

The Illinois Association of School Boards Governance Policies

November 15, 2018

IASB Governance Policies and Glossary of Terms

Our Governance Policies will enable us, the elected Board of Directors, to effectively lead, direct, inspire and control the outcomes and operations of the Association through a set of very carefully crafted policy statements and effective monitoring of those statements.

Our Governance Policies offer a logical process for the IASB Board to govern. We are committed to using them well in order to:

1. Eliminate confusion between Board and Executive Director roles;
2. Focus on **Results**;
3. Free the Executive Director and staff to do their jobs without the Board's intrusion into day-to-day management decisions;
4. Attain more control over operational decisions in a manner that retains the Board's role at the governance level.

Governance Policies: The policies are grouped into five categories, each serving a distinct purpose. The five categories are:

GOVERNANCE CULTURE: The Board's definition of its own work and how it will be carried out. These policies clearly state the expectations the Board has for individual and collective behavior by IASB Directors.

BOARD-EXECUTIVE DIRECTOR RELATIONSHIP: The Board's definition, in policy, of how authority is delegated to its only point of contact — the Executive Director — and how the Executive Director's performance will be evaluated.

OPERATIONAL EXPECTATIONS: These policies define both the non-negotiable expectations and the clear boundaries within which the Executive Director and staff must operate. They articulate the actions and decisions the Board would find either absolutely necessary — or totally unacceptable.

RESULTS: These are our statements of intended benefits for Member Districts served by the Association. The **Results** policies become the Executive Director's and the organization's performance targets and form the basis for judging organizational and Executive Director performance.

REQUIRED LEGAL SUPPLEMENT 990: Statements that include all legal obligations imposed by the Internal Revenue Service on its Form 990 annual tax return/report.

IASB Governance Policies and Glossary of Terms

Active Member: The dues-paying Board of Education of any legally organized school district in Illinois.

Accountability: The Board holds the Executive Director responsible for organizational performance, requiring the Executive Director to justify actions and decisions while working within the **Operational Expectations** and striving to increase performance on the stated **Results**.

Association: The Illinois Association of School Boards.

Censure: Strong disapproval; to criticize in a harsh manner.

Committees: Subgroups or other such entities by whatever name created by the Board to support the work of the Board (See GC-3 and GC-5).

Compliance: Evidence or data that allow the Board to judge whether the Executive Director has met the standard set in the **Operational Expectations** value.

Executive Director: The Executive Director of IASB.

Governance: The process of defining values in policy that establish the Results to be achieved for member district/owners; the **Operational Expectations** for the conduct of the Association's work; and the Board's expectations for its own work and behavior. The resulting policies are monitored for progress and compliance and regularly reviewed for continuous improvement.

IASB: The Illinois Association of School Boards.

IASB Directors: 1) Current members of school boards of education who are Member Districts of IASB, and 2) Elected as a Director by division membership or an Officer (President, Vice-President, Immediate Past President) elected by IASB Member Districts.

Member District(s): The dues-paying Board of Education of any legally organized public school district in Illinois.

Monitoring: 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 **Results** are being accomplished, its **Operational Expectations** are being complied with, and its own processes are being adhered to.

Monitoring Report: The Board wants to know that its values have driven organizational performance. The Executive Director will present to the Board, for its evaluation, a report that summarizes how either compliance has been achieved on **Operational Expectations** or how reasonable progress has been made in **Results**. Each monitoring report requires: a re-statement of the full policy, by section; the Executive Director's reasonable interpretation of each section; data sufficient to prove compliance or progress, and a signed certification from the Executive Director of the status.

IASB Governance Policies and Glossary of Terms

Non-compliance: In gathering evidence and data to prove to the Board that its Operational Expectation values have been adhered to, there may be areas where the standards were not met. The policy or subsection of policy would be found to be “non-compliant.” The Executive Director would identify the capacity building needed to become compliant and the Board would schedule this section of policy for re-monitoring.

Organization: The Association.

Prudent: Careful and sensible; characterized by sound judgment.

Reasonable: Fair; just; logical and rational; well-founded.

Reasonable Interpretation: Once the Board has stated its values in policy, the Executive Director is required to “interpret” policy values, saying back to the Board, “*Here is what the Board’s value means to me.*” The Board then judges whether this interpretation is reasonable. In other words, does the Executive Director “get it?” This reasonable interpretation is the first step required in monitoring compliance on **Operational Expectations** and monitoring reasonable progress on **Results**.

Reasonable Progress: Once **Results** are identified, the Executive Director must set targets for achievement. Over time, data must be presented to the Board that demonstrates whether progress is being made towards achieving that standard. The Board decides whether the amount of progress is sufficient and reasonable.

IASB Board of Directors Policy Index

Governance Culture:

1. Board Purpose
2. Governing Commitments
Exhibit: Mentoring Program for New Members
3. Board Job Description
4. Officers' Roles
5. Board Committees
Exhibit: Nominating Committee Procedures
6. Annual Work Plan
Exhibit: Annual Work Plan
7. Board Members' Code of Conduct
8. Board of Directors Member Conflict of Interest
9. Process for Addressing Board Members' Violations
10. Board Development

Board/Executive Director Relationship:

1. Point of Contact
2. IASB Staff Accountability
3. Authority of the Executive Director
4. Executive Director Accountability
Exhibit: Annual Summative Evaluation of the Executive Director

Operational Expectations:

1. Global Operational Expectation
2. Emergency Succession
3. Treatment of Members, IASB Division and Division Leadership, Other Clients and Volunteers
4. Personnel Administration
5. Compensation and Benefits
6. Financial Planning
7. Financial Administration
8. Asset Protection
9. Communicating with the Board
10. Relationship with Service Associates

Results:

1. Mega Result / Mission
2. Board and Board Member Development
3. Member Advocacy
4. Member Services

Required Legal Supplements: 990

1. Conflict of Interest
Exhibit: Annual Acknowledgement and Disclosure Form
2. Whistleblower
3. Document Retention and Destruction
4. Process for Determining Compensation

POLICY TYPE: **Governance Culture**
POLICY TITLE: **Board Purpose**

GC-1

The Board of Directors of the Illinois Association of School Boards (hereinafter referred to as the Board) represents, leads and serves the Association’s owners — its Member Districts — and holds itself accountable to them by committing to act in their best interests and by ensuring that all Board and Association action is consistent with law, the **IASB Constitution** and governance policies.

The Board’s purpose is to assure that the Association achieves the outcomes described in the Board’s **Results** policies and that it operates according to the values expressed in the Board’s **Operational Expectations** policies.

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 1 & 4	Reviewed:	08/25/18
		Amended:	08/23/15

The Board will govern lawfully with primary emphasis on **Results**; encourage full exploration of diverse viewpoints; focus on governance matters rather than administrative issues; observe clear separation of Board and Executive Director roles; make all official decisions by formal vote of the Board; and govern with long-term vision.

