



EO Board of Directors

16-19 SEPTEMBER 2026 MEETING MINUTES
SUSAN CLOPPER | ENTREPRENEURS' ORGANIZATION

EO Board of Directors Meeting Minutes

16-18 September 2026 | Victoria, BC, Canada

EO Board of Directors Present:	Taunya Renson-Martin, Dave Loaney, Steve Benitez, Alan Cheung, John Harrington, Prabhakar Kadavasal, Anthony Ramirez, Khuram Saleem
EO Global Board Director Present (Virtual):	Jennie Rello
Executive Director:	Jamie Pujara
Corporate Secretary:	Susan Clopper
Guests:	As documented in the minutes

16 September 2026 – Day 1

I. Call To Order and Welcome

Renson-Martin

The Chair welcomed everyone and opened the meeting at 09:00 PDT.

Jennie Rello, Global Board Director, joined the meeting via Zoom at 9:00 PDT.

II. Masterplan Governance Architecture

Renson-Martin

The Board engaged in a substantive discussion regarding the proposed Masterplan Architecture as the foundation for EO's future governance and operating model. During the discussion, clarification was provided that the Masterplan Compendium is intended to define the architectural framework, specifically the strategic rationale ("why") and design principles ("what"), rather than implementation details. It was noted that implementation sequencing, staffing structures, transition planning, and detailed operating processes will be developed during the Implementation Phase. Due to time constraints, the Board agreed to continue its discussion and deliberations during the following day's meeting session.

III. Path of Leadership

Karnaushenko

Nataliya Karnaushenko, VP Leadership Development, joined the meeting at 13:05 PDT.

A proposed update to the Path of Leadership selection procedures was presented to the Board to clarify the existing process and reduce uneven experiences caused by different interpretations. The proposed changes covered role definitions, applications, eligibility, interview panels, scorecards, and roles requiring board approval. The process would also communicate clearer expectations to applicants. The Board then proceeded with a question-and-answer period.



Nataliya Karnaushenko left the meeting at 14:42 PDT.

Due to an error in the original motion, a corrected motion was made and seconded as follows:

MOTION to Approve the proposed amendments to the Path of Leadership Selection procedures for Non-Global Board leadership positions as reflected in the “Updated Path of Leadership Selection Procedures – Non-Global Board” paper submitted on 16 September 2026.

The motion did not pass: 2 yes, 7 no.

Jennie Rello, Global Board Director, left the meeting at 14:05 PDT.

IV. Strategic Partnerships

Renson-Martin, Pujara

The Board participated in a workshop to establish strategic clarity and provide management with a clear mandate for the development of EO's partnership strategy and operating framework. Discussion focused on defining the parameters of EO's strategic partnership framework, including a working definition of an EO Strategic Partnership. The Board also considered the criteria for qualifying strategic partnerships, the treatment of one-time event sponsorships, and the role of the organization's annual revenue objective within the broader partnership strategy. The Board agreed to continue its discussion during the following day's meeting session.

V. Executive Director Update

Pujara

The Executive Director provided an update on actions taken since the August 2026 Board meeting.

The Chair thanked everyone and adjourned the meeting to go into Executive Session at 16:22 PDT.



17 September 2026 – Day 2

I. Call to Order and Welcome

Renson-Martin

The Chair welcomed everyone and opened the meeting at 09:01 PDT.

Jennie Rello, Global Board Director, joined the meeting via Zoom at 9:01 PDT.

Beth Marchessault, Chief Membership Officer, and Emily Carrion, Chief Marketing Officer, joined the meeting in-person at 9:01 PDT.

II. Masterplan Governance Architecture (cont'd)

Pujara

The Board resumed its discussion of the Masterplan Architecture from the previous day's meeting. Following deliberation, the Board reached alignment and approved the EO Masterplan governance architecture as the foundation for EO's future governance and operating model and a multi-year implementation plan. The purpose of the Masterplan is to ensure that EO is architecturally positioned to achieve its 2030 ambition. The approved architecture was informed by an extensive engagement process conducted over the preceding six months, incorporating input from member leaders and professional staff across the organization. The October 2026 Board meeting will allow for a deep dive into next steps of Masterplan with additional preparation for the Integrated Strategy Meeting (ISM) that will take place 18-20 November in Bangkok, Thailand.

Jennie Rello, Global Board Director, left the meeting at 11:05 PDT.

III. Strategic Partnerships (cont'd)

Pujara

The Board resumed its discussion of Strategic Partnerships from the previous day's meeting. Following deliberation, the Board reached alignment on the definition of an EO Strategic Partner as a sustained, mutually valuable relationship with an external organization that materially advances EO's strategic objectives by providing member value, audience access, influence, capabilities, or revenue that EO could not achieve as effectively independently. The Board further agreed that both member value outcomes and financial objectives should be supported by measurable key performance indicators (KPIs) to enable ongoing evaluation and accountability.

The Chair thanked everyone and adjourned the meeting at 11:49 PDT.



18 September 2026 – Day 3

I. Call to Order and Welcome

Renson-Martin

The Chair welcomed everyone and opened the meeting at 09:03 PDT.

Beth Marchessault, Chief Membership Officer, and Emily Carrion, Chief Marketing Officer, joined the meeting in-person.

II. FY2027/2028 Strategic Priorities

Pujara

Aaron Lee, Chair, OSPC, joined the meeting in-person at 09:15 PDT.

An update was provided on the recent Senior Leadership Team (SLT) meeting held in the Philippines, during which the proposed FY2027/2028 Strategic Priorities were developed. The Board reviewed and aligned on the following priority areas: Chapter Health, Masterplan, Leadership Development, Communities, and Making the “Run” Easier. Direction was provided to the Chair, OSPC and the SLT regarding the communication of these priorities and the additional Masterplan details to be presented at the Integrated Strategy Meeting (ISM) in November.

Aaron Lee left the meeting at 11:02 PDT.

III. Seamless Chapter Operations Change Project Update

Stephenson, Sourbutts

Jennie Rello, Global Board Director, joined the meeting via Zoom at 11:03 PDT.

David Stephenson, SVP Technology, and David Sourbutts, Chair, Seamless Chapter Operations Change Project, joined the meeting via Zoom at 11:03 PDT.

The Board was asked to extend the Seamless Chapter Operations Change Project from October 2026 to August 2027 so the original scope can be completed. The Board originally approved the project in August 2025 as a one-year initiative to establish the rollout process for new chapter operating platforms with an initial group of chapters. Vendor delays, chapter readiness, and the scale of change management and training needed for adoption have pushed that work past October 2026. The extension would move the delivery date but would not expand what the project was approved to deliver with no request for additional funds.

David Stephenson, and David Sourbutts, left the meeting at 11:42 PDT.

After a brief discussion period, the following motion was made and seconded:

MOTION to Approve the proposed extension of the Seamless Chapter Operations Change Project as written:

- Extend the completion date of the Seamless Chapter Operations Change Project to August 31, 2027, for the sole purpose of completing the Project scope previously approved by the Board in August of 2025.
- The original scope of the Project, approved in August 2025, remains unchanged.



- The extension of the Project shall be funded from the balance remaining of the US\$532,140 total budget approved for the Project in FY25/26, subject to confirmation of carry-forward authority across fiscal years.
- The Project Leads shall return to the Board in Q3 of FY26/27 (being January 2027 through March 2027), with a RUN State recommendation addressing how ongoing platform support will be staffed, governed and funded from FY27/28, together with any request for transition funding required before July 1, 2027.
- Any further extension of the completion date for the Project beyond August 31, 2027, shall require separate approval from the Board.

The motion passed: 7 yes, 2 no.

Jennie Rello and Beth Marchessault left the meeting at 12:00 PDT.

IV. Board Liaison Role

Harrington

The Board reviewed the current Board Liaison role and considered survey feedback received from Board Directors, Regional Chairs, and Staff Directors in August 2026. Following discussion, it was requested to present a more comprehensive review of the role, including coaching, one-on-one engagement, and chapter visits, at the November 2026 Board meeting.

V. Board Liaison Reports

Renson-Martin

The Board reviewed the quarterly Board Liaison Report. After a brief question-and-answer period, the Board agreed they will only report on red flags going forward.

VI. Closing and Meeting Feedback

Renson-Martin

Prior to adjournment, the Chair facilitated a roundtable discussion and invited Board members to share feedback and key takeaways from the meeting.

The Chair thanked everyone and adjourned the meeting at 14:30 PDT to move into Executive Session.

UNANIMOUS WRITTEN CONSENT

The following is a list of motions the Board approved by unanimous written consent (UWC) since the last regular Board Meeting to date:

1. **IT IS RESOLVED** to amend the Policy and Procedures for EO Standing Committees, Advisory Councils and other Advisory Structures to incorporate the current Technology Advisory Council Charter therein as written on page 2-3 of this Unanimous Written Consent and approved by the Global Board on 09 November 2025. **[Appendix #1]**
20 August 2026
2. **IT IS RESOLVED** to grant all members of EO Bogotá, with the support of EO's LAC Region, a limited waiver of EO's Non-Solicitation Policy in response to the 10 August 2026 Colombia Earthquake, permitting them to solicit monetary donations and in-kind assistance from any EO members worldwide through any communication channel other than official EO listservs, and solely for emergency relief efforts relating to the earthquake. This waiver will expire sixty (60) days following full execution of this Unanimous Written Consent.
17 August 2026



3. **WHEREAS**, the Board of Directors (“Board”) of Entrepreneurs’ Organization (“EO”) previously approved amendments to EO’s Bylaws establishing a Board Advisory Committee (“BAC”) governance model;

WHEREAS, after approving the amendments to EO’s Bylaws, the Board deferred consideration of the accompanying amendments to EO’s Policies and Procedures and related subordinate documents to allow further review, including refinements concerning Board liaison references and Tier 1 leadership role designations; and,

WHEREAS, the Board now wishes to adopt those BAC implementation amendments; **NOW, THEREFORE, BE IT RESOLVED**, by the Board to:

1. Amend EO’s Policies and Procedures as set forth in Appendix A to this UWC, attached hereto and incorporated herein by this reference.
2. Amend EO’s Procedures for EO Board Advisory Committees, BAC Operational Subcommittees, Advisory Councils, and Other Advisory Bodies as set forth in Appendix B to this UWC, attached hereto and incorporated herein by this reference.
3. Amend EO’s Non-Global Board Path of Leadership Procedures as set forth in Appendix C to this UWC, attached hereto and incorporated herein by this reference. **[APPENDIX #2]**

03 September 2026

4. **IT IS RESOLVED** to approve the August 2026 Board Meeting Minutes as written.
11 September 2026



APPENDIX #1

Technology Advisory Council (TAC)

Charter (Board Draft)

Date: October 22, 2025

Purpose

Provide independent, strategic advice on EO's technology portfolio to improve alignment, value-for-money, security, data governance, and responsible innovation.

Role & Limits

- **Advisory to:** Board of Directors; supporting the SVP, Technology.
- **Authority:** Advisory only; no operational decision-making, budget approval, contract authority, or incident command.
- **Escalation:** Material risks/recommendations go to the Board via the Board Liaison.

Scope of Work (TAC does / does not)

- **Technology Roadmap**
 - Does: Review, challenge, and recommend the annual roadmap (pillars, outcomes/KPIs) for Board endorsement.
 - Does not: Approve or manage delivery; reprioritization remains a management function.
- **Strategic Solutions**
 - Does: Evaluate major platforms/solutions for strategic fit, ROI potential, scalability, and long-term viability before SFC financial/contract review.
 - Does not: Run RFPs, negotiate contracts, or perform financial oversight.
- **Cybersecurity & Data Governance**
 - Does: Monitor posture and policies against an EO-selected framework (e.g., CIS/NIST/ISO 27001) and advise on maturity targets.
 - Does not: Operate security tools or direct incident response.
- **Innovation & AI**
 - Does: Recommend guardrails and pilots tied to Board-endorsed priorities with clear success criteria.
 - Does not: Entertain ad-hoc/vendor demos or pilots outside the approved roadmap.

