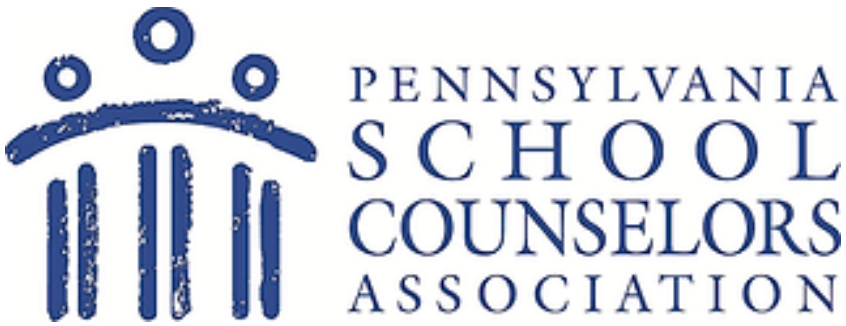

PSCA Policy Manual

2024-2025 Fiscal Year

Approved: July 31, 2024

TABLE OF CONTENTS

Key Terms

Guiding Values
- Vision Statement
- Mission Statement

Ends Policies
- Professional Identity (E-1., E-5., E-6.)
- Engagement (E-3., E.4.)

Governance Process
- GP-1. Purpose of Governance
- GP-2. Governing Style
- GP-3. Board Roles & Responsibilities
- GP-4. Governance Officers' Roles & Responsibilities
- GP-5. Nominations & Elections
- GP-6. Board Committees & Task Forces
- GP-7. Board Code of Conduct
- GP-8. Emergency Succession
- GP-9. Board Development
- GP-10. Maintenance of Board Documents
- GP-11. Cost of Governance

Board-Management Delegation
- BMD-1. Unity of Control
- BMD-2. Accountability of the Executive Director
- BMD-3. Delegation to the Executive Director
- BMD-4. Monitoring Performance of the Executive Director (Calendar)

Executive Limitations
- EL-1. Treatment of Customers/Consumers/Members
- EL-2. Treatment of Staff/Volunteers
- EL-3. Financial Planning/Budget
- EL-4. Financial Conditions and Activities
- EL-5. Emergency Succession
- EL-6. Asset Protection
- EL-7. Compensation and Benefit
- EL-8. Communication To and Support of the Board

Appendix

KEY TERMS

Assistant Chief Governance Officer - A board director elected by the board to help the Chief Governance Officer ensure the integrity of the board process and to serve as the Chief Governance Officer in the Chief Governance Officer's absence; also referred to as Assistant Board Chair or Assistant Chair.

Board-Management Delegation - How power is delegated and its proper use monitored including, if applicable, the Executive Director role, authority, and accountability.

Chief Operating Officer (COO) - The chief staff member and operating officer of the association. This may be an Executive Director, association management company, or any such designee as decided by the board.

Chief Governance Officer - A board director elected by the board to ensure the integrity of the board process; also referred to as Board Chair or Chair.

Consent Agenda - Groups routine meeting discussion points into a single agenda item. In doing so, the grouped items can be approved in once action rather than through the filing of multiple motions.

Customers - Anyone who can benefit from PSCA programs and services, regardless of whether the benefit is a desired outcome or a means to support school counselors.

Ends - Organizational products, impacts, benefits, outcomes; the recipients of those outcomes; and the relative worth of the outcomes stated as a priority or a percentage of available resources; define what the organization is working towards.

Executive Limitations - Constraints on executive authority that establish the professional and ethical boundaries that determine how staff activity and decisions must take place.

Executive Session - A private meeting held by the Board of Directors to discuss confidential or sensitive matters. These sessions may require the Board to ask specific individuals that may be impacted by the conversation or decision-making to temporarily leave or not attend the meeting. Sensitive matters may include, but are not limited to: legal matters, personnel issues, financial matters, ethical matters, crisis response, and contractual discussions.

Fiscal Year - PSCA's fiscal year begins on July 1st each year and ends on June 30th the following year. All PSCA calendars, including board terms, follow the fiscal year.

Governance Process - How the board of directors conceives, carries out, and monitors its own tasks.

Means - Processes and procedures used to accomplish outcomes. Board directors control the means to accomplish desired governance outcomes. Staff members control the means to accomplish Ends Policies.

Monitoring Reports - Periodic reports submitted by the Executive Director to the Board of Directors to facilitate the board's ability to fulfill its governance responsibilities. Monitoring Reports shall include both an interpretation of the policy and description of supporting evidence.

Ownership - Members of PSCA.

Parliamentary Procedure - A protocol employed by legislative bodies to facilitate meetings. PSCA is guided by an adapted version of the Democratic Rules of Order.

