

Board Governance Policy

Direct Policy

CIRSA is the leading provider of comprehensive coverages and risk management services to Colorado municipalities and affiliated public entities.

This policy statement will be implemented through the following Strategic Values:

FINANCIAL STABILITY:

CIRSA will maintain adequate reserves to pay future claims, fund risk management programs and keep member rates stable and equitable.

COMPREHENSIVE COVERAGES:

CIRSA will anticipate the coverage needs of its members and provide broad coverages to protect members from unforeseen property/casualty and workers' compensations losses.

QUALITY RISK MANAGEMENT SERVICES:

CIRSA will provide the highest quality risk management services and products to its members including expert claims management and loss control services, superior customer service and training programs.

INTEGRITY:

CIRSA will uphold the highest standards of integrity, and earn and maintain the trust of those it serves.

INNOVATION:

CIRSA will continually provide members with cutting edge products and programs to assist them in managing their risks and protecting their employees and constituents.

REPUTATION:

CIRSA will strive to earn and maintain its reputation for leadership and excellence in the pooling field, and to be an organization that others in the field wish to emulate.



Protect Policy

1. The executive director shall ensure that any practice, activity or decision is legal and ethical.
 - 1.1. Regarding those who are served by the organization, the executive director shall ensure conditions, procedures, and decisions are safe, secure, clear, provide for adequate confidentiality and provide procedural clarity for recourse or escalation.
 - 1.2. Regarding the treatment of staff, the executive director shall ensure that conditions are safe, secure, appropriate, clear, provide for adequate confidentiality and provide procedural clarity for recourse or escalation.
 - 1.2.1. The executive director shall operate with written personnel policies that clarify personnel rules and procedures for staff.
 - 1.3. The executive director shall ensure financial planning that materially supports the direction for the organization established by the Board in this policy, is financially sound, and is derived from a multiyear plan.
 - 1.4. With respect to the actual, ongoing financial conditions and activities, the executive director shall ensure financial actuaries and expenditures are aligned with the direction for the organization established by the Board in this policy.
 - 1.5. In order to protect the organization from sudden loss of staff leadership, the executive director shall operate with a reasonable emergency succession plan for themselves and all members of the management team.
 - 1.6. The executive director shall ensure the assets of the organization are adequately protected and maintained.
 - 1.7. Regarding employment, compensation and benefits to executive director and employees, the executive director shall ensure decisions maintain fiscal integrity and public image.
 - 1.8. The executive director shall ensure the Board is informed and supported in its work.
 - 1.8.1. The executive director shall ensure the Board is aware of relevant trends, anticipated media coverage and material operational changes.
 - 1.8.2. The executive director shall advise the Board if, in their opinion, the Board is not in compliance with its own commitment to enable the organization through advocacy, resource development and role discipline.
 - 1.8.3. The executive director shall supply requested content for Board meeting agendas.
 - 1.9. The executive director shall ensure that any arrangements are in alignment with the direction of the Board and are in compliance with the operational boundaries established in this policy.

Enable Policy

2. The purpose of the board is to direct, protect and enable the organization and act as the primary connection between the organization and those to whom the organization is responsible which defined as members and regulatory bodies.

2.1. The board will direct the organization by identifying the service, product or value to be delivered by the organization and the population to whom those are delivered.

2.1.1. The service, product or value and population to whom those are delivered will be defined by the board in the context of input gathered from those to whom the board is responsible.

2.2. The board will protect the organization by creating operational boundaries to be respected by the staff and monitored by the board.

2.2.1. The operational boundaries will include treatment of both employees and those who are served by the organization, asset protection, financial planning and management, communication and any other area(s) deemed necessary by the board to adequately protect the integrity of the organization.

2.3. The board will enable the organization through advocacy, resource development and role discipline.

2.3.1. The board will advocate for the organization through their personal, professional and civic contacts.

2.3.2. The board will assist in resource development for the organization by extending their advocacy relationships through constant awareness of the alignment between the needs of the organization and the resources and/or talents of those to whom they advocate.

2.3.3. The board will maintain discipline to their role of directing, protecting and enabling the organization and avoiding involvement in the leading, managing and accomplishing role of the executive director and staff of the organization.

2.3.3.1. The board will govern with an emphasis on 1) outward vision rather than inward preoccupation; 2) encouragement of diversity in viewpoints; 3) strategic direction more than administrative detail; 4) clear distinction of board and executive director roles; 5) collective rather than individual decisions; 6) future rather than past or present; and 7) proactivity rather than reactivity.

2.3.3.2. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body rather than to substitute individual judgments for the board's values. The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.

2.3.3.3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.

2.3.3.4. The board will monitor and discuss the board's performance and adherence to role discipline annually.

2.4. The board will document its direct, protect and enable roles in a policy structure that includes a section for each role.

2.4.1. The direct policy will define the product, service or value to be delivered by the organization and the population to whom it is delivered.

2.4.2. The protect policy will define the operational boundaries to be respected by the staff and monitored by the board.

2.4.3. The enable policy will document that advocacy and resource development roles of the board and the procedures and behaviors that the board commits to in order to maintain discipline to its role.

