



GOVERNANCE POLICIES

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POLICY TYPE: ENDS (END)***I. ENDS***

AIR is a global association of higher education professionals. AIR exists to empower those individuals at all levels to use data, analytics, information, and evidence to make decisions that are effective, ethical, and equitable and take actions that benefit all students and institutions and improve higher education. This must be done within AIR's available resources and in such a manner that the value to higher education is worth the investment of those resources.

- A. AIR educates institutional researchers, higher education leaders, and professionals and organizations on the value of institutional research.
- B. AIR empowers and supports higher education professionals in:
 - Contextualizing data across campus and throughout higher education;
 - Learning methods and tools of the institutional research profession;
 - Evaluating the effectiveness of institutions;
 - Conducting research and scholarship.
- C. AIR provides opportunities for the development of professional and interpersonal skills.
- D. AIR promotes the development of professional networks.

Monitoring: Quarterly

POLICY TYPE: EXECUTIVE LIMITATIONS (EL)

I. GLOBAL EXECUTIVE CONSTRAINT

The Executive Director and Chief Executive Officer (hereafter referred to as Executive Director) will not cause or allow any organizational practice, activity, decision, or circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices or is in conflict with the Association's Constitution and Bylaws.

Monitoring: Annually

POLICY TYPE: EXECUTIVE LIMITATIONS (EL)**II. TREATMENT OF STAKEHOLDERS*****Definition***

Stakeholders encompass all the individuals who interact with AIR and access its information, products or services. Members are a subgroup of stakeholders with special rights, privileges, and/or benefits.

With respect to interactions with stakeholders, the Executive Director will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, or unnecessarily intrusive.

The Executive Director will not:

- A. Elicit information for which there is no clear necessity.
- B. Use methods for collecting, reviewing, transmitting, or storing stakeholder information that fail to protect against improper access to the material elicited.
- C. Fail to provide access to information, products, or services through appropriate accommodations for stakeholders with disabilities.
- D. Allow stakeholders to be unaware of what may be expected and what may not be expected from services.
- E. Leave stakeholders uninformed of this policy, or without a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.
- F. Discriminate in opportunities, activities, or practices because of age, mental or physical disability, genetic information, ethnic or national origin, race, color, religion, sex, sexual orientation, gender identity, transgender, marital status, pregnancy, veteran status, or any other protected classifications.
- G. Treat stakeholders in a manner that does not align with commonly accepted business practices.
- H. For those stakeholders who are members, cause or allow the inhibition of their participation, as appropriate, in Association functioning.
- I. For those stakeholders who are members, cause them to be unaware of the membership categories, dues, voting privileges, and access to Association services.

Monitoring: Annually

POLICY TYPE: EXECUTIVE LIMITATIONS (EL)**III. TREATMENT OF STAFF**

With respect to the treatment of staff, the Executive Director will not cause or allow conditions that are unfair, undignified, disorganized, or unclear.

The Executive Director will not:

- A. Operate without sufficient, written personnel rules.
 - 1. Subject staff to rules that are not clear and available.
 - 2. Leave staff without an effective and unbiased method to deal with grievances.
 - 3. Subject staff to wrongful conditions, nepotism, or preferential treatment based on personal reasons.
- B. Retaliate against any staff member for non-disruptive expression of dissent.
- C. Allow staff to be unprepared to deal with emergency situations.
- D. Discriminate in employment opportunities or practices because of age, mental or physical disability, genetic information, ethnic or national origin, race, color, religion, sex, sexual orientation, gender identity, transgender, marital status, pregnancy, veteran status, or any other protected classifications.
- E. Allow inappropriate access to personnel records.

Monitoring: Annually

POLICY TYPE: EXECUTIVE LIMITATIONS (EL)**IV. FINANCIAL PLANNING**

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year fiscal plan.

The Executive Director will not allow financial planning that:

- A. Risks incurring those situations or conditions described as unacceptable in the Board policy EL V. [*Financial Conditions and Activities*](#).
- B. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- C. Provides less for Board prerogatives during the year than is set forth in the Cost of Governance policy.

Monitoring: Annually

POLICY TYPE: EXECUTIVE LIMITATIONS (EL)**V. FINANCIAL CONDITIONS AND ACTIVITIES**

With respect to the actual, ongoing financial conditions and activities, the Executive Director will not cause or allow the development of fiscal jeopardy.

The Executive Director will not:

- A. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
- B. Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days.
- C. Use any Board restricted net assets.
- D. Allow payroll and debts to be settled in an untimely manner.
- E. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
- F. Make a single purchase or commitment of greater than \$100,000 without notifying the Board within seven days. Splitting orders to avoid this limit is not acceptable.
- G. Make a single purchase or commitment of greater than \$250,000. Splitting orders to avoid this limit is not acceptable.
- H. Acquire, encumber or dispose of real estate.
- I. Allow receivables to be unpursued after a reasonable grace period.
- J. Allow net assets to fall below six months of operating expenses.
- K. Accept gifts and endowments not in keeping with Ends, or that will cost more to administer than their worth.

