

## Part 1. Introduction and Administration

This Board Policies Manual (“BPM”) contains all the current standing policies adopted by the Board of New York Wine and Grape Foundation (“NYWGF”) as of May 25, 2021.

- 1.1 Purpose. The purpose of these policies is to define the intent and bounds of decision- making authority in accomplishing the mission of NYWGF. Clear, current, effective policies will guide Board and staff relationships, provide decision accountability, and facilitate assignment of responsibility for Board and staff. Accomplishment of this purpose will facilitate Board efficiency, consistency, and new member orientation.
- 1.2 Our reasons for adopting this BPM include:
  - 1.2.1. Efficiency of having all on-going Board policies in one place
  - 1.2.2. Ability to quickly orient new directors to current policies
  - 1.2.3. Elimination of redundant, or conflicting, policies over time
  - 1.2.4. Ease of reviewing current policy when considering new issues
  - 1.2.5. Provide clear, pro-active policies to guide the Executive Director and staff
  - 1.2.6. Models an approach to governance that other organizations might use
- 1.3 Consistency. Each policy in this document is expected to be consistent with Federal and State laws, the NYWGF’s enabling statute – the New York Wine/Grape Foundation Act (the “Act”) and Bylaws, all of which have precedence over these Board policies. All policies shall be included or referred to in this document, except for time-limited or procedural-only Board decisions (approved minutes, elect an officer, etc.), which are recorded in regular Board minutes. The Executive Director is responsible for developing institutional and administrative policies and procedures that are consistent with this BPM.
- 1.4 Transition. Any policy approved by the Board will supersede all prior policies and actions of the Board, with the exception of the Bylaws. If any actual or apparent conflict arises between the BPM and other policies or Board resolutions, the matter shall be resolved by the Board.
- 1.5 Changes. These policies are meant to be continually reviewed and refined. The Executive Director helps the Board formulate new language in the BPM by distributing proposed changes in advance in a format that clearly identifies language being deleted, added or moved. Any director as well as the Executive Director may submit proposed changes. Proposed changes may be referred to and reviewed by the appropriate committee before being presented to the Board for action. Whenever changes are adopted, this BPM shall be updated, dated, and

quickly made available to the Board and staff. An archive of all previous versions shall be maintained both in hardcopy and electronic form.

1.6 Specificity. Each new policy will be drafted to fit in the appropriate place within the BPM. Conceptually, policies should be drafted from the “outside in,” i.e., the broadest policy statement should be presented first, then the next broadest, etc., down to the level of detail that the Board finds appropriate for Board action and below which management is afforded discretion as to how it implements the policies in this BPM.

1.7 Oversight Responsibility. Below are the parts, the committees primarily responsible for drafting and reviewing those parts, and the individuals given authority to interpret and make decisions within the scope of those policies.

<u>Part/Chapters</u>	<u>Oversight Committee</u>	<u>Implementation Authority</u>
1. Introduction	Governance Committee	Executive Director
2. Organization Essentials	Full Board	Executive Director
3. Board Structure & Processes	Governance Committee	Chair
4. Board-Staff Relationship	Executive Committee	Chair
5. Executive Parameters	Governance Committee	Chair

1.8 Maintenance of Policies. The Secretary shall ensure that staff record and publish all standing policies correctly. The Executive Director or the Executive Director’s designee shall maintain the policies file and provide updated copies to the Board whenever the policies change, or upon request.

1.9 Context of Other Policies. This BPM fits into this hierarchy of policies within which authority flows down and accountability flows up. Rank order of authority shall be (1) Governmental laws and regulations, (2) the Act, (3) the Bylaws, (4) this BPM, (5) policies handbooks, approved by the Executive Director and referred to the Board of Directors for approval, (6) procedures approved by the Executive Director, and (7) other levels of procedure developed by staff working under the Executive Director.

Part 2. Organization Essentials

2.1 Our mission is: The New York Wine and Grape Foundation will promote the world-class image of New York grapes and wines from our diverse regions to responsibly benefit farmers, producers and consumers through innovative marketing, research, communication, and advocacy.

