



# **Board of Directors Policy Manual**

## **APPROVED 10/17/2021**

### Definition of Key Terms

#### Ends Policies

- E-1. School Counselors
- E-2. Influencers and Authorities
- E-3. Leaders of School Counseling Profession

#### Governance Process

- Global Governance Process Policy
- GP-1. Governing Principles
- GP-2. Board Roles and Responsibilities
- GP-3. Governance Officers' Roles and Responsibilities
- GP-4. Board Members' Code of Conduct
- GP-5. Board Committees

#### Board-Management Delegation

- Global Board-Management Delegation Policy
- BMD-1. Unity of Control
- BMD- 2. Accountability of the CEO
- BMD-3. Delegation to the CEO
- BMD-4. Monitoring CEO Performance

#### Executive Limitations

- Global Executive Limitations Policy
- EL-1. Treatment of Customers
- EL-2. Treatment of Staff
- EL-3. Financial Planning and Budgeting
- EL.4. Financial Conditions and Activities
- EL-5. Emergency CEO Succession
- EL-6. Asset Protection
- EL-7. Communications and Support to the Board

## Definition of Key Terms

**Assistant Chief Governance Officer:** A board member selected by the board to help the Chief Governance Officer (CGO) ensure the integrity of the board process and to serve as CGO in the CGO's absence.

**Board-Management Delegation:** How power is delegated and its proper use monitored including, if applicable, the CEO role, authority, and accountability.

**Chief Executive Officer (CEO):** The Executive Director, who is the chief staff member and executive officer. The CEO also functions as the Corporate Secretary.

**Chief Governance Officer (CGO):** A board member selected by the board to ensure the integrity of the board process.

**Customers:** Anyone who can benefit from ASCA programs and services, regardless of whether the benefit is a desired outcome or a means to support school counselors.

**Ends:** Organizational products, impacts, benefits, outcomes; the recipients of these outcomes; and the relative worth of the outcomes stated as a priority or a percentage of available resources.

**Executive Limitations:** Constraints on executive authority that establish the professional and ethical boundaries that determine how staff activity and decisions must take place.

**Fiscal Year:** ASCA's fiscal year starts on Oct. 1 each year and ends on Sept. 30 the following year. All other ASCA calendars, including board terms, follow the fiscal year.

**Governance Process:** How the board conceives, carries out and monitors its own tasks.

**Means:** Processes and procedures used to accomplish outcomes. Board members control the means to accomplish desired governance outcomes. Staff members control the means to accomplish the Ends Policies.

**Monitoring Reports:** Periodic reports submitted by the CEO to the Board of Directors to facilitate the board's ability to fulfill its governance responsibilities.

**Owners:** Members of ASCA.

**Policy Governance:** System of governance developed by John Carver that clearly delineates the roles and responsibilities of board distinctly from staff.

## **I. ENDS**

### **GLOBAL ENDS POLICY**

ASCA exists so that members are equipped to create equitable opportunities and inclusive environments for all pK-12 students to justify expenditure of 100% of the operational budget.

- E.1 School counselors share a common and consistent professional identity.
  - E.1-A School counselors design, implement and assess comprehensive school counseling programs aligned with the ASCA National Model.
  - E.1-B School counselors know and practice professional competencies and standards, including the ASCA Student Standards: Mindsets & Behaviors for Student Success, the ASCA Ethical Standards for School Counselors, and the ASCA School Counselor Professional Standards and Competencies..
  
- E.2 Administrators, superintendents, school board members, and policy-makers understand and support the school counseling profession.
  - E.2-A State legislators and regulators are aware of comprehensive school counseling programs aligned with the ASCA National Model.
  - E.2-B State school counselor licensure or certification aligns with the ASCA National Model.
  - E.2-C School counselor performance appraisal aligns with the ASCA National Model.
  
- E.3 ASCA-chartered state and territory school counselor associations are equipped to lead effectively.

## **GOVERNANCE PROCESS**

### **GLOBAL GOVERNANCE PROCESS POLICY**

The purpose of the board, on behalf of the ASCA members, is to ensure that ASCA

- a) achieves appropriate results for appropriate persons at an appropriate value (as specified in board Ends policies)
- b) avoids unacceptable actions and situations (as prohibited in board Executive Limitations policies).

