GOVERNANCE LEADERSHIP OPPORTUNITIES

A Guide for Prospective Board Members

ASSOCIATION FOR INSTITUTIONAL RESEARCH
Data and Decisions for Higher Education

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Introduction

We are delighted that you are considering service as a volunteer leader for the Association for Institutional Research (AIR), the world's largest professional organization for institutional researchers! The AIR Board of Directors, the governing body of the Association, represents the membership by establishing expectations for organizational accomplishments and conduct, and by assessing the Association's achievement of those expectations. The Nominations and Elections Committee (NEC) solicits nominations and develops a slate of candidates for open positions on the Board of Directors and the NEC, assuring the Association of committed volunteer leadership. Current AIR members with at least three years of prior membership (except graduate students and current officers) may be nominated for these positions. Each year, the NEC puts forward to the membership a slate with at least two candidates for each open position: Vice-President, three Members-At-Large for the Board, and three NEC positions. After the annual election, the elected candidates take office at the following AIR Forum.

This guide to the work of the Board and the NEC is designed to assist you in determining which leadership roles are best aligned with your skills and interests. The first section explains the AIR governance system, which provides the structure for the Board to represent the members' interests, and to function strategically rather than tactically. AIR's approach to governing, which impacts the structure, role, and function of the board, may be quite different from other governance systems you may have experienced. The governance system explanation provides context for the following sections, which describe the Board and NEC roles. These descriptions are intended to help you determine the role or roles for which you are best suited, as they vary with regard to skills required, annual time commitment, and length of term. Finally, the last section provides information about next steps, should you decide to run for one of AIR's volunteer leadership positions.

AIR prospers in large part due to its member volunteers, who give generously of their time and talent. Volunteers benefit AIR by sharing knowledge, expertise, and advice, which in turn enhances our services to members. They make a difference by advancing the institutional research, assessment, planning, and related postsecondary education endeavors. Volunteers who serve on the AIR Board of Directors and the Nominations and Elections Committee (NEC) are critical to the success of the Association. Board and NEC members build leadership skills that enhance career development, as well as invaluable professional networks, bringing benefits both to the individual volunteer and to his or her institution, association, or agency.

—The AIR Board of Directors

AIR's Board Governance System

In 2011, AIR's Board adopted a governance system based on the Carver Policy Governance® model to conduct Board work and define the Board's relationship with the CEO and staff. This system clearly defines roles and responsibilities of the Board and AIR staff, and details a monitoring system to assess both Board and staff activities. The Policy Governance system has added value to the organization by enhancing the Board's ability to function strategically, and by helping both the AIR Board and the AIR Executive Office better understand and undertake their charges.

Policy Governance differs from other styles of organizational governance in that it focuses on the purpose of the organization, its reason for existence, and impact on the world. All other considerations are secondary to the organization's purpose, which may be measured in what results are desired, who the results benefit, and what they cost in time or resources. In contrast to the approaches typically used by boards, Policy Governance separates issues of the organization's purpose, or "Ends," from all other organizational issues, concerns, or processes, or "Means," placing primary importance on Ends. The AIR Board establishes the Ends, and the AIR CEO is responsible for accomplishing those Ends through any Means that do not violate the board's pre-stated standards of prudence and ethics.

> " *I very much appreciate the unique opportunity to learn and practice Policy Governance, which has been a great addition to my professional and leadership skill toolbox!* "
>
> Heather Kelly
> AIR Board of Directors
> Member-At-Large and
> Board Treasurer, 2007-10

Criteria for this style of Board work

The skills and abilities to do this sort of governance differ from those often thought important for service on an association board. Professional expertise is less important than the ability to participate in team leadership.

Board service under Policy Governance requires:

- Being able to consider different perspectives.

- Capacity to discern commonalities and differences in conflicting perspectives.

- Skill in both listening and advocating.

- Advocacy for doing what is good for all of the members, not just your area of focus.

Board structure and function

AIR's system recognizes that the Board only has group authority over the organization and its staff.

- No individual member, including any officer or committee of the Board, has any authority to direct staff alone (unless the full Board delegates it).

