

# **Governance Policies**

---

September 2011

# Illinois Association of School Boards Board of Directors

## Glossary of Terms

*The following terms are used regularly by the IASB Board of Directors in the conduct of their regular meetings and governance structure. This glossary is intended to provide a definition of these terms as they are used by the Board of Directors.*

### I. Policy Terminology

- **Ends** are statements of what benefits the Association is expected to provide and what the Executive Director is being held accountable for accomplishing. IASB's **Ends** have been determined by the Board of Directors and are articulated in the Board's **Ends Policies** (Section I of the Board's Policy Manual). These **Ends** are not necessarily ALL the possible benefits the organization will provide, but those that ultimately define organizational success
- **Executive Limitations** define the parameters (limits) the Board has placed on the staff's means for accomplishing its Ends. The Board has articulated these parameters in its **Executive Limitations Policies** (Section II of the Board's Policy Manual). These limitations are based on Board values and further state what the Executive Director is being held accountable for. They cover the various operational aspects of the Association's work including relationships, dealings with the board, Association fiscal health and Association well-being.
- **Governance Processes** are the work the Board chooses to do and how the Board chooses to do the work. These are articulated in **Governance Process Policies** (Section III of the Board's Policy Manual) and include the Board's job description, its Code of Conduct and descriptions of the roles and responsibilities of board officers and committees.
- **Board-Staff Relations Policies** (Section IV of the Board's Policy Manual) articulate how the Board has decided to delegate authority to and work with the Executive Director.
- **Form 990 Compliance Policies** cover topics on which the Internal Revenue Service inquires on its Form 990 annual tax return/report, "Return of Organization Exempt From Income Tax." Form 990 asks if the filing organization has adopted a series of four policies. The Board groups these policies together as "Form 990 Compliance Policies."

### II. General Terminology

- **Box** is a term used to describe the distinction between the work of the Board and the work of the Executive Director/staff. The **Board's box** includes determining the Association's Ends (what it is to accomplish and deliver) and the Executive Limitations within which that work is to occur as well as determining its own processes and procedures. The **Executive Director/staff box** includes determining what will be done, used and provided to achieve the Board's Ends for the Association. The Board and the Executive Director have agreed to work within their respective **boxes** and to candidly discuss when they perceive one or the other to be inappropriately working in the wrong **box**.

- **Monitoring** is the term that is used to refer to the evaluative function carried out regularly by the Board to ensure Executive Director, Association and Board accountability. As part of each meeting, the Board receives and assesses reports developed to assure the Board that its Ends are being accomplished, its Executive Limitations are being complied with, and its own processes are being adhered to.

### III. Board Meeting Terminology

- **Meeting Monitoring Form** – The Board has committed in its Board Process Policies to the effective and efficient conduct of business at its meetings. As part of the Board’s self-monitoring process, every member is asked to complete a **Meeting Monitoring Form** at the conclusion of each meeting to assess the Board’s performance against its stated standards. The Board is responsible for monitoring it’s overall effectiveness by paying attention to how it works during the meeting(s) – adhering to its Code of Conduct, its general meeting rules, etc.

## **Procedural Details for IASB's Board of Directors' New Member Mentoring Program**

Mentor Eligibility: In order to be eligible to serve as a mentor, Directors must:

1. have more than one year's experience on the Board of Directors.
2. have the time and willingness to serve in the role for one full year.
3. fully support and understand the work of the Board of Directors and the Association.

Mentor Selection and Assignment: Participation as a mentor is voluntary. Directors wishing to serve in this role should inform the Immediate Past President of their interest. The Immediate Past President will be responsible for pairing mentors with new Directors and will provide initial contact information to the mentor Director.

Incorporate Formal Welcome and Introductions into Meeting Agenda: Add an agenda item to the beginning of each meeting agenda for a formal welcome of new members and introductions (names, divisions, years of service) of all members.

## **IASB Board of Directors' New Member Mentoring Program**

Congratulations on being asked to serve as a mentor for a new member of the IASB Board of Directors.

The purpose of the mentoring program is to orient new Directors to the operation of the IASB, including how service on the IASB Board of Directors differs from service on a local school board. Another equally important goal is to help new Directors be comfortable, develop self-confidence, review the social aspects and expectations of the Board, and enjoy the experience.

Following these guidelines will maximize your mentoring effectiveness.

### **Guidelines for Serving as a Mentor for a New Member of the IASB Board of Directors**

- 1) Good mentors usually enjoy sharing their experiences with others. They have a wealth of knowledge and experience, and they take a personal interest in helping others succeed.
- 2) Try to develop an informal, collegial relationship with the new Director – explain that you are there to help. Listen respectfully to all concerns and answer questions honestly.
- 3) Try to contact the new Director well before his or her first Board meeting. During your first contact, introduce yourself and explain that you will serve as his or her mentor and are looking forward to sharing information about the IASB Board of Directors. The IASB Executive Director's office will have already sent the new Director the IASB Constitution, Governance Policies, packets from the previous one or two meetings, and meeting schedule. Suggest a date for the two of you to meet and become acquainted. The "meeting" may be in person or over the telephone depending on circumstances. Invite the new Director to think about questions he or she might have based on the materials they have received. Be sure to share email addresses.
- 4) During your initial "meeting," be prepared to explain the following to the new Director:
  - i) The general protocol for meetings including how arrangements are made for lodging, expense reimbursement – how it's done and what's allowed; meeting attire; spouse participation; etc. Reference the first page of the meeting packet that covers attire, spouse information, meeting schedule, etc.
  - ii) An overview of IASB governance policies – This can be very brief as it will be covered in detail at the new member's orientation prior to his/her first meeting. However, a general description of the Carver Governance process and how it differs from the work of governing a local school district will help better prepare the new member for that training.
  - iii) A historical context for the Board's work including an overview of the minutes of prior meetings with special attention given to ongoing issues.