Policy Governance - System of governance developed by John Carver that clearly delineates the roles and responsibilities of the board distinctly from staff.

Quorum - the minimum number of board directors that must be present at a meeting to make the proceedings of that meeting valid. This is noted as a simple majority (51%) of the maximum number of board directors that may attend a meeting.

Staff - The operational side of the organization responsible for carrying out duties and responsibilities as set forth by the Board of Directors; includes contracted services and/or volunteer appointed committees, committee members, and committee chairs, and the CEO or Executive Director.

GUIDING VALUES

Mission

The Pennsylvania School Counselors Association responsibly promotes engagement and facilitates ethical and contemporary professional identity of school counselors across our diverse Commonwealth to ensure equitable educational outcomes for all students.

Vision

Pennsylvania school counselors will be educated, empowered, and elevated to successfully implement comprehensive programming to ensure equitable academic, career, and social-emotional outcomes for all students.

ENDS

The six ends policies, as currently approved and passed by the Board of Directors, are developed to guide the operational work of the association led by the Executive Director. Below are the aforementioned ends policies grouped into three themes reflected below: Professional Identity, Fiscal Responsibility, and Engagement.

PROFESSIONAL IDENTITY

PSCA promotes the global awareness and understanding of school counselors and their programming; engages professional school counselors in meaningful and relevant professional development; and demonstrates a commitment to equity.

E-1. All Pennsylvania School counselors and stakeholders will have awareness and understanding of:

a. The ASCA National Model
b. Pennsylvania's professional standards and practices
c. The Pennsylvania academic standards for Career Education and Work (CEW)
d. The Pennsylvania Career Ready Skills
e. The ASCA Code of Ethics for School Counselors

E-5. Pennsylvania School Counselors will benefit from professional development that reflects and responds to contemporary issues.

E-6. PSCA commits to on-going practices to build equity across PA; including but not limited to: recognizing and raising awareness of historic and systemic oppression, training to address bias and historic oppression; continued monitoring and audits of the organization and organizational policy; the development of educational resources to guide school counselors to better understand and take action against disparity and towards opportunity for students in PA and the profession.

ENGAGEMENT

PSCA is involved in conversations at all levels that will impact the outcomes of students; and recruits and retains members who accurately represent the diversity of the state of Pennsylvania.

E-3. In acknowledging the importance of representation among its membership, PSCA will actively seek to draw underrepresented and underserved populations into the school counseling profession. Pennsylvania school counselors benefit from the retention and recruitment of members from all demographic groups and geographic regions of the state.

E-4. Pennsylvania school counselors and the school counseling profession benefit when PSCA actively collaborates with other educational organizations, coalitions, and networks.

GOVERNANCE PROCESS

GP-1. PURPOSE OF GOVERNANCE.

The PSCA Board of Directors ensures:

a. accountability of the Board to the general membership and of the Executive Director to the Board of the Pennsylvania School Counselors Association,
b. the association is ethically, effectively and efficiently meeting outcomes (as specified in board Ends Policies), and
c. the association is avoiding unacceptable actions and situations (as prohibited in board Executive Limitations policies).

GP-2. GOVERNING STYLE.

The PSCA Board of Directors will govern lawfully, observing the general principles and guidelines of John Carver's Policy Governance Model and parliamentary procedure with an emphasis on:

a. equitable outcomes for students,
b. outward vision rather than an internal preoccupation,
c. promoting equity, inclusivity, and belonging,
d. strategic leadership more than administrative detail,
e. clear distinction of board and executive director roles,
f. collective rather than individual decisions,
g. future rather than past or present,
h. proactivity rather than reactivity, and
i. reflection and assessment of the Board.

GP-3. BOARD ROLES & RESPONSIBILITIES.

GP-3.A. Role of the Board. Specific job outputs of the board, on behalf of the membership, lead the organization toward desired and appropriate organizational performance. Accordingly, the board has direct responsibility to create:

GP-3.A.1. Membership Linkage. The linkage between the ownership and the operational organization specifically to gather owner input that guides board decision making and to report on organizational performance.

GP-3.A.2. Governing Policies. Written governing policies that address the broadest levels of all organizational decisions and situations including:

a. **Ends Policies:** Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
b. **Governance Process Policies**: How the board conceives, carries out, and monitors its own tasks.
c. **Board-Management Delegation Policies:** How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.
d. **Executive Limitations Policies:** Constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.

GP-3.A.3. Executive Director Performance Assessment. Assurance of executive performance, and therefore, organizational performance is measured against identified policies and direct observation as established within the monitoring procedures.