2.2 NYWGF Constituents/Stakeholders

- 2.2.1. Juice, Table, and Wine Grape Growers
  - 2.2.2. Juice Grape Processors
  - 2.2.3. NYS Wine Manufacturers
  - 2.2.4. Research Universities
  - 2.2.5. On/Off Premise Wine Retailers
  - 2.2.6. Wine Marketing Organizations
  - 2.2.7. Wine Research Organizations
  - 2.2.8. Public Policy Organizations
  - 2.2.9. Wine Consumers
  - 2.2.10. Federal, State and Local Government
  - 2.2.11. Tourism Promotion Agencies
  - 2.2.12. Grape and Wine Industry Suppliers
  - 2.2.13. Grape and Wine Industry Professionals
- 2.3 The primary institutional function of NYWGF is to be representative of all sectors of the grape industry for the purpose of conducting an extensive and coordinated promotional and applied research program intended to stimulate and centralize the New York wine and grape industry. NYWGF fulfills this by:
- 2.3.1. Providing for an effective and continuous program of research, promotion and education.
  - 2.3.2. Strengthening the New York wine and grape industry's position in the marketplace.
  - 2.3.3. Growing domestic and foreign markets for grapes grown and processed within the state.
- 2.4 Strategic Plans. The Board is always expected to think strategically. The Executive Director is expected to develop a staff strategic plan based on the policies in this BPM, update it as necessary, link major activities in the plan to the relevant sections of this BPM, and provide copies of the plan to the Board for information by the Summer Board meeting each year.

### Part 3. Board Structure and Processes

#### 3.1 Board Meetings and Expectations.

- 3.1.1. Board Meetings. NYWGF Board, committee and other meetings will be conducted in a manner which is respectful of all participants, allows all voices and views to be heard, and uses the valuable time of all participants wisely.
- 3.1.2. Board Events. Board events often will include time for guest presenters, interaction with staff and beneficiaries, Board training, committee meetings, social activities, and plenary business sessions. Policies that are intended to improve the process for planning and running meetings follow:
- 3.1.3. Regular Board Meetings. Regular Board meetings shall be held four (4) times a year in the winter, spring, summer and fall, and on such date and at such place as may be designated as set forth in the Bylaws. Meetings shall be preceded by a reminder notice approximately thirty (30) days in advance of the meeting date. The winter meeting shall include a review of the performance of the Executive Director and NYWGF for the past year. And, the winter meeting shall include a review of the planning and budgeting for the upcoming year. The spring meeting shall include director and officer elections, presentation of the N-PCL Annual Report and designation of committee assignments. The schedule for Board meetings shall be set two years in advance. Special meetings of the Board can be called according to the Bylaws.
- 3.1.4. Meeting Agendas. For regularly scheduled meetings, the Executive Director shall work with the Chair and committee chairs in developing agendas which, along with background materials for the Board and committees, monitoring reports, the Executive Director's recommendations for changes in the BPM, previous minutes, etc. shall be emailed to all directors no later than one week in advance of Board meetings.
- 3.1.5. Special Meetings. For all special meetings of the Board of Directors, notice shall be given as required in the Bylaws. The notice shall state the purpose of the meeting, and no business shall be transacted at such meeting that does not relate to the purposes stated.
- 3.1.6. Board Attendance and Participation. Directors shall make attendance at Board meetings a priority and prepare for all Board and committee meetings. They shall ask timely and substantive questions while supporting consensus building in decision-making and suggest agenda items as necessary to ensure that significant policy matters are addressed. Directors will maintain confidentiality of all executive sessions.
- 3.1.7. Meeting Minutes. Draft minutes and the updated BPM (if applicable) shall be sent to Directors within 14 days of Board meetings.

- 3.1.8. Meeting Evaluation. The Governance Committee shall prepare a meeting evaluation form for completion by each attending Director. The completed forms shall be reviewed, analyzed, and summarized by the Governance Committee, which shall report the results of the meeting evaluation to the Directors within two weeks of the Board meeting.
- 3.1.9. Executive Sessions. Executive sessions shall be held at each meeting. One Executive Session shall be held with the Executive Director to discuss matters of importance for the Board's awareness. A second session shall be held without the Executive Director to discuss confidential organizational matters and/or the Executive Director's performance.
- 3.2 Governing Style. Directors take great pride in the NYWGF's accomplishments and their role in making them possible. Once a person joins the NYWGF Board, they become, by definition, a leader in the NY grape and wine industry. The Board shall emphasize an outward vision, encouraging of diversity in viewpoints, and exercise of strategic leadership. In this spirit, the Board will:
  - 3.2.1. Strive to govern with excellence. This includes setting standards and requirements for matters such as attendance, respect of clarified roles, speaking to management and the public with one voice, and self-policing of any tendency to stray from the governance structure and process adopted in the BPM.
  - 3.2.2. Be accountable to its constituents for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee to usurp this role or hinder this commitment.
  - 3.2.3. Monitor and regularly discuss the Board's own process and performance, seeking to ensure the continuity of its governance functions by selection of capable directors, orientation and training, and evaluation.
  - 3.2.4. Be an initiator of policy. The Board will be responsible for Board performance.
  - 3.2.5. Assess the performance of the Executive Director and staff within approved Board policies and performance guidelines.
  - 3.2.6. Continual Board development will include orientation of new Directors in the Board's governance process, and periodic Board discussion of process improvement. The Board will submit to some level of governance refresher training, as often as it deems necessary, but no less than once every two years.
  - 3.2.7. Having Fun! All director should enjoy their board service experience. The work of the Board of Directors is vital to the success of the entire New York grape and wine industry. Current and former directors all bring