- iv) An offer to go over the contents of the first board meeting packet when it arrives and answer any questions. This would include the list of board members and their respective divisions, the minutes of the previous meeting, the agenda items along with supporting material and relevant history, and how the agenda reflects the Board's governance processes.
  - v) A review glossary of vocabulary terms used by IASB Board.
- 5) At the new Director's first Board meeting, you can help relieve his or her anxiety by introducing him or her to other members of the IASB Board of Directors and staff; indicating where (s)he should sit, etc. Be available as needed to provide assistance, advice, and support. It is suggested that you sit with the new Director during his/her first few meetings so that you can answer any questions as they occur.
  - 6) After the new Director's first meeting, invite him or her to call you with any questions or concerns. By remaining available with a helpful attitude, you will assist the new Director in becoming an effective member of the Board of Directors and will ensure skilled and knowledgeable future leadership for the IASB.
  - 7) Plan to continue the mentor/mentee relationship for one full year – a 4 meeting cycle. Items 4 (especially 4c) and 5 should be repeated for each meeting during that year. Consider establishing a procedure/timeline for future contacts. These meetings should cover:
    - a. An ongoing review and explanation of the Board's policies.
    - b. Board responsibilities including monitoring process, Director's division meeting reports, Executive Director evaluation process, Board self-evaluation process, and general information about the roles and responsibilities of the Board.
    - c. A continuing conversation about the difference between service on the Board of Directors and service on a local board of education.
  - 8) Participate in \*quarterly new member orientation and mentoring meetings held in conjunction with regularly scheduled new member orientation sessions.

\* These sessions are scheduled during the afternoon prior to the quarterly meetings. If new members have been elected to the board since the previous Board meeting, the new members along with their mentor will be expected to attend the 1-hour orientation sessions together. Following that, a 1-hour member orientation and mentoring (M&M) networking session will be held for all active mentors/mentees to gather, share information, etc. The M&M session will occur even when no new members are going through orientation.

Being a mentor can bring rewards to you, the new Director, and the IASB. Thank you for your assistance and commitment.

## **General Mentor Responsibilities**

Develop an environment where everyone feels comfortable and in which concerns and questions can be addressed without anxiety.

1. Be familiar with governance concepts used by the IASB Board of Directors.
2. Be available as needed to provide assistance, advice and support. Encourage the new board member to contact you with questions and concerns
3. Listen attentively and respond empathetically to questions and concerns raised by the new member.
4. Encourage the new board member to keep an open mind to new ideas and feedback.
5. Be receptive to feedback and new ideas and help new member know how to present them.
6. Serve as a role model who “walks the talk” and demonstrates the behaviors necessary for effective board service.

## **Mentor and New Member Responsibilities**

1. An ability to communicate on both sides.
2. A genuine desire by both parties to participate.
3. A willingness to be honest.

## **New Member Responsibilities**

New members must ask questions and seek help with issues about which they are unsure. They should help other new members as well by sharing experiences and finding ways to collaboratively gain knowledge.

1. Invest time in reviewing informational materials provided to give context and history to the board’s work.
2. Contact mentor with all questions and concerns, no matter how trivial they may seem.
3. Listen attentively to advice and information provided by mentor and ask follow-up and clarifying questions.
4. Be receptive to feedback and keep an open mind to new ideas.
5. Honestly share feedback and new ideas with mentor.

## **Benefits of Participating in a Mentoring Process**

Mentoring is a learning experience for both parties. The primary intent of mentoring is for the veteran board member to pass on information, insights and knowledge to the new member enabling the new member to become a fully contributing member of the board more quickly.

Mentors usually find they learn something from the “mentee,” as well, as a fresh perspective can often add new understanding and meaning to the work of the board for the veteran member. Additionally, the best way to learn something is to teach it, resulting in a deeper understanding of the board’s policies and procedures for the mentor.

# INDEX

## **ENDS**

Mission .....	I-1
---------------	-----

## **EXECUTIVE LIMITATIONS**

General Executive Constraint .....	II-1
Staff/Volunteer Treatment .....	II-2
Budgeting/Forecasting .....	II-3
Financial Condition .....	II-4
Emergency Executive Succession .....	II-5
Asset Protection .....	II-6
Compensation and Benefits .....	II-7
Communication and Counsel to the Board .....	II-8
Relationship with Suppliers (Service Associates) .....	II-9
Treatment of Member Districts .....	II-10
Protection of Image .....	II-11

## **GOVERNANCE PROCESS**

General Governance Commitment .....	III-1
Governing Style .....	III-2
Board Job Description .....	III-3
President's Role .....	III-4
Vice President's Role .....	III-4A
Treasurer's Role .....	III-4B
Immediate Past President's Role .....	III-4C
Board Committee Principles .....	III-5
Committee Structure .....	III-6
Executive Committee .....	III-6A
Resolutions Committee .....	III-6B
Nominating Committee .....	III-6C
Audit Committee .....	III-6D
Annual Board Planning Cycle .....	III-7
Board Members' Code of Conduct .....	III-8

## **BOARD-STAFF RELATIONSHIP**

Executive Director Role .....	IV-1
Delegation to the Executive Director .....	IV-2
Executive Director Job Description .....	IV-3
Monitoring Organizational Performance .....	IV-4

## **FORM 990 COMPLIANCE POLICIES**

Conflict of Interest .....	V-1
Whistleblower .....	V-2
Document Retention and Destruction .....	V-3
Process for Determining Compensation .....	V-4

# ENDS

<b>Mission .....</b>	<b>I-1</b>
----------------------	------------

The mission of the Illinois Association of School Boards is excellence in local school governance in support of quality public education.

Therefore, IASB will develop and offer programs and services to provide:

1. Boards of education with the means to understand, adopt and sustain effective school district governance so that boards of education and board members are better able to:

Focus their leadership on student achievement.

Build a community based vision for their district; and will make decisions, address problems and concerns, and communicate a district culture consistent with that vision.

Demonstrate the qualities and skills of leadership including the following:

- understanding the role of the board and the role of the superintendent.
- consensus building.
- interpreting and using data to monitor progress toward vision and compliance with policy.
- communication skills (listening, public speaking, etc.).

In order to achieve these ENDS, IASB will:

- A. develop standards for effective boards of education and school district governance;
  - B. develop and provide a comprehensive training program to support effective school district governance;
  - C. develop and implement on-going evaluation of its standards, resources and training programs and their effectiveness.
2. Boards of education and board members with information and strategies to become advocates for legislation that benefits Illinois school districts consistent with IASB position statements.

In order to achieve this END, IASB will:

- A. focus lobbying efforts on position statements.
- B. assist boards of education and board members in their efforts to lobby for positive educational funding reform.
- C. cultivate a culture of trust among the membership for the Association's legislative process.

3. Boards of education and board members with information and assistance for promoting public awareness about the value of public education so that boards of education and board members are better able to recognize and communicate that public education is vital to our democracy.
4. Effective school district governance enhanced through proactive, partnering relationships with state and national organizations, associations and government.

