

CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures

Board-Executive Linkage

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Definitions

Ownership – The owners of CrittersWork Service Dog Partners, Inc. are the people in need of decent, affordable housing who are living in substandard housing, because they can't afford anything better.

Ends -- Which needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody most of the Board's part of long-range planning.

Executive Limitations – The Board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These limiting policies, therefore, apply to staff means rather than to ends.

Board-Executive Linkage – The Board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on provisions of the Ends and Executive Limitations policies.

Board Process – The Board determines its philosophy, its accountability, and specifics of its own job.

PRESIDENT/CEO – Chief Executive Officer

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ENDS

ENDS STATEMENT

CrittersWork Service Dog Partners, Inc. is dedicated to train rescue and pedigree dogs to form assistance partnerships with individuals who have disabilities. To enhance the quality of life, independence and self-sufficiency for people with physical and/or emotional limitations. We promote advocacy for the use and acceptance of service dogs by educating the general public and the professional community.

This will be accomplished by the following:

1. Locating, assessing and training qualified dogs for service in assistance, hearing, therapy and for the autistic, companion/search,
2. Selecting, qualifying and training our staff and volunteers in the general purposes of CrittersWork and the specific details of the departments of our organization where they serve,
3. Providing trained service, assistance, hearing, therapy and companion/search (for autism) assistance dogs to qualified disabled individuals, to better enable the disabled person in the enhancement of their own level of independence and self-esteem,
4. Educating our service dog recipients in the use, care and ongoing training of their service dog partners, and transferring the use of the trained service dog to the recipient through concentrated training sessions at our center,
5. Follow-up contact in an ongoing relationship with each recipient/service dog team to ensure the continued success of the service dog partnership,
6. Educating agencies, institutions, and the general public to ensure that disabled persons achieve a better living standard and have the opportunity to do so,
7. Supplying support groups to our recipients and others through available technologies,
8. Educating recipients, employees, volunteers, and the general public regarding available resources for the disabled community, and disability legislation through the use of newsletters, website, webblog, newspaper articles, radio/TV interviews and other available media,
9. Educating the community regarding the disabled and the positive power of a service dog relationship through personal presentation's media resources and other available technologies,
10. Promoting and surmounting best practices in the field through training of staff, board, and volunteers in their respective rolls.

(a) and all activities that are in support of and further the above-stated purposes.

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EXECUTIVE LIMITATIONS

PRESIDENT/CEO CONSTRAINT

The PRESIDENT/CEO shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

TREATMENT OF STAFF (enforceable when the staff size exceeds 1 person)

With respect to the treatment of paid and volunteer staff, the PRESIDENT/CEO shall not cause or allow conditions that are unfair, undignified, disorganized, or unclear.

Accordingly, the PRESIDENT/CEO shall not:

1. Operate without written personnel rules which:
 - a. Clarify rules for staff
 - b. Provide for effective handling of grievances and disciplinary actions, and
 - c. Protect against wrongful conditions, such as preferential treatment for personal reasons.
2. Discriminate against staff for non-disruptive expression of dissent.
3. Prevent staff from grieving to the Board when
 - a. Internal grievance procedures have been exhausted and
 - b. The employee alleges that Board policy has been violated.
4. Fail to acquaint staff with the PRESIDENT/CEO's interpretation of staff protections under this policy.
5. Fail to embrace appropriate educational pursuits for the professional development of staff.

COMPENSATION AND BENEFITS (enforceable when the staff size exceeds 1 person)

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the PRESIDENT/CEO shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the PRESIDENT/CEO shall not:

1. Change the PRESIDENT/CEO's own compensation and benefits, except as benefits are consistent with a package for all other employees.
2. Promise or imply permanent or guaranteed employment.
3. Hire employees on any basis other than at will.
4. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
5. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year.
6. Establish or change pension benefits that cause unpredictable or inequitable situations, including those that:
 - a. Incur unfunded liabilities.
 - b. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity are not prohibited.
 - c. Allow any employee to lose benefits already accrued from any foregoing plan.
 - d. Treat the PRESIDENT/CEO differently from other key employees.

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FINANCIAL PLANNING/BUDGETING

The PRESIDENT/CEO's financial planning for any fiscal year shall not deviate materially from board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Accordingly, the PRESIDENT/CEO shall not:

1. Fail to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plan the expenditures in any fiscal year of more funds than are projected to be available or received in that period.
3. Reduce the reserves at any time to less than 100% of the current operating budget.
4. Provide less for Board prerogatives during the year than is set forth in the Cost of Governance policy.

FINANCIAL CONDITION AND ACTIVITIES

With respect to the actual, ongoing financial condition and activities, the PRESIDENT/CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Accordingly, the PRESIDENT/CEO shall not:

1. Allow actual allocations to deviate significantly from board priorities in Ends policies.
2. Borrow from the donor restricted funds.
3. Deviate from standard financial practices.

ASSET PROTECTION

The PRESIDENT/CEO shall not allow organizational assets to be unprotected, inadequately maintained or unnecessarily risked.

Accordingly, the PRESIDENT/CEO shall not:

1. Allow unbonded personnel access to material amounts of funds.
2. Unnecessarily expose the organization, Board, or staff to claims of liability.
3. Fail to protect intellectual property, information and files from loss or significant damage.
4. Receive process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
5. Invest or hold operating capital in insecure instruments or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
6. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission, including, but not limited to:
 - a. Failing to keep the CSDP website maintained on an on-going basis with continuous upgrading and monitoring of content.
 - b. Failing to serve as the spokesperson for CSDP to the media and other external entities.
7. Fail to release information to the media that serves to build the public image and credibility of CSDP.
8. Fail to insure against liability losses to Board members, staff and the organization itself in an amount no less than the average for comparable organizations.
9. Make any expenditure:
 - a. Wherein normally prudent protection has not been given against conflict of interest.
 - b. Of over \$200,000 without a stringent method of assuring the balance of quality and cost. Orders shall not be split to avoid these criteria.

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ENDS FOCUS OF CONTRACTS & GRANTS

The PRESIDENT/CEO may not enter into any contract arrangements or grants that do not emphasize production of Ends and do not avoid unacceptable means.

Accordingly, the PRESIDENT/CEO shall not:

1. Fail to prohibit particular methods and activities to preclude organizational funds from being used in imprudent, unlawful or unethical ways.
2. Fail to assess and consider a service provider's capability to produce appropriately targeted, efficient results.

COMMUNICATION AND SUPPORT TO THE BOARD

The PRESIDENT/CEO shall not permit the Board to be uninformed or unsupported in its duties.

Accordingly, the PRESIDENT/CEO shall not:

1. Neglect to submit monitoring data required by the Board (see policy on Monitoring PRESIDENT/CEO Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored.
2. Let the Board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
3. Fail to advise the Board if, in the PRESIDENT/CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Linkage, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the PRESIDENT/CEO.
4. Fail to marshal for the Board as many staff and external points of view, issues, and options as needed for fully informed Board choices.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate amount information of three types:
 - a. Monitoring,
 - b. Decision preparation, and
 - c. Other incidentals.
6. Fail to provide a mechanism for official Board, officer, and/or committee communications.
7. Fail to deal with the Board as a whole except when
 - a. Fulfilling individual requests for information or
 - b. Responding to officers or committees duly charged by the Board.
8. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
9. Fail to supply for the consent agenda all items delegated to the PRESIDENT/CEO yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.

EMERGENCY EXECUTIVE SUCCESSION

In order to protect the Board from sudden loss of PRESIDENT/CEO services, the PRESIDENT/CEO shall identify no fewer than two other individuals familiar with CSDP Board and PRESIDENT/CEO issues and processes. The PRESIDENT/CEO shall not fail to prepare an annual list of persons available for temporary transfer of responsibilities (Appendix 3).

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GOVERNANCE PROCESS/OWNERHISP LINKAGE

GLOBAL GOVERNANCE COMMITMENT

The purpose of the Board, on behalf of its constituency is to see that CrittersWork Service Dog Partners, Inc.

- a. achieves appropriate results for the constituency at an appropriate cost and
- b. Avoids unacceptable actions and situations.

GOVERNING STYLE

The Board will govern with an emphasis on

- a. outward vision rather than an internal preoccupation,
- b. encouragement of diversity in viewpoints,
- c. strategic leadership rather than administrative detail,
- d. clear distinction of board and PRESIDENT/CEO roles,
- e. collective rather than individual decisions,
- f. future rather than past or present, and
- g. proactively rather than reactively.

A central challenge of the group of individuals comprising the Board is to convert many divergent views into a single official view. On any issue, the Board must elicit as much diversity as possible to insure that it is adequately considering the range of views held by the constituency. Yet these divergent views must be resolved into a single organizational position, spoken with one voice.