different perspectives and approaches to the Board, but virtually all agree that their Board service has been among the most rewarding activities of their lives, while observing appropriate standards of professionalism. All directors should enjoy each other and have a rewarding experience at Board meetings and events. Board and staff alike find great comfort and pride in the knowledge that NYWGF's work is helping NYWGF make a difference on behalf of the grape and wine industry.

- 3.3 Board Job Description. The job of the Board is to lead NYWGF toward the desired performance goals and outcomes. The Board's specific contributions are unique to its directorship role and necessary for proper governance and management. To perform its job, the Board shall (these duties are expanded further in the Board Job Description document):
- 3.3.1. In its policy-making role, determine the parameters within which the Executive Director is expected to achieve the goals/outcomes;
  - 3.3.2. Monitor the performance of NYWGF towards the achievement of the goals/outcomes described within the executive parameters (Part 5);
  - 3.3.3. Maintain and constantly improve all on-going policies of the Board as described in the BPM;
  - 3.3.4. Select, fairly compensate, nurture, evaluate annually and, if necessary, terminate an Executive Director, who functions as the Board's sole agent;
  - 3.3.5. Ensure financial solvency and integrity through policies and behavior regarding budget review and approval, investment policy, fundraising, and facilities management;
  - 3.3.6. Require periodic financial and other external audits to ensure compliance with the law and good practices;
  - 3.3.7. Evaluate and constantly improve the Board's performance and set expectations for Directors' involvement as volunteers;
  - 3.3.8. Review and approve all organizational handbooks that include policies;
  - 3.3.9. Evaluates and constantly improves the Board's performance and sets expectations for Directors' involvement as volunteers.
- 3.4 Director Selection Criteria. In nominating directors, the Board Governance Committee shall be guided by Section Five of the Act, which codified 11 specific Directorship Classes, and by the NYWGF Bylaws regarding Board vacancies and At-Large Directorships.
- 3.5 Orientation. Prior to or immediately upon election, each nominee to the Board of Directors shall be given this BPM along with adequate briefings on the role of the

Board, officers, and staff; and an overview of programs, plans, and finances. Soon after election, each new Director will be given additional comprehensive orientation and training.

### 3.6 Chair's Role

- 3.6.1. The job of the Chair is, primarily, to maintain the integrity of the Board's process. The Chair "manages the Board." The Chair presides at all meetings of the Board, with the right to vote on all questions. The Chair is the only director authorized to speak for the Board, other than in rare and specifically Board-authorized instances.
- 3.6.2. The Chair ensures that the Board behaves consistently within its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will be those issues that, according to Board policy, clearly belong to the Board to decide, not staff.
- 3.6.3. The authority of the Chair consists only in making decisions on behalf of the Board that fall within and are consistent with any reasonable interpretation of Board policies in Parts 3 and 4 of this BPM. The Chair has no authority to make decisions beyond policies created by the Board. Therefore, the Chair has no authority to supervise or direct the Executive Director's work, but is expected to maintain close communication, offer advice, and provide encouragement to the Executive Director on behalf of the Board.
- 3.6.4. The Board Chair serves as an ex-officio member on all Committees.

### 3.7 Treasurer's Role

- 3.7.1. The Treasurer will chair the Finance Committee. The Treasurer is to provide fiduciary oversight of NYWGF's financial activities, budgets, and investments. The Treasurer is to provide quarterly financial reports to the Board.
- 3.7.2. The Treasurer will sign documents as appropriate for the legal corporate position of Treasurer.

3.8 Vice Chair's Role. The Vice Chair is to fill the role of Board Chair should current Board Chair be unable to fulfill his or her responsibilities. Should this occur, the remainder of the current Board Chair term is to be served by the Vice Chair.

### 3.9 Secretary's Role

- 3.9.1. The Secretary shall be responsible for recording and filing minutes of the meetings of the Board of Directors, ensuring that official documents of the Board and the Foundation are maintained, and holding the seal of the Foundation.

3.9.2. The Secretary is responsible for making changes to any official Board documents based on the Board’s actions in Board meetings, including the Bylaws and this BPM.

