded in the minutes of the board meeting.

C. Executive Session

1. The Board will act in executive session whenever the subject of the discussion is highly confidential or sensitive. The Board shall have the option of asking staff as well as any observers to leave the meeting area during an executive session.
2. Discussion will be only regarding the items on the executive session agenda.
3. Information discussed in executive session must remain confidential.

Protocol for Formal Complaints Regarding Conduct of the Executive Director and/or Board Member(s)

- *All formal complaints must be in writing, including date(s), times, and description of the event(s) occurred. The employee must report immediately to the President. The President will convene the Governance Committee, and contact legal counsel. All discussions are confidential unless legal counsel advises otherwise.*

Protocol for Request or Complaint by a Volunteer or a Client

A Board Member or officer who receives a request or a complaint from a volunteer or a client shall follow the following process:

All formal complaints must be in writing, including date(s), times, and description of the event(s) occurred. The individual must report immediately to the Executive Director. If there is a need to involve members of the Board, the Executive Director will contact the President and Vice-President.

All interpretations regarding rules and regulations of NSDA Manuals and NSDA Tournaments will be referred to the Executive Director or their designee. If an individual requests anonymity, Board member(s) should let the individual know NSDA respects all feedback and encourages the individual to bring forth their concerns.

Communications/ Media Inquiries

- The Executive Director will be the official spokesperson for the NSDA with the media, except that the Board may designate or the Executive Director may request that the Board President or another Board Member may be the spokesperson, when appropriate.
- All Board Members, who receive calls from the media, should direct them to the Executive Director or the designated spokesperson and should notify the Executive Director and the designated spokesperson of the contact immediately.

Legal Issues

- All communications with legal counsel shall be through the Executive Director and/or the Board President.
- The Board shall have a conflict of interest policy and process for disclosure of conflict of interest. The Board should monitor its adherence to the conflict of interest policy annually.

Evaluation of Executive Director

- The Executive Director shall annually be evaluated by all Board Members with a follow-up with the governance committee. The Governance Committee will conduct a mid-year review of the Executive Director with a Board update in March Virtual Meeting.
- The evaluation should be based on a performance agreement or board policies with measurable outcomes clearly established in advance of the evaluation period. The Board President obtains input from all other members on board-approved performance measures. The written evaluation report shall be reviewed with the Executive Director prior to the report to the Board. The Executive Director shall have the right to submit a response or self-evaluation report to the Board.

Board Self-Evaluation

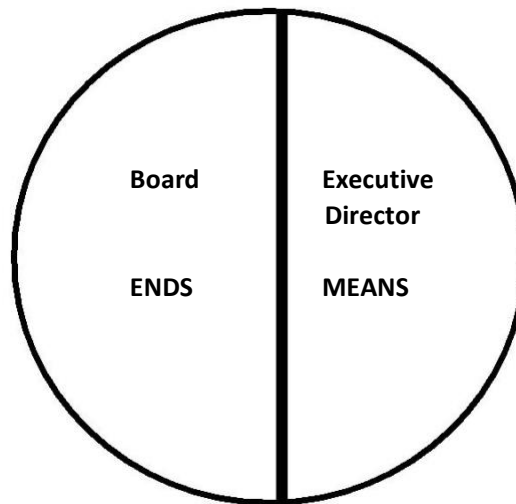
- The Board shall conduct a board self-evaluation annually using a survey, interviews, or other tools. The results of the self-evaluation should be prepared in written form and discussed with the Board. The Board's responses and or decisions based on the self-evaluation will be summarized for review by the Board.
- Review Board Operating Procedures

SECTION 3: ADDENDUM

INTRODUCTION TO DIVISION OF BOARD AND EXECUTIVE DIRECTOR RESPONSIBILITIES

Forming an effective Board requires the Board to have a clear answer to this question: **What benefits (or end results) are we providing to whom and what will it cost us to do this?**

In addition to answering this question, the Board needs to establish a single point of administrative authority. This person is responsible for using whatever means are necessary to accomplish these desired ends, within limitations the Board should establish in advance. Examples of limitations are not breaking the law, not treating volunteers, staff or clients inappropriately, or not getting into debt, etc.



Clear authority makes the organization more agile

If a responsibility belongs to the Executive Director, the Board should discuss if the Executive Director should bring information about that function to the Board, in what form and frequency. Unless directed by the Executive Director, the Board should avoid gathering information about the organization or setting up relationships with staff members other than the Executive Director, since this will compromise the management structure of the organization.

