

Ubuntu Channel Alliance

Founding Board Policy Manual

Document Area	Board Governance and Organizational Policies
Approved Date	9/11/2026
Approved By	Shane Betrix, Ramon Smith, Dale Knowles
Effective Date	9/11/2026
Current Version	1.0

This manual supplements the Articles of Incorporation and Bylaws. If a conflict exists, applicable law, the Articles, and the Bylaws control. These policies are intended to provide practical guidance during the Corporation's startup stage and may be expanded as the organization grows.

TABLE OF CONTENTS

1. Governance Philosophy
2. Board Roles and Responsibilities
3. Board Member Expectations
4. Code of Ethics
5. Conflict of Interest
6. Executive Director Relationship
7. Financial Management
8. Procurement and Purchasing
9. Expense Reimbursement
10. Gift Acceptance
11. Fundraising
12. Volunteer Management
13. Human Resources
14. Scholarship Program
15. Curriculum and Program Standards
16. Technology and Cybersecurity
17. AI Acceptable Use
18. Data Privacy
19. Record Retention
20. Whistleblower Protection
21. Risk Management
22. Communications
23. Equal Opportunity and Inclusion
24. International Programs
25. Crisis Management
26. Annual Board Self-Assessment
27. Technology Advisory Council

1. Governance Philosophy

The Board governs and management executes. The Board focuses on mission, strategy, oversight, financial stewardship, risk, and leadership accountability. Management and authorized volunteers handle daily operations.

During the startup stage, directors may perform operational work when authorized by the Board. A director performing operational duties must distinguish those duties from the director's governing role.

2. Board Roles and Responsibilities

The Board is responsible for mission stewardship, long-term strategy, financial oversight, risk management, legal compliance, fundraising leadership, community engagement, and hiring and evaluating the Executive Director when that position is established.

The Board does not directly supervise staff other than the Executive Director unless the Board has approved a temporary startup arrangement.

3. Board Member Expectations

Each director is expected to attend at least 75 percent of meetings, prepare before meetings, support reasonable fundraising and outreach efforts, maintain confidentiality, disclose conflicts, advocate for the mission, and complete appropriate governance orientation.

The Board Chair shall address repeated failure to meet these expectations. Any removal of a director must follow the Bylaws.

4. Code of Ethics

Directors, officers, employees, and volunteers shall act honestly, comply with applicable law and organizational policy, protect donor and learner trust, use resources responsibly, maintain appropriate confidentiality, treat people respectfully, and avoid using organizational assets or opportunities for personal gain.

Suspected misconduct should be reported promptly. Retaliation against a person who raises a concern in good faith is prohibited.

5. Conflict of Interest

Directors, officers, and key employees shall complete an annual conflict disclosure and promptly disclose new conflicts. Conflicts may include financial interests, family relationships, employment relationships, vendor relationships, or decisions involving grants, scholarships, or related organizations.

A person with a conflict shall disclose it, leave the discussion when requested, and abstain from voting. Disinterested directors shall determine whether the transaction is fair, reasonable, and in the Corporation's best interests. The disclosure and decision shall be recorded in the minutes.

6. Executive Director Relationship

The Executive Director, when hired, leads daily operations, supervises staff, prepares budgets, implements Board strategy, oversees programs, and reports organizational performance.

The Board shall establish annual priorities and review performance at least annually. Compensation shall be approved by disinterested directors using appropriate comparable information and documented in the minutes.

The Chair serves as the primary governance contact for the Executive Director but may not independently override decisions of the full Board.

7. Financial Management

The Corporation shall adopt an annual operating budget and receive financial reports at least quarterly. Bank accounts and authorized signers require Board approval.

Payments above \$5,000 require approval from two authorized individuals. This requirement applies to checks, electronic payments, contracts, and other financial commitments.

Board approval is required for new debt, real estate transactions, investments, and unbudgeted capital purchases above \$25,000.

Bank reconciliations shall be completed regularly by a person who is not the sole approver of the related payments whenever staffing permits. Restricted funds shall be tracked and used only for their approved purpose.

The Corporation shall obtain an audit, review, or other financial examination when required by law, required by a funder, or directed by the Board.