3.10 Committees. Committees help the Board be effective and efficient. They speak “to the Board” and not “for the Board.” Unless authorized by the whole Board, a committee may not exercise authority that is reserved to the whole Board by the Bylaws or by the laws of New York governing not-for-profit organizations. Committees are not created to advise or exercise authority over staff. Once committees are created by the Board, the Board Chair shall recommend committee chairs and members for one-year terms, subject to Board approval. The Board Chair and the Executive Director are ex officio members of all committees. The Executive Director shall assign one senior staff to assist with the work of each committee.

3.10.1. Governance Committee.

3.10.1.1. The Governance Committee shall recommend policies to the Board pertaining to governance issues and processes including the orientation and training of new directors, the evaluation and improvement of the contribution of individual directors and officers, and the recommendation of Bylaw changes.

3.10.1.2. The committee will also develop a roster of potential directors based on the Board profile, and lead the annual Board Leadership renewal process for all directors and officers.

3.10.1.3. Areas within the purview of the committee include: identifying persons who are qualified and available for directorship, making committee assignments, monitoring the Act, Bylaws and the BPM to assure compliance and develop actions for appropriate amendment of same when required by practice of the Board.

3.10.1.4. The Governance Committee will review, and engage other Board committees as appropriate, the policy handbooks by which the NYWGF operates. Based on this review, the Governance Committee will present policy handbooks to the full Board for approval.

3.10.1.5. The primary staff liaison to this committee is the Executive Director.

3.10.2. Diversity, Equity & Inclusion Committee

3.10.2.1. The Diversity, Equity, & Inclusion Committee is responsible for ensuring continued progress toward the vision of an inclusive wine and grape industry in New York State.

- 3.10.2.2. The Committee will set priorities and provide guidance to NYWGF board and staff on activities and resources to help our industry members gain the skills necessary to meet the needs of and reflect the diverse communities they serve.
  - 3.10.2.3. The Committee will ensure that equity and diversity activities are closely aligned with NYWGF strategic priorities and responsive to the diverse needs and capabilities of NYWGF members. The Committee will actively encourage NYWGF members to participate in and contribute to these activities.
  - 3.10.2.4. The primary staff liaison to this committee is the Executive Director.
- 3.10.3. Finance Committee.
- 3.10.3.1. This committee shall develop and recommend to the Board those human resources policies, financial policies, plans, and courses of action that provide for mission accomplishment and organizational financial well-being. Consistent with this responsibility, it shall review the annual budget and submit it to the Board for its approval. In addition, the committee shall make policy recommendations with regard to the level and terms of indebtedness, cash management, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures and other policies for inclusion in this BPM that the committee determines are advisable for effective financial management.
  - 3.10.3.2. The Finance Committee shall also oversee the organization's internal accounting controls; recommend external auditors for Board approval; review the external auditors' annual audit plan; and review the annual report, management letter, and the results of the external audit. The committee, or its delegate, shall have an annual private conversation with the auditor and, as appropriate, legal counsel, all of whom may be contacted by the committee chair directly.
  - 3.10.3.3. The committee shall be responsible for oversight of regulatory compliance, policies and practices regarding corporate responsibility, and ethics and business conduct-related activities, including compliance with all Federal, state, and local laws governing tax-exempt entities.
  - 3.10.3.4. The committee shall also oversee written conflict of interest policies and procedures of directors and officers and staff.

- 3.10.3.5. The Finance Committee also provides oversight for facilities and property rented and/or owned by NYWGF.
- 3.10.3.6. The primary staff liaisons to this committee are the Executive Director and Finance Manager.
- 3.10.4. Promotions Committee.
- 3.10.4.1. This committee shall study and recommend Board-level policies relating to all programs and services of the organization, communications and public relations, as well as policies relating to raising financial and other resources for the organization. Areas within the purview of the committee include: program and services development, marketing, membership and member relations, fundraising, capital campaigns, and external relations.
- 3.10.4.2. The primary staff liaison to this committee is the Director of Programs & Marketing.
- 3.10.5. Research Committee.
- 3.10.5.1. This committee shall study and recommend Board-level policies for an applied research program intended to strengthen the New York wine and grape industry's position in the marketplace. Areas within the purview of the committee include: setting organizational research priorities, overseeing research program RFP process, advising on national research, and serving as NYWGF surrogates with research institutions.
- 3.10.5.2. The primary staff liaison to this committee is the Director of Operations.
- 3.10.6. Executive Committee.
- 3.10.6.1. Except for the limitations set forth in the Bylaws, it shall have the authority to act for the Board on all matters so long as the Executive Committee determines that it would be imprudent to wait for the next Board meeting to take such action. With respect to any action taken on behalf of the Board, the Executive Committee is required to report the action to the Board within ten (10) days.
- 3.10.6.2. The Executive Committee is not authorized to make decisions or to take actions with respect to those matters reserved to the full Board, as outlined in the Act and Bylaws.
- 3.10.6.3. The primary staff liaison to this committee is the Executive Director.

