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Board of Directors **HANDBOOK**



WE ARE SPEECH & DEBATE

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SECTION 1: ROLES AND RESPONSIBILITIES

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.

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.
- Honor the conflict of interest policy and process for disclosure of conflicts of interest.
- Established annual Board priorities and holds itself accountable through annual self-evaluation.
- Hires and fires the Executive Director.
- 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, as needed.
- 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

Board Members

Position

The Board will support the work of the NSDA and provide mission-based leadership and strategic governance in accordance with the Mission, Vision, and Values of the association.

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

VISION: We envision a world in which every school provides speech and debate programs to foster each student's 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>.

Responsibilities

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

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

Board meetings will be held quarterly, and committee meetings will be held in coordination with full Board meetings. As directed by the Board, a strategic planning retreat may be offered as an additional meeting commitment.

Qualifications

Elected Board members should be passionate about the NSDA's mission and vision and established a track record of 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

Remuneration

Elected Board member 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.

Appointed Board member service on the NSDA Board of Directors is without remuneration.

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. The President shall give active direction and exercise oversight pertaining to all affairs of the Corporation. He or she may sign contracts or other instruments, which the Board has authorized to be executed, and shall perform all duties incident to the office of President, as may be prescribed by the Board.

Responsibilities

- Chair meetings of the Board and serve on the governance committee.
- May serve as standing committee facilitator and coordinate quarterly meetings with the chairs to coordinate efforts.
- Call special meetings, if necessary.
- Serve as ex officio member of all committees.
- Work in partnership with the Executive Director to achieve the mission, vision, and values 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. The President may consult the Vice President for recommendations. 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.

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

In the absence of the President, the Vice President shall perform duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board or the Board President.

Responsibilities

- Attend board meetings.
- Serve on the governance committee.
- Assist President, as requested, with standing committee membership and periodic consultations with Board members.
- Carry out special assignments as requested by the Board Chair which may include, but is not limited to, the role of committee facilitator.
- Understand the responsibilities of the Board Chair and be able to perform these duties in the Chair's absence.

Secretary of the Board

Criteria

The Secretary will be appointed by the Board President. Positions will be appointed from the pool of elected Board members.

Function

Perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board.

Responsibilities

- Take and keep minutes of meetings of the Board, noting time and place, and such other information, as necessary, to determine actions taken and whether the meetings held and actions taken are in accordance with the Law and Bylaws.
- See that all notices are duly given in accordance with the provisions of the Bylaws.
- Ensure corporate records are kept in a safe and secure manner.

Treasurer of the Board

Criteria

The Secretary will be appointed by the Board President. Positions will be appointed from the pool of elected Board members.

Function

The Treasurer shall perform all duties properly required or assigned by the Board and/or the President.

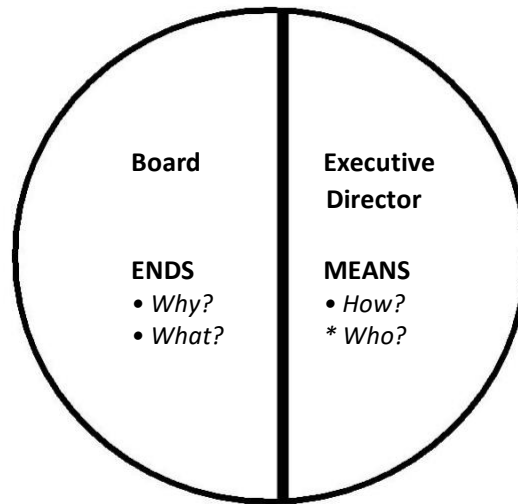
Responsibilities

- Oversight of the financial condition and affairs of the Corporation.
- Oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results.
- In conjunction with the Chief Financial Officer, Executive Director, other Directors or officers, oversee budget preparation.
- In conjunction with the Chief Financial Officer, Executive Director, other Directors or officers, ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board on a timely basis or as may be required by the Board.
- Chair a Internal Affairs, if established.

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.

Activities and Responsibilities Chart

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

SECTION 2: GUIDELINES AND POLICIES

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) Board self-evaluation programs, (2) Board development workshops, seminars, and other educational events, and (3) Board strategic planning retreats, as needed.
- 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.
- Welcome periodic discussions on my role to help me assess my performance, e.g., attendance, participation, contributions, etc.

CONFLICT OF INTEREST POLICY

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

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."

I. 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.

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 inurement 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.

WHISTLEBLOWER POLICY

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.

DOCUMENT RETENTION POLICY

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
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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EXECUTIVE DIRECTOR SUCCESSION PROCESS

The replacement of the Executive Director may be planned or unplanned. The following steps will be taken by the Governance Committee with the approval of the Board of Directors.

Unplanned/Emergency Succession

In cases in which the Executive Director must be replaced due to catastrophic circumstances (health or death), mutual decision to separate from the organization, or removal from the position for inappropriate conduct, the following steps will be taken.

1. In the event of an emergency replacement of the Executive Director, no later than ten (10) days following departure the Governance Committee shall appoint the Assistant Executive Director, if available and willing, as Interim Executive Director. If the Assistant Executive Director position is vacant, the Governance Committee may find another suitable appointee. The pool of candidates may include, but not limited to, a member of the current staff leadership team, a member of the current Board of Directors, or a current NSDA District Leader as the interim Executive Director.
2. The Board of Directors would then proceed with the planned hiring of a successor. The search and hiring of such should take no more than three months, subject to extension by the Board of Directors. The Board of Directors may choose to hire a search firm to assist in that process. The process would include review of the current job description for the position, soliciting and identifying potential candidates, establishing and conducting an interview schedule for the candidates, final choice and approval of the successor, and identification of compensation and benefits.
3. The process followed would include making a nationwide call or advertising of the search for a replacement. At the end of two months from the initial announcement, a committee appointed by the President would recommend no less than three but no more than five finalists. The Board of Directors would meet to interview and vet the finalists. At the conclusion of the vetting process, the Board of Directors would name a final choice for the position.
4. Final negotiations including proper compensation and benefits would be examined by legal counsel. The Board of Directors would then make final approval of the hiring of the Executive Director.