Board and Executive Director Responsibilities

Activity	Responsibility
BOARD OPERATIONS	
Develop, Approve, and Modify, with member approval when necessary, Bylaws or Constitutional Changes	Board
Establish written policies and procedures for board operations not addressed in the bylaws	Board
Appoint committees and hold them accountable	Board
Establish and enforce expectations for attendance at board/committee meeting	Board
Recruit new Board Members	Board
Train Board Member	Board
Plan agenda for board meetings	Joint
Take minutes at board meeting	Delegate to Staff other than ED
Plan and propose committee structure	Board
Prepare exhibits, materials, and proposals for the board and committees	ED
Sign or delegate the signature of legal documents	Board
Follow-up to ensure implementation of board and committee decisions	Board President and ED
Settle discord between committees	Board President
PLANNING	
Establish mission	Board
Articulate a vision for achieving the mission	Board
Approve long range goals	Board
Provide input to long range goals	ED
Formulate annual objectives	ED
Direct the operational planning process	ED
Approve the ED's annual objectives	Board
Prepare performance reports on achievement of goals and objectives	ED
Monitor achievement of goals and objectives	Joint

Activity	Responsibility
PROGRAMMING	
Assess stakeholder needs	ED
Oversee evaluation of products, services and programs	ED
Develop new programs or revise current programs	ED
Approve new programs or major revisions to current programs	Joint
Maintain program records; prepare program reports	ED
Determine if the organization is being effective in achieving its mission (Review program evaluation, client/customer surveys. Hold meetings with constituents or clients etc.)	Board
FINANCIAL PLANNING, MANAGEMENT, AND OVERSIGHT	
Prepare operating and capital budget	ED
Finalize and approve budget	Board
Ensure that expenditures are within budget	ED
Approve expenditures outside authorized budget levels	Board
Provide for the periodic audits and financial reviews	Board
Develop financial policies and procedures, including policies related to private inurement, retention of records, conflict of interest, and whistleblower policies	ED
Approve financial policies and monitor that policies are being followed	Board
Ensure that there is adequate segregation of financial duties so that no one-person involved in all aspects of financial transactions.	Joint
Establish a financial committee to receive and review audit	Board
FUNDRAISING	
Develop and implement fundraising plan	ED
Individually contribute to NSDA	Board
Solicit contributions from others	Joint
Solicit organizations and individuals to become members (if membership organization)	Joint
Represent the organization in meetings with potential funders	Joint

Activity	Responsibility
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PERSONNEL

Hire and discharge Executive Director	Board
Establish executive compensation	Board
Ensure succession planning	Joint
Establish performance expectations/agreement and annually evaluate the ED	Board
Direct the work of the organization and its programs	ED
Hire, supervise, evaluate and discharge staff other than the ED	ED
Recruit, train, and evaluate volunteers	ED
Handle whistleblower complaints against the ED by a staff member	Board

MARKETING/COMMUNITY RELATIONS

Interpret NSDA to local communities	Joint
Solicit information from funders, supporters, stakeholders, partners etc. about the NSDA's performance.	Joint
Develop marketing plan, materials, and awareness campaigns	ED

Checklist of Materials for Potential Board Members

NATIONAL SPEECH AND DEBATE ASSOCIATION

Contact Date: _____ Follow-up Date: _____
Material Sent _____ (date) by: _____
Name: _____
Title: _____
Organization: _____
Address: _____
City: _____ State: _____ Zip: _____
Phone: (w) (_____) _____ (h) (_____) _____
Fax: (_____) _____ E-mail _____

Program Information
Brochure
Staff bios
Most recent financial statement
Most recent audit or financial review
List of Board Members with current positions or short bios Board member position description
Board commitment form
Other _____

After a candidate has accepted service on the Board:

- Receive Board Member Notebook with program information, copy of all board policies, by-laws
- Sign two copies of Position Description and Commitment form, return one to NSDA
- Sign Conflict of Interest declaration noting they have read the procedure for addressing a conflict of interest.
- Fill out Information Form. Return to the NSDA with:
 - A recent resume
 - Short Bio statement as you would want it included in grant applications, etc.
 - Other _____

First Board Meeting: _____

Appointed Board Member Attributes Recruitment Chart

Name	Level of Expertise in Target Area/ Strategic Value	Level of Experience In Non-Profit Boards	Fundraising Capacity (Major corp., philanthropic or donor relationship)	Mission & Vision Attachment	Speech & Debate Experience and/or affinity	Diversity (Race, gender, etc.)	Availability to Commit to Attendance at Meetings and committee work	Geographic Reach and Location	Level within the Company (Access to time and influence)

The Do's and Don'ts of Board Recruitment

Developed by: Amanda Madorno, Coach and Ally to Nonprofit; amandamadorno@aol.com

Do:

- Take seriously your responsibility to ensure the future leadership of your organization.
- Make recruitment a regular, on-going activity of the whole Board.
- Seek the counsel and involvement of your key development staff in all recruitment activities.
- Ensure that the Board conducts a self-evaluation, and reviews and updates the by-laws and board manual annually.
- Ensure that board policies (e.g., Conflict of Interest) are in place and up-to-date.
- Be frank, honest, and positive about the challenges facing the organization.
- Adhere to the recruitment standards and selection criteria established by the Board.
- Treat each Board Candidate as if they were a major gift prospect or donor. You'll never go wrong!
- Develop a personalized cultivation plan for each Board Candidate.
- Leave yourself and the candidate a gracious "out."
- Document recruitment activity and make it a permanent part of the candidate's donor or prospect file.
- Review the service of each Board Member annually and have a leadership plan in place for each.
- Remember to renew terms for current Board Members at the annual meeting.

Don't:

- Hurry up and ask, or wait until a crisis drives recruitment activity.
- Settle for less than whom you really need and want.
- Misrepresent or sweep organizational challenges under the rug: they may be just the things to "hook" a Board Candidate.
- Ask the candidate prematurely.
- Think recruitment is a staff activity or responsibility.
- Recruit outside the Board for officer positions!

NATIONAL SPEECH AND DEBATE ASSOCIATION

Board Member Commitment Form

As a Board Member, I understand I have duties of care, loyalty, and obedience to the NSDA.

- The duty of care is the duty to pay attention to the organization—to monitor its activities, see that its mission is being accomplished, and guard its financial resources.
- The duty of loyalty is the duty to avoid conflicts of interest, and
- The duty of obedience to carry out the purposes of the organization and to comply with the law.

I commit that I will uphold these duties, and I shall do my utmost to ensure the NSDA performs its mission and vision to achieve its goals. **As a Board member, I agree to:**

- Act with honesty and integrity.
- Support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions. I recognize that decisions of the Board can be made only by a majority vote at a board meeting and respect the majority decisions of the Board, while retaining the right to seek changes through ethical and constructive channels;
- Participate in (1) the bi-annual strategic planning retreat, (2) board self-evaluation, and (3) board development workshops, seminars, and other educational events to enhance my skills as a Board Member.
- **Welcome periodic discussions on my role to help me assess my performance, e.g., attendance, participation, contributions, etc.”**
- Keep confidential information confidential.
- Exercise my authority as a Board member only when acting in a meeting with the full Board or as I am delegated by the Board.
- Work with and respect the opinions of my peers who serve this Board, and leave my personal prejudices out of all board discussions.
- Always act for the good of the organization and represent the interests of all people served by the organization.
- Represent the NSDA in a positive and supportive manner at all times.
- Observe the parliamentary procedures and display courteous conduct in all board and committee meetings.
- Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results of the organization.
- Accept my responsibility for providing oversight of the financial condition of the organization.
- Avoid acting in a way that represents a conflict of interest between my position as a Board Member and my personal or professional life, even if those actions appear to provide a benefit for the organization. This includes using my position for the advantage of my friends and business associates. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on matters in which I have conflict.
- Abide by these board operating procedures

I will:

- Attend, regularly, all in person and virtual Board meetings in order to be actively involved in governance duties. An absence necessitates notification of and approval by the President.
- Review the agenda and supporting materials prior to Board and committee meetings.
- Serve on a minimum of one standing committee, regularly attend meetings, and take on special assignments as needed.
- Support the NSDA by making an annual personal financial donation each fiscal year to fulfill the non-profit **501(c)(3)** expectation of 100% board giving.
- Assist in raising funds and garnering resources, advisors, and fundraising opportunities.
- Remain informed about the NSDA mission and vision, services, and policies and promote the NSDA.
- Provide support and advice to the staff, but avoid interfering in management activities.
- Suggest nominees and participate in Board recruitment.

Signature _____ Date _____

Potential Conflict of Interest Disclosure Statement

Please complete the questionnaire below, indicating any potential conflicts of interest. If you answer "yes" to any of the questions, please provide a written description of the details of the specific action, policy or transaction in the space allowed. Attach additional sheets as needed.

A conflict may exist where an interested party directly or indirectly benefits or profits as a result of a decision, policy or transaction made by the National Speech & Debate Association. The interested party would not have obtained this benefit were it not for their relationship with the Association.