8. Procurement and Purchasing

Purchases must be reasonable, mission-related, properly approved, and free from undisclosed conflicts. The following guidelines apply unless a grant or contract requires stricter rules:

- Under \$5,000: authorized management discretion within the approved budget.
- \$5,000 to \$25,000: obtain multiple quotes when practical and document the selection.
- Over \$25,000: use a formal competitive process or document why a sole-source or alternative process is appropriate.
- Purchases may not be divided to avoid approval thresholds. Emergency, renewal, specialized, or sole-source purchases require written justification.

9. Expense Reimbursement

The Corporation reimburses reasonable and necessary business expenses supported by receipts or other appropriate documentation. Expense reports should normally be submitted within 30 days.

Travel should use coach airfare, reasonably priced lodging, and moderate meals. Mileage may be reimbursed at the rate approved by the Board or the applicable federal rate.

The Chair or Treasurer approves Executive Director expenses. An officer who did not incur the expense approves director expenses. Alcohol is not reimbursable unless approved in advance for an authorized donor or stakeholder event.

10. Gift Acceptance

The Corporation may accept routine gifts of cash, publicly traded securities, technology equipment, software licenses, corporate support, and program or scholarship funding that are consistent with its mission.

Management may accept ordinary restricted gifts that support approved programs. Board approval is required for real estate, endowments, planned gifts, cryptocurrency, naming rights, unusual restrictions, or gifts that create significant cost, risk, or long-term obligations.

The Corporation may decline any gift that is unlawful, inconsistent with its mission, excessively burdensome, or likely to damage its reputation. Donors are responsible for obtaining their own tax and legal advice and for valuing noncash gifts.

11. Fundraising

Fundraising communications must be truthful, respectful, and consistent with donor intent. Restricted contributions shall be used only for the stated purpose, and donor information shall be protected.

The Board shall monitor dependence on any single donor, sponsor, or funding source and work toward reasonable funding diversification as the organization grows.

Fundraising activities shall comply with applicable charitable solicitation, tax, sponsorship, raffle, and reporting requirements.

12. Volunteer Management

Volunteers shall receive appropriate orientation, a code of conduct, safety guidance, and cybersecurity awareness relevant to their duties.

Background checks are required when appropriate to the role, including work with minors, access to sensitive records or systems, handling money, or driving participants.

Volunteers may not independently bind or publicly represent the Corporation without authorization.

13. Human Resources

The Corporation is committed to equal employment opportunity, fair treatment, reasonable compensation, annual performance feedback, and appropriate professional development.

Employment practices shall comply with applicable law. Remote or hybrid work may be permitted where practical and secure.

Detailed personnel procedures may be adopted by management as staff are hired.

14. Scholarship Program

Scholarships shall be awarded using written eligibility and selection criteria based on need, merit, mission alignment, or other Board-approved factors.

Selection committee members shall disclose conflicts and shall not participate in decisions involving themselves, relatives, business associates, or other close relationships.

The Corporation shall document selections, protect applicant information, track program outcomes, and pay scholarship funds in the manner approved for the program.

15. Curriculum and Program Standards

Programs should be practical, accessible, measurable, and aligned with employer and learner needs. Curriculum shall be reviewed at least annually or when meaningful industry changes occur.

Management may develop and update individual courses within the Board-approved mission and budget.

Industry advisors may provide input on certifications, technologies, professional skills, and workforce trends.

- Cybersecurity
- Cloud and infrastructure
- Artificial intelligence and automation
- Programming and DevOps
- Networking
- Data analytics
- Leadership and professional skills

16. Technology and Cybersecurity

The Corporation shall use reasonable safeguards appropriate to its size, resources, and data. Minimum expectations include multi-factor authentication where supported, secure password management, encryption for sensitive data, least-privilege access, timely software updates, backups, security awareness, and prompt removal of access when roles end.

The Corporation shall maintain an incident response process, periodically review access and vendors, and evaluate cyber insurance as the organization's risk and resources grow.

Exceptions to security standards must be documented and approved by the person responsible for technology or by the Board.

17. AI Acceptable Use

Responsible use of artificial intelligence is encouraged when it improves learning, accessibility, efficiency, or creativity. Human review is required for material AI-assisted work.

Confidential, personal, donor, learner, employee, or proprietary information may not be entered into unapproved public AI systems. AI output must be checked for accuracy, bias, copyright concerns, and suitability.

AI shall not make final employment, scholarship, disciplinary, safeguarding, or learner-selection decisions. Instructors and program leaders retain responsibility for judgment and outcomes.

