




<b>POLICY:</b>	<b>BOARD GOVERNANCE</b>	<b>DEPARTMENT:</b>	<b>BOARD</b>
<b>APPROVED:</b>		<b>REVIEWED / REVISED:</b>	<b>11/16/2011</b>

**HBPW  
BOARD GOVERNANCE POLICY MANUAL**

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## **BOARD GOVERNANCE POLICY**

**SUBJECT:** BOARD OF DIRECTORS POLICY MANUAL

**POLICY:** A manual of Board of Directors policies will be maintained by the Secretary of the Board of Directors to provide for uniform management and a systematic means of policy communication.

### GENERAL STATEMENTS:

1. Board of Directors policies will be issued from the office of the Chairperson of the Board upon approval by a majority of the members of the Board of Directors. Board policies will be maintained by the Secretary of the Board of Directors and provided to the GM for policy guidance.
2. The Secretary of the Board of Directors shall assure that Board policies are distributed and made available to each Director and the GM.
3. The Governance Committee of the Board of Directors will review all Board of Directors policies on a regular basis and recommend revisions as necessary.
4. It is the responsibility of the GM to assure that there are procedures in place to assure that the activities of Hannibal BPW are conducted in accordance with the Board of Directors policies.

## **BOARD GOVERNANCE POLICY**

**SUBJECT:** MISSION

**POLICY:** The Board of Directors shall clearly state the role and purpose of the BPW in the form of a Mission Statement.

## **BOARD GOVERNANCE POLICY**

**SUBJECT:** BOARD SELF EVALUATION

**POLICY:** The Directors shall evaluate both their individual and collective performance on an annual basis.

**PURPOSE:** To assure that the Board of Directors identifies opportunities for performance improvement

### GENERAL STATEMENTS:

1. The Chairperson of the Board shall initiate the annual evaluative process.
2. The evaluation of individual director performance shall be performed through a self-evaluative process. The evaluation shall include a self-assessment of personal participation and contribution, integrity, conflict of interest, and discharge of expected responsibilities.
3. The Board of Directors as a whole shall collectively evaluate its performance.

**HBPW  
BOARD GOVERNANCE POLICY**

**SUBJECT:** BUSINESS ETHICS AND CONFLICT OF INTEREST

**POLICY:** All directors, officers and employees of the HBPW shall at all times seek to promote, enhance and protect the best interests of the HBPW, shall encourage others to do so, and shall scrupulously avoid taking any action which may be adverse to the best interests of the HBPW.

**PURPOSE:** To assure that ethics and the operations of the HBPW are inseparable and that no operational objective can be achieved without following the highest ethical standards and compliance with all local, state, and national laws and regulations that pertain to the HBPW.

**DEFINITIONS:**

1. **Interested Person:** Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect Financial Interest, as defined below.
2. **Family Member:** An individual's spouse, brothers or sisters (by whole or half blood), spouses of brothers or sisters, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren.
3. **Financial Interest:** A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the HBPW has a transaction or arrangement;
  - b. A compensation arrangement with the HBPW or with any entity or individual with which the HBPW has a transaction or arrangement; or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the HBPW is negotiating a transaction or arrangement.
4. **Independent Person:** An Interested Person is not an Independent Person if any of the following would apply:
  - a. The individual provides personal/professional services to the HBPW or to a member of the HBPW's senior management within the preceding or the current year for fees in excess of \$60,000.00 per year;
  - b. The individual is an owner, partner, board member, employee, or paid advisor of a professional services firm or other business enterprise that has provided services or sold goods to the HBPW, within the company, or to a member of the HBPW, senior management within the preceding or current year in excess of \$60,000.00, or 1% of the annual revenues of the supplier/company, whichever is greater;
  - c. The individual is a family member of any individual described in (a) or (b) above.

**PROCEDURES:**

1. An individual is ineligible to serve on the HBPW for any of the following reasons:
  - a. Failure to adhere completely to disclosure requirements;
  - b. The individual is an employee of the HBPW, or any entity affiliated with the HBPW, or a family member is a member of the management team of the HBPW, or any entity affiliated with the HBPW.
2. Any individual who has been appointed to the HBPW, and for whom one or more of the above conditions develops shall immediately resign from the Board of Directors. Any director for whom such a condition exists upon the adoption of this policy, shall immediately resign from the Board of Directors.

