



**EDUCATIONAL<sup>SM</sup>  
THEATRE  
ASSOCIATION**

# **Board of Directors Policy Manual**

**Last revised  
July 13, 2021**



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## **I. POLICY TYPE: VALUES/AIMS/ENDS**

POLICY TITLE: VALUES/AIMS/ENDS

### Core Values:

Theatre education provides critical life skills necessary for educational and career success in the 21<sup>st</sup> century.

All students should have access to theatre education in their curriculum taught by qualified theatre educators.

### Vision:

The Educational Theatre Association exists so that theatre education will be an essential part of every student's education and preparation for success in life.

### Mission:

Shaping lives through theatre education

### Aims/Ends:

1. Honoring student achievement in theatre and enriching their educational experience
  - (A) Theatre education is a part of the core curriculum and recognized as such in every school.
  - (B) Theatre education courses align with the National Core Arts Standards and state arts standards.
  - (C) Theatre education is recognized through research as a learning pathway that nurtures creativity, literacy, problem solving abilities, collaboration, confidence building, and other critical college, career, and life skills.
  - (D) Theatre students are inspired to achieve excellence by the motivation and recognition provided by membership in an international honor society.
  - (E) Student learning is enhanced by educational opportunities and exposure to excellence in theatre at the local, state, and national level.
2. Supporting educators by providing professional development, networking opportunities, resources, and recognition
  - (A) Theatre educators will be certified in-field according to state requirements.
  - (B) Theatre educators will have access to quality professional development opportunities employing traditional and technology-dependent delivery models.
  - (C) Theatre educators will be evaluated based on reliable measures of student achievement in their subject area.
  - (D) Theatre educators will be part of an inclusive and empowered community that seeks to grow the field and maximize each individual's potential.
  - (E) Theatre instruction will be delivered by qualified, professional educators and teaching artists.
  - (F) The Educational Theatre Association will serve as the preeminent portal to knowledge on current research and best practices and will lead meaningful research that advances theatre education.
  - (G) The Educational Theatre Association will recognize exemplary work and contributions to the profession or discipline by the members of the organization and its supporters, including students, volunteers, educators, scholars, artists, donors, sponsors, theatre companies, troupes, chapters, chapter leadership, and schools.
3. Influencing public opinion and policy-makers that theatre education is essential and builds life skills.
  - (A) Theatre educators and those working in the field will recognize and support The Educational Theatre Association as the primary association promoting PreK-12 theatre education.
  - (B) Theatre is available to and supported by all segments of the life-long learning continuum (elementary, middle school, high school, collegiate, adult).

- (C) The Educational Theatre Association will inform the public, policy-makers, and educational leaders of emerging trends and the critical value of theatre education and be a prominent voice in the implementation of policies impacting theatre education.
- (D) The Educational Theatre Association and its programs are broadly recognized and supported by the public and private sectors, the theatre industry, and the education field.

In pursuit of this aim, the Educational Theatre Association complies with the Civil Rights Act of 1964, the Age Discrimination in Employment Act, the Americans with Disabilities Act, and all other applicable federal, state and local employment laws, and does not unlawfully discriminate because of age, disability, national origin, race, religion, sex, or sexual orientation in any term, condition, privilege, employment, program, or service.

MONITORING:

Method(s): *Internal report*

Frequency: *Once per year*

Month: *January*

Date adopted: October 24, 1998

Date last reviewed: ~~August 1, 2001~~  
~~February 15, 2003~~  
~~August 2, 2003~~  
~~August 25th, 2005 (changed)~~  
~~August 25, 2007 (changed)~~  
~~August 22, 2008~~  
~~February 21, 2009 (changed)~~  
August 29, 2009 (changed)  
~~September 27, 2013 (changed)~~  
~~September 27, 2014 (changed)~~  
July 13, 2021 (changed)

## **II. POLICY TYPE: EXECUTIVE LIMITATIONS**

POLICY TITLE: GENERAL EXECUTIVE CONSTRAINT

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

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~

~~July 30, 2000~~

~~October 11, 2003~~

~~October 16, 2004~~

~~October 21, 2006~~

~~October 31, 2010~~

~~October 15, 2011~~

~~October 13, 2012~~

July 23, 2014 (changed)

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### A. POLICY TITLE: STAFF TREATMENT

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

Accordingly, the Executive director may not:

1. Operate without personnel procedures, which
  - (A) clarify personnel rules for staff which include a rule on confidentiality,
  - (B) provide for effective handling of grievances,
  - (C) protect against wrongful conditions,
  - (D) protect against retaliation toward a “whistleblower.”
2. Discriminate against any staff member in violation of the association’s anti-discrimination policy.
3. Prevent staff from grieving to the Board when
  - (A) internal grievance procedures have been exhausted and
  - (B) the employee alleges either
    - (1) that Board policy has been violated to his or her detriment or
    - (2) that Board policy does not adequately protect his or her human rights.
4. Fail to acquaint staff with their rights under this policy.

#### MONITORING:

Method(s): ***Internal report***

Frequency: ***Annual***

Month: ***December***

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~February 28, 1999~~ (changed)  
~~October 11, 2003~~  
~~October 16, 2004~~  
~~October 15, 2005~~  
~~October 21, 2006~~  
~~February 21, 2009~~ (changed)  
~~October 31, 2010~~  
~~October 15, 2011~~  
October 13, 2012

**II. POLICY TYPE: EXECUTIVE LIMITATIONS**  
**B. POLICY TITLE: VOLUNTEER STAFF TREATMENT**

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

Accordingly, the Executive director may not:

1. Operate without providing adequate and appropriate support to volunteer staff, which:
  - (A) can include coaching or training
  - (B) must include an annual face-to-face meeting for Chapter Directors. Members of the Board will participate in \ the annual Chapter Director meeting.
2. Discriminate against any volunteer staff for expressing an ethical dissent.
3. Allow any volunteer staff to work outside alignment with Board aims.
4. Allow any volunteer staff not to be held clearly accountable.

**MONITORING:**

Method(s): ***Internal report***

Frequency: ***Annual***

Month: ***December***

Date adopted: February 28, 1999

Date last reviewed: ~~October 24, 1998~~  
~~July 30, 2000~~  
~~October 11, 2003~~  
~~October 16, 2004~~  
~~April 9, 2005~~  
~~October 15, 2005~~  
~~October 21, 2006~~  
~~September 11, 2010~~ (changed)  
October 15, 2011



## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### C. POLICY TITLE: BUDGETING/FORECASTING

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

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

1. Contains too little information to enable:

(A) accurate projection of revenues and expenses; separation of capital and operational items; and cash flow.

(B) disclosure of planning assumptions including environmental scan.

2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received.

