

IPTA BOARD OF DIRECTORS POLICY

Idaho Physical Therapy Association BOARD OF DIRECTORS (IPTA BOD) POLICIES AND POSITIONS

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IPTA BOARD OF DIRECTORS POLICY

IDBOD9-94-01: CREATION OF POLICIES AND POSITIONS

It is the policy of the IPTA BOD to submit to the APTA a draft of any policy or position under consideration prior to implementation and/or distribution to the membership or the public. Any policy or position created prior to 9-94 addressing the creation of policies and positions is hereby rescinded.

IPTA BOARD OF DIRECTORS POLICY

IDBOD 9-94-02: EXTERNAL LIAISON RELATIONSHIPS

It is the policy of the IPTA BOD that the Chapter may engage in liaison relationships with outside organizations. Before formalizing a relationship with an outside organization, the Chapter shall submit to APTA its name, the name of the member appointed as liaison to this group, the member's term, and address, the purpose and function, the contact person, and the name of the member who knows the rationale for the relationship. Any policy regarding external liaison relationships created prior to 9/94 is hereby rescinded.

IPTA BOARD OF DIRECTORS POLICY

IDBOD 9-94-03: NEWS RELEASES

It is the policy of the IPTA BOD that news releases representing the position of the IPTA shall be distributed to the Executive Committee at least two (2) working days prior to the intended release date. Executive Committee members objecting to the release shall contact the Chapter President.

A 3/5 majority of the executive Committee must be reached in support of the news release. Once the 3/5 majority has been reached, the Chapter President will then have the authority to direct the distribution of the news release.

Upon distribution of the news release, the President shall serve as spokesperson for the ITPA. This policy does not apply to news releases of public relations information distributed by the American Physical Therapy Association. Any news release policy created prior to 9/94 is hereby rescinded.

IPTA BOARD OF DIRECTORS POLICY

DRAFT: IDBOD POLICY 03-95-04: LEGISLATIVE RESERVE FUND

PURPOSE:

The Legislative Reserve Fund has been established to fund all legislative activities and lobbying for the professional interests of members of the Idaho Physical Therapy Association.

POLICY:

Special donations are solicited from Chapter members for the Legislative Reserve Fund. The Fund is only to be used for legislative purposes and activities above the lobbyist contract budgeted amount. The lobbyist contract budget is the lobbyist retainer fee. All funds for the Legislative Reserve Fund will be kept in a separate interest bearing account. The Board of Directors, with advice from the Legislative Committee, is responsible for the allocation of the funds.

All funds will be dispersed by the Treasurer, President, or President-Elect after Executive Committee approval. Lobbyist bills must be submitted with an itemized statement and hourly rates along with a written charge description.

Reimbursement must be within the existing Fund Balance.

The Legislative Reserve Fund may also be used to pay for assets needed to effectively communicate legislative information to members in an efficient manner.

The Legislative Reserve Fund will not be used in any manner which would support a PAC or any related activity. A vote of the chapter membership would be required to develop any PAC activities.

A written annual report describing the Legislative Reserve Fund allocations will be distributed to each member who donated to the fund during the current fiscal year.

Any Legislative Reserve Fund Policy created prior to 3/95 is hereby rescinded.

IPTA BOARD OF DIRECTORS POLICY

DRAFT POLICY: BOD9-95-06: COMPLAINT REVIEW

When a complaint that a member has been in violation of the Code or Standards of the APTA is received in writing by the Chapter President, the complaint will be processed according to *The Procedural Document on Disciplinary Action of the American Physical Therapy Association*. The IPTA Ethics Committee will serve as the investigator; its findings and recommendations will be sent to the APTA Judicial Committee for review. The APTA Judicial Committee will review the recommendations, approve or modify them, and send directives to the Chapter Ethics Committee.

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IDBOD 8-96-07: POLICY ON AWARDS

The IPTA, hereafter referred to as the Chapter, through its awards, honors individuals, and institutions, whose contributions to the profession or the Chapter are outstanding and substantial and satisfy the approved criteria for the awards.

The Chapter's awards provide state-wide attention and recognition for the contributions of the recipients and serve to enhance the reputation and public awareness of the entire profession. For individual members so honored, chapter awards represent a high level of peer recognition.