- Has the National Speech & Debate Association proposed to contract or contracted to purchase or lease goods, services, or property from you or from any of your relatives or associates?
- Board members/ED only: Has the National Speech & Debate Association offered employment to you or to any of your relatives or associates?
- Have you used your relationship with the Association to obtain a contract, employment for yourself or any of your relatives or associates, from a person or entity that does business with the NSDA?
- Have you or any of your relatives been provided use of the facilities, property, or services of the Association in a way that is not available to others who benefit from the organization's services?
- Have you, a relative or an associate been in a position to benefit financially from an action, policy or transaction made by the NSDA?
- Other issues or situations not addressed above _____

Name (Please print) _____ Signature _____

Name (Please print) _____

NATIONAL SPEECH AND DEBATE ASSOCIATION

Executive Director's Evaluation 2019-2020

Purpose of ED Evaluation: Every Executive Director of a non-profit should be evaluated either semi-annually or yearly. The intent is to evaluate the ED's goals and objectives in light of the strategic plan. The evaluation process provides a framework for constructive dialogue and feedback with board members and ED, and to acknowledge achievements in meeting the mission, vision, and values of the organization.

Evaluation Process: Beginning 2018-19 school year, the ED will be evaluated annually: a mid-year review by the full Board. The ED will do a mid-year coaching session with the Governance Committee. The ED will provide evidence and artifacts to support the goals/objectives at the review period. The results of the annual review will be presented to the full Board at the Fall Board meeting. Board members will receive an electronic summary of the annual review and the ED's self-evaluation.

Board members, who are not returning, will be requested to complete the current year ED evaluation and will receive the summary.

Due Dates	Evaluation Process/Actions
August 14, 2019	ED will submit, to the President, evidence and artifacts to support goals/objectives, along with self-evaluation, for final review of 2018-19 evaluation. In addition, the ED will submit their recommendations for the goals/objectives that should be included in the 2019-20 evaluation template to the Governance Committee.
August 16, 2019	President will electronically send to all Board members and ED the updated evaluation instrument with additional evidence and artifacts to complete the final evaluation by August 23, 2019.
<i>By August 28, 2019</i>	<i>Governance Committee will review and share feedback to the President regarding the ED's 2019-25 goals/objectives for evaluation template by email or virtual meeting.</i>
August 30, 2019	2018-19 final ED evaluation summary, along with the ED self-evaluation, will be submitted to the Governance Committee for review.
<i>September 5, 2019</i>	Governance Committee feedback of 2018-19 summary and ED self-evaluation are due to the President.
September 9, 2019	<i>If needed, the President will send revised ED evaluation report to Governance committee for final review.</i>
<i>By September 12, 2019</i>	<i>ED and Governance Committee will meet virtually to finalize 2019-20 goals/objectives for evaluation.</i>
September, 2019	During the Fall Board meeting, the President and Governance Committee will present the final 2018-19 <i>ED Board evaluation and self-evaluation summary</i> . In addition, President will, <i>also, present the final 2019-20 ED evaluation template with updated goals and objectives. In light of the Board's presentation and discussion, Governance Committee will later meet with ED to discuss the previous year's evaluation.</i>
February, 2020	The ED and Governance Committee will meet for coaching session.
March, 2020	Virtual Board Meeting: President will give brief update from ED coaching session.
August 28, 2020	ED will submit, to the President, evidence and artifacts to support goals/objectives, along with self-evaluation, for final review of 2019-20 evaluation. In addition, the ED will submit their recommendations for the goals/objectives that should be included in the 2020-21 evaluation template to the Governance Committee.
August 31, 2020	President will electronically send to all Board members and ED the updated evaluation instrument with additional evidence and artifacts to complete the final evaluation by September 7, 2020.
<i>By September 14, 2020</i>	<i>Governance Committee will review and share feedback to the President regarding the ED's 2020-21 goals/objectives for evaluation template by email or virtual meeting.</i>
September 16, 2020	2019-20 final ED evaluation summary, along with the ED self-evaluation, will be submitted to the Governance Committee for review.

September 18, 2020	Governance Committee feedback of 2019-20 summary and ED self-evaluation are due to the President. <i>If needed, the President will send revised ED evaluation report to Governance committee for final review.</i>
By September 23, 2020	<i>ED and Governance Committee will meet virtually to finalize 2020-21 goals/objectives for evaluation.</i>
September, 2020	During the Fall Board meeting, the President and Governance Committee will present the final 2019-20 <i>ED Board evaluation and self-evaluation summary</i> . By October 31, the President presents <i>the final 2020-21 ED evaluation template with updated goals and objectives</i> . <i>In light of the Board's presentation and discussion</i> , Governance Committee will later meet with ED to discuss the previous year's evaluation.

Board Self-Assessment (2017 and 2018)

MISSION AND VISION:

- Supporting the Association's mission.
- Agreeing on how the Association should fulfill its mission.
- Periodically reviewing the mission to ensure it is appropriate.
- Articulating a vision that is distinct from the mission.
- Using the Association's mission and values to drive decisions.
- How can the Board improve its performance in this area?

