

WASBO Board Governance Policies
April 13, 2016

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1.1 POLICY TYPE: ENDS

POLICY TITLE: *WASBO PURPOSE*

WASBO members will effectively influence best practices at the local, state and national levels in order to provide school business management support that ensures outstanding educational opportunities for all students in Wisconsin.

1.2 POLICY TYPE: ENDS

POLICY TITLE: *WASBO VISION AND MISSION*

The WASBO Vision is to be the most influential Wisconsin organization for state and national school business management and leadership.

The WASBO Mission is to provide professional development, to foster a network of support and to advocate for funding that ensures outstanding educational opportunities for all children in Wisconsin.

Accordingly:

The WASBO Mission will be supported by a strategic plan that includes board guidance in developing initiatives, goals and measurements that will be in the form of SMART (Specific, Meaningful, Action Oriented, Realistic and Timely) goals for each area of the WASBO Mission.

1.3 POLICY TYPE: ENDS

POLICY TITLE: *WASBO BELIEFS*

The WASBO Beliefs are:

1. We have a responsibility to develop school business professionals who are visionary educational leaders.
2. In being committed to high quality performance, professionalism and ethical standards in all endeavors of the Association.
3. We have a responsibility to provide the infrastructure for the delivery of quality educational programs for students.
4. In advocating the concept that every child is entitled to a quality education supported by comprehensive school funding systems that are stable, adequate and equitable.
5. School Business Officials play a key role in the responsible, equitable and effective use of resources available to educate children.
6. We should foster communication by providing networking opportunities, continuing education and training for members and non-members to address the needs of lifelong learners.
7. Continuous improvement should be fostered by information, critical evaluation and reflection.
8. Enhanced leadership is promoted by mentorship among our members.
9. There should be strong alliances among educational organizations.

1.4 POLICY TYPE: ENDS

POLICY TITLE: *EXECUTIVE DIRECTOR SUCCESSION PLANNING*

The Board of Directors shall establish and annually review an executive director's succession plan in order to ensure continuity of leadership should the executive director leave the Association.

2.10 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *GLOBAL EXECUTIVE CONSTRAINT*

The Executive Director will not cause or allow any organizational practice, activity, decision, or circumstance which is either unlawful, imprudent or unethical.

2.11 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *GLOBAL EXECUTIVE CONSTRAINT (Professional Development)*

The Executive Director will not fail to provide appropriate professional development that promotes activities that enhance knowledgeable and skillful leaders and practitioners in providing school business management support and best practices.

2.12 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *GLOBAL EXECUTIVE CONSTRAINT (Networking)*

The Executive Director will not fail to develop an exceptional collaborative network of professional support among WASBO members and their various constituencies and leaders that are involved in educating all Wisconsin children.

2.13 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *GLOBAL EXECUTIVE CONSTRAINT (Advocacy)*

The Executive Director will not fail to provide knowledge and skill sets that deliver effective behaviors pertaining to governmental relations in order to advocate for successful policies for all Wisconsin children.

2.14 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *GLOBAL EXECUTIVE CONSTRAINT (SMART Goals)*

The Executive Director will not fail to provide SMART goals for each area of the WASBO mission, including measurements. The three areas of the WASBO mission are:

- a. Professional Development
- b. Networking
- c. Advocacy

Accordingly:

The Executive Director will not fail to include the board in developing SMART goals.

2.20 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *TREATMENT OF MEMBERS*

With respect to interactions with members or those applying to be members, the Executive Director will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unfair, disorganized, unclear, or unnecessarily intrusive.

The Executive Director will not:

The executive director will not provide an organizational endorsement of a service affiliate member's goods or services.

2.30 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *TREATMENT OF STAFF*

With respect to the treatment of paid and volunteer staff, the Executive Director will not cause or allow conditions that are unfair, undignified, devaluing, disorganized, or unclear.

The Executive Director will not operate without sufficient, written personnel rules, grievance procedures and whistleblower protections.