Incident Touchpoints (Major/Severe only)

- **Scope:** No operational role; EO Incident Command remains in force.
- **When:** For Level 3–4 incidents, SVP Technology notifies TAC Chair & Board Liaison within 24 hours, shares an initial impact/risk summary, and sets an update cadence.
- **After-action:** TAC reviews technical AAR and advises on roadmap and risk-register updates.

Interfaces

- **Standing Finance Committee (SFC):** TAC confirms strategic soundness → SFC conducts financial and contractual assessment.
- **Governance Committee:** Align on policy (data protection, AI, incident response, COI).
- **Management/Operations (incl. Security & Vendors):** Provide posture/operational updates as needed; retain delivery and reprioritization authority.

Composition & Selection

- **Size:** 4–6 members including Chair, Board Liaison, and SVP Technology (ex officio, non-voting).
- **Appointments:** Board Chair appoints Chair and Board Liaison; Chair proposes members for Board Chair approval after consulting the Liaison and SVP.
- **Profile:** Blend of enterprise technology, cybersecurity, data governance, and member perspectives.
- **Terms:** Two-year term; one consecutive renewal (max four years). Initial staggering: approximately half serve one year in FY26, half serve two years, then move to standard two-year terms. Mid-term appointees finish the remainder and may serve one full term thereafter. Target ≤50% turnover of non-ex officio seats per year.

Cadence & Deliverables

- **Meetings:** At least quarterly (virtual unless specified).
- **Materials:** Agenda and pre-reads distributed 7 days in advance.
- **Outputs:**
 - Post-meeting summary with recommendations within 5 business days.
 - Semiannual Board update on roadmap alignment, security/data posture, and key risks.
 - Immediate escalation of critical risks via the Board Liaison.
- **Compliance:** Annual COI disclosure and confidentiality acknowledgement.

Effective Date & Transition

- **Official start:** July 1, 2026.
- **Pre-launch (Jan 1–Jun 30, 2026):** Chair, Board Liaison, SVP Technology, and one member establish processes and templates; those members continue into FY26/27.

Review

Annual charter/effectiveness review by the Chair, Board Liaison, and SVP Technology, with recommended updates to the Board.

APPENDIX #2



UNANIMOUS WRITTEN CONSENT OF ENTREPRENEURS' ORGANIZATION'S BOARD OF DIRECTORS

The Board of Directors ("Board") of Entrepreneurs' Organization ("EO"), pursuant to Article VII, Section 4 of EO's Bylaws ("Bylaws"), adopts this Unanimous Written Consent ("UWC").

WHEREAS, the Board of Directors ("Board") of Entrepreneurs' Organization ("EO") previously approved amendments to EO's Bylaws establishing a Board Advisory Committee ("BAC") governance model;

WHEREAS, after approving the amendments to EO's Bylaws, the Board deferred consideration of the accompanying amendments to EO's Policies and Procedures and related subordinate documents to allow further review, including refinements concerning Board liaison references and Tier 1 leadership role designations; and

WHEREAS, the Board now wishes to adopt those BAC implementation amendments;

NOW, THEREFORE, BE IT RESOLVED, by the Board to:

1. Amend EO's Policies and Procedures as set forth in Appendix A to this UWC, attached hereto and incorporated herein by this reference.
2. Amend EO's Procedures for EO Board Advisory Committees, BAC Operational Subcommittees, Advisory Councils, and Other Advisory Bodies as set forth in Appendix B to this UWC, attached hereto and incorporated herein by this reference.
3. Amend EO's Non-Global Board Path of Leadership Procedures as set forth in Appendix C to this UWC, attached hereto and incorporated herein by this reference.

This UWC has been adopted effective as of the date of last signature below and will be recorded in the minutes of the September 2026 Board meeting.



APPENDIX A
Redline Format Changes to EO's Policies and Procedures
Showing Only Pages with Substantive Changes

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children, employees, interns, or staff are strictly prohibited.

3. All complaints alleging violations of the Anti-Harassment, Anti- Retaliation & Non-Discrimination Policy should be sent directly to the EO ~~Governance~~[Member Conduct and Compliance](#) Committee (“MCCC”) by email at governance@eonetwork.org. The ~~EO Governance Committee~~[MCCC](#) adheres to standard [DHR Investigation Procedures](#) for all investigations.
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- b. Abide by EO’s [Non-Solicitation Policy](#), understanding and acknowledging that members have a right to participate in all EO events and interact with each other in a safe and professional environment.
 - i. EO prohibits any Solicitation by a member of another member, spouse or life partner, EO staff, strategic alliance partner, sponsor of EO, Regional Council, Global Board, chapter, or any other operational unit of EO, except as provided in the Non-Solicitation Policy.
 - ii. “Solicitation” means any direct or indirect contact that was not requested by the recipient about the sale, advertising, marketing, or promotion of a product, service, charitable cause, requesting a donation, an investment, or participation in any other business or personal cause, except as provided for in exceptions outlined in the Non-Solicitation Policy.
 - c. Adhere to the [EO Confidential Information Policy](#).
 - i. “EO Confidential Information” means any information, whether written, oral, electronic or otherwise, concerning EO products and services, including without limitation, eonetwork.org and any directory information, any EO member information, data, analysis, research, studies, document, business plan, records, marketing channels, marketing strategy, sales strategy, plan, samples, trade secrets, training materials, educational content, EO products, any intellectual property, and any other materials concerning EO, its operations, organization, activities, and/or its members.
 - ii. Distributing, republishing, otherwise disclosing to third parties, or using EO Confidential Information in any unauthorized manner is strictly prohibited.
 - iii. EO’s confidentiality policy only applies to EO Confidential Information as defined above. Any exchange of personal or private confidential information (eg, member business information) between members is not covered or protected by this policy.
 - iv. The EO concept of “Forum confidential information” is not covered by this policy, but is instead an internal issue for each individual Forum to be addressed by that Forum’s constitution.
 - d. Avoid conflicts of interest, understanding that members owe a duty to EO to advance its legitimate interests whenever possible.
 - i. A conflict of interest exists when a member’s loyalties are divided or perceived to be divided between EO and a third party’s interests, including a member’s own personal interests.
 - ii. Members are prohibited from competing with EO directly or indirectly. Members owe a duty to EO to advance EO’s legitimate interests whenever possible.
 - iii. Members who are unsure whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss the situation in advance with their regional Governance Director for clarification. Some examples of the more common conflicts and/or conduct that should be avoided by members include, but are not limited to:
 1. Accepting or offering gifts in exchange for chapter membership, leadership positions, or

members of each regional council or committee.

2. Understand the scope, authority, and limitations of their role as outlined in EO's Policies and Procedures.
3. Follow the Better Together tenets, understanding that as a team, member leaders and professional staff are responsible for the health and growth of EO and are better together when they demonstrate these five traits:
 - 3.1. Trust and respect: This is at the core of all member and professional staff interactions. Follow the platinum rule—treat others the way they want to be treated—and live by the EO Code of Conduct.
 - 3.2. Have a team mindset: Put EO first. Be prepared for meetings and read materials before contributing views; take the time to understand the skills and experience of your teammates; be curious and always remember that collaboration is key.
 - 3.3. If you see it, say it: Advocate for a better culture; speak up about inappropriate behavior; use the grievance process as a last resort if dialogue has not resolved the issue.
 - 3.4. Think globally: Consider cultural differences, be mindful of time zones and consider the big picture.
 - 3.5. Be accountable: Be responsible for actions; hold yourself and others accountable.

4. REPORTING PROCEDURES

- a. If a member or EO staff member believes someone has violated this Code of Conduct, they should promptly bring the matter to the immediate attention of EO using the applicable reporting and complaint submission channels.
- b. Allegations of member violations involving discrimination, harassment, or retaliation (“DHR”) must be immediately raised by: (a) email to governance@eonetwork.org; (b) contacting the regional Governance Director responsible for the region of the member accused of violations; (c) contacting the chair of ~~EO's Governance Committee~~ [the MCCC](#); or (d) contacting a member of EO's governance staff or EO's legal team.
- c. Staff complaints of Code of Conduct violations should be submitted to EO's governance or EO's legal team.
- d. Alleged violations of this Code of Conduct not involving DHR should be raised to the responsible individual at the chapter level (~~e.g.~~, Chapter Governance Chair), or to the chapter president for review by the [applicable](#) Chapter Conduct Committee. If chapter presidents are notified of DHR violations, they should immediately report all such complaints to their regional Governance Director, unless the complaint is about the regional Governance Director. In such cases the chapter president should report it to the chair of the ~~Governance Committee~~ [MCCC](#) or the EO staff member responsible for Governance.
- e. Chapters should ensure that they require their employees to adhere to substantially similar standards of conduct and provide their employees with a mechanism to report misconduct at the chapter level.

5. INVESTIGATION PROCEDURES

- a. Pursuant to the terms of the Authorized Chapter License Agreement in force between EO and all

authorized EO chapters, every chapter is required to establish policies and procedures governing the submission, review, investigation, and resolution of complaints alleging violations of EO or chapter-specific policies, including disciplinary measures related to violations determined to have occurred.

- b. Chapters may elect to adopt the standardized best practices process for Chapter Conduct Committees outlined in the Chapter Conduct Committee Guidelines or adopt their own process. These processes ensure that Chapter Conduct Committees conduct investigations into the facts and circumstances of any alleged violation of this Code of Conduct in a neutral, consistent, and professional manner, with the goal of ensuring fairness to all involved parties.
- c. Chapter policies and procedures governing the discipline of members must meet the minimum standards adopted by EO, but may include provisions in addition to and beyond the scope of the minimum standards adopted by EO.
- d. Complaints should immediately be referred to the global ~~Governance Committee~~MCCC if they involve: 1) allegations of discrimination, retaliation, or sexual or other harassment; or 2) allegations of misconduct spanning multiple chapters or involving members from different geographical regions.
- e. For all investigations, and to the extent practicable, the chapter and EO's ~~Governance Committee~~MCCC will strive to maintain the confidentiality of all facts related to any complaints, including the reporting member's concerns. However, complete confidentiality may not be possible in all circumstances.
- f. Members are required to cooperate in all investigations conducted according to this policy. Failure to cooperate may result in corrective action as defined below.

6. CORRECTIVE ACTION

- a. ~~EO's~~The MCCC, subject to the supervision of the Governance ~~Committee~~BAC, and EO's Board of Directors, ~~or~~and in some cases, a chapter, can recommend corrective action against an EO member if the complaint review and investigation process results in a determination that the member violated this Code of Conduct, EO's Bylaws, or EO Policies and Procedures. These actions may include, but are not limited to, mandating training as a condition of continued membership, placing a member on probationary status, restricting, or prohibiting a member from participating in certain programs or serving in leadership roles, suspending membership, or terminating membership. Corrective action may also include removal from digital communities, prohibition on serving as an administrator for digital communities, revocation of permission to use EO Marks in connection with a digital community, and direction to close or de-brand an EO-branded digital community.
- b. Chapter disciplinary action involving suspension or termination of membership is limited to suspension or termination of such member's chapter membership. In no event may a chapter unilaterally take disciplinary action to suspend or terminate a member's global membership. Any suspension or termination of a member's chapter membership by a chapter must be reported by the chapter to the ~~Governance Committee~~MCCC. Suspension of global membership as a disciplinary measure may only be imposed by the ~~Governance Committee~~MCCC or the EO Global Board. Termination of global membership as a disciplinary measure is the exclusive jurisdiction of the Global Board.
- c. EO's Board, in its sole discretion, may expel a member of EO for violations of EO's rules or for misconduct. Upon expulsion from EO, the expelled member loses all membership rights and responsibilities. No other EO entity or personnel has the right or power to terminate an EO member's global membership. Chapters are authorized to terminate an individual member's chapter membership for serious violations of EO's or chapter-specific policies, provided that:
 - i. they have established and adhered to a uniform, standardized, neutral process to review, investigate,

and resolve allegations of member violations;

- ii. any determination to terminate an individual member's chapter membership has been reviewed by, and voted on, by that chapter's board pursuant to all applicable policies, and such board resolution has been duly recorded and minuted; and
- iii. The chapter promptly notifies EO of such chapter membership termination pursuant to its obligations under the Authorized Chapter License Agreement, but in no event any later than two (2) calendar days after such vote to terminate chapter membership has been taken.

