GOVERNANCE POLICIES

Approved: May 21, 2011

Last Amended: September 28, 2026

TABLE OF CONTENTS

POLICY TYPE: ENDS (END) 3

I. ENDS 3

POLICY TYPE: EXECUTIVE LIMITATIONS (EL) 4

I. GLOBAL EXECUTIVE CONSTRAINT 4
II. TREATMENT OF STAKEHOLDERS 5
III. TREATMENT OF STAFF 6
IV. FINANCIAL PLANNING 7
V. FINANCIAL CONDITIONS AND ACTIVITIES 8
VI. EMERGENCY EXECUTIVE DIRECTOR SUCCESSION 9
VII. ASSET PROTECTION 10
VIII. COMPENSATION AND BENEFITS 11
IX. COMMUNICATION AND SUPPORT TO THE BOARD 12

POLICY TYPE: GOVERNANCE PROCESS (GP) 14

I. GLOBAL GOVERNANCE COMMITMENT 14
II. GOVERNING STYLE 15
III. BOARD JOB DESCRIPTION 16
IV. ROLE OF BOARD AS AIR AMBASSADOR 18
V. AGENDA PLANNING 20
VI. BOARD CHAIR'S ROLE 21
VII. BOARD VICE CHAIR'S ROLE 23
VIII. BOARD SECRETARY'S ROLE 24
IX. BOARD TREASURER'S ROLE 25
X. BOARD PARLIAMENTARIAN'S ROLE 26
XI. BOARD-NEC LIAISON ROLE 27
XII. BOARD MEMBERS' CODE OF CONDUCT 29
XIII. BOARD COMMITTEE PRINCIPLES 31
XIV. BOARD COMMITTEE STRUCTURE 32
XV. COST OF GOVERNANCE 37
XVI. SELF-MONITORING 38
XVII. LEADERSHIP ELECTIONS AND APPOINTMENTS 39

POLICY TYPE: BOARD RELATIONSHIP TO EXECUTIVE DIRECTOR (BRE) 43

I. BOARD MANAGEMENT DELEGATION 43
II. DELEGATION TO THE EXECUTIVE DIRECTOR 44
III. MONITORING EXECUTIVE DIRECTOR PERFORMANCE 45
IV. EXECUTIVE DIRECTOR COMPENSATION AND BENEFITS 48

APPENDIX A. BOARD OPERATING CALENDAR 49

POLICY TYPE: ENDS (END)

I. ENDS

As a global association, AIR empowers higher education professionals to use data, information, and analytics in ways that are effective, ethical, and impactful. AIR supports data-informed decision making that amplifies student and institutional success.

These 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 higher education professionals and organizations on the value and role of institutional research and institutional effectiveness.

B. AIR provides opportunities for professionals to develop the knowledge, skills, and abilities necessary to implement and lead data-informed cultures within higher education through:

- Contextualizing data throughout higher education;
- Learning methods and tools of the institutional research and institutional effectiveness profession;
- Sustaining and advancing data literacy;
- Conducting research and scholarship.

C. AIR provides and promotes equitable opportunities for 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 $140,000 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 $350,000. 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 $70,000 without having obtained comparative prices and quality; (3) of over $140,000 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

Continued from previous page

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 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 Board 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.

Continued from previous page.

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 Board Vice Chair 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 Board Vice Chair informing the proposer.

H. Appoint the Board Secretary, Board Treasurer, and Board 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.

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.

Continued from previous page.

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 Board Secretary and Board Chair maintain a standard operating calendar. The purpose of the document is to ensure that the major items (Audit, Election Slate, Compensation, Board Treasurer's Reports) are slotted into the months in which they occur to make agenda planning more routinized.

POLICY TYPE: GOVERNANCE PROCESS (GP)

VI. BOARD CHAIR'S ROLE

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

A. The assigned result of the Board Chair'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 Board Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Executive Director Linkage, except for (a) employment or termination of an Executive Director and (b) where the Board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.

1. The Board Chair is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
2. The Board Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Board Chair has no authority to supervise or direct the Executive Director.
3. The Board 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 the Chair.
4. The Board Chair may delegate this authority but remains accountable for its use.