Monitoring: Quarterly

POLICY TYPE: EXECUTIVE LIMITATIONS (EL)

VI. EMERGENCY EXECUTIVE DIRECTOR SUCCESSION

In order to protect the Association from sudden loss of Executive Director services, the Executive Director will have no fewer than two other executives sufficiently familiar with Board and Executive Director issues and processes to enable either to take over with reasonable proficiency as an acting successor.

Monitoring: Annually

POLICY TYPE: EXECUTIVE LIMITATIONS (EL)**VII. ASSET PROTECTION**

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

The Executive Director will not:

- A. Allow Board members, staff, and the Association itself to be inadequately insured against theft, casualty, and liability losses.
- B. Unnecessarily expose the Association, its Board or staff to claims of liability.
- C. Make any purchase: (1) wherein normally prudent protection has not been given against conflict of interest; (2) of over \$50,000 without having obtained comparative prices and quality; (3) of over \$100,000 without a stringent method of assuring the balance of long term quality and cost. Orders shall not be split to avoid these criteria.
- D. Allow intellectual property, information and files to be exposed to loss or significant damage.
- E. Receive, process, or disburse funds under controls that are insufficient to meet the Board appointed auditor's standards.
- F. Compromise the independence of the Board's audit or other external monitoring or advice. Engaging parties already chosen by the Board as consultants or advisers is unacceptable.
- G. Invest or hold operating capital in unsecure instruments, including uninsured checking accounts and bonds of less than A- rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
- H. Endanger the Association's public image, credibility, or its ability to accomplish Ends.
- I. Change the Association's name or substantially alter its identity in the community.

Monitoring: Annually

POLICY TYPE: EXECUTIVE LIMITATIONS (EL)**VIII. COMPENSATION AND BENEFITS**

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

The Executive Director will not:

- A. Change the Executive Director's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
- 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. Establish or change retirement benefits so as to cause unpredictable or inequitable situations, including those that:
 - 1. Incur unfunded liabilities.
 - 2. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.
 - 3. Treat the Executive Director differently from other key employees.

Monitoring: Annually

POLICY TYPE: EXECUTIVE LIMITATIONS (EL)**IX. COMMUNICATION AND SUPPORT TO THE BOARD**

The Executive Director will not permit the Board to be uninformed or unsupported in its work. The Executive Director will not:

- A. Withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.
 - 1. Neglect to submit monitoring data required by the Board in Board Relationship to Executive Director policy "Monitoring Executive Director Performance" in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored, and including Executive Director interpretations consistent with Board Relationship to Executive Director policy "Delegation to the Executive Director," as well as relevant data.
 - 2. Allow the board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the board's monitoring schedule.
 - 3. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
 - 4. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
 - 5. Fail to inform the Board of any incidental information it requires including, but not limited to, potential or pending litigation, grant awards, new programs that have been (or are about to be) implemented, anticipated media coverage, and material internal changes.
 - 6. Fail to inform the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Director Linkage, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Executive Director.
 - 7. Fail to inform the Board of Executive Office advisory groups in which members and/or non-members participate.

POLICY TYPE: EXECUTIVE LIMITATIONS (EL)**IX. COMMUNICATION AND SUPPORT TO THE BOARD**

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- B. Withhold from the Board and its processes logistical and clerical assistance.
 - 1. Allow the Board to be deprived of a workable, user-friendly mechanism for official Board, officer, or committee communications.
 - 2. Allow the Board to be deprived of pleasant and efficient settings and arrangements for Board and committee meetings in locations selected by the Board.
- C. Impede the Board's holism, misrepresent its processes and role, or impede its lawful obligations.
 - 1. Deal with the Board in a way that favors or privileges certain Board members over others except when (a) fulfilling individual requests for information or (b) responding to officers or committees with respect to duties charged to them by the Board.
 - 2. Allow the Board to do its work without the necessary items on its Required Approvals agenda. Necessary items are those decisions delegated to the Executive Director yet required by law, regulation, or contract to be Board-approved, along with applicable monitoring information.
- D. Fail to carry out the Nominations and Elections process, as directed by the Nominations and Elections Committee, within the limitations set by the Board.
- E. Communicate with the Board in a manner unbecoming to the Board's relationship with the Executive Director.

Monitoring: Annually

POLICY TYPE: GOVERNANCE PROCESS (GP)

I. GLOBAL GOVERNANCE COMMITMENT

The purpose of the Board, on behalf of members, is to see to it that the Association for Institutional Research (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in Board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in Board Executive Limitations policies).

POLICY TYPE: GOVERNANCE PROCESS (GP)**II. GOVERNING STYLE**

The Board will govern lawfully and in accordance with the Association's Constitution and Bylaws with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decisions, (f) future more than past or present, and (g) proactivity rather than reactivity.

Accordingly:

- A. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual members to substitute for the judgment of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body.
- B. The Board will direct, control and inspire the Association 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.
- C. 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, and ensuring the continuance of governance capability. Although the Board can change its governance process policies at any time, it will observe those currently in force scrupulously.
- D. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
- E. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling group obligations.
- F. The Board will monitor and discuss the Board's process and performance. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board Relationship to Executive Director categories.