Purposes of Awards

The purposes of Chapter awards shall be to:

1. Honor only the most outstanding contributions within particular categories representing the profession or the Chapter as a whole, or representing specific areas in or related to practice, education, research, or the literature in physical therapy.
2. Serve as an incentive for the Chapter's members and components in their outstanding and substantial contributions to the profession or the Chapter.
3. Recognize formally the outstanding and substantial contributions to the profession or the Chapter of individuals outside the Chapter and of institutions that are independent of the Chapter.

Guiding Principles for Awards

1. The purpose, eligibility requirements, criteria, and procedures for each Chapter award shall be approved by the IPTA BOD.
 - a. The purpose of each Chapter award, including the specified nature of the contribution of the award, shall be clearly stated and shall not duplicate or overlap the purpose of any other Chapter award.
 - b. The eligibility requirements for each Chapter award shall require membership in the Chapter if the award is to be made to individuals who, by definition in the purpose or eligibility requirements of the award, should be expected to satisfy the Membership Qualifications Prescribed by the BOD for any membership class other than Honorary.
 - c. The eligibility requirements for each Chapter award shall exclude any current Chapter employee and any current Executive Committee member.
 - d. Criteria for each Chapter award shall be clear, precise, measurable, and related to the purpose of the award.
 - e. The purposes and criteria of Chapter awards shall be reviewed and evaluated periodically by the BOD to determine if the criteria are accomplishing the stated purposes.

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2. The following procedures shall apply to all awards:
 - a. All Chapter awards requiring the submission and receipt of nominations or applications shall have a single date for the receipt of such nominations and applications, and shall be sent to the Chapter Executive Director.
 - b. The final selection of recipients for all Chapter awards shall be as set forth in the individual awards document adopted by the BOD
 - c. Recipients of individual awards will be recognized at the Annual Awards Banquet.

Notification of Award

1. A letter of invitation to the Annual Awards Banquet will be sent to each recipient by the IPTA Executive Director.
2. Award recipients will be mentioned in an official publication of the IPTA.

Nature of the Award

1. Each recipient will be the guest for dinner at the IPTA Annual Awards Banquet.
2. Each recipient will receive a plaque listing the office held and the years served.

Procedure for Nomination

1. Nominations for the Award may be submitted by individual members of the Chapter, and are sent to the IPTA Executive director. Submitted material will not be returned or retained.
2. Nominations must be submitted on the appropriate form obtained from the IPTA Executive Director.
3. The nominator is responsible for submitting the following documents by May 1 of the calendar year the award is to be given:
 - a. Nomination form and a letter of nomination.
 - b. A curriculum vitae and a complete history of the individual's professional clinical experience, including dates of employment, name of facility, and description of job responsibilities. Include examples of outstanding clinical contributions. Describe any inventions, development of devices, or equipment, if applicable.
 - c. Evidence of the individual's professional allegiance to his/her patients as demonstrated by honors and awards, record of community activities on behalf of the physically challenged, letters (no more than 8) from former patients, students, hospital administrators, physicians, supervisors, employees, etc.
 - d. A record of service to the IPTA.
 - e. A list of efforts and their outcomes to disseminate useful and fundamentally sound physical therapy information to the profession, health community, and/or public.

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Procedure for Review

1. The IPTA Executive committee is responsible for reviewing the nominations and will recommend a recipient to the BOD
2. Any Executive Committee member who has a close association to the nominee in work or any kind related to the purpose of the award shall be excused from the discussion and voting.
3. The decision of the BOD is final, and the reasons for the decision will not be disclosed.

Notification of Award

1. The recipient of the award will be notified promptly after selection by the BOD
2. The nominators of individuals not selected will receive a letter thanking them for their participation.
3. The Award will be made by the IPTA President at the Annual Awards Banquet.
4. An appropriate announcement of the award will appear in an official publication of the Association.

Nature of the Award

1. The recipient and his/her spouse will be guests of the Chapter for dinner at the Annual Awards Banquet.
2. An award suitable to the individual not to exceed \$200 will also be given.

