



## **Definition of Key Terms**

**Assistant Chief Governance Officer:** A board member se

**Inclusion:** Involves creating an environment in which all individuals, regardless of their individual identities and differences, are respected, valued, and included as full participants. In an inclusive setting, people are not only present but also actively engaged, contributing their unique perspectives and talents. Inclusion strives to foster a sense of belonging and community among all members.

**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

**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

**GOVERNANCE**



## GP.2 BOARD JOB PRODUCTS

Specific job outputs of the board, on behalf of the membership, lead the organization toward desired and appropriate organizational performance. Accordingly, the board has direct responsibility to create:

GP.2-A Membership Linkage The linkage between the ownership and the operational organization specifically to gather owner input that guides board decision making and to report on organizational performance.

GP.2-B Governing Policies Written governing policies that address the broadest levels of all organizational decisions and situations including:

**Ends** Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).

**Executive Limitations** Constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.

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

**Board-Management Delegation** How power is delegated and used, as well as accountability.

GP.2-C Executive Performance Assessment Assurance of executive performance, and therefore, organizational performance as measured against Ends and Executive limitations policies.

## GP.3 AGENDA PLANNING

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation. Accordingly:

GP.3-A Annual Board Agenda Cycle The cycle will conclude each year on the last day of September so that administrative planning and budgeting can be based on accomplishing a one- of Ends.

GP.3-B Annual Board Agenda The cycle will start with the development of its agenda for the next year.

GP.3-C Membership Consultation Consultations with diverse groups in the membership, or other methods of gaining ownership input, will be determined and arranged in the first quarter, to be held during the balance of the year.





GP.4-C Chairperson Authority 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.4-C.1 Chairing Board Meetings The CGO is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing. Board deliberations are to be fair, open, and thorough, but also timely, orderly, and kept to the point.

GP.4-C.2 Authority Limits 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.4-C.3 Board Representation 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 them.

GP.4-C.4 Agenda Planning The CGO and Assistant CGO develop meeting agendas that comply and enhance the annual agenda and Board-CEO Delegation policies.

GP.4-D Delegating Authority The CGO or Assistant CGO may delegate their authority but remains accountable for its use.

GP.4-E Assistant CGO Role The Assistant CGO performs the functions of the CGO if the CGO is unable to perform such functions.

## **GP.5 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.5-A Loyalty to Organization 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.5-B Conflict of Interest Board members must avoid conflict of interest with respect to their fiduciary responsibility. Accordingly:

GP.5-B.1 Annual Disclosure 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.5-B.2 Conflict Discussion 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.5-B.3 Employment Influence 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.5-C Individual Authority Limitations Board members may not attempt to exercise individual authority over the organization. Additionally:

GP.5-C.1 Staff Interactions Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.

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- GP.5-D Product Endorsement Board members will not identify their position on the ASCA board when endorsing products, services, programs, organizations, or individuals.
- GP.5-E Confidentiality Board members will respect the confidentiality appropriate to issues of a sensitive nature.

GP.6-D.1 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.6-D.2





BMD.4-B For every policy that is monitored, the board will determine the reasonableness of the 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 consideration.

BMD.4-B2 The board will use data collected through internal reports, external reports and direct inspection to assess whether data 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.

**BMD.5 COMPENSATION OF THE CEO:** 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.

BMD.5-A

executive compensation philosophy, relevant executive compensation benchmark studies, and the most recently completed

BMD.5-A.1 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.

BMD.5-A.2 Executive compensation comprises base salary only (no bonus) and employee benefits.

BMD.5-A.3 Future increases in executive salary will be based on CEO performance evaluation and the financial health of the organization.

BMD.5-A.4 Executive compensation should be industry competitive in accordance with an independent executive compensation benchmarking study.

BMD.5-A.5 The CGO and Assistant CGO collect data about CEO salaries to present to the board for determining the





**EXECUTIVE LIMITATIONS**

**GLOBAL EXECUTIVE LIMITATIONS POLICY**

than the cost of governance, deviates materially from board priorities established

EL.6-D The CEO will not compromise the independence of the audit or other external monitoring or advice a4pnter

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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.