

ACHE

Association for
Continuing Higher Education

The Network of Leaders for Lifelong Learning for Over Sixty Years

POLICY GOVERNANCE

Adopted 11/98

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GP 1 – Governance Commitment

The purpose of the Board of Directors of the Association for Continuing Higher Education (ACHE), on behalf of the ACHE membership, is to ensure that the organization (1) achieves its mission of promoting lifelong learning and excellence in continuing higher education; and (2) avoids actions and situations which place the mission, reputation, and financial stability of ACHE in jeopardy.

GP 2 – Governing Style

The Board of Directors governs proactively, with an emphasis on outward vision rather than internal preoccupation, and encourages wide diversity in viewpoints. Board focus is on strategic leadership of ACHE rather than on administrative detail, and decision-making is done on a collective rather than individual basis.

More specifically, the Board of Directors:

1. Operates in all ways mindful of its obligation to the institutional, affiliate, professional, and honorary members of ACHE.
2. Keeps adequately informed on relevant issues which impact higher education in general and continuing education specifically, and may have the potential to affect the mission and goals of ACHE and its members.
3. Leads and inspires the organization through the careful establishment of broad policies which reflect the values of ACHE. The Board's major focus is on the intended long-term impact of ACHE on the future of continuing higher education as a means of enhancing and improving society.
4. Accepts collective responsibility for excellence in governance. The Board uses the expertise of individual members to enhance the work of the Board as a body, rather than to substitute the judgments of individuals for the collective judgment of the Board as a whole.
5. Monitors and regularly discusses the Board's own process and performance, and fosters continuity in governance capability through training and development of Board members. Specifically:
 - A. Annually, performs self-monitoring by comparing Board activity and discipline to its written Governance process and Board-Staff Relationship policies.
 - B. Conducts orientation sessions for new Board members, as well as Regional Chairs, on the adopted governance process, and conducts periodic Board discussion of continuous process improvement.
6. Is accountable to the ACHE membership for competent, conscientious, and effective accomplishment of its obligations as a Board. Allows no officer, individual, or committee of the Board to usurp this role or hinder this commitment.

7. Makes decisions, to the extent possible, on a consensus basis. In the event that consensus cannot be achieved on a particular issue, a majority vote of the Board members present will decide the issue.

GP 3 – Code of Conduct

The Board of Directors commits itself and its members to ethical and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

More specifically, Board members will:

1. Represent unconflicted loyalty to the interests of the ACHE membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interests of any Board members acting as consumers of the organization's services.
2. Refrain from attempting to exercise individual authority over the organization except as explicitly set forth in Board policies.
3. Attend all Board meetings.

GP 4 – Board Job Description

The job of the Board is to represent the ACHE membership in determining and demanding appropriate organizational performance. Accordingly,

1. The Board produces written governing policies that, at the broadest levels, address each category of organizational decision:
 - A. Ends: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for what recipients 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: Specification of how the Board conceives, carries out, and monitors its own tasks.
 - D. Board-Staff Linkage: How power is delegated and its proper use monitored; the Executive Committee role, authority, and accountability.
2. The board monitors and formally evaluates the performance of the Executive Vice-President annually.

GP 5 – Board Operations

The Board follows the policies detailed herein, and, unless otherwise noted, adheres to these operational procedures:

1. The Board of Directors meets immediately before and after the annual conference and meeting and during the year as necessary. Normally, a mid-year meeting of the Board will be held.
2. In addition to Board members, Regional Chairs are normally invited to attend all Board meetings as non-voting participants.
3. The agenda for each meeting is set by the Board Chair, with input from Board members and the Executive Committee.
4. In the event of emergency situations not covered by specific policies or which occur between scheduled Board meetings, the Executive Committee has the authority to take any appropriate action which is required by such emergency. Action taken is subject to confirmation at the next meeting of the Board of Directors.
5. The Board of Directors shall name an individual to the office of Executive Vice-President. This individual will serve as Chief Operating Officer (COO) for ACHE, reporting to the Executive Committee, which functions collectively as the chief executive of the Association (See Board-Staff Relationship Policies).

GP 6 – Chairperson’s Role

1. The President of ACHE also serves as Chairperson of the Board of Directors. In this role, the chairperson is charged with ensuring that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - A. Meeting discussion content will be only issues that, according to Board policy, clearly belong to the Board to decide, not the Executive Committee.
 - B. Deliberation will be fair, open, and thorough, but also timely, orderly and to the point.
2. The authority of the Chairperson consists in making decisions that fall within topics covered by Board policies on governance process and board-staff linkage, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions of these policies.
 - A. The Chairperson is empowered to chair Board meetings with all the commonly accepted power of that position (for example, ruling, recognizing). The Chairperson will strive to achieve consensus among members on Board decisions by stimulating a thorough discussion of the issues. In the event that consensus cannot be achieved on a particular issue, a majority vote of the Board members present will decide this issue. Regardless of

whether a decision is reached by consensus or by vote, all Board members are expected to support the decision and speak with one voice.

- B. The Chairperson has no authority to make decisions about policies created by the Board within the ends and executive limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the Executive Committee.
- C. The Chairperson represents the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.
- D. The Chairperson may delegate this authority but remains accountable for its use.

GP 7 – Committee & Network Principles

Within the ACHE organizational structure, two types of committees exist:

1. Committees created to involve the ACHE membership in helping to carry out various roles and programs of the Association. These committees, such as Awards, Budget and Finance, Research, Publications, Nominations, Program, and Resolutions, are appointed by and report to the Executive Committee in its chief executive function.
2. Committees created to help the Board of Directors carry out its responsibilities as a Board. To preserve the concept of collective governance responsibility, these committees will be used on a limited basis and will never interfere with delegation from the Board to the Executive Committee. These committees will:
 - A. Assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, board committees will normally not have dealings with current staff operations.
 - B. 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 no to conflict with authority delegated to the Executive Committee.
 - C. Be used sparingly and ordinarily in an ad hoc capacity (Bylaws, etc.)
 - D. The above provisions do not apply to committees appointed by the President and/or Executive Committee in its chief executive role.

NOTE: The committee structure described above represents a fundamental change to the traditional ACHE organization. The revised structure makes a sharp distinction between committees which exist to involve the membership in the operations of the Association (the majority of the committees), and those which are created to assist the Board of Directors in performing its governance function.

EP 1 – General Executive Constraint

The Executive Committee of ACHE shall not cause or allow any practice, activity, decision, or organizational circumstances that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

Accordingly, the Executive Committee may not:

- Permit financial conditions which put fiscal security of the Association at risk or compromise Board of Directors priorities

- Provide information to Board members, Association members, or ACHE constituencies which is knowingly untimely, inaccurate, or misleading

- Permit conflict of interest in procurement, employment, or other contractual matters

EP 2 – Communication and Counsel to the Board of Directors

The Executive Committee, working through the ACHE President, shall keep the Board of Directors adequately informed.

Accordingly, the Executive Committee shall:

- Submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of the Board policies being monitored (See Policy BPR 4; Monitoring Performance of the Association).

- Present information in an appropriate form that is accurate, complete, concise, and is not misleading.

- Make the Board aware of relevant trends in higher education, actual or anticipated legal actions, or significant internal/external changes, particularly changes in the assumptions upon which any Board policy has previously been established.

Advise the Board if, in the Executive Committee’s opinion, the Board is not in compliance with its own policies on governance process and board-staff relationships.

EP 3 – Financial Planning & Budgeting

Financial planning for any fiscal year shall not deviate materially from the Board’s ends priorities or risk financial jeopardy to the Association.

Accordingly, the Executive Committee shall not allow budgeting that:

- Contains too little information to enable credible projection of revenue and expenses, cash flow, and disclosure of planning assumptions.

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

Provides inadequate funding for Board operations, such as the cost of a fiscal audit, Board development and training, and semi-annual Board of Directors meetings.

With respect to the actual, ongoing financial condition and activities, the Executive Committee shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in ends policies.

EP 4 – ACHE Membership

The Executive Committee shall maintain the highest standards of professionalism within the operation of the Association.

Accordingly, the Executive Committee shall not:

Allow institutions and individuals to join ACHE unless they fulfill all requirements of membership as defined in the Association constitution.

Fail to keep the Association membership adequately informed of programs, policy changes, annual and regional meetings, and fiscal affairs.

Fail to plan (or cause to have planned) an annual meeting of the Association membership for the purpose of education, networking, and approval of constitution and bylaw changes.

Fail to conduct an annual nomination and election process for officers of the Association.

Fail to uphold the constitution and bylaws of the Association.

BPR 1 – Delegation to the Executive Committee

The President of ACHE, along with the President-Elect, Vice President, Immediate Past President, and Executive Vice President, form the Executive Committee. The Executive Committee, collectively, serves the functions of a traditional Chief Executive Officer (CEO) for the Association. The Board of Director's sole official connection to the operations of the Association, its achievement, and conduct is through the Executive Committee.*

Ends policies direct the Executive Committee to achieve certain results; Executive Parameters policies constrain the Executive Committee to act within acceptable boundaries of prudence and ethics. The Executive Committee is authorized to establish all further policy and procedures, make all decisions, take all actions, and develop all activities as long as they are consistent with the Board's policies.

*It is recognized that the President of ACHE is also the Chairperson of the Board. Further, the members of the Executive Committee, with the exception of the Executive Vice President, are also members of the Board of Directors (the Executive Vice President serves as a non-voting, ex-officio Board member). The purpose of this policy is to clearly distinguish the roles of those individuals as Board members from their roles as Executive Committee members. This duality of roles is crucial to the successful implementation of policy governance.

BPR 2 – Responsibilities of the Executive Committee

The Executive Committee is the Board of Director's single official link with the operations of the Association. The Executive Committee is accountable to the Board acting as a body. The ACHE President automatically serves as Chair of the Executive Committee. The Board instructs the Executive Committee through written policies, delegating implementation to the Executive Committee.

The Executive Committee's responsibilities can be stated as performance in two areas:

1. Organizational accomplishment of the Board's End policies.
2. Organizational operation within the boundaries established in the Board's Executive Parameters policies and within all applicable laws and regulations.

BPR 3 – Role of the Executive Vice President

In accordance with the ACHE bylaws, the Board of Directors shall name an individual to the office of the Executive Vice President. The roles and responsibilities of this individual are detailed in the Association bylaws, and can be categorized as follows:

1. Roles reporting to the **Board of Directors**
 - A. Maintain a record of all Board meetings
 - B. E-mail or mail notices of all Board meetings
 - C. Perform such duties as may be assigned by the Chairperson of the Board
2. Roles reporting to the **Executive Committee**
 - A. Maintain a record of all Association and Executive Committee meetings
 - B. E-mail or mail notices of all Association meetings, where notice is required
 - C. Keep an accurate record of all money received and all disbursements thereof in books belonging to the Association

- D. Be responsible for investment of Association funds under such regulations as provided by the Board of Directors
- E. Make a complete financial report to the members at the annual meeting
- F. Inform new members of their acceptance to membership in the Association and collect the current dues of all members
- G. Submit the books of the Association to a certified public accountant for audit at least annually
- H. Perform such duties as may be assigned by the President and the Executive Committee

In Performing the above roles and responsibilities, the Executive Vice President shall be considered the Chief Operating Officer (COO) of the Association.

BPR 4 – Monitoring Performance of the Association

1. The Board of Directors monitors performance of the Association in two aspects:
 - A. Executive Committee performance is monitored on a continuous basis. The purpose of continuous monitoring is to determine the degree to which Board policies are being fulfilled. Monitoring is done in a way to permit the Board to use most of its time to create the future rather than to review the past.
 - B. Performance of the Executive Vice President is evaluated on an annual basis. This evaluation includes roles and responsibilities both to the Board of Directors and to the Executive Committee as outlined in policy BPR 2.
2. A given policy may be monitored at any time in one or more of three ways:
 - A. Internal reports which disclose compliance information to the Board from the Executive Committee and/or the Executive Vice President. Examples of internal reports include:
 - Annual operating budget
 - Financial reports
 - Membership reports
 - Marketing reports
 - Member surveys
 - B. External reports which disclose compliance information by an external auditor or other persons or entities external to the Association. Examples of external reports include:
 - Audit reports
 - C. Direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.