1. The Board will function as a single unit. Issues and concerns of IASB Directors regarding organizational performance will be brought to the full Board for discussion and resolution. The opinions and personal strengths of individual members will be used to the Board's best advantage, but the Board faithfully will make decisions as a group, by formal vote. No officer, individual, or committee of the Board will be permitted to limit the Board's performance or prevent the Board from fulfilling its commitments.
2. The Board is responsible for its own performance, and commits itself to continuous improvement. The Board will assure that IASB Directors are provided with training and professional support necessary to govern effectively, offered new board member orientation to IASB governance prior to their first board meeting, and assigned a mentor during the first year of a Director's term. As a means to assure continuous improvement, the Board regularly and systematically will monitor all policies in this section, and will assess the quality of each meeting by debriefing the meeting following its conclusion.
3. To ensure that the Board's business meetings are respectful, encourage trust and are conducted with maximum effectiveness and efficiency, IASB Directors will be expected to:
 - a. attend an IASB governance orientation session prior to their participation in board meetings
 - b. come to meetings adequately prepared
 - c. not repeat what has already been said
 - d. not monopolize the discussion
 - e. support the president's efforts to facilitate an orderly meeting
 - f. communicate openly and actively in discussion
 - g. encourage participation of all members
 - h. speak only when recognized
 - i. not engage in side conversations
 - j. not interrupt each other
4. The Board will use a consent agenda as a means to expedite the disposition of routine matters. An item may be removed from the consent agenda upon request of an IASB Director.
5. The Board will direct the organization through policy. The Board's major focus will be on the benefits expected to be received by Member Districts, rather than on the strategic choices made by the Executive Director and IASB staff to achieve those results. The Board, by majority vote, may revise or amend its policies.

6. Except in the event of an emergency, as determined by a two-thirds vote of the directors present, the Board will not take final action on any business item unless it is included in the agenda presented to IASB Directors in advance of the meeting.
7. The Board will encourage and support full division representation and participation at each Board meeting.
 - a. Division by-laws, approved by the Board of Directors, may provide for a designated alternate(s) with full voting rights in the event that a Director is unable to attend a meeting.
 - b. Absent such a provision in division by-laws, a Director may appoint a substitute to attend in his/her stead. This substitute may participate in Board discussion and deliberation, but may not vote on any issue before the Board.

Mentor Eligibility: In order to be eligible to serve as a mentor, IASB 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 IASB Directors and introductions (names, divisions, years of service) of all IASB Directors.

Guidelines for Serving as a Mentor for a New IASB Director 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 IASB Director — explain that you are there to help. Listen respectfully to all concerns and answer questions honestly.
3. Try to contact the new IASB 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 IASB 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 IASB 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 IASB Director:
 - a. 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.
 - b. An overview of IASB governance policies — This can be very brief as it will be covered in detail at the new IASB Director's orientation prior to his/her first meeting. However, a general description of the Board's 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.

- c. A historical context for the Board’s work including an overview of the minutes of prior meetings with special attention given to ongoing issues.
 - d. 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 IASB Directors 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.
 - e. A review of the glossary of vocabulary terms used by IASB Board.
5. At the new IASB 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 IASB Director during his/her first few meetings so that you can answer any questions as they occur.
 6. After the new IASB 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 IASB Director in becoming an effective member of the Board of Directors and will ensure skilled and knowledgeable future leadership for IASB.
 7. Plan to continue the mentor/mentee relationship for one full year — a four (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.

Being a mentor can bring rewards to you, the new Director, and 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 IASB Director to contact you with questions and concerns.
3. Listen attentively and respond empathetically to questions and concerns raised by the new IASB Director.

4. Encourage the new IASB Director to keep an open mind to new ideas and feedback.
5. Be receptive to feedback and new ideas and help the new IASB Director 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 IASB Directors must ask questions and seek help with issues about which they are unsure. They should help other new IASB Directors 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 IASB Director to pass on information, insights and knowledge to the new IASB Director enabling the new Director to fully contribute to the Board more quickly.

Mentors usually find they learn something from the “mentee” as well. 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.

The Board’s job as trustees is to represent, lead and serve the owners — Member Districts — and to govern the Association by establishing expectations for organizational results, establishing expectations for quality operational performance, and monitoring actual performance against those expectations.

The Board will:

1. Ensure that the **Results** are the dominant focus of Association performance.
2. Advocate for the Association.
3. Initiate and maintain constructive two-way dialogue with Member Districts as a means to engage them in the work of the Board and the Association in order to achieve the Association’s mission, vision, and desired **Results**.
 - a. Representation: Directors will serve as representatives of their Divisions, bringing Division member aspirations, needs, and concerns to Board deliberations while acting as representatives for the entire membership and Association when Board decisions are made.
 - b. Connection: Directors will foster engagement between their Divisions and the ongoing work of the Board and Association on behalf of the Association’s Active Members.
 - c. Leadership: Directors will work with other elected Division Officers to provide leadership within the Division in order to promote the Division mission in support of the overall IASB mission, vision, and desired Results.
4. Develop written governing policies that address:
 - a. **Governance Culture:** Definition of the Board’s own work, the processes it will employ and conditions within which it will accomplish that work;
 - b. **Board/Executive Director Relationship:** The role relationship of the Executive Director and the Board, including the specified authority of the Executive Director and the process for monitoring Association and Executive Director performance;
 - c. **Operational Expectations:** Statements of the Board’s values about operational matters delegated to the Executive Director, including both actions and conditions to be accomplished and those prohibited;
 - d. **Results:** The intended benefits for the Member Districts served by the Association;
 - e. **Required Legal Supplement 990:** Statements that include all legal obligations imposed by the Internal Revenue Service on its Form 990 annual tax return/report.
5. Ensure acceptable Executive Director performance through effective monitoring of **Results** and **Operational Expectations** policies.
6. Ensure acceptable Board performance through effective evaluation of Board actions and processes.

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 1 & 4	Reviewed:	08/25/18
		Amended:	08/25/18

7. Provide new Directors with orientation and mentoring to ensure the continuity of the Board's governing processes.
8. Approve the appointment of an independent auditor to conduct an annual external review of the Association's financial condition and report directly to the Board.
9. Approve Association depositories.

The officers of the Board are those listed in this policy. Their duties are those assigned by this policy, and others required by law.

President

The President leads the Board, ensures compliance with the Board's policies, exercises responsibilities with integrity, reflects the intent of the Board's policies, and serves as the Board's official spokesperson although the President may delegate this role to other Board members from time to time.