2.40 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *FINANCIAL PLANNING AND ACTIVITIES*

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

The Executive Director will not allow budgeting that doesn't provide credible projections and disclosure of planning assumptions. The Executive Director will not fail to report material deviations, with rationale, between budget and actual activities.

2.50 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *EMERGENCY EXECUTIVE DIRECTOR SUCCESSION*

In order to protect the Board from sudden loss of Executive Director services, the Executive Director will have no fewer than two other professionals sufficiently familiar with Board and Executive Director issues and processes to enable either to take over with reasonable proficiency as an interim successor.

2.60 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *ASSET PROTECTION*

The Executive Director shall not allow assets to be unprotected, inadequately maintained, inappropriately used or unnecessarily risked.

2.70 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *COMPENSATION AND BENEFITS*

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

The Executive Director will not:

1. Change the Executive Director's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.

2.80 POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *COMMUNICATION AND SUPPORT TO THE BOARD*

The Executive Director will not permit the Board to be uninformed or unsupported in its work.

The Executive Director will not respond to individual Board questions or requests for information without sharing the information with the full Board.

Notwithstanding the previous statements, the Executive Director may communicate directly with the Leadership Team as appropriate.

3.10 POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY TITLE: *GLOBAL GOVERNANCE-MANAGEMENT CONNECTION*

The Board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled Executive Director.

3.20 POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY TITLE: *UNITY OF CONTROL*

Only officially passed motions of the Board that make or amend Executive Limitations or Ends policies are binding on the Executive Director.

3.30 POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY TITLE: *ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR*

The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

3.40 POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY TITLE: *DELEGATION TO THE EXECUTIVE DIRECTOR*

The Board will instruct the Executive Director through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies. The Board will respect and support the Executive Director's choices.

3.50 POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY TITLE: *MONITORING EXECUTIVE DIRECTORS PERFORMANCE*

Systematic and rigorous monitoring of Executive Director’s performance will be solely against the Board’s required Executive Director job outputs: organizational accomplishment of any reasonable interpretation of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations, reasonably interpreted (using a “reasonable person” test).

The Board will obtain disclosure about the Executive Director’s interpretations of the Board policy being monitored from the Executive Director. The Board will obtain data disclosing whether or not the Executive Director’s interpretations have been accomplished using one or more of three methods: (a) by internal report, in which the Executive Director discloses the data to the Board; (b) by external report, in which an external, disinterested third party selected by the Board collects the data; and (c) by direct inspection, in which data are collected by the Board. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will normally use a routine schedule.

4.10 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *GLOBAL GOVERNANCE COMMITMENT*

The purpose of the Board, on behalf of members of WASBO, is to see to it that WASBO (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in Board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in Board Executive Limitation policies).

4.20 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *GOVERNING STYLE*

The Board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

The Board will direct, control and inspire the organization and provide oversight of the executive director through the careful establishment of broad written policies reflecting the Board's values and perspectives, including the vision and mission.

4.30 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *BOARD JOB DESCRIPTION*

Specific job outputs of the Board, as an informed agent of the membership, are those that ensure appropriate organizational performance. The Board will create written governing policies that address the broadest levels of all organizational decisions and situations that address the following.

- a. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost/priority).
- b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
- c. Governance process: Specification of how the Board conceives, carries out and monitors its own task.
- d. Board-Management Delegation: How power is delegated and its proper use monitored including, if applicable, the Executive Director's role, authority, and accountability.

Accordingly Expectations of the Board of Directors

- Be informed on WASBO issues in order to represent the total membership and speak on behalf of the association.
- Attend all board meetings, prepared to participate in discussions and decisions after carefully studying the agenda and related information.
- Volunteer as a committee liaison, member of special committees, and/or other work assignments.
- Be familiar with the WASBO Constitution and WASBO Policies and Procedures. New board members should study the minutes of the past year's meetings for awareness of recent board actions.
- Write at least two articles per year for publication in Taking Care of Business and solicit at least one article from another WASBO member for publication.
- Be actively involved and regularly attend the meetings of your own regional chapter. Each director is assigned as a liaison to at least one standing committee.
- Promote WASBO and ASBO International, especially to non-members. When possible, board

members are encouraged to retain membership in ASBO International and attend the annual ASBO Conference.

