

## GOVERNANCE MANAGEMENT

**Policy Number:** GOV 100

**Effective Date:** Approved by the **Eastern Washington State Historical Society (EWSHS)** Board of Trustees on July 1, 2020.

**Application:** Applies to all employees, board members, volunteers, and contractors of the EWSHS.

**History:** This policy updates the previous version BP#101 dated November 4, 2015.

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### Article I PURPOSE

1.1 The purpose of governance management at the EWSHS is to provide a source for rules, regulations, policies, and procedures relevant to the organization and operation of the EWSHS; and to provide standards and procedures for managing the EWSHS.

### Article II GOVERNANCE PROVISIONS

2.1 The operation of EWSHS is subject to a number of governance provisions that include the following:

- a. **Laws.** Rules developed by the state or federal legislature that have a binding legal force on the governance and operations of the EWSHS and its constituents. Chapter 27.34 of the Revised Code of Washington (RCW) establishes the State Historical Societies and prescribes state laws relative to institutional governance and operations. Laws are the highest legal authority governing EWSHS operations.
- b. **Regulations:** Legislatively required or authorized rules enacted by the EWSHS which are subject to a legally mandated review process prior to implementation and which have the force of law following Board of Trustee approval. Title 256 of the Washington Administrative Code (WAC) contains the regulations expressly enacted by the EWSHS. Washington Administrative Codes, along with other federal and Washington State regulations, are the second highest legal authority governing EWSHS operations.
- c. **Bylaws:** Written rules adopted by the Board of Trustees which detail how the EWSHS is governed. They set forth the structure of the board and the organization. They clarify the rights and responsibilities of the participants and identify the procedures necessary to exercise such rights and responsibilities. Bylaws are the third highest legal authority governing the EWSHS
- d. **EWSHS Policies:** Policies of the EWSHS adopted under the authority of the Board of Trustees. These policies establish standards for the organization and operation of the EWSHS. EWSHS Policies are the fourth highest legal authority governing the EWSHS.
- e. **Governmental guidance/directives and miscellaneous items:** Any other regulatory document having a direct or indirect bearing on the activities of EWSHS falls into this

category. Such documents may be directive in nature and possess general authority over EWSHS operations. Likewise, such documents may present guidance or recommendations only. Examples include labor contracts, publications by government agencies, research activities, educational programs, etc. Since the authority of these external items vary, the Office of the Attorney General will advise on whether a conflict exists, and, if so, the Board of Trustees will determine what actions will be taken to eliminate the conflict.

- f. **EWSHS Procedures**: EWSHS procedures establish the method by which a policy requirement is implemented. Procedures are issued under the authority of the EWSHS Executive Director. Procedures are not intended to, do not, and may not be relied on to create a right or benefit, substantive or procedural, enforceable at law by a party in legal proceedings limited to arbitration or litigation.

### **Article III CONTENT**

3.1 **Content of Policies and Procedures**: EWSHS policies and associated procedures will be written as clearly and concisely as possible. The average reader should be able to easily understand their requirements. Policies and procedures should include sufficient detail to avoid confusion. EWSHS Policies will, as much as possible, include the following details.

- a. Title: Each policy will include a title which describes the content of the policy.
- b. Policy Number: Each EWSHS policy will be identified with a unique number.
- c. Effective Date: Each policy will set forth the date on which the policy was adopted by the EWSHS Board of Trustees.
- d. Application: Each policy will detail who it applies to e.g. employees, volunteers, contractors, board members, and/or other individuals
- e. Purpose: Briefly states the intent of the policy.
- f. History: The history will state if a policy is new or a revision and shall identify any superseded policies. It should also state when, and by whom, the policy was adopted. The history may also include information relative to what created the need for the policy, i.e. a law, regulation, or other external requirement.
- g. References that apply to the Policy: At the end of each policy there will be a table which identifies the laws, regulations, bylaws, governmental guidance/directives or other provisions on which the policy is based. This reference information is intended to facilitate updating and monitoring of the policies.

### **Article IV POLICY MANAGEMENT**

4.1 **Authority**: The sole authority for the adoption of new policies or review, revision or repeal of existing policies is the EWSHS Board of Trustees.