3. Reduces the current assets at any time to less than current liabilities.

4. Allows reserve funds level to fall below 50% of operating expenses at year-end. Reserve Ratio will be calculated in the following way:

$$\text{Reserve Ratio} = \text{Unrestricted, undesignated net assets} / \text{Operating expenses}$$

5. Provides less than the budgeted allocation for Board prerogatives such as the costs of fiscal audit or review, Board development, Board and committee meetings and projects, and Board fees.

6. Is not derived from a long-range administrative plan.

#### MONITORING:

Method(s):        *Budget Status Report*        *Internal report*

Frequency:        *Monthly*        *Once per year*

Month:            *January – December*        *December—present budget plan to finance committee and Board*

*Review budget plan as requested by board and/or Executive Director*

Date adopted: October 24, 1998

Date last reviewed: ~~July 28, 1999~~

~~February 18, 2000~~

~~September 14, 2002 (changed)~~

~~April 10, 2004~~

~~April 9, 2005~~

~~April 29, 2006~~

~~March 31, 2007~~

~~August 25, 2007 (changed)~~

~~August 23, 2008~~

~~October 25, 2008~~

~~August 29, 2009~~

~~April 17, 2010~~

~~August 19, 2011~~

~~July 26, 2012 (changed)~~

~~July 23, 2014 (changed)~~

~~July 26, 2016 (changed)~~

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### D. POLICY TITLE: FINANCIAL CONDITION

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

Accordingly the Executive Director may not:

1. Expend more funds during a fiscal year than have been received in that fiscal year unless there is prior approval from the Board.
2. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.
3. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
4. Fail to engage a reputable auditing firm as recommended by the finance committee to conduct an annual audit.
5. Fail to provide the finance committee and the Board of directors with a copy of the IRS Form 990 for review ten (10) days before submitting the report, which will be signed by the Executive Director.
6. Fail to inform the Board after the end of the fiscal year regarding the intended uses of surplus funds available from that fiscal year, within one month of completing the audit.

#### MONITORING:

Method(s): *Internal report*

Frequency: *Quarterly*

Month: *March, June, September, December*

Date adopted: October 24, 1998

Date last reviewed: ~~July 28, 1999~~  
~~February 18, 2000~~  
~~September 14, 2002 (changed)~~  
~~February 14, 2004 (changed)~~  
~~April 10, 2004~~  
~~April 9, 2005~~  
~~December 15, 2005 (changed)~~  
~~April 29, 2006~~  
~~August 5, 2006 (changed)~~  
~~August 25, 2007 (changed)~~  
~~August 23, 2008 (changed)~~  
~~February 21, 2009 (changed)~~  
~~August 29, 2009~~  
~~February 5, 2010~~  
~~April 17, 2010~~  
~~June 21, 2011 (changed)~~  
~~April 14, 2012 (changed)~~  
~~April 13, 2013~~  
~~July 23, 2014 (changed)~~  
February 16, 2018 (changed)

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### E. POLICY TITLE: ASSET PROTECTION

The Executive Director may not allow assets to be inadequately maintained.

Accordingly, the Executive Director may not:

1. Subject plant and equipment to either improper wear and tear or insufficient maintenance.
2. Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
3. Fail to invest or hold operating capital in prudent investments and standard instruments except where necessary to facilitate ease in operational transactions.
4. Acquire, encumber or dispose of real property.
5. Fail to work with suppliers in developing long-term relationships and involvement in new product/service development.
6. Enter into any joint venture arrangement without taking steps to protect the organization's exempt status with respect to the venture or arrangement by: a) maintaining sufficient control to ensure that it furthers the exempt purpose of the organization, b) requiring that it gives priority to exempt purposes of the organization over maximizing profits for all other participants, c) requiring that it not engage in activities that would jeopardize the organization's tax exemption, and d) requiring that all contracts entered into by the venture or arrangement are at arm's length to the organization.

Note: For purposes of this policy, a joint venture or similar arrangement means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or tax-exempt purpose activity without regard to: 1) whether the organization controls the venture or arrangement; 2) the legal structure of the venture or arrangement; or 3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes.

A venture or arrangement is disregarded if it meets both of the following conditions:

- a) 95% or more of the venture's or arrangement's income for its tax year ending within the organization's tax year is excluded from unrelated business income taxation (including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt-financing; and (iv) gains or losses from the sale of property); and
- b) the primary purposes of the organization's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

#### MONITORING:

Method(s): *Internal report*

Frequency: *Annual*

Month: *April*

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~February 18, 2000~~ (split, see II J)  
~~September 14, 2002~~ (changed)  
~~April 10, 2004~~  
~~April 9, 2005~~

~~April 29, 2006~~  
~~March 31, 2007~~  
~~August 25, 2007 (changed)~~  
~~August 23, 2008~~  
~~February 21, 2009 (changed)~~  
~~August 29, 2009~~  
~~April 17, 2010~~  
~~June 21, 2011~~  
~~April 14, 2012~~  
~~April 13, 2013~~  
February 16, 2018 (changed)

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### F. POLICY TITLE: EMERGENCY EXECUTIVE SUCCESSION

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

#### MONITORING:

Method(s): *Internal report presented as Agenda item at Board meeting*

Frequency: *Annual and as needed to maintain two successors*

Month: *January*

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~July 28, 1999~~  
~~December 18, 2004~~  
~~December 15, 2005~~  
~~April 26, 2008~~  
~~December 13, 2008~~  
~~December 12, 2010~~  
December 15, 2012 (changed)

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### G. POLICY TITLE: COMPENSATION AND BENEFITS

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

Accordingly, the Executive director may not:

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

#### MONITORING:

Method(s): *Internal report*

Frequency: *Annual*

Date: *September*

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~July 30, 2000~~  
~~December 18, 2004~~  
~~December 15, 2005~~  
~~August 5, 2006~~  
~~December 16, 2006~~  
~~August 25, 2007~~  
~~August 23, 2008~~  
~~December 13, 2008~~  
~~August 29, 2009~~  
December 12, 2010

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### H. POLICY TITLE: COMMUNICATION AND COUNSEL TO THE BOARD

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

1. Neglect to submit monitoring data required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion using appropriate Continual Quality Improvement tools and directly addressing provisions of the Board policies being monitored.
1. Let the Board be unaware of relevant trends, anticipated adverse media coverage, significant external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
2. Fail to provide a mechanism for official Board, officer or committee communications.
3. Fail to deal with the Board as a whole except when
  - (A) Fulfilling individual requests for information
  - (B) Responding to officers or committees duly charged by the Board.
4. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
5. Give information to the Board that is not clearly identified as either Information for Decision Making, Incidental Information Only, or Monitoring Information.