The President has the following specific authority and duties:

1. Monitor Board actions to assure that they comply with the Board's own rules and policies;
 - a. Conducts and monitors Board meetings to assure that Board discussion and attention are focused on Board issues, as defined in Board policy (see GC-3);
 - b. Assure that Board meetings are productive, efficient and orderly;
 - c. Chairs Board meetings using the authority vested in the chair as described in Robert's Rules of Order;
 - d. Lead timely Board meeting debriefings and periodic self-assessments to ensure continuous process improvement.
2. Make all interpretive decisions of Board policies in the **Governance Culture** and **Board/Executive Director Relationship** sections, using reasonable judgment. The President is not authorized to:
 - a. Make any interpretive decisions about policies created by the Board in the **Results** and **Operational Expectations** policy areas. Interpretation of these policies is the responsibility of the Executive Director;
 - b. Exercise any authority in her or his individual capacity to supervise or direct the Executive Director, except as may be authorized by the Board;
3. Inform the Executive Committee of any actual or anticipated noncompliance with any policy reported to him or her.
4. Compiles and leads the Board's summative evaluation of the Executive Director.
5. Represent the Board as its designated spokesperson about issues decided by the Board and other matters related to official Board or Association business.
6. Execute all documents as authorized by the Board, except as otherwise provided by law.
7. Appoint members of Board committees.
8. On behalf of the Board, and in conjunction with the Executive Director, develop proposed meeting agendas consistent with the Board's annual work plan.

The President may delegate any assigned responsibilities to other IASB Directors, but the President remains responsible for ensuring the completion of all delegated actions.

Vice President

The Vice President shall perform the President's duties in the event of the President's temporary disability as determined by the Board or absence from any meeting.

The Vice-President has the following specific authority and duties:

1. Serve as Chair of the Resolutions Committee.
2. Serve as Chair of the Policy Review Committee.
3. Perform other duties as assigned by the President.

Treasurer

The Treasurer shall keep an account of all revenues and expenditures of the Association. The duties of the Treasurer, under authority of the Board, will be assigned in whole or in part to an Assistant Treasurer, who shall be a member of the IASB staff. The Treasurer or Assistant Treasurer shall only make disbursements authorized by the Board and approved by the Executive Director, and other officers, as the Board may prescribe. All financial records, vouchers and funds in the Treasurer's possession shall at all times be subject to verification and inspection by the Board.

The Treasurer has the following specific authority and duties:

1. Serve as Chair of the Audit Committee.
2. Present financial reports at the annual Meeting of the Delegate Assembly and when called upon by the President.

Immediate Past President

The Immediate Past President has the following specific authority and duties:

1. Serve as Chair of the Nominating Committee.
2. Be responsible for the formal orientation of all new IASB Directors.
3. Assign mentors to all new IASB Directors.
4. Facilitate an annual review/evaluation of the new Director orientation/mentoring program and bring any recommendations for changes and improvements to the Executive Committee for consideration for Board action.
5. Perform other duties as assigned by the President

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 2 & 4	Reviewed:	11/15/18
		Amended:	11/15/18

The Board may create committees in order to assist the Board in the performance of its governance responsibilities. If committees are established, they will be used exclusively to support the work of the Board as described in Policy GC-3.

1. Board committees will not be used to direct, advise, assist or oversee IASB staff. Board committees will have no authority over IASB staff, and may only exercise demands on IASB staff time and organizational resources to the extent authorized in this policy.
2. Committees may prepare recommendations for policy alternatives and implications for Board consideration.
3. Committees may not speak or act for the Board unless specifically authorized to do so. The responsibilities and authority of all Committees are carefully stated in this policy to assure that Committees fully understand their duties and extent of authority, and to assure that Committee work will not usurp or conflict with the Board's own authority or conflict with authority delegated to the Executive Director.
4. A Committee, which has helped the Board create policy on some topic, will never have exclusive monitoring responsibility for organizational performance on that same subject.
5. When ad hoc, or temporary, the date for termination is documented for each committee. Committees may be renewed or reauthorized upon their expiration, but unless the Board acts to renew the committee's existence, it shall cease to exist upon the date specified.
6. All standing Committees are listed below:

1. Name: Executive Committee

A. Purpose/Charge:

1. Provide general direction of Board of Director's affairs including:
 - a. Plan agendas for quarterly meetings.
 - b. Recommend policy development.
 - c. Determine timing of reports to the full Board of any actual or anticipated policy noncompliance as reported to the President by the Executive Director.
2. Act on behalf of the Board of Directors between meetings in unique, time-sensitive circumstances. Any actions taken by the Executive Committee shall be subject to ratification of the Board of Directors.

B. Membership:

1. President
2. Vice President
3. Treasurer
4. Immediate Past President

5. Four (4) IASB Directors elected annually in November by the Board from among its membership. Additionally, one alternate will be elected.
 - a. The four (4) candidates receiving the most votes will serve on the Executive Committee.
 - b. The candidate receiving the fifth-most votes will be offered the alternate position. If declined, the alternate position will be offered to the member receiving the next highest vote total until filled. The alternate will be invited to attend Executive Committee meetings only in the absence of an Executive Committee member.
6. Executive Director (ex-officio member without a vote)

C. Meeting Schedule: quarterly, approximately 30 days prior to the preparation of the Board's agenda packet or 1: upon the call of the Association President or, 2: upon petition of three (3) members of the Executive Committee.

D. Term of the Committee: Whenever a member of the Committee ceases to be an active member of the Board of Directors or resigns his/her committee membership creating a vacancy on the Executive Committee, the alternate shall fill the remainder of the term. Committee membership shall be one year or until successors are elected.

2. Name: Resolutions Committee

A. Purpose/Charge:

1. Develop appropriate resolutions and/or review resolutions from Member Districts for consideration by the Delegate Assembly.
2. Assure publication and distribution of proposed resolutions to Member Districts 45 days before the Delegate Assembly.

B. Membership:

1. IASB Vice President (Chair).
2. One sitting school board member from a Member District selected by each division.
3. An alternate member may be selected by each division to attend at-will and vote in the absence of the Committee member as determined by division by-laws.

C. Reporting Schedule: at least forty-five (45) days before Delegate Assembly.

D. Term of Committee: One year with the terms of individual committee members determined by division by-laws.

3. Name: Nominating Committee (see GC-5E)

A. Purpose/Charge: Present a candidate or slate of qualified candidates for the offices of IASB President and IASB Vice President to the Delegate Assembly.

B. Membership:

1. Immediate Past President, Chair.
2. Four (4) members and two (2) alternates of the IASB Directors, selected by the IASB President and approved by the IASB Directors with new members appointed at least ninety (90) days prior to the Annual Meeting of the Delegate Assembly.

C. Reporting Schedule: Nominations to all Member Districts at least forty-five (45) days before Delegate Assembly.

D. Term of Committee: One year

4. Name: Audit Committee

A. Purpose/Charge:

1. Solicit bids at least every four (4) years for an independent auditor.
2. Recommends to the IASB Directors the appointment of an independent auditor and the scope of the annual audit.
3. Review the audit report with the auditor and present findings to the IASB Directors.

B. Membership:

1. IASB Treasurer, Chair.
2. Executive Director (ex-officio member without a vote).
3. Assistant Treasurer/CFO (ex-officio member without a vote).
4. Five (5) members and two (2) alternates of the IASB Directors appointed by the IASB President.