4.2 **Procedures**: At a minimum, the process for the adoption of new policies or review, revision or repeal of existing policies, will:

- a. Include coordination with the Executive Director and Administrative staff directly affected by a proposed policy;
- b. Include a review by the Assistant Attorney General where deemed appropriate;
- c. Allow feedback from EWSHS constituents and interested parties;
- d. Encourage open discussion of proposed policies;
- e. Include coordination with appropriate Board Committees; and,

- f. Include a review process consisting of an initial discussion stage, a redraft stage, and final discussion stage.

4.3 **Interim Policies:** The adoption and revision process may be adjusted by the Board of Trustees if deemed in the best interest of the EWSHS. In such cases, a policy may be immediately adopted as an 'Interim' policy under the authority of the Board of Trustees. Interim policies will be clearly identified by adding 'Interim' to the policy number or title and by including an expiration date in the upper right corner of each page. Interim policies will expire 150 days following the date of issuance. During this time, the policy will be reviewed through the procedure as detailed in paragraph 4.2 above unless the policy proposal is withdrawn.

4.4 **Clarification Changes:** When making clarification changes to existing policies to increase understanding and consistency, the standard procedures of paragraph 4.2 may be adjusted by the Board of Trustees. Changes authorized under this section must not constitute a material change in policy. Clarification changes may include simple corrections in spelling or grammar, modifications in formatting, updating titles of personnel to coincide with current organizational structures, or similar changes. Appropriate measures will be taken to notify EWSHS personnel and other impacted parties.

4.5 **Periodic Review:** In order to remain current, pertinent, and consistent with Washington State Law, policies must be periodically reviewed. At a minimum, EWSHS Policies should be reviewed every three years. The EWSHS Executive Director will:

- a. Identify when policy reviews are needed;
- b. Keep the EWSHS Board updated on the status of policies;
- c. Work with EWSHS staff, the EWSHS Board, the Assistant Attorney General assigned to advise the EWSHS, and other interested parties to coordinate a timely review of policies;
- d. Work with the EWSHS Board to facilitate review and approval of policy changes;
- e. Ensure publication of policy revisions;
- f. Ensure distribution of policy changes to EWSHS personnel; and
- g. Keep a record of review actions.

4.6 **Washington Administrative Code:** Additions or changes to existing WACs will be approved by the EWSHS Board. The process for adoption, revision or repeal will be managed by the Executive Director and processed in accordance with the provisions governing rulemaking in the Administrative Procedure Act, chapter 34.05 RCW, and chapter 1-21 WAC.

4.7 **Conflicting Provisions:** When a conflict exists between EWSHS Governance Provisions, the highest authority provision as per paragraphs 2.1(a), 2.1(b), or 2.1(c) above takes precedence. Subordinate provisions must be modified to conform to the higher authority.

4.8 **EWSHS Procedures:** EWSHS Procedures are published under the authority of the Museum Executive Director. The process for approval of EWSHS Procedures will conform to the following basic process:

- a. Proponents coordinate proposed Procedures with EWSHS personnel, leaders and community members, as appropriate.
- b. Completed proposals are forwarded to the EWSHS Executive Director for action. The Director ensures proposals are consistent with applicable Governance Provisions and with content and format standards.

- c. The EWSHS Executive Director coordinates discussion of the proposal with proponents and staff.
- d. Procedures approved by the Executive Director are incorporated into the Policy Framework as described in this Governance Policy.
- e. All new or revised Procedures are made available to EWSHS employees and relevant parties.

**References that apply to this policy**

Chapter 27.34 RCW—State Historical Societies—Historical Preservation	Chapter 34.05 RCW – Administrative Procedure Act
Chapter 256 WAC-EWSHS	Chapter 1-21 WAC – Rule Making

**APPENDIX A – POLICY FORMAT**

**A-1. General**

This Appendix illustrates the standard format for EWSHS Policies.

<b>Eastern Washington State Historical Society</b>	
<b>POLICY TITLE</b>	
<b>Policy Number:</b>	BP # xxx
<b>Effective Date:</b>	Approved by the <b>Eastern Washington State Historical Society (EWSHS)</b> Board of Trustees on (date).
<b>Application:</b>	Applies to all EWSHS personnel, board members, volunteers, and contractors of the EWSHS.
<b>History:</b>	This is a new Board Policy. (Or “This policy replaces and supersedes . . .”; or “This policy was revised and updated on . . .”).
<hr/> <b>Article I</b> <b>PURPOSE</b>	
<b>References that apply to this policy</b>	