#### MONITORING:

Method(s): *Internal report*

Frequency: *Annual*

Month: *January*

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~September 14, 2002~~  
~~June 12, 2004~~  
~~June 11, 2005~~  
~~June 3, 2006~~  
~~June 2, 2007~~  
~~August 29, 2009~~  
~~June 26, 2010~~  
~~June 21, 2011~~  
June 29, 2012

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### I. POLICY TITLE: FORMAL PROCESS FOR FEEDBACK FROM MEMBERS ABOUT SERVICE AND PRODUCTS

The Executive Director shall not cause or allow any practice that diminishes or dissuades feedback from the membership.

Accordingly, the Executive Director may not:

1. Fail to establish and employ easily accessible and well-publicized formal mechanisms and processes for the solicitation, collection and analysis (frequency and type) of feedback on services and products.
2. Fail to establish above mechanisms and procedures without also establishing an appropriate response mechanism.

#### MONITORING:

Method(s): *Internal report*

Frequency: *Annual*

Month: *October*

Date adopted: October 24, 1998

Date last reviewed: ~~July 28, 1999~~  
~~July 30, 2000~~  
~~June 12, 2004~~  
~~June 11, 2005~~  
~~June 3, 2006~~  
~~August 5, 2006~~  
~~June 2, 2007~~  
~~August 25, 2007~~  
~~August 23, 2008~~  
~~August 29, 2009~~  
~~June 26, 2010~~  
~~June 21, 2011~~  
June 29, 2012



## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### J. POLICY TITLE: INSURANCE PROTECTION

The Executive Director may not allow assets to be unprotected, or unnecessarily risked. Accordingly, the Executive Director may not:

1. Fail to insure against theft and casualty losses to at least 80 percent replacement value and against liability losses to Board members, staff or the organization itself in an amount greater than the average for comparable organizations.
2. Allow non-bonded personnel access to material amounts of funds.
3. Unnecessarily expose the organization, its Board or staff to claims of liability or loss.

#### MONITORING:

Method(s): ***Internal report***  
***External report: a copy of the declaration sheet sent by the insurance agent to the President concurrently.***

Frequency: ***Annual***

Month: ***December***

Date adopted: February 18, 2000

Date last reviewed: ~~February 18, 2000~~  
~~September 14, 2002~~  
~~April 10, 2004~~  
~~April 9, 2005~~  
~~April 29, 2006~~  
~~March 31, 2007~~  
~~April 26, 2008 (changed)~~  
~~February 21, 2009 (changed)~~  
~~April 17, 2010~~  
~~June 21, 2011~~  
~~April 14, 2012~~  
April 13, 2013

## **II. POLICY TYPE: EXECUTIVE LIMITATIONS**

### **K. POLICY TITLE: INTELLECTUAL PROPERTY PROTECTION**

Intellectual property, including but not limited to trademarks, copyrights, and patents are a key component of any organization's brand identity and place in the industry and marketplace. Legal establishment and protection of these assets are of the utmost importance.

The Executive Director may not:

Fail to establish a comprehensive process to ensure that proper measures are being undertaken by the staff to maintain intellectual property protection for all present and future owned marks.

#### **MONITORING:**

Method(s): Internal report

Frequency: Annual

Month: April

Date adopted: June 22, 2016

Date last reviewed: TBD

### III. POLICY TYPE: GOVERNANCE PROCESS

#### GENERAL GOVERNANCE COMMITMENT

On behalf of the membership, the Board will govern the Educational Theatre Association with a strategic perspective continually improving its process and capability to express values and vision. The Board will govern the Association using a Policy Governance process.

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~July 30, 2000~~  
~~February 14, 2004~~  
~~August 1, 2004~~  
~~February 11, 2005~~  
~~February 10, 2005~~  
~~February 10, 2006~~  
~~February 9, 2007~~  
~~February 23, 2008 (changed)~~  
~~February 5, 2010~~  
~~January 21, 2011~~  
July 23, 2014 (changed)

### III. POLICY TYPE: GOVERNANCE PROCESS

#### A. POLICY TITLE: PAST PRESIDENT'S ROLE

The past president is a member of the board of directors and an officer on the executive committee. They are supportive of the president and the president elect, and an ambassador of the organization. They provide continuity to the organization by providing historical context for issues, supporting the President in their position through mentoring, coaching, advising and analysis of Board development and procedures during governance transitions and organizational change, and to help ensure the appropriate succession of Officers and Directors,

#### Responsibilities:

- a. Assist the president with committees;
- b. Chair of the Nominating Committee;
- c. Prepare to receive special assignments from the president;
- d. Provide interpretation of Policies and parliamentary procedures during Board meetings;
- e. Contributes to the ongoing list of Best Practices for Past Presidents;
- f. Communicates with Legacy Circle members, Emeritus Members, and Past Presidents;
- g. Serves as a member of the Governance Committee;
- h. Chairs the board exit interview committee; and
- i. Collects wisdom of past board members.

#### MONITORING:

Method(s): ***Report***

Frequency: ***Each June in the Past President's tenure***

Date last reviewed: July 13, 2021

### III. POLICY TYPE: GOVERNANCE PROCESS

#### B. POLICY TITLE: GOVERNING STYLE

The Board will govern with outward vision, diverse viewpoints, strategic leadership, collective decisions, future focus, and proactive intent with a clear distinction of Board and Executive Director roles. The Board will be responsible for excellence in governing. The Board will be an initiator of policy and will use the expertise of individual members to enhance the knowledge and ability of the Board as a body. More specifically, the Board will:

1. Operate in all ways mindful of its trustee obligation to the membership now and in the future allowing no officer, individual, or committee of the Board to hinder fulfillment of this commitment.
2. Enforce upon itself whatever is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of roles, speaking with one voice and ensuring the continual improvement of Board processes by adhering to these ground rules:

(A) Respect: Board members will show respect for each person's contribution by neutral acknowledgment and attentive listening with no side conversations. Board members will respect diversity of opinion, realizing that it is a part of the discovery process and respect for personal differences.

(B) Honesty: Board members will be honest in reporting and responses and give positive feedback.

(C) Preparation: Board members will come prepared to meetings, having read selected material before the meetings.

(D) Cohesiveness: Any member may ask for a "group check" (thumbs up/down/sideways) to clarify what the group's thinking is at the moment. This may help move the Board forward by clarifying if the Board is stuck in repeating issues, if the group is ready to vote, or if more discussion is needed.