Accordingly:

1. 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 a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. The Board will direct, lead, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives (e.g., see Appendix 3). The Board's major policy focus will be on the intended long-term impacts within and of the organization, not on the administrative or programmatic means of attaining those effects.
3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its governance process policies at any time, it will observe them scrupulously while in force.
 - a. In accordance with this discipline, the Board will only allow itself to address a topic after it has answered these questions:
 - i. Whose issue is this? Is it the Board's or the PRESIDENT/CEO's?
 - ii. Has the Board dealt with this subject in a policy? If so, what has the Board already said on this subject and how is this issue related? If the Board has already addressed the matter, does the Board wish to change what it has already said?
 - iii. If the matter is several levels below Board level, what is the broadest way to address this issue so that it is still under existing Board policy? Does that policy suffice to deal with our concern?

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- b. It is out of order for Board members to talk about content until these questions of appropriateness are settled.
4. The board will plan its meetings in advance, and will expect that all board members attend all meetings annually. Board members missing more than one meeting annually will be deemed to have resigned. Such board members may be reinstated at their request, but only once per term.
5. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
6. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
7. The Board will formally monitor and discuss the Board's process and performance annually and informally monitor itself on an on-going basis. Self-monitoring will include comparison of Board activity and discipline to policies in the governance Process and Board-Executive Linkage categories.

BOARD JOB DESCRIPTION

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to create:

1. The link between the ownership and the operational organization.
2. Written governing policies that address the broadest levels of all organizational decisions and situations.
 - a. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own task (Appendix 3).
 - d. Board-Executive Linkage: How power is delegated and its proper use monitored; the PRESIDENT/CEO role, authority, and accountability.
3. Assurance of successful PRESIDENT/CEO performance.

BOARD MEMBERS' CODE OF CONDUCT

The Board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Board deliberations will be conducted in strict observance of federal anti-trust laws and other pertinent regulations (Appendix 2).

1. Members must have loyalty to the ownership, un-conflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility (Appendix 5).
 - a. There will be no self-dealing or business by a member with the organization unless disclosed to the Board and determined by the Board to be in the best interests of the organization.
 - b. Members will annually disclose their involvements with other organization's vendors, with vendors or any associations that might be or might reasonably be seen as being a conflict and on an on-going basis.

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- c. When the Board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent her or himself without comment from not only the vote, but also from the deliberation.
 - d. Board members will not use their Board position to obtain employment in the organization for them, family members, or close associates. Should a Board member apply for employment, the member must first resign from the Board.
 - e. CrittersWork Service Dog Partners, Inc. prohibits the solicitation and acceptance of gifts or gratuities by Directors, officers, employees and agents for their benefit in excess of \$25.00. Anyone found to have violated this policy will be subject to administrative and disciplinary action including the removal from the Board, their position, or for possible prosecution. In order to assure that all officers, employees and agents of this agency are aware of the Code of Conduct, a personal copy of it will be handed to all involved individuals and yearly affirmations will be made.
3. Board members may not attempt to exercise individual authority over the organization.
 - a. Members' interaction with the PRESIDENT/CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized in written policy.
 - b. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
 - c. Except for participation in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the PRESIDENT/CEO, members will not express individual judgments of performance of employees of the PRESIDENT/CEO.
 4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
 5. Members will be properly prepared for Board deliberation.

AGENDA PLANNING

To accomplish a governance style consistent with Board policies, the Board will follow an annual agenda that:

- a. completes the re-exploration of Ends policies annually, and
 - b. Continually improves Board performance.
1. The cycle will conclude each year on the last day of February so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long term Ends.
 2. The cycle will start with the Board's development of its agenda for the fiscal year.
 - a. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first meeting, to be concluded by the second meeting.
 - b. Governance education and education related to Ends determination (e.g., presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged for the second meeting.
 3. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.
 4. PRESIDENT/CEO monitoring will be included on the agenda if monitoring reports show policy violations or if policy criteria are to be debated.
 - a. When no controversy is apparent, all financial and monitoring reports shall appear as agenda items as correspondence items.

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5. PRESIDENT/CEO remuneration will be decided after a review of monitoring reports received in the last year at the third meeting.

SAMPLE AGENDA:

1. Call to order
2. minutes
3. Affirmation as to previous monitoring
4. Link owners and operators
5. Policy Initiation in four quadrants
6. Assurance of PRESIDENT/CEO/Organizational performance
7. Statements of record
8. Consent Agenda
9. Board Self Evaluation
10. Adjourn

ROLES OF BOARD MEMBERS

When Board members assume staff roles, they will function under the direction of the PRESIDENT/CEO. When assuming these staff roles, they will take care to serve as staff members rather than Board members. The PRESIDENT/CEO is an ex officio Board member without vote and assumes the role of Board member in policy deliberations.

CHIEF GOVERNANCE OFFICER'S ROLE (CGO)

The Chief Governance Officer (CGO), a specially empowered member of the board, assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties.

Accordingly:

1. The assigned result of the CGO's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be on those issues which, according to Board policy, are discerned by the Board to clearly belong to the Board, not the PRESIDENT/CEO.
 - b. Information which is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
 - c. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the CGO consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Executive Linkage, with the exception of employment or termination of a PRESIDENT/CEO, and where the Board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The CGO is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - b. The CGO has no authority to make decisions about policies, created by the Board within Ends and Executive Limitations policy areas. Because the Board as a whole creates the Ends and Executive Limitations, the CGO has no authority to supervise or direct the PRESIDENT/CEO.
 - c. The CGO may represent the Board to outside parties in announcing Board-stated positions and in stating committee chair decisions and interpretations within the

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area delegated to her or him. This does not conflict with the role of the
PRESIDENT/CEO as spokesperson for the organization.

- d. The CGO may delegate this authority, but remains accountable for its use.

VICE-CGOS' ROLE

The Vice-CGO is responsible for working with the PRESIDENT/CEO to develop the Annual Strategic Planning Meeting program and propose sites for Annual Strategic Planning Meetings.

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SECRETARY-TREASURER'S ROLE

The Secretary-Treasurer is responsible for recording the minutes of the Board and the Annual Strategic Planning Meeting and for providing leadership for the fiduciary responsibility of the Board.

RELEASE OF INFORMATION

All announcements of CSDP program of work, activities, and positions on matters of public concern shall be issued by the PRESIDENT/CEO. All CSDP publicity releases shall be issued by the PRESIDENT/CEO.

BOARD COMMITTEE PRINCIPLES

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to PRESIDENT/CEO.

Accordingly:

1. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings regarding operational issues.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the PRESIDENT/CEO.
3. Board committees cannot exercise authority over staff. Because the PRESIDENT/CEO works for the full Board, PRESIDENT/CEO will not be required to obtain approval of a Board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the PRESIDENT/CEO.

BOARD COMMITTEE STRUCTURE

A committee is a Board committee only if its existence and charge come from the Board, regardless whether or not Board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a special committee ceases to exist as soon as its task is complete.

COST OF GOVERNANCE

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.

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- a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - b. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
 - c. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
- a. Up to \$ 500.00 in fiscal year 2009 for board expenses and accommodations in the course of their duties. Annual meeting expense will not be included.
 - b. Up to \$1,500.00 in fiscal year 2009 for training, including attendance at conferences and workshops.
 - c. Up to \$4000.00 in fiscal year 2009 for audit and other third-party monitoring of organizational performance.
 - d. Up to \$ 500.00 in fiscal year 2009 for surveys, focus groups, opinion analysis and meeting costs.

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BOARD-EXECUTIVE LINKAGE

GLOBAL GOVERNANCE-MANAGEMENT CONNECTION

The Board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled PRESIDENT/CEO

UNITY OF CONTROL

Only officially passed motions of the Board are binding on the PRESIDENT/CEO.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the PRESIDENT/CEO except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization: in an effort to preserve the limited resources of CSDP toward the intended ends, the PRESIDENT/CEO has the option to refuse such requests that require, in the PRESIDENT/CEO's opinion, an inordinate amount of staff time, funds, or disruption.

ACCOUNTABILITY OF THE PRESIDENT/CEO

The PRESIDENT/CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the PRESIDENT/CEO.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the PRESIDENT/CEO.
2. The Board will not evaluate, either formally or informally, any staff other than the PRESIDENT/CEO.
3. The Board will view PRESIDENT/CEO performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and observance of Board-stated limitations will be viewed as effective PRESIDENT/CEO performance.

DELEGATION TO THE PRESIDENT/CEO

The Board will instruct the PRESIDENT/CEO through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the PRESIDENT/CEO to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop policies instructing the PRESIDENT/CEO to achieve certain results for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The Board will develop policies that limit the latitude the PRESIDENT/CEO may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called PRESIDENT/CEO Limitations policies.

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3. As long as the PRESIDENT/CEO uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the PRESIDENT/CEO is authorized to establish all operational policies, make all decisions, take all actions, establish all practices, and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and PRESIDENT/CEO domains. By doing so, the Board changes the latitude of choice given to the PRESIDENT/CEO. But as long as any particular delegation is in place, the Board will respect and support the PRESIDENT/CEO's choices.

EXECUTIVE CONSTRAINT

The PRESIDENT/CEO shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent or in violation of the highest standard of business and professional ethics and practices.