2.5. The board will direct, protect and enable the organization through an annual work plan of structured meetings.

2.5.1. The annual work plan will include 1)review of bylaws; 2)review of direct, protect and enable policies for currency and clarity; 3)compliance monitoring of direct and protect policies; 4)strategic engagement with representatives of those to whom the organization is responsible and 5)management of the board's own operational issues such as succession planning, election of new members and officers; education of board members and evaluation and remuneration of the executive director.

2.5.1.1. Training and retraining will be used to orient new members as well as to maintain and increase existing member skills and understandings.

2.5.1.2. Compliance with direct and protect policies will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

Policy	Method	Frequency	Month
Treatment of Members	Internal	Annually	November
Treatment of Staff	Internal	Annually	November
Financial Planning and Budgeting	Internal	Annually	April, July and August
Financial Condition and Activities	Internal	At Each Meeting	
	External	Annually	April
Emergency Executive Director Succession	Internal	Annually	December
Protection of Assets	Internal	Annually	January
	External	Biannually	January
Compensation of Benefits	External	Biannually	December
Communication and Support	Internal	Annually	November
Agreements	Internal	Annually	August

2.5.1.2.1. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the executive director discloses compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with the board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.

2.5.1.2.2. In every case, the standard for compliance shall be any reasonable executive director interpretation of the board policy being monitored.

2.5.1.3. The board will listen to the viewpoints and values of those to whom the organization is responsible.

2.5.2. The cycle of the annual work plan will be created in alignment with the organization's fiscal calendar.

2.5.3. Meeting agendas will be structured to ensure efficient use of time and the discipline of the board to focus on its role of directing, protecting and enabling the organization.

2.5.3.1. Any monitoring item that shows non-compliance with direct, protect or enable policies will result in that item appearing on subsequent agendas until compliance is achieved.

2.5.3.2. Meeting discussion content will be only issues that relate to directing, protecting and enabling the organization.

2.5.3.3. Deliberation will be fair, open, and thorough but also timely, orderly, and to the point.

2.6. The chairperson will strive to assure the integrity and fulfillment of the board's role and responsibilities.

2.7. Board members will commit to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum.

2.7.1. The chairperson will strive to assure that the board complies with its own rules and those legitimately imposed upon it from outside the organization.

2.7.2. The chairperson is empowered to lead board meetings with all the commonly accepted power of that position (for example, ruling, recognizing)

2.7.3. The chairperson has no authority to make decisions about policies created by the board.

2.7.4. The chairperson may represent the board to outside parties in communicating and interpreting board-stated positions.

2.7.5. The chairperson may delegate this authority but remains accountable for its use.

2.7.6. Board members must represent unconflicted loyalty to the interests of those to whom the organization is responsible. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.

2.7.7. Board members must avoid conflict of interest with respect to their fiduciary responsibility.

2.7.7.1. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization, except as procedurally controlled, to assure openness and access to inside information.

2.7.7.2. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.

2.7.7.3. Board members must not use their positions to obtain employment in the organization for themselves, family members, or close associates. Should a member desire employment with the organization, he or she must first resign from the board.

2.7.8. Board members may not attempt to exercise individual authority over the organization.

2.7.8.1. Board members' may not individually speak for the board except to repeat explicitly stated board decisions.

2.7.8.2. Board members may not individually direct, correct or evaluate the performance of the executive director.

2.7.9. Board members will respect the confidentiality of issues of a sensitive nature.

2.8. Board committees, when used, will be assigned to assist the board in directing, protecting and enabling the organization and never to interfere with executive director's work of leading managing and accomplishing the work of the organization.

2.8.1. Board committees are to help the board direct, protect and enable the organization, never to assist or advise the staff.

2.8.2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes.

2.8.3. Board committees cannot exercise authority over staff but may be required to interact with the executive director and the staff.

2.8.4. Board committees will be used only when necessary.

2.8.5. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to staff committees formed under the authority of the executive committee.

2.9. The board's sole official connection to the operation of the organization, its achievement, and conduct will be through the executive director.

2.9.1. Only decisions of the board acting as a body are binding on the executive director.

2.9.1.1. Decisions or instructions of individual board members, officers, or committees are not binding on the executive director except in rare instances when the board has specifically authorized such exercise of authority.

2.9.2. The executive director is the board's only official link to organizational achievement.

2.9.2.1. The board will never give instructions to persons who report directly or indirectly to the executive director.

2.9.2.2. The board will refrain from evaluating, either formally or informally, any staff other than the executive director.

2.9.3. The board will instruct the executive director through written policies that prescribe what the organization is to accomplish and operational boundaries to be respected allowing the executive director to use any reasonable interpretation of these policies.

2.9.3.1. As long as the executive director uses any reasonable interpretation of the board's policies, the executive director is authorized to establish all operational policies, make all decisions, take all actions, establish all practices, and develop all activities.

2.9.4. Evaluation of executive director job performance will be against organizational accomplishment of the work, compliance with the boundaries defined in board policies and any board defined goals for leadership and management.

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