POLICY TYPE: GOVERNANCE PROCESS (GP)**III. BOARD JOB DESCRIPTION**

Specific job outputs of the Board, as an informed agent of the membership, are those that ensure appropriate Association performance.

Accordingly, the Board has direct responsibility to:

- A. Create the link between the membership and the operational Association.
- B. Write (current and regularly updated) governing policies that address the broadest levels of all Association decisions and situations.
 1. Ends: Association products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 2. Executive Limitations: Constraints on executive authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
 3. Governance Process: Specification of how the Board conceives, carries out and monitors its own tasks.
 4. Board Relationship to Executive Director: How power is delegated, and its proper use monitored; the Executive Director role, authority and accountability.
- C. Provide fiscal oversight of the Association's financial health, integrity, and sustainability. As such, the Board will:
 1. Hire an audit firm to conduct an annual audit based on the Treasurer's recommendation and confirm auditor's independence.
 2. Assure that the audit firm has unfettered access to organizational management and records to render their decision.
 3. Meet with auditors to review the audit process and findings, the audited financial statements, and any management letter provided by the audit firm.
 4. Review and discuss annual Form 990 prior to submission to IRS.
 5. Revise fiscal policies as appropriate based, in part, on the review of related monitoring reports (Financial Planning, Financial Conditions and Activities, Asset Protection).
- D. Assure successful Association performance on Ends and Executive Limitations.

POLICY TYPE: GOVERNANCE PROCESS (GP)**III. BOARD JOB DESCRIPTION**

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- E. Address the future of institutional research and higher education. This activity is ongoing.
- F. Assure that the Code of Ethics of the Association for Institutional Research is regularly reviewed and updated.
- G. Create awards and membership recognition.
 - 1. New Award Proposal Review
 - a. Proposals will be reviewed once a year, at the August Board meeting.
 - b. Any proposals received after the August Board Meeting will be held for consideration until the next August meeting.
 - c. The President will acknowledge receipt of proposal(s) and inform proposer(s) of the review schedule.
 - d. Upon review, the Board will:
 - i. Accept the proposal and begin implementation for recognition as soon as the next Forum;
 - ii. Return the proposal to the proposer for clarification or additional information, to be considered the following August;
 - iii. Reject the proposal with the President informing the proposer.
- H. Appoint the Secretary, Treasurer, and Parliamentarian from its membership at the first meeting of each Board year.
- I. For each Monitoring Report, the Board will determine whether the Executive Director's interpretation of the policy is reasonable, the data demonstrate the interpretation, and no additional data or external review is required. Reasonable will be assessed using a "reasonable person test" rather than with interpretations favored by Board members or the Board as a whole. The Board is the final arbiter of reasonableness.
- J. Review and approve the membership fee structure by October 31 of each year with input from the Executive Director. To facilitate administrative planning and budgeting, the membership fee structure will generally be determined two years in advance, with subsequent revision possible in the event of changing conditions.

POLICY TYPE: GOVERNANCE PROCESS (GP)**IV. ROLE OF BOARD AS AIR AMBASSADOR**

Association for Institutional Research (AIR) board members are uniquely positioned to be successful ambassadors for AIR and ensure the attainment of the Ends. Additionally, AIR Board members have an important role to play in supporting the mission of AIR. Board members can help AIR attain the Ends by facilitating awareness, interest, and engagement of members. Board members have a role in making AIR's mission more visible. The role of AIR Ambassador means that board members have the responsibility to cultivate active linkages between the Board of Directors and stakeholders; ensure the Board is well informed about stakeholders' perspectives, needs, and values; and stakeholders are informed of the Board's work on their behalf. All activities and decisions should be in the best interest of AIR and its stakeholders, not in the best interest of the individual board member.

The AIR Ambassador activities must be conducted with support of the Executive Office and the Board of Directors. The roles and responsibilities of board members as AIR ambassadors include the following:

- A. Be alert to stakeholders' concerns and/or evolving needs that can be addressed through AIR's mission and Ends.
- B. Play an active role in identifying opportunities to advance AIR's mission.
- C. Help communicate and promote the Association via email, social media, networking or speaking engagements, blog posts, and more to stakeholders.
- D. Periodically refine the Ends priorities and policies to reflect changes in the higher education community and stakeholders' needs.
- E. Identify and define what it means that stakeholders are being well served by AIR.
- F. In collaboration with the Executive Office, AIR Board members may engage in the following activities in an effort to better understand stakeholders' needs:
 - 1. Conduct surveys and self-administered questionnaires.
 - 2. Participate in AIR Annual Business meetings and listen to stakeholders' voices.
 - 3. Host inter-board linkages (EDUCAUSE, NACUBO, CIMA, NASPA, and others).
 - 4. Deliver formal listening sessions held at affiliate meetings.
 - 5. Conduct focus groups.