18. Data Privacy

The Corporation shall collect only information reasonably needed for its programs and operations and shall protect information relating to learners, applicants, volunteers, employees, donors, and partners.

Access shall be limited to authorized persons. Information shall be shared only for legitimate purposes, with appropriate service providers, or when required by law.

The Corporation shall maintain reasonable practices for consent, secure storage, retention, deletion, incident reporting, and cross-border data handling. Additional privacy notices and procedures shall be adopted as programs require.

19. Record Retention

Records shall be retained in paper or electronic form for the following minimum periods unless law, a grant, or a legal hold requires longer retention:

- Articles, Bylaws, Board minutes, major policies, tax-exemption records, and required annual tax filings: permanent.
- Financial records, contracts, grant records, and supporting documentation: seven years, or seven years after expiration where applicable.
- Personnel and applicant records: according to applicable legal requirements and approved procedures.
- Records related to litigation, audits, investigations, complaints, or government requests may not be destroyed until the matter is formally closed.
- Records that have reached the end of their retention period shall be securely destroyed.

20. Whistleblower Protection

Directors, officers, employees, volunteers, and program participants may report suspected fraud, misuse of funds, legal violations, unsafe conduct, discrimination, harassment, or other serious misconduct in good faith.

Reports may be made to the Executive Director, Chair, or another director. A report involving the Executive Director shall go to the Chair or another disinterested director. A report involving the Chair shall go to another disinterested director.

Reports shall be reviewed promptly and as confidentially as practical. Retaliation is prohibited. The Board shall oversee matters involving senior leadership.

21. Risk Management

At least annually, the Board and management shall review significant financial, operational, cybersecurity, legal, reputational, insurance, international, and safety risks.

The depth of the review and related controls should reflect the organization's current size and activities.

22. Communications

Only authorized spokespersons may speak on behalf of the Corporation. Public statements, social media, and fundraising materials must be accurate and consistent with the mission and brand.

The Corporation shall not support or oppose candidates for public office. Directors, employees, and volunteers expressing personal views must not imply that they speak for the Corporation.

Material crisis communications shall be coordinated by the Executive Director or Board-designated leader.

23. Equal Opportunity and Inclusion

The Corporation shall provide programs and opportunities without unlawful discrimination based on race, color, sex, gender, religion, disability, economic status, national origin, age, veteran status, or other protected status.

The Corporation shall seek to reduce barriers, provide reasonable accessibility where required and practical, and expand opportunity for people historically underserved by the technology sector.

24. International Programs

Programs outside the United States shall respect local communities, build local capacity, and comply with applicable United States and local laws.

Before committing significant funds or entering a material partnership, the Corporation shall conduct reasonable due diligence regarding the partner, use of funds, safeguarding, sanctions, anti-bribery requirements, data handling, local registration, and financial reporting.

International payments and equipment transfers must be documented and approved under the Corporation's financial controls.

25. Crisis Management

The Executive Director or Board-designated leader shall coordinate the response to major incidents. The Board shall be informed promptly of events involving serious safety, financial, legal, cybersecurity, reputational, or operational risk.

Communications shall be coordinated, appropriate records preserved, and a post-incident review completed when practical.

26. Annual Board Self-Assessment

At least annually, the Board shall have a practical discussion of its governance effectiveness, financial oversight, mission impact, fundraising, engagement, strategy, Board composition, leadership relationship, and training needs.

The assessment may be informal during the startup stage and may become more structured as the organization grows.

27. Technology Advisory Council

The Board may establish a non-governing Technology Advisory Council made up of technology, security, engineering, education, workforce, and human resources leaders.

The Council may review curriculum relevance, identify workforce needs, recommend certifications and technologies, and support mentorship, internships, partnerships, and sponsorship opportunities.

The Council is advisory only. Its members are not directors, have no fiduciary or voting authority, and may not bind the Corporation. The Board may approve a separate charter as the Council develops.

POLICY ADMINISTRATION

The Board shall review this manual at least annually during the startup stage. The Board may amend these policies by resolution. Management may adopt procedures consistent with these policies and may recommend changes as programs and legal requirements develop.

BOARD ADOPTION

The Board of Directors adopted this Founding Board Policy Manual on the date written below.

Board Chair _____ Date _____

Printed Name: _____

Secretary _____ Date _____

Printed Name: _____