GP-3.B. Responsibilities of the Board. The board will cultivate a culture of group responsibility. Accordingly:

GP-3.B.1. Responsibility to Govern. The board, not the staff, will be responsible for excellence in governing. This includes, but is not limited to, developing a governance budget for the fiscal year in conjunction with EL-3 (Financial Planning and Budgeting). The board reserves the right to convene executive sessions when necessary to uphold governance. Board directors will be required to sign off that they have read and understand the responsibilities laid out in this policy.

GP-3.B.2. Board Initiates Policy. The board will be the initiator of policy, not a reactor to staff initiatives.

GP-3.B.3. Use of Expertise. Board outputs will reflect the expertise of all directors, although the expertise of individual directors may be used to enhance the understanding of the board as a body.

GP-3.B.4. Group Obligation. The board will allow no officer, individual, or committee of the board to hinder or serve as an excuse for not fulfilling group obligations.

GP-3.B.5. Meeting Individual Deadlines. Board directors will submit all reports and other materials requested by the board or Chair by the specified deadline date.

GP-3.B.6. Expenditure & Reimbursement Procedures. Directors will follow expenditure and reimbursement procedures as outlined in the Board Procedures Manual.

GP-3.B.7. Attendance. Board directors will attend all official board meetings, electronic/virtual meetings in which a quorum is needed (including pop-up/emergency meetings) events as agreed upon by the board, and meetings of committees to which they are appointed.

GP-3.B.8. Appointment of Association Secretary. Board directors will collectively appoint a Secretary of the Association as outlined in the Board Procedures Manual.

GP-3.B.9. Annual Agenda Planning. Board directors will maintain an active role in developing the annual agenda for the board, to be implemented at the start of each fiscal year, that (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

GP-3.B.10. Annual Meeting. All board directors shall attend the annual meeting. This meeting is open to all PSCA members.

GP-3.C. Policy Focus. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.

GP-3.D. Board Discipline. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, ensuring the continuance of governance capability, and anything else the board votes as necessary to enforce.

GP-4. GOVERNANCE OFFICERS' ROLES & RESPONSIBILITIES.

The Chief Governance Officer, known as the Board Chair (Chair) and the Assistant Chief Governance Officer, known as the Assistant Board Chair (Assistant Chair), are board directors elected by the board, tasked with ensuring the integrity of the board's process. The Secretary of the Association is a PSCA member appointed by the board to ensure proper documentation of the board's process occurs.

GP-4.A. Chair/Assistant Chair Election. All officers of the Association shall be elected annually by the Board. The election may include absentee ballots. To be eligible for elected/appointed office, the

individual must have been a Board director for at least one year. Any individual who accepts a nomination for office must maintain professional membership in PSCA and ASCA through their term of office.

GP-4.B. Board Chair Responsibility. The assigned result of the Chair and Assistant Chair's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the association.

GP-4.C. Board Chair Authority. The authority of the Chair and Assistant Chair consists of the capacity to make decisions that fall within topics covered by board policies. The Chair and Assistant Chair are authorized to use any reasonable operational definition of the provisions in these policies while committing to board holism.

GP-4.C.1. Chairing Board Meetings. The Chair is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing. Board deliberations are to be fair, open, and thorough, but also timely, orderly, and kept to the point.

GP-4.C.2. Authority Limits. The Chair has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to hire, terminate, supervise or direct the CEO.

GP-4.C.3. Board Representation. The Chair may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to them.

GP-4.C.4. Agenda Planning. The Chair, in collaboration with the Assistant Chair, develops meeting and Leadership Development Academy agendas, including consent agendas, that comply and enhance the board's annual agenda and support the board's compliance with Governance Process and Board-Management Delegation policies.

GP-4.D. Delegating Authority. The Chair or Assistant Chair may delegate their authority but each remains accountable for its use.

GP-4.E. Assistant Board Chair Role. The Assistant Chair shall perform such duties as directed by the Chair with the approval of the Board. In the absence of the Chair, the Assistant Chair will preside over the meetings of the Association.

GP-4.F. Secretary Role. The Secretary of the Association shall perform such duties as directed by the board, including but not limited to keeping meeting minutes for all board related meetings and communicating these minutes to the board in accordance with this PSCA Policies Manual and its accompanying Procedures Manual. In the absence of the Secretary for a given meeting, the Chair shall appoint an individual associated with the board to record minutes for that meeting.

GP-5. NOMINATIONS AND ELECTIONS.

Nominations and elections, on behalf of PSCA, encourage equitable representation of membership on the board by seeking currently employed certified school counselors or counselor educators who are current members of PSCA for a minimum of three consecutive years. ASCA membership is encouraged. Upon election, if the candidate is not a current ASCA member, membership will be required for the remainder of the director's term.