STRATEGY:

- Setting the Association's strategic direction in partnership with the Executive Director.
- Assessing and responding to changes in the Association's environment.
- Engaging in an effective strategic planning process.
- Tracking progress toward meeting the organization's goals.
- Incorporating strategic thinking into every board meeting.
- How can the Board improve its performance in this area?

BOARD COMPOSITION:

- Adhering to the association's bylaws regarding board composition, duties, voting rights and qualifications.
- Ensuring the current Board has the capacity to effectively govern and lead the association.
- Using an effective process for nominating and electing Board Members.
- Utilizing the skills and talents of individual Board Members.
- Effectively orienting new Board Members.
- Examining the Board's current composition and identifying gaps, e.g., in professional expertise, influence, ethnicity, age, gender.
- Identifying and cultivating potential Board Members.
- How can the Board improve its performance in this area?

BOARD STRUCTURE:

- Carrying out the Board's legal duties of care, loyalty, and obedience.
- Following and enforcing its conflict-of-interest policy.
- Respecting the distinct roles of the chief Executive, Board and staff.
- Periodically reviewing and updating the bylaws, board policies, and board procedures.
- Using standing committees and ad hoc task forces effectively.
- Reviewing its committee structure to ensure it supports the work of the Board.
- Implementing steps to improve governance and the performance of the Board, e.g, evaluation, education.
- Defining responsibilities and setting expectations for Board Member performance.
- How can the Board improve its performance in this area?

CHIEF EXECUTIVE OVERSIGHT:

- Cultivating a climate of mutual trust and respect between the Board and Chief Executive.
- Giving the Chief Executive enough authority to lead the staff and manage the Association successfully.
- Discussing and constructively challenging recommendations made by the Chief Executive.
- Establishing priorities and setting performance goals by mutual agreement with the Chief Executive.
- Ensuring that the Chief Executive is appropriately compensated.
- Ensuring compensation of the chief executive is approved by the full Board or authorized body of the association.
- Planning for the absence or departure of the Chief Executive, e.g., succession planning.
- How can the Board improve its performance in this area?

FINANCIAL OVERSIGHT:

- Ensuring that the association has policies to manage risks, e.g., reserves, internal controls, personnel policies, emergency preparedness.
- Complying with IRS regulations to complete Form 990 or 990-EZ.
- Ensuring the annual budget reflects the association's priorities.
- Reviewing and understanding financial reports.
- Monitoring the association's financial health, e.g., against budget, year-to-year comparisons, ratios.
- Reviewing the results of the independent financial audit and management letter. (Only if an independent audit was performed.)
- Establishing and reviewing the association's investment policies.
- How can the Board improve its performance in this area?
- Being knowledgeable about the association's programs and services.

PROGRAM OVERSIGHT:

- Being knowledgeable about the benefits of association membership.
- Ensuring the Board receives sufficient information related to programs and services.
- Monitoring the quality of the association's programs and services.
- Identifying standards against which to measure organizational performance e.g., industry benchmarks, competitors or peers.
- Measuring the impact of critical programs and initiatives.
- Determining whether the association has in place appropriate policies and procedures governing the activities of its chapters, affiliates, and branches.
- How can the Board improve its performance in this area?

PUBLIC IMAGE AND ADVOCACY:

- Networking to establish collaborations and partnerships with other organizations.
- Advocating on behalf of the association and its members.
- Building a positive public image of the association.
- Articulating and approving broad, overarching positions on industry or professional issues.
- Maintaining an open dialogue with the association's members related to public image and advocacy issues.
- Defining the role of Board Members related to critical association activities e.g. who serves as the official spokesperson, access to media.
- How can the Board improve its performance in this area?

MEETINGS:

- Fostering an environment that builds trust and respect among Board Members.
- Monitoring board activities to identify and address discriminatory or non-inclusive behaviors.
- Establishing and enforcing policies related to Board Member attendance.
- Preparing for board meetings, e.g. reading materials in advance, following up on assignments.
- Using effective meeting practices, such as setting clear agendas, having good facilitation, and managing time well.
- Allowing adequate time for Board Members to ask questions and explore issues.
- Ensuring that minutes of meetings and actions taken by governing bodies and authorized subcommittees are documented.
- Efficiently making decisions and taking action when needed.
- Engaging all Board Members in the work of the Board.
- How can the Board improve its performance in this area?

GENERAL QUESTIONS:

- The size of the Board meets the current needs of the Association.
- The overall effectiveness of the Board.
- The level of commitment and involvement demonstrated by most Board Members.
- Do you find serving on this Board to be a rewarding and satisfying experience?
- Other (please specify)
- What are the two or three most important areas the Board should address to improve its performance in the next year or two? Enter each in a separate text box.
- What organizational issues or challenges require strategic direction or guidance from the Board?