- GP.1 GOVERNING PRINCIPLES:** The board will govern lawfully to accomplish the purposes stated above in accordance with the following principles:
1. The board has the final responsibility and authority for ensuring the organization is viable in meeting the needs of its members.
  2. The board and staff should work together to reach for the organization's potential.
  3. All board decisions are made by the board as a whole, not by individual board members.
  4. The board governs by policy, not personality.
  5. Those who have the responsibility to accomplish a goal or task must also have the authority.
  6. Those who have the responsibility to accomplish a goal or task must be held accountable.
  7. Board and staff roles and responsibilities are clearly defined.
  8. Board and staff members should do what only they can do.
  9. Board and staff members should be allowed to do what they do best.
  10. Board and staff members should not duplicate each other's efforts.

- GP.2 BOARD ROLES AND RESPONSIBILITIES:** Specific job outputs of the board, as an informed agent of the membership, are those that ensure appropriate organizational performance.

**GP.2-A** The board has direct responsibility to create the link between the membership and the organization.

**GP.2-B** The board has direct responsibility to create written governing policies related to Ends, Governance Process, Board-Management Delegation, and Executive Limitations aligned with ASCA Bylaw that address the broadest levels of all organizational decisions and situations.

**GP.2-C** The board has direct responsibility to ensure successful organizational performance on Ends and Executive Limitations through monitoring.

**GP.2-D** The board will enforce upon itself whatever discipline is needed to govern with excellence and professionalism. Procedures for addressing perceived violations of board policies are highlighted in the Board Procedures Manual.

- GP.2-D1 Board members will attend all official board meetings, events as agreed upon by the board and meetings of committees to which they are appointed.
- GP.2-D2 Board members will submit all reports and other materials requested by the board or CGO by the specified deadline date.
- GP.2-D3 Board members will follow expenditure procedures as presented in the Board Procedures Manual.
- GP.2-D4 The board will monitor and discuss the board's process and performance at each meeting.
- GP.2-D5 Board deliberations will be fair, open, and thorough, but also timely, orderly, and kept to the point.
- GP.2-D6 Board members will be properly prepared for board deliberations.
- GP.2-E Continual board development will include orientation of candidates, prospective candidates, and new board members in the board's governance process and periodic board discussion of process improvement.
  - GP.2-E1 Prospective candidates will complete ASCA leadership training by the application due date.
  - GP.2-E2 The board will participate in governance training at the beginning of the board year or at the end of the previous board year.
- GP.2-F The board will develop and follow an annual agenda, which includes the number of meetings and format, such as face to face or teleconference.
- GP.2-G The board will develop an annual governance budget to address the board's priorities, including but not limited to board training, external monitoring assistance such as a financial audit, board-owner linkages, meetings and administrative functions.
- GP.2-H The board will hire, regularly monitor the performance of and determine remuneration for the CEO. The board and CEO will negotiate the CEO contract for the upcoming fiscal year at the last board meeting of the current fiscal year.
  - GP.2-H1 The board will review a summary of monitoring reports received throughout the year to evaluate the CEO.
  - GP.2-H2 The board will review the following components of the board's executive compensation philosophy, relevant executive compensation benchmark studies, and the most recently completed audit to determine the CEO's salary.

GP.2-H2a Initial (starting) executive compensation should be industry competitive, which is defined as approximately the mid-point from an executive compensation benchmarking study conducted within the past three years.

GP.2-H2b Executive compensation comprises base salary only (no bonus) and employee benefits.

GP.2-H2c Future increases in executive salary will be based on CEO performance evaluation and the financial health of the organization.

GP.2-H2d Executive compensation should be industry competitive in accordance with an independent executive compensation benchmarking study.

GP.2-H2e The board will engage an external consultant to complete an independent executive compensation benchmarking study every three years.

GP.2-H3 The board will develop a transition plan with the option of hiring a consultant to ensure continuity in the CEO position when needed.

GP.2-I The board will select and appoint an external financial auditor.

**GP.3 GOVERNANCE OFFICERS' ROLES AND RESPONSIBILITIES:** The Chief Governance Officer (CGO) and Assistant CGO are board members selected by the board to ensure the integrity of the board's process.

GP.3-A The Chief Governance Officer (CGO) and Assistant CGO will be selected at the last meeting of the fiscal year. Board members who have been elected to serve during the term of the CGO and Assistant CGO are eligible to be selected CGO or Assistant CGO, however, board members are not eligible to serve as CGO or Assistant CGO during their first year on the board.