- Group deliberation creates a more informed and better decision by allowing members to share perspectives, conduct dialog, and reason through the issues.

- Because the process allows all perspectives to be considered, members support the final decision of the Board as a whole.

- The Board's work is clearly defined so that the committee of the whole (the full Board) can accomplish most or all of it.

- The Board's work is initial to, and unique from, the work of the staff.

- Most of the Board's agenda is designed to fulfill its three job products. The Board does very little in the way of report approvals, review of staff activities, or other work that does not add unique value.

- The Board meeting and its agenda will reflect all of the above.

Board's role

Board members connect with the Association members in order to understand their values, so that the Board can truly represent their interests. Board members develop a comprehensive set of policies that guide all further organizational actions and decisions. It is the Board's responsibility to ensure that AIR achieves the purposes for which it exists, while avoiding risk through a disciplined process of direction and a thorough system of monitoring performance against policy expectations.

Policies and their development

Board members work collaboratively to direct AIR through developing and implementing policies in four distinct topical areas that encompass AIR's values. These policies are designed so that the Board controls the broader decisions and can delegate more detailed decisions to others. In every case and on every topic, the Board identifies the issue, and then develops policy at the broadest level of that topic, developing more and more detailed levels of policy until it has said as much as it needs to say.

The policy areas comprise:

- **Ends Policies:** A definition of the change in the world AIR exists to create, which sets AIR's broad strategic direction in terms of the specific outcomes. Ends Policies are developed to a level of detail the Board is comfortable with, allowing any reasonable interpretation. Further detailed decisions are delegated to the CEO, who is the Executive Director of the Association.

- **Executive Limitations Policies:** A definition of those operational methodologies, conditions, or decisions which would be so risky as to never be acceptable and are thus prohibited from use by the CEO. These Executive Limitations Policies are developed to a level of detail the Board is comfortable with, allowing any reasonable interpretation. Further detailed decisions are delegated to the CEO.

- **Governance Process Policies:** A definition of the values that drive the purpose, process, structure and functioning of the Board in its own work. These Governance Process Policies are developed to a level of detail the Board is comfortable with, allowing any reasonable interpretation. Further detailed decisions are delegated to the President.

- **Board/CEO Relationship Policies:** A definition of the values that establish the method of delegating authority and accountability to the CEO and a system to monitor its use and outcomes. These Board/CEO Relationship Policies are developed to a level of detail the Board is comfortable with, allowing any reasonable interpretation. Further detailed decisions are delegated to the President.

Monitoring performance

The process for ensuring safety and performance is both thorough and focused because the Board has proactively developed policy, because those policies cover every issue at a level determined by the Board, and because those policies establish specific criteria for the Board's expectations. The Board can monitor specifically, using the criteria important enough to be included in their policies. In this performance measurement system:

- The Board controls the policy and the method, frequency, and due date of the required reports. It normally follows a schedule set in policy but does not have to.

- The Board actively assesses whether or not the criteria it established in policy are being met.

- The Board assesses criteria being met both for those areas delegated to the CEO and those areas of its own performance, guided by policy.

- If there are instances where the Board's criteria are not met, the Board as a whole will decide what remediation is required.

Role of the CEO and staff

The CEO is the Board's only employee, and every other staff member works for the CEO.

- In order to both empower and hold the CEO accountable, the Board's system makes it clear that all operational control beyond what the Board states in policy rests with the CEO.

- Board members, officers and committees do not get involved in staff work unless asked to do so by the CEO (and so take their direction from the CEO).

- The Board/CEO Relationship Policies spell out the CEO's authority and accountability, including performance monitoring.

- The CEO's successful job performance equates to sufficiently achieving the outcomes in the Ends, while simultaneously avoiding the Executive Limitations.

- The CEO makes deeper and more detailed decisions than the Board in both categories, but those decisions must be based on a reasonable interpretation of the Board's policies.