Board Policies for New 990 Questions

Conflict of Interest

INTENT

Conflict of interest arises whenever the personal or professional interests of a Board Member, the Executive Director, or other management staff are potentially at odds with the best interests of the organization.

Potential conflicts are common. For example, a Board Member performs professional services for an organization, or proposes that a relative or friend be considered for a staff position. Such transactions are perfectly acceptable if they benefit the organization and if the Board made the decisions in an objective and informed manner. Even if they do not meet these standards, such transactions are usually not illegal. They are, however, vulnerable to legal challenges and public misunderstanding.

Loss of public confidence and a damaged reputation are the most likely results of a poorly managed conflict of interest. Because public confidence is important to the National Speech & Debate Association the organization should avoid even the appearance of impropriety.

The National Speech & Debate Association has taken the following steps:

- Language regarding conflict of interest is included in the Board Members' Code of Conduct, which limits business transactions with Board Members, the Executive Director and management staff and requires a process for disclosure of potential conflicts. The policy requires Board Members to abstain from decisions that present a potential conflict.
- The organization has a disclosure procedure that a Board Member, the Executive Director, or a consultant/volunteer may utilize to disclose any issue that may constitute a potential conflict of interest.
- The organization has a process for deciding whether a potential conflict is, in fact, a conflict.
- The Executive Director will establish procedures, such as program policies, competitive bids, and formal hiring practices, which ensure that the organization is acting without any conflicts of interest.

CONFLICT OF INTEREST DISCLOSURE PROCEDURES

I. Application of Policy

This policy is intended to supplement, but not replace, federal and state laws governing conflicts of interest applicable to nonprofit corporations. It applies to Board Members, the Executive Director, and management staff, as well as their relatives and associates, and to who are hereinafter referred to as "interested parties."

II. Definition of Conflict of Interest

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of the National Speech & Debate Association. The variety of situations that raise conflict of interest concerns include, but are not limited to, the following:

A. Financial Interests - A conflict may exist where an interested party directly or indirectly benefits or profits as a result of a decision, policy or transaction made by the National Speech & Debate Association. Examples include situations where:

- The NSDA contracts to purchase/lease goods, services, or property from an interested party.
- The Association offers employment to an interested party, other than a person who is already employed by the NSDA.
- An interested party uses their relationship with an NSDA client to obtain employment, a contract or other benefit.
- An interested party is provided use of the facilities, property, or services of the NSDA in a manner that would not be available to other community members.
- The NSDA adopts a policy that specifically creates a financial benefit to an interested party.

A financial interest is not necessarily a conflict of interest. A conflict of interest exists only when the Board decides that a person with a financial interest has a conflict of interest.

B. Other Interests - A conflict also may exist where an interested party obtains a non-financial benefit or advantage that they would not have obtained absent their relationship with the National Speech & Debate Association. Examples include where:

- An interested party seeks to make use of confidential information obtained from the NSDA or an [NSDA client for their own benefit (not necessarily financial).
- The NSDA adopts a policy that provides a significant nonfinancial benefit to an interested party.

A conflict of interest exists only when the Board of Directors decides there is a conflict.

III. Disclosure of Potential Conflicts of Interest

An interested party is under a continuing obligation to disclose any potential conflict of interest as soon as it is known or reasonably should be known.

-
- Board members and the Executive Director complete an Affirmation of Compliance form (Appendix B) when they join the Board or staff and annually thereafter.
 - Any interested party completes the Disclosure of Potential Conflict of Interest Statement (Appendix A) to disclose any potential conflicts of interest.

Disclosure Statements and Affirmations of Compliance will be submitted as follows:

- For Board Members, the disclosure statements will be provided to the Board Chair.
- The Chair's disclosure statement shall be provided to the Secretary of the Board.
- In the case of staff and consultants/volunteers, the disclosure statements shall be provided to the Executive Director.
- In the case of the Executive Director, the disclosure statement shall be provided to the Chair of the Board.

The Secretary of the Board or the person designated by the Board as the reviewing official is responsible for bringing potential conflicts to the attention of the Board or the Executive Director. The Secretary of the Board shall file copies of all disclosure statements with the official corporate records of the National Speech & Debate Association.

IV. Procedures for Review of Conflicts

Whenever there is reason to believe that a potential conflict of interest exists between the National Speech & Debate Association and a Board Member or the Executive Director, the Board shall determine the appropriate response. The designated reviewing official has a responsibility to bring a potential conflict of interest to the attention of the Board for action at the next regular meeting of the Board or during a special meeting called specifically to review the potential conflict of interest. The Association shall refrain from acting until such time as the proposed action, policy or transaction has been approved by the disinterested members of the Board.