POLICY TYPE: GOVERNANCE PROCESS (GP)**IV. ROLE OF BOARD AS AIR AMBASSADOR**

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6. Arrange for invited presentations at AIR board meetings.
 7. Participate in public forums.
 8. Participate in meetings with selected groups in the IR community.
 9. Other activities as determined by the Board and Executive Office.
- G. Successful ambassadors cultivate active linkages with stakeholders and work to achieve the following types of outcomes:
1. Stakeholders recognize the role of AIR Board members as trustees and servant leaders.
 2. Board members understand evolving stakeholders' needs.
 3. Input from stakeholders is used to help the Board make better decisions.
 4. Stakeholders can cite and refer to examples of issues affecting the AIR organization.
 5. Periodically refine Ends priorities and policies to reflect changes in higher education and stakeholders' needs.
 6. Stakeholders understand how AIR serves the larger IR community.
 7. Individuals desire to be on the board and voting participation increases.

POLICY TYPE: GOVERNANCE PROCESS (GP)**V. AGENDA PLANNING**

To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a review of Ends policies and the future of institutional research annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

- A. The cycle will conclude each year on the day the annual business meeting is held at the Forum.
- B. The cycle will start with the Board's development of its agenda for the next year.
 - 1. Consultations with selected groups in the membership, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.
 - 2. Governance education, and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.
- C. Executive Director remuneration will be decided during the month of December after a review of monitoring reports received in the last year. (See also Board Relationship to Executive Director, BRE IV. [Executive Director Compensation and Benefits](#), Section B.)
- D. The Secretary and President maintain a standard operating calendar. The purpose of the document is to ensure that the major items (Audit, Election Slate, Compensation, Treasurer's Reports) are slotted into the months in which they occur to make agenda planning more routinized.

POLICY TYPE: GOVERNANCE PROCESS (GP)**VI. PRESIDENT'S ROLE**

The President is the chief governance officer, a specially empowered member of the Board. The President assures the integrity of the Board's process.

Accordingly:

- A. The assigned result of the President's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Association.
 - 1. Meeting discussion content will be on those issues which, according to Board policy, clearly belong to the Board to decide or to monitor.
 - 2. Information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.
 - 3. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
- B. The authority of the President consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Executive Director Linkage, with the exception of (a) employment or termination of an Executive Director and (b) 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.
 - 1. The President is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - 2. The President has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Executive Director.
 - 3. 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 her or him.
 - 4. The President may delegate this authority but remains accountable for its use.
- C. The President has the authority to form short-term working groups of Board members to assist in governance functions. Such groups do not have policy making authority.

POLICY TYPE: GOVERNANCE PROCESS (GP)**VII. SECRETARY'S ROLE**

The Secretary is a Board member whose purpose is to ensure the integrity of the Board's documents.

- A. The assigned result of the Secretary's role is to ensure that all Board documents (such as the Constitution, Bylaws, Board Minutes and Board established governance policies) and filings are accurate and timely.
 - 1. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or Board member recognitions need not be placed in policy.
 - 2. Policies will rigorously follow Policy Governance principles.
 - 3. Elements of the Constitution and Bylaws necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.
 - 4. Requirements for format, brevity, and accuracy of Board minutes will be reviewed annually and shared with the Executive Director.
 - 5. Verify that Monitoring Reports are received on time (per schedule) and, when necessary, revised reports reflect any Board required changes.
- B. At the first meeting of a new Board, the Secretary shall obtain completed conflict of interest statements from all Board members and provide completed forms to the Executive Office for safe keeping.
- C. The authority of the Secretary is access to and control over Board documents, and the use of staff time not to exceed 60 hours per year.

POLICY TYPE: GOVERNANCE PROCESS (GP)**VIII. TREASURER'S ROLE**

The Treasurer is a Board member whose role is to ensure that the Board has sufficient information to make sound financial policies.

- A. The assigned results of the Treasurer's role are:
 - 1. The Treasurer will provide leadership for the independent annual audit.
 - a. The Treasurer will recommend final approval for the audit firm request for proposals (RFP) to the Board.
 - b. The Treasurer will recommend an audit firm to the Board for approval.
 - c. The Treasurer will serve as a liaison with the audit firm, submit the completed annual audit to the Board, provide leadership in the review, and make a motion for acceptance or rejection based on the Board's review and findings.
 - 2. The Treasurer will report the Association's financial condition to members annually.
 - 3. The Treasurer will present to the Board information related to the fair market value for Executive Director compensation and benefits as stipulated in Governance Policy BRE IV [Executive Director Compensation and Benefits](#).
 - 4. The Treasurer will present the completed annual Internal Revenue Service Form 990 to the Board for review.
 - 5. The Treasurer will present the Board Budget Summary Report to the Board quarterly.
 - 6. The Treasurer will facilitate the annual review of Governance Policy GP XII [Cost of Governance](#).
 - 7. The Treasurer will recommend and oversee Board travel procedures.
- B. Up to 40 hours of staff time per year are available to the Treasurer to support his or her role.

POLICY TYPE: GOVERNANCE PROCESS (GP)**IX. PARLIAMENTARIAN'S ROLE**

The Parliamentarian is a Board member whose role is to ensure that the Board follows standard parliamentary procedures.