Planned Succession

A “planned” retirement or departure shall be one in which the Executive Director is able to give at least six months prior notice prior to departure. In cases in which the Executive Director must be replaced because of planned retirement or scheduled departure from the organization, the following steps will be taken.

1. In the case of a planned departure, the Board will try to negotiate an end date after the National Tournament and as close to the end of the fiscal year or calendar year as possible which is six month or more from the retirement announcement.
2. The Board of Directors would then proceed with the planned hiring of a successor. The search and hiring would take no more than three months. The Board of Directors may choose to hire a search firm to assist in that process. The process would include review of the current job description for the position, soliciting and identifying potential candidates, establishing and conducting an interview schedule for the candidates, final choice and approval of the successor, and identification of compensation and benefits. In short, the procedure followed would be the same as that of the emergency circumstances.

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3. At the discretion of the Board, the Executive Director would then be charged with acclimating his/her successor to the duties and responsibilities of that position in the remaining time prior to the official departure date. The Board would need to budget and prepare for compensation for both the Executive Director and the successor during that time. If additional consulting time is needed beyond the planned departure, the Board would need to negotiate that with the Executive Director.
 4. If the Executive Director were unwilling or unable to fulfill that responsibility, then the succession plan outlined in the emergency circumstances would then take place. It would be imperative that some mentor relationship for the new Executive Director be established.

SECTION 3: PROTOCOLS AND PROCEDURES

MEETING PROTOCOLS

Development of the Agenda

- Approximately one month prior to the scheduled board meeting, the Executive Director will request items for the agenda and/or provide a preliminary list of agenda items to review for additions or changes.
- 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.
- The regular meeting agenda is formatted to include previous meeting minutes, relevant reports, old business, new business, potential action items, and retention of "parking lot" issues.
- 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

Agenda Time Management

- Approximate time allocations per agenda item are indicated to keep the meeting on track. If more or less time is needed, adaptations will be made. In an effort to respect agenda and meeting timeframes, friendly reminders regarding the time allotted and remaining may be offered by the Chair.
- To accommodate discussion, please strive to limit comments to 3 minutes. A staff timer will give a visual or auditory signal at three minutes to conclude.
- The Chair will respect recency and give everyone indicating they want to speak an opportunity before returning to an individual for a second opportunity to speak on the topic being discussed. Recency will be reset with a new agenda topic.

Discussion of Motions

- While the Board will operate informally, formal action will be taken in accordance with the procedures in Robert's Rules of Order.
- All discussion shall be directed solely to the business under deliberation.
- 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.
- Generally, relevant background information on topics will be introduced and discussed by the group prior to offering a motion.
- As the discussion evolves, the Chair will entertain a motion on the action item.
- To save time, prepared motions may be submitted to the Chair in advance of the meeting or developed by the Chair in anticipation of motions.
- For action items prepared by Standing Committees, past Board practice respects the work of our committee's by offering committee members the opportunity to make motion; however, anyone may second the motion. Derivations of such motions or new motions may be offered by any members of the Board.

Voting Practices

- 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.
- The Board President shall have the right to discuss agenda items, motions, and resolutions, and vote on all matters coming before the Board.
- No member should vote on a motion in which they have a direct personal or pecuniary interest.
- Dissenting and abstaining votes shall be recorded in the minutes of the board meeting.

Executive Session

- 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.
- Discussion will be only regarding the items on the executive session agenda.
- Information discussed in executive session must remain confidential.

Conduct During Board Meetings

- The group is encouraged to recognize and demonstrate the Board's expectations for positive dynamics at meetings as outlined in [Board Communication Protocols: Board Meetings](#).

VIRTUAL BOARD MEETINGS

- When possible, please utilize the camera option for meetings.
- For those on camera, please visually signal when you would like to comment by raising your hand. If you are on by phone, interject as needed.
- The Chat box may be used for messaging, and the Chair will try to monitor, but this is a secondary resource. Therefore, if missed, please visually or verbally indicate the comment or concern.
- Roll call will be utilized for vote.

BOARD COMMUNICATION PROTOCOLS

Exceptional boards make governance intentional and invest in the structures and practices that address changing circumstances. Protocols are tools to strengthen the capacity of the leadership team to engage in a constructive and positive relationship. It is grounded in a mutual understanding of the respective roles and responsibility of the Board and the E.D. in providing transparency and stability for the Association. Organizationally, guidelines provide procedural clarity and consistency. With this intent, the Board and Executive Director (E.D.) have established the following communication protocols:

General Communications

- The E.D. and Board members commit to open and respectful dialogue with one another.
- The E.D. will provide timely and relevant information to Board members through a monthly board update.
- In order to ensure that all Board members receive relevant information, and to keep the E.D. informed of Board member's questions and concerns, requests for information should come to the E.D. All Board members will receive relevant information in a timely and appropriate manner. (e.g. monthly board updates, committee materials, board materials, etc.)
- The E.D. can be reached by text, email, cell or office phone should a Board member need to reach the E.D. However, please respect the workday hours and refrain from weekend communications unless there is an emergency.
- The Board understands the distinction between Board and staff roles and will refrain from directing or performing management functions that are the responsibility of the E.D. and staff. If such a situation occurs, those involved should welcome a conversation to discuss and resolve the situation amicably.
- Board members who request information that requires staff time to complete shall convey such a request to the E.D. to explain the reason for and nature of the request. The E.D. will evaluate whether this request is reasonable.
- The E.D. and Board will always practice the "no surprises" rule with one another.
- The E.D. and Board members should refrain from using "reply all" whenever possible unless the need is indicated in the original email.