(E) Confidentiality: Board members can say what they want without fear of it leaving the Board meeting. Accordingly, the following philosophy and procedure will govern dealing with manners of confidentiality:

#### Breach of Confidentiality Procedure

- 1) Upon a well-founded belief that a Board member or other EdTA leaders/members working on behalf of the Board have broken confidentiality, this breach should be reported to the President or the Executive Director.
  - 2) The President and the Executive Director should then contact each other to discuss the report of the breach of confidentiality. Then, the President or the Executive Director should contact the affected party to discuss the breach of confidentiality.
  - 3) After discussion with the affected party, if the President and the Executive Director find that the issue of breach of confidentiality has credibility, then the President or the Executive Director will require the affected party to discuss the issue with the Board of Directors at the next Board meeting or in a conference call. The Board of Directors will be informed as soon as possible of the issues surrounding the breach of confidentiality.
  - 4) If the President and Executive Director find that the issue lacks credibility, they may dismiss the issue without further action.
  - 5) Should the President be the affected party, the Vice president will execute the Presidential duty in this procedure.
  - 6) The affected party will discuss the breach of confidentiality with the Board of Directors.
  - 7) After the discussion, the Board of Directors may:
    - a. dismiss the issue as no breach of confidentiality,
    - b. censure the affected party,
    - c. remove the party from office as outlined by the EdTA Code of Regulations.
  - 8) When EdTA Executive Director/staff/consultants and/or outside parties participate in a meeting of the Board of Directors, they shall be bound by the same rules of confidentiality.
    - a. Each participant will sign a confidentiality agreement,
    - b. Violations by staff will be dealt with according to procedures in the staff manual,
    - c. Violations by consultants/outside parties will result in re-evaluation of contract status or termination of relationship.
3. Individual Board directors will adhere to the Board's conflict of Interest policy and to the EdTA Code of Professional Standards

MONITORING:

Method(s): *Meeting improvement checklist (see appendices)*

Frequency: *Following each meeting (w/minutes)*

Date last reviewed: ~~October 24, 1998~~  
~~July 28, 1999~~  
~~February 14, 2004~~  
~~August 1, 2004~~  
~~February 10, 2006~~  
~~February 23, 2008 (changed)~~  
~~February 5, 2010~~  
~~January 21, 2011~~  
~~January 21, 2012 (changed)~~  
~~January 26, 2013~~  
~~July 23, 2014 (changed)~~  
June 24, 2015 (Changed)

### III. POLICY TYPE: GOVERNANCE PROCESS

#### C. POLICY TITLE: BOARD JOB DESCRIPTION

The work of the Board is to serve as trustees for the membership now and in the future in determining and demanding appropriate organizational performance. To distinguish the Board's unique work from the work of the staff, the Board will concentrate its efforts on the following:

1. The link between the organization and the membership.
2. Clarity of values and vision in written governing policies, which at the broadest levels, address:
  - (A) Aims/Ends: Organizational impacts, benefits, outcomes, recipients, and their relative worth (what good for which people and needs at what cost).
  - (B) Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - (C) Governance Process: Description of how the Board conceives, carries out and monitors its own task.
  - (D) Board-Executive Director Relationship: Delegation of authority between the Board, its executive officers and the Executive Director and monitoring the appropriate use of this authority by establishing appropriate accountability standards for the Executive Director.
3. The assurance of organizational performance.
4. Appointment of appropriate committees and committee members as outlined in the EdTA code of Regulations.
5. Donation of Board members' time to support the strategic plan and for staff directed legislative impact and funding efforts.
6. As leaders, there is an expectation of EdTA Directors to make a personally meaningful donation with a requested minimum amount of \$500 annually. This can be paid "lump sum," or pledged and paid in quarterly or monthly increments. It is best practice among nonprofit boards to encourage board donations. Having 100% participation of Board members as donors is an asset for EdTA when applying for grants. It also encourages Board members to have stewardship over EdTA's finances like their own.

#### MONITORING:

Method(s): ***President's written report***

Frequency: ***Once per year***

Month: ***Last meeting of the fiscal year***

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~July 30, 2000~~  
~~September 14, 2002~~  
~~February 14, 2004 (changed)~~  
~~February 11, 2005~~  
~~February 10, 2006~~  
~~August 25, 2007 (changed)~~  
~~February 23, 2008 (changed)~~  
~~February 5, 2010~~  
~~January 21, 2011~~  
~~January 21, 2012 (changed)~~  
~~July 26, 2012 (changed)~~  
~~January 26, 2013~~

~~March 1, 2019~~ (addition, point 6)  
September 21, 2019 (revision of point 6)



### III. POLICY TYPE: GOVERNANCE PROCESS

#### D. POLICY TITLE: PRESIDENT'S ROLE

The work of the President is to ensure the integrity of the Board's process and represent the Board to outside parties. The President is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances.

1. The work of the President is to insure that the Board behavior is consistent with its own rules and those legitimately imposed upon it from outside the organization.
  - (A) Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
  - (B) Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
2. The authority of the President consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Executive Director Relationship, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
  - (A) The President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing)
  - (B) The President has no authority to make decisions about policies created by the Board within Aims/Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Executive Director.
  - (C) The President should remain in consistent contact with the Executive Director, so both may maintain needed awareness of issues.
  - (D) The President may represent the Board to outside parties in announcing Board-stated positions and in stating committee decisions and interpretations within the area delegated to the Chair.

#### MONITORING:

Method(s): *President's role review form completed by Board members*

Frequency: *Twice per year*

Month: *Fall and winter face-to-face meetings (forms provided to vice President. At final meeting of Board cycle, a summary report provided to Board with minutes).*

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
July 30, 2000  
February 14, 2004  
February 11, 2005  
February 10, 2006  
August 5, 2006 (changed)  
August 25, 2007 (changed)  
February 23, 2008 (changed)  
August 23, 2008  
August 29, 2009  
February 5, 2010  
January 21, 2011  
January 21, 2012 (changed)

### III. POLICY TYPE: GOVERNANCE PROCESS

#### E. POLICY TITLE: BOARD COMMITTEE PRINCIPLES

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

1. Board committees are to help the Board do its job, not to help the staff do its jobs. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, there may be times when executive action must be taken. The Executive Director may confer with committee chairs prior to action being taken. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
4. Board committees are to avoid over-identification with organizational parts rather than the whole.
5. This policy applies only to committees that are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the Executive Director.
6. The President will issue a committee charter for any Board committee outlining the committee's members, duties, scope and term.

#### MONITORING:

Method(s): *President's summary report written in review for the year*

Frequency: *Annually*

Month: *Last scheduled meeting of the fiscal year*

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~July 28, 1999~~  
~~February 14, 2004~~  
~~February 11, 2005~~  
~~February 10, 2006~~  
~~August 5, 2006~~  
~~August 25, 2007 (changed)~~  
~~February 23, 2008 (changed)~~  
~~August 23, 2008~~  
~~August 29, 2009~~  
~~February 5, 2010~~  
~~January 21, 2011~~  
~~January 21, 2012~~  
January 26, 2013

### III. POLICY TYPE: GOVERNANCE PROCESS

#### F. POLICY TITLE: COMMITTEE 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 consensus can charge a committee and the President will confer with the Board as to who can best sit on the committee. The only standing Board committees are those which are set forth in this policy and appropriately chartered with, clear product, authorities, timelines, monitoring and staff considerations.