---

MONITORING:

Method(s): Internal Report/Direct Report  
Frequency: Quarterly—1<sup>st</sup>/2<sup>nd</sup>/3<sup>rd</sup>/4<sup>th</sup>

Adopted—2/18/95  
Amended—11/18/10

# EXECUTIVE LIMITATIONS

<b>General Executive Constraint .....</b>	<b>II-1</b>
<b>Staff/Volunteer Treatment .....</b>	<b>II-2</b>
<b>Budgeting/Forecasting .....</b>	<b>II-3</b>
<b>Financial Condition .....</b>	<b>II-4</b>
<b>Emergency Executive Succession .....</b>	<b>II-5</b>
<b>Asset Protection .....</b>	<b>II-6</b>
<b>Compensation and Benefits .....</b>	<b>II-7</b>
<b>Communication and Counsel to the Board .....</b>	<b>II-8</b>
<b>Relationship with Suppliers (Service Associates) .....</b>	<b>II-9</b>
<b>Treatment of Member Districts .....</b>	<b>II-10</b>
<b>Protection of Image .....</b>	<b>II-11</b>

The Executive Director shall not cause or allow any practice, activity, decision or circumstance which is either imprudent, unethical or illegal.

---

**MONITORING:**

Method(s): Internal Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—8/28/94  
Amended—8/27/05

Dealings with staff and volunteers will not be inhumane, unfair or undignified.

Accordingly, the Executive Director may not:

1. Operate without personnel procedures which clarify personnel rules for staff, provide for effective handling of grievances and protect against wrongful conditions.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the Board of Directors when:
  - a. Internal grievance procedures have been exhausted; and
  - b. The employee alleges either:
    1. That Board of Directors policy has been violated; or
    2. That Board of Directors policy does not adequately protect his or her human rights.
4. Fail to acquaint staff with their rights under this policy.

---

MONITORING:

Method(s): Internal Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—8/28/94  
Amended—2/17/07

Budgeting any fiscal year or the remaining part of any fiscal year will not deviate materially from Board of Directors **Ends** priorities, risk fiscal jeopardy, nor fail to show a generally acceptable level of foresight.

Accordingly, the Executive Director may not cause or allow budgeting which:

1. Contains too little information to enable:
  - Accurate projection of revenues and expenses based upon control chart data.
  - Separation of capital and operational items.
  - Cash flow.
  - Disclosure of staffing pattern changes.
2. Changes the member dues formula or Annual Conference registration fee. (The Annual Conference registration fee is based on a 4 percent increase rounded to the nearest \$10 amount, as previously passed by the Board on May 16, 1998).
3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received.
4. Allows cash to drop below a safety reserve of less than 3 months expenses (\$2,750,000 for fiscal year 2011-2012) at any time.
5. Is based on assumptions not presented to and approved by the Board of Directors.

---

MONITORING:

Method(s): Internal Report  
Frequency: Semi-Annually—2<sup>nd</sup>/4<sup>th</sup> Quarters

Adopted—8/28/94  
Amended—5/22/10

With respect to the actual, ongoing condition of the Association's financial health, the Executive Director may not cause or allow the development of fiscal jeopardy nor a material deviation of actual expenditures from Board of Directors priorities established in **Ends** policies.

Accordingly the Executive Director may not:

1. Expend more funds than have been received for the fiscal year to date.
2. Allow cash to drop below the safety reserve of 3 months expenses (\$2,750,000 for fiscal year 2011-2012).
3. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.
4. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
5. Fail to pay bills in a timely manner.

---

MONITORING:

Method(s):	External Report—Audit	Adopted—8/28/94
	Internal Report—Financial Statements	
Frequency:	Annually—4 <sup>th</sup> Quarter (Preliminary 3 <sup>rd</sup> Quarter)	Amended—2/17/07
	Quarterly—1 <sup>st</sup> /2 <sup>nd</sup> /3 <sup>rd</sup> /4 <sup>th</sup>	

In order to protect the Board of Directors from sudden loss of Executive Director services, the Executive Director may not have fewer than two other designees familiar with Board of Directors and Executive Director issues and processes.

In the event the Executive Director is unable to fulfill those duties required to maintain the welfare of the Association, the **Deputy Executive Director** will be appraised on a regular basis of ongoing operations enabling continuous executive leadership.

Additionally, the **IASB General Counsel** and the **Associate Executive Directors** will be provided information on a regular basis so that the fiscal independence and advocacy roles of the Association will continue uninterrupted should Executive Director services be lost unexpectedly.

The transfer of information and processes necessary to guarantee continuation of executive leadership will be provided via a minimum of ten meetings per year of the principals mentioned above. Written communication will be provided when documentation is needed or requested.

The Executive Director's calendar will be maintained by the **Administrative Assistant to the Executive Director**, so that meetings and other commitments can be identified. The Executive Director's computerized calendar will be accessible to each of the principals listed above. Copies of the Executive Director's calendar will be sent at least monthly to the **President, Vice President** and **Immediate Past President** of IASB.

---

MONITORING:

Method(s): Internal Report  
Frequency: Annually—2<sup>nd</sup> Quarter

Adopted—8/28/94  
Amended—5/22/10

The Executive Director may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

Accordingly, the Executive Director may not:

1. Fail to insure against theft and casualty losses to at least 90 percent replacement value and against liability losses to Board of Directors members, staff or the Association itself in an amount greater than the average for comparable organizations.
2. Allow non-bonded personnel access to material amounts of funds.
3. Subject plant and equipment to improper wear and tear nor insufficient maintenance.
4. Unnecessarily expose the Association, its Board of Directors or staff to claims of liability or loss.
5. Allow issuance of any check in an amount of over \$2,500 without two authorized signatures.
6. Make any purchase:
  - a. Wherein normally prudent protection has not been given against conflict of interest;
  - b. Without having considered comparative price and quality;
  - c. Of over \$15,000 without a stringent method of assuring the balance of long term cost and quality.
7. Receive, process or disburse funds under controls which are insufficient to meet the Board of Directors-appointed auditor's standards.
8. Make investments which are not in accord with the investment guidelines of the Illinois School District Liquid Asset Fund Plus.
9. Acquire, encumber or dispose of real property.
10. Fail to provide a technology disaster recovery plan.

---

MONITORING:

Method(s): Internal Report  
External (Audit) Report  
Frequency: Annually—4<sup>th</sup> Quarter

Adopted—8/28/94

Amended—2/17/07

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the Executive Director may not:

1. Change his or her own compensation and benefits.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits which:
  - a. Deviate materially from the geographic or professional market for the skills employed.
  - b. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses of revenue.
4. Establish or change pension benefits which:
  - a. Cause unfunded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs.
  - b. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity in key employees are not prohibited.
  - c. Treat the Executive Director differently from other comparable key employees.
  - d. Are instituted without prior monitoring of these provisions.