3.10.6.4. The Executive Committee and the Governance Committees shall collectively conduct the annual performance review of the Executive Director as described in Part 4.6.

3.10.7. Advisory Groups, Councils, and Task Forces.

3.10.7.1. To increase its knowledge base and depth of available expertise, the Board supports the use of groups, councils, and task forces of qualified advisers. The term “task force” refers to any group appointed by the Executive Director or the Chair to assist him or her in carrying out various time-limited goals and responsibilities. Although either the Chair or the Executive Director may form a task force, the Chair of the Executive Director shall notify the Board of its formation, purpose and membership within 10 days of its formation.

3.10.7.2. The Executive Director may assign a senior staff member to serve advisory groups.

3.10.7.3. The Board has established the following advisory groups which are currently active:

3.10.7.3.1. Fund Development Task Force

3.10.7.3.2. Export Program Advisory Group

3.10.7.3.3. Sustainability Program Advisory Group

3.11 Directors’ Code of Conduct/Conflict of Interest.

3.11.1. The Board expects of all directors and officers, ethical and professional conduct. Directors must represent loyalty to the interests of NYWGF, superseding any conflicting loyalty such as that to family members, a business, advocacy or interest groups and membership on other Boards or staffs.

3.11.2. Directors must avoid any conflict of interest with respect to their fiduciary responsibility and disclose conflicts as they arise. There must be no self-dealing or any conduct of private business or personal services between any Director and NYWGF except as procedurally controlled to assure openness, competitive opportunity, and equal access to “inside” information.

3.11.3. Each Director is expected to complete and sign a Conflict of Interest Statement at the Summer meeting each year which covers Board conflicts of interest, in accordance with the laws of New York governing not-for-profit organizations, and other expectations of directors.

- 3.12 Board Fundraising Policy. Serving on the Board carries important fiduciary responsibilities. Directors are expected to be involved in fundraising by using their personal and business connections when appropriate, by soliciting funds when appropriate, by serving on fundraising committees, by supporting membership renewal and recruitment, and by attending special events. Ex-officio members are exempted from this policy and those directors with a documented conflict of interest with their employer.

#### Part 4. Board – Executive Director/Staff Relationship

##### 4.1 Selection of the Executive Director.

- 4.1.1. Selection of Search Committee – The Board shall appoint a Search Committee that includes directors, constituents and stakeholders as the Board deems appropriate. The committee members will be appointed based on their breadth of expertise and knowledge of NYWGF and the qualities required of its next Executive Director. The Search Committee will work to solicit input from the grape and wine industry and will conduct a comprehensive and rigorous search to identify the right leader to serve as NYWGF’s Executive Director.
- 4.1.2. Use of Search Consultants – Based on the determination of the Board of Directors, NYWGF may hire a recruiting or search firm to assist in the process. A search firm may be helpful in orienting the Search Committee to the process, providing a broader pool of candidates for consideration, or checking the candidate references.
- 4.1.3. Process – To maintain the integrity of the process and the confidentiality of candidates, Search Committee members will be asked to agree at the outset to ensure the strictest confidence and not to disclose information to others about the search process, about particular candidates, or about the deliberative process that is employed. This will allow candidates to trust that the privacy of their applications would be protected. The Chair of the Search Committee will be charged with coordination of all internal and external communication. Based upon the practices and recommendations of search consultants, it is likely that final candidates will not be identified publicly prior to the Search Committee making a final recommendation to the Board of Directors.
- 4.1.4. Announcement of Selection – NYWGF communications staff will work with the Board and Search Committee to prepare a communications plan for the announcement of the Executive Director’s selection. This plan will identify audiences and avenues through which the announcement will be made.
- 4.1.5. Executive Director Transitions and Vacancies. At any time, the Board Chair may appoint a transition task force to explore options and propose

strategies and Board policies related to succession and transition of the Executive Director and to facilitate any special needs of the outgoing and incoming Executive Directors and their families. Any need for an acting or interim Executive Director will be determined by the Board Chair subject to Board approval. The Board Chair is authorized, as soon as a vacancy or scheduled departure of the Executive Director is known, to appoint a Search Committee and committee chair. The Search Committee may include up to two people not on the Board. The committee shall, within 30 days, recommend for Board approval a position announcement. The Search Committee shall present one or two qualified candidates to the full Board for selection. The committee will, at the time of selection, negotiate the new Executive Director's compensation and service agreement and give both the incumbent and the successor Executive Director any special performance priorities from the Board. After he/she leaves the Association, the outgoing Executive Director may be given a paid role, but only with the approval of the Board in consultation with the new Executive Director.