3. An Interested Person shall exercise good faith and best efforts in the performance of his or her duties to the HBPW and all entities affiliated with the HBPW. In all dealings with and on behalf of the HBPW or any affiliated entity, each such person shall be held to a strict rule of honest and fair dealing with the HBPW and its affiliated entities, and no such person shall use his or her position, or knowledge gained therefore, in such a manner as to create a conflict, or the appearance of a conflict, between the interest of the HBPW or any affiliated entity and the interest of such person.
4. In all matters affecting the HBPW or any affiliated entity, an Interested Person shall act exclusively for the benefit of the HBPW and its affiliated entities and shall not take any position or do any act that could adversely affect the HBPW or any affiliated entity.
5. If an Interested Person is involved in or aware of any Financial Interest, transaction or situation which results or could result in a conflict, or an appearance of conflict, between the interest of the HBPW or any affiliated entity and the interest of such person (or entity with which such person is connected or related), then such person shall promptly submit to the Board of Directors a complete written description of such transaction or situation. In the case of a transaction, such written description shall be submitted to the Board at least one week before the date on which the transaction is proposed to be consummated, and such person shall refrain from acting on behalf of the HBPW, whether at the Board level or otherwise, unless and until the Board shall have determined that the Financial Interest, transaction or situation does not involve an actual conflict of interest or appearance of such conflict.
6. No Interested Person shall accept any material compensation, gift, or other favor, which could influence or appear to influence such person's actions affecting the HBPW or any affiliated entity. This paragraph shall not prohibit acceptance or provision of ordinary social amenities.
7. On an annual basis, the Secretary of the HBPW shall send to each Board member, a copy of this policy, together with a questionnaire inquiring as to the conflicts, to be completed and returned to the Secretary prior to the beginning of each fiscal year. It shall be the duty of each person to inform the Secretary of any and all changes in the information set forth in the questionnaire or otherwise update the Secretary in a timely fashion. The secretary shall prepare and submit to the Board of Directors a confidential report concerning any changes.
8. Each Interested Person shall annually sign a statement which affirms such person:
  - a. Has received a copy of the Business Ethics and conflict of Interest Policy;
  - b. Has read and understands the policy;
  - c. Has agreed to comply with the policy;
  - d. Has received, read, signed and agreed to comply with the HBPW Board of Directors Confidentiality Agreement.
9. Any person who is a director of the HBPW on the date the board of Directors of the HBPW adopts this Policy Regarding Conflicts of Interest (the "Date of Adoption") shall become subject hereto as of the Date of Adoption. Any person who becomes a director after the date of adoption shall become subject hereto immediately to the Conflict of Interest Policy.

#### VIOLATIONS:

1. If the Board of Directors or a committee of the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee of the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

#### RECORDS OF PROCEEDINGS:

1. The minutes of the Board of Directors and all committees of the Board of Directors with board delegated powers shall contain:
  - a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee of the Board of Director's decision as to whether a conflict of interest in fact existed.
  - b. The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### COMPENSATION:

1. A member of the Board of Directors who receives compensation, directly or indirectly, from the HBPW for services is precluded from voting on matters pertaining to that member's compensation.

**BOARD OF DIRECTORS  
CONFIDENTIALITY AGREEMENT**

Our Board of Directors acknowledges the importance of confidentiality with respect to the affairs of the HBPW. In light of this acknowledgment, each member of the Board agrees to keep confidential, during and after service on the Board, all information acquired pertaining to the HBPW and any related activities while serving on the Board. This commitment to confidentiality includes, but is not limited to:

1. Information regarding the strategic plan, programs, and process toward meeting goals in the plan, and our competitive position.
2. Performance of management executives including evaluations, compensation, contract and employment conditions, and top management succession plans.
3. Any other business of the HBPW discussed at any meeting of the board of Directors.

It is particularly important that board members recognize the sensitivity of the information regarding, capital equipment decisions, real estate purchases, decisions regarding closures, mergers, and other strategic plans that may have an impact on the HBPW's competitive position.

It is the Board Chairperson's responsibility to address infractions of confidentiality by individual Board members and to take action to remedy the problem. If infractions persist, the Board Chairperson will ask for the resignation of the individual Board member who has violated this confidentiality agreement.