---

**MONITORING:**

Method(s): Internal Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—8/28/94  
Amended—8/27/05

With respect to providing information and counsel to the Board of Directors, the Executive Director may not permit the Board of Directors to be uninformed. Accordingly, he or she may not:

1. Neglect to submit monitoring data required by the Board of Directors (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion using appropriate Continuous Quality Improvement tools and directly addressing provisions of the Board of Directors policies being monitored.
2. Let the Board of Directors be unaware of relevant trends, anticipated adverse media coverage, significant external and internal changes, particularly changes in the assumptions upon which any Board of Directors policy has previously been established.
3. Fail to provide a mechanism for official Board of Directors, officer or committee communications.
4. Fail to deal with the Board of Directors as a whole except when:
  - a. Fulfilling individual requests for information.
  - b. Responding to officers or committees duly charged by the Board of Directors.
5. Fail to inform the Executive Committee through the President when (s)he becomes aware of any actual or anticipated noncompliance with any policy of the Board of Directors.

---

**MONITORING:**

Method(s): Internal Report  
Frequency: Semi-Annually—1<sup>st</sup>/3<sup>rd</sup> Quarters

Adopted—8/28/94  
Amended—2/12/11

Dealings with Service Associates will be fair and dignified.

Accordingly the Executive Director will not cause or allow:

1. Unfair or unclear recruitment and evaluation procedures for selection of IASB sanctioned vendors.
2. Exploitation of members by Service Associates.

---

**MONITORING:**

Method(s): Internal Report  
Frequency: Annually—1<sup>st</sup> Quarter

Adopted—11/20/94  
Amended—8/27/05

Dealings with member districts will not display apparent indifference.

Accordingly the Executive Director will not:

1. Operate without a process for appropriate and timely response to questions and complaints.
2. Operate without dialogue with member districts.

---

MONITORING:

Method(s): Internal Report  
Frequency: Annually—1<sup>st</sup> Quarter

Adopted—11/20/94  
Amended—8/27/05

The Executive Director may not cause or allow jeopardy to the public image of IASB.

Accordingly, the Executive Director may not cause or allow improprieties, such as:

1. Action against the mission and priorities of IASB.
2. The use of the Association's name in the alignment with other groups which could cause public embarrassment.
3. The hiring of employee relatives without protection of appropriate and fair procedures.
4. Engage in disorderly conduct.
5. Allow fiscal impropriety.

---

MONITORING:

Method(s): Internal Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—11/20/94  
Amended—8/27/05

# GOVERNANCE PROCESS

<b>General Governance Commitment .....</b>	<b>III-1</b>
<b>Governing Style .....</b>	<b>III-2</b>
<b>Board Job Description .....</b>	<b>III-3</b>
<b>President's Role .....</b>	<b>III-4</b>
<b>Vice President's Role .....</b>	<b>III-4A</b>
<b>Treasurer's Role .....</b>	<b>III-4B</b>
<b>Immediate Past President's Role .....</b>	<b>III-4C</b>
<b>Board Committee Principles .....</b>	<b>III-5</b>
<b>Committee Structure .....</b>	<b>III-6</b>
<b>Executive Committee .....</b>	<b>III-6A</b>
<b>Resolutions Committee .....</b>	<b>III-6B</b>
<b>Nominating Committee .....</b>	<b>III-6C</b>
<b>Audit Committee .....</b>	<b>III-6D</b>
<b>Annual Board Planning Cycle .....</b>	<b>III-7</b>
<b>Board Members' Code of Conduct .....</b>	<b>III-8</b>

On behalf of member boards of education, the Board of Directors will govern the Illinois Association of School Boards with a strategic perspective, continually improving its process and capability to express values and vision.

---

**MONITORING:**

Method(s): Direct Report  
Frequency: Annually—1<sup>st</sup> Quarter

Adopted—8/28/94  
Amended—2/17/07

The Board of Directors will govern with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clean distinction of Board of Directors and Executive Director roles, collective rather than individual decisions, future rather than past or present and being pro-active rather than re-active.

More specifically, the Board of Directors will:

1. Operate in all ways mindful of its trustee obligation to member boards of education. It will allow no officer, individual or committee of the Board of Directors to hinder or be an excuse for not fulfilling this commitment.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy making principles, respect of roles, speaking with one voice and ensuring the continual improvement of Board of Directors processes and capabilities. Continual redevelopment will include orientation of new members in the Board of Directors governance process and periodic Board of Directors discussion of process improvement.
3. Except in the event of an emergency as determined by a 2/3's vote of the Board of Directors members present, the IASB Board of Directors will not take final action on an item unless it is on the agenda distributed before the meeting began.
4. Direct, control and inspire the Association with thoughtful establishment of the broadest organizational policies reflecting the Board of Directors values and perspectives. The Board of Directors major focus will be on the intended long term impacts outside the operating organization (ends), not the administrative means of attaining those effects.
5. Cultivate a sense of group responsibility. The Board of Directors, will be responsible for excellence in governing the Association. The Board of Directors will be an initiator of association policy, not merely a reactor to staff initiatives. The Board of Directors will use the expertise of individual members to enhance the knowledge and ability of the Board of Directors as a body, rather than to substitute their individual judgments for the Board of Directors values.
6. Monitor and discuss the Board of Directors process and performance at each meeting. Self-monitoring will include comparison of Board of Directors activity and discipline to policies in the Governance Process and Board of Directors-Staff Relationship categories.

In order to achieve these ENDS, the Board of Directors will:

- A. Discipline itself to practice continual improvement of Board of Directors processes and capabilities.
  - 1. Continual improvement will include ongoing education in the principles of policy governance, periodic discussion of process improvement and orientation and mentoring of new members in the Board of Directors governance process.
- B. Encourage and support full division representation and participation at each board meeting.
  - 1. Division by-laws, approved by the Board of Directors, may provide for a designated alternate(s) with full voting rights in the event that the Director is unable to attend a meeting.
  - 2. Absent such a provision in division by-laws, the Director may appoint a substitute to attend in his/her stead. This substitute may participate in board discussion/ deliberation, but may not vote on any issue before the Board.