Whenever there is reason to believe that a potential conflict of interest exists between the National Speech & Debate Association and a consultant/volunteer, the Executive Director shall determine the appropriate response. The Executive Director shall report to the Board Chair the results of any review and the action taken. The Chair shall determine whether any further Board review or action is required.

V. Procedures for Addressing Conflicts of Interest

The following procedures shall apply:

1. An interested party who has a potential conflict of interest with respect to a proposed action, policy or transaction of the corporation shall not participate in any way in, or be present during, the deliberations and decision-making vote of the Association. However, the interested party shall have an opportunity to provide factual information about the proposed conflict and/or action, policy or transaction. Also, the Board may request that the interested party be available to answer questions.
2. The disinterested members of the Board may approve the proposed action, policy or transaction upon finding that it is in the best interests of the National Speech & Debate Association. The Board shall consider whether the terms of the proposed action, transaction or policy are fair and reasonable to the Association and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a disinterested party.

-
3. Approval by the disinterested members of the Board shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance.
 4. The minutes of the meeting shall reflect that the conflict disclosure was made to the Board, the vote taken and, where applicable, the abstention from voting and participation by the interested party. Whenever possible, the minutes should frame the decision of the Board in such a way to provide guidance for consideration of future conflict of interest situations.

VI. Violations of Conflict of Interest Policy

If the Board or Executive Director (for consultants/volunteers) has reason to believe that an interested party has failed to disclose a potential conflict of interest, it shall inform the person of the basis for such belief and allow the person an opportunity to explain the alleged failure to disclose.

If the Board or Executive Director (for consultant/volunteers) decides that the interested party has in fact failed to disclose a possible conflict of interest, the Board shall take such disciplinary and corrective action as the Board shall determine.

Conflict of Interest Affirmation of Compliance

I have received and carefully read the Conflict of Interest Policy for Board Members, the Executive Director and managers. I have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that the National Speech & Debate Association is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes without personal inurement or benefit by Board Members., consultants/volunteers or staff (other than by salary).

I hereby state that I do not have any conflict of interest, financial or otherwise that may be seen as competing with the interests of the National Speech & Debate Association, nor does any relative or associate have such a potential conflict of interest.

If any situation should arise in the future that I think may involve me in a conflict of interest, I will promptly and fully disclose in writing the circumstances to the Chair of the Board of Directors or to the Executive Director, as applicable.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print) _____

Signature _____ Date _____

Annual Review and Reaffirmation

Signature _____ Date _____

Signature _____ Date _____

Signature _____ Date _____

Emergency Executive Director Succession Process

In the event of an emergency replacement of the Executive Director, an interim director shall be appointed by the Governance Committee no later than ten (10) days after the departure. The Assistant Executive Director shall be appointed to serve in this role. If an issue of increased or decreased compensation arises, the Governance Committee has the right to make necessary and appropriate adjustments.

No later than ten (10) days following the departure, the Board shall issue a nation-wide call for a new Executive Director. The Governance Committee will complete a detailed job requirement/beginning salary, benefits package to be included in search materials. Approximately, two months will be devoted to the search.

At the conclusion of the search, a committee, appointed by the President/or Governance Committee will recommend 3-5 finalists for the position. A special Board meeting will be established where these candidates are vetted by the Board. At the conclusion of the special meeting, and the candidate's acceptance, the Board will name a final choice for the new Executive Director. Plans, then can be made for proper salary, perks/retirement, etc. by Governance Committee and NSDA attorney. This package is subject to final approval by the Board.

Document Retention Policy & Procedures

Policy:

All short term and long term storage of administrative and financial records are provided in a safe, secure and confidential manner. Depending upon the type of record, the appropriate length of time for retention complies with legal and funder requirements. Records relevant to foreseeable or pending judicial or administrative investigations or proceedings are preserved until the actions are concluded.

Procedures:

Physical Records: At least annually, physical document and files are transferred from active files to inactive storage and retention dates are noted on the files. Confidential files are clearly designated as such. Files in storage are placed in a fire resistant, secure, dry place.

When Files are past retention requirements, documents shall be destroyed in a method that maintains confidentiality (i.e. shredding). Do not place in dumpsters.

Long term storage of electronic records: All electronic files are backed up daily. Backups are moved off-site monthly. The retention periods are consistent with those for physical records.

The following table provides the minimum requirements. This information is provided as guidance in determining your organization’s document retention policy.

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years

Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

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Whistleblower Policy & Procedures

Policy:

The National Speech & Debate Association encourages employees, volunteers and others related to the organization to report any violation of policy, procedure, or ethics; illegal activity; or other misconduct by employees, volunteers, or others related to the organization. No person who in good faith reports a violation shall suffer harassment, retaliation or adverse employment consequence. An employee, Board Member, or volunteer who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

Procedures:

If you are subjected to any conduct that you believe violates this Policy, or if you witness any such conduct, you must immediately report the conduct to the Association's Executive Director. If the conduct involves the Executive Director, you must immediately report the conduct to the President of the Board of Directors (the "Board"). If the conduct involves the President of the Board, you must immediately report the conduct to the Vice President of the Board.