C. Reporting Schedule: The independent audit is expected to be completed and delivered to the Audit Committee in time for the committee to present to the Board, no later than the fourth quarter meeting.

D. Term of Committee: One year.

5. Name: Policy Review Committee

A. Purpose/Charge:

As requested by the Board of Directors or the Executive Director:

1. Review proposed changes to the IASB Constitution and Board of Directors' governance policies and bring recommendations for proposed changes to the Executive Committee and Board of Directors.
-

2. Review NSBA resolutions and make recommendations to develop proposals to alter/improve resolution language; submit recommendations and proposals to the Executive Committee and Board of Directors.

B. Membership:

1. IASB Vice President – Chair
2. Four Directors appointed by the President
3. IASB Staff (ex-officio members without a vote)

Note: More than one staff member may work with the Committee depending on the context of the policy or resolution.

C. Reporting Schedule: Governance Policy recommendations are made a week prior to Executive Committee Meeting. Recommendation for changes to IASB Constitution are presented to the Executive Committee prior to the Resolutions Committee deadline for submissions. If requested, recommendations for changes to NSBA Resolutions are presented to the Executive Committee prior to NSBA deadline for submission.

D. Meeting Schedule: as needed throughout the year generally conducted electronically.

E. Term of the Committee: One year.

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 3 & 4	Reviewed:	11/15/18
		Amended:	03/11/17

Membership

The Chair of the Nominating Committee shall be the Immediate Past President of the Association. The President shall annually select four (4) IASB Directors to serve with the Chair on the Nominating Committee, and shall appoint two (2) IASB Directors 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 IASB Director to serve in place of the Immediate Past President.

The Nominating Committee members shall not be themselves candidates for any position that the Committee considers.

Appointment shall be at least ninety (90) days prior to the Annual Meeting of the Delegate Assembly.

Source of Candidates

Persons shall be recommended by their local Member Districts, in writing, to the IASB Nominating Committee Chair. Recommendations shall be submitted on official data sheets and shall be put forward by local school boards that are Member Districts of IASB. (See GC-5E2)

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 Chair, 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.

Solicitation of Names for Consideration

1. Announcements of the elective offices shall be published in May 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 that includes local Member District recommendation, IASB officer profiles, IASB service history, and personal history. (See GC-5E2).
 - 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.

Candidate Interviews

The Nominating Committee meets annually at the first quarter meeting to interview candidates for the positions of President and Vice President of the Association and to determine recommendations to be made to the delegate assembly.

The Nominating Committee is authorized to hold telephone conference calls and/or personal interviews and meetings as deemed appropriate. Questions for candidate interviews shall be determined by the consensus of the committee.

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 nominee's 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.

Committee Action

The nominating committee will interview each candidate for whom recommendation documents have been received.

At the conclusion of the interviews, the committee will deliberate and, in the case of multiple nominees for a position, will vote to determine the nominee(s) by simple majority.

At the conclusion of this meeting, the nominating Committee chair will provide the Nominating Committee recommendations for the offices of President and Vice President to the Board of Directors and the Executive Director for the Reporting of Nominees.

Reporting of Nominees

In accordance with Article IV, Section 1 of the IASB Constitution, the Executive Director, on behalf of the Nominating Committee, shall distribute the report of nominees for elective office to all Member Districts 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

Early May	Published in May. Candidate applications will be mailed from IASB — Springfield upon request.
First Friday of August	Recommendations due in the Springfield office.
Second week in August	Copies of information on persons recommended sent to Nominating Committee members.

August Nominating Committee meets to interview candidates and determine recommendations.

October Nominating Committee Report sent to Member Districts forty-five (45) days before Delegate Assembly with Resolutions packet.

Nominations from the Floor

Nominations to be made from the floor must be presented pursuant to the IASB Constitution and By-Laws.

CANDIDATE DATA
for the office of
PRESIDENT or VICE-PRESIDENT

Candidates for the position of President or Vice-President of the Illinois Association of School Boards should possess, at minimum, the following qualifications:

- Demonstrated leadership on a local board of education and at IASB division and state levels.
- Demonstrated participation in a wide spectrum of IASB activities at all levels.
- Demonstrated ability to speak for public education in Illinois and to be an advocate for IASB positions.
- Membership on the IASB Board of Directors for at least two years is preferred.

Please supply complete information about the candidate as requested in all categories and return to: Chair, IASB Nominating Committee, Illinois Association of School Boards, 2921 Baker Drive, Springfield, Illinois 62703-5929.

Due in the IASB office by 4:00 p.m. (first Friday in August)

WE RECOMMEND THAT: NAME (first/middle/last) _____

Address _____

Phone (s) _____

BE CONSIDERED by the IASB Nominating Committee for the position of _____

Current board member of school district _____

Year first elected: _____ Year present term expires: _____

Intends to run for re-election? _____

Local board offices held and dates _____

Board member of other school district, if applicable, and dates _____

Other district board offices held and dates _____

- Attach TWO (2) PAGES OR LESS listing information requested in items A-C below:
 - a. Non-IASB education-related offices, committees and positions held with dates.
 - b. Other statewide or national experiences relating to school governance with dates.
 - c. Current and previous employment/occupations and dates.
- Attach a completed IASB Officer Profile form.
- Attach a copy of the candidate's accumulative Master Board Member Program activity.
- Attach one page describing not more than three (3) goals that the candidate has for the future of IASB.
- Attach a letter from the candidate verifying the accuracy of the submitted information and indicating a willingness to serve if elected.

The ACTION to recommend _____ was taken on _____
(Candidate) (date-action since November)

by the Board of Education of and the attached information has been reviewed by this board.

Date Board Officer's signature and title (not Candidate)

(Do NOT submit additional recommendations or letters of support)

IASB Officer Profile

Date _____

Name _____ Nickname _____

Spouse's Name _____

Home Address _____

City/Zip Code _____

Telephone Number _____ Birth Date _____

Fax Number _____ Cell Phone _____

E-mail Address _____

Occupation Employer Name Business Address City/Zip Code _____

Telephone Number _____ Fax Number _____

IASB Service History

Date First Elected to Local Board _____ Date of Next Election _____

IASB Division _____ District Type _____

School District Name & No. _____ County _____

Superintendent _____ Business Official _____

Address _____ City/Zip Code _____

Telephone Number _____ Fax Number _____

Grade Range _____ Enrollment _____ Number of Attendance Centers _____

Most Recent EAV _____ Most Recent Expenditure per Pupil _____

Date _____ First Elected _____ as _____ IASB
Director _____

List of Committee Membership(s) (including dates)

Personal History

Education:

High School _____ College _____ Post Graduate _____

Children's Names and Birthdates

Leadership Activities in Civic and/or Professional Associations (including dates)

Awards/Recognitions/Commendations

Volunteer Activities and/or Affiliations

The Board will follow an annual work plan that includes continuing monitoring and review of all policies, dialogue sessions with ownership, and activities to improve Board performance.