7. NO WAIVER OF RIGHTS & LOCAL LEGAL OBLIGATIONS

- a. The policies described in this Code of Conduct apply to EO's internal policies, rules, and procedures. Nothing herein shall prevent a member from seeking their own legal remedies, at their own expense, to the extent permitted by applicable law.
- b. Members ~~should~~must familiarize themselves with and agree to their local chapter's Bylaws, Policies and Procedures, Code of Conduct, and other governing documents.

CHAPTER 6

GLOBAL STANDING ~~AND~~ BOARD ADVISORY COMMITTEES, OPERATIONAL SUBCOMMITTEES, AD-HOC COMMITTEES, AND ADVISORY COUNCILS

A. PRINCIPLES:

1. To enable EO to accomplish its objectives, achieve its goals, and further its ~~overall~~ mission on a global scale, EO operates ~~using a combination of Standing Committees and~~ through five (5) Board Advisory Committees (“BACs”) as the Board’s primary oversight structures, together with BAC operational subcommittees, Ad Hoc Committees at the global, Task Force Teams, and Advisory Councils approved by the Board.
2. The BACs are Board level. These entities work together in a variety of ways to add value to EO members oversight bodies and the principal interface between the Board and operational structures. They receive and elevate recommendations and escalations to the Board, and communicate Board guidance back through the appropriate structures. BACs are not operational management bodies and do not direct staff or exercise authority reserved to the Board unless the Board expressly provides otherwise in a manner permitted by EO’s Bylaws and to EO overall as an organization applicable law.

B. POLICIES:

1. ~~EO has two Standing Committees:~~ s five (5) BACs are the Standing Finance Committee (SFC) and the BAC, Governance Committee BAC, Strategy BAC, Leadership BAC, and Member Value BAC.
 - a. ~~Each consists of a committee chair, a committee chair-elect, an EO Global Board liaison, EO staff liaison, volunteer members, and, if necessary, additional staff support.~~ BAC shall be chaired by a current Board director, appointed by the Board.
 - b. Each BAC shall operate pursuant to a Board-approved charter. Each charter shall establish the BAC’s scope, composition, meeting cadence, reporting expectations, interfaces, required liaisons, and any subordinate operational structures. The BAC Charters are recorded in the Procedures for EO BACs, BAC Operational Subcommittees, Advisory Councils, and Other Advisory Bodies. Changes to these procedures require a majority vote of the Board.
2. ~~b. Standing Committees~~ The Finance BAC and Governance BAC shall be supported by the Operational Finance Committee (“OFC”) and the Member Conduct and Compliance Committee (“Member Conduct and

Compliance Committee” or “MCCC”), respectively. These two (2) operational subcommittees may have no more than one (1) past committee chair of ~~that committee~~the respective subcommittee as a non-voting member of the ~~committee, and that person may serve no more than two (2) one (1) year terms~~subcommittee.

a. The ~~EO Board must ratify volunteer members on Standing Committees based on the recommendation of the staff liaison and committee chair of each.~~staff liaison and chair of each of the OFC and the MCCC shall recommend a slate of volunteer members for appointment to their respective committees, subject to Board ratification.

b. **OFC.** The OFC functions as an operational subcommittee of the Finance BAC.

1. The OFC’s purpose is to manage the operational tasks required in support of the Finance BAC’s financial oversight function and Board reporting and advisory functions. The OFC shall provide operational support, analysis, and recommendations regarding long-term financial planning and analysis, the audit process, review of annual budgets, management of EO’s financial investments, reserves, and overall financial oversight and guidance to EO’s regions, Committees, and other functional bodies. The OFC may recommend financial policies, procedures, and processes for adoption by the appropriate approving authority. The OFC shall advise and report to the Finance BAC.

2. The OFC shall include:

- I. the Finance Officer serving as ex officio chair of the OFC;
- II. up to two (2) additional members of the Board, appointed by the Board annually as non-voting OFC participants;
- III. one (1) liaison appointed from the MCCC to provide support for legal, governance, and compliance matters, serving as a non-voting participant;
- IV. one (1) past OFC Chair serving as a non-voting participant;
- V. one (1) Global Finance Director from each EO region; and
- VI. up to three (3) Tenured or at large Finance Directors, as required in the Finance Officer’s discretion.

3. The subcommittees of the OFC shall include Financial Audits and Tax, Investments and Reserves, Budgets, Quarterly Reviews and Planning, and Region and Committee Finances. Each subcommittee shall assign a chairperson, who will be a Global Finance Director. Each Global Finance Director shall be assigned to a subcommittee. The OFC may add members to any subcommittee as appropriate.

4. The Regional Finances subcommittee shall include one (1) Regional Finance Director from each EO region.

c. **The Member Conduct and Compliance Committee.** The MCCC shall function as an operational subcommittee of the Governance BAC.

1. The MCCC shall report to the Governance BAC and shall be responsible for managing operations related to member conduct matters, member governance, conflict-of-interest review, and shall serve as EO’s operational review body for the matters assigned to it in these Policies and Procedures, the Conflict of Interest Policy, Code of Conduct, Whistleblower Policy, DHR procedures, investigation procedures, and other Board-approved governance procedures.

2. Without limiting the foregoing, the MCCC may review, investigate, determine, approve, and/or recommend action, as authorized by EO's governing documents, with respect to:

- I. global member conduct matters, including DHR matters and misconduct spanning multiple chapters or regions;
- II. temporary suspension, leadership restrictions, probationary status, training requirements, and other sanctions short of termination of global membership;
- III. member governance matters;
- IV. conflict-of-interest disclosures, determinations, approvals, and related actions to the extent assigned under EO's Conflict of Interest Policy or related procedures;
- V. operational implementation of member-conduct investigations, whistleblower-related member-conduct review, and related procedures; and
- VI. chapter-compliance reviews, chapter-compliance audits, and related operational review of chapter governance requirements.

3. Board level oversight of governance, legal and compliance, charter documents, audit, and Board accountability resides with the Governance BAC and the Board, not the MCCC, except to the extent the Board or Governance BAC expressly assigns a specific operational review function to the MCCC.

4. The chair and member roles of the MCCC shall be structured as provided in the applicable Board-approved charter and role descriptions. Any Path of Leadership designation for such roles shall be as provided in those materials.

3. ~~2.~~ In accordance with EO's Bylaws, the Board may establish Ad-Hoc-hoc Committees for specific purposes on an as-needed basis. These Ad-Hoc-hoc Committees may be referred to by different names, for example— Global Portfolios or Change Project Teams.

- a. Ad-Hoc-hoc Committees consist of the chair, a chair-elect, the ~~EO-Board liaison~~ applicable BAC Chair, the EO staff liaison, volunteer members, and, if necessary, additional staff support.
- b. Based upon the recommendations of the staff liaison, each chair reviews and approves the roster of volunteer members to serve on each body.
- c. Each functional body (such as the current Portfolios) must include a liaison from the ~~Standing Finance Committee~~ OFC, who serves as a voting member of the body. Exceptions may be made for functional bodies with a small budget or if the ~~SFC~~ Finance BAC otherwise deems a liaison unnecessary.
- d. Only chairs and volunteer members may vote on issues before their body. The ~~EO-Board liaison~~ applicable BAC Chair and staff participants are not voting members of committees.
- e. ~~The Board appoints Board liaisons/sponsors to committees based on the recommendation of the Board Chair-Elect.~~ Each Ad-hoc Committee shall be assigned to and serve under the oversight of a Board designated BAC.

4. ~~3.~~ In accordance with EO's Bylaws, the Board may also establish Advisory Councils from time to time to assist in conducting its work by providing expertise and advice on selected topics. For each Advisory

Council, the Board must memorialize its purpose(s), structure(s), mandate(s), membership term(s), and other applicable principles, policies, and procedures, all of which the Board must review annually.

5. ~~4.~~ EO has established ~~Procedures for EO Standing Committees, Advisory Councils, and Other Advisory Bodies~~Procedures for EO Standing Board Advisory Committees, BAC operational subcommittees, Advisory Councils, and Other Advisory Bodies and changes to them require a majority vote by the EO Board.
6. ~~5.~~ All positions for ~~committees~~BAC operational subcommittees, Ad-hoc Committees, Advisory Councils, and other Committee roles designated as PoL roles are selected via a “Recommend, Agree, Perform, Input, ~~Output~~Decide” framework (“RAPID”) outlined in the Path of Leadership Selection Procedures (non-Global Board), to the extent such role is designated as a PoL role or otherwise governed by RAPID.
7. ~~6.~~ Any changes to the composition of ~~Standing or~~BACs, BAC operational subcommittees, Ad-Hoc-hoc Committees and, or Advisory Councils require a majority vote by the EO Board.

CHAPTER 7 - GLOBAL LEADERSHIP SELECTION

A. PRINCIPLES:

1. EO maintains a clear and transparent Path of Leadership (“PoL”) process for the following leadership positions:
 - a. Members of EO’s Global Board of Directors (“Board”)
 - b. Chairs of ~~Standing Committees~~[Board approved BAC Operational Subcommittees, with the exception of the OFC](#)
 - c. Members of ~~Standing Committees~~[Board approved BAC Operational Subcommittees](#)
 - d. Chairs of Regional Councils
 - e. Directors of Regional Councils
 - f. Chairs of Ad-~~Hoc~~[-hoc](#) Committees
 - g. Members of Ad-~~Hoc~~[-hoc](#) Committees
 - h. Experts (Tier 3)
 - i. Leads (Tier 3)
2. To be considered for these positions, EO members must have demonstrated their commitment to EO through active participation in EO activities and volunteer service to EO, as well as complete EO’s leadership application steps.
3. EO’s PoL process ensures EO fills leadership positions without regard to candidates’ race, caste, color, creed, religion, gender, sex, sexual orientation, or national origin.

B. POLICIES:

1. EO establishes and publishes clear role descriptions and eligibility requirements for each leadership position listed above on pol.eonetwork.org.
2. EO communicates widely to all EO members as early as possible in each PoL selection cycle about which leadership positions are open. Current EO leadership is encouraged to actively [promote these opportunities and](#) encourage members to apply .
3. EO adopts and follows a uniform application process for all candidates for EO leadership positions. All candidates must comply with all application requirements. EO makes appropriate accommodations for candidates with disabilities. EO may opt to not consider candidates who do not complete all parts of the application process over which they have control.
4. Current EO leadership works with EO staff as appropriate to conduct the leadership selection process. This selection process follows the “Recommend, Agree, Perform, Input, ~~Output~~[Decide](#)” framework (“RAPID”) format.
5. Designated EO member leaders and staff responsible for decisions on each respective role will keep candidates’ names and the information that they provide to EO confidential during the application and selection process. Once the selection process is concluded, the names and approved biographical information of candidates who have been selected for leadership positions will be disclosed as required. EO member leaders and staff will not disclose the names of candidates who were not selected, nor the information that they supplied during the application process.

CHAPTER 12 - REIMBURSEMENT POLICY

A. PRINCIPLES

1. In order to recognize the significant out-of-pocket costs EO member leaders incur personally in carrying out their EO duties, EO has approved the following guidelines for reimbursement of travel and other expenses.