\_\_\_\_\_  
Board President

\_\_\_\_\_  
Date



**BOARD OF DIRECTORS  
CONFLICTS OF INTEREST QUESTIONNAIRE**

The Business Ethics and Conflict of Interest Policy (hereinafter “Policy”), adopted by the Board of Directors of the HBPW required disclosure of certain interests. To carry out the purpose of this policy, you state in this form that you or your family members have the following affiliations, interests or relationships, and/or have taken part in the following transactions that, when considered in conjunction with your position with or relationship to the HBPW (including any subsidiary or affiliate of the Corporation), might possibly constitute or give rise to an actual, apparent, or potential conflict of interest as defined under the Policy.

Those individuals considered to be “family members” for purposes of this statement include: your spouse, brother or sisters (by whole or half blood), spouses or brothers or sisters, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren. Check “No” where applicable, or explain any possible conflicts of interests, including all material facts, on this questionnaire. All actual, apparent, or potential conflicts of interest that existed or that exist since the filing of your last conflicts of interest statement (or since the beginning of your Board of Director tenure, employment, independent contractor, or agency relationship if no prior conflicts of Interest Statement was filed) should be reported on this questionnaire. In addition, you must report to the Board of Directors any further financial interest, situation, activity, interest, or conduct that may develop before completion of the next annual questionnaire.

**I. BACKGROUND**

A. Briefly summarize your employment history for the past five years, or since you were first elected as a director, whichever is longer.

B. If you are a member of, or affiliated with, any trade organizations, professional associations, or similar entities (such as charitable, legal, accounting, medical, or business organizations), please list and describe your involvement with such organizations.

**II. OUTSIDE INTERESTS**

A. Do you or any of your family members hold, or within the past five (5) years have your or any of your family members held, directly or indirectly, (i) a position or (ii) a material financial non-publicly traded interest in any outside entity with which you or your family member have reasons to believe the HBPW (a) does business, including obtaining goods or services, or (b) provides services competitive with the HBPW.

*A “material” financial interest is one which involves or has a fair market value which represents more than 5% of the total ownership interest in the outside entity.*

No

Yes-Explain below...

B. Do you or any of your family members serve any other organizations (public, private, or charitable) as a director, trustee, officer, or in a similar capacity?

No

Yes-Explain below...

C. Have you (or any associate of yours) during the past five years been a party to any action, suit, or proceeding that might be deemed material evaluating your ability or integrity?

No

Yes-Explain below...

D. Do you (or any associate of yours) know of any recent or pending actions, suit, or proceeding in which you (or your associate) have an interest adverse to the interests of, or is a party adverse to the HBPW.

No

Yes-Explain below...

### III. GIFTS, GRATITUDE, AND ENTERTAINMENT

A. Have you or any of your family members accepted gifts, entertainment, benefits, discounts, or other favors from any outside entity that does or is seeking to do business with, or is a competitor of the HBPW under circumstances from which it might be inferred that such action was intended to influence or possibly would influence you in the performance of your duties? This does not cover or prohibit the acceptance of reasonable entertainment by suppliers or prospective suppliers, or items of nominal value that are clearly tokens of respect or friendship and not related to any particular transaction or activity, when the value of such entertainment or items does not exceed One Hundred Dollars (\$100.00).

No

Yes-Explain below...

B. Have you or any of your family members accepted any gifts, honoraria, perquisites, favors, or benefits valued in excess of One Hundred Dollars (\$100.00) from customers, suppliers, or agents of the HBPW.

No

Yes-Explain below...

C. If there is any other information regarding conflicts of interests (either actual or potential) about which the HBPW should be made aware, please provide details.

In the space below, I have disclosed any other interests, activities, investments, or involvement of or concerning me or my family members that I believe might be considered relevant for purposes of disclosure of all actual, apparent, or possible conflicts of interest, or I have indicated "none." (Use additional pages if necessary.)

## ACKNOWLEDGMENT

I hereby state of each of the following:

- (1) I have received a copy of the Business Ethics and conflict of Interest Policy;
- (2) I have read and understand the Policy;
- (3) I agree to comply with the Policy;
- (4) I agree to report promptly to the Board of Directors of the HBPW any change in the responses to each of the foregoing questions which may result from changes in circumstances or any further financial interest, situation, activity, interest, or conduct that may develop before completion of my next annual questionnaire; and
- (5) The information contained herein is true and accurate to the best of my knowledge and belief as of this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.
- (6) By signing this Questionnaire, I certify that none of the conditions in this Board of Directors Policy – Business Ethics and Conflict of Interest apply to me at this time. I further certify that should any one or more of those conditions become applicable, I will immediately notify the Board Chairperson.
- (7) I have received, read, signed and agree to comply with the Board of Directors Confidentiality Agreement.