#### *4.1.5.1. Temporary Vacancy*

4.1.5.1.1. If the unforeseen circumstance occurs that the Executive Director shall be unable to fulfill the duties of the position for an unspecified length of time but in excess of six consecutive weeks, the Board of Directors will appoint an interim Executive Director to act on behalf of the Executive Director and the Board of Directors.

4.1.5.1.2. This temporary appointment would begin immediately upon appointment and continue until such time as the Executive Director returns to work. The appointee would assume all responsibilities associated with the position as outlined in the job description and BPM. The appointee would be entitled to all the rights and privileges of the position during this time.

#### *4.1.5.2. Permanent Vacancy*

4.1.5.2.1. When the Executive Director of NYWGF vacates the position permanently for any reason, the Board of Directors shall appoint an interim Executive Director until the position is permanently filled.

4.1.5.2.2. If the vacancy occurs between regularly scheduled Board meetings, the Executive Committee will appoint a temporary replacement until the next regularly scheduled Board meeting or a special

meeting of the Board is called to address the issue. At this Board meeting an interim Executive Director will be appointed.

4.1.5.2.3. The Board will be attentive to the professional and personal needs of the outgoing Executive Director, assuming a noncontroversial departure, and will honor her/his service as deemed appropriate.

4.2 Delegation to the Executive Director. The Board's role is generally confined to establishing high-level policies, and the Executive Director's role is generally implementation, and subsidiary policy development is delegated to the Executive Director.

4.2.1. The Executive Director is the only staff member directly accountable to the Board. All Board authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff -- as far as the Board is concerned -- is considered to be the authority and accountability of the Executive Director. Directors may not direct the work of the staff. Only the Executive Director may direct the work of the staff.

4.2.2. Organizational Essentials policies (Part 2) direct the Executive Director to achieve certain results. Executive Parameters policies (Part 5) define the acceptable boundaries of prudence and ethics within which the Executive Director is expected to operate. The Executive Director is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the Board's policies in this BPM.

4.3 Executive Director Job Description. The Board shall maintain a position description for the Executive Director that includes elements necessary to monitor executive performance.

4.4 Communications and Counsel to the Board. The Executive Director shall keep the Board informed about matters essential to carrying out its policy duties. Accordingly, the Executive Director shall:

4.4.1. Inform the Board of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.

4.4.2. Relate to the Board as a whole except when fulfilling reasonable individual requests for information or responding to officers or committees duly charged by the Board.

- 4.4.3. Report immediately any actual or anticipated material noncompliance with a policy of the Board.
- 4.5 Executive Director Reports. The Executive Director shall help the Board determine what tracking data are available to measure progress in achieving the mission and goals and conforming with Board policies. Currently the Board requests these regular monitoring reports, in addition to any specific reports requested in other sections of the BPM:
- 4.5.1. Monthly: concise Executive Director reports to the Executive Committee on achievements, problems, Board notices, and updates to plans previously presented. This shall be reported with or without Board meeting.
- 4.5.2. Quarterly: (a) A one- or two-page “dashboard” report showing agreed-upon key indicators that track designated financial and program results over a three-year period in graphic form; (b) expense and revenue against budget report with comparison to previous year; (c) balance sheet; (d) cash flow projections; (e) membership statistics; and (f) other summary reports as the Board may define in this BPM. Reports will occur at the first meeting of each fiscal quarter.
- 4.5.3. Annually: Within 45 days of the end of the fiscal year, (a) end-of-year expense and revenue against budget; (b) balance sheet; (c) staff organization chart (or whenever major changes are made); (d) other reports that the Board may define in this BPM. Within 5 months and 15 days after the end of the fiscal year, all IRS-required reporting documents as filed.
- 4.6 Monitoring Executive Performance. The purpose of monitoring is to determine the degree to which the Executive Director has demonstrated: (a) organizational accomplishment of major organizational goals, (b) individual accomplishment of individual goals, and (c) organization operations within the parameters and ethics established in Board policies on Executive Parameters.
- 4.6.1. Annual Performance Review. In preparation for the Winter Board meeting, the Executive Committee and the Governance Committees shall formally evaluate the Executive Director annually based on achievement of organizational goals and any other specific goals the Board and Executive Director have agreed upon in advance. The Executive Director will complete a self-evaluation that includes a review of strategic plan accomplishments. After meeting with the Executive Director and providing a written evaluation, the Executive Committee will report on its review to the Board, including recommendations on the Executive Director’s compensation upon which the Executive Committee or the Board may then act. A final copy of the evaluation will be filed with the Executive Director’s personnel file.