B. POLICIES

2. GLOBAL BOARD TRAVEL EXPENSES

- a. Annual Board travel shall be budgeted based on the Master Calendar of Events of the year and the travel assignments of each Board Member given their roles and liaisons with Regions, Committees and Task Forces.
- b. The Chair holds the ultimate decision of who travels where and is subject to budget approval by the ~~Standing Finance Committee (SFC) Chair~~[Finance Officer](#).
- c. It is a best practice for Board Liaisons to attend the Regional and Committee Events and they must be present and participate in the events.
- d. All Board members shall attend GLC and all Board meetings and may take advantage of events being held back-to-back in the same vicinity, if budget allows.
- e. It is a best practice to have a maximum of two (2) Board members to attend all other events, unless circumstances justify otherwise, and the Chair approves.
- f. It is a best practice to define clear objectives of each trip and the agenda to engage stakeholders. Be prepared to present a verbal report.
- g. Reimbursement of business class travel only when non-domestic flight time is over six (6) hours or on overnight flights. Business class travel is limited for attending Board meetings, GLC, and assigned Board travel. All other events are in coach unless the Chair and ~~SFC Chair~~[Finance Officer](#) approve otherwise.
- h. Board member may opt to travel coach and use the budgeted business class amount to:
 - i. Cover the airfare of a spouse/life partner, significant other or family; or
 - ii. To cover the cost of attending other EO events.
- i. Hotel expenses will be covered at venue hotel or equivalent for the time of the Board meeting or event plus one night on either the front or back end. Hotel expenses will be extended to include Universities attached to a Board meeting.
- j. University registration fees are covered for all standing Board members.

- k. Transportation and incidentals will be covered, but should be kept within reasonable limits.
- l. Exceptions will always be considered and must be approved by Chair and ~~SFC-Chair~~[Finance Officer](#).
- m. The above policy is applicable to the ratified incoming Board members for travel associated with Board on-boarding and duties they are required to undertake as an incoming Board member.

3. EVENT ATTENDANCE

- a. Event registrations will be waived for Board members.
- b. Once per year, the registration fee at EO events will be waived for the spouse/life partner, significant other or family of Board members.
- c. Hotel accommodations at the venue hotel or equivalent shall be provided for a Board member for the nights required to attend the event.
- d. Approved guests of Board members must pay the same fees as other EO guests.

4. COMMITTEE CHAIR EXPENSES

- a. Expenses incurred in addition to approved Committee budgets will be approved on an “as-needed” basis by the Executive Director.

5. OTHER BOARD TRAVEL, COMMUNICATION AND EXPENSES

- a. Board members are entitled to reimbursement of reasonable communication expenses incurred during the performance of their duties. All other Board travel and expenses must be approved by the Chair in advance.

6. PAST BOARD MEMBERS

EO-member Directors of the Board who have completed their respective full terms as a director shall be entitled to a per fiscal year event registration fee reimbursement from EO in the amount of \$10,000.00 to be used by the former director and up to one (1) guest of the director to attend any EO event(s) of the director's choosing. Eligible former directors shall only receive the reimbursement benefit after having actually attended the applicable event. Any part of this event attendance reimbursement benefit that is not used is not eligible to roll-over to the next fiscal year. Any other expenses related to event attendance shall be at the member's own expense. Only past directors who are members of EO in good standing may use this event registration reimbursement benefit.

CHAPTER 13 - FUNDS AND RESERVES

A. PRINCIPLES

1. Funds for the operation of the organization are obtained by the collection of dues, initiation fees and activity charges. Dues and initiation fees are established annually by the EO Board of Directors.

B. POLICIES

1. AUTHORITY

- a. Any two out of the following five positions have the authority to open and close bank accounts, to designate the individuals who can sign checks and other instruments withdrawing funds from the accounts, and to make any other decisions that are necessary to administer the accounts:
 - i. Executive Director
 - ii. The head of EO's Finance Department (CFO or other title)
 - iii. Secretary
 - iv. Chair of the Global Board of Directors
 - v. ~~Chair of the Standing Finance Committee~~[Officer](#)
- b. The ~~Standing Finance Committee of EO has been delegated the authority to manage and~~[BAC](#) shall be responsible for the general oversight of all EO financial matters, subject to the Board's final authority.

2. RESERVE FUNDS

- a. The reserves of the organization are defined and classified as follows:
 - i. General Reserves Fund
 - ii. Innovation Reserves Fund
 - iii. Designated Reserves Fund (Including Regional Balances)
 - iv. Restricted Reserves Fund
- b. **General Reserves:** Surplus Funds shall be defined as revenue in excess of expenses. Subject to the allocation requirements set forth below, all Surplus Funds of the organization shall be held as general reserve funds on EO's balance sheet ("General Reserve Funds") until the Target Reserve Amount (as defined below) is reached. The General Reserve Funds may be used in furtherance of organizational objectives as determined by the Board, subject to the advice of the ~~Standing Finance Committee~~[BAC](#). EO shall maintain the General Reserves Fund at an amount based on a calculation methodology recommended by the ~~Standing Finance Committee (SFC)~~[BAC](#) and approved by the ~~EO Board of Directors~~, as described below.
 - i. **Overview & Purpose:**
 - 1.1 provide EO with long-term financial stability;

- 1.2 generate investment income for the organization while building a stronger balance sheet for long-term organization health; and
 - 1.3 provide a safety net for the operations of EO in financial exigencies.
- ii. **Funding of the General Reserves Fund:** The General Reserves Fund shall be funded with the following:
- 1.1 All Surplus Funds less allocations to the Innovation and Restricted/Designated Funds (as respectively defined below).
 - 1.2 All realized investment income less any amounts set aside for the Innovation Fund.
 - 1.3 All new EO member initiation dues received less allocations for the new member training and event voucher allocations.
 - 1.4 Once the targeted reserve is reached, EO senior leadership, which for purposes of this policy shall include the ~~Standing~~ Finance ~~Committee~~[BAC](#), the Governance ~~Committee~~[BAC](#), EO Regional Councils, EO's staff executive team, and the EO Board of Directors, shall develop an action plan for utilizing surplus amounts beyond the Target Reserve Amount for increasing EO member value.
- iii. **Target Reserve Amount:** The Target Reserve Amount of the General Reserves Fund shall be a minimum of three (3) months and a maximum of six (6) months of operational expenses calculated based on the operational expenses of the previous fiscal year's closing financial statements, which amount shall include all day-to-day general running expenses, regional expenses, member leadership expenses, and EO's Global Leadership Conference ("GLC").
- iv. **Spending Criteria:**
- 1.1 Any spending or re-allocation from the General Reserves Fund less than one million US dollars (\$1,000,000.00) or twenty percent (20%) of the current General Reserves Fund amount, whichever is lesser, shall require a two-thirds (2/3) majority vote of the board.
 - 1.2 Any spending or re-allocation from the General Reserves Fund in any given fiscal year in excess of one million US dollars (\$1,000,000.00) or twenty percent (20%) of the current General Reserves Fund amount, whichever is lesser, shall require:
 - 1.2.1 Review and approval by both Governance and ~~Standing~~ Finance ~~Committees~~[BACs](#). The Board shall request recommendations from both ~~committees~~[BACs](#), and both ~~committees~~ [will BACs shall](#) present their recommendations to the Board prior to a Board vote on such expenditures.
 - 1.2.2 The Governance ~~Committee~~[BAC](#) will evaluate the proposal considering:
 - 1.2.2.1 whether such spending initiative complies with EO's Bylaws and Policies and Procedures, and any other relevant governing documents, rules, requirements, policies, or laws;
 - 1.2.2.2 any legal implications and risks related to or arising from the initiative, including, without limitation, liability, data privacy, and tax and non- profit status considerations;
 - 1.2.2.3 that all proper procedures were followed;
 - 1.2.2.4 whether all legal, operational, and other risks to EO have been considered and that the degree of risk is minimal or acceptable, but in no event exceeds

- EO's organizational risk tolerance preferences;
- 1.2.2.5 the Member Vendor Policy and related legal implications; and
- 1.2.2.6 any perceived or actual conflict(s) of interest.

1.2.3 The ~~SFC~~[Finance BAC](#) will evaluate financial risks and implications to the organization and provide relevant recommendations and guidance.

1.2.4 Upon receipt and review of ~~the~~ Governance and ~~Standing-Finance Committees'~~[BAC](#) approvals, the Board must issue a written motion to formally approve such spending initiative. No such motions shall be issued prior to receipt of the advice of the Governance and ~~Standing-Finance Committees'~~[BACs](#). The findings and analysis of both the Governance and ~~Standing-Finance Committees'~~[BACs](#) shall be included as part of the official meeting minutes regarding any such motion. Any such motion shall require at least a two-thirds ~~majority~~[\(2/3\)](#) vote to pass.

1.2.5 In the event the Board receives guidance from either the ~~Standing~~ Finance or Governance ~~Committees'~~[BAC](#) advising against any such spending initiative, but the Board determines to proceed without the approval of the ~~Standing-Finance~~ and/or Governance ~~Committees'~~[BAC](#), or in any other manner contrary to their advice, such initiative shall require a two-thirds (2/3) ~~majority~~ vote of the Board, and the Board shall record the reasons for such determination in the ~~formal meeting~~ minutes of the meeting at which such determination took place.

c. **Innovation Reserves Fund:**

i. Overview: The Innovation Reserves Fund shall be used to promote innovation within EO ("Innovation Reserves Fund").

ii. Purpose: The Innovation Reserves Fund shall serve to accomplish two purposes as follows:

1.1 The primary purpose of the Innovation Reserves Fund shall be to promote the development of new programmes, services, products or processes that benefit EO members directly by providing funding for initiatives which otherwise would not receive budget allocations in a given fiscal year. Setting aside an amount for innovation provides a mechanism to allow development of ideas that arise between budget cycles and shorten implementation time.

1.2 To ensure EO members receive a direct benefit from realized investment income generated in the prior fiscal year.

1.3 Funding of the Innovation Reserves Fund: The Innovation Reserves Fund shall be funded as follows:

1.3.1 Any amounts in the Innovation Reserves Fund remaining unspent at the end of a given fiscal year shall be carried forward and allocated to the Innovation Reserves Fund for the subsequent fiscal year.

1.3.2 An annual allocation amount from the current fiscal year's budget.

1.3.3 An annual amount determined contingent on the realization of the Target Reserves Amount as follows:

- 1.3.3.1 If the Target Reserves Amount is not reached, then thirty percent (30%) of the prior fiscal year's realized investment income shall be allocated to the Innovation Reserves Fund.
 - 1.3.3.2 If the Target Reserves Amount is reached or exceeded, then sixty percent (60%) of the prior fiscal year's realized investment income shall be allocated to the Innovation Reserves Fund.
 - 1.4 At the close of each fiscal year, EO's most senior finance executive, the ~~CFO~~OFC, and ~~SFC~~the Finance BAC will prepare a report detailing the total funds available, including amount of funds allocated to spend, in the Innovation Reserves Fund for the subsequent fiscal year. This amount shall comprise the new investment income allocation plus any previously accumulated sums in the Innovation Reserves Fund.
 - 1.4.1 Spending Criteria: Any spending from the Innovation Reserves Fund shall comply with the following:
 - 1.4.1.1 New initiatives may be developed and proposed by:
 - 1.4.1.1.1 Any member of EO's Board of Directors
 - 1.4.1.1.2 Global committees
 - 1.4.1.1.3 EO's staff executive team
 - 1.4.1.1.4 EO Regional Councils
 - 1.4.1.1.5 An authorized EO chapter
 - 1.4.1.2 EO members may collaborate with any of the above to facilitate submission of EO member-driven Innovation Reserves Fund spending proposals.
- 1.5 Innovation Reserves Fund initiatives should be targeted to further or accomplish one or many of EO's current strategic initiatives.
- 1.6 No Innovation Reserves Fund spending initiative shall be approved without the submission and approval of an innovation proposal business case, or white paper.
- 1.7 Innovation Reserves Fund spending initiatives of one million US dollars (\$1,000,000.00) or less shall require approval by a majority vote of EO's Board of Directors.
- 1.8 Innovation Reserves Fund spending initiatives in excess of one million US dollars (\$1,000,000.00) shall require approval by a two-thirds (2/3 ~~/~~ ~~majority~~) vote of EO's Board of Directors.
- 1.9 If any Innovation Reserves Fund spending initiative involves spending for staff salaries or other compensation for its execution, the specific staff salary component allocation shall require an additional two-thirds (2/3) majority vote of EO's Board of Directors. The duration of such staffing cost allocations shall not exceed twelve (12) calendar months. Staffing costs allocated from the annual staff compensation expense budget, either by re- allocation of time or new hires, shall not be subject to this requirement. When possible, the Executive Director should utilize existing staff resources or short-term contractors for execution of Innovation Reserves Fund spending initiatives prior to proposing additional staffing budget allocation

from the Innovation Reserves Fund.

