

## **V. BOARD OF DIRECTORS**

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## **5.1 STANDARDS OF GOOD GOVERNANCE**

### **INTRODUCTION:**

Standards of good governance promote ethical, courteous, businesslike, and lawful conduct, including appropriate use of authority and decorum while serving as an elected member of the Board of Directors. ASWB Board members are committed to excellence in the work of the Board and act in the interest of all ASWB members. These standards govern the conduct of ASWB Board members and serve as a guide for making ethical decisions.

The ASWB Board of Directors will review these standards annually and approve necessary changes. These standards are complemented by other ASWB governance documents, including the Oath of Office, Confidentiality Agreement, and Code of Conduct, Media Relations, and Social Media policies.

### **POLICY:**

1. Members of the ASWB Board of Directors bring skills, talents, and diverse perspectives to their work, strengthening Board deliberations and decision-making and ensuring that ASWB can better achieve its mission.
  - a. Board members will embrace ASWB's culture of inclusion to ensure that all Board members are equally engaged and invested, sharing power and responsibility for the mission and the Board's governance work.
  - b. Board members will cultivate a culture of inquiry by enlisting differences of opinion, unique vantage points, areas of interest, and informed, generative questions to promote strong collective wisdom.
2. Members of the ASWB Board of Directors have an obligation to know their duties and perform them responsibly.
  - a. Members of the ASWB Board of Directors act honestly, in good faith, and in the best interest of the Association of Social Work Boards, always placing the interest of the Association ahead of their own interest. This means disclosing any conflicts of interest and not using their board service as a means for personal or commercial gain either during or after their term ends.
  - b. Members of the ASWB Board of Directors abide by applicable laws and regulations; follow the Association bylaws, policies, and other Association documents; adhere to the stated mission; and behave and express themselves appropriately and in ways that are consistent with ASWB's stated values and policies.
  - c. Members of the Board of Directors review all documents in advance of meetings and come prepared to discuss all business. Board members vote on matters that come before them except where conflict of interest precludes voting on an issue.
  - d. Members of the ASWB Board of Directors should act with individual conviction, respect the ASWB Board's collective decision-making, and support majority decisions.
3. Members of the ASWB Board of Directors must fully disclose potential, perceived, or actual conflicts of interest. This accountability supersedes any conflicting loyalty that a Board member might have as advocate, individual consumer, supporter of specific

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interest groups, member of this or another board, or employee of another organization. A Board member who knowingly fails to disclose a conflict of interest may be asked to resign, and the Board President may set aside any action taken as a result of the conflicted Board member's participation.

- a. The Board member shall disclose the potential conflict of interest to the ASWB Board President as soon as the Board member becomes aware of it.
  - b. The Board President shall evaluate the potential conflict in consultation with the CEO and/or Board attorney to determine the best course of action.
  - c. In all cases the conflict will be resolved in the best interest of ASWB.
4. Members of the ASWB Board of Directors must have a signed confidentiality agreement on file and adhere to its provisions. ASWB Board members must maintain the privacy and confidentiality of all information discussed in executive session, related to the examination program, and pertaining to business and personnel matters of the Association where required by the bylaws, the ASWB Board of Directors, the confidentiality agreement, or ASWB policies. Information obtained in the course of Board business shall not be used for personal benefit or released to inappropriate parties.
  5. Members of the ASWB Board of Directors may not work as an item writer during their service on the ASWB Board. For a period of three years after rotation off the Board of Directors, Board members are prohibited from teaching an examination preparatory course, writing about or presenting on the ASWB examinations, or providing individualized instruction in relation to taking the ASWB examinations. Board members are prohibited perpetually from revealing examination item content.
  6. Members of the ASWB Board of Directors shall not circumvent established lines of authority or interfere in the business procedures established by the Board President or ASWB's Chief Executive Officer in the management of ASWB. ASWB Board members shall not interfere with operational activities and decisions that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with ASWB policy.
  7. Members of the ASWB Board of Directors must understand and adhere to Policy 7.6, Media Relations.
    - a. Board members contacted by media representatives concerning ASWB or the Board member's affiliation with the Association must respond appropriately to protect the reputation and brand of ASWB.
    - b. The ASWB CEO or the CEO's designated representative is the spokesperson for the Association.
    - c. Board members contacted by the media concerning the Association should advise media representatives to send their inquiries to [info@aswb.org](mailto:info@aswb.org), subject: media contact.

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8. Members of the ASWB Board of Directors who present at conferences or meetings on issues related to ASWB, including the examinations, licensing, and regulation in general, must notify the Association in advance so that ASWB can provide appropriately branded presentation materials and review content for accuracy and branding.
9. Members of the ASWB Board of Directors who are involved in areas defined as social media must understand and adhere to Policy 7.5, Social Media.
  - a. Any use of social media by ASWB Board members must not contain information that is confidential or in any way sensitive about ASWB or its members.
  - b. Board members should not appear publicly in inappropriate situations that might result in photographs, videos, or other social media content that would be controversial for ASWB if the activity could be in any way be linked to the individual's role as a Board member.
  - c. Board members should be aware that sharing photographs, videos, and comments related to private ASWB events on personal social media pages could potentially breach privacy rights of others. For this reason, Board members should share or post such information only when ASWB has encouraged them to or when they have sought and been given consent.
10. Members of the ASWB Board of Directors may not use the ASWB brand, imagery, trademarks, or logos to endorse or promote any product, opinion, cause, political candidate, or religion. Any such endorsements must clearly be portrayed as representative of the individual and not representative of the views of the ASWB.
11. ASWB is committed to a workplace that is free of harassment based on race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, family responsibility, disability, pregnancy, political affiliation, veteran status, or any other status protected by applicable law. Harassment in volunteerism is prohibited in the boardroom, off premises, and at social activities sponsored by the Association.
  - a. The Board of Directors shall uphold its statement regarding dismantling institutional biases: ASWB commits to promoting and upholding equity and justice. In doing so, the association will hold itself accountable in denouncing racism, intolerance, exclusion, and other forms of discrimination and bias in carrying out its mission.
  - b. Members of the ASWB Board of Directors shall comply with ASWB's policies related to anti-harassment. Violations of the policy will result in disciplinary action.
  - c. ASWB will not condone any harassment of its Board members by vendors or other outside entities dealing with the Association.

**Adopted April 2019. Revised January 2020, April 2022.**

**2022 Note: former policy number 5.2**

## **5.2 AGENDA**

### **INTRODUCTION:**

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

### **POLICY:**

1. The President, in partnership with the Chief Executive Officer, is responsible for preparing the agenda for the Board of Directors meetings.
2. A tentative Board of Directors agenda shall be forwarded to Member Boards 30 days prior to the meeting.
3. The proposed agenda and written material shall be forwarded to Board of Directors members in advance of the next meeting.
4. Members of the Board of Directors may generate an agenda item for the next Board meeting up to 30 days prior to that meeting. Items must be directed to the Board President for approval. At the discretion of the Board President, urgent items may be added to the agenda and discussed as time permits.

**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, January 2018, January 2019, January 2020.**

**2022 Note: former policy number 5.1**

## **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. The presiding officer shall ask the Secretary to read the motion prior to Board members casting their votes.
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 of Directors.

**Approved by the Board of Directors May 2010. Revised August 2012, January 2016, January 2017, January 2018.**

## **5.4 CONSENT AGENDA**

### **INTRODUCTION:**

To expedite the conduct of routine business during Board meetings, the Board of Directors has adopted a consent agenda 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. 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, January 2018.**