Maintaining Confidentiality

- Board members and the E.D. agree to maintain the confidentiality of all closed session and privileged communication.
- Board members who have any personnel concerns and/or issues that may arise regarding an employee should contact the E.D. not individual staff members.
- In terms of employee relations, if contacted by an employee about an employment concern, *do not discuss the specific concern with the employee*. State that if the concern indicates that the issue involves another employee, volunteer, member or Board member, direct the employee to contact the Executive Director immediately. If the employee indicates the issue involves the Executive Director, direct the employee to contact the organization's HR provider immediately, whose contact information is available in the NSDA Employment Handbook. After providing the appropriate advice to the Employee, please notify the Executive Director (or HR provider, if involving the E.D.), to inform them that you were contacted by an employee. Under no circumstances are you to share the information with other Board members.
- All communications with legal counsel shall be through the Executive Director and/or the Board President.
- If a formal complaint regarding conduct of Board member(s) and/or the Executive director needs to be made, all formal complaints must be in writing, including date(s), times, and description of the event(s) that 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.
- If a request or complaint by a volunteer or is made to a Board member or Officer, 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.

Board Member Role in Public

- The E.D. is the primary spokesperson for, communicates on behalf of, and represents the Association. This applies to stakeholder, media, public, management, staff, membership and other stakeholder communications as well as event invitations. The organization should rely on its Executive Director as a hired leader to make choices about public communications and appropriate designees.
- The Board President communicates on behalf of and represents the Board of Directors, e.g., ceremonial events, unique Board announcements to District Leaders, Board-related Rostrum notifications, Board meeting “Membership Correspondence” replies, etc.
- In consultation with the E.D., given the specific issue, the Board President may also serve as a spokesperson. For example, in high profile/crisis issues, the Board President or another Board member may be appointed to be the spokesperson for the organization in order to utilize specific expertise or to communicate a unified message.
- Board members should contact the E.D. should the media contact them and refer all inquiries to the designated NSDA spokesperson, typically the E.D. When in doubt, inquiries are referred to the Board President and to the E.D.
- Individual Board members represent the organization in an official capacity only when they are appointed by the Board to serve in that capacity.
- During NSDA Elections, Board members should refrain from publicly endorsing or speaking against specific candidates. This practice encourages positive working relationships while serving as an elected member of the Board.
- At tournaments, during informal communications, utilize interpersonal skills to advance public image and advocacy by being more open and honest about our roles as Board members. Generally, don’t be afraid to explain decisions and reasons for them; become informed enough to explain rationales. When negative comments are made, prioritize listening to concerns. Be proactive in answering member concerns; address perceptions vs realities.

Handling Concerns

- The Board and E.D. are committed to having membership concerns handled locally, if possible, where those involved in the issue can resolve the matter, e.g., coach, District Leader, etc.
- Board members will listen to membership concerns and directly communicate them to the E.D. or direct the individual to contact the E.D. and not solve them alone. The E.D. will follow up in a timely manner and provide information back to Board members on the status of the concern.
- Given the circumstances, when the full Board is contacted by stakeholders, the President may respond but only after consultation with and support from the E.D.

Rule Interpretation Inquiries

- Generally, Board members should refrain from answering rule interpretations and instead refer questions to the E.D. or Office as a general practice. However, very simple, straight forward rules such as those offered by new coaches that can be directly cited in the manual may be addressed by Board members. Please copy the E.D. on your response so the Office or E.D. is aware of Board communications and can interject, as needed.
- Rules that cannot be directly cited in the manual should be referred to the Office and/or E.D. for a formal, official ruling. This protocol is designed to avoid the potential for misinterpretation or a conflict in rule interpretation. Please copy the E.D. on your response indicating that you are deferring interpretation to the office or E.D. so the E.D. is aware of Board communications as a “heads up” to address.

General Email Correspondence and Social Media Communications

- Board members should refrain from responding to volatile topics/questions, and comments sent individually to the Board member or to the Board collectively. Instead, a Board member should immediately contact/alert the E.D. When NSDA concerns are raised via traditional media formats and/or social media so that an official response can be formulated by the E.D. If the E.D. believes the President should address an email on behalf of the Board, that will be determined by the E.D. and President.
- Board members should refrain from publicly reacting to social media posts that reflect negatively on the NSDA, and/or actions of the Office, E.D., or Board. This may include refraining from written comments, offering likes, etc. This is not to say that a Board member cannot agree with the post, but rather should choose to work internally with the Office and/or President to more formally or cohesively address the issue as the initial step to resolution.
- Given the public nature and permanence of social media posts, Board members are cautioned to pause and think before posting or responding to posts to avoid personal communications being misconstrued with the NSDA, Office, or Board as public entities and public figures.
- As regards informal communications, individual Board members will inevitably and legitimately have informal communications with stakeholders and members of the Association. In such cases, it is incumbent upon Board members to be explicitly clear that they are communicating in a personal capacity, not on behalf of the Association or the Board.
- As regards NSDA Board business, individual Board members should work through the E.D. and office to utilize NSDA forums to garner membership feedback.
- As regards committee membership, communication about and transparency of committee rosters will be the responsibility of the office (e.g. avoid screen shots and/or recognition of specific members through social media and/or electronic communication so as not to elevate or alienate the membership.)

Prior to Board Meetings.