The Parliamentarian's duties are:

- A. To be the Board's resource on parliamentary procedure as described in the most recent edition of "Robert's Rules of Order."
- B. To provide Board members with annual training on simple parliamentary procedures of a deliberative assembly based on the most recent edition of "Roberts's Rules of Order."
- C. To assist the President with parliamentary procedures related to meeting preparations (if requested).
- D. To advise the presiding officer during Board meetings when parliamentary procedure questions arise.
- E. Provide Board members objective guidance on understanding the principles and application of policy governance. The role of the Parliamentarian is advisory, not executive.
- F. Parliamentarian is a full member of the Board of Directors and participates in meetings to the same extent as any other board member (i.e., make motions, participate in debate and vote on any motion).

POLICY TYPE: GOVERNANCE PROCESS (GP)**X. BOARD MEMBERS' CODE OF CONDUCT**

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

- A. Board members must have loyalty to the membership, unconflicted by loyalties to staff, and other organizations.
- B. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - 1. There will be no self-dealing or business by a member with the Association. Members 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.
 - 2. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - 3. Board members will not use their Board position to obtain employment in the Association for themselves, family members, or close associates. Should a Board member apply for employment, he or she must first resign from the Board.
 - 4. Board members will not seek funding from AIR sponsored grants, contracts, scholarships, or fellowships, though funding granted prior to Board membership is exempt from this policy.
 - 5. Board members may not be employed by AIR while serving on the Board and must resign from any paid role if elected to the Board.
 - 6. Board members should minimize and/or eliminate their AIR volunteer (including forgoing payment) activities. In addition, to prevent any conflict of interest, Board members may not serve as unpaid volunteers for activities that are typically paid roles through AIR.
- C. Board members must clearly state when they are representing the Board and when they are not.
 - 1. When a Board member has a public presence, they indicate the organization or person they are representing.

POLICY TYPE: GOVERNANCE PROCESS (GP)**X. BOARD MEMBERS' CODE OF CONDUCT**

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- D. Board members may not attempt to exercise individual authority over the Association.
 - 1. Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
 - 2. Board members' interaction with the public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions or communications approved by the Board.
 - 3. Except for participation in Board deliberation about whether the Executive Director has achieved any reasonable interpretation of Board policy, members will not express individual judgments of performance of employees of the Executive Director.
- E. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
- F. Board members will be properly prepared for Board deliberation.
- G. Board members will support the legitimacy and authority of Board decisions, irrespective of the member's personal position on the issue.

POLICY TYPE: GOVERNANCE PROCESS (GP)**XI. BOARD COMMITTEE PRINCIPLES**

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from the Board to the Executive Director.

Accordingly:

- A. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will 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 direct dealings with current staff operations.
- B. 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.
- C. Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
- D. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.
- E. Board committees will be used sparingly and ordinarily in an *ad hoc* capacity.
- F. Board committees should have representation from each Board cohort year, as much as practicable.
- G. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members.

POLICY TYPE: GOVERNANCE PROCESS (GP)***XII. BOARD COMMITTEE STRUCTURE***

A committee is a Board committee only if its existence and charge come from Board action, or if it is stipulated as a Board committee in the Constitution and Bylaws, regardless of whether or not Board members serve on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, an Ad Hoc committee ceases to exist as soon as its task is complete.

A. Standing Committees**1. Nominations and Elections Committee**

- a. Product: A slate of candidates, as stipulated by the Constitution and Bylaws, that aims for representation on the Board and the Nominations and Elections Committee.
- b. All candidates for the Board of Directors will be properly screened to ascertain that they:
 - i. are current members of AIR and have at least 3 years prior membership in the Association,
 - ii. exhibit conceptual thinking,
 - iii. are able to assert a point of view yet support group decisions,
 - iv. understand that individual board members have no authority but form part of a very authoritative group,
 - v. enjoy focusing on the future,
 - vi. are able to apply stated Board criteria in evaluating monitoring reports,
 - vii. listen well,
 - viii. are willing to learn and abide by the Carver Policy Governance model,
 - ix. are aware of and agree to the commitments outlined in GP-III (Board Job Description),
 - x. will conscientiously meet the commitments required by the board, and
 - xi. able to advocate on behalf of all association members.

POLICY TYPE: GOVERNANCE PROCESS (GP)**XII. BOARD COMMITTEE STRUCTURE**

Continued from previous page

- c. All candidates for the Nominations and Elections Committee will be properly screened to ascertain that they:
 - i. are current members of AIR and have at least 3 years prior membership in the Association,
 - ii. exhibit conceptual thinking,
 - iii. are able to assert a point of view yet support group decisions,
 - iv. listen well,
 - v. support the Carver Policy Governance model,
 - vi. will conscientiously meet the commitments required by the NEC,
 - vii. are able to advocate on behalf of all association members,
 - viii. are able to reach out to a wide range of candidates, and
 - ix. are attentive to recruiting candidates who reflect the diversity of individuals and institutions represented by AIR.
 - d. Authority: To use no more than 120 hours of staff time per annum.
2. Governance Orientation and Training Committee
- a. Charge: Annually provide a plan and deliver orientation, training, and education to new and continuing members of the Board of Directors and new and continuing members of the Nominations and Elections Committee.
 - b. Membership: The committee shall consist of at least 4 Board members, including the President and Vice-President, who will co-chair the committee. The President serves to provide insight and perspective regarding both the Nominations and Elections Committee and the Board of Directors
 - c. Authority for the Chair: To use no more than 25 hours of staff time annually.