GP.3-B The assigned result of the CGO and Assistant CGO's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

GP.3-C The authority of the CGO and Assistant CGO consists of making decisions that fall within topics covered by board policies. The CGO and Assistant CGO are authorized to use any reasonable operational definition of the provisions in these policies.

- GP.3-C1 The CGO is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
- GP.3-C2 The CGO has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the CGO has no authority to hire, terminate, supervise or direct the CEO.
- GP.3-C3 The CGO may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- GP.3-C4 The CGO and Assistant CGO collect data about CEO salaries to present to the board for determining the CEO's salary. Data will be presented in advance of the meeting and will be included in the agenda.
- GP.3-C5 The CGO and Assistant CGO develop agendas for meetings. Agendas for regular meetings should include attendance, discussion of ends, review of monitoring reports, board self-monitoring of Governance Process Policies, information items, meeting evaluation and topics for the following meeting.
- GP.3-D The CGO or Assistant CGO may delegate his/her authority, but remains accountable for its use.
- GP.3-E The Assistant CGO performs the functions of the CGO if the CGO is unable to perform such functions.
- GP.4 **BOARD MEMBERS' CODE OF CONDUCT:** The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.
  - GP.4-A Board members must have loyalty to the membership, unconflicted by any personal interest or loyalties to other organizations or individuals, including staff or other board members.
  - GP.4-B Board members must avoid conflict of interest with respect to their fiduciary responsibility.
    - GP.4-B1 There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.

- GP.4-B2 When the board is to decide upon an issue, about which a board member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
- GP.4-B3 Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he or she must first resign from the board.
- GP.4-C Board members may not attempt to exercise individual authority over the organization.
  - GP.4-C1 Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
  - GP.4-C2 Board members' interaction with public, press or other entities must reflect the action and vision of the full board and the stated positions of the Association.
  - GP.4-C3 Board members will not identify their position on the ASCA board when endorsing products, services, programs, organizations or individuals.
  - GP.4-C4 Except for participation in board deliberation about whether the CEO has achieved any reasonable operational definition of board policy, members will not express individual judgments of performance of employees of the CEO beyond common courtesy.
- GP.4-D Board members will respect the confidentiality appropriate to issues of a sensitive nature.
- GP.4-E Board members will support the legitimacy and authority of board decisions, irrespective of the member's personal position on the issue.
- GP.4-F Board members will maintain all eligibility requirements to serve on the board. Board members must notify the CGO in writing within 30 days after learning they are or will become ineligible to continue serving on the board. The CGO must notify the Assistant CGO in writing within 30 days after learning s/he is or will become ineligible to continue serving on the board.
- GP.5 **BOARD COMMITTEES:** Board committees, when used, will reinforce the job of the board as a whole and never interfere with delegation from board to CEO. A committee is a board committee only if its existence and charge come from the board, regardless of



whether board members serve on the committee. The only board committees are those that are set forth in this policy or those created by the board. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. The CGO is an ex-officio member of all committees. The CGO and Assistant CGO recommend board members of the board committees after soliciting preferences from the board members. Members of committees are appointed by the board.

GP.5-A Board committees cannot exercise authority over staff. Because the CEO works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.

GP.5-B Committees will be used sparingly and ordinarily in an ad hoc capacity.

GP.5-C This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the CEO.

GP.5-D The Nominations and Elections Committee is appointed to serve a one year term and members must re-apply each year if they desire to continue their service on the committee.

GP.5-D1 The Nominations and Elections Committee facilitates the selection and election of qualified candidates for the ASCA Board of Directors as described in the Board Procedures Manual and performs duties as directed.

GP.5-D2 Nominations and Elections Committee members have completed ASCA leadership training or currently serve on the ASCA Board of Directors.

GP.5-D3 The Nominations and Elections Committee consists of ASCA members and must include at least two board members.

GP.5-D4 Candidates for the Board of Directors shall not serve on the Nominations and Elections Committee during the time of their candidacy. Board members on the Nominations and Elections Committee who decide to seek another board term must resign from the committee as soon as their intentions are made known to ASCA's Board of Directors.

GP.5-E The Bylaw Review Committee is appointed to serve a one year term and members must re-apply each year if they desire to continue their service on the committee.

