

## **V. BOARD OF DIRECTORS**

## **5.1 AGENDA**

### **INTRODUCTION:**

The Board of Directors shall meet as scheduled at the Annual Meeting of the Delegate Assembly and Association Education Meeting and other times as needed during the year and also shall conduct business by conference call or through other electronic means, with the agenda established as needed.

### **POLICY:**

1. Members of the Board of Directors shall have the privilege of generating agenda items for the next board meeting up to 30 days before the next meeting. Other items may be brought up at the meeting, added to the agenda, and discussed as time permits.
2. The proposed agenda and written material shall be forwarded to Board of Directors members in advance of the next meeting.
3. The President, in partnership with the Chief Executive Officer, is responsible for preparing the agenda for the Board of Directors meetings.
4. A tentative Board of Directors agenda shall be forwarded to Member Boards 30 days prior to the meeting.

**Adopted April 12–13, 1990. Confirmed by the Executive Committee April 1995. Revised by the Board of Directors September 1998, October 2004, August 2012, January 2016, January 2017.**

## **5.2 DUTIES AND RESPONSIBILITIES**

### **INTRODUCTION:**

Members of the ASWB Board of Directors must be aware of their fiduciary responsibilities to the Association and must not use their affiliation with the Association in ways that compromise the integrity of the Association, its examinations, and other member services.

### **POLICY:**

1. Directors are prohibited from teaching an examination preparatory course or providing individualized instruction in relation to taking the ASWB examinations for a period of three years after rotation from the Board of Directors, and they are prohibited perpetually from revealing item content.
2. The Board of Directors shall keep accurate minutes of actions taken at meetings and shall make these minutes available to Member Boards in accordance with provisions in the ASWB bylaws. Directors shall respect the confidentiality of discussions held in executive session.
3. All members of the Board of Directors shall sign the following Statement of Commitment prior to assuming their governance responsibilities:

I am aware of my duties and responsibilities as an elected (officer and) member of the Board of Directors. I affirm that I will strive, to the best of my ability, to faithfully attend meetings of the board; to carry out the duties and responsibilities of this position as provided in the bylaws and assigned to me from time to time; to hold in confidence information which I receive as an (officer and) board member, releasing only information as authorized by the bylaws, the Board of Directors, or the policies of the Association; to abide by and uphold the bylaws of the Association and to support and aid the other officers and the board in upholding the bylaws of the Association; and to endeavor to fulfill the highest personal and professional standards in carrying out these duties and responsibilities. I know of no conflict of interest that would jeopardize my ability to fulfill the above commitments.

**Adopted October 2, 2004. Revised by the Board of Directors August 2012, January 2016.**

## **5.3 CONDUCT OF BUSINESS**

### **INTRODUCTION:**

The Board of Directors conducts the business of the Association in accordance with ASWB bylaws, and structures its meetings, discussions, and voting processes in ways that emphasize full participation and consensus while supporting diverse viewpoints.

### **POLICY:**

1. The President shall act as presiding officer for all board meetings. The President-Elect/Past President shall act as presiding officer in the President's absence. In the absence of both the President and President-Elect/Past President, presiding officer duties shall be assumed by, in order, the Secretary and the Treasurer.
2. The presiding officer shall refrain from making motions or offering seconds, and shall cast votes on motions only in the case of a tie, or in situations in which a majority vote would be otherwise unobtainable due to number of board members present.
3. All board decisions shall be recorded in minutes as consensus decisions. Vote counts, dissenting votes, and abstentions will be recorded only at the request of the presiding officer or the dissenting/abstaining board member(s).
4. Board actions taken through electronic meetings shall be reviewed and confirmed at a subsequent in-person meeting of the Board.

**Approved by the Board of Directors May 2010. Revised August 2012, January 2016, January 2017.**

## **5.4 CONSENT AGENDA**

### **INTRODUCTION:**

To expedite the conduct of routine business during board meetings, the Board of Directors has adopted a consent agenda in order to allocate more meeting time to discussion of substantive issues.

### **POLICY:**

1. A consent agenda may be presented by the President.
2. The consent agenda shall consist of routine financial, legal, and administrative matters.
3. Consent agenda items are expected to be noncontroversial and require no discussion. The following items would be suitable for the consent agenda:
  - Approval of previous board and committee minutes
  - Committee and staff reports
  - Updates or background reports provided for informational purposes only
  - Correspondence requiring no action
  - Confirmation of pro forma items or actions that need no discussion but are required by the bylaws
  - Dates of future meetings
4. Items may be removed from the consent agenda at the request of any one Board member. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the President.
5. The consent agenda shall be voted on in a single majority vote, but it may be divided into several, separate items.
6. Motions, resolutions, and all supporting materials for the consent agenda shall be sent to board members at least one week in advance of the Board meeting.

**Approved by the Board of Directors August 2013. Revised January 2016.**