IPTA BOARD OF DIRECTORS POLICY

IDBOD POLICY 8-96-08: J PERRY SILVER AWARD

History:

Established in 1981 to recognize excellence in clinical practice, dedication to patients, to the profession, and to sharing knowledge with others.

The late J. Perry Silver was an outstanding physical therapist in Idaho. His example of clinical excellence and service to his profession has been an inspiration to his colleagues.

Purpose:

To acknowledge the achievements and contributions of Idaho's outstanding physical therapists.

Eligibility:

1. An active member of IPTA
2. A person who has engaged in physical therapy practice for at least 15 years.
3. A person whose allegiance has been to the patient and the profession.
4. A person who has participated actively in Chapter activities, giving generously and willingly of time and effort on behalf of the profession.
5. A person who has made contributions to physical therapy in general by dissemination of useful and fundamentally sound information through such media as: publications, lectures or films, leading workshops or in radio or television programs.

Procedure for Nomination:

Nominations for the Award should be submitted to the IPTA Executive Director by May 1 of the calendar year in which the award is to be given. IPTA Executive Committee will recommend a recipient to the Board of Directors for approval at the Association's Spring Board of Directors Meeting.

Nominations should include:

1. History of the individual's professional clinical experience, description of job responsibilities, and examples of outstanding clinical contributions.
2. Evidence of the individual's professional allegiance to his/her patients as demonstrated by honors and awards, record of community activities on behalf of the physically challenged, letters from former patients, students, hospital administrators, physicians, supervisors, employees, etc.
3. A record of service to IPTA.
4. A list of efforts and their outcomes to disseminate useful and fundamentally sound physical therapy information.

IPTA BOARD OF DIRECTORS POLICY

IDBOD POLICY 8-96-09: OUTSTANDING PHYSICAL THERAPY STUDENT AWARD

History:

The IPTA BOD instituted this award during a strategic planning session in 1993 in order to give support to physical therapy students and to encourage active participation of student members in the Chapter.

Purpose:

To acknowledge a student who is in his/her final year of study, who excels academically, clinically, and who has contributed time and effort to the IPTA.

Eligibility:

1. Nominees for the award must be active student members of IPTA.
2. Nominees must be currently enrolled as students in an Idaho physical therapy program.

Procedure for Nomination:

1. Nominations for the award may be submitted by members of IPTA, faculty members, or clinical instructors, and are sent to the IPTA Executive Director.
2. Nominations must be submitted on the appropriate form obtained from ITPA Executive Director.
3. The nominator is responsible for submitting the following documents by April 1 of the Calendar year in which the award is to be given:
 - a. Nomination form and letter of nomination.
 - b. Grade point average and ranking in class.
 - c. Letters of support form 2 individuals; one academic advisor and one clinical instructor.
 - d. Listing of IPTA activities.
 - e. Evidence of leadership in the academic program.
 - f. Overall professional potential.

Materials submitted will not be returned or retained.

Procedure for Review

1. IPTA Executive Committee is responsible for review of the candidates and recommending a recipient to the BOD for approval
2. Any Executive Committee member who has a close association to the nominee in work of any kind related to the purpose of the award shall be excused from the discussion and voting.
3. The decision of the BOD is final, and the reasons for the decision will not be disclosed.

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Notification of Award

1. The recipient of the award will be notified promptly after selection by the BOD
2. The nominators of individuals not selected will receive a letter thanking them for their participation.
3. The Award will be made by the IPTA President at the Annual Awards Banquet.
4. An appropriate announcement of the award will appear in an official publication of the Association.

Nature of the Award

1. The recipient and his/her spouse will be guests of the IPTA for dinner at the Annual Awards Banquet.
2. The recipient will receive \$100.

IPTA BOARD OF DIRECTORS POLICY

IDBOD POLICY 8-96-09: OUTSTANDING PHYSICAL THERAPIST ASSISTANT STUDENT AWARD

History:

The IPTA BOD instituted this award during a strategic planning session in 1993 in order to give support to physical therapist assistant students and to encourage active participation of student members in the Chapter.

Purpose:

To acknowledge a student physical therapist assistant who is in his/her final year of study, who excels academically, clinically, and who has contributed time and effort to the IPTA.