TREATMENT OF CONSUMERS

WITH RESPECT TO INTERACTIONS WITH CONSUMERS OR THOSE APPLYING TO BE CONSUMERS, THE PRESIDENT/CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, unduly inconvenient, or unnecessarily intrusive or disrespectful or reflect personal prejudice.

TREATMENT OF STAFF

With respect to the treatment of paid and volunteer staff, the PRESIDENT/CEO may not cause or allow conditions which are unfair, undignified, disorganized, or unclear or discriminate on the basis of sexual orientation.

Accordingly:

1. Operate without written personnel rules which:
 - a. Clarify rules for staff,
 - b. Provide for effective handling of grievances, and
 - c. Protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
2. Discriminate against any paid staff member for non-disruptive expression of dissent.
3. Fail to acquaint staff with the PRESIDENT/CEO's interpretation of their protections under this policy.

FINANCIAL PLANNING/BUDGETING

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Accordingly:

1. Risks the organization incurring those situations or conditions described as unacceptable in the Board's policy Financial Condition and Activities.
2. Fails to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Provides less for Board prerogatives during the year than set forth in the Cost of Governance policy.

ACTUAL FINANCIAL CONDITION AND ACTIVITIES

With respect to the actual, ongoing financial condition and activities, the PRESIDENT/CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

Accordingly:

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1. Expend more funds in the fiscal year to date than had been actually received in the previous fiscal year.
2. Use the board reserve fund.
3. Fail to settle payroll and debts in a timely manner.
4. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
5. Acquire, encumber or dispose of real property.
6. Fail to aggressively pursue receivables after a reasonable grace period.

COMMUNICATIONS AND SUPPORT TO THE BOARD

The PRESIDENT/CEO shall not permit the board to be uninformed or unsupported in its work.

Accordingly:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring PRESIDENT/CEO Performance) in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored.
2. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
3. Let the board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
4. Fail to advise the board if, in the PRESIDENT/CEO's opinion, the board is not in compliance with its own policies on Governance Process and Board-Executive Linkage, particularly in the case of board behavior which is detrimental to the work relationship between the board and the PRESIDENT/CEO.
5. Fail to marshal for the board as many staff and external points of view, issues and options as the board determines it needs for fully informed board choices.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information for three types:
 - a. Monitoring,
 - b. Decision preparation, and
 - c. Other.
7. Fail to provide a mechanism for official board, officer or committee communications.
8. Fail to deal with the board as a whole except when
 - a. Fulfilling individual requests for information, or
 - b. Responding to officers or committees duly charged by the board.
9. Fail to supply for the consent agenda all items delegated to the PRESIDENT/CEO yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.

MONITORING PRESIDENT/CEO PERFORMANCE

Systematic and rigorous monitoring of PRESIDENT/CEO job performance will be solely based upon expected PRESIDENT/CEO job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The Board will acquire monitoring data by one or more of three methods:

CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures

- a. By internal report which the PRESIDENT/CEO discloses compliance information to the Board,
 - b. By external report in which an external, disinterested third party selected by the Board assesses compliance with 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.
3. In every case the standard for compliance shall be any reasonable PRESIDENT/CEO interpretation of the Board policy being monitored.
 4. Compliance with all policies that instruct the PRESIDENT/CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time and by any method, but will ordinarily depend on a routine schedule.

<u>Policy</u>	<u>Method</u>	<u>Frequency</u>
<i>Ends</i>	<i>Internal</i>	<i>Semi-Annually</i>
<i>Treatment of Staff</i>	<i>Internal</i>	<i>Annually-</i> <i>(enforceable when the staff size exceeds 1 person)</i>
<i>Compensation & Benefits</i>	<i>Internal</i>	<i>Annually-</i> <i>(enforceable when the staff size exceeds 1 person)</i>
<i>Financial Planning/Budgeting</i>	<i>Internal</i>	<i>Annually</i>
<i>Financial Condition & Activities</i>	<i>External</i>	<i>Annually</i>
<i>Asset Protection</i>	<i>External</i>	<i>Annually</i>
<i>Contracts & Grants</i>	<i>Internal</i>	<i>Annually</i>
<i>Communication & Support</i>	<i>Direct Inspection</i>	<i>Annually</i>
<i>Emergency Succession</i>	<i>Internal</i>	<i>Annually</i>

PRESIDENT/CEO COMPENSATION & BENEFITS POLICY

The board shall negotiate a contract with the PRESIDENT/CEO that will stipulate compensation and benefits for the PRESIDENT/CEO

PRESIDENT/CEO remuneration will be decided after a review of monitoring reports received in the last year during the month of April.

CrittersWork Service Dog Partners, Inc. Board Operating Policies & Procedures

APPENDIX 1 – TEMPORARY TRANSFER OF PRESIDENT/CEO RESPONSIBILITIES

The following temporary transfer of responsibilities shall occur upon determination of permanent disability, death, or leave of absence:

* Executive authority and PRESIDENT/CEO search	CGO until such time as an acting PRESIDENT/CEO has been appointed
* Financial responsibilities	David Ellis of David Ellis, CPA (accountant)
* Check signing responsibility	David Ellis of David Ellis, CPA (accountant)
* Investments	
* Office Management	
* Computer network, Internet and software systems, and word processing	
* Publications	

APPENDIX 1 – TEMPORARY TRANSFER OF PRESIDENT/CEO RESPONSIBILITIES
 CREATED: 07/08
 APPROVED:
 AMENDED:

CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures

APPENDIX 2 –
CSDP ANTI-TRUST POLICY

CrittersWork Service Dog Partners, Inc. is a not-for-profit organization whose constituency are the disabled.

It is the long-standing policy of CSDP to comply fully with all laws and regulations applicable to our activities, including the federal and state antitrust laws, which are intended to protect competition. The antitrust laws prohibit hard-core anticompetitive practices such as price-fixing, market division, and group boycotts, as well as certain other arrangements and transactions that may possibly harm the competitive process. Although our organization activities and programs generally do not present antitrust issues, we and our constitutions must be informed about the antitrust laws and be sensitive to any possible antitrust issue or question.

In support of the CSDP antitrust compliance policy, the following procedures and principles are applicable to the organization and our constituents: CSDP meetings are to follow a pre-approved agenda, and meeting minutes will subsequently be prepared and distributed; any antitrust issue or question pertaining to CSDP or our activities should be directed to the PRESIDENT/CEO for review by the Board if necessary; and CSDP constituents are encouraged to adopt antitrust guidelines of their own consistent with this organization policy statement.

Although CSDP serves as a forum for the free and open discussion of diverse opinions, certain topics are inconsistent with our antitrust compliance policy. With respect to clients of CSDP and the related admission requirements, our Bylaw provisions set forth the governing standards and procedures; any actions, understandings, or statements inconsistent with the Bylaws are prohibited. More generally, any actions, understandings, or statements arising in the CSDP context, which appear to be anti-competitive in purpose or potential effect are inconsistent with organization policy, can be harmful to CSDP and our clients, and are prohibited. Under the antitrust laws relating to “group boycotts,” each organization must make its own, unilateral decisions as to the vendors or other entities with which it will do business, and on what terms. Any actions, understandings, or statements inconsistent with this antitrust principle should be avoided.

APPENDIX 2 – CSDP ANTI-TRUST POLICY
CREATED: 07/08
APPROVED:
AMENDED:

**CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures**

**APPENDIX 3 –
CSDP BOARD SELF-ASSESSMENT**

The board’s discussion should center on (1) its products, (2) the outcome of its work and its process, or (3) conduct and behavior. The board should compare its actions with what it said it was going to do.

	YES	NO	Comments
Linkage with the owners			
Has the board identified the owners? Who are they?			
Has the board stated how it will be a link/bridge with the owners?			
Have the linkages given the board the information needed to represent the owners?			
Have the ends of the organization been shaped by the owners?			
Have the board told the owners what they said?			
Policy Development			
Did the board limit itself to policymaking?			
Is the board content with what it has produced in these areas?			
Were the board’s information needs met for policymaking?			
What would the board like to do differently?			
Monitoring Performance			
Has the board set performance standards?			
Has the board established a monitoring system for determining performance?			
Does the monitoring system satisfy the board’s need to be accountable?			
Board Process			
Did the board follow its own process in discussing issues and setting Policy?			
In its activity at the meeting and the actions it took, did the board live up to its own standards as expressed in its policies?			
Has the board answered the 3 criteria for addressing a topic: Whose issue is it? Has the board dealt with this in a policy? What is the broadest way to deal with this policy?			

APPENDIX 3 – CSDP BOARD SELF-ASSESSMENT
 CREATED: 07/08
 APPROVED:
 AMENDED:

CrittersWork Service Dog Partners, Inc. Board Operating Policies & Procedures

APPENDIX 4 – CONFIDENTIALITY POLICY

APPENDIX 4 –CONFIDENTIALITY POLICY Page 1 of 1

Confidentiality Statement

Confidentiality is a hallmark of professionalism. CSDP employees and Board members:

1. Ensure that all information that is confidential or privileged or that is not publicly available is not disclosed inappropriately.
2. Ensure that all nonpublic information about other persons or firms acquired by CSDP personnel in dealing with outside firms on behalf of CSDP is treated as confidential and not disclosed.