##### 1. Finance Committee

- (A) Aim: The committee is to provide a review process of significant financial issues that affect the Association and to make recommendations to the Board.  
Product to be achieved by:
  - 1. Review the Association's annual operating budget including revenue assumptions, program outcomes and expenditures.
  - 2. Review the Association's annual capital budget.
  - 3. Review the Association's new program initiatives with regard to financing alternatives and assumptions.
  - 4. Review and evaluate the Association's investment fund and foundation fund investment objectives, performance and uses.
  - 5. Make recommendations to the Board regarding adoption of the budget(s), potential viability of new program initiatives and investment fund policy.
- (B) Authority: The committee may meet as necessary via conference call. Non-Board members will be considered appointed leaders of the Association and included under the Directors and Officers insurance policy.
- (C) Membership: The committee shall consist of the President, Vice President and Board Treasurer. Further, the President after soliciting recommendations will also appoint up to three additional members who are not Board members.
- (D) Term: The term of service will be limited to the remaining time the Board member has on the Board. The term of service for non-Board members will be for up to forty-eight months and may be renewed. Removal from the committee will be at the discretion of the President with advice of the Board.
- (E) General Limitations: The committee may not violate the policies or values of the organization.
- (F) Specific Limitations:
  - 1. The committee may meet as needed.
  - 2. The committee may not incur the expense of a face-to-face meeting without the expenses being authorized by the President.

##### 2. Governance Committee

- (A) Aim: The committee is to provide a review process of Board Policy annually as well as Code of Regulations as needed (understanding membership approval required) and to make recommendations to the Board.
- (B) Product to be achieved: Review the Board Policy and develop recommendations based on current state of the organization and board.
- (C) Authority: The committee will review and develop recommendations for review by the Board.
- (D) Frequency: The committee will meet annually (virtually e.g. web meeting, teleconference, etc.) and also may meet as necessary.
- (E) Membership: The committee shall consist of the President, Vice President and one or two Board Members.
- (F) Term: The term of service will be limited to the remaining time the Board member has on the Board. Removal from the committee will be at the discretion of the President with advice of the Board.
- (G) General Limitations: The committee may not violate the policies or values of the organization.
- (H) Specific Limitations: The committee may not incur the expense of a face-to-face meeting without the expenses being authorized by the Executive Director.

#### MONITORING:

Methods(s): ***Internal report from Board treasurer/President to Board***

Frequency: ***Annually***

Month: *First face-to-face meeting of year*

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~July 28, 1999~~  
~~August 2, 2001 (changed)~~  
~~February 14, 2004 (changed)~~  
~~February 11, 2005~~  
~~February 10, 2006~~  
~~February 23, 2008 (changed)~~  
~~February 5, 2010~~  
~~January 21, 2011~~  
~~January 21, 2012 (changed)~~  
January 26, 2013 (changed)

### III. POLICY TYPE: GOVERNANCE PROCESS

#### G. POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT (page 1 of 2)

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority, strict confidentiality, and appropriate decorum in group and individual behavior when acting as Board members and staff or Board appointed committees.

1. Board members on staff or Board appointed committees must represent unconflicted loyalty to the interests of the Association. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.
2. Board members must uphold strict confidentiality regarding any and all information pertaining to or discussed during the Board's work. Board members must hold confidential all Board activity and agree, in perpetuity, not to repeat, discuss, copy or disperse in any way outside Board meetings any board information, discussion or action.
3. Board members agree that they will not publish, post, or otherwise release any material that would disparage or denigrate the organization orally or in writing. Board members will work to ensure others know that any personal social media accounts or social media statements are their own and are not specifically authorized or endorsed by the organization.
4. Board members on staff or Board appointed committees must avoid any conflict of interest with respect to their fiduciary responsibility.
  - (A) There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
  - (B) Board members on staff or Board appointed committees must not use their positions to obtain employment in the organization for themselves, family members or close associates.
5. Board members being considered for an elected or appointed position of the association must temporarily withdraw from Board deliberation, voting, and access to applicable Board information related to the election process or appointment process.
6. Applicants for the position of Executive Director may not be any of the following: a current officer of the association or a member of the Board, in a position that is elected but awaiting the beginning of an officer or Board member term, or a candidate for an officer position or for a Board position. In order to apply, they must resign their position or withdraw their candidacy within 30 days of a public announcement of the opening.
7. Board members on staff or Board appointed committees may not attempt to exercise individual authority over the organization or speak for the organization except as explicitly set forth in Board policies.
  - (A) Board members' interaction with the Executive Director or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
  - (B) Board members on staff or Board appointed committees will make no judgments of the Executive Director or staff performance except as that performance is assessed against explicit Board policies.
8. Board members on staff or Board appointed committees must abide by ground rules for Board meetings as stated in Board policy.
9. Any breach of the code of conduct by a member of the Board shall be brought to the Board of directors for discussion and appropriate action on a case-by-case basis.

10. If a conflict arises between two or more Board members and is impeding the work of the Board, the President will act as a mediator to assist in reaching a mutually agreed upon resolution. If the President is involved in the conflict, the Vice President will mediate. If the conflict is between the President and Vice President, the President and Vice President will mutually agree upon another board member to mediate. No EdTA staff member should be brought into the process unless specific information is needed from a staff member to resolve the conflict.

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT (page 2 of 2)

MONITORING:

Method(s): ***Individual Board members or Board appointed committees sign this policy when coming on the Board. The vice-President will be process observer to give oral report/suggestions.***

Frequency: ***Annually***

Month: ***Board members will sign at the first face-to-face meeting. Process observer reports at each meeting.***

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1999~~

~~February 18, 2000~~

~~February 15, 2003~~

~~February 11, 2005~~

~~February 10, 2006~~

~~February 23, 2008 (changed)~~

~~February 5, 2010~~

~~September 10, 2010 (changed)~~

~~January 21, 2011~~

~~June 29, 2012 (changed, merged with policy III I)~~

~~January 26, 2013~~

~~September 21, 2019 (added point 8)~~

~~December 14, 2019 (revised point 8)~~

July 13, 2021 (added points 2 and 3 re. confidentiality and social media)

### III. POLICY TYPE: GOVERNANCE PROCESS

#### H. POLICY TITLE: ELECTION CAMPAIGNING

The Board seeks fairness and equity in its nomination and election process, seeking the best candidates for available positions by following the criteria as outlined in the Code of Regulations. The Board believes in equal access to the members for all candidates. Therefore, the Board's position on the issue of election campaigning is that no campaigning shall occur. To ensure a consistent application of this policy, campaigning is defined for purposes of this Code as follows:

Campaigning: a systematic program of activities undertaken with the purpose of influencing the outcome of an election or political process.