1. The annual planning cycle will end each year in June to allow the Executive Director to properly align internal operational systems and processes.
2. The Board's annual work plan for the next year will include:
 - a. Scheduled dialogue sessions with membership groups and persons whose viewpoints are considered helpful to the Board.
 - b. Governance process improvement activities, including orientation of new members of the Board in the Board's governance process, and other discussions by the Board about means to improve its own performance, especially Board member knowledge and skill-building.
 - c. Scheduled monitoring of all policies.
 - d. Other events and activities that are parts of the Board's responsibilities and interests.

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 1 & 4	Reviewed:	08/25/18
		Amended:	11/15/12

Month	Policy Monitoring					Board Development/ Governance Work Sessions	Other Business
	GC	B/EDR	OE	RLS 990	RESULTS		
1st Quarter August	1	3	1			Executive Director Evaluation	Consent Agenda
	2	4	2			Conversation with Executive Director: Strategic Planning (Yearly Goals – Looking Forward)	Preliminary Audit Receipt and Review
	3		7		1	Planning for Connecting with the Ownership	Update Annual Work Calendar
	6		9			New IASB Director Orientation	Current Year Quarterly Budget Report
						Board Team Building (as planned)	NSBA Resolution Proposals Board Approval
							Nominating Committee Interviews/Meeting
							Committee Meetings as Needed
							Meeting Debrief
2nd Quarter November Thursday Meeting	4	1	5	1		New IASB Director Orientation	Consent Agenda
	7		10	2		Joint Annual Conference	Final Audit Receipt/Review
	8			3	4	Board Team Building (as planned)	Annual Conference Committee Report
				4			Current Year Quarterly Budget Report
							Meeting Debrief
2nd Quarter November Sunday Meeting							Annual Conference Debrief
							Board Reorganization
							Meeting Debrief

Month	Policy Monitoring					Board Development/ Governance Work Sessions	Other Business
	GC	B/EDR	OE	RLS	RESULTS		
3rd Quarter March	5	2	3			Informational Speaker	Consent Agenda
	9		4			New IASB Director Orientation	Budget Assumptions Review: Next Fiscal Year
	10		7		2	Connecting with the Ownership/TBD	Update Annual Work Plan (as needed) Current Year Quarterly Budget Report
			9			Board Team Building (as planned)	NSBA Delegate/Alternate Information Meeting Committee Meetings as Needed Meeting Debrief
4th Quarter June	all	all	5			Board Self-Evaluation*	Consent Agenda
			6		3	Conversation with Executive Director: Strategic Planning (Yearly Goals – Looking Back)	Update Annual Work Plan (as needed)
			8			Connecting with the Ownership/TBD	Budget Assumptions Discussion and Decisions: Next Fiscal Year
						New IASB Director Orientation Board Team Building (as planned)	Current Year Quarterly Budget Report Committee Meetings as Needed Potential Candidate Debriefing Nominating Committee Meeting Meeting Debrief

During the 1st, 2nd, and 3rd quarters the enumerated GC and B/EDR policies will be formally reviewed and updated as/if needed. *Governance Culture (GC) and Board/Executive Director Relations (B/EDR) policies will be formally monitored each year as part of the Board’s Self-Evaluation process during the 4th quarter (June) meeting.

The Board and its individual IASB Directors will conduct themselves lawfully with integrity and high ethical standards in order to model the behaviors expected of IASB staff and to build Member Districts' confidence and credibility.

1. IASB Directors will serve the interests of the entire Association. IASB Directors recognize this responsibility to the whole to be greater than:
 - a. any loyalty an IASB Director may have as a stakeholder who has paid for or received services from the Association;
 - b. loyalty based upon membership on other boards or staffs.
2. IASB Directors will not attempt to exercise individual authority over the Association.
 - a. IASB Directors will not attempt to assume personal responsibility for resolving operational problems or complaints;
 - b. IASB Directors will not personally direct any part of the operational organization;
 - c. When speaking or otherwise publicly sharing personal opinions, IASB Directors will respect decisions of the Board and will not undermine those decisions;
 - d. IASB Directors will express any concerns about the Executive Director or IASB staff in executive session rather than publicly expressing negative written or verbal judgments concerning the Executive Director or IASB staff.
3. To build trust among IASB Directors and to ensure an environment conducive to effective governance, the IASB Directors will:
 - a. focus on issues rather than personalities
 - b. respect decisions of the full Board
 - c. exercise honesty in all written and interpersonal interaction, never intentionally misleading or misinforming each other
 - d. make every reasonable effort to protect the integrity and promote the positive image of the organization and one another
4. IASB Directors will act professionally, using common courtesy, proper use of authority and exercise personal discipline in the performance of their duties as IASB Directors and as a representative of the Association.
5. IASB Directors shall maintain confidentiality appropriate to sensitive issues and information discussed in executive session.

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 2 & 4	Reviewed:	11/15/18
		Amended:	08/25/12

IASB Directors are expected to avoid conflicts of interest involving all matters considered by the Board of Directors. A conflict of interest exists when an IASB Director is confronted with an issue in which the IASB Director has a financial interest or an issue or circumstance that could render the IASB Director unable to devote complete loyalty and singleness of purpose to the Association's interest.

Required Legal Supplement: 990 (Policy RLS-1) further defines and sets forth processes and procedures for dealing with IASB Directors' Conflicts of Interest. Additionally, IASB Directors must avoid any conflict of interest with respect to the fiduciary responsibility:

1. There must be no self-dealing or any conduct of private business or personal services between any IASB Directors and the Association except as procedurally controlled to assure openness; competitive opportunity and equal access to "inside" information;
2. IASB Directors must not use their positions to obtain employment in the Association for themselves, family members or close associates;
3. Should IASB Directors be considered for employment, they must temporarily withdraw from Board of Director's deliberation, voting and access to applicable Board of Director's information.

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 2 & 4	Reviewed:	11/15/18
		Amended:	08/24/13

The Board and each IASB Director are committed to faithful compliance with the provisions of the Board's policies. The Board recognizes that its failure to deal with deliberate or continuing violations of its policies risks the loss of confidence in the Board's ability to govern effectively. Therefore, in the event of an IASB Director's willful and/or continuing violation of policy, the Board will address the issue by the following progressive process:

- a. conversation in a private setting between the offending IASB Director and the Board President or other individual director. Should the Board President be the offending director, the conversation shall include the Immediate Past President;
- b. discussion in an executive session between the offending IASB Director and the full Board;
- c. possible removal from leadership or committee positions by the President when the President has the authority to grant such appointments;
- d. possible removal by the Board by two-thirds vote per Article V., Section 5 of the IASB Constitution from any leadership or committee positions to which the offending IASB Director has been elected;
- e. notification to the division chair of the offending IASB Director's violation;
- f. censure of the offending IASB Director of the Board as a means of separating the Board's focus and intent from that of the offending IASB Director;
- g. possible removal from the Board by two-thirds vote per Article V., Section 5 of the IASB Constitution.