---

**MONITORING:**

Method(s): Direct Report  
Frequency: Quarterly—1<sup>st</sup>/2<sup>nd</sup>/3<sup>rd</sup>/4<sup>th</sup>

Adopted—8/28/94  
Amended—5/22/10

The work of the Board of Directors is to serve as trustees for member boards of education in determining and demanding appropriate organizational performance. To distinguish the Board of Directors own unique work from the work of its staff, the Board of Directors will concentrate its efforts on the following work outputs:

1. The link between the Association and member boards of education.
2. Written governing policies which, at the broadest levels, address:
  - a. **Ends:** Organizational impacts, benefits, outcomes, recipients, and their relative worth (what good for which people and needs at what cost).
  - b. **Executive Limitations:** Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - c. **Governance Process:** Description of how the Board of Directors conceives, carries out and monitors its own task.
  - d. **Board of Directors-Staff Relationship:** Delegation of power and its proper use monitored; the Executive Director role, authority and accountability.
  - e. **Form 990 Compliance Policies:** Cover topics on which the Internal Revenue Service inquires on its Form 990 annual tax return/report, "Return of Organization Exempt From Income Tax."
3. The assurance of organizational performance (as described in 2a and 2b above).

---

MONITORING:

Method(s):       Direct Report  
Frequency:       Annually—1<sup>st</sup> Quarter

Adopted—8/28/94  
Amended—2/20/10

The work of the President is, primarily, the integrity of the Board of Directors process and, secondarily, occasional representation of the Board of Directors to outside parties. The President is the only Board of Directors member authorized to speak for the Board of Directors (beyond simply reporting Board of Directors decisions), other than in rare and specifically authorized instances.

1. The work of the President is that the Board of Directors behavior is consistent with its own rules and those legitimately imposed upon it from outside the organization.
  - a. Meeting discussion content will only be those issues which, according to Board of Directors policy, clearly belong to the Board of Directors to decide, not the Executive Director.
  - b. Deliberation will be fair, open and thorough but also efficient, timely, orderly and kept to the point.
2. The authority of the President consists in making decisions that fall within the topics covered by Board of Directors policies on Governance Process and Board of Directors-Executive Director Relationship, except where the Board of Directors specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The President is empowered to chair Board of Directors meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
  - b. The President is directed to inform the Executive Committee of any actual or anticipated noncompliance with any policy reported to him/her by the Executive Director as required by Executive Limitations Policy II-8.
  - c. The President has no authority to make decisions about policies created by the Board of Directors within **Ends** and **Executive Limitations** policy areas. Therefore, the President has no authority to supervise or direct the Executive Director.
  - d. The President may represent the Board of Directors to outside parties in announcing Board of Directors-stated positions and in stating chair decisions and interpretations within the area delegated to him or her.

---

MONITORING:

Method(s):       Direct Report  
Frequency:       Annually—1<sup>st</sup> Quarter

Adopted—8/28/94  
Amended—5/14/11

POLICY TYPE:       **GOVERNANCE PROCESS**  
POLICY TITLE:       **VICE PRESIDENT'S ROLE**

---

**III-4A**

In the event of the President's temporary disability or absence from meetings, the Vice President shall perform the President's duties. The Vice President shall have such other duties as the President of the Board of Directors shall assign.

The Vice President shall serve as chairman of the Resolutions Committee.

---

**MONITORING:**

Method(s):       Direct Report  
Frequency:       Annually—1<sup>st</sup> Quarter

Adopted—11/18/04  
Amended—8/27/05

The Treasurer shall be a member of and elected by the Board of Directors at its first meeting following the Annual Meeting of the Delegate Assembly for a term of two years. The Treasurer may serve for no more than two consecutive terms. The Treasurer shall keep an account of all monies received and expended for the use of the Association, and shall make disbursements authorized by the Board of Directors and approved by the Executive Director and such other officers as the Board of Directors may prescribe. All sums received shall be deposited in a depository approved by the Board of Directors. The Treasurer shall make financial reports at the Annual Meeting or when called upon by the President. The duties of the Treasurer, under authority of the Board of Directors, may be assigned in whole or part to an Assistant Treasurer who shall be a member of the Association staff. The funds, books, and vouchers in the Treasurer's hands shall at all times be subject to verification and inspection by the Board of Directors.

The Treasurer shall chair the Audit Committee.

---

**MONITORING:**

Method(s): Direct Report  
Frequency: Annually—1<sup>st</sup> Quarter

Adopted—11/18/04  
Amended—2/17/07

The Immediate Past President shall be primarily responsible for the orientation of new members of the Board of Directors including formal orientation and the assignment of mentors. The Immediate Past President shall have such other duties as the President of the Board of Directors shall assign.

The Immediate Past President shall chair the Nominating Committee.

---

**MONITORING:**

Method(s): Direct Report  
Frequency: Annually—1<sup>st</sup> Quarter

Adopted—2/17/07  
Amended—5/17/08

Board of Directors committees, when used, will be assigned so as to minimally interfere with the wholeness of the Board of Directors job and so as never to interfere with delegation from Board of Directors to the Executive Director. Committees will be used sparingly, only when other methods have been deemed less effective.

1. Board of Directors committees are to help the Board of Directors do its job, not to help the staff do its jobs. Committees ordinarily will assist the Board of Directors by preparing policy alternatives and implications for Board of Directors deliberation. Board of Directors committees are not to be created by the Board of Directors to advise staff.
2. Board of Directors committees may not speak or act for the Board of Directors except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board of Directors committees cannot exercise authority over staff. Because the Executive Director works for the full Board of Directors, he or she will not be required to obtain approval of a Board of Directors committee before an executive action. In keeping with the Board of Directors broader focus, Board of Directors committees will normally not have direct dealings with current staff operations.
4. Board of Directors committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board of Directors committee which has helped the Board of Directors create policy on some topic will never have exclusive monitoring responsibility for organizational performance on that same subject.
5. This policy applies only to committees which are formed by Board of Directors action or the President, whether or not the committees include non-Board of Directors members. It does not apply to committees formed under the authority of the Executive Director.

---

MONITORING:

Method(s): Direct Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—8/28/94  
Amended—2/17/07

A committee is a Board of Directors committee only if its existence and charge come from the Board of Directors, regardless of whether Board of Directors members sit on the committee. The only standing Board of Directors committees are those which are set forth in this policy and appropriately chartered. Each committee shall have a clear and definite product, its authority stated, a cost consideration and a defined timeline.

---

**MONITORING:**

Method(s): Direct Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—8/28/94  
Amended—2/17/07

### Membership

The Executive Committee shall consist of:

1. The President, Vice President and Treasurer of the Association.
2. The Immediate Past President.
3. Four (4) Directors elected annually by the Board of Directors from among its membership.
4. The Executive Director is an ex-officio member without vote.