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Date

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Name

**HBPW  
BOARD GOVERNANCE POLICY**

**SUBJECT:** EXECUTIVE SESSION

**POLICY:** The BPW Board of Directors may meet outside the presence of any Executive Officer of the BPW.

**PURPOSE:** To provide BPW Board of Directors with a structured process for the identification and consideration of matters of interest without the presence or influence of the GM or Senior Staff.

**DEFINITIONS:**

Independent Director

Executive Officer

**GENERAL STATEMENTS:**

1. Executive session meetings shall include the presence and participation of the BPW Council, who shall communicate to the Directors concerns, if any, regarding legal compliance matters, including potential or ongoing material violations of the law by, and breaches of fiduciary duty to, the BPW.
2. Executive session business should include the discussion of any matters, which directly implicate the GM, and any other senior managers of BPW. This includes discussion of GM performance evaluations, compensation and, to some extent, succession planning. Financial reports or action on these matters may be taken with the GM's presence and, if desired, participation.
3. Other business that might be appropriate for Executive Session consideration includes
  - a. Annual meeting with the fiscal auditor
  - b. Conflicts among or between two Directors
  - c. Serious critique of a Director by another Director
  - d. Discussions related to lawsuits, complaints or grievances from staff or former staff.
4. The Board of Directors retains and may exercise the privilege of determining which, if any, of the staff may attend and/or participate in Executive Session meetings within the scope of the individual's role.
5. Minutes of the meeting of the Board of Directors shall indicate only that the Board met in Executive Session and shall not identify or report on the topics of discussion. Minutes of the Executive Session shall be recorded by the Board Secretary and retained by General Council in Confidential-to-the-Board form.
6. Actions taken in Executive Session, which require management awareness, or action shall be communicated to the GM by the Chairperson.

**HBPW**  
**BOARD GOVERNANCE POLICY**

**SUBJECT:** CORE FIDUCIARY DUTIES

**POLICY:** The Directors of BPW shall recognize and accept their individual and collective responsibility to discharge their duties in good faith, in a manner which is reasonably believed to be in the best interests of the BPW and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**PURPOSE:** To assure that BPW directors understand and exercise their fiduciary responsibilities in their governance of the BPW.

**GENERAL STATEMENTS:**

1. The Directors of BPW are recognized as having fiduciary responsibility. This responsibility is a consequence of their special relation of trust, confidence, and responsibility in their obligations to others.
2. The Board of Directors will affect its prescribed role and commitment in a manner consistent with all relevant law and with the following core fiduciary duties.
  - a. Duty of Care.
    - i. Each Director is obligated to exercise the proper level of care in the decision-making process by acting (i) in good faith (i.e., in the absence of any personal benefit of self-dealing); (ii) with that level of care that an ordinarily prudent person would exercise in like circumstances (e.g., the obligations to the informed and to exercise reasonable inquiry); and (iii) in a manner the Director reasonably believes is the best interests of the BPW.
  - b. Duty of Loyalty
    - i. Each Director is obligated to exercise his/her obligations and powers in the best interests of the BPW, not in his/her own interest or in the interest of another entity (regardless of charitable nature) or person. Each Director is obligated to affirmatively protect the interests of the BPW committed to his/her charge, and to refrain from doing anything that would work injury to the BPW or to deprive it of profit or advantage which the Director's skill or ability might bring to it, or enable it to make in the reasonable and lawful exercise of its powers. Each Director is obligated to exercise an undivided and unselfish loyalty to the BPW and in doing so not to allow any conflict between duty and self-interest.
  - c. Duty of Obedience to Purpose
    - i. Each Director is charged with the obligation to further the mission of the BPW, to be faithful to its articulated purposes and goals, and to act in conformity with all laws.

**HBPW  
BOARD GOVERNANCE POLICY**

**SUBJECT:** RECORD RETENTION AND DESTRUCTION POLICY

**POLICY:** The Board of Directors of BPW shall insure that BPW has in place an appropriate record retention and destruction policy.

**PURPOSE:** The purpose of this policy is to ensure BPW policies in place which provides that necessary records and documents are adequately protected and maintained, and that records that are no longer needed or are of no value are discarded at the proper time.