Policy Governance: More Information

AIR Governance and Policy Documents

https://www.airweb.org/AboutUs/LeadershipAndGovernance/GovernanceDocuments/

AIR Constitution and Bylaws

The AIR Constitution and Bylaws provide a concise explanation of the purposes and structure of the Association. The Constitution describes the roles of the Board, the Board officers, and the Nominations and Elections Committee. The Bylaws provide the rules under which those elected to serve will operate. Before agreeing to run for a Board or NEC position, you should be certain that you support AIR's purposes and are willing to fulfill the duties outlined in the Constitution and Bylaws.

AIR Governance Policies
The AIR Governance Policies are regularly updated and available online. There is no better way to get a practical understanding of Executive Limitations, the governance process, and the Board relationship to the CEO than through reading these policies.

AIR Monitoring Reports
The AIR CEO develops monitoring reports to record the accomplishment of the Executive Limitations

and Ends Policies outlined in the Governance Policies. The Board evaluates these reports to determine whether the CEO has provided a reasonable interpretation of the relevant policy, and whether the data demonstrate accomplishment of that interpretation. A review of several of these monitoring reports will give you a better understanding of how Policy Governance assures proper oversight by the Board.

AIR Board of Directors' Board Minutes

AIR Board of Directors' Board Minutes from both face-to-face meetings and teleconferences record the Board's actions, providing information about the concerns the Board addresses and how Board business is conducted.

AIR Annual Reports

The Board annual reports provide a historical view of the Association, including information on the financial health of the organization and data on membership.

Publications

Boards That Make a Difference: A New Design for Leadership in Nonprofit and Public Organizations, 3rd Ed. John Carver (ISBN 10: 0787976164) March 2011, Jossey-Bass.

Reinventing Your Board: A Step-by-Step Guide to Implementing Policy Governance, Revised Ed. John Carver, Miriam Carver (ISBN 0787981818) January 2011, Jossey-Bass.

The Policy Governance® Model: An Introduction by John and Miriam Carver. DVD. Carver Governance Design and International Policy Governance Association, 2008.

A Carver Policy Governance Guide, Set, 2nd Ed. John Carver, Miriam Carver (ISBN 0470325100) April 2009, Jossey-Bass.

Empowering Boards for Leadership: Redefining Excellence in Governance. Audio Tape, 120 minutes. John Carver (ISBN 1-55542-447-3) April 1992, Jossey-Bass.

John Carver on Board Governance: A Video Presentation. 120 Minutes. John Carver (ISBN 1-55542-647-6) October 1993, Jossey-Bass.

John Carver on Board Leadership. John Carver (ISBN 0-7879-5844-1) October 2001, Jossey-Bass.

Corporate Boards That Create Value: Governing Company Performance from the Boardroom. John Carver, Caroline Oliver (ISBN 0-7879-6114-0) August 2002, Jossey-Bass.

The Policy Governance Fieldbook: Practical Lessons, Tips, and Tools from the Experiences of Real-World Boards. Caroline Oliver et al. (ISBN 0-7879-4366-5) June 1999, Jossey-Bass.

Getting Started With Policy Governance: Bringing Purpose, Integrity and Efficiency to Your Board's Work. Caroline Oliver (ISBN 0787987131) January 2009, Jossey-Bass.

Online resources

John and Miriam Carver: http://carvergovernance.com/

International Policy Governance® Association: http://policygovernanceassociation.org/

AIR Board of Directors

The AIR Board of Directors, the governing body of the Association, sets its expectations for organizational accomplishment and conduct, periodically assessing organizational performance of these expectations. The Board gathers member input and uses it in decision making, to represent the membership as a whole. The Board has responsibility and authority for the Association's fiscal controls and the conduct of an annual audit.

The AIR Board consists of 12 individuals, including the officers (President, Vice President, and Immediate Past President) and nine Members-At-Large. The President serves as Board- Chair/Chief Governance Officer, with the Vice President acting as Vice Chair. Serving on the Board as a volunteer leader is a three-year commitment of expertise and time, and requires an understanding of Board governance and the field of institutional research.

> " *As an international organization, AIR has enabled me to expand my professional network beyond any boundaries and I fully endorse the experience as one of the most rewarding in my life.* "
>
> Sandi Bramblett
> AIR President, 2013-14

Board shared responsibility

Staff oversight

- Selects the Chief Executive Officer when there is a vacancy.