GP-5.A. Board of Director Nomination and Election. Elections are held to fill various elected positions. Nomination packets are submitted by individuals interested in serving on the Board of Directors to the Nomination and Elections Chair and reviewed by the committee for approval.

GP-5.B. Ballot. Ballots for Board of Director elections are set based on procedures detailed in the Procedures Manual as voted on by the board.

GP-5.C. Violation of Election. Any/all violation(s) of the nominations and elections policy shall subject the candidate(s) to invalidation of their eligibility as a candidate. Authority to withdraw the said candidate rests with the Nominations and Elections Committee. The Whistle Blower Policy (found in the Code of Conduct) will be utilized as needed by the Nominations and Elections Committee if there are violations of the Nominations and Elections Policies.

GP-5.D. Challenging an Election. Should a candidate challenge an election result, procedures are in place and detailed in the Procedures Manual as voted on by the board. The Nominations & Elections Committee Chair and/or Board Chair shall serve as point of contact should this event arise.

GP-5.E. Secretary Nomination. As detailed in the Procedures Manual, the Nomination and Elections Committee shall facilitate the process of nominating a Secretary to the Board for appointment.

GP-6. BOARD COMMITTEES AND TASK FORCES.

GP-6.A. Board Committees. Board committees may take the form of standing committees or ad hoc committees. Task forces are a separate opportunity to engage in board work. They will reinforce the job of the board as a whole and never interfere with responsibilities already delegated to the Executive Director. The only board committees are those that are set forth in this policy and/or created by the board in accordance with the bylaws, policies, and procedures. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. Accordingly:

GP-6.A.1. Committee Appointment. The Board Chair is an ex-officio member of all committees. Committee chairs must be active board directors who are appointed by the Board Chair and/or Board Assistant Chair for a period of one fiscal year. Committee chairs are responsible for facilitating the identified work and ensuring a transition plan is in place prior to the end of each fiscal year. Members of committees are solicited by committee chairs.

GP-6.A.2. Committee Authority. Board committees cannot exercise authority over staff. Because the Executive Director works for the full board, they will not be required to obtain approval of a board committee before an executive action.

GP-6.A.3. Board Committee Distinction. This policy applies to any group that is formed by board action, whether or not it is called a committee (i.e. ad hoc committee, task forces), and regardless of whether the group includes board directors. It does not apply to committees formed under the authority of the Executive Director (i.e. operational committees).

GP-6.A.4. Committee Engagement. All board directors must engage in board work. Board work may include membership in standing committees, ad hoc committees, or task forces.

GP-6.B. Standing Committees. The standing committees of the Association shall be the Governance Committee, Nominations and Elections Committee, and Equity Committee. According to bylaws, the board is authorized to form committees and task forces as needed to achieve its work.

GP-6.B.1. Governance Committee. Appointed to serve a one-year term. The purpose of this committee and eligibility of committee members are:

GP-6.B.1.a. Reviews governing documents, including but not limited to the PSCA Bylaws Manual, Policy Manual, Procedure Manual, and Rules of Order, annually to ensure each meets the needs of the Association and do not duplicate or conflict with one another. The Governance Committee performs other duties as directed.

GP-6.B.1.b. Members are informed by Policy Governance, and maintain a working knowledge of its principles.

GP-6.B.1.c. Committee members must maintain an active PSCA membership. The committee must include at least two board directors, and actively seeks participation from the general membership.

GP-6.B.1.d. Reviews amendments proposed by the Board of Directors or by petition from general membership to ensure that any proposed revisions are not in conflict with existing governing documents, and to make recommendations to the Board of Directors. Consultation with governance advisors is recommended, as is review of proposed amendments by the association management company, PSCA ethics chair, and PSCA equity committee. This committee shall take on the role of the Bylaws Review Committee should a bylaw be recommended for amendment.

GP-6.B.2. Nominations and Elections Committee. Appointed to serve a one-year term. The purpose of this committee and eligibility of committee members are:

GP-6.B.2.a. Facilitates the selection and election of qualified candidates for the PSCA Board of Directors, and, when needed, facilitates the nomination of candidates for the position of Secretary, both as described in the PSCA Bylaws and PSCA Procedures Manual, and performs duties as directed.

GP-6.B.2.b. The Chairperson of the Nominations and Elections Committee (as appointed by the Board), shall select two other committee members, actively seeking participation from the general membership.

GP-6.B.2.c. Candidates for the Board of Directors shall not serve on the Nominations and Elections Committee during the time of their candidacy. Therefore, board directors on the Nominations and Elections Committee who decide to seek another board term must resign from the committee as soon as their intentions are made known to PSCA's Board of Directors.