Confidentiality Policy

Confidentiality is a hallmark of professionalism. CrittersWork Service Dog Partners, Inc., employees, Board members, volunteers, professional providing services to or through the program and program participants will ensure that State and Federal laws pertaining to confidentiality in serving the public are followed.

It is the policy of CSDP that Board members and employees of CSDP may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with CSDP to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom CSDP has authorized disclosure. Board members and employees shall use confidential information solely for the purpose of performing services as a Board member or employee for CSDP. This policy is not intended to prevent disclosure where disclosure is required by law.

Board members and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, Board members and employees should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of a Board member's term in office or upon the termination of an employee's employment, he or she shall return, at the request of CSDP, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession.

APPENDIX 3 – CONFIDENTIALITY POLICY
CREATED: 07/08
APPROVED:
AMENDED:

CrittersWork Service Dog Partners, Inc.

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APPENDIX 5 – ETHICS POLICY

APPENDIX 5 – ETHICS POLICY Page 1 of 4

Ethics Statement

We, as CSDP professionals (staff and Board members), dedicate ourselves to carrying out the mission of this organization. We will do the following:

1. Recognize that the chief function of CSDP at all times is to serve the best interests of our constituency.
2. Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
3. Respect the structure and responsibilities of the Board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the Board.
4. Keep the CSDP community informed about issues affecting it.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
6. Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
7. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
9. Avoid any interest or activity that is in conflict with the conduct of our official duties.
10. Respect and protect privileged information to which we have access in the course of our official duties.
11. Strive for personal and professional excellence and encourage the professional developments of others.

CrittersWork Service Dog Partners, Inc.

Board Operating Policies & Procedures

APPENDIX 5 – ETHICS POLICY Page 2 of 4

Ethics Policy

CSDP believes strongly that its members must uphold the highest standards of ethical, professional behavior.

To hold paramount the safety, health, and welfare of the public in the performance of professional duties.

To act in such a manner as to uphold and enhance personal and professional honor, integrity, and dignity of the profession.

To treat with respect and consideration all persons, regardless of race, religion, gender, abilities, age, or national origin.

To engage in carrying out CSDP's mission in a professional manner.

To collaborate with and support other professionals in carrying out CSDP's mission.

To build professional reputations on the merit of services and refrain from competing unfairly with others.

Code of Ethics for the Board

The following code of ethics was adopted by the Board and sets forth the standards the Board expects from its members.

1. To become familiar with and committed to the major responsibilities of a governing Board
 - a) Setting mission and purposes
 - b) Appointing the chief executive officer
 - c) Supporting the chief executive officer
 - d) Monitoring the chief executive officer's performance
 - e) Assessing Board performance
 - f) Insisting on strategic planning
 - g) Reviewing educational and public-service programs
 - h) Ensuring adequate resources
 - i) Ensuring good management
 - j) Preserving institutional independence
 - k) Relating to the community
 - l) Serving as court of appeals

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Board Operating Policies & Procedures

APPENDIX 5 – ETHICS POLICY Page 3 of 4

2. To support CSDP's fund-raising efforts through personal giving in accordance with one's means (to both annual funds and capital drives), and to be willing to share in the solicitation of others.
3. To devote time to learn how CSDP functions—its uniqueness, strengths, and needs, its place in the industry.
4. To carefully prepare for, regularly attend, and actively participate in Board meetings and committee assignments.
5. To accept and abide by the legal and fiscal responsibilities of the Board as specified by institutional charter, bylaws, and state statutes and regulations.
6. To vote according to one's individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the Board and work with fellow Board members in a spirit of cooperation. To recognize that the Board speaks with one voice and the Board chair carries forward the Board's decisions to the community.
7. To maintain the confidential nature of Board deliberations and to avoid acting as spokesperson for the entire Board unless specifically authorized to do so.
8. To understand the role of the Board as a policy-making body and to avoid participation in administration policy.
9. To learn and consistently to use designated institutional channels when conducting Board business (e.g., responding to staff and volunteer grievances, responding to inquiries concerning the status of a chief executive search, etc.)
10. To comply with conflict-of-interest policy and disclosure developed by the Board.
11. To refrain from actions and involvement that might prove embarrassing to the institution and to resign if such actions or involvement develop.
12. To make judgments always on the basis of what is best for the organization as a whole.

APPENDIX 4 – ETHICS POLICY
CREATED: 07/08
APPROVED:
AMENDED:

CrittersWork Service Dog Partners, Inc.

Board Operating Policies & Procedures

APPENDIX 6 – CONFLICT OF INTEREST POLICY

APPENDIX 6 – CONFLICT OF INTEREST POLICY Page 1 of 7

Conflict of Interest Statement

Employees and Board members have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy establishes only the framework within which CSDP wishes its business to operate. The purpose of these guidelines is to provide general direction so that Board members can seek further clarification on issues related to the subject of acceptable standards of operation.

An actual or potential conflict of interest occurs when a Board member is in a position to influence a decision that may result in a personal gain for the Board member or for a relative as a result of CSDP's business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the Board member is similar to that of persons who are related by blood or marriage.

No presumption of guilt is created by the mere existence of a relationship with outside firms. However, if a Board member has any influence on transactions involving purchases, contracts, or leases, it is imperative that he or she discloses to an officer of the organization as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

Personal gain may result not only in cases where an employee, Board member, or relative has a significant ownership in a firm with which CSDP does business, but also when an employee, Board member, or relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction of business dealings involving CSDP.

The materials, products, designs, plans, ideas, and data of CSDP are the property of CSDP, and should never be given to an outside firm or individual except through normal channels and with appropriate authorization. Any improper transfer of material or disclosure of information, even though it is not apparent that a Board member has personally gained by such action, constitutes unacceptable conduct. Any Board member who participates in such a practice shall be subject to disciplinary action by the full Board.

- 1. REASON FOR STATEMENT:** CSDP, as a nonprofit, tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS, as well as state corporate and tax officials, view the operations of CSDP as a public trust that is subject to scrutiny by and accountability to such governmental authorities as well as to members of the public.

Consequently, there exists between CSDP and its Board, officers, and management employees a fiduciary duty that carries with it a broad and unbending duty of loyalty and fidelity. The Board, officers, and management employees have the responsibility of administering the affairs of CSDP honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of CSDP. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with CSDP or knowledge gained therefrom for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

CrittersWork Service Dog Partners, Inc.

Board Operating Policies & Procedures

APPENDIX 6 – CONFLICT OF INTEREST POLICY Page 2 of 7

1. **PERSONS CONCERNED:** This statement is directed not only to Board members and officers, but to all employees who can influence the actions of CSDP. For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning CSDP.
2. **AREAS IN WHICH CONFLICT MAY ARISE:** Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:
 1. Persons and firms supplying goods and services to CSDP
 2. Persons and firms from whom CSDP leases property and equipment
 3. Persons and firms with whom CSDP is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property
 4. Competing or affinity organizations
 5. Donors and others supporting CSDP
 6. Agencies, organizations, and associations that affect the operations of CSDP
 7. Family members, friends, and other employees
3. **NATURE OF CONFLICTING INTEREST:** A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned in Section 3. Such an interest might arise through
 1. Owning stock or holding debt or other proprietary interests in any third party dealing with CSDP
 2. Holding office, serving on the Board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with CSDP.
 3. Receiving remuneration for services with respect to individual transactions involving CSDP
 4. Using CSDP's time, personnel, equipment, supplies, or good will for other than CSDP approved activities, programs, and purposes
 5. Receiving personal gifts or loans from third parties dealing with CSDP. Receipt of any gift is disapproved except gifts of nominal value that could not be refused without discourtesy. No personal gift of money should ever be accepted.
4. **INTERPRETATION OF THIS STATEMENT OF POLICY:** The areas of conflicting interest listed in Section C, and the relations in those areas that may give rise to conflict, as listed in Section D, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the Board members, officers, and management employees will recognize such areas and relation by analogy.

CrittersWork Service Dog Partners, Inc.

Board Operating Policies & Procedures

APPENDIX 6 – CONFLICT OF INTEREST POLICY Page 3 of 7

The fact that one of the interests described in Section D exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of CSDP.

However, it is the policy of the Board that the existence of any of the interests described in Section D shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of Board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

5. DISCLOSURE POLICY AND PROCEDURE: Disclosure should be made according to the CSDP standards. Transactions with related parties may be undertaken only if all of the following are observed:

1. A material transaction is fully disclosed in the audited financial statements of the organization;
2. The related party is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The organization's Board has acted upon and demonstrated that the transaction is in the best interest of the organization.

Disclosure involving directors should be made to the Board chair, which shall bring these matters, if material, to the Board.

Disclosure in the organization should be made to the chief executive (or if she or he is the one with the conflict, then to the Board chair), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the Board chair.