- 1.10 The use of short-term contractors for a period of less than twelve (12) calendar months may be allocated from the Innovation Fund and shall not be subject to the two-thirds (2/3) Board majority vote requirement set forth above.
- 1.11 Innovation Reserves Fund spending initiatives that span more than one fiscal year shall require an annual spending ceiling that is lower than the ~~SFC~~Finance BAC's forecasted Innovation Fund investment income allocation. The amount committed will automatically be allocated from the Innovation Reserves Fund for the applicable fiscal years following an initial authorization, but in no event shall such authorization exceed three (3) years.
 - 1.11.1 Restrictions on Use of the Innovation Reserves Fund: The Innovation Reserves Fund shall not be used for the following expenses:
- 1.12 Fixed operational overhead expenses.
- 1.13 Staffing compensation and expenses such as salaries or bonuses are generally prohibited unless approved with a Board super majority as outlined in ~~17.2.2(e)~~Section 1.9, above.
- 1.14 Any use that only directly benefits members of EO's Board of Directors, EO members serving on a single committee, or a single member leader, including, without limitation, Board travel, a Board retreat, or a committee summit meeting.
- 1.15 Any multi-year spending authorization that exceeds three (3) years.

d. **Designated Reserves Fund (Including Regional Balances):**

- i. Overview/Purpose: Subject to the advice and recommendation of the ~~SFC's advice and recommendation~~Finance BAC, EO's Board of Directors may allocate specified amounts for the specific purposes of investment, purchase of fixed assets, or other long-term projects and to be spent within a specified timeline ("Designated Reserves Fund"). Such specified allocations may be terminated at any time at the Board's discretion. Carrying forward of regional budget allocations shall be designated in this category.
- ii. Funding of the Designated Reserves Fund:
 - 1.1 Regional Budget Allocation Carryover: Surplus unspent amounts from a given fiscal year's regional budget allocation may be designated as Designated Reserves Funds reserves and carried forward to the next fiscal year's regional budget allocation ("Regional Carryover"). Such regional budget allocation carryover amounts shall not exceed one hundred twenty- five thousand US dollars (\$125,000.00) per region, or such other amount as the Board may approve on the recommendation of the ~~SFC~~Finance BAC.
 - 1.2 Other Board Designated Reserves Fund amounts shall be determined by the Board in a written resolution specifying the purpose and term for such designation.
- iii. Spending Criteria
 - 1.1 Regional Carryovers may be used by the applicable region in any fiscal year by the approval of the regional council along with its annual budget.

1.2 Other Designated Reserves Fund spending amounts shall only be used in accordance with the specified purpose and term designated in the applicable written Board resolution. Notwithstanding the foregoing, any such Board resolution designated spend from the Designated Reserves Fund shall be subject to all standard budgeting policies and processes, including, without limitation, EO's Financial Operating Guidelines ("FOG")

1.3 If the Board terminates the designation of any Designated Reserves Fund amounts such amounts shall be re-allocated to the General Reserves Fund.

e. **Restricted Reserves Fund:**

i. Overview/Purpose: The Restricted Reserves Fund shall include sponsorship funds and restricted donation amounts—those with specific usage restrictions and/or conditions ("Restricted Reserves Fund"). In the event that ~~programmes~~[programs](#) for which sponsorship or restricted donation amounts have been received span a term of more than one (1) fiscal year, any unspent portion of such amounts shall be carried forward as Restricted Reserves Fund and limited in use for the specific purpose originally indicated for any subsequent fiscal year(s).

ii. Funding: The Restricted Reserves Fund shall be funded by qualified sponsorship payments and restricted use donation amounts.

1.1 Spending Criteria: Restricted Reserves Fund amounts shall only be used for the designated purposes for which such funds were received by EO. In no event shall Restricted Reserves Fund amounts be re-allocated to the General Reserves Fund.

3. INVESTMENT POLICY OF RESERVE ASSETS

a. Please refer to the ~~Standing~~ Finance ~~Committee~~[BAC](#) Investment Policy Statement.

4. RESTRICTIONS ON USE OF INTEREST AND INVESTMENT INCOME

b. Realized investment income and interest income can only be allocated to the reserves as specified in the reserve replenishment and investment income allocation. Realized investment and interest income cannot be used to pay for general operational expenses.

- vi. Undisclosed conflicts of interest
 - vii. Other financial improprieties
 - viii. Accounting or audit irregularities
 - ix. Ethical violations
 - x. Intentional breach or violation of internal controls
 - xi. Private benefit or inurement
 - xii. Collusion or activities to coverup or prevent the disclosure of other violations
 - xiii. Any other illegal and/or improper practices where EO, rather than the person submitting the complaint, is the potential victim of the misconduct
- c. Violations outside of WP Scope. EO Individuals should use EO's existing complaint procedures and mechanisms to report other issues not covered by this Policy, unless those channels are themselves implicated in wrongdoing. This Policy is not intended to provide a means of appealing the outcomes resulting from those other mechanisms. For clarity's sake, this policy is not intended for complaints related to discrimination or harassment, which are covered under the Organization's Discrimination and Harassment Policy ("DH Policy"), nor for human resources or employment-related issues, which should be addressed through the appropriate HR channels, or for other member conduct issues such as violations of the non-solicitation policy or other EO core value violations and/or do not rise to the level of an ethical violation, crime, or other impropriety that injures or otherwise exposes the organization as a whole to legal risk but instead impact an individual's member experience. These violations are prohibited and subject to disciplinary measures, but they should be reported and addressed through the standardized processes implemented specifically for such violations.

2. REQUIREMENT TO ACT IN GOOD FAITH

- a. Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any unfounded allegation that proves to have been made maliciously, recklessly, frivolously, or vexatiously, or with knowledge of their falsity will be viewed as a serious offense and result in disciplinary action up to and including termination of employment or membership status.

3. NO RETALIATION

- a. No EO Individual who in good faith reports a Concern shall suffer harassment, retaliation, or any other adverse consequences, and in the case of an employee, any adverse employment consequences, for having reported a Concern or participating in an investigation conducted under the WP.
- b. Retaliation by staff against EO Individuals submitting complaints may result in penalties up to termination of employment. Retaliation by EO members may result in penalties including prohibition from leadership roles, suspension of membership, or termination of membership.
- c. These protections extend to EO Individuals who report in good faith, even if the allegations are, after an investigation, not substantiated.
- d. Anyone who believes that an EO Individual has been subject to harassment, retaliation, adverse employment consequences, or any other adverse consequences as a result of making a good faith report or participating in a review or investigation of a Concern should contact the Chair of the ~~Governance Committee~~[MCCC](#), or the Chair of the Board in circumstances in which the Chair of the ~~Governance Committee~~[MCCC](#) is involved.
- e. Nothing in the WP shall limit or alter the procedures and protections in EO's anti-retaliation policy.

- f. Pursuant to Section B.2., above, knowingly false, or malicious, allegations are not protected by this policy and will result in disciplinary action, up to and including termination of employment or membership.

4. CONFIDENTIALITY

- a. EO encourages anyone reporting a Concern to identify themselves in order to facilitate the investigation of the Concern, and to facilitate EO's ability to protect anyone reporting a Concern against retaliation. However, Concerns may be submitted on a confidential and/or anonymous basis. EO shall take reasonable steps to protect the identity of the EO Individual and shall keep reports of Concerns confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- b. While anonymous reports of Concerns are permitted and will be reviewed under the WP, anonymous reports are often more difficult to investigate because:
 - i. the report may contain incomplete or unclear information because certain information may be omitted to conceal the whistleblower's identity;
 - ii. follow up with the whistleblower for clarification is not possible; and
 - iii. relevant and sometimes critical documents that may identify the whistleblower are excluded.
- c. While EO recognizes that the benefit of an open-door policy allowing the submission of anonymous reports outweighs the risk of not learning of the suspected violation at all, whistleblowers are nevertheless encouraged to identify themselves to facilitate a thorough investigation and resolution of all Concerns.

5. REPORTING PROCEDURE

- a. Any Concerns should be reported as soon as practicable.
- b. EO has an open-door policy and encourages EO Individuals to share any Concerns with a direct supervisor or Portfolio or Regional leader ("**Direct Lead**") as a first step.
- c. Notwithstanding the foregoing, the EO Individual should follow the reporting procedure set out in Section B.5.d, below, if any of the following apply:
 - i. the EO Individual reasonably believes that the Direct Lead will disregard or otherwise not fairly consider the Concern;
 - ii. the Direct Lead is a subject of the Concern; or
 - iii. the EO Individual does not feel comfortable discussing the Concern with the Direct Lead.
- d. Under any of the circumstances set out in Section B.5.c., above, EO Individuals should report Concerns to ~~the Chair of the Governance Committee (the "Governance Chair")~~governance@eonetwork.org, ~~or such other channel as EO may designate from time to time~~. When reporting Concerns, the EO Individual should describe in detail the specific facts that support the allegations. ~~The report may be sent to the Governance chair by email to governance@eonetwork.org~~
- e. If the ~~Governance Chair~~[MCCC or any member thereof](#) is the subject of the Concern or the EO Individual is not comfortable reporting the Concern to ~~the Governance Chair~~governance@eonetwork.org, the EO Individual may report the Concern to the Executive Director, ~~or the Chair of the Board, or EO's in-house legal counsel~~.

6. IMPLEMENTATION OF THE WHISTLEBLOWER POLICY

- a. Ultimate Board Authority. EO's Board of Directors retains ultimate authority and responsibility for the Whistleblower Policy and its implementation. The Board delegates day-to-day oversight and management of this Policy to the Governance ~~Chair as outlined in this Section B.6~~BAC. Operational review of member-conduct Concerns is assigned to the MCCC. Other Concerns shall be assigned to the appropriate EO staff, professional advisor, committee, or other body, as determined by the Governance BAC or Board. The Board reserves the right to review or otherwise delegate the review of any Concern that is (i) brought directly to it pursuant to Section B.5.e., above; or (ii) submitted through any channel that bypasses the ~~Governance Chair~~of the MCCC. In all cases where the Board itself, or a delegate appointed by the Board, undertakes the investigation of a Concern, the provisions of Sections B.6 and B.7 of the WP shall apply to the Board or its delegate(s) as if the ~~Governance Chair~~of the MCCC were conducting the investigation.
- b. GovernanceMember Conduct and Compliance Chair Responsibility. The ~~Governance~~MCCC Chair is responsible, with respect to Concerns involving member conduct, for:
 - i. promptly investigating, or overseeing the investigation of, each reported Concern;
 - ii. advising the ~~SFC~~Finance BAC of, and to the degree necessary as set forth in Section B.7., below, involving, the ~~SFC~~Finance BAC and/or any operational subcommittee of the Finance BAC, in the investigation and resolution of each reported Concern;
 - iii. the prompt ~~investigating~~investigation and resolution of all reported Concerns;
 - iv. providing reports on the handling of reported Concerns to the Board ~~of Directors~~ as requested by the Board and in compliance with EO's organizational risk reporting processes; and
 - v. recommending resolutions and implementing corrective action in response to any violations substantiated by an investigation in response to a reported Concern.
- c. Acknowledgment of Receipt. Any Direct Lead or other EO Individual who receives a report of a Concern must promptly notify ~~the Governance Chair~~governance@eonetwork.org of such report in writing. The ~~Governance~~MCCC Chair shall notify the reporting individual and acknowledge receipt of each reported Concern within Five (5) business days, unless the report was submitted anonymously, or no return address is provided.