Elective officers shall serve one-year terms or until their successors are elected. Such officers shall ordinarily assume office at the close of the Annual Meeting of the Delegate Assembly.

### Authority

The Executive Committee shall provide general supervision of Association affairs including planning agenda's for quarterly meetings, recommend policy development, and make determinations about the timing of reports to the full Board of any actual or anticipated policy noncompliance as reported to the President by the Executive Director. The actions of the Executive Committee are subject to ratification of the Board of Directors.

### Meetings

The Executive Committee shall meet upon the call of the Association President or upon petition of three (3) members of the Executive Committee. The Committee will meet at least quarterly prior to the preparation of the Board of Directors packet. If necessary, Executive Committee meetings may be conducted by telephone conference call.

### Cost Considerations

The costs for four (4) quarterly meetings.

### Defined Timelines

Quarterly meeting will take place approximately 30 days prior to Board of Directors meeting.

---

#### MONITORING:

Method(s): Direct Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—5/13/95  
Amended—5/14/11

Membership

Each division shall select one person who is a member of an Active Member to serve on the Resolutions Committee and may elect one alternate member. The alternate member may attend meetings and vote in the absence of the Committee member. The Vice President of the Association shall serve as chairman of the Resolutions Committee.

Authority

The Committee shall consider all such resolutions and recommend action to the Delegate Assembly on those which it deems to most reflect the interests of the Association at annual meeting between 150 days and 45 days before Delegate Assembly.

Product

The Committee shall have the responsibility for developing appropriate resolutions and for reviewing all resolutions submitted to it by member boards of education or others as specified in the IASB Constitution for consideration at the annual Delegate Assembly. Publish and distribute proposed resolutions to members 45 days before Delegate Assembly.

Cost Consideration

One downstate pre-meeting, one meeting for annual review.

---

MONITORING:

Method(s): Direct Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—5/13/95  
Amended—2/17/07

### Membership

The Chairman of the Nominating Committee shall be the Immediate Past President of the Association. The President shall annually select four (4) additional persons from the Board of Directors to serve with the Chairman on the Nominating Committee, and shall appoint two additional persons to serve as alternates. The alternates will be encouraged to attend all meetings of the Committee, but will vote only if a member is absent. If, for some reason, the Immediate Past President is unable to serve, the President shall appoint another member of an Active Member to serve in place of the Immediate Past President. Such appointments are subject to the approval of the Board of Directors. Appointment shall be at least ninety (90) days prior to the Annual Meeting of the Delegate Assembly. The Nominating Committee shall nominate individuals to fill elective positions in the Association and shall not be themselves candidates for any position which the Committee considers. The Nominating Committee shall be responsible for distributing nominations for elective offices to all Active Members at least forty-five (45) days preceding the Annual Meeting of the Delegate Assembly.

In the event an individual nominated by the Committee is unable to stand for office at the time of election by the Delegate Assembly, the Nominating Committee may, at the call of its Chairman, meet and select a new candidate. The Nominating Committee shall transmit its amended report as soon as is feasible to the delegates of the Delegate Assembly.

Additional nominations may be made from the floor of the Delegate Assembly, but in each such case of a nomination from the floor the prior consent of the nominee shall have been secured.

### Product

The Nominating Committee shall be responsible for slating a candidate or candidates for the offices of IASB President and IASB Vice President for presentation to the Delegate Assembly.

### Cost Consideration

Cost of (at least) one (1) meeting of nominating committee to interview candidates.

## Procedures

### **Source of Candidates**

Persons shall be recommended, in writing, to the IASB Nominating Committee Chairman. Recommendations shall be submitted on official data sheets and shall be put forward by local school boards that are Active Members of IASB.

### **Solicitation of Names for Consideration**

1. Announcements of the elective offices shall be published in the May Newsletter of each year, together with a statement of criteria to be considered in evaluation of candidates.
2. Recommendations for nominees shall be received in the IASB headquarters Springfield office by 4:00 p.m. the first Friday in August.
3. Recommendations are to include:
  - a. Completed data sheet.
  - b. Letter from the person recommended indicating willingness to serve.
4. Copies of information on candidates shall be mailed to Nominating Committee members the second week in August.
5. Nominations to be made from the floor must be presented to the Chairman of the Nominating Committee fourteen (14) days before the Delegate Assembly. All nominees must provide a written recommendation from his/her member board, a statement indicating a willingness to serve and a resume and copy of their School Board Member Leadership and Development points in sufficient quantities for distribution to each delegate.

### **Meetings**

The IASB Nominating Committee shall hold at least one meeting, the length and schedule of which shall be determined by the Nominating Committee Chairman. The meeting may be conducted by telephone conference call.

### **Candidate Interviews**

The Nominating Committee is authorized to hold telephone conference calls and/or personal interviews and meetings as deemed appropriate.

### **Objective Criteria for Selection of Nominees for IASB Offices**

The IASB Nominating Committee, when considering persons recommended for IASB elective offices, shall consider the following criteria:

1. Leadership experience and general participation in IASB activities.
2. Leadership experience on the local board of education.
3. Involvement with other education-related associations or organizations.
4. Other leadership experiences.
5. Special talents or interests of benefit to IASB as currently constituted.

### **Reporting of Nominees**

In accordance with Article IV, Section 1 of the IASB Constitution, the Executive Director shall distribute the nominees for elective office made by the Nominating Committee to all Active Members at least forty-five (45) days preceding the Annual Meeting of the Delegate Assembly.

In the event a nominee shall not be eligible for office at the time of election, the Nominating Committee shall be authorized to submit a new nominee.

**Nominating Committee Calendar and Timelines**

May 1	Published in the May Newsletter. Candidate applications will be mailed from IASB – Springfield upon request.
First Friday of August	Recommendations due in the Springfield office.
2 <sup>nd</sup> week in August	Copies of information on persons recommended sent to Nominating Committee members.
August	Nominating Committee meets.
October	Nominating Committee Report sent to member boards of education forty-five (45) days before Delegate Assembly with Resolutions packet.

---

**MONITORING:**

Method(s): Direct Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—5/13/95  
Amended—2/17/07

Membership

Annually the President will appoint the IASB Treasurer and six (6) other members, of the Board of Directors to the Audit Committee which will be chaired by the IASB Treasurer.

Authority

IASB Board of Directors.