The Board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to CSDP. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of CSDP and the advancement of its purpose.

CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures

Conflict-of-Interest Disclosure Statement

NAME: _____

Please initial in the space at the end of Item A or complete Item B, whichever is appropriate, complete Item C, and sign and date the statement and return it to the Board chair.

1. I am not aware of any relationship or interest or situation involving my family or myself that might result in, or give the appearance of being, a conflict of interest between such family member or me on one hand and CSDP on the other. _____ (initials)

2. The following are relationships, interests, or situations involving me or a member of my family that I consider might result in or appear to be an actual, apparent or potential conflict of interest between such family members or myself on one hand and CSDP on the other; _____ (initials)

3. For-profit corporate directorships, positions, and employment:

4. Nonprofit trusteeships of positions:

5. Memberships in the following organizations:

6. Contracts, business activities, and investments with or in the following organizations:

7. Other relationships and activities:

8. My primary business or occupation at this time:

I have read and understand CSDP's conflict-of-interest policy and agree to be bound by it. I will promptly inform the Board chair of CSDP of any material change that develops in the information contained in the foregoing statement.

Type/print name

Signature

Date

CrittersWork Service Dog Partners, Inc.
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APPENDIX 6 – CONFLICT OF INTEREST POLICY Page 4 of 7

STATEMENT ADDENDUM

Preliminary note: In order to be more comprehensive this statement of disclosure/ questionnaire also requires you to provide information with respect to certain parties that are related to you. For purposes herein, these persons are termed “affiliated persons” and include the following:

- a. any immediate family member,
- b. any corporation or organization of which you are an officer or a partner or are, directly or indirectly, the beneficial owner of 10 percent or more of any class or equity securities,
or
- c. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. NAME (please print) _____

2. CAPACITY:

- ____ board member
- ____ officer
- ____ committee member
- ____ staff
- ____ other, specify:

3. Have you or any of your affiliated persons provided services or property to CSDP in the past year?

____ YES ____ NO

If yes, please describe the nature of the services or property:

4. Have you or any of your affiliated persons purchased services or property from CSDP in the past year?

____ YES ____ NO

If yes, please describe the purchased services or property:

5. Please indicate whether you or any of your affiliated persons had, have, or will have any direct or indirect interest in any business transaction(s) in the past year to which CSDP was or is a party?

____ YES ____ NO

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APPENDIX 6 – CONFLICT OF INTEREST POLICY Page 6 of 7

If yes, describe the transaction(s):

6. Were you or any of your affiliated persons indebted to pay money to CSDP at any time in the past year (other than travel advances or the like)?

_____ YES _____ NO

If yes, please describe the indebtedness:

7. In the past year, did you or any of your affiliated persons receive, or are entitled to receive, directly or indirectly, any personal benefits from, or as a result of your relationship with CSDP that in the aggregate could be valued in excess of \$1,000 that were not or will not be compensation directly related to your duties to CSDP?

_____ YES _____ NO

If yes, please describe the benefit:

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving CSDP?

_____ YES _____ NO

If yes, please describe the proceeding(s):

CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures

APPENDIX 6 – CONFLICT OF INTEREST POLICY Page 6 of 7

9. Are you aware of any other events, transactions, arrangements, or other situations that you believe should be examined by CSDP 's Board or the executive committee in accordance with the terms and intent of CSDP's conflict of interest policy?

____ YES ____ NO

If yes, please describe the situation(s):

I HEREBY CONFIRM that I have read and understand CSDP's conflict-of-interest policy and that my responses to the above questions are complete and correct.

Signature

Date

APPENDIX 5 – CONFLICT OF INTEREST POLICY –STATEMENT ADDENDUM
CREATED: 07/08
APPROVED:
AMENDED:

**CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures**

CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures

Employee Protection (Whistleblower) Policy

If any employee reasonably believes that some policy, practice, or activity of CrittersWork Service Dog Partners, Inc., (CSDP), is in violation of law, a written complaint must be filed by that employee with the PRESIDENT/CEO.

It is the intent of CSDP to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization’s goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and regulations. An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of CSDP and provides CSDP with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement.

CSDP will not retaliate against an employee who in good faith, has made a protest or raised a complaint against some practice of CSDP, or of another individual or entity with whom CSDP has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

CSDP will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of CSDP that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.

My signature below indicates my receipt and understanding of this policy. I also verify that I have been provided with an opportunity to ask questions about the policy.

Employee Signature

Date

CrittersWork Service Dog Partners, Inc.

Board Operating Policies & Procedures

APPENDIX 8 – DOCUMENT RETENTION AND DESTRUCTION POLICY Page 1 of 3

Document Retention and Destruction Policy

Purpose

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention and destruction of documents received or created by CrittersWork Service Dog Partners, Inc. (CSDP), in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate CSDP's operations by promoting efficiency and freeing up valuable storage space.

Document Retention

CSDP follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

Corporate Records

- Annual Reports to Secretary of State/Attorney General Permanent
- Articles of Incorporation Permanent
- Board Meeting and Board Committee Minutes Permanent
- Board Policies/Resolutions Permanent
- By-laws Permanent
- Construction Documents Permanent
- Fixed Asset Records Permanent
- IRS Application for Tax-Exempt Status (Form 1023) Permanent
- IRS Determination Letter Permanent
- Contracts (after expiration) 7 years
- Correspondence (general) 3 years

Accounting and Corporate Tax Records

- Annual Audits and Financial Statements Permanent
- Depreciation Schedules Permanent
- General Ledgers Permanent
- IRS 990 Tax Returns Permanent
- Business Expense Records 7 years
- IRS 1099s 7 years
- Journal Entries 7 years
- Invoices 7 years
- Sales Records (box office, concessions, gift shop) 5 years

CrittersWork Service Dog Partners, Inc.

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APPENDIX 8 – DOCUMENT RETENTION AND DESTRUCTION POLICY Page 2 of 3

- Petty Cash Vouchers 3 years
- Cash Receipts 3 years

Bank Records

- Check Registers Permanent
- Bank Deposit Slips 7 years
- Bank Statements and Reconciliations 7 years
- Electronic Fund Transfer Documents 7 years

Payroll and Employment Tax Records

- Payroll Registers Permanent
- State Unemployment Tax Records Permanent
- Earnings Records 7 years
- Garnishment Records 7 years
- Payroll Tax returns 7 years
- W-2 Statements 7 years

Employment Records

- Employment and Termination Agreements Permanent
- Records Relating to Promotion, Demotion or Discharge 7 years after termination
- Accident Reports and Worker's Compensation Records 5 years
- Salary Schedules 5 years
- Employment Applications 3 years
- I-9 Forms 3 years after termination
- Time Cards 2 years

Grants & Donations

- Donor Records and Acknowledgement Letters 7 years
- Grant Applications and Contracts 5 years after completion

Legal, Insurance and Safety Records

- Appraisals Permanent
- Copyright Registrations Permanent
- Environmental Studies Permanent
- Insurance Policies Permanent
- Real Estate Documents Permanent
- Stock and Bond Records Permanent
- Trademark Registrations Permanent
- Leases 6 years after expiration
- OSHA Documents 5 years
- General Contracts 3 years after termination

CrittersWork Service Dog Partners, Inc.

Board Operating Policies & Procedures

APPENDIX 8 – DOCUMENT RETENTION AND DESTRUCTION POLICY Page 3 of 3

Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the documents types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved into an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

Emergency Planning

CSDP’s chief executive officer is responsible for the ongoing process of identifying its records, which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Compliance

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against CSDP and its employees and possible disciplinary action against responsible individuals. The chief executive officer and Secretary/Treasurer will periodically review these procedures with legal counsel or the organization’s certified public accountant to ensure that they are in compliance with new or revised regulations.

APPENDIX 8 – DOCUMENT RETENTION AND DESTRUCTION POLICY
CREATED: 07/08
APPROVED:
AMENDED:

CrittersWork Service Dog Partners, Inc.

Board Operating Policies & Procedures

APPENDIX 9 –JOINT VENTRUE POLICY Page 1 of 1

Joint Venture Policy

The Joint Venture Policy of CrittersWork Service Dog Partners, Inc. (CSDP) requires that CSDP evaluate its participation in joint venture arrangements under federal tax law and take steps to safeguard CSDP's exempt status with respect to those arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to undertake jointly a specific business enterprise, investment or exempt-purpose activity.