GENERAL STATEMENTS:

1. BPW will maintain an appropriate Record Retention and Destruction Policy that will be the approved maintenance, retention, and disposal schedule for the physical records and electronic documents of BPW.
2. GM is the officer in charge of the administration of this policy and the implementation of processes and procedures to ensure that the record retention schedule is followed.
3. In the event that BPW is served with any subpoena, request for documents or any other legal process, any team member becomes aware of governmental investigation or audit concerning the BPW or there is a commencement of any litigation, GM is authorized to suspend the destruction of all records, on the advice of General Council. The President and General Manager shall take such steps as are necessary to properly inform all staff of the suspension of further disposal and destruction of documents.
4. This policy shall apply to all physical records generated in the course of BPW operations, including both original documents and reproductions. It also applies to electronic documents generated in the course of the BPW's operation.
5. In the event that members of the Board of Directors would have an obligation to retain electronic documents such as email, web files, text files, sound and movie files, PDF documents, or other word processing files, the Board of Directors will be so informed by the GM or General Council.

**HBPW**  
**BOARD GOVERNANCE POLICY**

**SUBJECT:** DELEGATION TO THE GENERAL MANAGER

**POLICY:** All Board authority delegated to staff shall be delegated through the General Manager, so that all authority and accountability of staff can be phrased-in so far as the Board is concerned-as authority and accountability of the General Manager.

**PURPOSE:** Clarify the relationship between the Board of the General Manager.

**GENERAL STATEMENT:**

1. The Board will direct the General Manager to achieve specified results, for specified recipients, at a specified worth. The Board may limit the latitude the General Manager may exercise in practices, methods, conduct and other means to the ends through establishment of executive limitations.
2. As long as the General Manager uses reasonable interpretation of the Boards' directives, the General Manager is authorized to establish all further policies, make all decisions, take all actions, and develop all activities. The Board may un-delegate areas of General Managers' decisions and actions. This does not prevent the Board from obtaining information about activities in the delegated areas of the General Manager.
3. Only decisions of the Board, acting as a body by majority vote, are binding upon the General Manager. Information may be requested by a Board member, but if such request, in the General Managers' judgment, is inappropriate, it may be refused.
4. Should the General Manager deem it necessary to violate a Board policy, he or she shall immediately inform the Chairperson of the Board or his or her designee. Informing is simply to guarantee no violation may be intentionally kept from the Board, not to request approval. Board response, either approving or disapproving, does not exempt the General Manager from subsequent Board judgment of the action.

**HBPW  
BOARD GOVERNANCE POLICY**

**SUBJECT:** GENERAL EXECUTIVE CONSTRAINT

**POLICY:** General Manager shall not cause or allow any practice, activity, decision, or organizational circumstance which is unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

**PURPOSE:** An effective Board- General Manager relationship requires an appropriate constraint of executive authority.



**HBPW**  
**BOARD GOVERNANCE POLICY**

**SUBJECT:** STAFF TREATMENT

**POLICY:** General Manager may not cause or allow conditions, which are unfair or undignified in the treatment of staff employees

**PURPOSE:** The Board recognizes that it is not acceptable to allow the unfair or undignified treatment of staff

GENERAL STATEMENTS:

The General Manager may not:

1. Operate without written personnel policies and procedures, which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the Board when the internal grievance procedures have been exhausted and an employee alleges that a Board' policy has been violated to his or her detriment.
4. Fail to acquaint staff with their rights under this policy.

**HBPW  
BOARD GOVERNANCE POLICY**

**SUBJECT:** FINANCIAL CONDITION

**POLICY:** The General Manager may not cause, or allow the development of fiscal jeopardy.

GENERAL STATEMENTS:

5. The General Manager, at their next regularly scheduled meeting following the receipt of the independent external audit, shall provide current and historical financial ratios and related data, as prepared by the independent auditors, including:
  - Total asset turnover
  - Return on total assets
  - Long-term debt to equity
  - Current ratio
6. The independent external auditor selected shall present the annual audit to the Board at a regularly scheduled meeting.
7. The General Manager shall not allow the operations of the Board of Public Works to affect the financial credit rating of the organization, or the rating of the underlying securities. The General Manager shall immediately report to the Board any potential or actual change in the Board of Public Works credit rating.