Candidates for office in EdTA should refrain from any and all campaigning, including, but not limited to, the following:

1. Distribution by hand, mail, or other manner of promotional material, flyers, or posters for the purpose of soliciting votes for a specific candidate;
2. Use of social media for the purpose of soliciting votes for a specific candidate; and
3. Communications made to multiple recipients for the purpose of soliciting votes for a specific candidate.

For those wishing to be placed on the ballot by the petition process, seeking the required signatures for nomination is not considered campaigning. Candidates are required to sign a copy of this policy agreeing to abide by its terms. Candidates who violate this policy will be removed from the ballot and will be ineligible to hold elected office for the election during which they campaigned.

Note: Nothing in this policy should be construed as a limitation on the free expression of ideas among EdTA members. Members are encouraged to discuss the relative merits of candidates for EdTA office. What is prohibited is campaigning, as defined in this policy.

#### MONITORING:

Methods(s): ***Any member may report a suspected violation to the chair of the nominating committee or to the Board President. The Board will convene (virtually e.g. web conference, teleconference, email) and identify the process to investigate and make a determination if there has been a violation. The Board's determination will be final.***

Frequency: ***Annually***

Month: ***The Board will make a determination within 21 days of receiving the report. If the decision is reached after ballots are counted, the candidate will be ineligible to hold elected office as noted in #3 above.***

Date adopted: September 14, 2002

Date last reviewed: ~~September 14, 2002~~  
February 11, 2005  
February 10, 2006-(changed)  
February 23, 2008-(changed)  
February 21, 2009  
February 5, 2010  
January 21, 2011  
July 15, 2011 (changed)  
April 14, 2012 (changed)  
~~December 15, 2012 (changed)~~  
January 26, 2013 (changed)

### **III. POLICY TYPE: GOVERNANCE PROCESS**

#### **I. POLICY TITLE: ELECTION RESULTS REPORTING**

The Board seeks transparency and fairness in the process of elections reporting including election of new members of the Board and Officers.

To these ends, election results (names of those elected) will be posted on the organization website following the announcement of the results. Individuals members who desire the numerical vote count can request this information from the National Office.

#### **MONITORING:**

Method(s): *Communications will be published by the Publications team in time with announcement.*

Frequency: *Annually (or additionally if special election held)*

Month: *In sync with elections results announcements*

Date adopted: April 10, 2015

Date last reviewed: April 10, 2015



#### **IV. POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

POLICY TITLE: EXECUTIVE DIRECTOR ROLE

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

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~

~~July 30, 2000~~

~~October 11, 2003~~

~~October 16, 2004~~

~~October 21, 2007~~

~~October 31, 2010~~

~~October 15, 2011~~

~~October 13, 2012~~

July 23, 2014 (changed)

#### **IV. POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

##### **A. POLICY TITLE: DELEGATION TO THE EXECUTIVE DIRECTOR**

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

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

##### **MONITORING:**

Method(s): *Vice-President to the Executive Director*

Frequency: *Twice per year*

Month: *September and March*

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~

~~July 30, 2000~~

~~October 11, 2003~~

~~October 15, 2005~~

~~October 21, 2007~~

~~October 31, 2010~~

~~October 15, 2011~~

July 23, 2014 (changed)

#### **IV. POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

##### **B. POLICY TITLE: EXECUTIVE DIRECTOR PERFORMANCE EVALUATION**

Whereas the Executive Director is the official link to organizational effectiveness, the Executive Director's mid-year and annual performance evaluation will be based on:

1. A formal report from the Executive Director submitted to the Board at the first Board meeting following the end of each fiscal year outlining organizational accomplishments, challenges and future opportunities as they relate to Board policies on aims/ends.
2. Compliance with Executive Limitations as evidenced in Policy II monitoring reports as issued to the Board according to the Policy Monitoring Calendar.
3. A formal evaluation report (see Appendix Executive Director Summative Assessment) completed by the President with consent of the Board of Directors that is based upon the execution of EdTA policies as outlined in this manual.
  - a. The Board of Directors will use the result of the Executive Director Summative Assessment in determining changes in financial compensation among other considerations in compliance with Policies IV C.
  - b. The President must submit the completed Executive Director Summative Assessment to the Executive Director prior to the June Board meeting.
4. A staff assessment will be completed to assist the Governing Board in assessing the workplace climate and the Executive Director's adherence to the established Core Values.
  - a. All current members of the staff will complete an anonymous review of the Executive Director's adherence to core values. The Executive Director will complete a self-assessment.
  - b. All direct reports of the Executive Director will complete an anonymous review of the Executive Director's leadership and management skills.
  - c. The assessment will be done using the system already in place at the national office.
  - d. A report of responses will be given to the President and Vice President in January after the end of the fiscal year.
  - e. The President and Vice President will meet privately with the Executive Director to go over the responses.
  - f. The responses will be shared with the Governing Board.
5. A mid-year check-in of the Executive Director will be completed by the Governing Board prior to the June Board Meeting to address progress toward yearly goals. The Executive Director Formative Assessment will be used for mid-year evaluations and will include:
  - a. Executive Director self-evaluation clearly stating end of year goals and self-evaluation on progress.
  - b. Board of Directors evaluation on Executive Director's progress toward goals with Commendations, Opportunities for Growth and Recommendations for Growth.
  - c. Any Board Member who has served less than 90 days at time of evaluation, shall be recused from the evaluation.
  - d. Incoming board members will receive the Executive Director's stated goals from the previous year's assessment.
  - e. Any Board member with a conflict of interest as identified by EdTA's Conflict of Interest policy may participate and state as part of their evaluation that the completed assessment was compromised by the conflict of interest.

#### **MONITORING:**

Method(s): *A written report submitted by President of the Board*

Frequency: *Once per year*

Month: *By June 1*

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~July 30, 2000~~  
~~October 11, 2003~~  
~~October 15, 2005~~  
~~October 21, 2007~~  
~~February 9, 2007~~  
~~August 23, 2008 (changed)~~  
~~June 27, 2009 (changed)~~  
~~August 29, 2009~~  
~~October 15, 2011~~  
~~October 13, 2012~~  
September 21, 2019 (added 4 and 5)  
June 23, 2021

#### **IV. POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

##### **C. POLICY TITLE: PROCESS FOR DETERMINING THE COMPENSATION OF THE EXECUTIVE DIRECTOR**

The Educational Theatre Association Board will pay its Executive Director fair market value for services within the context of fiscal responsibility to the organization.

1. Comparable compensation and benefit packages will be researched by the Board of Directors of the organization, a compensation committee appointed by the Board or an outside source determined by the Board.
2. The process for determining compensation must include all of these elements:
  - (A) Use of data as to comparable compensation. The compensation of the Executive Director must be reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations, including similar budgets, similar number of employees and similar national scope.
  - (B) Review and approval. The compensation of the Executive Director must be reviewed and approved by the Board of the organization, provided that persons with conflicts of interest with respect to the compensation arrangement at issue shall not be involved in this review and approval.
  - (C) Contemporaneous documentation and record keeping. There must be contemporaneous documentation and record keeping with respect to the deliberations and decisions regarding the compensation arrangement.
3. The Board will review benefits and adjustments to the range annually.
4. Benefits will remain as limited by law.