- I. Joint ventures or similar arrangements with taxable entities.** For purposes of this policy, a joint venture (“venture”) means any joint ownership or contractual arrangement through which there is an agreement to undertake jointly a specific business enterprise, investment or exempt-purpose activity without regard to:
 - a. Whether CSDP controls the venture;
 - b. The legal structure of the venture, or
 - c. Whether the venture is taxable as a partnership or an association or a corporation for federal income tax purposes. A venture shall be deemed to conform to this policy if it meets both the following conditions:
 - i. 95% or more of the venture's income for its tax year ending within CSDP's tax year is excluded from unrelated business income taxation, including but not limited to:
 1. dividends, interest, and annuities;
 2. royalties;
 3. rent from real property and incidental related personal property except to the extent of debt-financing; and
 4. gains or losses from the sale of property; and
 - ii. The primary purpose of CSDP's contribution to or investment or participation in the venture is not the production of income or appreciation of property.
- 2. Safeguards to ensure exempt status protection.** CSDP will:
 - a. Negotiate in its transactions and arrangements with other members of the venture such terms and safeguards adequate to ensure that CSDP's exempt status is protected; and
 - b. Take steps to safeguard CSDP's exempt status with respect to the venture. Some examples of safeguards include:
 - i. Control over the venture sufficient to ensure that it furthers the exempt purpose of CSDP;
 - ii. Requirements that the venture gives priority to exempt purposes over maximizing profits for the other participants;
 - iii. The venture is not engaging in activities that would jeopardize CSDP's exempt status; and
 - iv. Safeguards that all contracts entered into with the taxable entity be on terms that are at arm's length or more favorable to CSDP.

APPENDIX 9 –JOINT VENTRUE POLICY
CREATED: 07/08
APPROVED:
AMENDED:

CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures

APPENDIX 10 –ENDS AND MEANS Page 1 of 10

ENDS AND MEANS

POLICY TYPE: **Executive LIMITATIONS**

POLICY TITLE: ***GLOBAL Executive CONSTRAINT***

The PRESIDENT/CEO shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of the highest standard of business and professional ethics and practices.

POLICY TYPE: **Executive LIMITATIONS**

POLICY TITLE: ***TREATMENT OF CONSUMERS***

With respect to interactions with consumers or those applying to be consumers, the PRESIDENT/CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, unduly inconvenient, or unnecessarily intrusive or disrespectful or reflect personal prejudice.

POLICY TYPE: **Executive LIMITATIONS**

POLICY TITLE: ***TREATMENT OF STAFF***

With respect to the treatment of paid and volunteer staff, the PRESIDENT/CEO may not cause or allow conditions which are unfair, undignified, disorganized, and unclear or discriminate on the basis of sexual orientation.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Operate without written personnel rules which: (a) clarify rules for staff, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
2. Discriminate against any paid staff member for non-disruptive expression of dissent.
3. Fail to acquaint staff with the PRESIDENT/CEO’s interpretation of their protections under this policy.

POLICY TYPE: **Executive LIMITATIONS**

POLICY TITLE: ***FINANCIAL PLANNING/BUDGETING***

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from board’s Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not plan in a manner that:

1. Risks the organization incurring those situations or conditions described as unacceptable in the board’s policy Financial Condition and Activities.
2. Fails to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy.
4. Includes an amount for PRESIDENT/CEO Salary & Benefits until that amount has been determined solely by the board.

CrittersWork Service Dog Partners, Inc.

Board Operating Policies & Procedures

APPENDIX 10 –ENDS AND MEANS Page 2 of 10

POLICY TYPE: **Executive LIMITATIONS**

POLICY TITLE: ***ACTUAL FINANCIAL CONDITION AND ACTIVITIES***

With respect to the actual, ongoing financial condition and activities, the PRESIDENT/CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Expend more funds in the fiscal year to date than had been actually received in the previous fiscal year.
2. Use the board reserve fund.
3. Fail to settle payroll and debts in a timely manner.
4. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
5. Acquire, encumber or dispose of real property.
6. Fail to aggressively pursue receivables after a reasonable grace period.

POLICY TYPE: **Executive LIMITATIONS**

POLICY TITLE: ***EMERGENCY PRESIDENT/CEO SUCCESSION***

In order to protect the board from sudden loss of PRESIDENT/CEO services, the PRESIDENT/CEO will not fail to provide a written emergency plan and a designated emergency person.

POLICY TYPE: **Executive LIMITATIONS**

POLICY TITLE: ***ASSET PROTECTION***

The PRESIDENT/CEO shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Fail to insure against liability losses to board members, staff and the organization itself in an amount no less than the average for comparable organizations.
2. Allow unbonded personnel access to material amounts of funds.
3. Unnecessarily expose the organization, its board or staff to claims of liability.
4. Make any expenditure: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$200,000 without a stringent method of assuring the balance of quality and cost. Orders shall not be split to avoid these criteria.
5. Fail to protect intellectual property, information and files from loss or significant damage.
6. Receive, process or disburse funds under controls which are insufficient to meet the board appointed auditor's standards.
7. Invest or hold operating capital in insecure, high-risk or non-conservative instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non interest bearing accounts except where necessary to facilitate ease in operational transactions.
8. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of Ends.
9. Create or purchase any subsidiary corporation.

CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures

APPENDIX 10 –ENDS AND MEANS Page 3 of 10

POLICY TYPE: **Executive LIMITATIONS**
POLICY TITLE: ***COMPENSATION AND BENEFITS***

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the PRESIDENT/CEO shall not cause or allow jeopardy to fiscal integrity or to public image.

POLICY TYPE: **Executive LIMITATIONS**
POLICY TITLE: ***COMMUNICATION AND SUPPORT TO THE BOARD***

The PRESIDENT/CEO shall not permit the board to be uninformed or unsupported in its work. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring PRESIDENT/CEO Performance) in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored.
2. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
3. Let the board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
4. Fail to advise the board if, in the PRESIDENT/CEO's opinion, the board is not in compliance with its own policies on Governance Process and Board-PRESIDENT/CEO Linkage, particularly in the case of board behavior which is detrimental to the work relationship between the board and the PRESIDENT/CEO.
5. Fail to marshal for the board as many staff and external points of view, issues and options as the board determines it needs for fully informed board choices.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
7. Fail to provide a mechanism for official board, officer or committee communications.
8. Fail to deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
9. Fail to supply for the consent agenda all items delegated to the PRESIDENT/CEO yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.

POLICY TYPE: **GOVERNANCE PROCESS**
POLICY TITLE: ***GLOBAL GOVERNANCE COMMITMENT***

The purpose of the board, on behalf of CSDP members, is to see to it that CrittersWork. (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

POLICY TYPE: **GOVERNANCE PROCESS**
POLICY TITLE: ***GOVERNING STYLE***

The board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) leadership rather than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactively rather than reactively.

CrittersWork Service Dog Partners, Inc.

Board Operating Policies & Procedures

APPENDIX 10 –ENDS AND MEANS Page 4 of 10

Accordingly:

1. 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. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.
 - a. The board will plan its meetings in advance, and will expect that all board members attend all meetings annually. Board members missing more than one meeting annually will be deemed to have resigned. Such board members may be reinstated at their request, but only once per term.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
6. The board will monitor and discuss the board's process and performance at each meeting. Self monitoring will include comparison of board activity and discipline to policies in the Governance

POLICY TYPE: **GOVERNANCE PROCESS**

POLICY TITLE: ***BOARD JOB DESCRIPTION***

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to create:

1. The link between the ownership and the operational organization.
2. Written governing policies which address the broadest levels of all organizational decisions and situations.
 - A. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - B. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - C. Governance Process: Specification of how the board conceives carries out and monitors its own task.
 - D. Board-PRESIDENT/CEO Linkage: How power is delegated and its proper use monitored; the PRESIDENT/CEO role, authority and accountability.
3. Assurance of successful PRESIDENT/CEO performance.

CrittersWork Service Dog Partners, Inc.
Board Operating Policies & Procedures

APPENDIX 10 –ENDS AND MEANS Page 5 of 10

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: AGENDA PLANNING

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

1. The cycle will conclude each year at the last meeting so that administrative planning and budgeting can be based on accomplishing a one year segment of the board’s most recent statement of long term Ends.
2. The cycle will start with the board’s development of its agenda for the next year.
 - A. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first meeting, to be concluded by the second meeting.
 - B. Governance education, and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged for the second meeting.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. PRESIDENT/CEO monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.
5. PRESIDENT/CEO remuneration will be decided after a review of monitoring reports received in the last year at the third meeting.

SAMPLE AGENDA:

1. Call to order
2. Minutes
3. Affirmation as to previous monitoring
4. Link owners and operators
5. Policy Initiation in four quadrants
6. Assurance of PRESIDENT/CEO/Organizational performance
7. Statements for record
8. Consent Agenda
9. Board Self Evaluation
10. Adjourn

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: CHIEF GOVERNANCE OFFICER'S ROLE

The Chief Governance Officer (CGO), a specially empowered member of the board, assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly:

1. The assigned result of the CGO’s job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - A. Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor.

CrittersWork Service Dog Partners, Inc.

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APPENDIX 10 –ENDS AND MEANS Page 6 of 10

B. Information which is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.

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

2. The authority of the CGO consists in making decisions that fall within topics covered by board policies on Governance Process and Board-PRESIDENT/CEO Linkage, with the exception of (a) employment or termination of a PRESIDENT/CEO and (b) where the board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.