GP-6.C. Ad Hoc Committees. Formed on an as needed basis as determined by the Board Chair in collaboration with the Board Assistant Chair and approved by Board Directors. Ad Hoc Committees are informed by board

work, and will maintain a clear goal and address long term items in need of clarification for the Board of Directors, general membership, or both.

GP-6.C.1. Committee members must maintain an active PSCA membership. The committee must include at least two board directors, and actively seeks participation from the general membership.

GP-6.D. Task Forces. Formed on an as needed basis as determined by the Board Chair in collaboration with the Board Assistant Chair and approved by Board Directors. Task forces are informed by board work, and will maintain a clear goal and address short term items in need of immediate intervention.

GP-6.D.1. Task force members must maintain an active PSCA membership. They must include at least two board directors, and actively seek participation from the general membership.

GP-7. BOARD CODE OF CONDUCT.

The board of directors commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as board directors. This includes adherence to the ASCA ethical standards for SCA leaders.

GP-7.A. Loyalty to Association. Board directors must have loyalty to the membership, unconflicted by any personal interest or loyalties to other associations, organizations, or individuals, including staff or other board directors. Directors may not engage in activities that are in opposition to PSCA ends, mission, and vision. The end of a board director's tenure should mark the end of their role as a participant in board governance.

GP-7.B. Conflict of Interest. Board directors must avoid conflict of interest with respect to their fiduciary responsibility. Nothing within this policy shall prohibit or restrict an individual from reporting or communicating with any government agency, as required by law. Accordingly:

GP-7.B.1. Annual Disclosure. There will be no self-dealing or business by a director with the association. Directors will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.

GP-7.B.2. Conflict Discussion. When the board is to decide upon an issue, about which a board director has an unavoidable conflict of interest, that director shall abstain without comment from not only the vote, but also from the deliberation.

GP-7.B.3. Employment Influence. Board directors will not use their board position to obtain employment in the association for themselves, family members, or close associates. Should a board director become employed by the association, they must then resign from the board.

GP-7.C. Individual Authority Limitations. Board directors may not attempt to exercise individual authority over the association. Additionally:

GP-7.C.1. Staff Interactions. When interacting with operational staff (i.e. Executive Director), board directors must recognize that there is a lack of authority vested in operations, except when explicitly authorized by the collective voice of the board.

GP-7.C.2. Speaking for the Board. Board directors' interaction with public, press or other entities must reflect the action and vision of the full board and the stated positions of the association.

GP-7.C.3. Staff Evaluation. Directors will not express individual judgements of performance of staff or the Executive Director unless deliberating about monitored compliance of identified policies or direct observation of staff through an established calendar of monitoring.

GP.7.C.4. Avoiding a Dual Relationship. Directors may not serve in the capacity of an operational chair due to the conflicts that may arise in this relationship. Other types of dual relationships must be disclosed.

GP-7.D. Product Endorsement. Board directors will not identify their position on the PSCA board when endorsing products, services, programs, organizations, or individuals. Any sponsorship or endorsement of the association by a sponsor does not imply the association's endorsement of the sponsor's products, services, or activities.

GP-7.E. Confidentiality. Board directors will respect the confidentiality appropriate of board work.

GP-7.F. Support of Final Decisions. Board directors will support the legitimacy and authority of board decisions, irrespective of the director's personal position on the issue.

GP-7.G. Eligibility to Serve. Board directors must be professional members of ASCA and PSCA and will maintain all eligibility requirements to serve on the board. Board directors must notify the Board Chair in writing within 30 days after learning they are or will become ineligible to continue serving on the board. The Chair must notify the Assistant Board Chair in writing within 30 days after learning they are or will become ineligible to continue serving on the board.

GP-7.H. Whistleblower Policy. The Board is committed to lawful and ethical behavior in all of its activities and requires that its board members and committee members conduct themselves in a manner that complies with all applicable laws and regulations. Set forth below is the Boards policy with respect to reporting good faith concerns about the legality or propriety of the Boards actions or plans. Board directors, volunteers, or others are encouraged to report suspected or actual occurrence(s) of illegal, unethical, and/or inappropriate behaviors or practices without retribution according to procedures detailed in the PSCA Procedures Manual. The following is a non-exhaustive list of the kinds of improprieties that should be reported:

- Forgery or alteration of documents
- Abuse, inappropriate activity with a program participant
- Fraudulent financial reporting
- Misappropriation or misuse of the Associations resources, such as funds, supplies, other assets
- Violations of the Association's Conflict of Interest Policy
- Authorizing or receiving compensation for goods not received, services not performed, or hours not worked
- Facilitating or concealing any of the above or similar actions

GP-8. EMERGENCY SUCCESSION.