7. INVESTIGATION PROCESS

- a. Responsibility for Investigation. The ~~Governance~~MCCC Chair shall conduct or oversee a prompt, discreet, and objective review or investigation of Concerns involving member conduct based on the submitted report. Other Concerns shall be investigated by the person or body designated by the Governance BAC or Board. A full investigation may not be possible if a report made anonymously is vague or general.
- b. Reliance on Experts. The Governance BAC, and/or the MCCC Chair, in their ~~sole~~-discretion, or upon the recommendation of the ~~SFC~~Finance BAC, and/or the Board, may engage in-house counsel, accountants, investigators, or other experts to assist in any investigation.
- c. Delegation of Investigation. The Governance BAC and/or the MCCC Chair may delegate the investigation to any committee, team, or other individual, including professionals such as in-house counsel, or to professional, external third parties, as long as:
 - i. the delegate is not a subject of the reported Concern;
 - ii. the delegation does not compromise the identity of an EO Individual who submitted a report of a Concern confidentially or anonymously; and

- iii. any delegate responsible for conducting a delegated investigation or related activity shall report to the ~~Governance Committee~~MCCC Chair, the Board Chair, the ~~Standing Finance Committee Chair~~Officer, and/or EO's in-house counsel, as applicable.
- d. Accounting and Auditing Matters. The Governance ~~BAC~~, the MCCC Chair, or ~~their~~an authorized delegate, shall bring any reported Concerns involving corporate accounting practices, internal controls, or auditing to the ~~SFC~~Finance BAC. The ~~SFC~~Finance BAC, and any operational subcommittee thereof if engaged, shall advise and /or participate in the investigation of such concerns as warranted by the circumstances. ~~The Governance Chair, or their delegate,~~Such collaboration shall ~~collaborate with the SFC~~continue until complete resolution of the applicable investigation.
- e. Engagement of Outside Legal Counsel. If the investigation and resolution of a Concern requires consultation with, delegation to, or engagement of external legal counsel, the engagement must be coordinated with and managed by EO's ~~in~~in-house counsel to ensure attorney-client privilege, that legal strategy remains consistent with EO's broader objectives and Board directives, and that the confidentiality of sensitive information is upheld. In-house counsel ~~will~~shall oversee the scope, direction, and communication with any outside firm, ensuring all legal advice and investigative procedures align with EO's policies and the Board's directives.
- f. Resolution of Investigations. The ~~Governance~~MCCC Chair shall:
 - i. Develop written recommendations regarding the findings of any investigation conducted pursuant to the WP, including written recommendations for appropriate corrective action if warranted by the investigation. The ~~Governance~~MCCC Chair will submit any such written recommendations regarding corrective action to the appropriate authority within EO for implementation. For example, the ~~Governance~~MCCC Chair will submit recommendations for corrective action regarding:
 - a) staff violations to the Executive Director or ~~COO~~Staff executive responsible for employee matters;
 - b) suspension of membership or prohibition of assuming leadership roles to the ~~Governance Committee~~MCCC for a vote;
 - c) termination of membership to the MCCC for submission to the Board for vote.
 - ii. Oversee the implementation of a resolution based on the determination of the responsible authority.
 - iii. Follow up with the reporting EO Individual, if possible, for closure of the reported Concern.

8. DISTRIBUTION & TRAINING

- a. The WP shall be made available to all EO Individuals. Training on the WP and related procedures will be provided to facilitate understanding of, and compliance with the policy, and to foster an environment conducive ~~of~~to reporting of Concerns as warranted by the circumstances.

9. PERIODIC REVIEWS

- a. To ensure that EO operates in a manner consistent with its charitable purposes and does not engage in any activities that could jeopardize its reputation or tax-exempt status, the Governance ~~Committee~~BAC shall conduct periodic reviews of the WP. The Governance BAC Chair ~~will, on behalf of the Governance Committee,~~shall present any recommended changes, modifications, or deletions of the provisions of the WP to the Board at its regularly scheduled meeting following any such applicable Governance

Committee [BAC](#) review.

10. QUESTIONS REGARDING THE WHISTLEBLOWER POLICY

- a. Any questions regarding the WP should be submitted to governance@eonetwork.org.

B. POLICIES

1. RAPID FOR APPROVAL OF RAPIDS

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Structure Using the Proposed RAPID The individual with principal responsibility for the structure using the proposed RAPID (e.g., Portfolio or Regional Chair) submits the proposed RAPID to the Board for approval.	OSPC Pursuant to the Board's February 2025 directives, the OSPC will review all RAPIDs before submission to the Global Board.	Board Secretary, Legal, Applicable Operational Structure Board Secretary: Coordinates and records the vote and forwards the approved RAPID to Legal. Legal: files each RAPID in the RAPID compendium appendix to the Policies and Procedures. Operational structure: follows the approved RAPID.	Stakeholders Impacted by the Proposed Rapid; OSPC During its Operation Stakeholder input required will vary by RAPID, during its operation, OSPC advises the recommending structure on input needed and best practice, and coordinates required "A" approvals. Stakeholders could include SFC Finance BAC, Governance, BAC, or and Legal, if needed.	The Board The Board has final decision making authority to approve any and all RAPIDs implemented as a formal policy or process rather than a generalized framework.

2. Annual Budget Recommendation Process RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Staff budget owners	Relevant Regional Council/ Portfolio/ Committee	Management Team	Member leader liaisons, staff leadership & liaisons, Board, SLT	Senior Leadership Team

3. Annual Budget Approval Process RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Senior Leadership Team	SFC Finance BAC	Management Team	Member leader liaisons, staff leadership & liaisons, Board, SLT	The Board

4. Change Project Recommendation Process RAPID - Subject to Innovation Reserves Fund Policy

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Applicant 1. Any member of EO Board; 2. Global Committees; 3. SLT; 4. Regional Councils; 5. Authorized EO Chapter(s)	SFC Finance BAC	Management Team	Member leader liaisons, staff leadership & liaisons, Board, SLT	Senior Leadership Team

5. Change Project Approval Process RAPID - Subject to Innovation Reserves Fund Policy

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Senior Leadership Team	SFC Finance BAC	OSPC Chair and staff liaison	Change Project review group	The Board

6. Growth Co-Investment Plan Funding Allocation RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Growth Portfolio	Growth Portfolio staff liaison	Regional team, Growth Portfolio leadership, chapter leaders	Growth Directors, Growth Portfolio leaders, supporting and liaising with Regions	Growth Portfolio Chair

7. Annual Recruitment Target Recommendation (Growthcast) RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Regional Growth Director	Regional Chairs	Chapters, Growth staff liaison to share targets with SFC Finance BAC and Board	Chapter and Regional leadership; data team with Growthcast forecast	Growth Portfolio Chair

8. Submission of Business Cases for Prioritized Markets RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Regional Growth Director	Regional staff director	Regional staff director	Area Directors; case-by-case stakeholders (e.g., neighboring chapters)	Regional Chair

9. Regional Chair-Elect Selection RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Regional Council Chair	Staff director, or executive, as applicable, liaising with the Region	The Board – inform by phone call	Governance, Regional Council Chair; Regional Council members; current and past staff liaisons; executive liaison to the Region; Board liaison to the Region	The Board

10. Portfolio Chair-Elect Selection RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Portfolio Chair	Staff director or executive, as applicable, liaising with the Portfolio	The Board – inform by phone call	Governance; Portfolio Chair; Regional Council members; current and past staff liaisons; executive liaisons to the Portfolio; Board liaison to the Portfolio applicable BAC chair	The Board

11. Governance Member Conduct and Compliance Committee Chair-Elect Selection RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Governance-Committee MCCC Chair	Staff director or executive, as applicable, liaising with the Governance-Committee MCCC	The Board - inform by phone call	Governance staff ; Governance-Committee MCCC Chair; Regional Council members; current and past staff liaisons; executive liaisons to the - Committee MCCC; Board liaison to the Portfolio Governance BAC Chair	The Board

12. Standing Committee MCCC and OFC Member Selection RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Standing-Committee-Chair MCCC and OFC Chairs, respectively	Staff director or executive, as applicable, liaising with the committee	Standing Applicable Committee Chair – to inform by phone call	Governance; Standing Applicable Committee Chair; current and past staff liaisons; Regional	The Board

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
			Council Chair; liaison Applicable BAC Chair	

13. Regional Council Member (Area Directors, MFDs, Regional Finance Directors) Selection RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Staff director or executive, as applicable, liaising with the Region	Regional VP	Regional Chair - to inform by phone call	Governance; incumbents; past Regional Council Chair(s); current and past staff liaison(s); Board liaison to the Region; SFC OFC for Regional Finance Directors	Regional Council Chair

14. Portfolio Team Member Selection RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Staff director or executive, as applicable, liaising with the Region applicable portfolio	Functional area VP or responsible Senior Leadership Team member	Portfolio Chair - to inform by phone call	Governance; incumbents; past portfolio members; Board liaison to the Portfolio applicable BAC Chair ; current and past staff liaison(s)	Portfolio Chair

15. Change Team Member Selection RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Staff director or executive, as applicable, liaising with the Region applicable change team	Responsible Senior Leadership Team member	Change Team Chair - to inform by phone call	Governance; Change Team Chair; Board liaison to the Change Team applicable BAC Chair ; current and past staff liaisons	Change Chair

16. Ad-Hoc Role Creation RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Staff director or executive, as applicable, liaising with the Region applicable structure	VP Leadership and Development; Leadership and Development Portfolio Chair	Path of Leadership Staff Team	Governance; responsible structure Chair chair ; current and past staff liaisons	The Board

17. Tier 3 Lead Role Creation RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Staff director or executive, as applicable, liaising	VP Leadership and Development; Leadership and Development	Path of Leadership Staff Team	Governance; responsible structure Chair chair ; current	The Board

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
with the Region applicable structure	Portfolio Chair		and past staff liaisons	

18. Task Force Approval RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Executive Director	NA – Executive Director authority to recommend to the Board	OSPC staff liaison	OSPC members and staff; Senior Leadership Team; relevant functional and regional leads as applicable to the Task Force; SFC Finance BAC	The Board

19. Prioritized Market(s) and New Chapter Inquiry Approval RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Growth Portfolio reviews and aligns on the recommendation for the compiled list based on the submitted business cases from the Regional Growth Directors.	Growth Portfolio staff liaison	Growth directors, Growth staff, Regional staff	Regional Growth empowerment leaders; individuals responsible for business case content; Regional Council Chair; Regional Growth Director; Governance; Chapter Operations	Growth Portfolio Chair

20. New Chapter Launch RAPID

Recommend (R)	Agree (A)	Perform (P)	Input (I)	Decide (D)
Growth Portfolio Chair	Legal and Governance requirement due diligence	Chapter launch core team assigned to new market launch; legal issues Authorized Chapter License Agreement	Growth Portfolio staff liaison; Regional growth empowerment leaders; Regional Council chair; Regional Growth Director; Regional staff director; Governance; Chapter Operations	Executive Director