- The E.D. will meet with the Board President to finalize the agenda prior to public posting.
- Board members will thoroughly read materials before the Board meeting and will make every attempt to contact the E.D. with any questions they have on the agenda prior to the meeting.
- The E.D. will, in turn, respond to Board members questions or concerns in a timely manner.
- Board member questions will be answered in advance of the Board meeting with a response provided to all Board members.
- When a high-profile item is being considered by the Board, disagreements or concerns should be discussed with the E.D. and/or President before the meeting to enhance planning for and productivity during the meeting.
- Staff will make every attempt to include all relevant materials one week in advance of the Board meeting. When supplemental information is necessary, concise yet comprehensive materials should be provided for review.
- If a presentation is to be made by a Board member, the Board member will be informed ahead of time to be properly prepared.

Board Meetings

- Unless there are extreme circumstances, the E.D. or a Board member should not bring a matter to a meeting that is not on the agenda.
- Whenever possible, Board action items of a significant nature will be presented as a discussion item or “item pending future action” prior to action.
- Please arrive on time and stay until the end to allow for board wide comprehension of ideas and engagement during the meeting. If members are unable to attend, don’t criticize those who are absent.
- Recognize when you have a conflict of interest and disclose this to the group.
- Demonstrate open and respectful dialogue.

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- Ask questions when you do not understand. There are no wrong questions.
 - Be respectful and attentive to each other during meetings, e.g. Don't interrupt, monopolize the conversation, or use judgmental statements; avoid side conversations.
 - Recognize the impact of comments made in public toward one another or the staff; talk about issues, not people.
 - Respect the right of other Board members to hold an opposing point of view and, following a Board vote, respect the decision made by the Board.
 - Board members agree that it is a courtesy to each other, and to the full Board, to share the reason for a dissenting vote during deliberation.
 - Raise concerns in the boardroom, not in the "parking lot" afterward.
 - After Board Meetings, an "After Action Review" should be conducted to assess and learn from the meeting to improve board dynamics, effectiveness, and productivity.
 - The President, E.D., or Committee Chairs may also consider utilizing AAR's to similarly improve the quality of standing, ad hoc, and working committee meetings.

PROCEDURE FOR SEATING APPOINTED BOARD MEMBERS AND OFFICERS

Appointed Members

The Executive Director and governance committee will meet with potential candidates for board membership. The Governance Committee's recommendation will be brought to a full vote by the Board. A confidential vote may be held online to facilitate the process. If the Board member is present, they should be asked to leave the room for any discussion and the vote. The Executive Director and the governance committee will meet with newly elected and appointed Board members for orientation of best practices.

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.

Requirements for Board Leadership:

- Only elected Board members currently serving on the Board, who have served a minimum of two full years on the Board, are eligible for appointment to a Board leadership position.
- All leadership positions are elected for two-year terms in even numbered at the Fall Board meeting by the Board members present at the meeting.
- There is no stipulated maximum amount of time that someone may serve as a member of the Board leadership.

Transitioning Board Leadership Roles:

- If the term of the current Board President ends on August 1 of the leadership election year, the current Vice President will assume the role until the Fall Board meeting election.
- If the term of office of the current President and Vice President end on August 1 of a leadership election year, an interim President will be appointed by the current President, before the term ends, to serve from August 1 to the Fall Board meeting election in September.

PROCEDURE FOR COMPETITION RULES REVISION AND EVALUATION PROCESS TIMELINE

The elected Board members created a three-year process for major competition and rules changes. This procedure provides extended time for research, solicitation of feedback, and evaluation.

Year One: The Assessment and Development Phase

The the Rules Revision and Evaluation (RRE) Committee of the Board will assess proposals presented via the Rule Submission Form. Those warranting further development will undergo research for the creation of a draft proposal. This may include committee work (focus group, ad hoc committee, or working committee) for the creation of a draft proposal. Piloting may also be used, if appropriate.

Year Two: The Collaborative Feedback and Decision Make Phase

The RRE Committee will give opportunities for the overall membership community to provide feedback on the proposed change. NSDA publications will be utilized to foster awareness of the proposal. This phase may involve ongoing community feedback, revisions, and piloting, as needed. By the end of year two, a decision will be made to either implement a change, further revise the proposal, continue testing and piloting, or not make the change at that time.

Year Three: The Trial/Implementation Phase

If a new rule is passed, is will be implemented during this time.

SECTION 4: COMMITTEES

STANDING COMMITTEES

Descriptions

The NSDA Board Committee Structure consists of the four committees: Governance, Internal Affairs, External Affairs and Rules Revision and Evaluation.

Governance

GENERAL DESCRIPTION:

Oversees Board operations including recruitment and orientation of new members; creation and revision of board materials; and evaluating performance of the Board and Executive Director. It is also responsible for a process of strategic planning and review, including monitoring progress of the Association's Strategic Plan and the advancement of purposeful inclusion strategies.

GENERAL ACTION OF THIS COMMITTEE:

Equity

- Prioritize advancement of purposeful equity strategies as a core value and key element of the strategic plan, utilizing focus groups, professional expertise, and other methods of consultation, as needed.

Board Revitalization and Education

- Regularly seek out qualified candidates to serve as appointed board members
- Facilitate orientation programming for new Board members.
- Conduct and report annually on the Board Self-Evaluation.

E.D. Evaluation and Collaboration

- Determine the appropriate review method and tool for annual assessment of the Executive Director (E.D.).
- Conduct an annual meeting with the E.D. to discuss the Board's assessment and comments and to hear issues posed by the E.D.
- Develop and/or revise an E.D. succession plan to be evaluated and approved by the Board.

Strategic Planning

- Incorporate goals from the strategic plan into the committee's annual targeted goals to ensure alignment with the Board's overall strategic plan.
- Meet with E.D. and key staff quarterly to review strategic progress.
- Recommend alterations and adjustments as part of an annual revision of strategies for the upcoming year.
- Advise the E.D. on significant mission-driven projects and events, e.g. Board Strategic Planning Retreat and the Education Conference.
- Provide mid-year and end-of-the-year reports to the Board which include the E.D.'s assessment of tactics and goals regarding mission progress.
- Collaborate with the Internal Affairs Committee to request and analyze return on investment reports on key projects to better assess the responsible use of funds.
- Review and assess the appropriate method and evaluation tool for products, services, and programs.