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

The recipient of a complaint will notify the sender and acknowledge receipt of the reported violation or misconduct within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Private Inurement Policy

Introduction

Non-profit charitable, religious, and educational organizations obtain their tax-exempt status under the theory that they perform valuable services for society and lessen the burdens of government. If a tax-exempt organization allows its money or other property to be used for private rather than public gain (i.e., for "private inurement" or "private benefit"), then it risks losing its exemption. In addition, under recently adopted "intermediate sanctions" provisions of the Internal Revenue Code, "disqualified persons" such as CEOs, CFOs, Board Members, major donors doing work for the exempt organization, etc., who receive "excess benefits" are subject to an excise tax ranging from 25% to 200%, depending on the circumstances. Furthermore, any organizational manager who knowingly facilitates such an excess benefit is subject to a 10% tax.

What is Private Inurement or Private Benefit?

"Private inurement" is the payment or diversion of an exempt organization's assets to its officers, directors, employees, relatives, friends, major donors, or others in a special relationship to the organization who can influence or control the policy or the day-to-day activities of the organization for less than full and adequate consideration.

Private inurement also extends to the use of organizational assets for "private benefits" such as sales, leasing, construction contracts, service transactions, etc., at other than fair market value or the exploitation of the exempt organization for the benefit of a private business (e.g., "sweetheart deals," promotional schemes, and/or giveaways to private individuals or businesses).

Policy:

The purpose of this private inurement's policy is to ensure that NSDA is fulfilling its responsibilities to act as a competent and trustworthy steward of its resources and is behaving in a way that is consistent with the following IRS requirement:

A section 501(c)(3) organization must not be organized or operated for the benefit of private interests, such as the creator or the creator's family, shareholders of the organization, other designated individuals, or persons controlled directly or indirectly by such private interests. No part of the net earnings of a section 501(c)(3) organization may inure to the benefit of any private shareholder or individual. A private shareholder or individual is a person having a personal and private interest in the activities of the organization.

To avoid the conferment of material private inurements or benefits in the types of transactions described above, the organization will enter into transactions solely to benefit the charitable purposes of the organization, rather than for a private party's benefit. The organization will exercise due diligence to ensure that any proposed transaction is fair and reasonable. This means that the organization could not have obtained a more advantageous arrangement with reasonable effort.

The organization will ensure that the intent of this policy is carried out by:

- Screening proposed transactions through the applicable boards, advisory boards, and committees, and other processes set out in the organization's procedures
- Taking care that organizational policies and procedures pertaining to the signing of contracts are followed. (For example, the Board may require contracts in excess of a certain amount or duration to be executed by the Board rather than the Executive Director.)
- Putting in place additional procedures that may apply in connection with contract bids for building construction, renovation and repair projects.

Travel Expense Claim Form

Traveler Name: _____
(Please Print or Type)

_____ Department

For The Period From: _____
(mm/dd/yyyy) to _____
(mm/dd/yyyy)

Type of reimbursement (check one)

- Mileage - Personal Car - License No.: _____
- Airplane (Attach Duplicate Ticket)
- Receipts Provided for each line item in Section 1

THE FOLLOWING EXPENDITURES MUST BE ITEMIZED ON A DAILY BASIS

Date	Departing Time & Place	Arriving Time & Place	Detailed Description	Lodging	Airfare	Other Expenses	Amount Totals
<u>Section 1</u>							
6/27/07	12p, DSM, IA	3p, Houston, TX	Rental Car	\$34.00	\$169.00	\$550.00	\$753.00
							\$0.00
							\$0.00
							\$0.00
							\$0.00
							\$0.00
							\$0.00
						Other travel Subtotal:	\$0.00
<u>Section 2</u>							
<u>Mileage</u>	Departing Odometer reading	Arriving Odometer reading				total miles	\$0.545
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						-	-
						Mileage Subtotal:	\$0.00
Total miles claimed: 0		Rate p/mile: \$0.545		Subtotal: \$0.00 \$0.00 \$0.00 \$0.00 \$0.00			

Purpose of Travel: _____

I hereby certify that the travel and/or per diem recorded herein was accomplished in the performance of official duties, that the information given is true in all respects, and that no claim against the District has before been made for any part thereof or paid from any other source of funding.

(Signature of Traveler)

(Date)

(Signature of Supervisor/Administrator)

** amount of reimbursement will be directly deposited to the account provided for payroll purposes, unless otherwise indicated here with justification.