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 3 & 4	Reviewed:	06/16/18
		Amended:	03/07/15

The Board will invest in its governing capacity and will assure that the Board and its members have the knowledge, skills and support necessary for excellent governance.

1. Training will be used as necessary to orient new IASB Directors for membership, as well as to maintain and increase current IASB Director skills and knowledge.
2. Continued learning regarding the current and future state of public education will allow the Board of Directors to guide the vision of the Association.
3. External monitoring assistance will be used as necessary to enable the Board to exercise confident control over organizational performance. This includes but is not limited to a fiscal audit.
4. Owner/Member District dialog strategies will be used as needed to ensure the Board's ability to listen effectively to Member District viewpoints and values.

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 3 & 4	Reviewed:	06/16/18
		Amended:	03/05/16

The Board will direct the operational organization only through the Executive Director.

The Board will direct the Executive Director only through official decisions of the full Board.

1. The Board will make decisions by recorded vote in order to avoid any ambiguity about whether direction has been given.
2. The Executive Director is neither obligated nor expected to follow the directions or instructions of individual IASB Directors, officers or committees unless the Board has specifically delegated such authority.
3. Should the Executive Director determine that an information request received from individual IASB Directors, officers or committees is unreasonable, the Executive Director is expected to ask that such requests be submitted to the full Board for authorization.

The Executive Director is responsible for all matters related to the day-to-day operation of the organization, within the values expressed by the Board in policy. All staff members report directly or indirectly to the Executive Director.

1. The Board will never give direction to any employee other than the Executive Director.
2. The Board will not formally or informally evaluate any staff member other than the Executive Director.
3. The Board will not participate in decisions or actions involving the hiring, evaluating, disciplining or dismissal of any employee other than the Executive Director.

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 3 & 4	Reviewed:	06/16/18
		Amended:	08/24/13

The Board will provide direction to the Executive Director through written policies that define the organizational results to be achieved and define operational conditions and actions to be accomplished or avoided.

1. The Board will develop **Results** policies instructing the Executive Director to achieve defined results for those served by the organization.
2. The Board will develop **Operational Expectations** policies that express the Board’s values about operational conditions and actions. Certain of these values will be expressed positively to assure that the stated actions occur and the identified conditions exist, and will be stated as directives. Certain other values represent actions and conditions that are to be avoided, and will be stated prohibitively.
3. As long as the Executive Director uses relevant, reasonable and documented interpretation of the Board’s **Results** and **Operational Expectations** policies, the Executive Director is authorized to establish additional operational policies or regulations, make decisions, establish practices and develop related activities that the Executive Director deems appropriate to achieve the Board’s **Results** policies so long as the boundary between Board and Executive Director authority is not shifted. The Executive Director is not expected to seek Board approval or authority for any such decision falling within the Executive Director’s area of delegated authority.
4. The Board may change its **Results** and **Operational Expectations** policies, and in so doing shift the boundary between Board and Executive Director areas of responsibility. The Board will respect and support relevant, reasonable and documented interpretation(s) of its policies by the Executive Director, even though Executive Director decisions may not be the decisions the Board or IASB Directors may have made.

Monitoring Method:	Board Self-Assessment	Adopted:	02/26/12
Monitoring Frequency:	Semi-Annually: Quarter 1 & 4	Reviewed:	08/25/18
		Amended:	

The Board considers Executive Director performance to be linked to organizational performance. Organizational accomplishment of the Board's **Results** policies and operation according to the values expressed in the Board's **Operational Expectations** policies will be considered successful Executive Director performance. These two components define the Executive Director's job responsibilities, and are the basis for the Executive Director's performance evaluation.

1. The Board will determine organizational performance based upon a systematic monitoring process.
2. The Board will acquire monitoring data on **Results** and **Operational Expectations** policies by one or more of three methods:
 - a. By **Internal Report**, in which the Executive Director submits information that certifies and documents to the Board compliance or reasonable progress;
 - b. By **External Review**, in which an external third party selected by the Board assesses compliance or reasonable progress with applicable Board policies. External reviews shall assess performance only against the standards established by these policies unless the Board expressly specifies that the external reviewer's opinion shall be the standard.
 - c. By **Board Inspection**, in which the whole Board, officer(s) or a committee duly charged by the Board formally assesses compliance or reasonable progress according to the appropriate policy criteria.
3. The consistent performance standard for **Operational Expectations** policies shall be whether the Executive Director has:
 - a. reasonably interpreted the policy and its subparts;
 - b. provided adequate, timely monitoring data and reports;
 - c. complied with the provisions of the Board policy being monitored.
4. The consistent performance standard for **Results** policies shall be whether the Executive Director has:
 - a. reasonably interpreted the policy and its subparts;
 - b. provided adequate, timely monitoring data and reports;
 - c. made reasonable progress toward achieving the Board's defined **Results** policies.
5. The Board will make the final determination as to whether Executive Director interpretation is reasonable, whether the Executive Director is in compliance and whether reasonable progress has been made. In doing so, the Board will apply the "prudent person" standard.
6. All policies that instruct the Executive Director will be monitored according to a schedule and by a method determined by the Board and included in the Board's annual work plan. The Board may monitor any policy out of this defined sequence, if it is determined by a majority of the Board that conditions warrant monitoring at times other than those specified by the annual schedule.

7. Each August the Board will conduct a formal summative evaluation of the Executive Director. The summative evaluation will be based upon data collected during the year from the monitoring of **Results** and **Operational Expectations** policies. The Board will prepare a written evaluation document, which will consist of:
- a. A summary of the data derived during the year from monitoring the Board's **Results** and **Operational Expectations** policies;
 - b. Conclusions based upon the Board's prior action during the year relative to the Executive Director's reasonable interpretation of each **Results** policy and whether reasonable progress has been made toward its achievement;
 - c. Conclusions based upon the Board's prior action during the year relative to whether the Executive Director has reasonably interpreted and operated according to the provisions of the **Operational Expectations** policies.

The Board's Policy B/EDR-4 provides that:

Each August the Board will conduct a formal summative evaluation of the Executive Director. The summative evaluation will be based upon data collected during the year from the monitoring of **Results and Operational Expectations** policies.

The purpose of the annual evaluation of the Executive Director is to summarize the actions previously taken by the Board as it monitored Results and Operational Expectations policies during the year, and to draw conclusions on that basis.