Constitution

- Ensure adherence to the constitution and bylaws for accuracy and needed policy changes.

BOARD AND STAFF REPRESENTATIVES:

President, Vice President, two or more Board Members, the Executive Director and Staff Liaison.

Internal Affairs

GENERAL DESCRIPTION:

Provide oversight regarding Internal and Operational Issues including finance (budgeting, financial planning, reporting, and accountability policies), investments, capital acquisitions, facilities, and human resources.

GENERAL ACTION OF THIS COMMITTEE:

Budgeting and Financial Planning

- Review and approve the staff-developed annual operating budget.
- Monitor adherence to the budget.
- Set long-range financial goals and assist management in developing funding strategies to achieve them.
- Assist management in the development of multi-year operating budgets that integrate strategic plan objectives and initiatives.
- Present all financial goals and proposals to the Board of Directors for approval and work with the E.D. to provide a user-friendly presentation and analysis of the budget.
- Solicit and field financial questions in advance of the Board meeting to prepare answers with the E.D.
- Evaluate and approve expenditures outside the Board-approved budget.
- Pursue information and answers regarding larger financial questions as they arise and report findings to the Board.
- Incorporate goals from the strategic plan into the committee's annual targeted goals to ensure alignment with the Board's overall strategic plan.
- Collaborate with the Development Committee to ensure financial stability through diversification of funding streams and acquisition of unrestricted funds.
- Collaborate with the Governance Committee to provide information for Return on Investment reports to gain a greater depth of understanding of the responsible use of budgeted funds.

Reporting

- Provide feedback to staff on the usefulness and readability of report formats.
- Work with staff to develop a list of desired reports noting the level of detail, frequency, deadlines, and recipients of these reports.
- Work with staff to understand the implications of the reports.
- Monitor quarterly reports.
- Present the financial reports to the full Board.
- Ensure policies and procedures for financial transactions are documented in a manual, and that the manual is reviewed annually and updated as necessary.
- Ensure that approved financial policies and procedures are being followed.

Auditing

- Review the draft audit and 990 as presented by the auditor.
- Present the audit report to the full Board of Directors (if the auditor does not do this).
- Review the management recommendation letter from the auditor and ensure follow up on any issues mentioned.

Investing

- Collaborate with the Development Committee to review and update the investment policy and ensure that provisions of the policy are followed.

Financial Messaging

- Serve as a sounding board on messaging for the public on large financial issues.

Facilities and Capital Acquisition

- Review and advise on facility needs for the organization.

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- Use strategic analysis of assets to be acquired to evaluate various financing options.

Human resources:

- Review and advise on personnel policies and employee manual for compliance;
- Advise on the selection of third-party HR consulting services;
- Review and recommend proposed salary scale and benefits schedule for periodic Board approval;
- Review values and/or goals regarding a staff that is diverse in race, ethnicity, gender, age, disability, or other characteristics such as client status;
- Monitor values-based systems and policies to ensure that the organization is following local, state and federal laws and certain best practices relating to its employees and creating an attractive environment for current and prospective employees.
- In the hiring of the Executive Director or renewing their contract, advise the Board on an appropriate compensation and benefits package.

PROPOSED BOARD AND STAFF REPRESENTATIVES:

Two or more Board Members, President (ex-officio), and Executive Director/Staff Liaison

External Affairs

GENERAL DESCRIPTION:

Provides oversight and guidelines for all external affairs related operations and policies of the organization, including fundraising, public relations, publications and marketing. The committee conducts quarterly reviews involving sponsorship and gifting policies, stewardship, recognition, and naming policies, as well as assists with various development activities as appropriate. In addition, the committee conducts periodic reviews of the public relations and marketing efforts of the organization and performs an annual review of the organization's publications for return on investment.

GENERAL ACTION OF THIS COMMITTEE:

Planning and Execution

- Review the staff-developed annual development plan.
- Serve as a resource to review and evaluate development materials and presentations.
- Work with the Internal Affairs committee to set and monitor adherence to the budget as well as to set investment policies.
- Assess quarterly progress toward yearly and long-range development goals.
- Review and assess management in the integration of strategic plan objectives and initiatives.
- Assist management in the implementation of development plan strategies as appropriate.
- Incorporate goals from the strategic plan into the committee's annual targeted goals to ensure alignment with the Board's overall strategic plan.

Reporting

- Provide feedback to staff on the usefulness of report formats.
- Present the development updates to the full Board.

Internal Controls and Accountability Policies

- Ensure that management creates and updates (as necessary) policies that help ensure that the assets of the organization are protected.
- Review and approve documented policies and procedures for stewardship, donations, and grants.
- Ensure approved development policies and procedures are being followed.
- Ensure compliance with and/or develop administrative policies supporting the development function of the organization, including planning and giving instruments and policies, disposition of donated stock, and gift acceptance.
- Ensure financial stability through diversification of funding streams and acquisition of unrestricted funds.

Note: Although the entire Board carries fiduciary responsibility for the organization, the External Affairs Committee serves a leadership role in the areas of donor intent as well as compliance with legal and tax responsibilities regarding donations.

BOARD AND STAFF REPRESENTATIVES:

President, two or three other Board Members, and Director of Development

Rules Revision and Evaluation

GENERAL DESCRIPTION:

Oversees the discussion and development of Board policy proposals in the area of competition rules. It is responsible for a process of vetting rule considerations, establishing appropriate ad hoc committees, working and focus groups, as well as, establishing appropriate piloting during rules considerations.