In the event of a vacancy in the position of Chair, or Assistant Chair, the board is positioned to maintain a full board and its leadership structure.

GP-8.A. Board Director Emergency Succession. Should a Board Director vacancy occur within the term of office, a new director shall be appointed in accordance with the PSCA Procedure Manual.

GP-8.B. Board Chair Emergency Succession. In the event of a vacancy in the office of Chair, the Assistant Chair assumes the office of Chair.

GP-8.C. Assistant Board Chair Emergency Succession. In the event of a vacancy in the office of the Assistant Chair, the board shall elect an Assistant Chair to fill the unexpired term utilizing procedures outlined in the Procedure Manual.

GP-8.D. Secretary Emergency Succession. In the event that the Secretary of the association can no longer fulfill their duties, board directors will collectively appoint a Secretary of the Association as outlined in the Board Procedures Manual. For a short term lapse of duties, the Board Chair shall appoint an individual associated with the board to serve as Secretary.

GP-9. BOARD DEVELOPMENT.

The board will maintain a full and representative board of directors through active engagement in Board Orientation, Leadership Development Academy, ASCA U School Counseling Association Leadership Specialist Training, Board Director Evaluation, and regular discussions of process improvement and equitable outcomes.

GP-9.A. Board Orientation. As per the Mentoring and Board Orientation Guidelines, all new and returning board directors will participate in an official Board Orientation.

GP-9.B. Leadership Development Academy. All board directors will participate in a Leadership Development Academy, planned by the Board Chair and Assistant Chair in collaboration with the Executive Director. Agenda items are identified and determined in collaboration with the board.

GP-9.C. ASCA U School Counseling Association Leadership Specialist. Through the Executive Director, all incoming elected board directors and appointed officers must obtain their ASCA U School Counseling Association Leadership Specialist Training certificate within one year of assuming office.

GP-9.D. Board Director Evaluation. At each board meeting, the board may engage in assessing policies, practices, and procedures. The board will continually reflect on progress and growth culminating in an annual collaborative review led by the Board Chair and Assistant Chair.

GP-9.E. Pennsylvania School Counselor Leadership Presentation. Board directors will be responsible for delivering a presentation focused on fostering Pennsylvania school counselor leadership through a breakout session at the annual PSCA conference. This session will be reserved each year, and any director(s) may volunteer for or be assigned by the chair to present.

GP-10. MAINTENANCE OF BOARD DOCUMENTS.

The board will maintain records of its work that shall be accessible to current and future board directors. Records will be maintained electronically through the PSCA Board of Directors Education Hub, as well as through the

PSCA Google Workspace. Review of these Board Documents will be outlined in the PSCA Procedures Manual. It may include, but is not limited to, maintenance of the following:

- PSCA Board of Directors Education Hub
- PSCA Policy Manual
- PSCA Procedure Manual
- PSCA Bylaws
- PSCA Board Orientation Manual
- Current Board of Directors
- Meeting Agendas & Minutes
- Meeting Monitoring Reports
- Board Committee/Ad Hoc/Task Force Reports & Presentations

GP-11. COST OF GOVERNANCE.

GP-11.A. Investment in Governance. Board skills, methods, and supports will be sufficient to ensure governing with excellence. Therefore, the board will invest in governance capacity. Accordingly:

GP-11.A.1. Training. Training and retraining will be used to orient new members and candidates for membership, as well as to maintain and increase existing members' skills and understandings.

GP-11.A.2. Monitoring Assistance. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, financial reviews.

GP-11.A.3. Outreach. Outreach mechanisms will be used as needed to ensure the board's work continues to reflect and meet the needs of its membership.

GP-11.B. Budgeting Governance Investments. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. The Board will develop its governance budget for the next fiscal year in conjunction with EL-3 (Financial Planning and Budgeting).

BOARD-MANAGEMENT DELEGATION

BMD-1. UNITY OF CONTROL.

Only officially passed motions of the board are binding on the Executive Director.

a. Decisions or instructions of individual board directors, 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 directors or committees requesting information or assistance without board authorization, they should be advised that the Executive Director is authorized to refuse such requests that require, in the Executive Director's opinion, a material amount of staff time, funds, are disruptive or are outside the norms of the organization's policies and procedures.

BMD-2. ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR.