#### **MONITORING:**

Method(s): ***Internal report by President***

Frequency: ***Annual***

Month: ***March***

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~July 30, 2000~~  
~~October 11, 2003~~  
~~February 11, 2005~~ (changed)  
~~October 21, 2007~~  
~~February 21, 2009~~ (changed)  
January 21, 2011  
January 26, 2013  
February 17, 2017

#### **IV. POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

##### **D. POLICY TITLE: MONITORING ORGANIZATIONAL PERFORMANCE**

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

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.
2. A given policy may be monitored in one or more of three ways:
  - (A) Internal report: Documentation of compliance information to the Board from the Executive Director.
  - (B) External report: Documentation of compliance information by a disinterested, external audit, inspector or judge who is selected by and reports directly to the Board. Such reports must assess performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.
  - (C) Direct Board inspection: Documentation of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that allows a "prudent person" test of policy compliance.
3. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each Aims/Ends and Executive Limitations policy will be classified by the Board according to frequency and method. (See attached calendar appendix)
4. Monitoring of the organization's health should be done continually by the Executive Director and periodically by the Board on the schedule set down above. Consequently, monitoring/evaluation is going on all the time not just once or twice a year. There should be no surprises to Board or Executive Director.

##### **MONITORING:**

Method(s): ***Internal report by President***

Frequency: ***Annual***

Month: ***August in review of the preceding year***

Date adopted: October 24, 1998

Date last reviewed: ~~October 24, 1998~~  
~~October 11, 2003~~  
~~October 15, 2005~~  
~~August 5, 2006~~  
~~October 31, 2010~~  
October 15, 2011

## **Appendices**

Policy Monitoring Calendar

| Month     | Aims/End Policies | Executive Limits Policies                                  | Governance Process   | Board-Executive Director Relationship         | Policies to Review |
|-----------|-------------------|--|--|---|--------------------|
| January   | I                 | II C; II H; II F   |  |   | See below          |
| February  |                   | II C   | III C <sup>1</sup> —President<br>III E—President/<br>Treasurer |   |                    |
| March     |                   | II C<br>II D   |  | IV A—VP to<br>Executive Dir<br>IV C—President |                    |
| April     |                   | II C<br>II E<br>II K                                       |  |   |                    |
| May       |                   | II C   |  | IV B—President                                |                    |
| June      |                   | II C<br>II D   |  |   |                    |
| July      |                   | II C   |  |   |                    |
| August    |                   | II C   | III C <sup>1</sup> —President<br>III F <sup>2</sup> —Board     | IV D—President                                |                    |
| September |                   | II C<br>II D<br>II G                                       |  | IV A—VP to<br>Executive Dir                   |                    |
| October   |                   | II C<br>II I   |  |   |                    |
| November  |                   | II C   |  |   |                    |
| December  |                   | II A; II B; II D; II J;<br>II C(status and budget<br>plan) | III B—President<br>III D—President                             |   |                    |

<sup>1</sup>Fall/Winter face to face, <sup>2</sup>First face to face meeting on or after August 1

Policy Review (04/13/2013): So moved that the Educational Theatre Association Governing Board strike the policy review calendar from the Board Policy Manual. The Board is then charged in January to submit suggestions for policy changes to the Governance Committee by the first of May. The Governance Committee will review Board policies including suggestions from the Board with proposed changes due to the Board in time for discussion and action by the Board in the summer meeting.



# EdTA BOARD MEETING IMPROVEMENT CHECKLIST

Date \_\_\_\_\_

## A. General Meeting Behavior

Only check areas for improvement:

- \_\_\_\_\_ 1. RESPECT: We will show respect for each person's contribution by neutral acknowledgment (no plops) and by attentive listening and no side conversations.
- \_\_\_\_\_ 2. HONESTY; We will be honest in reporting own our own responses and use "I messages" for feedback to others.
- \_\_\_\_\_ 3. CONTINUITY/ONE VOICE: We will speak with one voice and support the Board's decisions with the members.
- \_\_\_\_\_ 4. DIVERSITY IN OPINIONS: When we disagree with an idea, it is part of the discovery process and will not be directed negatively at the presenter nor taken negatively by the presenter.
- \_\_\_\_\_ 5. PREPARATION: We will come prepared to meetings. We will read the material before the meetings.
- \_\_\_\_\_ 6. PERSONAL DIFFERENCES: Our personal differences will not get in the way of the Board's work.
- \_\_\_\_\_ 7. GROUP COHESIVENESS: Any person may ask for a "group check" (thumbs up/down/ sideways) to clarify what the group's thinking is at that moment. This may help move the Board forward by clarifying if the Board is stuck in repeating issues, if the group is ready to vote or if more discussion is needed.
- \_\_\_\_\_ 8. MINUTIA: We will deal with the minutia outside the meeting. Some may need to talk about some things more than others. We will respect the meeting time for business of the Board.
- \_\_\_\_\_ 9. BREAKS: We will have appropriate breaks to help maintain our focus and energy.
- \_\_\_\_\_ 10. CONFIDENTIALITY: We can say what we want without fear of it leaving the Board meeting.

Please circle the number that most closely agrees with your feeling on the general meeting process:

1                      2                      3                      4                      5  
Very Dissatisfied                      Adequate                      Highly Satisfied

## B. GOVERNANCE PRINCIPLE REVIEW

Only check areas for improvement.

- \_\_\_\_\_ 1. Most Board actions were taken in the form of policy changes rather than stand-alone resolutions.
- \_\_\_\_\_ 2. Any stand-alone resolutions are clearly the Board's decision.
- \_\_\_\_\_ 3. The Board reviews what it had already said IN ITS POLICY about each specific topic before discussion on that issue.
- \_\_\_\_\_ 4. In writing additional policies, the Board starts with the broad statement and became more detailed in a logical sequence.
- \_\_\_\_\_ 5. We use less than 15% of Board meeting time in monitoring organizational performance.
- \_\_\_\_\_ 6. We routinely spend time on monitoring and improving our own process.
- \_\_\_\_\_ 7. We work on clarifying Board priorities/values (aims/ends) among the range of potential outcomes, beneficiaries and costs of outcomes.
- \_\_\_\_\_ 8. Aims/ends policies are clearly and logically built within the master/mega aim/end statement.
- \_\_\_\_\_ 9. The Board has an annual calendar based on a strategic plan for accomplishing the Board job.
- \_\_\_\_\_ 10. The Board President/officers help the Board get its job done rather than supervision or becoming involved in staff work.
- \_\_\_\_\_ 11. We spend most of our time on debating, defining, and clarifying our vision and in linking with our owners.
- \_\_\_\_\_ 12. The Board supports the Executive Director in any reasonable interpretation of applicable Board policies.