A. The CGO is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.

B. The CGO has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the PRESIDENT/CEO.

C. The CGO may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

D. The CGO may delegate this authority, but remains accountable for its use.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

The board commits itself and its members to the highest ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Members must have loyalty to the ownership, un-conflicted by loyalties to staff, other organizations, and any personal interest as a customer.

2. Members must avoid conflict of interest with respect to their fiduciary responsibility.

A. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be seen as being a conflict.

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

C. Board members will not use their board position to obtain employment in the organization for them, family members, or close associates. Should a board member apply for employment, he or she must first resign from the board.

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

A. Members' interaction with the PRESIDENT/CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.

B. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.

C. Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the PRESIDENT/CEO, members will not express individual judgments of performance of employees of the PRESIDENT/CEO.

4. Members will respect the confidentiality appropriate to issues deemed by the board to be of a sensitive nature.

5. Members will be properly prepared for board deliberation.

CrittersWork Service Dog Partners, Inc.

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APPENDIX 10 –ENDS AND MEANS Page 7 of 10

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD COMMITTEE PRINCIPLES

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to PRESIDENT/CEO.

Accordingly:

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the PRESIDENT/CEO.
3. Board committees cannot exercise authority over staff. Because the PRESIDENT/CEO works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole.

Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.

5. Committees will be used sparingly and ordinarily in an ad hoc capacity.

6. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the PRESIDENT/CEO.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD COMMITTEE STRUCTURE

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: COST OF GOVERNANCE

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - A. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - B. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
 - C. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

CrittersWork Service Dog Partners, Inc.

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APPENDIX 10 –ENDS AND MEANS Page 8 of 10

- A. Up to \$30,000 annually for training, including attendance at conferences and workshops and meeting costs.
- B. Up to \$4,000 in annually for audit and other third-party monitoring of organizational performance.
- C. Up to \$10,000 in annually for surveys, focus groups, opinion analyses.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE
POLICY TITLE: *GLOBAL GOVERNANCE-MANAGEMENT CONNECTION*
The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled Chief Executive Officer.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE
POLICY TITLE: *UNITY OF CONTROL*
Only officially passed motions of the board are binding on the PRESIDENT/CEO.
Accordingly:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the PRESIDENT/CEO except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the PRESIDENT/CEO can refuse such requests that require, in the PRESIDENT/CEO'S opinion, a material amount of staff time or funds or is disruptive.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE
POLICY TITLE: *ACCOUNTABILITY OF THE PRESIDENT/CEO*
The PRESIDENT/CEO is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the PRESIDENT/CEO.

- Accordingly:
1. The board will never give instructions to persons who report directly or indirectly to the PRESIDENT/CEO.
 2. The board will not evaluate, either formally or informally, any staff other than the PRESIDENT/CEO.
 3. The board will view PRESIDENT/CEO performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed means will be viewed as successful PRESIDENT/CEO performance.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE
POLICY TITLE: *DELEGATION TO THE PRESIDENT/CEO*
The board will instruct the PRESIDENT/CEO through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the PRESIDENT/CEO to use any reasonable interpretation of these policies.
Accordingly:

1. The board will develop policies instructing the PRESIDENT/CEO to achieve specified results, for specified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.

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2. The board will develop policies which limit the latitude the PRESIDENT/CEO may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.

3. As long as the PRESIDENT/CEO uses *any reasonable interpretation* of the board’s Ends and Executive Limitations policies, the PRESIDENT/CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the PRESIDENT/CEO shall have full force and authority as if decided by the board.

4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and PRESIDENT/CEO’s domain. By doing so, the board changes the latitude of choice given to the PRESIDENT/CEO. But as long as any particular delegation is in place, the board will respect and support the PRESIDENT/CEO’s choices.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE
POLICY TITLE: MONITORING PRESIDENT/CEO PERFORMANCE

Systematic and rigorous monitoring of PRESIDENT/CEO job performance will be solely against the only expected PRESIDENT/CEO job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data which do not do this will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the PRESIDENT/CEO discloses compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with 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.
3. In every case, the standard for compliance shall be *any reasonable PRESIDENT/CEO interpretation* of the board policy being monitored. The board is final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretations favored by board members or by the board as a whole.
4. All policies which instruct the PRESIDENT/CEO 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.
5. All policy violations will be noted and, if there are no mitigating circumstances, will contribute to a negative appraisal of PRESIDENT/CEO performance. The board will however view violations of financial policies as especially serious.
6. The board will decide each November on PRESIDENT/CEO salary and benefits based on: market conditions, performance as measured by monitoring, CSDP’s financial ability.

MONITORING SCHEDULE

Policy Method Frequency
Global Internal Annually
Treatment of Consumers Internal Annually
Treatment of Staff Internal Annually

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APPENDIX 10 –ENDS AND MEANS Page 10 of 10

Asset Protection Internal Semi-Annually
External Annually
Financial Planning/Budgeting Internal Annually
Financial Condition & Activities Internal Semi-Annually
External Annually
Emergency PRESIDENT/CEO Succession Internal Annually
Compensation & Benefits Internal Annually
Communication & Support Direct Inspection Semi-Annually
Ends Internal Annually

POLICY TYPE: **ENDS**
POLICY TITLE: **MEGA-END**

CSDP exists for conditions conducive to core member success, to the extent that justifies expenditure of available resources.

Accordingly, in order of priority A. Core Members will have resources and information to increase public awareness of their importance in the community.

B. Core Members will have skills/capabilities that contribute to their short and long term viability.

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APPENDIX 10 –ENDS AND MEANS
CREATED: 07/08
APPROVED:
AMENDED:

CrittersWork Service Dog Partners, Inc.
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APPENDIX 11 –POLICY FOR A DRUG-FREE WORKPLACE Page 1 of 2

POLICY FOR A DRUG-FREE WORKPLACE

CrittersWork is committed to winning the battle against substance abuse.

Substance abuse jeopardizes a stable family structure, exacerbates crime, threatens worker productivity and presents a continuing and growing drain of government funds. For our youth, substance abuse is an especially harmful threat. Drugs destroy their hopes and dreams and, all too often, their very lives.

The workplace is not immune to the influence of substance abuse. Worker safety, health and efficiency are adversely affected. Therefore, in harmony with Tennessee's existing three-pronged strategy of education, treatment and enforcement to combat substance abuse, and in accordance with new federal legislation, the Drug-Free Workplace Policy has been adopted. CrittersWork's employees will be protected and served by this new initiative, which includes an on-going substance abuse awareness program.

Effective March 18, 1989, the federal government enacted the "Drug-Free Workplace" Act. This act requires that any organization which receives federal funding must certify that it will maintain a drug-free workplace. Among other things, the act requires that a policy is published notifying employees that the unlawful manufacture, distribution, possession, or use of controlled substances is prohibited in the workplace. It also requires that certain actions be taken if this policy is broken.

It is the policy of CrittersWork that each employee has a right to come to work and perform his or her job in an environment that is free from the illegal use of drug. It is also in the interest of CSDP and the public that employees be able to perform their duties safely and efficiently. CSDP is firmly committed to promoting high standards of health, safety and efficient service. Thus, our goal is to maintain a work environment free from the effects of drug abuse.

It is the policy of CrittersWork that employees shall not unlawfully manufacture, distribute, dispense, possess or use a controlled substance while on the job or in the workplace, or be under the influence of a controlled substance, not prescribed for him/her by a physician, while on the job or in the workplace. Any employee violating this policy will be subject to discipline, up to and including termination.

Controlled substances are specifically defined in federal law. They consist of two classes of "drugs": 1) those commonly thought of as "illegal" drugs, 2) certain medications available by prescription, but not being taken under a physician's orders, which the federal government has determined have a potential for abuse, or are potentially physically or psychologically addictive.

CrittersWork Service Dog Partners, Inc.

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APPENDIX 11 –POLICY FOR A DRUG-FREE WORKPLACE Page 2 of 2

Employees must inform CSDP's executive director (or the person serving in the personnel role) within five (5) days of any drug conviction for violation of a state or federal drug statute if the violation occurred in the workplace. A conviction means a finding of guilty, including a plea of nolo contendere, or the imposition of a sentence by a judge or jury in any federal or state court. Within ten (10) days of receiving notice that one of its employees funded under a federal grant or contract has been convicted for a violation of a state or federal drug statute occurring in the workplace, the agency personnel officer must notify the appropriate federal granting or contracting agency.

Employees who have substance abuse problems are encouraged to participate in the Employee Assistance Program or a rehabilitation program prior to any disciplinary action. If an employee chooses not to undergo rehabilitation, the CSDP will take disciplinary action consistent with collective bargaining agreements and State law and regulation.

Since it is a federal certification requirement that employees be notified of this policy, each employee will receive a copy of it. This policy will also be available at our Personnel Office.