POLICY TYPE: GOVERNANCE PROCESS (GP)**XII. BOARD COMMITTEE STRUCTURE**

Continued from previous page

- B. Ad Hoc Committees
 - 1. Membership Committee
 - a. Charge: Cultivate linkages with members and potential members, ensure the Board is well informed, and inform members on the Board's behalf, consistent with the Role of Board as AIR Ambassador Policy (GP IV). The Committee will create templates to guide Board member listening sessions, gather listening session reports from Board members in a consistent fashion, and compile feedback results to communicate to the Board and the Executive Office. The Committee will also continue at the request of the Executive Director to advise about the implementation of the organizational membership structure and pricing.
 - b. Membership: at least 4 Board members and 2 Executive Office members.
 - c. Time Frame: Reports summarizing feedback to be presented at one or more future Board meetings, no later than May 2023.
 - d. Authority for the Chair: To use no more than 75 hours of staff time.
 - 2. Board Structure for Accountability and Effectiveness Committee
 - a. Charge: To review the structure of the Board in light of its needs for continuity and accountability. Develop recommendations and a plan to strategically address those needs.
 - b. Membership: At least 3 2020-21 Board Members, a minimum of 1 from each cohort, 1 of whom will serve as chair, 1 former past-president who served under policy governance, 1 current or former member of the NEC, and 1 staff member from the AIR Executive Office to serve as ex-officio.
 - c. Time Frame: Recommendations to be presented to the Board by May 2021.
 - d. Authority for the Chair: To use no more than 80 hours of staff time annually.
 - 3. AIR Awards Criteria Committee
 - a. Charge: To provide recommendations to clarify and improve the AIR awards selection and nomination criteria for the Outstanding Service Award, the John Stecklein Distinguished Member Award, and the Sidney Suslow Scholar Award as well as consider the addition of any new awards (GP III.G)

POLICY TYPE: GOVERNANCE PROCESS (GP)**XII. BOARD COMMITTEE STRUCTURE**

Continued from previous page

- b. Membership: One current Board member that will serve as chair, one member from the Executive Office, and 2-3 AIR members, preferably at least 1 who has nominated or written a letter of support for one or more of the awards.
 - c. Time Frame: Recommendations will be presented by December 2022 for implementation in 2024.
 - d. Authority for the Chair: To use no more than 20 hours of staff time.
4. Future of IR Committee
- a. Charge: Using information gathered from relevant AIR survey results, BOD-led listening sessions, higher education professional associations, other higher education knowledge sources (such as The Chronicle of Higher Education, books, journal articles, etc.), engage in group discussion to consider the role of IR/IE within the context of the future of higher education. Considerations may look long-term, but should focus primarily on the issues and needs for IR/IE professionals over the next 3-5 years. The committee will develop a summative set of ideas and possible actions that will then be presented to the full AIR Board of Directors. Actions may include activities to be undertaken by the Board or suggestions to be considered by the AIR ED/CEO.
 - b. Membership: At least two current Board members, at least two members from the AIR general membership, and the Executive Director as ex-officio.
 - c. Time Frame: Potential ideas/actions be presented to Board by January 15, 2023. Final proposed actions by March 31, 2023.
 - d. Authority for the Chair: To use no more than 25 hours of staff time.

POLICY TYPE: GOVERNANCE PROCESS (GP)***XIII. COST OF GOVERNANCE***

The Board will invest in its governance capacity.

Accordingly:

- A. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - 1. Training and retraining will be used liberally to orient new Board members as well as to maintain and increase existing Board member skills and understanding.
 - 2. Outside monitoring assistance will be arranged so that the Board can exercise confident control over Association performance. This includes, but is not limited to, fiscal audit.
 - 3. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to member viewpoints and values.
- B. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. The Board may spend up to \$130,000 for expenses including, but not limited to, training (including attendance at conferences and workshops); audit and other third-party monitoring of Association performance; gathering the voice of the members through surveys, focus groups, and opinion analyses; and meeting costs.

POLICY TYPE: GOVERNANCE PROCESS (GP)**XIV. SELF-MONITORING**

The Board will monitor its own performance to assure that it governs with excellence. This includes adhering to Policy Governance principles, accomplishing its annual agenda, and assuring continued governance capacity.

Accordingly:

- A. The outgoing President will submit a report to the Vice President prior to the commencement of the Annual Business Meeting. The report will address the following:
 - 1. Accomplishments;
 - 2. [Cost of Governance](#) (see Governance Process Policy, GP XII);
 - 3. Responsiveness to the voice of the members;
 - 4. Adherence to policy regarding the Board Relationship to the Executive Director (see [Board Relationship to Executive Director Policies](#), BRE I – IV); and
 - 5. Adherence to policy regarding [Governing Style](#) (see Governance Process Policy, GP II).
- B. The incoming Board (which begins its term at that Annual Business Meeting) will review and discuss the past three Presidents' reports within its first quarter of operation. This review should focus on becoming familiar with what past Boards have done and learning from any recommendations about what has worked or should be adjusted.

All reports submitted will be available to the membership as well as the Board and its committee members.