Redline Format Changes to EO's Standing Committee and Advisory Council Procedures Showing Only Pages with Substantive Changes

PROCEDURES FOR EO GLOBAL STANDING AND AD-HOC BOARD ADVISORY COMMITTEES, BAC OPERATIONAL COMMITTEES, AND ADVISORY COUNCILS PROCEDURES FOR EO STANDING AD-HOC COMMITTEES, ADVISORY COUNCILS, AND OTHER ADVISORY STRUCTURES BODIES

Updated: ~~September 5~~ June 12, 2025 ~~2026~~

1.0 Finance, Audit, Investment, and Risk Board Advisory Committee

2.0 ~~1.0~~ Legal, Organizational Governance, Integrity, and Compliance Board Advisory Committee

~~1.1 — To include enduring unilateral review, compliance and approval with Charter Documents at all levels, oversight of the Organization's legal issues, general counsel, and audit responsibilities, as well as resolution of internal and external matters relating to EO's mission. The Governance Committee reserves the right to hold the EO Global Board accountable to EO's Bylaws and procedures when circumstances support this level of oversight.~~

~~1.2 — The Governance Committee has the right to investigate and recommend to the Board the appropriate action on all issues not specifically covered within the current by-laws with all entities throughout the organization, with the EO Global Board only able to "veto" any matters that do not pertain to the Board itself.~~

3.0 Strategy Board Advisory Committee

4.0 Leadership Board Advisory Committee

5.0 Member Value Board Advisory Committee

6.0 Member Conduct and Compliance Committee

6.1 Principle and Purpose. The Member Conduct and Compliance Committee ("MCCC") is a operational subcommittee of the Governance BAC. The MCCC reports to the Governance BA. The MCCC is responsible for member facing operational governance, including member conduct and investigations, DHR matters, disciplinary matters short of Board-reserved action, member conflict of interest review, and chapter compliance reviews and audits.

6.2 Composition. The MCCC shall include:

6.2.1 The MCCC Chair.

6.2.2 One Regional Governance Director from each EO region

6.2.3 Tenured or at large Governance Directors as required in the MCCC chair's discretion, each of whom shall have served as Regional Governance Directors for at least one (1) year.

6.2.4 one (1) liaison appointed from the OFC to provide support for finance, audit, and financial investigation matters, serving as a non-voting participant;

6.2.5 EO staff governance and legal liaisons, as designated by EO;

6.3 MCCC Chair. The MCCC Chair is a Tier 1 leadership role. The MCCC Chair manages the work of the MCCC, supports consistent application of EO policies and procedures, and reports to the Governance BAC.



6.4 Regional Governance Directors. Regional Governance Directors serve as the primary regional member-leader contacts for member conduct, DHR, COI, chapter-compliance, and related governance matters assigned to the MCCC.

7.0 ~~2.0~~ Standing Operational Finance Committee

7.1 ~~2.1~~ The ~~Standing Finance Committee~~ OFC's purpose is to manage the operational tasks required in support of the Finance BAC's financial oversight function and Board reporting and advisory functions. The OFC shall provide oversight for operational support, analysis, and recommendations regarding long-term financial planning and analysis, the audit process, review of annual budgets, management of EO's financial investments, reserves, and overall financial oversight and guidance to ~~each of the EO's regions, Committees, and committees~~ other functional bodies. The ~~SFC~~ OFC may recommend financial policies, procedures, and processes for adoption. ~~The Standing Finance committee purpose is to by the appropriate approving authority. The OFC shall advise and report to the EO Board.~~

~~2.2~~ ~~The Standing Finance Committee~~ BAC.

7.2 The OFC shall ~~be composed of~~ include:

~~2.2.1~~ —

7.2.1 The ~~Standing Finance Chair, who is a member of the Board, appointed by the EO Chair-Elect and ratified by the Board annually~~ Officer serving as ex officio chair of the OFC.

7.2.2 ~~2.2.2 Two~~ up to two (2) additional members of the Board, ~~who are appointed by the EO Chair-Elect and ratified by the Board annually (nonvoting).~~ as non-voting OFC participants;

~~2.2.3 One (1) Governance Liaison (non-voting).~~

7.2.3 one (1) liaison appointed from the MCCC to provide support for legal, governance, and compliance matters, serving as a non-voting participant;

7.2.4 ~~2.2.4 One~~ one (1) ~~Past SFC~~ past OFC Chair ~~(serving as a non-voting).~~ participant;

7.2.5 ~~2.2.5 Eleven~~ one (1) ~~Global Finance Directors,~~ Director from each ~~representing one~~ EO region; and

7.2.6 up to three (3) Tenured or at large Finance Directors, as required in the Finance Officer's discretion.

7.3 ~~2.3~~ The subcommittees of ~~SFC~~ the OFC shall include Financial Audits and Tax, Investments and Reserves, Budgets, Quarterly Reviews and Planning, and Region and Committee Finances. Each subcommittee shall assign a chairperson, who will be a Global Finance Director. Each Global Finance Director shall be assigned to a subcommittee. The ~~SFC reserves the right to~~ OFC may add members to ~~the any~~ subcommittee as appropriate.

7.4 The Regional Finances subcommittee shall ~~be composed of eleven~~ include one (11) Regional Finance ~~Directors,~~ Director from each ~~representing one~~ EO region.

8.0 ~~3.0~~ Human Capital Advisory Council (HCAC)

8.1 ~~3.1~~ Principle and Purpose. Provide expert advice and guidance to the Board on issues related to executive recruitment, executive performance, executive remuneration, Board performance, and general human capital issues and trends affecting EO.

8.2 ~~3.2~~ Structure. The HCAC is composed of members and subject to eligibility requirements, as follows:

8.2.1 ~~3.2.1~~ The HCAC consists of no fewer than four (4) and no more than seven (7) voting members. All members of the HCAC must have demonstrably sufficient experience in human resources matters, including, without limitation, the recruitment and performance of c-suite and other executive employees, executive-compensation, and/or related or comparable human-capital matters.



8.2.2 ~~3.2.2~~ One (1) member of the HCAC shall serve as the Chair of the HCAC (the 'HCAC Chair'). The HCAC Chair must be a voting member of EO's Board of Directors. The HCAC Chair counts toward the membership count requirements for the HCAC, as set forth in subsection 3.2.1, above.

8.2.3 ~~3.2.3~~ In addition to the HCAC Chair, at least one (1), but no more than two (2) other members of the HCAC must be voting members of the Board.

8.2.4 ~~3.2.4~~ One (1) member of the HCAC shall be a past EO Board Director.

8.2.5 ~~3.2.5~~ The current Chair of the Board may not serve on the HCAC.

8.2.6 ~~3.2.6~~ All members of the HCAC, including the HCAC Chair, shall serve one (1) year terms, with all terms subject to annual Board ratification pursuant to Chapter 6 of the Policies and Procedures.

8.2.7 ~~3.2.7~~ A ~~Standing Finance Committee ("SFC")~~ BAC or OFC Liaison, ~~to be selected and appointed by the Board by majority vote at the Finance Officer's discretion.~~ The ~~SFC~~ finance liaison will serve on the HCAC on an annual basis, with a new ~~SFC~~ finance liaison appointed each fiscal year. The ~~Standing Finance Committee Liaison~~ finance liaison to the HCAC is a voting member of the HCAC, but shall not be counted with respect to minimum and maximum HCAC member requirements, including, without limitation, those related to number of Board members on the HCAC and total HCAC composition.

8.2.8 ~~3.2.8~~ Current and past Board Director members of the HCAC are selected and appointed by the Board by majority vote. Non-Board Director members of the HCAC must apply through the Path of Leadership ("PoL") process, with final appointment subject to majority vote of the Board.

8.3 ~~3.3~~ Mandate

8.3.1 ~~3.3.1~~ ~~Chief Executive Officer~~ Director (~~CEO~~ ED) recruitment and performance management.

8.3.1.1 ~~3.3.1.1~~ CEO ED recruitment when so directed by the Board.

- a. Authority to act: search firm selection, drafting job description, managing interviews, shortlisting candidates.
- b. Recommend to the Board for approval: selection, remuneration, and allowances.

8.3.1.2 ~~3.3.1.2~~ Ongoing CEO ED Performance Management.

- a. Authority to act: conduct regular check ins with and evaluations of the CEO ED based on key performance indicators (KPIs) previously approved by the Board. Provide reports to Board based on such evaluations.
- b. Recommend to the Board for approval: CEO ED annual KPIs, bonus, & increments.

8.3.2 ~~3.3.2~~ Board Performance Management.

8.3.2.1 ~~3.3.2.1~~ Authority to act: lead the Board's self-evaluation process on an annual basis, including selection of any outside firms to aid in the process.

8.3.2.2 ~~3.3.2.2~~ Lead any Independent Board Director(s) search process, when so requested by the Board.



[8.3.2.3](#) ~~3.3.2.3~~ Authority to act: search firm selection, drafting job description, managing interviews, shortlisting candidates.

[8.3.2.4](#) ~~3.3.2.4~~ Recommend to the Board for approval: selection, remuneration, and allowances.

[8.3.3](#) ~~3.3.3~~ Human capital (HC) Oversight.

[8.3.3.1](#) ~~3.3.3.1~~ Be aware of trends affecting EO staffing and serve as a resource to EO's Human Resources (HR) executives.

[8.3.3.2](#) ~~3.3.3.2~~ Propose and advise on Human Capital spending amounts (compensation, benefits, other ancillary spends) to the ~~SFC~~[Finance BAC](#) and the Board in coordination with the Executive Team.

[8.3.3.3](#) ~~3.3.3.3~~ Senior Leadership Team ("SLT") and Executive Compensation Oversight. The HCAC, with support and input from the ~~SFC~~[Finance BAC](#), is responsible for reviewing and recommending compensation packages for all EO "key executives," defined as every member of the SLT, and any employee with the title of Vice President or higher. The HCAC's oversight of executive compensation review and recommendations shall be conducted in a manner that satisfies, and is intended to create, the "safe harbor" rebuttable presumption of reasonableness under U.S. Treasury Regulation §3.4958-6 (the "Regulation"). In carrying out this function, the HCAC must, in every instance in which it submits a recommendation to the Board for approval of an executive's compensation, meet the following requirements:

- a. Independence and Conflicts Check. Ensure that every HCAC member participating in a compensation recommendation has no "excess-benefit" conflict of interest, as defined by the Regulation, and that any member who does is recused from such vote.
- b. Comparability Data. Obtain and rely on appropriate comparability information prepared by an independent source before making any recommendation on executive compensation to the Board. Appropriate comparability information shall, at a minimum, include:
 - i. compensation data from at least three (3) similarly situated nonprofit organizations (e.g., those of comparable size, budget, mission, structure, geography, etc.), drawn from Form 990 filings or reputable compensation surveys;
 - ii. a market analysis prepared or validated by an independent compensation consultant who has no conflict of interest with EO or the affected executive; and
 - iii. a summary of the executive's individual performance metrics and goals for the preceding year.
- c. Formal Advanced Approval. Adopt each compensation recommendation in advance, by recorded vote at a meeting where a quorum of eligible HCAC members is present, and transmit the recommendation and supporting analysis to the Board for final approval.
- d. Contemporaneous Documentation and Board Reporting. Prepare and retain contemporaneous written minutes that specify the comparability data reviewed, any recusals, the final HCAC vote, and the rationale for the recommendation, and before the Board takes any action related to executive compensation, provide the Board with a concise written report summarizing the HCAC's



review process and supporting the HCAC's compensation recommendation.

8.3.4 ~~3.3.4~~ Changes to mandate: Changes to the mandate of the HCAC, including, without limitation, the addition of responsibilities beyond the scope of those listed can be made by majority vote of the Board.