- GP.5-E1 The ASCA Bylaw Review Committee reviews the ASCA Bylaw annually to ensure they meet the needs of the Association and are in compliance with Policy Governance. The Bylaw Review Committee performs other duties as directed.
- GP.5-E2 Members of the Bylaw Committee are knowledgeable about Policy Governance and bylaws.
- GP.5-E3 The Bylaw Review Committee consists of ASCA members and must include at least two board members.
- GP.5-E4 The Bylaw Review Committee monitors the ASCA Board Policy Manual to ensure ASCA policies align with ASCA Bylaw.
- GP.5-E5 The Bylaw Review Committee reviews amendments proposed by the Board of Directors, the Delegate Assembly, or by petition from the membership to ensure that any proposed revisions are not in conflict with existing Bylaw provisions and to make recommendations to the Board of Directors and Delegate Assembly.
- GP.5-F The Delegate Assembly Committee is appointed to serve a one year term and members must re-apply each year if they desire to continue their service on the committee.
  - GP.5-F1 The ASCA Delegate Assembly Committee coordinates the activities of the delegate assembly in accordance with ASCA bylaws, procedures, and Policy Governance principles. The Delegate Assembly Committee performs other duties as directed.
  - GP.5-F2 Members of the Delegate Assembly Committee are knowledgeable about Policy Governance, ASCA's leadership principles and structure, and current trends and developments in the Association and the school counseling profession.
  - GP.5-F3 The Delegate Assembly Committee consists of ASCA members and must include at least two board members. Members of the Delegate Assembly Committee are not required to be Delegates.

## **BOARD-MANAGEMENT DELEGATION**

### **GLOBAL BOARD-MANAGEMENT DELEGATION POLICY:**

The board's sole authority for the organization's operations, achievements and conduct will be exercised through a Chief Executive Officer, titled the Executive Director.

**BMD.1 UNITY OF CONTROL:** Only officially passed motions of the board that make or amend Executive Limitations or Ends policies are binding on the CEO.

BMD.1-A. Decisions or instructions of individual board members, officers, or board committees are not binding on the CEO except in rare instances when the board has specifically authorized such exercise of authority.

BMD.1-B In the case of board members or committees requesting information or assistance without board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds or is disruptive.

**BMD.2 ACCOUNTABILITY OF THE CEO:** The CEO is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the CEO.

BMD.2-A The board will never give instructions to persons who report directly or indirectly to the CEO.

BMD.2-B The board will not evaluate, either formally or informally, any staff other than the CEO.

BMD.2-C The board will view CEO performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed Means will be viewed as successful CEO performance.

**BMD.3 DELEGATION TO THE CEO:** The board will instruct the CEO through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable operational definition of these policies.

**BMD.4 MONITORING CEO PERFORMANCE:** Systematic and rigorous monitoring of CEO performance will be solely against the board's required CEO job outputs: organizational accomplishment of any reasonable operational definition of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations, reasonably interpreted.

BMD.4-A Monitoring is simply to determine whether expectations expressed in board policies have been met. Information that does not disclose this will not be considered to be monitoring information.

BMD.4-B For every policy that is monitored, the board will determine the reasonableness of the CEO's operational definition and accomplishment of the operational definition.

BMD.4-B1 Both the CEO reasonable operational definition and the accomplishment of the operational definition will be supported by data for the board's consideration.

BMD.4-B2 The board will use data collected through internal reports, external reports and direct inspection to assess whether data demonstrate the accomplishment of the CEO's reasonable operational definition.

BMD.4-C All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will normally use a routine schedule.

## **EXECUTIVE LIMITATIONS**

### **GLOBAL EXECUTIVE LIMITATIONS POLICY**

The CEO will not cause or allow any organizational practice, activity, decision, or circumstance that is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

EL.1 **TREATMENT OF CUSTOMERS:** With respect to interactions with customers or those applying to be customers, the CEO will not cause or allow conditions, procedures, or decisions that are undignified, discriminatory or intrusive.

EL.1-A The CEO will not cause or allow customers to be unaware of what may be expected and what may not be expected from services.

EL.1-B The CEO will not leave customers uninformed of this policy, or leave them without a way to be heard if they believe they have not been afforded a reasonable operational definition of their protections under this policy.

EL.1-C The CEO will not hinder access to the board for any person who alleges unethical or unlawful action or circumstance in ASCA or by its representatives.