The Executive Director is the board's only link to operational achievement and conduct, so that all authority and accountability of staff (for the purpose of this organization "staff" refers to: contracted services and/or volunteer appointed committees, committee members, and committee chairs) as far as the board is concerned, is considered the authority and accountability of the Executive Director.

a. The Board of Directors will never give instructions to staff who report directly or indirectly to the Executive Director.
b. The Board of Directors will not evaluate, either formally or informally, any staff other than the Executive Director.
c. The Board of Directors will view the Executive Director performance as identical to organizational performance, so that organizational accomplishment of board-stated Ends and avoidance of board proscribed Means will be viewed as successful Executive Director Performance.

BMD-3. DELEGATION TO THE EXECUTIVE DIRECTOR.

The Board of Directors will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved, and prescribe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

a. The Board of Directors will develop policies instructing the Executive Director to achieve specified results, for specified recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called End policies. All issues that are not end issues as defined here are means issues.
b. The Board of Directors will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the board even if they were to be effective. Policies will be developed from the broadest, most general level to more defined levels, and they will be called Executive Limitation Policies. The board will never prescribe organizational means delegated to the Executive Director.
c. As long as the Executive Director uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the Executive Director is authorized to make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the board.
d. The Board of Directors may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Executive Director.

BMD-4. MONITORING PERFORMANCE OF THE EXECUTIVE DIRECTOR (CALENDAR).

Systematic and rigorous monitoring of the Executive Directors job performance will be based solely on the expected Executive Director's job outputs; organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

a. Monitoring is simply to determine whether expectations expressed in board policies have been met. Information that does not do this will not be considered to be monitoring information
b. The Board of Directors will acquire monitoring performance information by
    i. Internal report, in which the Executive Director discloses interpretations and compliance information to the board (i.e. Monitoring Reports),
    ii. As referenced in the bylaws, external report (as indicated in Monitoring Calendar) in which a financial review shall be completed by a certified accounting firm. The process will be conducted yearly at the end of PSCA's fiscal year (June 30.) All the financial records of the Association will be submitted for the review. The completed accountant's report shall be submitted to the Board following its completion.
c. In every case, the board will judge:
    i. the reasonableness of the Executive Director's interpretation
    ii. whether data demonstrates accomplishment of the interpretation
d. The standard for compliance shall be any reasonable Executive Director interpretation of the board policy being monitored. The board is the final arbiter of reasonableness but will always judge with a "reasonable person" test rather than with interpretations favored by board directors or by the board as a whole.
e. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method but will primarily utilize the established monitoring calendar. Any monitoring that deviates from the schedule will follow established PSCA procedure

POLICY MONITORING CALENDAR

PSCA POLICY MONITORING CALENDAR (9/2023)					
	August LDA Board Meeting	October Q1 Board Meeting	November/December Q2 Board Meeting	February Q3 Board Meeting	May Q4 Board Meeting
Monitoring Theme	*Operational Effectiveness*	*Educational Partnerships*	*Membership*	*Finances*	*Professional Development*
Ends Policies		E-4	E-3 E-6		E-1 E-5
Executive Limitations Policies	EL-2 EL-5	EL-4 (Ext)	EL-1	EL-3 EL-4 (Int) EL-6 EL-7	EL-8

EXECUTIVE LIMITATIONS

EL-1. TREATMENT OF CUSTOMERS/CONSUMERS/MEMBERS.

With respect to interactions with consumers/members or those applying to be consumers/members, the Executive Director shall not cause or allow conditions, procedures, or decisions that are discriminatory, unsafe, untimely, undignified, or unnecessarily intrusive.

The Executive Director will not:

a. Use methods of collecting, reviewing, transmitting, or storing member information that fail to protect against improper access to the material.
b. Fail to operate member services with appropriate accessibility and privacy.
c. Fail to establish with members a clear understanding of what may be expected and what may not be expected from the service offered.
d. The Executive Director will not leave customers uninformed of this policy or leave them without a way to be heard if they believe they have not been afforded a reasonable operational definition of their protections under this policy.

EL-2. TREATMENT OF STAFF/VOLUNTEERS.

With respect to the treatment of paid and volunteer staff, the Executive Director shall not cause or allow conditions that are unfair, undignified, unclear, or discriminatory or that jeopardize or conflict with PSCA's ability to accomplish the Ends policies.

The Executive Director will not:

a. Cause or allow paid or volunteer staff to be unaware of what may be expected and what may not be expected from employment with and service to PSCA.
b. Operate without written personnel rules that (a) clarify rules for staff and volunteer staff, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
c. Retaliate against any staff member and/or volunteer staff member for non-disruptive expression of dissent
d. Fail to acquaint staff and/or volunteers with the Executive Director's interpretation of their protections under this policy.
e. Allow staff and/or volunteers to be unsupported in their work.
f. Leave paid or volunteer staff uninformed of this policy or leave them without a way to be heard if they believe they have not been afforded a reasonable operational definition of their protections under this policy.