BOARD AND STAFF REPRESENTATIVES:

President, two or three other elected Board Members and Executive Director

Executive Committee

GENERAL DESCRIPTION:

This committee should only be utilized for emergency situations or consultation with the ED for advice, generally on highly sensitive matters, as needed. The Executive Committee should consist of the President, Vice President, and one additional member given the issue at hand. The third member may be an appointed or an elected member of the board and will be selected by the President on the advice of the E.D. and V.P. Based on the expertise required for the given issue, the third member role is not considered a permanent seat. Generally, this committee benefits from legal or human resources expertise; however, given the issue at hand, other expertise may be advisable. Members of this committee may seek outside consultation from the organization's lawyer, other relevant professionals, or select board members given the issue; however, voting rights are reserved for the three committee members (President, VP, and one additional member selected). Given that involvement on this committee is only on an as needed basis, it should not be considered part of the total number of committees on which an individual may serve. If the scope of the Executive Committee is expanded, then this could be revised.

BOARD AND STAFF REPRESENTATIVES:

President, Vice President, one Board Member (Selected for Situation) and Executive Director

Standing Committees Size and Scope

Committee Membership Selection

The Board President should be responsible for choosing committee chairs and members. The President should select members in consultation with the ED and/or VP. The President may seek advice from appointed chairs regarding the committee's membership but is not bound to those recommendations. The President should take into consideration the role and responsibilities for each committee and appoint members who have the talents, expertise, interest, and willingness to serve on each committee. Additionally, expertise related to the committee's responsibilities should be considered:

- **GOVERNANCE:** Expertise in Organizational Development, Education, and Management and Human Resources; Strong community connections; Respected by Board colleagues; Knowledgeable of the organization.
- **EXTERNAL AFFAIRS:** Fundraising, Marketing, Public Relations and Publications experience; strong communication skills in writing and public speaking; Key community and constituency connections.
- **INTERNAL AFFAIRS:** Experience in Financial planning, Budgeting, Real Estate, Investments, Business Management, Banking and/or Human Resources; Attention to detail, willingness to ask questions and raise red flags.
- **RULES REVISION AND EVALUATION:** Knowledge and experience in a variety of competitive events or key specialty areas; Willingness to research and explore the pros, cons, and impact of rules; Wordsmithing expertise and awareness of implications that arise from proposed rules and wording.

- **EXECUTIVE COMMITTEE:** Respected by the Board, knows the organization well, offers particular expertise for the issue in question, and does not serve personal agendas

Committee Involvement

- Board members should serve on a minimum of one standing committee, and a total of two standing committees. *Exception: The President and Vice-President as Board Elected Officers are invited to serve as Ex-officio members of the committees and have voting rights; however, they are not required to serve. Their involvement adds increased communication, continuity, and cohesion to the board.*

Committee Size

Membership should be based on the purpose of the group and scope of the task, e.g., small enough to get work done but large enough to have the necessary skills, knowledge, and perspectives. Strive for approximately five members and a maximum of six.

- The Staff Liaison and ED are non-voting members and are not counted within the total. The ED's attendance is only required when serving as an official staff liaison. However, the ED's attendance should be welcomed as an observer unless unique circumstances require a closed meeting.
- In cases where the President and/or Vice-President serve as Ex-Officio members, this should not prevent approximately five Board members from participating on a committee. If inclusion of both the President and VP exceeds six members, preferably, one ex-officio should serve on the committee. If the official number of seats on the Board is expanded or decreased, this targeted number should be adjusted accordingly and not exceed a Board majority.
- The proportion of elected and appointed should remain flexible for all committees, with the exception of the Executive Committee which has prescribed membership.

Committee Role Rotation

Chair and Committee appointments should be evaluated annually for any needed adjustment. For continuity, a minimum of two-year terms for committee members are preferable. Ideally, the two years should be coordinated with election years; however, the timing of appointed board members being added to the board should be accommodated. Also, care should be taken to have some continuity in the committee's membership rather than all new members.

Committee Chairs

A person should only Chair one standing committee, unless a vacancy, emergency, or lack of volunteers necessitates chairing a second committee.

Committee Facilitator Role

Since the Board Chair should work closely with Committee Chairs, and is involved in the appointment of committee members, if willing, the Board Chair should consider serving in this role. This may include holding quarterly meetings with Standing Committee Chairs designed to facilitate greater coordination, interaction, cohesion and general efficacy of Standing Committees. If the President does not want to fulfill this role based on their priorities, skill sets, etc., it may be offered to the Vice-President. If the Vice President is unwilling to serve in this role, the President may offer the role of Committee Facilitator to another Board member. The role of Committee Facilitator may but should not be required to attend all committee meetings. The facilitator assists with updating committee goals, norms, and expectations with the chairs, staff liaisons, and board liaisons. The facilitator conducts annual evaluations at the end of the year to report on how the committees are functioning and to develop steps for improvements for next year.

NON-STANDING COMMITTEES

Descriptions

The NSDA Non-Standing Committee Structure consists of three types of committees: Ad hoc, Working Group, and Focus Groups.

Ad Hoc Committees

GENERAL DESCRIPTION:

The members of Ad Hoc committees are appointed by president. The committee is given a specific charge to accomplish. The Group generally consists of a diverse group of individuals with representative views.

Working Groups

GENERAL DESCRIPTION:

The members of this group are directed by the Executive Director and Staff. The group may be comprised of coaches and/or staff. They are formed to gain feedback, act as a sounding board, and/or assist with a special project associated with a task traditionally associated with the role of the Executive Director's office.

Focus groups

This group may be assembled by the President or ED/staff. It is formed to deal with a specific, targeted issue that is not as grand in scope and may only require one meeting, e.g. a group singularly focused on reducing the amount of legislation at an event. It may also serve as an opportunity to receive targeted feedback on an idea or strategy, much like a litmus test, to gauge the validity of pursuing greater study on a particular topic, issue, or approach, e.g., a group of administrators offering suggestions or feedback regarding a strategy to promote programs in schools.