- 4.6.2. As a part of the annual performance review, the Executive Director and the Board shall establish any specific, personal performance goals for the year ahead. These goals shall be documented and will be a primary basis for determining the Executive Director's performance at the end of the next year. At least every five years, the sub-committee shall invite other input in a carefully planned "360" review, inviting feedback from staff, peers in our sector, and individuals outside of NYWGF who have interacted with the Executive Director.
- 4.6.3. Generally, the Executive Director's term of office is three years. The Executive Director serves at the will of the Board beginning with the date of the annual fiscal year.
- 4.7 Staff Compensation. The Executive Director is expected to hire, train, motivate, compensate, and terminate staff in a professional and caring fashion. Salaries will be set between 80% and 110% of the mean for salaries of organizations of similar size, budget, and location. Benefits will include access to health insurance, life insurance, retirement match, etc. The Executive Director shall (A) develop and maintain an employee handbook that is reviewed periodically (at least every 3 years) by competent legal counsel and (B) provide copies to the Board for information around April 1 of each year.
- 4.8 Staff Treatment. With respect to treatment of paid and volunteer staff, the Executive Director should strive to build a climate of trust and determine policies based on competent legal counsel.
- 4.9 Board Reference Book/Folder. The Executive Director shall develop and maintain an online Board Reference Book with all pertinent documents to which Directors might want to refer during Board and committee meetings (e.g., Articles, Bylaws, organization chart, recent minutes, committee roster, list of key volunteers/consultants, Board documents referenced in this BPM, etc.). The Executive Director shall notify the Board as key new information is posted to the Board website.

## Part 5. Executive Parameters

### 5.1

- 5.1.1. The purpose of Part 5 shall detail those Executive Parameters that will guide the Executive Director and the staff in performance of their duties to accomplish NYWGF's mission. The sections below are numbered according to the major functions of the organization and committee structure.
- 5.1.2. Overall, the Board expects that the Executive Director will do nothing that is illegal, unethical, or imprudent. Beyond these general parameters, the Board details its Executive Parameters in the major sections that follow.

## 5.2 Finance

- 5.2.1. Budgeting. The Executive Director will work with the Finance Committee to prepare an annual budget to be reviewed and adopted by the full Board, typically at the Winter Board meeting. This budget will be the NYWGF's financial blueprint for the fiscal year. The Board recognizes that deviations of actual financial results compared with budget expectations are unavoidable. The budget serves as a baseline against which actual performance is measured. At the recommendation of the Finance Committee and Executive Director, the Board may choose to adopt a modified budget during the fiscal year. The budget will reflect and support the NYWGF's strategic objectives.
- 5.2.2. Financial Management. The Board will approve of Financial Policies and Procedures to govern management of finances of the organization. The Executive Director shall follow aforementioned policies and report any non-compliance to the Board as soon as reasonably possible (or by the Board's next meeting). The Executive Director must ensure that the financial integrity of NYWGF is always maintained; that proper care is exercised in the receiving, processing, and disbursement of funds; and that financial and nonfinancial assets are appropriately protected.
- 5.2.2.1. Financial Reporting. Working with the Treasurer, the Executive Director will prepare the appropriate monthly and quarterly financial statements and reports so that the Board is appropriately informed about the financial state of the organization. The reports will highlight significant deviations between budgeted revenues and costs and actual revenues and costs.
- 5.2.2.2. Financial Controls. The Executive Director must exercise care in accounting for and protecting NYWGF financial assets. To this end, the Executive Director is expected to incorporate generally accepted accounting principles and internal controls in the financial systems that NYWGF employs, and to follow documented financial procedures.
- 5.2.3. Audit and Compliance Parameters. The Executive Director shall take the necessary steps to ensure the integrity of our systems and procedures; to see that they comply with all pertinent legal, regulatory, and professional requirements; and to report to the Board any material variations or violations.
- 5.2.3.1. Annual External Audit. Annual External Audit. An independent auditor will be hired and supervised by the Finance Committee, after a careful selection and annual evaluation. The Executive Director shall work with the auditor to gain a clean opinion of the annual financial statements and respond in detail to items in the

auditor's management letter concerning opportunities to improve systems and procedures related to financial controls.

5.2.3.2. Internal Compliance. The Executive Director shall meet all requirements for complying with federal, state, or local laws and regulations. The Executive Director shall maintain a list of compliance actions and reports that are required of a nonprofit organization, or recommended by the IRS as reflected in questions contained in the Form 990 report, and periodically submit the list for inspection by the Governance Committee.