Product

The Audit Committee shall meet annually with the Executive Director, Assistant Treasurer and a representative of the audit firm responsible for the IASB audit to review and discuss the IASB audit report prior to the 3<sup>rd</sup> Quarter Board of Directors meeting. A report of the meeting shall be provided to the Board of Directors.

Cost Consideration

Cost of one meeting of the Audit Committee.

---

MONITORING:

Method(s): Direct Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—5/13/95  
Amended—2/20/10

To accomplish its job outputs with a governance style consistent with Board policies, the Board of Directors will follow an annual agenda which: 1) completes a re-exploration of Ends policies; and 2) continually improves its performance through continual process improvement and attention to Board education and to enriched input and deliberation:

Calendar:

1 <sup>st</sup> Quarter	Policy Development and Review  Leadership Development Goal Setting Budget Assumptions Review New Board Member Orientation	I – 1 II – 4, 8, 9, 10 III – 1, 2, 3, 4, 7, 8
2 <sup>nd</sup> Quarter	Policy Development and Review  Budget Assumptions Discussion and Decision Current Year Activity Review New Board Member Orientation Carver Training	I – 1 II – 3, 4, 5 III – 2, 7
3 <sup>rd</sup> Quarter	Policy Development and Review  Board Self-Evaluation Executive Director Evaluation Board In-Service Education Preliminary Audit Receipt and Review New Board Member Orientation Carver Training ( <i>if needed</i> )	I – 1 II – 1, 2, 4, 7, 8, 11 III – 2, 5, 6, 7 IV – 1, 2, 3, 4
4 <sup>th</sup> Quarter	Policy Development and Review  Final Audit Receipt and Review Prior Year Activity Review Board Reorganization New Board Member Orientation	I – 1 II – 3, 4, 6 III – 2, 7 V – 1, 2, 3, 4

---

MONITORING:

Method(s): Direct Report  
Frequency: Quarterly—1<sup>st</sup>/2<sup>nd</sup>/3<sup>rd</sup>/4<sup>th</sup>

Adopted—8/28/94  
Amended—5/22/10

The Board of Directors expects of itself and its members legal, ethical and prudent conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as IASB Board of Directors members.

1. Board of Directors members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any Board of Directors member acting as an individual consumer of the organization's services.
2. Board of Directors members must avoid any conflict of interest with respect to their fiduciary responsibility.
  - a. There must be no self-dealing or any conduct or private business or personal services between any Board of Directors member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
  - b. Board of Directors members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
  - c. Should a Board of Directors member be considered for employment, he or she must temporarily withdraw from Board of Directors deliberation, voting and access to applicable Board of Directors information.
3. Board of Directors members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board of Directors policies.
  - a. Board of Directors members' interaction with the Executive Director or with staff must recognize the lack of authority in any individual Board of Directors member or group of Board of Directors members as noted above.
  - b. Board of Directors members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board of Directors member or Board of Directors members to speak for the Board.
  - c. Board of Directors members will make no judgments of the Executive Director or staff performance except as that performance is assessed against explicit Board of Directors policies by the official process.

4. Board of Directors members will abide by their General Meeting Behavior agreements:

- a. Follow the agenda
- b. Realistic agenda timelines
- c. Clear decision-making processes
- d. Balanced participation
- e. One speaker at a time
- f. Respectful, courteous atmosphere
- g. Sense of openness and trust

---

**MONITORING:**

Method(s): Direct Report  
Frequency: Annually—1<sup>st</sup> Quarter

Adopted—8/28/94  
Amended—11/18/10

## **BOARD-STAFF RELATIONSHIP**

<b>Executive Director Role .....</b>	<b>IV-1</b>
<b>Delegation to the Executive Director .....</b>	<b>IV-2</b>
<b>Executive Director Job Description .....</b>	<b>IV-3</b>
<b>Monitoring Organizational Performance .....</b>	<b>IV-4</b>

The Executive Director, as chief executive officer, is accountable to the Board of Directors acting as a body. The Board of Directors will instruct the Executive Director through written policies, delegating interpretation and implementation to the Executive Director.

---

**MONITORING:**

Method(s): Internal Report/Direct Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—8/28/94  
Amended—2/17/07

All Board of Directors authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff—as far as the Board of Directors is concerned—is considered to be the authority and accountability of the Executive Director.

1. The Board will direct the Executive Director to achieve certain results, for certain recipients, at a certain cost through the establishment of **Ends** policies. The Board will limit the latitude the Executive Director may exercise in practices, methods, conduct and other “means” to the ends through establishment of **Executive Limitations** policies.
2. As long as the Executive Director uses any **reasonable interpretation** of the Board’s **Ends** and **Executive Limitations** policies, the Executive Director is authorized to establish all non-Board policies, make all decisions, take all actions, establish all practices and develop all activities.
3. The Board may change its **Ends** and **Executive Limitations** policies, thereby shifting the boundary between Board and Executive Director domains. By so doing, the Board changes the latitude of choice given to the Executive Director. But so long as any particular delegation is in place, the Board and its members will respect and support the Executive Director’s choices. This does not prevent the Board from obtaining information in the delegated areas.
4. Only decisions of the Board of Directors acting as a body are binding upon the Executive Director.
  - a. Decisions or instructions of individual Board of Directors members, officers or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.
  - b. In the case of Board of Directors members or committees requesting information or assistance without Board authorizations, the Executive Director can refuse such requests that require—in the Executive Director’s judgment—a material amount of staff time or funds or is disruptive.

---

**MONITORING:**

Method(s): Internal Report/Direct Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—8/28/94  
Amended—2/17/07

As the Board of Directors single official link to the operating organization, the Executive Director's performance will be considered to be synonymous with organizational performance as a total.

Consequently, the Executive Director's job contributions can be stated as performance in only two areas:

1. Organizational accomplishment of the provisions of Board of Directors policies on **Ends**.
2. Organizational operation within the boundaries of prudence and ethics established in Board of Directors policies on **Executive Limitations**.

---

MONITORING:

Method(s): Internal Report/Direct Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—8/28/94  
Amended—2/17/07

Monitoring executive performance is synonymous with monitoring organizational performance against Board of Directors policies on **Ends** and **Executive Limitations**. Any formal or informal evaluation of the Executive Director/organizational performance may be derived only from these monitoring data.