Non-Standing Committees Size and Scope

Board Membership Participation

The Board President may request but not require a Board member to participate in other types of committees beyond the one required standing committee. Although primary involvement in Standing committees is a priority, there may be circumstances in which a Board member's service on an ad hoc or working committee is preferable. In such cases, that committee assignment may substitute for a Standing Committee. If warranted, a Board member may serve on a total of three committees in a year, if the involvement extends beyond Standing Committees to Ad Hoc and/or Working Committees. Additionally, since focus groups are generally short in duration (often as few as one meeting) in such cases, this should not be considered a major commitment that would interfere with other committee commitments.

Board Members as Chairs

A Board member should only chair one ad hoc or working committee, unless a vacancy, emergency, or a lack of volunteers necessitates otherwise. Chairing two of the three different types of committees (Standing, Ad Hoc, or Working) in the same year is acceptable. However, generally, ad hoc committees have coach members who serve as Chairs and Working Committees are generally led by staff. In some cases, Board members may be asked to serve as Committee Liaisons.

Board Members as Committee Liaisons

A Board Liaison is appointed by the President and serves as a resource for an ad hoc committee chair (generally a member coach) and as a voice for the committee to the Board when presenting recommendations. A Board member may serve as a Board Liaison for one ad hoc committee and/or focus group at a time, but additional needs may warrant more than one assignment. The extent of responsibilities, meeting commitments, and expertise required should be weighed when considering additional assignments. Previously noted committee exceptions may also be taken into consideration. In such cases, the assignment is a voluntary role and up to the board member to accept or reject the assignment based on their other duties and commitments.

BOARD LIAISON RESPONSIBILITIES:

- Attend all meetings.
- Collaborate with chair and staff liaison in pre-meeting planning.
- Review the agenda to provide insights needed to accomplish the charge efficiently and effectively.
- Provide clarifications (e.g. historical background, current rules/procedures, etc.).
- Provide perspectives on realistic timelines, potential barriers that may need to be addressed, and/or any practical matters for consideration.
- Provide guidance to ensure that the appropriate reports are submitted.
- Serve as the committee's liaison to the Board by presenting their written recommendations and communicating on behalf of the committee.

Non-Standing Committee Membership Selection

Committee membership for non-standing committees should bring together dedicated individuals from the speech and debate community and from relevant field of expertise. They should be prepared to provide experiences, insights, ideas, suggestions, and solutions regarding a targeted topic. Committees should be inclusive and representative of the diversity of our organization's membership.

Given that the number of individuals for a project must be limited, individuals who represent a variety of qualities or bring a unique quality to the group should be prioritized. A committee may consist of members of varying levels of experience and expertise, but the individual's level of experience should add a valuable perspective to the discussion. When selecting membership, the following characteristics/qualities should be considered.

- **Topic Specific Expertise and Experience**
- **Geographic Representation:** Districts, States, Regions
- **Program Size:** Small and Large Schools/Programs
- **Socio/Economic Factors:** Rural, Urban, Suburban Schools, Private/Public Schools, % of Free and Reduced Lunch
- **Competitive Experience:** Non-Traveling/Traveling Programs
- **Diversity Enhancing Representation:** Race, Gender, etc.

MEMBER COACHES AS CHAIRS

Responsibilities

- Plan and lead meetings.
- Collaborate and communicate with the staff liaison and board liaison in pre-meeting planning.
- Assign tasks to committee members.
- Monitor the group's progress and adjust to meet designated timeline and complete goals.
- Work with the staff liaison to ensure the appropriate minutes and final report outlining the recommendations are submitted.
- Communicate to the committee members that transparency of committee rosters will be the responsibility of the office (e.g. avoid screen shots and/or recognition of specific members through social media and/or electronic communication so as not to elevate or alienate the membership.)

COMMITTEE NORMS AND EXPECTATIONS

Enhance committee productivity and efficiency by demonstrating the following group norms:

1. Set and respect deadlines to drive participation and results.
2. Respond to communications in a timely fashion.
3. Demonstrate consistent engagement.
4. Establish and follow realistic agendas.
5. Provide advance notice of agenda items and the information necessary to best react to the topics and tasks at hand.
6. Seek open, honest, and respectful communication to encourage all voices.
7. Strive for a collaborative and collegial work environment.
8. Refer to and utilize the Association's mission, vision, and values as a guide for directing committee efforts.

Plan a regular meeting schedule:

1. Meetings should occur on a regular timetable. 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.
2. An overall calendar of committee meetings should be established to minimize the overlap of meetings or too many meetings scheduled for a given time period.
3. 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.

Model Committee Framework Expectations:

1. The role of committees is to serve as a clearinghouse for new ideas and the development of proposals.
2. Committee Chairs and membership will be determined by the President.
3. 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.
4. The President and Vice President may serve as ex officio members of all committees and observe and/or participate in committee meetings whenever possible.
5. 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.
6. Board members will be asked to participate on one or more Board Committees.
7. Members of the national office have been identified to serve as staff liaisons to each Board committee. 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.
8. Board Committees may utilize ad-hoc, coach-driven committees 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.

-
9. All ad-hoc committees necessitate a Board member for oversight and a staff liaison to reach targeted objectives in a timely manner.