**HBPW  
BOARD GOVERNANCE POLICY**

**SUBJECT:** EMERGENCY EXECUTIVE SUCCESSION

**POLICY:** The General Manager, with the agreement of the Chairperson, shall have no less than one other senior executive member of the Board of Public Works familiar with Board and General Manager issues and processes.

**PURPOSE:** The Board recognizes the need to protect itself and the organization from the sudden loss of the General Managers' services.

GENERAL STATEMENTS:

8. The Chairperson of the Board is responsible for administering this policy. The General Manager is accountable for policy compliance.
9. The General Manager shall annually provide the Chairperson with a written statement of the Emergency Executive Succession Plan.

**HBPW**  
**BOARD GOVERNANCE POLICY**

**Exhibit 1**

**EMERGENCY EXECUTIVE SUCCESSION PLAN**

In the event of the death of the General Manager or the inability to fulfill the responsibilities and discharge the duties of the position for a period of 30 days or more, the Chairperson is authorized to determine whether implementation of the Emergency Executive Succession Plan is to occur. If so determined by the Chairperson, the Emergency Executive Succession plan may be implemented for either a period of limited duration sufficient to permit the General Manager to prepare for resumption of duties, or for an indefinite period sufficient to complete the recruitment of a successor General Manager.

Upon The Chairperson's implementation of the Emergency Executive Succession Plan. The Senior Executive will immediately assume the responsibilities and discharge the duties of the General Manager. The Senior Executive will not be the "interim" General Manager but shall be referred to and function as General Manager.

The senior management reporting relationships shall continue with accountability to the General Manager

The senior Executive shall continue to function as the General Manager until relieved of the responsibility by the Chairperson.

**HBPW  
BOARD GOVERNANCE POLICY**

**SUBJECT:** Asset Protection

**POLICY:** The General Manager may not allow the Board of Public Works' assets to be unprotected, inadequately maintained, inappropriately disposed, or unnecessarily risked.

**PURPOSE:** The Board recognizes its responsibilities to assure that the assets of the organization are adequately protected from unnecessary risk

GENERAL STATEMENTS:

10. Investable assets shall be invested only in accordance with the provisions of the Board Policy.
11. Physical assets shall be insured against loss through a combination of property and casualty insurance and self-insurance.
12. Assets may be disposed only in a manner in which seeks to achieve the maximum realizable value to the assets.
13. Assets may be used for the acquirement of other assets only in accordance with the Board Policy and the Board of Public Works purchasing authority procedures.
14. The General Manager shall prepare for Board approval, a plan for the organization in which addresses, at a minimum, the provisions for the safety, security, and maintenance of organization's physical assets and equipment.

**HBPW  
BOARD GOVERNANCE POLICY**

**SUBJECT:** COMPENSATION AND BENEFITS

**POLICY:** The General Manager may not cause or allow the organization's compensation and benefits practices to jeopardize the organization's fiscal integrity or public image.

**HBPW**  
**BOARD GOVERNANCE POLICY**

**SUBJECT:** COMPENSATION COMMITTEE

**POLICY:** Compensation Committee, consisting of two Board members appointed by the Chairperson, shall review and recommend to the Board, the General Manager's compensation. The compensation will be based on salary surveys, purchase power outcomes, union outcomes and market conditions.

**PURPOSE:** To establish an effective Board mechanism for the review of manager compensation.

GENERAL STATEMENTS:

15. The review of manager compensation shall be completed prior to the end of each calendar year. The committee shall document its decision and present it to the Board. Any adjustments to manager compensation shall be effective as of January 1.

**HBPW  
BOARD GOVERNANCE POLICY**

**SUBJECT:** CORPORATE COMPLIANCE PROGRAM

**POLICY:** The Board of Public Works is committed, in all areas of its corporate activities, to maintaining high standards of legal, regulatory, ethical and moral behavior and conduct.

**PURPOSE:** To assure that the Board of Public Works is in compliance with all legal, regulatory, and ethical standards governing its activities.

GENERAL STATEMENTS:

16. The General Manager shall create and develop a Corporate Compliance Program for recommendation to and approval by the Board.
17. The Corporate Compliance Program shall be developed to provide necessary guidance for review of the activities of the Board.



