



**Alaska State Fair, Inc.
Board Policy**

Vision

Alaska State Fair, Inc. provides a center for the statewide community to gather in a dynamic and safe atmosphere throughout the year.

Mission

Produce a traditional State Fair which educates and entertains Fairgoers.
Provide stable finances through good business practices, statewide outreach, partnerships and hosting a variety of community, cultural, and business events.

The purpose of the Board of Directors is to see to it that Alaska State Fair, Inc. operates within the law, always cognizant of the enjoyment, education, comfort and safety of its customers, and in all circumstances with the best interest of the Corporation in mind.

**Alaska State Fair, Inc.
Board Policy Manual**

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This Policy Manual is the result of the Board of Directors' efforts to establish a consistent means of serving the needs of the people of the State of Alaska and the membership. It reflects the goals of the Corporation, brings consistency to its operation, provides fair treatment for all concerned, increases Staff efficiency, cuts down on wasted effort, and relieves the Board and Management of the burden of making repetitious decisions.

The guidelines offered here form the basis upon which Management and Staff conduct the business of the Corporation. The Board, as a policy-setting body, has ultimate responsibility for this manual's content. Its collective decisions will be the impetus for any change. Such changes in the Policy Manual shall be made only as an attempt to further improve the Fair's service to the public and will be kept sufficiently broad and practical so as not to place undue limits or burdens on Management.

Section 1 - ENDS

POLICY TYPE: ENDS

1.0 POLICY TITLE: *GLOBAL ENDS STATEMENT*

The Board of Directors for Alaska State Fair, Inc. shall govern lawfully to:

1. Adopt and assume ultimate responsibility for policies, which determine the purposes, governing principles, functions, and courses of action of the Board of Directors; with sufficient attention to detail as to be responsible for the direction of the Corporation,
2. Select and support the chief executive and provide a clear distinction of board and chief executive roles,
3. Protect assets and provide proper financial oversight,
4. Build a competent board with strategic leadership more than administrative detail,
5. Ensure legal and ethical integrity,
6. Enhance Alaska State Fair, Inc.'s public standing by "speaking with one voice."

This will be accomplished by:

1. Creation and review of a mission statement which purpose articulates the Corporation's goals, means, and primary constituents served, actively participating in the overall planning process, by encouraging diversity of viewpoints.
2. Abiding and following Alaska State Fair, Inc. written policies and procedures,
3. Reaching consensus on the chief executive's responsibilities and ensuring that the chief executive has the moral and professional support he or she needs to further the goals of the Corporation,
4. Assisting with developing the annual budget and ensuring that proper financial controls are in place,
5. Articulating prerequisites for candidates, orienting new directors, and periodically and comprehensively evaluating their own performance, working collectively rather than individually to make decisions,
6. Assuring adherence to legal standards and ethical norms is maintained throughout the process,
7. Defining accomplishments and goals to the public and garner support from the community.

Section 2 – Governance Process

POLICY TYPE: GOVERNANCE PROCESS

2.0 POLICY TITLE: *BOARD JOB DESCRIPTION*

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

Accordingly, the board has direct responsibility to create:

1. The link between the membership and community, and the operational Corporation.
2. Written governing policies, which address the broadest levels of all Corporation decisions and situations.
 - A. Ends: Corporation 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 tasks.
 - D. Board-CEO Linkage: How power is delegated, and its proper use monitored; the CEO role, authority and accountability.
3. Assurance of successful CEO performance.

POLICY TYPE: GOVERNANCE PROCESS

2.1 POLICY TITLE: *GOVERNING STYLE*

The board will govern lawfully with an emphasis on (a) outward vision rather than an internal focus, (b) encouragement of diversity in viewpoints, (c) strategic leadership more 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) proactivity rather than reactivity.

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 merely 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, control, and inspire the Corporation 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 Corporation, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is determined as defined.
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 ensure legal and ethical integrity and allow no officer, individual or committee of the board to hinder or not fulfill its commitments.
6. The board will monitor and discuss the board's process and performance regularly. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board- CEO Linkage categories.
7. The presence of four Directors constitutes a quorum. Any changes to the policies herein require a 2/3's majority vote of the entire board of directors. Actions other than changes to the policies herein may result when a simple majority of quorum votes yes on a motion.
8. The board will follow Board Policy and Robert's Rules of Order for all meetings.

POLICY TYPE: GOVERNANCE PROCESS

2.2 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 on the last day of October 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.
3. Consultations with selected groups in the membership, or other methods of gaining community input will be determined and arranged between November and January each year.
4. Governance education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged between November and January each year.
5. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
6. CEO monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.
7. CEO's remuneration will be decided during the month of December after a review of monitoring reports received in the last year.
8. Persons who wish to appear before the Board and seek action must first confer with the CEO. If after such a meeting, a person still wishes to approach the Board, they will be asked to submit a written summary of their concerns to the CEO no later than seven calendar days prior to the next regularly scheduled meeting. Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor.
9. Information, which is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
10. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

POLICY TYPE: GOVERNANCE PROCESS

2.3 POLICY TITLE: *BOARD STRUCTURE*

The board will be comprised of seven individuals who are members of Alaska State Fair, Inc. The board is to meet periodically for the express purpose of conducting the governance function of the Corporation.

Accordingly:

1. Directors are to be elected from the Alaska State Fair membership according to the election process as prescribed in the Bylaws and Board of Directors Policy Manual/Committee Structure/Elections Policy.
2. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board without other notice than such resolution.
3. An Executive Session may be called as part of an agenda of any regular meeting to discuss Personnel, Security, Confidential Gifts of Donations, or Pending Litigation. An Executive Session may be called by the President or, in the President's absence, the Vice President at the request of the CEO or any Director. Immediately following the close of an Executive Session or at the beginning of the next meeting, an announcement detailing the action taken (but not the discussion leading up to the action) will be made by the President.
4. Emergency Board meetings of the full Board may be called only when Board action is required because of an event that severely impairs public health and safety, or administrative matters requiring immediate attention. Emergency meetings may be requested by the CEO or by any Director. The CEO

will call the meeting by first notifying the President, or in case of the President's absence, the Vice President, and other Directors.

5. Special Meetings, of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of **the Board** may fix any place, either within or outside the State of Alaska, as the place for holding any special meeting of the Board.
6. Any director may resign by written notice delivered to the Board of Directors, the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. Any director may be removed from office with cause by a two-thirds majority vote of the Board, or with or without cause by a two-thirds majority vote of the Membership.
7. Copies of any correspondence sent out to members, public etc., under the auspices of the Alaska State Fair, Inc. as a Director shall be supplied to the CEO or Administrative Services Manager for legal and historical record.

POLICY TYPE: GOVERNANCE PROCESS

2.4 POLICY TITLE: *BOARD PRESIDENT'S ROLE*

1. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation; shall preside at all meetings of the Members and of the Board of Directors; may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
2. The Board President, 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, the assigned result of the job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the Corporation. The authority of the President consists in making decisions that fall within topics covered by board policies on Governance Process and Board-CEO Linkage, with the exception of (a) employment or termination of a CEO and (b) where the board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
3. The President is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
4. The President has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the CEO.
5. The President 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.
6. The President is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.

POLICY TYPE: GOVERNANCE PROCESS

2.5 POLICY TITLE: *BOARD OFFICER'S ROLES*

Vice President. In the absence of the President or in event of his/ her inability or refusal to act, an Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Secretary. In general, the powers and duties of the Secretary shall be those ordinarily incidental to the office of secretary of a non-profit corporation and such other powers and duties as may be assigned to the Secretary of the Board of Directors or by the President. The Secretary shall keep or cause to be kept the minutes of the meetings of the Members and of the Board of Directors and committees having any of the authority of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the name and address of each Member as furnished to the Secretary by such Member; keep in safe custody the Seal of the Corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Treasurer. In general, the powers and duties of the Treasurer shall be those ordinarily incidental to the office of treasurer of a for-profit corporation and such other powers and duties as may be assigned to the Treasurer of the Board of Directors or by the President. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Board of Directors may require and pay for the Surety or Bonding of the Treasurer.

POLICY TYPE: GOVERNANCE PROCESS

2.6 POLICY TITLE: *BOARD OF DIRECTORS' CODE OF CONDUCT*

Directors will:

- Always be mindful of their first and foremost obligation as a Director and place the good of Alaska State Fair, Inc. before that of personal or professional gain,
- Review monthly BOD meeting packets, financial statements to be prepared for all meetings, and call the CEO/Finance Manager prior to monthly meeting if there are questions,
- Enhance the organization's public standing by acting as an ambassador for Alaska State Fair, Inc. and project a positive image of the Organization,
- Recognize interaction with public, press or other entities carries the same limitation and inability of any board member to speak for the board except to repeat explicitly stated board decisions,
- Recognize that interaction with the CEO or with staff lacks authority vested in individuals except when explicitly Board authorized, and not direct Alaska State Fair, Inc. staff,
- Attend other functions hosted by, or held at the Alaska State Fair to the extent possible, and assure that regular meetings are open to the membership,
- Have access to, and utilize electronic communication,
- Not express individual judgments of performance of employees or the CEO, except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the CEO,
- Not exceed three (3) absences from regular meetings in a term year. Three absences will be deemed as a voluntary resignation,
- Not bring restricted and/or unauthorized materials onto Alaska State Fair property,
- Not permit activities which may endanger the life, safety, health or well-being of others,
- Not use abusive language, intimidate or harass customers, staff, volunteers, or participants,

- Not use their positions to obtain business or employment in the organization for themselves, family members, or close associates; seek special treatment from staff, volunteers or other participants beyond the benefits already provided in the Board Policy Manual.

POLICY TYPE: GOVERNANCE PROCESS

2.7 POLICY TITLE: *BOARD MEMBER ACCESS TO FAIR PRODUCED EVENTS*

Directors shall have access for two, intended to provide Directors perspective, to Alaska State Fair, Inc. produced interim events and functions, produced and hosted by the Alaska State Fair, Inc.

Board Directors are entitled to the following for access to the annual Alaska State Fair:

- a) One Full Access Picture ID
- b) One Full Access Guest pass
- c) One Season Director Parking Permit
- d) 50 Good Any Day Admission Tickets
- e) Four (4) General Season Parking Permits or 1 Season Orange Parking Permit Directors or anyone accompanying them will not be admitted on the grounds without proper passes.

POLICY TYPE: GOVERNANCE PROCESS

2.8 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 CEO.

Accordingly:

1. Board committees are to avoid over-identification with Corporation parts rather than the whole. 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 CEO.
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 CEO.
3. Board committees cannot exercise authority over staff. Because the 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. Violations regarding Directors Code of Conduct will be investigated by an Ad Hoc Ad Hoc Committee. The Committee will consist of three Directors, not under investigation. This Committee will present findings to the entire BOD for discussion and appropriate disciplinary action. Any Director who violates this Code is subject to discipline, up to and including removal from the Board of Directors.

POLICY TYPE: GOVERNANCE PROCESS

2.9 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 Standing Committees are those, which are established under this policy. Unless otherwise stated, an Ad Hoc Committee ceases to exist as soon as its task is complete. Board committees are always chaired by a Director. The CEO or a designated representative shall attend all committee meetings.

The President shall appoint Directors to Standing Committees no later than the first regular Board meeting after taking office. Existing committees shall remain in effect until the appointments are made. To the extent possible, the President should attempt to keep the make-up of the committees intact,

thereby better utilizing the knowledge and experience of committee members. Also, the President should refrain from appointing any members to chair committees if they have not had at least one year experience on the Board.

Current Standing Committees established by the board are as follows:

1. Finance Committee – This committee shall review Management’s annual budget for recommendation to the Board. To review and recommend to the Board the type and form of monthly financial reports prepared by Management. Three Directors and two staff may serve on the committee.
2. Rules Committee – This committee shall review the Articles of Incorporation and the By-laws of the Alaska State Fair, Inc., and recommend changes to the general membership. Three Directors, the CEO, one other staff, and may serve on the committee.
3. Election Committee - This committee shall seek and identify candidates for each open seat at the next annual meeting and abide by the criteria set forth in the Annual Membership Election Policy. Three Directors (not running for office), one staff, and two general members of the corporation may serve on the committee.
4. Scholarship Committee-This committee will establish the number and dollar amount of scholarships, requirements for applicants and criteria for judging applications. Three Directors, the CEO and up to two staff may serve on this committee.

The President shall appoint Directors to Ad Hoc Committees. Ad Hoc Committees shall be assigned policy considerations deemed too cumbersome for full Board consideration and requiring expertise or knowledge possessed by members of the committee. Ad Hoc Committees shall be appointed only when areas of concern arise that are clearly outside the jurisdiction of existing committees.

Committees shall act only to bring recommendations before the full Board. Committee meetings are closed. Committee meetings shall be called by the committee chairperson and shall be in accordance with existing policy. Brief minutes of all committee meetings shall be kept.

No more than three Board members may sit on any one committee. Only Board Members may vote.

2.9a POLICY TITLE: ANNUAL MEMBERSHIP MEETING ELECTION POLICY

Election Committee Timeline

ACTION	TIME
First meeting of the Election Committee	No less than 120 calendar days prior to the Annual Membership Meeting
Call for Candidates. Announcements sent to local and state media.	No less than 90 calendar days prior to the Annual Membership Meeting
Election Committee meets to certify candidates.	Within 5 calendar days after candidate application deadline.
Candidates notified of Certification	No less than 2 working days after certification.
Press Release and list of candidates on Web Site	One week after candidates notified of certification.
Notice of Annual Membership Meeting with all voting information and ballots to Members.	No less than 21 days prior to Annual Membership Meeting and ad in newspaper with date, place and time of Annual Meeting.
Annual Membership Meeting	3 rd Wednesday of May every year.

Candidate Criteria

To be eligible:

- candidates must be Alaska residents,
- at least 18 years old, and
- be members of Alaska State Fair, Inc., either as a lifetime member or an annual member in the current year.
- employees of the Corporation or their immediate family * who are currently or have been employed in the last year (365 days) or individuals sharing a domicile with an employee of the Corporation are not eligible to run for the board of directors.

* within the second degree of consanguinity.

Order of Candidates

After the candidates have been certified by the Election Committee, the Election Committee will conduct a drawing. This drawing shall determine the order of the candidate's name on the candidate profile booklet, ballot, and order of speaking at the Annual Membership Meeting.

Candidates will be sent an email confirming they have been certified and their names will be listed in a Press Release and on our web site. Candidates will be advised they will have the opportunity to speak to the membership (3-minute limit) at the Annual Meeting.

Election Officials

The Election Committee will appoint a service organization within the Matanuska-Susitna Borough. ASF Staff will contact the service organization and schedule the service of counting votes. A minimum of six election clerks is required for the Annual Membership Meeting. The service organization will appoint an Election Officer who will be announced at the Annual Meeting.

Ballots will be mailed out to all eligible Alaska State Fair, Inc. members by an Alaska state certified vote counting company and mailed back to that same company. This company will prepare the ballots for counting by the chosen service organization at the Annual Meeting.

Ballot Receipt Procedures

Any current Annual or Lifetime Member who has met the registration deadline for voting, is eligible to receive a ballot either by mail or in person at the Annual Meeting.

Ballot Counting

Each candidate is allowed one observer during ballot counting. Questioned ballots are removed from the packet and the Election Officer and one other clerk reach consensus on their validity. All ballots are run through a certified ballot counting machine provided by the certified vote counting company and if the tallies are consistent, the final tally sheet is prepared for presentation to the Board President.

In the event of a tie between candidates, a coin toss will determine the winner.

The Election Officer signs the final tally sheet and gives it to the Board President. Ballots and tally sheets are returned to the ballot box until the vote counting company scans all ballots and tally sheets, in a format, which cannot be altered, and kept in Alaska State Fair, Inc. records for the legal amount of time.

POLICY TYPE: GOVERNANCE PROCESS

2.10 POLICY TITLE: *COST OF GOVERNANCE*

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 (candidates for directorship), to maintain and increase existing director skills and understandings.
 - B. Outside monitoring assistance will be arranged so that the board can exercise confident control over Corporation 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 community viewpoints and values.
2. Costs will be prudently incurred as approved in the annual budget, though not at the expense of endangering the development and maintenance of superior capability.
 - A. In each fiscal year for training, including attendance at conferences and workshops.
 - B. In each fiscal year for audit and other third-party monitoring of Corporation performance.
 - C. In each fiscal year for surveys, focus groups, opinion analyses, and meeting costs.
 - D. In each fiscal year for Board of Directors meetings.
 - \$90.00 per monthly attended meeting for directors.
 - \$135.00 per monthly attended meeting for president.
 - \$25.00 per committee meeting.
 - \$100.00 per day for Retreats/Business Meeting Sessions

POLICY TYPE: GOVERNANCE PROCESS

2.10a POLICY TITLE: *BOARD TRAVEL*

Whenever possible, board members are expected to bear all travel-related costs associated with attending board meetings, committee meetings, or discharging any other governance responsibilities assigned by the board chair.

Reimbursement is allowed for reasonable, ordinary, and necessary expenses incurred in connection with Board approved expenses or travel on behalf of the Alaska State Fair, Inc. (Fair). Such reimbursement may be made via properly executed and documented procedures if it is authorized by the board, for a specific travel purpose, or in an approved budget of the Fair. Reimbursement will be under the following circumstances and according to these provisions:

Who Is Reimbursed

Members of the board, specially appointed committee members and authorized representatives of the board shall be reimbursed for expenses incurred while on Fair business.

Reimbursement Procedure

Request for reimbursement shall be submitted within 3 weeks of completion of the trip. Receipts are required for all expenditures. If circumstances require advance payment or a deposit, reimbursement may be requested before travel when accompanied by a written explanation and a receipt.

Reimbursable Transportation Expenses

- **Airfare:** The least expensive commercial airfare in coach class will be reimbursable from the airport nearest the traveler's home to the airport nearest the destination. Whenever possible, directors should take advantage of group fares, discounts, advance purchase, etc., arranged by the Corporation. When independent arrangements are made, the Corporation will reimburse an amount equal to the best fare they were able to obtain through the above, or the exact amount expended by the traveler, whichever is less. Any additional expense and any expense related to companion travel is the responsibility of the traveler. Mileage earned and compensation for denied boarding awarded to the traveler while on Fair business is the property of the traveler and may be used at the traveler's discretion.

So that the amount of the reimbursement is not considered taxable income to the recipient,

reimbursement of airfare is not to exceed the actual monetary amount expended by the traveler. Compensation will not be provided if the traveler is using mileage award or other complimentary tickets. Receipts are required for any reimbursable expense.

- Ground Transportation: Shuttle, taxi, personal automobile or other means to and from the airport at the points of origin and destination as other reasonable transportation cost associated with Fair business are to be reimbursed upon presentation of receipts.
- Parking: Parking fees at the airport of origin are reimbursable upon presentation of receipts for Directors traveling on authorized Fair business. Parking fees at the meeting site are the responsibility of the traveler unless otherwise authorized by the board
- Meals: Meals shall be reimbursed as per the Federal Per Diem Rate applicable for the year and location.
- Hotel: All authorized travel will be reimbursed according to an amount equal to the best rate obtained by the Fair or the exact amount expended by the traveler, whichever is less. Receipts are required for any reimbursable expense.

SECTION 3 – EXECUTIVE LIMITATIONS

POLICY TYPE: EXECUTIVE LIMITATIONS

3.0 POLICY TITLE: *GLOBAL EXECUTIVE CONSTRAINT*

The CEO shall oversee the day-to-day operations of the Corporation in partnership and cooperation with the board. The board will focus its efforts on their fiduciary role and establish the Direction of the Corporation. The CEO will focus his/her efforts on the implementation of the board's intent through guidance and counsel of its Chair.

POLICY TYPE: EXECUTIVE LIMITATIONS

3.1 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, the CEO shall not plan in a manner that:

1. Doesn't include a competitive selection process for capital expansion projects with a value over \$100,000.
2. Risks the Corporation incurring those situations or conditions described as unacceptable in the board's policy Financial Condition and Activities.
3. Fails to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
4. Provides less for board/supervisory committee prerogatives during the year than is set forth in the Cost of Governance policy.

POLICY TYPE: EXECUTIVE LIMITATIONS

3.2 POLICY TITLE: *FINANCIAL CONDITION AND ACTIVITIES*

With respect to the actual, ongoing financial condition and activities, the 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:

1. Settle payroll and debts in a timely manner,

2. Ensure all tax payments or other government ordered payments or filings to be accurately filed and paid when due,
3. Not acquire, encumber, or dispose of real property held for Alaska State Fair, Inc. use,
4. When quality and costs are comparable, local preference in contracts, supplier, and employees shall be exercised.
5. When required, resources from outside Alaska may be used to accomplish unique Fair goals and to develop Alaskan expertise.

POLICY TYPE: EXECUTIVE LIMITATIONS

3.3 POLICY TITLE: *ASSET PROTECTION*

The CEO shall protect all corporate assets. Further, without limiting the scope of the foregoing by this enumeration, he or she shall:

1. Secure against theft and casualty losses to at least 80% percent replacement value and against liability losses to board members, staff and the Corporation itself in an amount at least equal to the average for comparable Corporations and Provide and annual report on D&O insurance and a broker response on adequacy.
2. Protect intellectual property*,
3. Process, receive, or disburse funds under controls which meet General Accounting Standards (GAP) practices,
4. Invest or hold operating capital in secure instruments, including insured checking accounts and bonds with at least an AA rating at any time, nor in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.

*Intellectual Property: A product of the intellect that has commercial value, including copyrighted property such as literary or artistic works, and ideational property, such as patents, appellations of origin, business methods, and industrial processes.

SECTION 4 – BOARD MANAGEMENT LINKAGE

POLICY TYPE: BOARD-MANAGEMENT LINKAGE

4.0 POLICY TITLE: *GLOBAL GOVERNANCE-MANAGEMENT CONNECTION*

The board's sole official connection to the operational Corporation, its achievements and conduct will be through a Chief Executive Officer, titled CEO.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE

4.1 POLICY TITLE: *UNITY OF CONTROL*

Only officially passed motions of the board are binding on the CEO.

Accordingly:

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

POLICY TYPE: BOARD-MANAGEMENT LINKAGE

4.2 POLICY TITLE: *ACCOUNTABILITY OF THE CEO*

The 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 CEO.

Accordingly:

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

POLICY TYPE: BOARD-MANAGEMENT LINKAGE

4.3 POLICY TITLE: *DELEGATION TO THE CEO*

The board will instruct the CEO through written policies which prescribe the Corporation Ends to be achieved, and describe Corporation situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly:

1. The board will develop policies instructing the 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.
2. The board will develop policies which limit the latitude the CEO may exercise in choosing the Corporation 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 CEO uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the 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 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 CEO domains and by doing so, the board changes the latitude of choice given to the CEO. As long as any particular delegation is in place, the board will respect and support the CEO's choices.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE

4.4 POLICY TITLE: *MONITORING CEO PERFORMANCE*

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

Accordingly:

1. Monitoring will determine the degree to which board policies are being met. Unrelated data will not be considered monitoring data.
2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the 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 CEO interpretation of the board policy being monitored. The board is the 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 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.

SECTION 5 – IRS COMPLIANCE

POLICY TYPE: IRS COMPLIANCE

5.0 POLICY TITLE: *CONFLICT OF INTEREST*

It is the board's intention Alaska State Fair, Inc. will comply with IRS requests to review yearly any Conflict of Interests, provide a workplace where employees and volunteers provide a method to raise good faith concerns regarding the Corporation's business practices, and follow prescribed method to safeguard corporation documents.

The purpose of the conflict of interest provision is to protect this corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This provision is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest or receives any remuneration from the corporation, is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Compensation: A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation (they are not prohibited from providing information to any committee regarding compensation).