Utilize Consistent Organizational and Meeting Practices:

1. **PROJECT PLANNING ALERT:** The Staff Liaison will send a pre-planning meeting alert 21 days in advance of the Committee meeting for the Chair to begin preparation of the agenda and meeting materials needed for the upcoming group meeting. A reminder should be sent 14 days in advance to further obtain, review, and complete the agenda and materials.
2. **COMMITTEE MATERIALS:** The Chair and Staff Liaison will target sending the Committee agenda and materials (using the Committee Agenda Template) to committee members 7 days in advance of the committee meeting for review.
3. **PRE-MEETING QUESTIONS:** Committee members should be encouraged to direct major questions regarding the materials to the Chair and Liaison prior to the meeting.
4. **MEETING REPORTS/PRIMERS:** Use of written reports during committee meetings to establish relevant information is encouraged to allow consideration of issues prior to the meeting and save time during meetings. Additionally, actions that will be advanced for full Board approval should, when possible, be advanced through reports to achieve the same benefits.
5. **MINUTES:** The Staff Liaison will utilize the Committee Minutes Template for recording minutes. The Staff Liaison should share minutes with the Chair and Committee Facilitator within 2-3 days of the meeting. Once the Chair approves the minutes, the minutes will be sent to the committee by the Liaison for feedback, ideally within one week of the committee meeting. If there are no corrections by the deadline, the minutes will stand. If revisions are necessary, the final draft will be sent out for consent approval. The entire process should take two weeks. The approved minutes will be made available to the full Board.
6. **TECH ISSUES:** The Committee Liaison, Chair, and members should log in approximately 10-15 minutes early to deal with tech issues and allow for the meeting to begin on time. When possible, the committee will strive to use the camera option during virtual meetings to enhance interpersonal communication dynamics during the meeting.
7. **MEETING BEST PRACTICES:** The Committee will continue to foster positive meeting dynamics as outlined for meetings in *NSDA Communication Protocols*.

INTERACTION OF 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	<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. 	<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. 	<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	<p>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.</p>		

SECTION 5: APPENDIX

FORMS

Board Member Commitment Form

In my role as an NSDA Board Member, I have the responsibility to uphold our *guiding principles*:

- 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.
- The duty of loyalty 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 will also uphold my responsibilities to establish the *framework* for the Association, set the *direction* of the NSDA, assume *accountability* for the behavior and performance of the Board of Directors and Executive Director, and provide *support and good will* as a representative of the NSDA.

As a Board member, I agree to uphold our Code of Conduct:

- 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) board self-evaluation, (2) board development workshops, seminars, and other educational events to enhance my skills as a Board Member, and (3) strategic planning retreats, as needed.
- Keep confidential information confidential.
- 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 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.
- Welcome periodic discussions on my role to help me assess my performance, e.g., attendance, participation, contributions, etc.

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.
- 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.
- Be knowledgeable about the NSDA mission and vision, services, and policies to foster and promote the NSDA.
- Provide support and advice to the staff but avoid interfering in management activities.
- Suggest nominees and participate in Board recruitment.

Name (Please type or print) _____

Signature_____

Date: _____

Potential Conflict of Interest Disclosure Form

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 type or print) _____

Signature _____

Date: _____

Conflict of Interest Affirmation of Compliance Form

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 type or print) _____

Signature_____

Date: _____

NSDA Expense Report							
Employee Name:					Month:		
Company:		National Speech and Debate Association			Year:		2020
Itemized Expenses							
Date	Program to be charged (drop down menu)	Vendor	Expense Description / Business Purpose	Amount	Accounting Code (finance staff)		
				\$0.00			
Mileage							
Date	Program to be charged	Beginning City & Destination / Pupose of Trip	Trip Miles	Mileage Rate	Mileage Amount	Accounting Code	
				\$0.575	\$0.00		
				\$0.575	\$0.00		
				\$0.575	\$0.00		
				\$0.575	\$0.00		
				\$0.575	\$0.00		
				\$0.575	\$0.00		
				\$0.575	\$0.00		
				\$0.575	\$0.00		
				\$0.575	\$0.00		
					\$0.00		
Summary		* Entertainment and/or Development expenses must include a full description, including people in attendance and business purpose.					
Total Mileage	\$0.00						
Total Itemized	\$0.00						
Total Expenses	\$0.00						
Less Cash Advance							
Less Company Charges							
Amount Due Employee	\$0.00						
Amount Due Company	\$0.00						
Additional Notes							
I declare under penalties of perjury that this claim is just and correct and that no part of it has been paid except with respect to those advance amounts shown. I AUTHORIZE PAYROLL DEDUCTIONS OF ANY EXCESS ADVANCE.			Approved: Based on knowledge of the necessity for travel and expense and on the basis of compliance with all provisions applicable travel regulations.				
Employee Signature and Date			Supervisor Signature and Date				

Appointed Board Member 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)

Appointed Board Member Submission Form

Double Click to Edit.

Name:

Current position(s):

Description of position(s):

Education:

LinkedIn:

Background (include relevant work experience, volunteer work, and speech and debate experience):

Attributes rating (using scale of 1 (low match) to 5 (high match))

1. Level of expertise in target area/strategic value:
 - a. Inclusion specialist:
2. Level of experience in nonprofit boards:
3. Fundraising capacity:
4. Mission and Vision attachment:
5. Speech and debate experience and/or affinity:
6. Diversity:
7. Availability to commit to attendance at meetings and committee work:
8. Geographic reach and location:
9. Level within the company:

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 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.
- 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.

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 because they may be just the things to "hook" a Board Candidate.
- Ask the candidate prematurely.
- Think recruitment is a staff activity or responsibility.

RESOURCES

Mission

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

Vision

We envision a world in which every school provides speech and debate programs to foster each student's communication, collaboration, critical thinking, and creative skills.

Core Values

EQUITY • INTEGRITY • RESPECT • LEADERSHIP • SERVICE

Equity Statement

The National Speech & Debate Association is committed to modeling and fostering diversity, equity, and inclusion for all speech and debate communities.

We are continuously transforming our organization to reflect and operationalize the values of equity, integrity, respect, leadership, and service.

We will take responsibility.

We will heed, learn, and evolve.

We will work conscientiously to model and foster an inclusive and equitable speech and debate experience for all.

Board Self-Evaluation

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?