- Approves the compensation of the Chief Executive Officer.

- Monitors and assesses the performance of the Chief Executive Officer.

Board selection and orientation

- Fills any vacancies on the Board of Directors for the unexpired term.

Finance

- Sets Executive Limitations Policies that the CEO must use in planning and monitoring Association finances, including the protection of Association assets.

- Maintains responsibility and authority for the Association's fiscal controls and the conduct of an annual audit.

- Annually reviews and approves the membership fee structure.

- Controls spending on governance support.

Leadership and planning

- Provides leadership of the organization in accordance with the Association's Constitution and Bylaws.

- Ensures legal and ethical integrity and maintains accountability.

- Determines the organization's mission and goals.

- Connects with the Association members in order to understand their values, so that the Board can truly represent their interests.

- Develops a comprehensive set of policies that guide all further organizational actions and decisions.

- Creates a disciplined process of direction and a thorough system of monitoring performance using policy expectations.

- Approves President's recommendation for appointment of -chairpersons of special committees.

Individual Board member responsibilities

- Attends scheduled Board meetings: face-to-face and conference calls.

- Reviews documents and is prepared to discuss business and make decisions.

- Adheres to the AIR Board Member Code of Conduct.

- Engages in Board self-assessment.

- Assists in the orientation of new Board members.

Leadership and planning

- Ensures legal and ethical integrity and maintains accountability.

- Ensures effective organizational planning.

- Provides for two-way communication with Association members.

Committees

- Attends assigned committee meetings, remains abreast of committee activities.

- Advises and serves as a resource to Chair of committee to which assigned.

- Corresponds with Committee Chair in advance of Board meetings to assure timely submission of committee reports.

- After each Board meeting, reviews Board decisions affecting committee.

Officers

The **Vice President** is the only Board officer elected annually by the AIR Membership. The Vice President succeeds to the office of President at the termination of the one-year term as Vice President. The term of office for the individual elected Vice President is three years: one as Vice President, one as President, and the third as Immediate Past President/Nominations and Elections Committee Chair.

The Vice President serves as Vice Chair of the Board of Directors, representing the President when the latter is unable to perform his or her duties. The Vice Presidential year is very much an opportunity to learn about and participate in Policy Governance before succeeding to the role of President and Chief Governing Officer.

The **President** is the Chief Governing Officer (CGO) of AIR, serves as Chair of the Board, and is responsible for assuring the integrity of the Board's process. As the CGO, the President organizes and coordinates the Board, and has specific duties outlined in the Governance Policies. The President does not set his or her own agenda, but ensures that the Board sets priorities to accomplish its shared vision.

The **Immediate Past President**, with two years of previous Board Officer leadership experience, supports and mentors the President and Vice-President. In addition, the Immediate Past President serves as Chair of the Nominations and Elections Committee.

The Board of Directors appoints a **Board Secretary** and a **Board Treasurer** from its membership. The Board Secretary ensures the integrity of the Board's documents. The Board Treasurer ensures that the Board has sufficient information to make sound financial policies.

> " *Having had the opportunity to engage other AIR members in serving the Association—it was one of the most rewarding opportunities I had in my career.* "
>
> Gerry McLaughlin
> AIR President, 1989–1990

AIR Board member annual time commitment

The following calculations are based on typical AIR Board member service for a regular/non-officer Board member who attends monthly calls, face-to-face meetings, and the AIR Forum. It does not include other activities while at the Forum:

Activity	Time Each	Frequency Per Year	Total Per Year
Monthly Board prep and calls	2 hours	12 calls	24 hours
Monitoring reports review	1 hour/month		12 hours
Face-to-face Board meetings	First day: 8 hours; second day: 4 hours	2 per year	48 hours *(24 hours travel/ 24 hours meetings)*
AIR Forum Meetings	10 Hours	Over 2 days	10 hours

Total: approximately 94 hours per year

AIR Board meetings and regular Board call schedule

Annually, each Board determines its own meeting and phone conference schedule. For the past several years, the AIR Board of Directors has met three times a year for face-to-face meetings. In addition to meeting at the annual Forum, meetings have been held in the early fall and late winter. Meetings held outside of the Forum have generally involved one full and one half day. Besides face-to-face meetings, Board of Directors also held conference calls on a monthly basis that usually lasted 90 minutes.

AIR Nominations and Elections Committee

The Nominations and Elections Committee (NEC) is a standing committee of the Board of Directors elected by the AIR membership and led by the Immediate Past President. The NEC produces a slate of six candidates for the three positions on the NEC, six candidates for the three Member-At-Large Board positions, and two candidates for the position of Vice President. The NEC ensures that elections are conducted properly and reports the results to the membership. Three members are elected annually for two-year terms.

Board Committee Principles

The following Board committee principles apply to the NEC:

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 normally will 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 CEO.

C. Board committees cannot exercise authority over staff. Because the CEO works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.

While the NEC as a board committee will not deal directly with current staff operations, the NEC does receive AIR staff support for its work.

NEC member annual time commitment

The following calculations are based on typical service for an NEC member who attends telephone calls and the face-to-face meeting and Policy Governance training at the AIR Forum. This does not include time spent encouraging potential candidates to be on the ballot:

Activity	Time Each	Frequency Per Year	Total Per Year
Committee prep/ meetings	2 hours/month	6 months	12 hours
Forum Orientation and Meetings	10 hours/day	Over 2 days	10 hours

Total: approximately 22 hours per year

NEC meetings and regular NEC call schedule

Each NEC determines its own meeting and phone schedule. For the past several years, the NEC has met at the Annual Forum. Additionally, the NEC held conference calls biweekly between July and March that usually last 60 minutes.

Next Steps

Nominations

If a colleague nominated you, please consider whether this is the position in which you can best serve. If it is—terrific! Please complete the nominee confirmation and questionnaire. If it isn't, just let any member of the NEC know that you would prefer to be considered for a different position.

If you are considering self-nomination, first decide which role you would like to volunteer for: Board Member-At-Large, Vice President (succeeding to the office of President for your second year and to Immediate Past President for your third), or Nominations and Elections Committee Member. Once you've decided, nominate yourself.

Selection

The NEC will review all of the nominations to determine who will appear on the ballot. There are usually more nominees than ballot slots, and many of our volunteer leaders have been nominated several times before being selected as a candidate.

Election

The NEC prepares a slate of six candidates for the three positions on the Nominations and Elections Committee, six candidates for the three Member At-Large Board positions, and two candidates for the position of Vice President. This means that half of the candidates on the ballot will not be elected. It is not at all unusual, however, for candidates who are not elected to run again in a future election.

Additional Information

Nomination and election information is available on-line and regularly updated at
https://www.airweb.org/AboutUs/LeadershipAndGovernance/Pages/NominationsandElections.aspx.

The Association for Institutional Research is a Michigan corporation operating as a nonprofit organization exempt from income taxes under Section 501(c)(3) of the Internal Revenue

Code, with its central office located in Tallahassee, Florida. The Board operates as a legal entity governed by the state laws of Florida and Michigan.

The Association, through appropriate action of its Board of Directors or as provided by law, is empowered to indemnify any director, officer, employee, or agent, and his or her heirs, executors, and administrators, or any former director, officer, employee, or agent, and his or her heirs, executors, and administrators, to the full extent permitted by law.

AIR covers the cost of governance, including governance training, all travel expenses for face-to-face meetings (including parking and meals per diem), conference calls, and staff support when required. While members are expected to attend the annual Forum at their own expense, AIR covers the additional cost of stays extended for purposes of Board meetings and functions, including additional room and meals costs.

You can find more information about the nominations and elections process on the AIR website at https://www.airweb.org/AboutUs/LeadershipAndGovernance/Pages/NominationsandElections.aspx.

If you have questions about the nomination process, please contact the AIR Immediate Past President, whose name and email address can be found on the AIR website at https://www.airweb.org/AboutUs/LeadershipAndGovernance/BoardofDirectors/.