- Attend and actively participate in WASBO professional development events. Encourage members of your regional chapter to attend WASBO events, including the annual conference. Visit WASBO conference exhibits and encourage vendor participation.

4.40 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *AGENDA PLANNING*

The Board will focus on a strategic plan that addresses the organization's vision, mission and beliefs. To accomplish this with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through Board education, enriched input and deliberation. The Board will attend to consent agenda items as expeditiously as possible. The Board will judge the individual reports to have demonstrated fulfillment of a reasonable interpretation of the applicable policy.

4.50 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *BOARD PRESIDENT'S ROLE*

The President assures the integrity of the Board's process. The President's job is that the Board operates consistently with its own rules and those legitimately imposed upon it from outside the organization. The authority of the President consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of an Executive Director and (b) where the Board specifically delegates portions of this authority to others. The President shall monitor Board member accountability to the Board's performance criteria as outlined in the "Governing Style" policy. The President may delegate this authority, but remains accountable for its use. The President may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the areas delegated. The President is authorized to use any reasonable interpretation of the provisions in these policies. The President is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing. Board deliberations will be fair, open, and thorough, but also timely, orderly and kept to the point.

4.60 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *PRESIDENT-ELECT ROLE*

The President-Elect shall have all of the authority and duties of the President in the absence of the President. The President-Elect will be responsible for leading the Board and WASBO staff in developing WASBO's strategic plan update.

4.70 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *PAST PRESIDENT'S ROLE*

Past President will serve on the nominating committee to assist in helping to develop future leadership in the organization.

4.80 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *BOARD TREASURER'S ROLE*

The Treasurer shall be the official custodian of all monies received by the Association and shall be accountable for such funds. The Treasurer shall delegate the day to day maintenance of the custody of the funds to the Executive Director, but may not delegate the responsibility.

4.90 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *BOARD MEMBERS' CODE OF CONDUCT*

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Board members must avoid conflict of interest with respect to their fiduciary responsibility.

4.10 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *BOARD COMMITTEE PRINCIPLES AND STRUCTURE*

A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Executive Director. Board committees are to help the Board do its job. Board Committees ordinarily will assist the Board by preparing policy alternatives, strategic plans and implications for Board deliberation. Board committees, through their actions, shall report to the Board. Board committees do not speak for the Board unless delegated to do so. There shall be three standing Board committees. Otherwise, Board Committees will be used sparingly and ordinarily in an ad hoc capacity. It does not apply to working committees formed under the authority of the Executive Director.

The standing Board Committees are:

1. Board Nominating Committee. The primary role of the Nominating Committee shall be to recruit members of the Association for candidacy for the Board of Directors and to oversee the annual board elections. Secondly, the Committee shall serve as a resource for members considering running for the Board and to identify potential leaders within the organization
2. Constitution Committee. The role of the Constitution Committee shall be to review proposals to amend the Association's Constitution and recommend to the Board whether to adopt the proposals and to present approved proposals to the membership at the Association's business meetings as directed by the Board.
3. Audit Committee. The Audit Committee will be comprised of the officers of the Association (a.k.a. the Leadership Team) and shall meet with the Association's auditor prior to finalization of the annual audit reports.

4.11 POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *COST OF GOVERNANCE*

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity. Board skills, methods, and supports will be sufficient to assure governing with excellence. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audits. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to member viewpoints and values. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

To foster leadership development, WASBO shall provide for the following opportunities:

1. President-Elect to the ASBO Eagle Institute
2. Leadership Team, and up to three additional Board Members annually to the ASBO Executive Leadership Forum.
3. President and President-Elect to the ASBO Annual Meeting and Expo.

In addition, to develop leadership potential among the membership, WASBO shall make available grants for up to three members to attend an ASBO function annually.