POLICY TYPE: BOARD RELATIONSHIP TO EXECUTIVE DIRECTOR (BRE)**I. BOARD MANAGEMENT DELEGATION**

The Board's sole official connection to the operational organization, its achievements, and conduct will be through a chief executive officer, titled *Executive Director and Chief Executive Officer*. Only officially passed motions of the Board are binding on the Executive Director.

Accordingly:

- 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 authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or are disruptive.
- C. The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.
 - 1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director.
 - 2. The Board will not evaluate, either formally or informally, any staff other than the Executive Director.

POLICY TYPE: BOARD RELATIONSHIP TO EXECUTIVE DIRECTOR (BRE)**II. DELEGATION TO THE EXECUTIVE DIRECTOR**

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

Accordingly:

- A. The Board will develop policies instructing the Executive Director to achieve specified results, for specified recipients at a specified relationship between cost and results. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.
- B. The Board will develop policies that limit the latitude the Executive Director may exercise in choosing the Association 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. These policies will be developed systematically from the broadest, most general level to more defined levels; they will be called Executive Limitations policies. The Board will never prescribe Association means of the Executive Director.
 - 1. Below the global level, adherence to a single limitation at any given level does not assure adherence to the limitations of any foregoing level.
 - 2. Below the global level, adherence to the aggregate of limitations on a given level may assure adherence to the limitations of the foregoing level, but only if justified by the Executive Director to the Board's satisfaction.
- 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 establish all further policies, 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 may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

POLICY TYPE: BOARD RELATIONSHIP TO EXECUTIVE DIRECTOR (BRE)**III. MONITORING EXECUTIVE DIRECTOR PERFORMANCE**

Systematic and rigorous monitoring of Executive Director performance will be solely against the only expected Executive Director job outputs: (a) Association accomplishment of any reasonable interpretation of Board policies on Ends and (b) Association operation within the boundaries established in Board policies on Executive Limitations, reasonably interpreted.

Accordingly:

- A. Monitoring is simply to determine whether or not expectations expressed in Board policies have been met. Information that does not disclose this will not be considered to be monitoring information.
- B. The Board will obtain disclosure about the Executive Director's interpretations of the Board policy being monitored from the Executive Director himself or herself.
- C. The Board will obtain data disclosing whether or not the Executive Director's interpretations have been accomplished using one or more of three methods: (a) by internal report, in which the Executive Director discloses the data to the Board; (b) by external report, in which an external, disinterested third party selected by the Board collects the data; and (c) by direct inspection, in which data are collected by the Board, a designated Board member or by designated Board members. (Also see Governance Process Policy GP III, [Board Job Description](#), Section G.)
 - 1. Upon Board vote, the Executive Director may redact data in Monitoring Reports, prior to making them public, in order to protect confidential or sensitive information from compromising the organization.
- D. In every case, the Board will determine: (a) the reasonableness of the Executive Director's interpretations, using a "reasonable person test" rather than with interpretations favored by Board members or the Board as a whole. The Board is the final arbiter of reasonableness. The Board will also assess: (b) whether data demonstrate the accomplishment of the interpretation. (Also see Governance Process Policy GP III, [Board Job Description](#), Section G.)

POLICY TYPE: BOARD RELATIONSHIP TO EXECUTIVE DIRECTOR (BRE)**III. MONITORING EXECUTIVE DIRECTOR PERFORMANCE**

Continued from previous page

- 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 normally use a routineschedule.

Policy Type	Policy Title	Data Method	Monitoring Frequency	Due by the end of the month
Executive Limitations	Global Executive Constraint	Internal	Annually	September (as of 2021)
	Treatment of Stakeholders	Internal	Annually	August
	Treatment of Staff	Internal	Annually	January
		External (coordinated by Board)	Biannually	
	Financial Planning	Internal	Annually	February
	Financial Conditions and Activities	Internal	Quarterly	March (Q4) June (Q1) September (Q2) December (Q3)
		External (financial audit)	Annually	
	Emergency Executive Director Succession	Internal	Annually	October
	Asset Protection	Internal	Annually	November
External (coordinated by EO)		Annually		
Compensation and Benefits	Internal	Annually	July	
Communication and Support to the Board	Internal and Direct Inspection	Annually	May (as of 2022)	
Ends	Ends	Internal	Quarterly	January – Global (as of 2022) April – Policy A (as of 2022) July – Policy B (as of 2021) October – Policies C & D (as of 2021)

POLICY TYPE: BOARD RELATIONSHIP TO EXECUTIVE DIRECTOR (BRE)

III. MONITORING EXECUTIVE DIRECTOR PERFORMANCE

Continued from previous page

- F. The Board will provide a letter to the Executive Director during the month of December that addresses any unreconciled deficiencies from the monitoring reports that were recorded in the minutes of Board meetings. This letter will be separate from the written statement regarding compensation required by BRE IV, [Executive Director Compensation and Benefits](#), Section C.

POLICY TYPE: BOARD RELATIONSHIP TO EXECUTIVE DIRECTOR (BRE)**IV. EXECUTIVE DIRECTOR COMPENSATION AND BENEFITS**

The Association for Institutional Research will pay its Executive Director fair market value for his/her services within the context of fiscal responsibility to the Association.