Also see:

**RULES OF DEPARTMENT OF LABOR DIVISION OF WORKER'S COMPENSATION
CHAPTER 0800-2-12 DRUG FREE WORKPLACE PROGRAMS**

APPENDIX 11 –POLICY FOR A DRUG-FREE WORKPLACE
CREATED: 07/08
APPROVED:
AMENDED:

CrittersWork Service Dog Partners, Inc. Board Operating Policies & Procedures

APPENDIX 12 – DRAFT – PRESIDENT/CEO CONTRACT Page 1 of 4

APPENDIX 12 – DRAFT - PRESIDENT/CEO CONTRACT

CRITTERSWORK SERVICE DOG PARTNERS, INC.

PRESIDENT/CEO CONTRACT

This Agreement is made between the CRITTERSWORK SERVICE DOG PARTNERS, INC., (CSDP) and Chief Executive Officer (PRESIDENT/CEO), for mutual consideration, the receipt and adequacy of which is acknowledged by the parties, who agree:

1. Term. PRESIDENT/CEO is engaged by the CSDP Board of Directors to serve as PRESIDENT/CEO of CSDP for a three (3) year period from **January 1, 2009 to December 31, 2012** (subject to the terms of paragraph 6 below). This contract, if mutually agreed by CSDP and PRESIDENT/CEO in their sole discretion, may by **December 31, 2010** be extended for an additional one (1) year period following successful completion of and positive performance reviews during both of the first two years of the contract. Provided that positive performance reviews continue in subsequent years, the contract, if then mutually agreed by CSDP and PRESIDENT/CEO in their sole discretion, may be extended for one additional year following each positive performance year and, if so agreed, a contract with a term of two (2) years would exist at the commencement of each calendar year (subject to the terms of paragraph 6 below).

2. Duties.

A) PRESIDENT/CEO will exert his full time and energy to his duties as the PRESIDENT/CEO of CSDP. His duties and responsibilities as PRESIDENT/CEO are as customarily performed by a person in such position and as specified in CSDP's bylaws, any position description for PRESIDENT/CEO, CSDP's rules, policies and other governing documents, by CSDP's Board of Directors, and by this Agreement. PRESIDENT/CEO is the chief employed officer who shall act at all times with a fiduciary duty to CSDP. PRESIDENT/CEO reports to the Board of Directors of CSDP.

B) PRESIDENT/CEO shall work in the Greeneville, Tennessee area as designated by CSDP.

C) PRESIDENT/CEO shall be responsible for developing and recommending to CSDP's Board of Directors the annual budget and staffing plans. PRESIDENT/CEO shall have the authority to hire, supervise, evaluates and terminates all CSDP employees based on the approved staffing plan.

3. Performance Evaluation. Evaluation and assessment of the performance of PRESIDENT/CEO shall be conducted on an ongoing basis by the CSDP Board and all CSDP's officers, resulting in a formal written evaluation at least annually, prior to the anniversary date of this Agreement. The evaluation shall be based on an annual performance plan to be mutually developed by PRESIDENT/CEO and CSDP's Chair and officers. The annual performance plan shall provide for and assess performance of the general management of CSDP and measurable goals and objectives for CSDP and the PRESIDENT/CEO, taking into account the financial and staff resources made available by CSDP. The annual performance plan shall be completed no later than the third month following the anniversary date of this Agreement. In the event that PRESIDENT/CEO's performance is found to be unsatisfactory, the CSDP Chair shall describe in writing, in reasonable detail, specific examples of unsatisfactory performance. Upon the conclusion of the annual evaluation, CSDP's governing board, in its sole discretion, shall determine the amount or type of increase in the salary and/or benefits of PRESIDENT/CEO to be

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made for the upcoming contract year. Annual reviews will follow the John Carver Policy Governance Model, and board performance will be assessed at the same time.

4. Salary and Benefits.

A) The base salary of PRESIDENT/CEO is payable at the annual rate of Forty-Five Thousand Dollars (\$45,000). After the first year, PRESIDENT/CEO shall be entitled to an annual cost of living adjustment to base salary of three (3) percent, in addition to any merit increases awarded in the sole discretion of CSDP, create an annual base salary rate.

B) PRESIDENT/CEO shall be entitled to the following paid benefits:

(i) a contribution to a pension plan acceptable to CSDP at a rate equivalent to the annual rate of 10% of salary;

(ii) annual leave at the rate of 15 days the first year, and at the rate of 20 days for each of the next two (2) years (with no more than two (2) weeks eligible for roll-over and use in any year). A maximum of two (2) weeks annual leave will be compensated at the expiration or termination of this contract;

(iii) paid holidays at the rate of eight (8) days per year (on days to be determined by PRESIDENT/CEO consistent with his duties and responsibilities to CSDP);

(iv) sick leave at the rate of one (1) day per month, with a maximum of 200 hours of accrued but unused sick leave during the full-term of this contract;

(v) personal leave at the rate of three (3) days per year;

(vi) bereavement leave at the rate of three (3) days in the event of a death in the immediate family of PRESIDENT/CEO or his spouse;

(vii) health insurance under a preferred provider organization selected by CSDP, for single, individual coverage;

(viii) life insurance in the amount of two (2) times the salary of PRESIDENT/CEO;

(ix) disability insurance selected by CSDP in its sole discretion; provided, however, that no salary or benefits may be taken or accrued until they are earned. The salary and benefits identified in this paragraph 4 constitutes the entire payment and compensation by CSDP for the services of PRESIDENT/CEO.

5. Business Expenses. CSDP will pay or reimburse PRESIDENT/CEO for reasonable and necessary business expenses up to Ten Thousand Dollars (\$10,000) incurred by PRESIDENT/CEO which are directly related to the performance of his duties of employment, including travel, professional memberships and professional development, subject to documentation by PRESIDENT/CEO and approval by CSDP.

6. Cancellation.

A) CSDP may cancel this Agreement immediately in the event of the death of PRESIDENT/CEO or the dissolution of CSDP.

B) CSDP may cancel this Agreement 12 work weeks plus one day after the onset of physical or mental disability that prevents the effective performance of his duties for 12 work weeks plus one day or more (provided that after such cancellation CSDP shall then continue to pay

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APPENDIX 12 – DRAFT – EXECUTIVE DIRECTOR CONTRACT Page 3 of 4

PRESIDENT/CEO's salary either (i) for one-hundred twenty (120) days or (ii) until the date when disability insurance coverage commences, whichever is sooner.

C) CSDP may cancel this Agreement immediately if PRESIDENT/CEO is to engage in an act or omission of dishonesty, fraud, misrepresentation, conflict of interest, breach of fiduciary duty, or any act of misfeasance malfeasance or moral turpitude. Upon cancellation, CSDP must disclose to PRESIDENT/CEO the act or omission upon which the cancellation of this Agreement is based.

D) CSDP may cancel this Agreement for other reasons, with or without cause, which need not be disclosed to PRESIDENT/CEO, by giving PRESIDENT/CEO thirty (30) days notice in writing, and then paying to PRESIDENT/CEO severance consisting of six (6) months salary plus one additional month salary for each year of completed service to CSDP, a maximum of two weeks accrued but unused annual leave (but not accrued or other unused sick leave or any other leave), and the dollar value of six (6) months plus one additional month of all other benefits as described in paragraph 4. Payments shall be made on a regular twice-monthly basis during a period equal to six (6) months plus one additional month for each year of completed service to CSDP.

E) Upon the expiration, cancellation or termination of this Agreement with or without cause, no accrued or other unused sick leave shall be compensated.

F) PRESIDENT/CEO may cancel this Agreement by giving CSDP at least four (4) months advance notice in writing.

G) The content and procedures set forth in this Agreement (and not those set forth in any CSDP handbook or manual relating to employees generally) govern this Agreement in general and its cancellation in particular.

7. **Successors.** This Agreement is binding upon CSDP and PRESIDENT/CEO, their heirs, executors, administrators, successors, and assigns. PRESIDENT/CEO will not assign or delegate any part of his rights or responsibilities under this Agreement unless the CSDP agrees in writing to the assignment or delegation. In the event of any merger, consolidation or reorganization involving the CSDP, this Agreement becomes an obligation of any legal successor or successors to the CSDP.

8. **Indemnification.** CSDP shall indemnify, hold harmless, and defend PRESIDENT/CEO against all claims arising against PRESIDENT/CEO, his heirs, administrators and/or executors in connection with his employment by CSDP and as permitted by law. PRESIDENT/CEO shall immediately notify the President and legal counsel of CSDP orally and in writing upon learning of any actual or threatened dispute or legal process and shall cooperate fully in any defense or action.

9. **Entire Agreement.** This Agreement contains the entire Agreement between the CSDP and PRESIDENT/CEO. It may not be changed or renewed orally but only by an Agreement in writing signed by the President upon prior Board of Directors resolution and by PRESIDENT/CEO. This Agreement supersedes and cancels all previous agreements between CSDP and PRESIDENT/CEO.

10. **Headings not controlling.** The headings of sections of this Agreement are not controlling.

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11. Governing law. This Agreement is governed by the laws of the State of Tennessee.

PRESIDENT/CEO	Date
Board Chair, CSDP	Date

APPENDIX 12 – DRAFT – PRESIDENT/CEO CONTRACT
CREATED: 07/08
APPROVED:
AMENDED: