



Board of Directors Policy Manual

September 21, 2021

MISSION STATEMENT

The Wisconsin Dells Visitor & Convention Bureau (WDVCB), the official Destination Marketing Organization (DMO) for the Wisconsin Dells area, exists to attract the maximum number of visitor dollars into the Wisconsin Dells area economy. WDVCB establishes new initiatives to increase tourism, visitors, sports, and conventions, and further enhance the awareness of the industry.

Board of Directors Policy Manual

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1. Corporate Structure/Board Organization

WDVCB is established as a nonprofit corporation 501(c)6 under the laws of Wisconsin.

The Board of Directors is established as the authority to operate WDVCB in accordance with bylaws and board policies.

WDVCB business will be conducted in accordance with the laws of this state, the corporation's articles of incorporation, bylaws of the corporation, board policies and generally accepted business practices that will accomplish the WDVCB mission.

2. Board Member Commitment

Serving as a WDVCB board member involves a special commitment. To meet that responsibility, board members are expected to:

- Ensure adherence to WDVCB's mission.
- Attend and actively participate in all the board's meetings (minimum of 70% attendance requirement) and notify the President/CEO or Board Chair of anticipated absence.
- When absent from a meeting, review minutes and results of the missed meeting.
- Do their homework to be prepared to participate fully in board and committee meetings.
- Serve actively on at least one committee or task force.
- Act only with the full board, not individually unless authorized to do so by the full board.
- Speak for the full board only when the full board sanctions their doing so.
- Carefully review and question as appropriate, monthly financial statements as presented.
- Provide whatever assistance is individually possible in obtaining adequate funding through the "tourism taxes."
- Build a collaborative working relationship with other board members that contributes to a consensus.
- Willingly accept assignments from the Board Chair that are completed thoroughly and on time.
- Participate in Partner recruitment for the organization.
- Accountable to the WDVCB based on signed Code of Ethics/Standards of Conduct.

3. Board Delegation of Policy Interpretation to Staff and Public

The board delegates to the President/CEO responsibility for policy interpretation to the staff and public.

4. Board Member Rights

Members of the WDVCB Board are granted certain specific rights. All board members have the right to:

- Receive notice of board meetings and the agenda.
- Attend and participate in board meetings.
- Examine WDVCB's books, records, meeting minutes, financial statements, and contracts.
- Place items on the board meeting agenda at the appropriate time.

5. Duty of Board Members not to Compete

A board member may not use his/her position on the WDVCB Board to prevent WDVCB from competing with the board member's business. It is expected that board members, even after they complete board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the board.

6. Legal Obligations of Board Members

The WDVCB Board is both responsible and liable for WDVCB. The WDVCB Board and the law require every board member to follow the rule of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means that the board will not:

- Mismanage WDVCB by deviating from fundamental management principles, such as planning carefully for the future of WDVCB, regularly reviewing the financial status of WDVCB, and monitoring compliance with board policies.
- Fail to govern by utilizing all control systems to govern WDVCB.

The principle of good faith means that board members will:

- Attend board and task force or committee meetings to be a part of board actions.
- Read and understand WDVCB's policies and bylaws.
- Pay attention to corporate affairs and keep informed about organization activities.

7. Board Legal Counsel

Only the Board Chair, the President/CEO or their designee may contact legal counsel on behalf of the board. Costs billed to WDVCB and associated with individual board members contacting legal counsel, auditors, or other professional consultants without specific authority from the board of directors, will be billed to the board member making the unauthorized contact.

8. Board Members Speaking for the Board to the Public or Media

Individual board members may not speak to the public or media on behalf of the board unless authorized by the Board Chair or President/CEO to do so.

When speaking about WDVCB or about board action, board members should be careful to define when their remarks represent personal opinion and when their remarks represent official board position. Board members must be aware that they are always seen as board members even when they designate comments as personal.

9. Authority of Board Members

Board members have authority only when acting as a body in regular or special meetings of the board.

The board will not be bound in any way by any statement or action by any individual board member except when such statement or action is in pursuance of an adopted board resolution or special instructions by the board, or under specified delegation of responsibility.

10. Board Member Management of Staff and Public Concerns

When a WDVCB board member is contacted by a WDVCB staff member or member of the public with a concern or complaint about WDVCB or persons within WDVCB, the board member will follow these procedures:

- Remember that individual board members do not have power or authority to speak or act for the full board.
- Listen to the person's concern.
- Explain that the board and management have established a process for handling concerns which starts with the person most immediately responsible.
- Ask the person to report back to you about the progress or resolution of the concern, if desired.
- Inform the President/CEO or the Board Chair of the complaint or concern.

10.1 Guidelines for Processing Public Complaints

From time-to-time, situations may occur that create legitimate complaints on the part of the public or constituents relative to WDVCB. Complaints must be aired so that all sides of the issue may be heard, and a rational procedure/solution found.

Complaint Process – The process begins with the person filing the complaint. He/she prepares a written statement containing his/her name, address, and telephone number; the situation or individual being complained about and why; the requested remedy. The statement should be signed, dated, and filed with the individual as outlined below.

If the complaint is from the public, the complaint statement should be filed with the WDVCB President/CEO. If the complaint is from a staff member of the WDVCB, the complaint process should follow the process outlined in the Team Member Guide. If

the complaint is about the President/CEO, the complaint statement should be filed with the Board Chair. If both of those persons are implicated in the complaint, report, or inquiry, it should be directed to the Board Vice Chair.

The individual receiving the complaint will issue a written response within a timely manner. If remedy is not achieved through these steps, the WDVCB Board is the final hearing body.

10.2 The Process for Developing WDVCB Board of Directors Policy

The board, as the WDVCB governing body, is entrusted with the authority to establish policy for the governance of WDVCB. Board policy establishes the parameters and guidelines for board members, committees, management, and staff.

11. The Purpose of WDVCB Policies

- Inform everyone of board intent, goals, and aspirations.
- Promote consistency of board action.
- Improve public relations.
- Clarify board member and President/CEO roles.
- Give management a clear direction from the board.

12. Management Policies are not Board Policies

- The WDVCB Board makes an important distinction between board policies and management policies. Board policies establish the broad parameters within which board, management and staff will operate. Management policies, developed and implemented by the President/CEO, outline the specifics of how the organization and staff will operate within board policy.
- The board is not directly involved with developing personnel policies other than to ensure that the President/CEO has carried out those policies.

13. Policy Requires a Majority Vote of the Board

All policy decisions will be made by majority vote of the board and only at board meetings. Before adopting any policy, all board members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken.

14. Source of Policies

Policies may be recommended to the board by committees of the board, individual board members or the President/CEO. Proposed policies will be researched to ensure that they are legal and do not contradict already established policy or bylaws of WDVCB. If approved by the board, policies will be written, dated at time of approval, and included in all copies of the board policy manual.

15. Distribution of Policy Manual

A copy of the board policy manual will be available in the WDVCB office for review and inspection by employees and board members. Each board member will be given a revised policy manual as edits are made.

16. Board Meetings

16.1 Meeting Agenda

Notice of Board meetings, including agendas, will be delivered to each director at least five (5) days prior to such meetings.

Meeting agendas will be developed by the President/CEO and Board Chair.

All board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

16.2 Minutes of the Board Meeting

Records of all actions of the board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the WDVCB Board.

17. Anti-Harassment

As a part of the commitment to equal opportunity, WDVCB has adopted an anti-harassment policy. Any board member who engages in harassment based on race, color, creed, religion, national origin, gender, gender orientation, gender identity, marital status, status with regard to public assistance, membership or activity in a local human rights commission, disability, age, or other legally protected characteristics is guilty of misconduct. Any board member who engages in such harassment; or any board member who retaliates or permits retaliation against a board member who reports such harassment is guilty of misconduct.

Examples of conduct prohibited by this policy include derogatory comments based on a person's protected characteristics (as listed above), sexually explicit or other offensive images (whether printed or displayed on a computer), and jokes that are based on stereotypes protected characteristics.

Sexual Harassment is prohibited and includes any verbal or physical conduct of a sexual nature when:

- Submission to such conduct is made, either explicitly or implicitly.
- Submission to or rejection of such conduct is used as a factor in any decision affecting any individual.
- Such conduct has the purpose or effect of unreasonably interfering with a board member's performance or creating an intimidating, hostile or offensive environment.

Any individual who has questions regarding this policy or believes they have been discriminated against, or witnesses harassment by one board member against another should discuss the matter with the President/CEO.

When a report is received, or WDVCB is made aware of a situation that may violate this policy, it will immediately undertake or direct an investigation of the harassment allegations. Investigations will be conducted with as much confidentiality as possible under the circumstances, considering WDVCB's need to fully investigate the matter at issue, and to take appropriate corrective action.

As soon as practical, under the circumstances, the investigation will be completed and a determination regarding the reported harassment will be made and communicated, as appropriate, to the person who complained and to the accused harasser(s). If WDVCB determines that prohibited harassment has occurred, it will take appropriate and effective action to commensurate with the circumstances.

Appropriate action will also be taken to deter any future harassment. If a complaint of prohibited harassment is proven, appropriate disciplinary action, up to and including discharge or termination of the WDVCB relationship, will be taken; whatever action is taken against the harasser will be communicated to the person who complained. Violations of this policy are subject to disciplinary action, up to and including termination of the member from the board.

WDVCB strictly prohibits retaliation by another person for using this complaint procedure, reporting harassment, or for filing, testifying, assisting, or participating in any manner in any investigation, proceeding or hearing conducted by WDVCB or a governmental enforcement agency.

Retaliation or reprisal towards a person complaining of harassment because of the complaint is strictly prohibited.

Retaliation will result in disciplinary action against any board member who retaliates.

18. Whistleblower Policy

This Whistleblower Policy of WDVCB:

1. Encourages staff and board members to come forward with credible information on illegal practices or serious violations of adopted policies of WDVCB;
2. Specifies that WDVCB will protect the person from retaliation; and
3. Identifies where such information can be reported.

1. Encouragement of reporting. WDVCB encourages complaints, reports or inquiries about illegal practices or serious violations of WDVCB policies, including illegal or improper conduct by WDVCB itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties,

accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which WDVCB has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via WDVCB's management channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. Protection from retaliation. WDVCB prohibits retaliation by or on behalf of WDVCB against staff or board members for making good faith complaints, reports, or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. WDVCB reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports, or inquiries or who otherwise abuse this policy.

3. Where to report. Complaints, reports, or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis for the complaints, reports, or inquiries. They should be directed to WDVCB's President/CEO or to the Board Chair; if both of those persons are implicated in the complaint, report, or inquiry, it should be directed to the Board Vice Chair. The organization will conduct a prompt, discreet, and objective review, or investigation.

Staff or board members must recognize that WDVCB may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

19. Ethical Obligations of Board Members

All board members will be expected to adhere to the provisions of this following code of ethics and standards of conduct.

The WDVCB Board Code of Ethics/Standards of Conduct

As a member of the WDVCB Board, I will:

- Listen carefully to other board members, and those served by WDVCB.
- Serve WDVCB's constituents impartially and will not provide special privilege to any constituent.
- Respect the opinion of other board members.
- Respect and support the decisions of the board, even if I voted against the decision.
- Recognize that all authority is vested in the board and not with individual board members.
- Keep well-informed of developments that are relevant to issues that may come before the board.
- Participate actively in board meetings and actions.
- Call to the attention of the board any issues that I believe will have an adverse effect on WDVCB or those we serve.
- Refer staff complaints to the proper level on the chain of command.
- Consider myself a "trustee" of WDVCB and do my best to ensure that WDVCB is well maintained, financially secure, growing and always operating in the best interest of constituents.
- Always work to learn more about the board member's job and how to do it better.
- Declare any conflicts of interest between my personal life and my position on WDVCB board and avoid voting on issues that appear to be conflicts of interest.
- Abide by all bylaws and policies of the WDVCB.
- Respect and keep information deemed as confidential private.

As a member of the WDVCB Board I will not:

- Deceive, defraud, or mislead WDVCB board members, officers, staff members, managers, supervisors, or other associates, or those with whom WDVCB has business or other relationships.
- Be critical, in or outside of the board meeting, of other board members or their opinions.
- Discuss the confidential proceedings of the board outside the board meeting.
- Divulge or release any information of a proprietary nature relating to WDVCB's plans, mission, marketing, or operational databases without appropriate approval.
- Promise prior to a meeting how I will vote on any issue in the meeting.
- Interfere with duties of the President/CEO or undermine the President/CEO's authority.
- Engage in unethical business practices of any type.
- Use WDVCB property, financial resources, or services of WDVCB personnel for personal benefit.
- Issue false or deliberately misleading statements about the WDVCB or the communities it represents, nor about other communities, Destination Marketing Organizations, or individuals.