Accordingly:

- A. The Board shall consult a reputable and well-researched survey regarding the prevalent compensation and benefits paid to chief executive officers of national individual membership, education-related, not-for-profit organizations and associations. Comparable compensation and benefit packages will be researched by the Board at least every three years.
- B. Executive Director remuneration will be decided during the month of December after a review of monitoring reports received in the last year. The Board will review benefits and adjustments to the salary and to the compensation percentile annually, with additional review should a major organizational or financial impact strategically affect the size or functionality of AIR. (See also Governance Process, GP IV, [Agenda Planning](#), Section C.)
- C. The Board will issue a final letter to the Executive Director stating the compensation, with a copy to the CFO.
- D. The Executive Director will be eligible for a cost of living adjustment similar to that provided by the Executive Director to Association staff.

APPENDIX A. BOARD OPERATING CALENDAR

AIR Board of Directors 2022-23 Operating Calendar

The items below represent a typical operating calendar for the AIR Board. This represents a blend of mandates from Policy as well as best governance practices based on the experience of recent boards.

Monthly Meeting Tasks:

In addition to the standard approval of minutes, the following items are addressed in the given months.

Meeting Month	Required Items for Meeting Agenda
Forum – June 9 First meeting of New Board	Sign Conflict of Interest and Confidentiality agreements YTD budget from outgoing Board Discuss Board budget Acknowledgement that the annual business meeting occurred Review the board operating calendar
June (<i>no additional meeting</i>)	
July 25	Financial Conditions and Activities Monitoring Report (Q1) Board Treasurer Report #1: YTD for New Board (June) Finalize Board budget as needed Committee assignments
August 8	Compensation and Benefits Monitoring Report Ends Monitoring Report (Policy B) Review any proposals for new awards (as needed)
September 12	Treatment of Stakeholders Monitoring Report Tentative - Review and discussion of Board Self-Monitoring Report
October Oct 10 (may be cancelled if not needed) Oct 20-21: In person meeting (<i>tentatively Cleveland</i>)	Financial Conditions and Activities Monitoring Report (Q2) Global Executive Constraint Monitoring Report Set membership fee structure (not required in 2022) Board Treasurer Report #2: YTD (June thru Sept) 990 Form review
November 14	Ends Monitoring Report (Policies C&D, begin in 2021) Emergency Executive Director Succession Monitoring Report 990 Form review (if not done in October)
December 12	Asset Protection Monitoring Report

Meeting Month	Required Items for Meeting Agenda
	Review Monitoring Report summary (outcomes of voting in minutes, any follow-up actions required. Compiled by Secretary) Letter to the CEO regarding Monitoring Reports (BRE.III.F.) Letter to CEO regarding compensation (BRE.IV.C.)
January 9	Financial Conditions and Activities Monitoring Report (Q3) Board Treasurer Report #3: YTD (June thru Dec)
February 13	Treatment of Staff Monitoring Report (Ends Monitoring Report (Global Policy)
March March 13 virtual meeting (may be needed to certify election) March 16-17: In person meeting	Financial Planning Monitoring Report Board accepts NEC certification of election results, takes action to resolve ties as needed
April 10	Financial Conditions and Activities Monitoring Report (Q4) Board Treasurer Report #4: YTD (June thru May)
May 8	Report from Auditors Ends Monitoring Report (Policy A) Annual Business Meeting (during Forum)
May 29 (Forum)	All day meeting – wrap up board year

Additional items that should be scheduled annually:

Item	Typical schedule
Policy Governance Training	Within first 3 months of Board year <i>Schedule any outside consultant by prior January.</i>
Review of prior Board's Self-Monitoring Report	Within first 3 months of Board year
Typical Face to Face meetings	Summer (PG Training), Fall (October), Spring (March), Forum
Connect Treasurer and Auditor	Spring
Pairing of Board Buddies	Spring, after election results
Annual Financial Audit for EL V- FCA monitoring	Fall, Spring
Treasurer and Auditors conversation	Spring, prior to Board review of audit

Board Self-Monitoring Report	Prior to Annual Business Meeting
Annual Report – Board & EO	Start in April, Distribute in July

Additional tasks that occur on other cycles:

Item	Schedule
VP to appoint Treasurer for subsequent year (to allow for one year overlap/training)	As needed. Terms are typically 2 years. <i>Last year for current treasurer.</i>
VP to appoint Secretary for subsequent year (to allow for one year overlap/training)	As needed. Terms are typically 2 years. <i>First year for current secretary</i>
VP to appoint Parliamentarian for subsequent year (to allow for one year overlap/training)	As needed. Terms are typically 2 years. <i>First year for current secretary</i>
External survey of staff for EL III monitoring	Every two years (last conducted in 2021) Survey to be scheduled 2023
Executive compensation benchmarking review	Every three years - last completed in spring 2022 <i>Not needed in 2023</i>
Review of contract with auditor. May include RFP for new auditor or extending contract with current auditor. (Treasurer – w/ CFO)	Every 3-4 years, depending on contract length. <i>Current contract in place thru 2025</i>