EL.2 **TREATMENT OF STAFF:** With respect to the treatment of paid and volunteer staff, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, unfair, undignified, discriminatory or that jeopardize ASCA's ability to accomplish the Ends policies.

- EL.2-A The CEO will not cause or allow paid or volunteer staff to be unaware of what may be expected and what may not be expected from employment with and service to ASCA.
- EL.2-B The CEO will not leave paid or volunteer staff uninformed of this policy or leave them without a way to be heard if they believe they have not been afforded a reasonable operational definition of their protections under this policy.
- EL.2-C The CEO will not hinder access to the board for any person who alleges unethical or unlawful action or circumstance in ASCA or by its representatives.
- EL.2-D The CEO will not change the CEO's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
- EL.3 **FINANCIAL PLANNING/BUDGETING:** The CEO will not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year that provides for less than the board's cost of governance, deviates materially from board priorities established in Ends policies or risks fiscal jeopardy.
- EL.4 **FINANCIAL CONDITION AND ACTIVITIES:** The CEO will not cause or allow actual, ongoing financial condition and activities that provide for less than the board's cost of governance, deviate materially from board priorities established in Ends policies or risk fiscal jeopardy.
  - EL.4-A The CEO will not expend more funds than are expected to be received by the end of the fiscal year.
  - EL.4-B The CEO will not acquire, encumber or dispose of real estate.
  - EL.4-C The CEO will not receive, process or disburse funds under controls that are insufficient to meet Generally Accepted Accounting Principles.
  - EL.4-D The CEO will not fail to maintain a low-risk reserve fund to ensure the continuation of ASCA operations in the event of an emergency.
    - EL.4-D1 The CEO will increase the total of the reserve fund each year to a maximum of 50 percent, or six months, of the projected expenses in the current budget.
    - EL.4-D2 The CEO will not withdraw funds from the reserve fund or use such funds for any purpose without authorization by the board.

- EL.5 **EMERGENCY CEO SUCCESSION:** In order to protect the board from sudden loss of CEO services, the CEO will have no fewer than two other executives sufficiently familiar with board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.
- EL.6 **ASSET PROTECTION:** The CEO will not cause or allow tangible and intangible corporate assets to be unprotected or unnecessarily exposed to risk.
- EL.6-A The CEO will not allow board members, staff and ASCA itself to be inadequately insured against casualty, property and liability losses.
  - EL.6-B The CEO will not allow ASCA to be exposed to risk of misappropriation or misuse of funds.
  - EL.6-C The CEO will not allow intellectual property, information and files to be exposed to loss or significant damage.
  - EL.6-D The CEO will not compromise the independence of the board’s audit or other external monitoring or advice and will not engage parties already chosen by the board as consultants or advisers without board consent.
  - EL.6-E The CEO will not allow average annual growth of investments to be less than inflation over a five-year period.
  - EL.6-F The CEO will not endanger ASCA’s public image or credibility.
  - EL.6-G The CEO will not substantially alter ASCA’s identity.
  - EL.6-H The CEO will not create or purchase any subsidiary corporation.
- EL.7 **COMMUNICATION AND SUPPORT TO THE BOARD:** The CEO will not permit the board to be uninformed or unsupported in its work.
- EL.7-A The CEO will not withhold, impede, or confound information relevant to the board’s informed accomplishment of its job.
    - EL.7-A1 The CEO will not neglect to submit monitoring data required by the board in Board-Management Delegation policy “Monitoring CEO Performance” in a timely, accurate and understandable fashion.
    - EL.7-A2 The CEO will not allow the board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the board’s monitoring schedule

- EL.7-A3 The CEO will not allow the board to be unaware of any incidental information including anticipated negative media coverage, threatened or pending lawsuits and material internal changes.
- EL.7-A4 The CEO will not allow the board to be unaware if, in the CEO's opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board or board member behavior that is detrimental to the work relationship between the board and the CEO.
- EL.7-A5 The CEO will not allow the board to be uninformed about the expenditures related to the cost of governance.
- EL.7-B The CEO will not withhold logistical and clerical assistance from the board necessary to the board's accomplishment of its job.
- EL.7-C The CEO will not deal with the board in a way that favors or privileges certain board members over others except when fulfilling individual requests for information or responding to officers or committees with respect to duties charged to them by the board.