Operational Expectations Policy:	Date Monitored:	Board Disposition:
OE-1 Global Operational Expectations	_____	_____
OE-2 Emergency Succession	_____	_____
OE-3 Treatment of Members, Other Clients and Volunteers	_____	_____
OE-4 Personnel Administration	_____	_____
OE-5 Compensations and Benefits	_____	_____
OE-6 Financial Planning	_____	_____
OE-7 Financial Administration	_____	_____
OE-8 Asset Protection	_____	_____
OE-9 Communicating with the Board	_____	_____
OE-10 Relationship with Service Associates	_____	_____

Results Policies:

R-1 Mega Results/Mission	_____	_____
R-2 Board and Board Member Development	_____	_____
R-3 Member Advocacy	_____	_____
R-4 Member Services	_____	_____

Based upon the Board's prior monitoring of these policies, and the on-going monitoring of the organization's and the Executive Director's performance during the preceding year, the Board reaches the following summary conclusions relative to Executive Director performance:

Signed: _____ Date: _____
President of the Board

Signed: _____ Date: _____
Executive Director

POLICY TYPE: **Operational Expectations**
POLICY TITLE: **Global Operational Expectations**

OE-1

The Executive Director shall not cause, allow, or fail to take reasonable measures to prevent any practice, activity, decision or organizational condition that is unlawful, unethical, unsafe, disrespectful, imprudent, in violation of Board policy or the IASB Constitution, or that endangers the Association's public image or credibility.

Monitoring Method:	Internal Report	Adopted:	02/26/12
Monitoring Frequency:	Annually: Quarter 1	Reviewed:	08/25/18
		Amended:	

POLICY TYPE: **Operational Expectations**
POLICY TITLE: **Emergency Succession**

OE-2

To protect the Board in the event of sudden and unexpected loss of Executive Director services, the Executive Director shall designate at least two other executive staff members who are familiar with the Board's governance process and issues of current concern and are capable of assuming Executive Director responsibilities on an emergency basis.

Monitoring Method:	Internal Report	Adopted:	02/26/12
Monitoring Frequency:	Annually: Quarter 1	Reviewed:	08/25/18
		Amended:	

The Executive Director shall maintain an organizational culture that treats Member Districts, IASB divisions and division leadership, other clients and volunteers with respect, dignity and courtesy.

The Executive Director will:

1. Protect confidential information.
2. Effectively handle complaints.
3. Communicate effectively with Member Districts, division and division leadership assuring the timely flow of information and appropriate input between the Association and its Member Districts and divisions that builds understanding and support for Association efforts.
4. Communicate effectively with IASB divisions and division leadership assuring the understanding that IASB Divisions are not legal entities and therefore have no authority to obligate financial or staff resources, to make commitments or to otherwise speak for the Association,
5. Maintain an organizational culture that:
 - a. values individual differences of opinion;
 - b. reasonably includes people in decisions that affect them;
 - c. provides open and honest communication in all written and interpersonal interaction;
 - d. focuses on common achievement of the Board's **Results** policies;
 - e. maintains an open, responsive and welcoming environment.
6. Prepare and publish, on behalf of the Board, an annual progress report highlighting the Association's success in achieving defined **Results** and other matters of importance to Member Districts.

The Executive Director shall assure the recruitment, employment, development, evaluation and compensation of employees in a manner necessary to enable the Association to achieve its **Results** policies.

The Executive Director will:

1. Maintain an organizational culture, based on staffs' identified core values, that positively impacts the ability of staff to responsibly perform their jobs and allows them to work in an environment of professional support and courtesy.
2. Conduct reasonable background inquiries and checks prior to hiring any paid personnel.
3. Select the most highly qualified and best-suited candidates for all positions.
4. Ensure that all staff members are qualified and trained to perform the responsibilities assigned to them.
5. Maintain adequate job descriptions for all staff positions.
6. Administer clear personnel rules and procedures for employees and acquaint staff with their rights.
7. Effectively handle complaints and concerns, including grievance procedures for appeal to the Board under certain conditions.
8. Protect confidential information.
9. Consistent with the Executive Director's own evaluation, evaluate all employee performance according to their contribution toward achieving the Board's **Results** policies and their compliance with the Board's **Operational Expectations** policies.

Monitoring Method: **Internal Report**
Monitoring Frequency: **Annually: Quarter 3**

Adopted: **02/26/12**
Reviewed: **03/03/18**
Amended: **02/22/14**

The Executive Director shall assure that the Association provides competitive compensation and benefit plans to enable it to recruit, employ and retain a high quality staff in order to achieve its mission and **Results** policies.

Accordingly, the Executive Director shall:

1. Maintain compensation and benefit plans that attract and retain the highest quality employees by compensating employees consistent with the applicable marketplace, including but not limited to organizations of comparable size and type, and within available resources.

The Executive Director may not:

2. Change his or her own compensation and benefits.
3. Promise or imply guaranteed employment.
4. Establish current compensation and benefits which 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.
5. Establish or change pension benefits which:
 - a. Cause unfunded liabilities to occur or in any way commit the Association to benefits that incur unpredictable future costs.
 - b. Provide less than some basic level of benefits to all full time employees.
 - c. Treat the Executive Director differently from other comparable key employees.
 - d. Are instituted without prior monitoring of these provisions.

The Executive Director shall develop and maintain a multi-year financial plan that is related directly to the Board's **Results** priorities and **Operational Expectations** goals, and that avoids long-term fiscal jeopardy to the Association.

The Executive Director will develop a budget that:

1. Is in a summary format understandable to the Board and presented in a manner that allows the Board to understand the relationship between the budget and the **Results** priorities and any **Operational Expectations** goals for the year.
2. Credibly describes revenues and expenditures.
3. Shows the amount spent in each budget category for the most recently completed fiscal year, the amount budgeted for each category for the current fiscal year and the amount budgeted for the next fiscal year.
4. Discloses budget-planning assumptions.
5. Assures fiscal soundness in future years.
6. Clearly separates capital and operational items.
7. Reflects anticipated changes in employee compensation, including performance increases and benefits.
8. Includes funds sufficient to provide governance training, support, and consultative fees necessary to meet the Board's identified needs.

The Executive Director may not develop a budget that:

9. Plans for the expenditure in any fiscal year of more funds than are conservatively projected to be available during the year.
10. Changes member dues formulas.
11. Increases Annual Conference registration fees greater than four (4) percent annually, rounded to the nearest \$10.
12. Reduces the projected year-end fund balance to an amount less than three (3) months' expenses.

Monitoring Method:	Internal Report	Adopted:	02/26/12
Monitoring Frequency:	Annually: Quarter 4	Reviewed:	06/16/18
		Amended:	

The Executive Director shall not cause or allow any financial activity or condition that materially deviates from the budgeted expenditures adopted by the Board; cause or allow any fiscal condition that is inconsistent with achieving the Board's **Results** or meeting any **Operational Expectations** goals; or place the long-term financial health of the Association in jeopardy.

The Executive Director will:

1. Assure that payroll and legitimate debts of the Association are promptly paid when due.
2. Assure that all purchases are based upon comparative prices of items of similar value, including consideration of both cost and long-term quality.
3. Use a competitive purchasing procedure for all capital expenditures.
4. Cooperate with the Board's chosen financial auditor in the conduct of the annual audit of the Association.
5. Make all reasonable efforts to collect any funds due the Association from any source.
6. Keep complete and accurate financial records by funds and accounts in accordance with generally recognized principles of accounting.
7. Publish a financial condition statement annually.