1. The purpose of monitoring is simply to determine the degree to which Board of Directors policies are being fulfilled. Information which does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board of Directors time so that meetings can be used to create the future rather than to review the past.
2. A given policy may be monitored in one or more of three ways:
  - a. Internal Report: Documentation of compliance information to the Board of Directors from the Executive Director.
  - b. External Report: Documentation of compliance information by a disinterested external auditor, inspector or judge who is selected by and reports directly to the Board of Directors. Such reports must assess performance only against policies of the Board of Directors, not those of the external party unless the Board of Directors has previously indicated that party's opinion to be the standard.
  - c. Direct Board of Directors Inspection: Documentation of compliance information by a Board member, committee or the Board of Directors as a whole. This is a Board of Directors inspection of documents, activities or circumstances directed by the Board of Directors which allows a "prudent person" test of policy compliance.
3. Upon the choice of the Board of Directors, any policy can be monitored by any method at any time. For regular monitoring, however, each **Ends** and **Executive Limitations** policy will be classified by the Board of Directors according to frequency and method.

---

MONITORING:

Method(s): Direct Report  
Frequency: Annually—3<sup>rd</sup> Quarter

Adopted—8/28/94  
Amended—2/17/07

# FORM 990 COMPLIANCE POLICIES

<b>Conflict of Interest .....</b>	<b>V-1</b>
<b>Whistleblower .....</b>	<b>V-2</b>
<b>Document Retention and Destruction .....</b>	<b>V-3</b>
<b>Process for Determining Compensation .....</b>	<b>V-4</b>

This Conflict of Interest Policy of the Illinois Association of School Boards (“IASB”): (1) defines conflicts of interest; (2) identifies classes of individuals within the IASB covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. **Definition of Conflicts of Interest.** A conflict of interest arises when a person in a position of authority over the IASB may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons. A conflict of interest does not include questions involving a person’s competing or respective duties to the IASB and to another organization, such as by serving on the boards of both organizations, that do not involve a material financial interest of, or benefit to, such person.
2. **Individuals Covered.** Persons covered by this policy are the IASB’s Officers, Directors, Executive Director, and Key Employees as defined by IRS Form 990, Part VII.
3. **Facilitation of Disclosure.** Persons covered by this policy will annually disclose or update to the President on a form provided by the IASB their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
4. **Procedures to Manage Conflicts.** For each interest disclosed to the President, he or she shall assure full disclosure to the Board of Directors. The Board of Directors will determine whether to: (a) take no action; (b) ask the person to recuse from participation in related discussions or decision within the IASB; or (c) ask the person to resign from his or her position in the IASB. The IASB’s Executive Director will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

**Annual Acknowledgement and Disclosure Form**

**Instructions:** Complete this form upon becoming a member of the IASB Board of Directors, an Officer, the Executive Director, or Key Employee and annually thereafter before the beginning of the fiscal year. Give the completed form to the IASB President.

I have read the IASB Conflict of Interest Policy and agree to comply fully with its terms and conditions at all times while I am a member of the IASB Board of Directors, an Officer, the Executive Director, or a Key Employee of IASB as defined by IRS Form 990, Part VII. If I become aware of any actual or potential conflicts of interest at any time following the submission of this form, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the IASB President or the Executive Director in writing.

**Disclosure of actual or potential conflicts of interest:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Do you receive employment compensation as an Officer, Director, Executive Director, or Key Employee of IASB?  Yes  No

Aside from reimbursement for reasonable expenses, have you received or do you expect to receive any material financial benefit from IASB in addition or apart from the compensation described above?  Yes  No

Does any family member receive compensation or material financial benefit from IASB?  Yes  No

Do you have a family relationship or business relationship with any current Officer, Director or Key Employee of IASB?  Yes  No

*If you answered "Yes" to any of the above, please explain below or in a separate statement.*

\_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date

**MONITORING:**  
Method(s): Direct Report  
Frequency: Annually—4<sup>th</sup> Quarter  
Adopted—6/26/09

The Whistleblower Policy of the Illinois Association of School Boards (“IASB”): (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted IASB policies; (2) specifies that the IASB will protect the person from retaliation; and (3) identifies where such information can be reported.

1. **Encouraging Reporting.** The IASB encourages complaints or reports about illegal practices or serious violations of the IASB’s policies, including illegal or improper conduct by the IASB itself, by its leadership, or by others on its behalf.
2. **Protection from Retaliation.** The IASB prohibits retaliation by or on behalf of the IASB against staff or volunteers for making good faith complaints or reports under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The IASB reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries, or who otherwise abuse this policy.
3. **Where to Report.** Complaints or reports may be made under this policy on a confidential basis. They should describe in detail the specific facts to the IASB’s Executive Director or President; if both of those persons are implicated in the complaint or report, it should be directed to the IASB’s General Counsel or Chief Financial Officer. The IASB will conduct a review or investigation.

---

MONITORING:

Method(s): Direct Report  
Frequency: Annually—4<sup>th</sup> Quarter

Adopted—6/26/09

This Document Retention and Destruction Policy of the Illinois Association of School Board (“IASB”) identifies the record retention responsibilities of Staff, Volunteers, and Members of the Board of Directors for maintaining and documenting the storage and destruction of the IASB’s documents and records.

Records, including paper or electronic documents, are to be retained for the period of their immediate use, unless longer retention is required for historical reference, contractual, legal, financial or regulatory requirements, or for other purposes as determined by the Board of Directors, or Executive Director or designee. Records that are no longer required, or have satisfied their required periods of retention, may be destroyed.

***No Officer, Director, Employee, Volunteer or Agent of the IASB shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case. This policy covers all IASB records and documents regardless of form.***

---

MONITORING:

Method(s): Direct Report  
Frequency: Annually—4<sup>th</sup> Quarter

Adopted—6/26/09

This *Process for Determining Compensation Policy* of the Illinois Association of School Boards (“IASB”) applies to the compensation of IASB’s Executive Director and Key Employees of the IASB, as defined in IRS Form 990, Part VII.

The process includes the following elements: (1) review and approval of the compensation for the Executive Director by the IASB Board of Directors and review and approval of the compensation for Key Employees by a compensation committee managed by the Executive Director; (2) use of data as to comparable compensation; and (3) contemporaneous documentation and recordkeeping.

1. **Review and Approval.** The compensation of the Executive Director is reviewed and approved by the IASB Board of Directors and the compensation of all Key Employees is reviewed and approved by a compensation committee managed by the Executive Director. Any person with a conflict of interest with respect to the compensation arrangement at issue shall not be involved in this review and approval.
2. **Use of Data as to Comparable Compensation.** The compensation for employees covered by this policy is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.
3. **Contemporaneous Documentation and Recordkeeping.** There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding compensation arrangement for employees covered by this policy.