### 5.3 Governance and Operations

5.3.1. Strategic Planning. The Executive Director will ensure a compelling vision for the future of NYWGF that is sufficiently practical and detailed in order to inform strategic planning efforts. The various efforts to plan for the future of the institution shall be organized and integrated sufficiently to provide a comprehensive, prioritized set of programs, capital projects, and strategic initiatives that are defined to guide annual and multi-year budgeting and operational planning, and inform fund raising efforts.

5.3.2. Legal Counsel. The Executive Director shall contract with competent legal counsel so that, every three to five years all pertinent laws, regulations and contracts are reviewed for compliance and annual reports are made available to the Governance Committee who, in turn, will report to the Board on the overall status of the organization with respect to compliance matters.

5.3.3. Asset Protection and Risk Management. The Executive Director will ensure that key assets are protected, maintained, and insured. Accordingly, the Executive Director will:

5.3.3.1. Ensure that Directors and Officers liability insurance is maintained;

5.3.3.2. Avoid unnecessary exposure of NYWGF, its Board, or its staff to claims of liability;

5.3.3.3. Not Encumber or dispose of real property without Board approval.

5.3.4. Schedule of Review of Major Suppliers: Working with the Executive Director and other key stake holders, the Director of Operations will lead processes to review and select service providers for outsourced services.

5.3.4.1. Process: Based on the schedule outlined for review, NYWGF will create and distribute a Request for Proposal (RFP) for the activity.

5.3.4.1.1. Upon receipt of proposals, undertake review with the Executive Director and other pertinent stakeholders.

5.3.4.1.2. Identify top proposals and arranged for interviews.

5.3.4.1.3. Evaluate candidates with Executive Director and stakeholder

5.3.4.1.4. Award of service agreement

5.3.4.2. Timing: The process should be initiated near the end of the calendar year, and completed by approximately March of the indicated year, unless otherwise dictated by contractual obligations.

5.3.4.3. Sequence of process and rotation:

<u>Year:</u>	<u>Service:</u>	<u>Comment:</u>
2014	Insurance Broker	Completed FY 17
2016	Financial Auditors	Completed FY 18
2017	Banking Relationship	Completed FY 19
2020	Insurance Broker	
2022	Financial Auditors	
2023	Banking Relationship	

## 5.4 Promotions

5.4.1. Advancement and Publicity. The various efforts to represent NYWGF to the public (media, public relations, fundraising, new member recruitment, etc.) shall be integrated sufficiently that the NYWGF's brand/positioning in the external world is positive and effective.

5.4.2. Fund Raising Strategy. The Executive Director shall ensure fund raising plans are developed and maintained to accomplish the goals of the Annual Budget through public sources, grants, membership renewal, sponsorship, planned giving and other fund-raising projects deemed necessary for NYWGF. Fund raising result shall be reported at every Board meeting.

5.4.3. Stakeholder Engagement. The Executive Director shall ensure the development and execution of a plan for cultivating relationships with grape and wine industry stakeholders that engages them in NYWGF's

mission. The Executive Director shall exercise care in representing that we are a mission-centered organization and will develop policies and procedures for communicating with primary stakeholders and the public at large in a way that reinforces that image.

5.4.4. Marketing. The Executive Director shall ensure that the NYWGF brand is promoted, protected, maintained and enhanced. The Executive Director shall ensure the development and execution of a marketing plan to support the goals of the NYWGF and its programs

5.4.5. Communications. The Executive Director shall ensure the development and maintenance of a communication plan for constituencies that articulates relevant messages and stories supporting institutional mission and goals, and cultivates lifelong relationships in support of NYWGF.

5.4.6. Communications Restrictions. To preserve our image in the community, the Executive Director and any designee are the only spokespersons authorized to speak for NYWGF, and the Chair is the only spokesperson for the Board. None of the spokespersons may represent NYWGF in any way that is inconsistent with the policies in Part 2 of this BPM; make statements that may be perceived as supporting a political party or platform; be the author of an article, book, or publication that includes classified or sensitive information about the NYWGF; or engage in lobbying activities at any governmental level without prior permission from the Board.

5.5 Research. The Executive Director in partnership with the Research Committee shall oversee a research program. The program shall invest in research that results in real solutions, tools and technologies for the state's wine grape growers and wineries. Viticulture and enology research in New York will be industry driven and guided. NYWGF will annually administer a research survey priority to obtain industry feedback on research priorities and program direction. The survey will result in a research priority list that reflects current industry challenges, emerging problems and overall goals to improve grape and wine quality.