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Addressing Conflicts in Decision Making

After determining that a conflict does or may exist the board or committee can choose one or several of the following action steps:

1. Allow an interested person to make a presentation at the meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest,
2. The chairperson of the governing board or committee shall, if appropriate, appoint an independent and disinterested person or committee to investigate alternatives to the proposed transaction or arrangement,
3. After exercising due diligence, they shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest,
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, they shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest.

In conformity with the above determination, it shall make and record in the minutes, its decision as to whether to enter into the transaction or arrangement, including the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

POLICY TYPE: IRS COMPLIANCE

5.1 POLICY TITLE: *Investigation-Related Records*

Purpose:

To establish a written policy preventing the destruction of documents: In reasonable anticipation of and during the course of an investigation.

It is ASF's policy that during or in reasonable anticipation of an investigation, inquiry or other official proceeding by law enforcement authorities, the (Counsel), or ASF management, no ASF director, officer or employee shall destroy or otherwise compromise any ASF records, documents or other evidence relevant to the proceeding with the intent to impair their integrity or availability. It is further ASF's policy that the (Counsel), or ASF management, ASF director, officer or employee shall not otherwise obstruct, influence, or impede any such proceeding, or attempt to do so, or publicly disclose confidential evidence relevant to the proceeding. Any director, officer or employee who is found to have intentionally violated this policy shall be subject to disciplinary action, up to and including termination of employment with respect to officers and employees. ASF will cooperate with any law enforcement activities that arise from a violation of this policy.

POLICY TYPE: IRS COMPLIANCE

5.2 POLICY TITLE: *WHISTLEBLOWER*

Alaska State Fair, Inc. is committed to providing a workplace where employees and volunteers are free to raise good faith concerns regarding the Corporation's business practices, specifically: (1) reporting suspected violations of law on the part of the Corporation, including but not limited to state and federal laws and regulations; (2) providing truthful information in connection with an inquiry of the public or investigation by a court, agency, law enforcement, or other governmental body; and (3) identifying potential violations of Corporation's policy, specifically the policies contained in the Corporation's Policies and Procedures Manual.

By reference this policy is intended to incorporate those provisions of Section 301 of the Sarbanes-Oxley Act of 2002 and require the Corporation to establish formal procedures for: (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation, of concerns regarding questionable legal, ethical and accounting or auditing matters. The Corporation is committed to achieving compliance with all applicable laws and regulations, accounting standards, accounting controls and audit practices. Accordingly, in order to facilitate the reporting of concerns and complaints, the Corporation's has established the following procedures for (1) the receipt, retention and treatment of complaints (2) the confidential, anonymous submission by employees and volunteers of the Corporation of concerns regarding certain matters, and (3) protection of those employees and volunteers.

Scope of Matters of Complaint

These procedures relate to concerns or complaints relating to any questionable matter including, without limitation, the following:

1. Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Corporation;
2. Fraud or deliberate error in the recording and maintaining of financial records of the Corporation;
3. Deficiencies in or noncompliance with the Corporation's internal accounting controls;
4. Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Corporation;
5. Violations of the law or regulations of the local, state or federal governments or agencies thereof;
6. Willful and knowing misrepresentations to members of the public with regard to the Corporation or the activities of the Corporation;
7. Willful and knowing misrepresentations to donors and entities providing grants to the Corporation; or
8. Deviation from full and fair reporting of the Corporation's financial condition.

Procedures

Normal Procedures: Persons who wish to appear before the Board and seek action must first confer with the CEO. If after such a meeting, a person still wishes to approach the Board, they will be asked to submit a written summary of their concerns to the CEO no later than seven calendar days prior to the next regularly scheduled meeting.

Any employee or volunteer of the Corporation may submit a concern or Complaint to the management of the Corporation without fear of dismissal or retaliation of any kind. The Corporation will not discharge, demote, suspend, threaten, harass, or in any manner discriminate against.

Any person, including employees, with a concern or complaint regarding compliance with applicable rules, accounting matters, and violations of the Corporation's applicable policies and Articles and Bylaws may submit their concern or complaint ("Complaints") on a confidential and anonymous basis to the President of the Corporation to bod@alaskastatefair.org if unable to resolve.