Eligibility:

1. Nominees for the award must be active student members of IPTA.
2. Nominees must be currently enrolled as students in an Idaho physical therapist assistant program.

Procedure for Nomination:

1. Nominations for the award may be submitted by members of IPTA, faculty members, or clinical instructors, and are sent to the IPTA Executive Director.
2. Nominations must be submitted on the appropriate form obtained from ITPA Executive Director.
3. The nominator is responsible for submitting the following documents by April 1 of the Calendar year in which the award is to be given:
 - a. Nomination form and letter of nomination.
 - b. Grade point average and ranking in class.
 - c. Letters of support form 2 individuals; one academic advisor and one clinical instructor.
 - d. Listing of IPTA activities.
 - e. Evidence of leadership in the academic program.
 - f. Overall professional potential.

Materials submitted will not be returned or retained.

Procedure for Review

1. IPTA Executive Committee is responsible for review of the candidates and recommending a recipient to the BOD for approval
2. Any Executive Committee member who has a close association to the nominee in work of any kind related to the purpose of the award shall be excused from the discussion and voting.
3. The decision of the BOD is final, and the reasons for the decision will not be disclosed.

Notification of Award

1. The recipient of the award will be notified promptly after selection by the BOD

IPTA BOARD OF DIRECTORS POLICY

2. The nominators of individuals not selected will receive a letter thanking them for their participation.
3. The Award will be made by the IPTA President at the Annual Awards Banquet.
4. An appropriate announcement of the award will appear in an official publication of the Association.

Nature of the Award

1. The recipient and his/her spouse will be guests of the IPTA for dinner at the Annual Awards Banquet.
2. The recipient will receive \$100.

IPTA BOARD OF DIRECTORS POLICY

IDBOD POLICY 8-96-09 – REVISED 1-07: OUTSTANDING PHYSICAL THERAPY AND PHYSICAL THERAPIST ASSISTANT STUDENT AWARD

History:

Established in 1993 to give support to physical therapy and physical therapy assistant students and to encourage active participation of student members in IPTA and APTA.

Purpose:

To acknowledge students who are going into their final year of study, who excel academically and clinically, and who have contributed time and effort to IPTA or APTA. [For example a student nominated in August of 2008 will graduate from the program in May of 2009]

Eligibility:

Nominees must be active student members of APTA, currently enrolled in a PT or PTA program and have a permanent address in the state of Idaho. Preference for this award is given to students who either remain in or return to Idaho and who actively participate in the IPTA.

Procedure for Nomination:

Nominations for the Awards may be submitted by non-members and members of IPTA, including faculty members or clinical instructors, and should be submitted to the IPTA Executive Director by August 1 of the calendar year in which the award is to be given. IPTA Executive Committee will recommend recipients to the Board of Directors for approval at the Association's Spring Board of Directors Meeting.

Nominations should include:

- a. Letter of nomination.
- b. Grade point average and ranking in class.
- c. At least two letters of support, including academic advisor or clinical instructor.
- d. Listing of IPTA or APTA activities and reason(s) why the student is deserving of the nomination.
- e. Evidence of leadership in the academic program.

IPTA BOARD OF DIRECTORS POLICY

IDBOD POLICY 8-96-10: IPTA SERVICE AWARDS

History

In 1994 the Chapter formally established an awards program for outgoing officers and standing committee chairs.

Purpose

To recognize the efforts of those members who have served in leadership positions in the Chapter.

Eligibility

Outgoing elected officers and standing committee chairs who have served the association.

Procedure for Nomination

The IPTA Executive Director will make a list o outgoing officers and committee chairs.

Procedure for Review

The Chapter President will review the list and approve all recipients.

IPTA BOARD OF DIRECTORS POLICY

IDBOD POLICY 1-04-11: TRAVEL GUIDELINES

Updated 4-17-2103

It is the policy of the IPTA BOD that board members using air travel to attend meetings at the expense of the association shall fly as economically as possible. This usually means making air reservations at least 21 days in advance of travel. The full amount of travel may not be reimbursed if the reservation was not made in time to take advantage of lower fares, unless approved by the President. When selected to attend a meeting, each board member shall contact the Executive Director to ensure that reminders are sent prior to 21 days before travel date.

Reimbursement for actual expenses incurred during BOD travel shall be submitted within 30 days. Members should complete the APTA travel reimbursement form and submit it to the treasurer with a copy of receipts. Reimbursable expenses include the following:

- Airfare or Rail –Receipts must be attached. Travel insurance is provided by APTA; therefore, additional travel insurance is not reimbursable.
- Ground Transportation –Travel by car in order to conduct business on behalf of the Chapter. This includes travel to and from the airport. Personal automobile mileage is reimbursable using the current IRS mileage rate.
- Car Rental
- Hotel Room – Lodging for national meetings.
- Meals –Traveler's meals while participating in national meetings. Meals with guests may be reimbursable for official IPTA business only, and must be approved by the IPTA executive committee.

Cash advances are available up to \$1000 for travel to national meetings. Requests are to be submitted using the APTA travel expense form, submitted within 90 days of intended travel. If travel to the event is sponsored or reimbursed by the IPTA, BOD members should submit a verbal or written report to the IPTA BOD at the next scheduled meeting.

IPTA BOARD OF DIRECTORS POLICY

POLICY FOR REIMBURSEMENT OF DISTRICT EXPENSES

All districts will be reimbursed by the IPTA treasurer from funds that are budgeted yearly according to the number of members in each district (1.50 per member).

The following procedure should be followed as listed below.

1. District treasurer or chairperson must submit a receipt for the expense. This should be sent to the current IPTA treasurer for reimbursement. The funds will be disbursed as per IPTA financial policy guidelines.
2. Those expenses need to be within the guidelines addressed in the IPTA Financial Policy.
3. If any questions arise as to the submitted bill, the treasurer will consult with the IPTA Executive Committee and a decision will be made as to disbursement of funds.
4. The current district treasurer will contact the Chapter treasurer when his term is over and a new treasurer is elected so appropriate information can be sent to them.

IPTA BOARD OF DIRECTORS POLICY

POLICY AND PROCEDURES FOR SPECIAL EVENTS

PHYSICAL THERAPY MONTH

On directive from the chapter, districts will organize local and regional activities to promote the profession. Statewide volunteers may be called for special promotions.

LEGISLATIVE RECEPTIONS

On directive from the Board of directors and the Governmental Affairs chair, special receptions will be organized with the help of and through the Executive Director and a reception volunteer committee.

AUCTIONS, RAFFLES, FUNDRAISERS

Either specifically through the Chapter or at the district level, fundraising efforts will be organized to enhance the financial stability of the chapter for legislative or other functions.

COMMUNITY HEALTH FAIRS, Special Olympics, etc.

On directive from the Board of Directors and local District chair, a volunteer PT and PTA group will participate in special programs or activities as an obligation to community involvement and for promotion of the profession of physical therapy.

IPTA BOARD OF DIRECTORS POLICY

Policy for National Meetings

Travel Policy:

The Board of Directors will determine leadership attendance to national educational or training programs, including, but not limited to:

1. National Conference of APTA
2. Combined Sections of APTA
3. Component Leadership seminar
4. Governmental Affairs conference

Attendants to Meetings:

The Board of Directors will determine what Board members may attend the conferences and training seminars based on:

1. Available need
2. Level of orientation
3. Chapter budget

IPTA BOARD OF DIRECTORS POLICY

Policy on Maintaining the History of the IPTA

The IPTA Board of Directors and Executive Director will compile a chronological history of the Idaho Chapter of the APTA including, but not limited to the following:

1. Date of establishment
2. Beginning structural organization
3. List of Past IPTA Presidents
4. List of J. Perry Silver Award recipients
5. List of organizational changes
6. List of Legislative accomplishments

IPTA BOARD OF DIRECTORS POLICY

IDEXEC3-10-12 EXTERNAL LIAISONS FOR APTA AND ITS COMPONENTS BOD
Y03-05-26-72

[Amended BOD 03-98-23-85; Initial 11-93-14-49] [Policy]

When APTA appoints a liaison to an external organization, the appropriate component will be consulted before the relationship is established. The component will have the opportunity to provide input concerning qualifications, rationale, and the criteria for the appointment. The appointee shall follow the Procedures Governing Member Representative to External Organizations. Components will be notified of appointment as appropriate. When a component appoints an external liaison, the Component shall submit the external organization's name and address, the name of the contact person at the organization, the purpose and function of the relationship, and the name and the term of the member who is serving as liaison to this group. This information shall be submitted to the Component Relations Department before formalizing the relationship. The Board Committee to Review Component Documents will review these materials to ensure that materials are not in conflict with APTA policies and positions. The component will be notified of any conflicts.