Please circle the number that most closely agrees with your feelings of how well we were consistent with our governance principles and the meeting ground rules.

1                      2                      3                      4                      5  
Almost never consistent                      Inconsistent                      Mostly consistent

# EdTA PRESIDENT'S ROLE REVIEW FORM

Name of Board Member completing form \_\_\_\_\_  
Date \_\_\_\_\_

## EdTA Policy III. C. President's Role

1. The work of the President is to insure that the Board behavior is consistent with its own rules and those legitimately imposed upon it from outside the organization.

Only check areas for improvement:

- (A) \_\_\_ Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
- (B) \_\_\_ Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.

**Please circle the number that most closely agrees with your feeling on:**  
**The President's ensuring Board behavior and following its own rules**

1                      2                      3                      4                      5  
Very Dissatisfied                      Adequate                      Highly Satisfied

2. The authority of the President consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Executive Director Relationship, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.

Only check areas for improvement:

- (A) \_\_\_ The President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing)
- (B) \_\_\_ The President has no authority to make decisions about policies created by the Board within Aims/Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Executive Director.
- (C) \_\_\_ The President may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to the Chair.

**Please circle the number that most closely agrees with your feeling on:**  
**The President making decisions on topics covered by Board policies and any reasonable interpretation of the provisions in those policies.**

1                      2                      3                      4                      5  
Very Dissatisfied                      Adequate                      Highly Satisfied

**Educational Theatre Association**  
Executive Director Mid-Year Formative Assessment

Executive director: \_\_\_\_\_

President: \_\_\_\_\_

Date of completion: \_\_\_\_\_ Year of Evaluation: \_\_\_\_\_

| <p style="text-align: center;"><b>The Executive Director has:</b></p> <p>* - If any category is rated as a 1 by two or more Board members, then the President must provide a specific narrative explaining the reason(s) that resulted in the unsatisfactory evaluation in that category and define what success looks like with recommended steps to address.</p> | <b>POLICY</b> | <b>1 –</b><br>Does not appear to be on track to achieve goal by end of year. Give additional details on how they should adjust. | <b>2 –</b><br>Appears to be on track to meet goal by end of year. | <b>N/A-</b><br>Not applicable, insufficient information. |
|--|---------------|---|---|--|
| 1. Led the Association within the limits of the Policy I: Aims/Ends. <i>Comments, if needed on Page 2</i>  | I             |   |   |  |
| 2. Not caused or allowed in the organization any practice, activity, decision or circumstance, which was either imprudent, or unethical. <i>Comments, if needed on Page 2</i>  | II            |   |   |  |
| 3. Not dealt with the EdTA staff in an inhumane, unfair or undignified manner. <i>Comments, if needed on Page 2</i>  | IIA           |   |   |  |
| 4. Not allowed any EdTA volunteer to be treated in an inhumane, unfair or undignified manner.  | IIB           |   |   |  |
| 5. Budgeted according to Board Aims/Ends priorities, not risk fiscal jeopardy, nor fail to show a generally acceptable level of foresight. <i>Comments, if needed on Page 2</i>  | IIC           |   |   |  |
| 6. Not caused or allowed the development of fiscal jeopardy, nor a material deviation of actual expenditures from Board priorities established in Aims/Ends policies. <i>Comments, if needed on Page 2</i>   | IID           |   |   |  |
| 7. Not allowed assets to be inadequately maintained. <i>Comments, if needed on Page 2</i>  | IIE           |   |   |  |
| 8. Designated and published two other designees familiar with Board and Executive Director issues and processes. <i>Comments, if needed on Page 2</i>  | IIF           |   |   |  |
| 9. With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director has not caused or allowed jeopardy to fiscal integrity or public image. <i>Comments, if needed on Page 2</i>   | IIG           |   |   |  |
| 10. With respect to providing information and counsel to the Board, the Executive Director has kept the Board informed on all appropriate issues. <i>Comments, if needed on Page 2</i>   | IIH           |   |   |  |
| 11. Not caused or allowed any practice that diminishes or dissuades feedback from the membership. <i>Comments, if needed on Page 2</i>   | II I          |   |   |  |
| 12. Not allowed assets to be unprotected, or unnecessarily risked. <i>Comments, if needed on Page 2</i>  | IIJ           |   |   |  |
| 13. Submitted a formal report following the end of the fiscal year outlining organizational accomplishments,   | IVB           |   |   |  |

|   |  |  |  |  |
|---|--|--|--|--|
| challenges and future opportunities as they relate to Board policies on aims/ends. <i>Comments, if needed on Page 2</i> |  |  |  |  |
|---|--|--|--|--|

**Narrative Evaluation**

Comments from Page 1, if needed:

Commendations:

Opportunities for Growth (please specify what Policy I or II):

Recommendations for Growth (specific activities recommended):

As President of the Educational Theatre Association’s Board of Directors, I certify that this Assessment has been completed and approved by the Board of Directors.

\_\_\_\_\_ - President, EdTA

**Educational Theatre Association**  
Executive Director Mid-Year Self-Evaluation Formative Assessment

As the Executive Director, I identify my goals for end of year and the current state of progress on those goals in regard to the policies below to be:

1. Aims/Ends. (Policy I). My end of year goal is: (insert goals). The current progress towards that goal is: (insert self-evaluation).
2. Policy IIA: My current progress towards meeting the requirements of this policy is indicated by: (insert self-evaluation).
3. Policy IIB: My current progress towards meeting the requirements of this policy is indicated by: (insert self-evaluation).
4. Policy IIC: My current progress towards meeting the requirements of this policy is indicated by: (insert self-evaluation).
5. Policy IID: My current progress towards meeting the requirements of this policy is indicated by: (insert self-evaluation).
6. Policy IIE: My current progress towards meeting the requirements of this policy is indicated by: (insert self-evaluation).
7. Policy IIF: My current progress towards meeting the requirements of this policy is indicated by: (insert self-evaluation).
8. Policy IIG: My current progress towards meeting the requirements of this policy is indicated by: (insert self-evaluation).
9. Policy II H: My current progress towards meeting the requirements of this policy is indicated by: (insert self-evaluation).
10. Policy II I: My current progress towards meeting the requirements of this policy is indicated by: (insert self-evaluation).
11. Policy IIJ: My current progress towards meeting the requirements of this policy is indicated by: (insert self-evaluation).

As Executive Director of the Educational Theatre Association, I certify that this Assessment has been completed and approved by the Board of Directors. \_\_\_\_\_ - Executive Director, EdTA