EL-3. FINANCIAL PLANNING/BUDGET.

The Executive Director shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the board's Ends priorities, risk financial jeopardy, or fail to be derived from a multi year plan.

The Executive Director will not allow budgeting to:

a. Risk incurring those situations or conditions described as unacceptable in the board's fiscal policy.
b. Omit credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
c. Provide less for board prerogatives during the year than is set forth in the Cost of Governance policy.

EL-4. FINANCIAL CONDITIONS AND ACTIVITIES.

With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of financial jeopardy or material deviation of actual expenditures from board priorities established in Ends policies.

The Executive Director will not:

a. Expend more funds than are expected to be received by the end of the fiscal year.
b. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within sixty days.
c. Use any-long term reserves.
d. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain and otherwise unencumbered revenues within thirty days.
e. Fail to settle payroll and debts in a timely manner.
f. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
g. Acquire, encumber, or dispose of real estate.
h. Fail to aggressively pursue receivables after a reasonable grace period.

EL-5. EMERGENCY SUCCESSION.

In order to protect the board from sudden loss of the Executive Director services, the Executive Director shall not permit there to be fewer than two other directors - the newly elected Chair and Assistant Chair for the upcoming year, as well as the current Chair as part of the transition - to be familiar with board and Executive Director issues and processes to enable either to take over with reasonable proficiency as an interim successor. This meeting is to take place after the chair/assistant chair election and prior to the end of the fiscal year.

EL-6. ASSET PROTECTION.

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

The Executive Director will not:

a. Fail to insure adequately against theft and casualty and against liability losses to board directors, staff, and the organization itself.
b. Subject equipment to improper wear and tear or insufficient maintenance.
c. Unnecessarily expose the organization, its board, or staff to claim of liability.
d. Make any purchase (a) wherein normally prudent protection has not been given against conflict of interest; (b) that is not in the best interest of the organization and its members
e. Fail to protect intellectual property, information, and files from loss and significant damage.
f. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed accountant's standards.
g. Compromise the independence of the board's audit or other external monitoring or advice, such as by engaging parties already chosen by the board as consultants or advisers.
h. Invest or hold operation capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
i. Endanger the organization's public image, credibility, or its ability to accomplish Ends.
j. Change the organization's name or substantially alter its identity in the community.

EL-7. COMPENSATION AND BENEFIT.

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

The Executive Director will not:

a. Change the Executive Director's own compensation or benefits, except as those benefits are consistent with a change in the Executive Director's contract.
b. Promise or imply permanent or guaranteed employment.
c. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
d. 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 in revenue.
e. Fail to keep records of any individual or entity contracted or paid for work/services for PSCA.

EL-8. COMMUNICATION TO AND SUPPORT OF THE BOARD.

The Executive Director shall not cause or allow the board to be uninformed or unsupported in its work.

The Executive Director will not:

a. Neglect to submit and maintain monitoring data required by the board in Board-Management Delegation policy “Monitoring Executive Director Performance” in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored, and including Executive Directors interpretations consistent with Board-Management Delegation policy “Delegation to the Executive Director,” as well as relevant data.
b. Allow the board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy of the board regardless of the board’s monitoring schedule.
c. Allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.
d. Let the board be unaware of any significant incidental information it requires including anticipated media coverage, threatened or pending lawsuits, and internal and external changes.
e. Act alone in decision making that may questionably conflict with Ends and/or put the association at risk. Any such decision shall be made in collaboration with the board of directors.
f. Allow the board to be unaware that, in the Executive Directors opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behavior that is detrimental to the work relationship between the board and the Executive Director.
g. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparations, and other.
h. Allow the board to be without a workable mechanism for official board, officer, or committee communications.
i. Deal with the board in a way that favors or privileges certain board directors over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
j. Fail to submit to the board a consent agenda containing items delegated to the Executive Director yet required by law, regulation or contract to be board approved, along with applicable monitoring information.
k. Allow staff and/or volunteers to be unsupported in their work.

APPENDIX

I. PSCA Articles of Incorporation
II. PSCA Procedures Manual (Draft)
III. PSCA Bylaws
IV. PSCA Board of Directors Roles & Responsibilities Graphic
V. PSCA Chair/Assistant Chair Roles & Responsibilities Graphic
VI. PSCA Board Orientation Handbook
VII. Executive Director Contract
VIII. Monitoring Report Voting Summary Sheet
IX. Board Meeting Work Tracker
X. PSCA Operational Handbook
XI. PSCA Financial Policies Manual
XII. Board Committee Work Plan Template
XIII. Committee Terms of Reference Template
XIV. Non-Disclosure Agreement for Viewing Minutes