IPTA BOARD OF DIRECTORS POLICY

IPTA Board of Directors Policy IDBOD 12-12-02

Reporting Fraudulent or Dishonest conduct.

The Idaho Physical Therapy Association is dedicated to upholding the highest legal and ethical standards within the organization. In the event that any member of the (IPTA) believes that another person has violated any policy of the IPTA or of the American Physical Therapy Association (APTA), the following guidelines shall be used to resolve the policy issue in question:

1. Reporting
 - a. The first action should be to discuss the concern with the person in question.
 - b. If the member or group of members is not comfortable making contact, they should contact either President of the IPTA, or the Executive Director about their concern.
 - c. If the determination is made that there is merit for the concern in question, a formal report is submitted to the Executive Committee.
2. Investigation
 - a. An investigation into the concern will be carried out by the Executive Committee, and will include all appropriate regulatory/legal bodies.
 - b. In the event the concern involves a member of the Executive Committee, that individual may or may not be included in the investigation based on discretion of the other members of the Executive Committee.
 - c. A summary of the determination and results of the investigation will be delivered to the whistleblower.
 - d. Action, if necessary, will be carried out by the appropriate regulatory body.
3. Confidentiality
 - a. APTA will try to protect whistleblowers by keeping the whistleblower's identity confidential, unless (1) the person agrees to be identified; (2) identification is necessary to allow APTA or law enforcement officials to investigate or respond; (3) identification is required by law; or (4) the accused person is legally entitled to the information. There is no such thing as an unofficial or off-the-record report.
4. Retaliation
 - a. Members should be able to raise concerns and make reports without fear of reprisal.
 - b. A whistleblower is protected against retaliation. Members may not retaliate with the intent or effect of adversely affecting a whistleblower's terms or conditions of membership. Any whistleblower who believes he/she is being retaliated against must contact the Executive Director or President immediately.
5. Baseless allegations
 - a. Allegations made with reckless disregard for the truth are considered baseless allegations. People making such allegations may be subject to disciplinary action and/or legal claims by the accused.

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IPTA Board of Directors Policy IDBOD 12-12-01

Executive Committee Conflict of Interest Policy and Disclosure Form

The Idaho Physical Therapy Association (IPTA) is committed to conducting all of its activities in accordance with the highest ethical standards

In their capacity as directors, the Directors of the IPTA Board of Directors (Directors) must act at all times in the best interests of the IPTA. The purpose of this policy is to help inform the Directors about what constitutes a conflict of interest, assist the Directors in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Directors as described below.

1. Directors have a fiduciary duty to conduct themselves without conflict to the interests of the IPTA. In their capacity as Directors of the board, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the IPTA.
2. A conflict of interest is a transaction or relationship, which presents or may present a conflict between a member of the Board and their personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to the IPTA. However, full disclosure of all actual and potential conflicts and a determination by the disinterested Directors are required.
4. All actual and potential conflicts of interests shall be disclosed by Directors through the annual disclosure form and/or whenever a conflict arises. The disinterested Directors shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The IPTA Executive Committee shall inform the Directors of such determination and action. The Directors shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all Directors shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the IPTA Executive Committee, as well as all other conflict information provided by Directors.

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IPTA Board of Directors Policy

IDBOD 12-12-01

IPTA Board of Directors Conflict of Interest Policy and Disclosure Form

I have read the IPTA Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a member of the Board of Directors of the Idaho Physical Therapy Association. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the IPTA President & Executive Director in writing.

Disclosure of Actual or Potential Conflicts of Interest:

Executive Committee Officer Signature:

Executive Committee Officer Printed Name:

Date:

IPTA BOARD OF DIRECTORS POLICY