The Executive Director may not:

8. Expend more funds than have been received in the fiscal year unless revenues are made available through other legal means, including the use of fund balances, the authorized transfer of funds from reserve funds, and other legal sources.
9. Indebt the Association beyond the current fiscal year, excluding customary lease agreements.
10. Allow any required reports to be overdue or inaccurately filed.
11. Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
12. Issue a check in the amount of \$2,500 or more without two (2) authorized signatures.
13. Allow cash to drop below the amount to settle payroll and debts in a timely manner.
14. Fail to ensure that all sums are deposited in depositories approved by the Board.

Monitoring Method:	Internal and External Reports	Adopted:	02/26/12
Monitoring Frequency:	Internal: Semi-Annually, Quarter 1 & 3	Reviewed:	03/03/18
	External: Annually, Year End	Amended:	08/25/12

The Executive Director will assure that all organizational assets are adequately protected, properly maintained, appropriately used and not placed at undue risk.

The Executive Director will:

1. Maintain appropriate insurance coverage for organizations of comparable size, character and type protecting the Association.
2. Maintain Director's and officer's professional liability insurance coverage — errors and omissions — with limits appropriate for organizations of comparable size, character and type.
3. Protect intellectual property, information, files, records and fixed assets from loss, significant damage or improper use.
4. Maintain a technology disaster recovery plan.
5. Use the standard of prudence when making investment decisions. The Executive Director shall use the judgment of care, under circumstances then prevailing, that persons of prudence, discretion, and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of their capital as well as its probable income.

The Executive Director may not:

1. Allow facilities and equipment to be subject to improper use or insufficient maintenance.
2. Unnecessarily expose the Association, the Board or staff to legal liability.
3. Purchase or sell real estate, including land and buildings.
4. Cause or allow improprieties that may damage the public image or credibility of IASB, including:
 - a. Action against the mission and priorities of IASB;
 - b. The use of the Association's name in the alignment with other groups which could cause public embarrassment;
 - c. The hiring of employee relatives without protection of appropriate and fair procedures;
 - d. Engaging in disorderly conduct;
 - e. Allowing fiscal impropriety.
5. Destroy or discard any Association documents or records in any form with the intent to obstruct any investigation or potential investigation within the jurisdiction of any government department or agency.

Monitoring Method:	Internal Report	Adopted:	02/26/12
Monitoring Frequency:	Annually: Quarter 4	Reviewed:	06/16/18
		Amended:	05/18/13

The Executive Director shall assure that the Board is fully and adequately informed about matters relating to Board work and significant organizational concern.

The Executive Director will:

1. Submit required monitoring data (see policy **B/EDR-4 Executive Director Accountability**) in a thorough, accurate and understandable fashion, according to the Board’s annual work plan schedule, and including both Executive Director interpretations and relevant data to substantiate compliance or reasonable progress.
2. Provide for the Board in a timely manner information about trends, facts and other information relevant to the Board’s work.
3. Inform the Board of significant changes substantially affecting the Association’s financial condition.
4. Assure that the Board has adequate information from a variety of internal and external viewpoints to assure informed Board decisions.
5. Inform the Board of anticipated — or actual — significant media coverage.
6. Inform the individual member and President or full Board if, in the Executive Director’s opinion, the Board or individual members have encroached into areas of responsibility assigned to the Executive Director or if the Board or its members are non-compliant with any **Governance Culture** or **Board/Executive Director Relationship** policies.
7. 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.
8. Present information in simple and concise form, indicating clearly whether the information is incidental, intended for decision preparation, or for formal monitoring.
9. Treat all Board members equally and assure that all Board members have equal access to information.
10. Inform the Board in a timely manner of any actual or anticipated noncompliance with any Board **Operational Expectations** policy or any anticipated failure to achieve reasonable progress toward in any **Results** policy
11. Inform the Board in a timely manner of the administrative disposition of complaints presented to the Executive Director by the Board.
12. Inform the Board of the dismissal of any employee.
13. Provide a copy of the Executive Director Calendar to the officers on a monthly basis.

Monitoring Method:	Internal Report	Adopted:	02/26/13
Monitoring Frequency:	Annually: Quarter 1 & 3	Reviewed:	08/25/18
		Amended:	

The Executive Director will assure that dealings with Service Associates are fair and dignified. **Accordingly the Executive Director will:**

1. Assure fair and clear recruitment and evaluation procedures for selection of IASB sanctioned vendors.
2. Not permit exploitation of members by Service Associates.

The **vision** of the Illinois Association of School Boards is excellence in local school board governance supporting quality public education.

The **mission** of the Illinois Association of School Boards is to *Light the Way* for its members by developing their competence and confidence through a robust toolkit designed to build excellence in local school board governance, including:

- Premier training experiences;
- Networking opportunities for mutual support;
- Valuable benefits, pooled services, information, and expertise;
- Advocacy on behalf of public education; and
- A platform for a strong collective voice on common interests and concerns.

Individual board members and member boards of education will increase their knowledge and skills necessary to effectively govern their districts and provide quality public education including the ability to:

1. Understand the importance of placing primary focus on overall student success.
2. Understand the role difference between school boards, superintendents and administration.
3. Develop, articulate and implement a community-based vision for public education in their respective communities.
4. Build consensus among their board members and with the community.
5. Interpret and use data to monitor student and district progress.
6. Communicate effectively.
7. Interact with colleagues throughout the educational community.
8. Advocate effectively for the welfare of their own districts.
9. Govern through written board policy.

As a result of their affiliation with IASB and their participation in its programs and services, member boards will:

1. Be supported by the efforts of IASB advocacy staff, working consistently with position statements adopted by the Delegate Assembly.
2. Have their collective interest addressed through proactive, partnering relationships of IASB with state and national organizations, associations and government agencies.
3. Be supported in their efforts to advocate for the value of public education.

As a result of their affiliation with IASB and their participation in its programs and services, member boards will:

1. Realize benefits through use of IASB sponsored programs for goods and services.
2. Experience enhanced board operations through IASB direct services.

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.

Definition of Conflict 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, which do not involve a material financial interest of, or benefit to, such person.

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.

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.

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.

Monitoring Method:	Internal Report	Adopted:	02/26/12
Monitoring Frequency:	Annually: Quarter 2	Reviewed:	11/15/18
		Amended:	

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 _____

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:	Internal Report	Adopted:	02/26/12
Monitoring Frequency:	Annually: Quarter 2	Reviewed:	11/15/18
		Amended:	

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 IASB 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 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.

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

The process includes the following elements:

- 1. Review and Approval:** The compensation for the Executive Director is reviewed and approved by the IASB Board of Directors and the compensation for Key Employees is reviewed and approved by a compensation committee appointed and 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.

Monitoring Method:	Internal Report	Adopted:	02/26/12
Monitoring Frequency:	Annually: Quarter 2	Reviewed:	11/15/18
		Amended:	11/19/15