**GENERAL MANAGER**  
**PERFORMANCE REVIEW**

<b>SECTION I: SUMMARIZE THE STATUS OF KEY GOALS. INDICATE WHETHER GOALS WERE ACHIEVED OR NOT ACHIEVED.</b>			
<b>GOALS</b>		<b>COMPLETION COMMENTS</b>	
G o a l 1	<input type="checkbox"/> <b>Achieved</b>	<input type="checkbox"/> <b>Not Achieved</b>	
G o a l 2	<input type="checkbox"/> <b>Achieved</b>	<input type="checkbox"/> <b>Not Achieved</b>	
G o a l 3	<input type="checkbox"/> <b>Achieved</b>	<input type="checkbox"/> <b>Not Achieved</b>	

<b>SECTION II: EVALUATE AND DESCRIBE PERFORMANCE AND ACCOMPLISHMENT USING THE FOLLOWING PERFORMANCE GROUPINGS:</b>	
Consistently exceeds the normal expectations for the position; exceeds expected criteria for quality, quantity and timeliness of work; consistently exceeds goals and objectives; achieves results beyond those expected for the position.	<b>EXCEEDS</b>  <b>3</b>
Consistently performs all duties of the position in a fully capable manner; meets all expected criteria for quality, quantity and timeliness of work, including meeting goals and objectives.	<b>MEETS</b>  <b>2</b>
Unacceptable performance suggesting lack of willingness and/or ability to perform the requirements of the position. Separation or reassignment is indicated unless performance improves significantly. Requires excessive supervision.	<b>UNSATISFACTORY</b>  <b>1</b>

<b>PERFORMANCE RESULTS</b>	
<p><b>1. ADMINISTRATIVE</b>            Ability to manage consistent with Board policies and procedures. Persuasive, fair, impartial, sets high standards. Achieves overall effectiveness with support, confidence, and integrity.</p> <p>Comments:</p>	<p><b>Rating:</b></p> <p><input type="checkbox"/> 3  <input type="checkbox"/> 2  <input type="checkbox"/> 1</p>
<p><b>2. KNOWLEDGE/ APPLICATION</b>            Displays knowledge and expertise of sound practices. Keeps current by continuing educations and trainings.</p> <p>Comments:</p>	<p><b>Rating:</b></p> <p><input type="checkbox"/> 3  <input type="checkbox"/> 2  <input type="checkbox"/> 1</p>
<p><b>3. DECISION MAKING/ PLANNING:</b>            Develops realistic plans that meet the Board goals and future needs. Presents and weighs alternatives before making critical decisions. Generates ideas to solve problems and improve performance. Initiates change when necessary. Willingness to take on new responsibilities. Meets commitments and accepts accountability.</p> <p>Comments:</p>	<p><b>Rating:</b></p> <p><input type="checkbox"/> 3  <input type="checkbox"/> 2  <input type="checkbox"/> 1</p>
<p><b>4. INTERPERSONAL SKILLS:</b>            Effectively presents, exchanges, and receives information orally and in writing. Communicates well with the Board of Directors, staff, and community. Deals with conflict effectively. Applies consistent standards of performance.</p> <p>Comments:</p>	<p><b>Rating:</b></p> <p><input type="checkbox"/> 3  <input type="checkbox"/> 2  <input type="checkbox"/> 1</p>

**SECTION III: SUMMARY EVALUATION:**

**SECTION IV: SUGGESTED IMPROVEMENTS/ GOALS:**

**SECTION V: COMMENTS OF GENERAL MANAGER:**

**Approvals**

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\_\_\_\_\_  
**General Manager**      **Date**

\_\_\_\_\_  
**Board President**      **Date**

\_\_\_\_\_  
**Human Resources**      **Date**

**HBPW  
BOARD GOVERNANCE POLICY**

**SUBJECT:** MISSION AND PLANNING OVERSIGHT

**POLICY:** The Board of Directors shall annually evaluate the performance of the BPW in relation to its stated Mission, Vision, Values, and Goals.

**PURPOSE:** To ensure that the decision and actions of the Board of Directors, Executive Leadership conform with Board of Director's policy and produce the intended results.

DEFINITIONS:

**Mission:** The statement of overall organizations purpose; the reason the BPW exists.

**Vision:** The statement which sets the direction or course necessary to realize and support the Mission

**Values:** Those few basic standards or principles of action which are chosen to guide the organization in its decision making and activities.

**Goals:** The qualitative and quantitative operational and clinical performance targets which are identified for achievement. Goals may include specific programs or services which are identified for implementation, elimination, expansion, reduction, or other modification as expressed in action statements.

**Originated / Revised History**

Originated – 11/16/2011