9.0 ~~4.0~~ Organizational Strategy & Planning Council ("OSPC")

9.1 ~~4.1~~ Notwithstanding anything to the contrary set forth in Chapter Six of EO's Policies and Procedures, entitled "Global Standing ~~and Board Advisory Committees, Operational Subcommittees, Ad-Hoc~~ Committees, and Advisory Councils", the OSPC shall be an Ad-Hoc Committee operating from July 1, 2025, to June 30, 2026, with continued operations beyond June 30, 2026 subject to Board approval. The OSPC is subject to the terms of Section 4 of this Procedure, as set forth below. In the event of a conflict between the terms governing Ad-Hoc Committees set forth in Chapter Six of EO's Policies and Procedures, or elsewhere in EO's Policies and Procedures, and Section 4 of this procedure, the terms of section 4 of this procedure will govern.

9.2 ~~4.2~~ Principles and Purpose: The purpose of the OSPC is to provide strategic expert advice and guidance to the Board on organizational structure and the future of the organization, and member leader accountability and feedback, and to act as a liaison between the Board and EO's Senior Leadership Team ("SLT") to facilitate effective and compliant implementation of the Board's strategy and directives by the SLT. The Council aims to ensure the Board is fully informed and equipped to make decisions that provide EO member leaders and staff with the structure, support, and guidance needed to operate at the highest level.

9.3 ~~4.3~~ Structure: The OSPC is composed of experienced EO members and staff appointed based on their EO experience, business expertise, and ability to contribute to the OSPC's objectives, and the Board's needs. No EO Member shall serve on the OSPC for more than three (3) consecutive years.

9.3.1 ~~4.3.1~~ The OSPC Chair. The OSPC Chair must be a former Board member or Tier 1 leader with extensive leadership experience within EO and familiarity with EO's organizational structure and strategic goals.

9.3.1.1 ~~4.3.1.1~~ The OSPC Chair is a Tier 1 leadership role. Appointment to the position of OSPC Chair is subject to the standard Path of Leadership ("PoL") process applicable to Tier 1 member leaders. Candidates must apply through this PoL process. The term of the OSPC Chair is one (1) year, subject to ratification by the Board. During the PoL process to select an OSPC Chair-Elect, those currently serving in the role of OSPC Chair may be requested to extend their term for additional one (1) year terms, not to exceed three (3) years in total.

9.3.1.2 ~~4.3.1.2~~ The OSPC Chair shall:

9.3.1.2.1 ~~4.3.1.2.1~~ direct the OSPC and serve as a resource for EO members and staff to provide feedback on organizational roadblocks;

9.3.1.2.2 ~~4.3.1.2.2~~ prioritize and escalate reported roadblocks to the appropriate bodies for resolution;

9.3.1.2.3 ~~4.3.1.2.3~~ maintain a deep understanding of the multi-year, annual, change, and pilot work happening across the organization;

9.3.1.2.4 ~~4.3.1.2.4~~ in partnership with EO staff, monitor and advise on the annual planning and reporting process to support the organization's goals, with regular reporting to the Board on such activities;

9.3.1.2.5 ~~4.3.1.2.5~~ develop, recommended, and submit multi-year planning



processes to the Board for approval, followed by active monitoring of Board approved process progress during the implementation of three (3) year plans;

9.3.1.2.6 ~~4.3.1.2.6~~ review and report to the Board on the success of existing plans, providing the Board with insights and recommendations for improvement before engaging in efforts towards the development and proposal of subsequent plans;

9.3.1.2.7 ~~4.3.1.2.7~~ monitor the output of the quarterly report and executes experience sharing around pain points and wins;

9.3.1.2.8 ~~4.3.1.2.8~~ recommend future change projects and pilots to the Board in support of EO's approved strategic direction; and

9.3.1.2.9 ~~4.3.1.2.9~~ serve as the lead of the Change Project Review team, to align with existing standard operating procedures, and with reports to the Board on the outcome and results of the Change Project Review team's work.

9.3.2 ~~4.3.2~~ OSPC Board Liaison. An OSPC Board liaison, selected annually pursuant to the PoL processes applicable to Board liaisons to Tier 1 leadership structures.

9.3.3 ~~4.3.3 Standing Finance Committee ("SFC") Liaison~~ liaison pursuant to the PoL processes applicable to ~~SFC Finance~~ liaisons to Tier 1 leadership structures.

9.3.4 ~~4.3.4~~ OSPC EO Staff Representatives

9.3.4.1 ~~4.3.4.1~~ Executive Liaison. The executive liaison to the OSPC shall be an EO staff executive subject to appointment and ratification by the Board. The executive liaison shall not be a voting member of the OSPC.

9.3.4.2 ~~4.3.4.2~~ Planning and Leadership Staff Liaisons. Up to two (2) staff liaisons serving in a professional capacity related to planning and/or leadership, respectively, who shall be appointed annually by the OSPC executive liaison, and who shall serve in advisory roles without voting rights.

9.3.4.3 ~~4.3.4.3~~ Legal Liaison. An attorney from EO's in-house legal team shall be consulted to review OSPC proposals, recommendations, or other formal actions being submitted to the Board for approval by Board vote prior to submission of such items to the Board, or as otherwise required by the Board. The legal liaison is not a mandatory participant for all OSPC meetings and activities but will be available on an as-needed basis and serve as a legal advisor in support of the OSPC's activities by providing policy guidance and interpretation, corporate structure guidance, serving as products and planning counsel, and providing any other legal support requested by the OSPC.

9.3.5 ~~4.3.5~~ Five Member Leader Roles. Up to five (5) additional, optional Tier 2 leadership roles for EO members who have previously served in Tier 1 leadership roles, and who have sufficient current familiarity with EO's operating model and strategic goals. These additional five optional (5) OSPC member leader roles would include, without limitation:

9.3.6 ~~4.3.5.1~~ Tier 1 Alignment Partner. This role serves as a strategic partner to the chairs and liaisons in the regions, portfolios, and committees, providing support in identifying and addressing roadblocks to enhance organizational efficiency.

9.3.7 ~~4.3.5.2~~ Leadership and Strategic Meetings Partner. This role serves to coordinate with the OSPC Chair and EO staff to develop and deliver content for member leader onboarding, and organizational planning, strategy, and other related meetings.



APPENDIX C

Redline Format Changes to EO's Non-Global Board Path Of Leadership Procedures

Showing Only Pages with Substantive Changes

REGIONAL COUNCILS

PATH OF LEADERSHIP SELECTION

PROCEDURES (non-Global Board)

Updated: ~~September 5~~[June 23, 2025](#)[2026](#)

1.0 PoL Preparation

1.1 All positions for the upcoming year are identified and updates to position descriptions are made and posted to [pol.eonetwork.org](#) by a member of EO's PoL staff team in a manner permitting access by all EO members.

1.1.1 The target deadline for posting and publication of Tier 1 PoL positions is February 15 of the then current fiscal year.

1.1.2 The target deadline for posting and publication of Tier 2 PoL positions is August 15 of the then current fiscal year.

1.1.3 The target deadline for posting and publication of Tier 3 PoL positions is September 15 of the then current fiscal year.

1.2 EO staff will develop the relevant marketing campaign and materials.

1.3 EO's PoL staff team will educate applicable EO staff and members on the RAPID decisions that impact the PoL process.

1.4 Internally, leadership levels may be referenced as Tiers. Any reference to Tiered leadership is defined as:

1.4.1 Tier 1. Board Members ~~and Standing Committee~~, [BAC operational subcommittee chairs](#), Portfolio, Change, and Regional Council Chairs

1.4.2 Tier 2. ~~Standing Committee~~[BAC operational subcommittee members](#), Portfolio, and Change Team Members, and Regional Council Directors

1.4.3 Tier 3. Experts and Leads. 'Expert' refers to Tier 3 roles that map directly to a Chapter Officer role for training and readiness purposes. 'Lead' refers to Board-recognized PoL roles at the Tier 3 level that coordinate a discrete function, program, or community at the global, regional, or organizational level (e.g., Chapter Launch Lead, SLP Lead, Industry Group Lead, Community Lead). Specific Tier 3 roles are identified and maintained on [pol.eonetwork.org](#).

2.0 Applying For Leadership Positions

2.1 EO members visit [pol.eonetwork.org](#) to review all available position descriptions.

2.2 EO members submit online applications through the link on the PoL website.

2.3 By applying, members acknowledge in their application that they are in good standing with EO.

2.4 Upon applying, applicants will receive an automated response informing them that their application has been successfully submitted and received.

2.5 Applicants may apply to two (2) positions simultaneously, ranking their preference between the two (2) positions.

2.6 Rolling deadlines are in place for different position levels:

2.6.1 Chairs-Elect. Chair-Elect applications for [BAC operational subcommittee](#), Regional, Portfolio, ~~Standing Committee~~, and Change positions are due by **May 1** of the then current fiscal year.

2.6.2 Global Tier Two Leaders. ~~Standing Committee~~[BAC operational subcommittee](#), Global Portfolio, Change Project Team, and Regional Council Director applications are due



October 15 of the then current fiscal year.

2.6.3 Tier Three Positions. Tier three applications are due **December 1** of the then current fiscal year.

2.6.4 Weekend Adjustment. If a published PoL application opening or closing date falls on a weekend, it automatically moves to the next business day.

2.6.5 No Late Applications. Late applications are not permitted.

3.0 Application Review

3.1 Applications will be reviewed by EO's PoL staff to ensure completeness and to ensure applicants qualify for the positions for which they applied.

3.2 Applicant information will be submitted to EO Governance staff to check for records of EO Code of Conduct violations or pending investigations that could impact their ability to serve. If any issues are identified, PoL and Governance staff will collaborate to address any identified record of violations.

3.3 Selection teams, as designated by the PoL RAPID processes, will review all applicants for each position to determine which applicants will move forward for an interview. Not all applicants will necessarily be interviewed.

4.0 Interview Process

4.1 Per RAPID, the recommender for each role will determine who the appropriate participants are in the interview process.

4.2 Interview panelists will be educated on the role and expectations by the recommender.

4.3 Interview panelists will complete a written assessment for each applicant using a standard template provided by the PoL staff. Interview feedback is intended exclusively for use by the recommender and will be treated as confidential.

5.0 Selection and Notification of Regional Council and Ad Hoc Committee Chairs-elect; Board Liaisons and BAC Coordination.

5.1 Submission to the Board. Prior to the June Board meeting, the PoL team will submit the list of recommended Regional Council, ~~Standing Committee~~BAC operational subcommittee, and Ad-hoc Committee (Global Portfolio and Project Change Team) chairs-elect to the Board for consideration. The Board shall discuss the recommendation for each position and vote on each recommendation. If any recommendation is not approved, the Board will decide on a replacement or send the question back to the applicable structure to determine and submit another recommendation using the same process.

5.2 Communications after Board Approval. After Board approval, each Global Board Liaison for the relevant structure will notify the approved Chairs-elect at the conclusion of the June Board meeting, and the current chairs shall notify all candidates who were not selected within seventy-two (72) hours. The target is for all positions to be filled and communication to candidates not selected completed no later than 72 hours from the close of the June Board meeting.

5.3 Board Liaisons and BAC Coordination. Board ~~Liaisons~~liaisons to ~~Standing Committees~~, Regional Councils, ~~Portfolios, and Change Projects~~ are appointed based on the recommendation of the Board Chair-Elect at or promptly following the June Board meeting. Each BAC Chair is responsible for coordinating and integrating the work of the operational subcommittees, Portfolios, Change Projects, Task Force Teams, Advisory Councils, and other structures assigned to that BAC into the BAC's Board facing oversight and reporting role, unless the Board expressly provides otherwise.

6.0 Selection and Notification of Non-Chair-Elect Roles