C. The Board Chair 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.

Continued from previous page.

D. The Board Chair is authorized to approve a one-time delay of up to one (1) month for the submission of a required Monitoring Report identified in Board Relationship to Executive Director (BRE) III. Monitoring Executive Director Performance and scheduled in Appendix A. Board Operating Calendar, without a vote of the Board.

1. This authority is limited to delays of no more than one month and applies only to the timing of submission, not to the substance, scope, or method of monitoring.
2. The Board Chair shall inform all Board members of the decision to grant such a delay within five (5) business days of making the decision, including the reason for the delay and the revised expected submission date.
3. Any request for a delay longer than one (1) month—whether initiated by the Board Chair or the Executive Director—shall require approval by a vote of the Board at the next regularly scheduled Board meeting or at an emergency meeting, whichever occurs first

POLICY TYPE: GOVERNANCE PROCESS (GP)

VII. BOARD VICE CHAIR'S ROLE

The Board Vice Chair is the co-chief governance officer, a specially empowered member of the Board.

The assigned results of the Board Vice Chair role are:

A. The Board Vice Chair serves in the role of Board Chair if the latter is unable to perform the duties of chair.

B. The Board Vice Chair serves as the Chair of the Governance Orientation and Training Committee and identifies the members of this Committee.

C. The Board Vice Chair oversees the submission of new awards by members (see GP III, Board Job Description, Section G-1c).

D. The Board Vice Chair may perform other duties as assigned.

POLICY TYPE: GOVERNANCE PROCESS (GP)

VIII. BOARD SECRETARY'S ROLE

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

A. The assigned result of the Board 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 Board Secretary shall obtain completed conflict of interest statements from all Board members and provide completed forms to the Executive Office for safekeeping.

C. The authority of the Board 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)

IX. BOARD TREASURER'S ROLE

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

The assigned results of the Board Treasurer's role are:

A. The Board Treasurer will provide leadership for the independent annual audit.

   1. The Board Treasurer will recommend final approval for the audit firm request for proposals (RFP) to the Board.
   2. The Board Treasurer will recommend an audit firm to the Board for approval.
   3. The Board 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.

B. The Board Treasurer will report the Association's financial condition to members annually.

C. The Board 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.

D. The Board Treasurer will present the completed annual Internal Revenue Service Form 990 to the Board for review.

E. The Board Treasurer will present the Board Budget Summary Report to the Board quarterly.

F. The Board Treasurer will facilitate the annual review of the Cost of Governance Policy (GP XIV).

G. The Board Treasurer will recommend and oversee Board travel procedures.

H. Up to 40 hours of staff time per year are available to the Board Treasurer to support the role.

POLICY TYPE: GOVERNANCE PROCESS (GP)

X. BOARD PARLIAMENTARIAN'S ROLE

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

The Board 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 Board Chair 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 Board Parliamentarian is advisory, not executive.

F. Board 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)

XI. BOARD-NEC LIAISON ROLE

The Board-NEC Liaison is a Board member serving as the connection between the Board and the Nominations and Elections Committee (NEC). The Board-NEC Liaison ensures that the NEC has the resources and information necessary to produce a qualified slate of candidates, and also helps ensure that the NEC operates with a clear understanding of the Board's current strategic needs and governance policies.

The assigned results of the Board-NEC Liaison role are:

A. The Board-NEC Liaison provides the link between Board policy and the NEC.

1. The Liaison informs the NEC of changes to relevant Board policies and strategic direction as needed.
2. The Liaison acts as a resource regarding the intent behind existing governance policies that impact the election process.
3. The Liaison will remain attentive to the election process to help ensure it remains fair and transparent.
4. In collaboration with the NEC Chair, the Liaison communicates any recommendations from the NEC regarding policy changes to the Board for consideration.

B. The Board-NEC Liaison serves as the channel of communication between the NEC and the Board.

1. The Liaison advocates for NEC budget or resource needs to the Board.
2. The Liaison provides timely updates to the Board regarding the NEC's progress.
3. In collaboration with the NEC Chair, the Liaison provides updates to the Board on the slate of candidates prior to the election.
4. The Liaison reports the results of the Board and NEC elections to the Board.
5. The Liaison reports the result of the NEC Chair election to the Board.

C. The Board-NEC Liaison serves as an ex-officio member of the NEC.

1. The Liaison participates in decision-making of the NEC on matters related to governance policy recommendations, election procedures, eligibility determinations, and committee operations.

Continued from previous page.

2. The Liaison shall not vote on the evaluation, ranking, selection, or approval of candidates for the final election slate to preserve the independence of the nomination process.

D. The Board-NEC Liaison provides support and consultation for the NEC Chair if and when needed.

POLICY TYPE: GOVERNANCE PROCESS (GP)

XII. 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 abstain 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.

Continued from previous page.

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)

XIII. 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 of whether the group includes Board members.

POLICY TYPE: GOVERNANCE PROCESS (GP)

XIV. 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, which aims for representation of diverse backgrounds and organizations on the Board of Directors and Nominations and Elections Committee.

b. Expectations: In carrying out its responsibilities under the AIR Constitution and Bylaws, the Nominations and Elections Committee shall establish and maintain practices consistent with the following principles.

i. Alignment: The NEC shall establish candidate recruitment and evaluation practices that align with the Board's governance policies, strategic priorities, and qualifications.

ii. Integrity: The NEC shall operate in a manner that promotes consistency, confidentiality, transparency, and confidence in the integrity of the nominations process.

iii. Recruitment and Representation: The NEC shall encourage a broad and representative pool of qualified nominees through active outreach, recruitment, and nomination practices designed to elicit a qualified and representative pool of members.

iv. Fairness: The NEC shall establish and consistently apply candidate evaluation practices that are fair, impartial, respectful of nominees, and designed to mitigate bias.

v. Continuous Improvement: The NEC shall periodically review its candidate recruitment, evaluation, and slate development practices; consider feedback from others; and recommend revisions, as appropriate, to improve the effectiveness, fairness, and integrity of the process.

ii. **POLICY TYPE: GOVERNANCE PROCESS (GP)**

XIV. BOARD COMMITTEE STRUCTURE

Continued from previous page.

vi. Continuity: The NEC shall maintain documented procedures in a format and storage location approved by the AIR Executive Office to ensure continuity across committee transitions.

c. All candidates for the Board of Directors will be properly screened to ascertain that they:

i. Meet eligibility qualifications:

a) are a current member of AIR and have at least 3 years of prior membership in the Association,

b) exhibit an interest in focusing on the future of the profession and Association,

c) are able and willing to assert a point of view yet support group decisions,

d) understand and acknowledge that individual board members have no authority but form part of a very authoritative group, and

e) are able and willing to advocate on behalf of all association members.

ii. Acknowledge the effort and practices of Board members:

a) aware of and agree to the commitments outlined in the Board Job Description (GP III),

b) are willing to learn and abide by the Carver Policy Governance model, and

c) will conscientiously meet the commitments required by the Board of Directors.

Continued from previous page.

d. All candidates for the Nominations and Elections Committee will be properly screened to ascertain that they:

i. Meet eligibility qualifications:

a) Are a current member of AIR and have at least 3 years of prior membership in the Association,

b) Are able and willing to assert a point of view yet support group decisions,

c) Are able and willing to reach out to a wide range of candidates, and

d) Are able and willing to advocate on behalf of all association members.

ii. Acknowledge the effort and practices of NEC members:

a) Will conscientiously meet the commitments required by the NEC,

b) Support the Carver Policy Governance model, and

c) Are attentive to recruiting candidates who reflect the diversity of individuals and institutions represented by AIR.

e. Authority: To use no more than 120 hours of staff time annually.

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 Board Vice-Chair, who will chair the committee.

c. Authority for the Chair: To use no more than 12 hours of staff time annually.

Continued from previous page.

3. Future of AIR Committee

   a. Charge: The Future of AIR committee will annually plan and deliver a series of activities that are designed to develop and enhance the board's creative, strategic, and innovative potential:

      i. In collaboration with the Governance, Orientation, and Training Committee (GOTC), annually prepare and deliver orientation, training, and education on future-focused thinking to new and continuing board and NEC members.

      II. Prepare and deliver future-focused activities and conversations into Board meetings at regular and predictable intervals.

      III. Engage with AIR members in future-focused activities for the Board to better understand and address the future needs and concerns of AIR community members.

      IV. Work with the executive office staff in developing and sustaining partnerships with other organizations on future-focused projects.

   b. Membership: The committee shall consist of at least 2 board members, one of whom will serve as chair, and at least 2 members from AIR general membership. Plus, a staff member from the EO.

   c. Authority for the Chair: To use no more than 25 hours of staff time annually.

B. Ad Hoc Committees

   1. Committee to review Board Requirements for Election

Continued from previous page.

a. Charge: The committee will review the AIR Constitution and all current Governance Policies and By-Laws related to AIR Election policy and potentially make recommendations for change to NEC procedures for elections and to screening criteria, taking into account feedback received from current members of the Board and NEC, previous Board and NEC members.

b. Membership: The committee will be chaired by the Chair of the NEC. The committee will also have membership from the Board/NEC Liaison, an additional Board or NEC member, one former NEC member and up to 1 other AIR member.

c. Time Frame: To present recommendations to the Board for their input, review, and vote by no later than the February 2026 Board meeting. This timeline allows for the 2026-27 NEC to incorporate the new procedure into the election process

d. Authority for the Committee: To use no more than 5 hours of staff time.

2. Committee to Review Board Liaison Role and NEC Process

a. Charge: The committee will make recommendations to modify GP XVI. Leadership Elections and Appointments to update the Board liaison role and create specific election slate selection procedures for the NEC.

b. Membership: The committee will be chaired by the outgoing Chair of the NEC. The committee will also have membership from the Board/NEC Liaison, a current Board member, and two current or former NEC members.

c. Time Frame: To present recommendations to the Board for their input, review, and vote by no later than the September 2026 Board meeting. This timeline allows for the 2027-28 NEC to incorporate the new procedure into the election process

d. Authority for the Committee: To use no more than 5 hours of staff time.

POLICY TYPE: GOVERNANCE PROCESS (GP)

XV. COST OF GOVERNANCE

The Board will invest in its governance capacity.

Accordingly:

A. Board skills, methods, and support 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 members' 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)

XVI. 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 Board Chair will submit a report to the incoming Board Chair prior to the first Board meeting of the new year. The report will address the following:

1. Accomplishments;
2. Cost of Governance (GP XIV);
3. Responsiveness to the voice of the members;
4. Adherence to policy regarding the Board Relationship to the Executive Director (BRE I to IV); and
5. Adherence to policy regarding Governing Style (GP II).

B. The incoming Board (which begins its term at that Annual Business Meeting) will review and discuss the past three Board Chairs' 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 membership as well as the Board and its committee members.

POLICY TYPE: GOVERNANCE PROCESS (GP)

XVII. LEADERSHIP ELECTIONS AND APPOINTMENTS

The Board will oversee and enact a fair and transparent selection process for Board leadership positions.

A. The Board Chair and Board Vice Chair criteria and selection process include the following.

1. The continuing members of the current Board of Directors are eligible to be elected as Board Chair and Board Vice Chair for the subsequent Board Year.
2. The election of Board Chair should be held first, followed by the election of the Board Vice Chair.
3. The Board Chair and Board Vice Chair are elected or re-elected annually to the position for a limit of three years across two consecutive terms of service on the Board.
4. No later than the last regular meeting of the Board in April of each year, the Board of Directors shall elect a Board Chair and then the Board Vice Chair from its current board members.
5. If the office of the Board Chair or Board Vice Chair shall become vacant for any reason prior to the completion of the Board Year, the Board of Directors shall appoint a current Board Member to fill such vacancy for the remainder of the current Board Year. Such Board Member shall formally agree to the appointment.
6. Desirable attributes of a Board Chair and Board Vice Chair include:
    a. Proven leadership;
    b. Commitment to advancing diversity, equity, and inclusion;
    c. Excellent strategic and facilitation skills;
    d. Proven ability to influence and work toward consensus;
    e. Proven ability to act impartially and without bias, and display tact and diplomacy;
    f. Effective communication skills;
    g. Political acuity;
    h. Ability to sustain and strengthen relationships between the Board and Association stakeholders;

Continued from previous page.

i. Proven ability to establish and sustain trusted relationships with the Executive Office and other board members;

j. A firm understanding of and commitment to policy governance and the role of the Board Chair and Board Vice Chair.

7. The Board of Directors delegates responsibility for conducting the election of Board Chair and Board Vice Chair to the Executive Office. The Executive Director is the assigned designee from the Executive Office who reports the election results to the Board.

8. The election of the Board Chair and the Board Vice Chair shall be held during a board meeting after certification of the election for Board of Directors for the following Board year. The election for each office will be conducted separately, with the Board Chair election occurring first. The meeting chair will temporarily cede the chair to the Executive Director for the sole purpose of conducting the election. The Executive Director shall open the floor for nominations. After nominations have closed, Board members may ask questions to the candidates. At the conclusion of the question period, members will vote by secret ballot. The Executive Director shall announce the results. If no candidate wins a majority of the votes cast, the top two candidates, including ties, shall proceed to another round of voting.

9. The Board Secretary officially records the results of the election in Board minutes.

10. The Board Parliamentarian shall have responsibility for annually monitoring the implementation of this policy and shall make any recommendations for revision of the policy to the Board.

11. The newly elected Board Chair and Vice Chair assume their respective roles at the conclusion of the Annual Business meeting.

B. The Board Secretary selection process includes the following.

1. Board Chair appoints Board Secretary.

2. Board of Directors confirms appointment via a formal motion.

POLICY TYPE: GOVERNANCE PROCESS (GP)

XVII. LEADERSHIP ELECTIONS AND APPOINTMENTS

Continued from previous page.

C. The Board Treasurer selection process includes the following.

1. Board Chair appoints Board Treasurer.
2. Board of Directors confirms appointment via a formal motion.

D. The Board Parliamentarian selection process includes the following.

1. Board Chair appoints Board Parliamentarian.
2. Board of Directors confirms appointment via a formal motion.

E. The Nominations and Elections Committee (NEC) Chair selection process include the following.

1. The Nominations and Elections Committee delegates responsibility for conducting the election of NEC Chair to the Executive Office. The Executive Director is the assigned designee from the Executive Office who reports the election results to the NEC.
2. The NEC Board Liaison officially reports results of the election to the Board of Directors and the Board Secretary officially records the results of the elections in the Board minutes.
3. All continuing, current NEC members will be contacted by the Executive Office to confirm their willingness to be on the NEC Chair election ballot.
4. The sitting NEC chair is allowed to vote.
5. The election of the NEC Chair will occur at the April NEC meeting so the results can be shared with the Board at the May Board meeting.
6. The NEC chair candidate with the highest number of votes is elected. In the case of a tie, the voting will continue until one of the candidates receives the highest number of votes.
7. The newly elected NEC Chair begins their role after the Annual Business meeting.

Continued from previous page.

F. The Board-NEC Liaison selection process include the following.

1. Board Chair appoints Board-NEC Liaison to Nominations and Elections Committee (NEC).
    a. Consideration should be given to a second year Board member to facilitate continuity, to an individual not eligible for re-election to the Board, or an individual not intending to seek a consecutive term.
    b. Past experience serving on NEC may be helpful.
2. Board of Directors confirms appointment of Board-NEC Liaison via a formal motion.

G. The Board Chair shall ensure that the Board of Directors is informed of any vacancy occurring on the Board of Directors or the Nominations and Elections Committee within five (5) business days of the vacancy becoming known.

1. Notification to the Board shall include the position vacated, the effective date of the vacancy, and any immediate implications for Board or Committee operations.
2. Discussion of the vacancy shall occur at the next regularly scheduled meeting of the Board of Directors or at an emergency meeting, whichever occurs first. Such discussion shall include consideration of governance continuity and the Board's responsibility and authority to fill vacancies by appointment for the unexpired term, as provided in the Association's Constitution and Bylaws.

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. Board members will never give instructions to persons who report directly or indirectly to the Executive Director.

   2. Board members 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.

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 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 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 routine schedule.

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 External (coordinated by Board)	Annually Biannually	January
	Financial Planning	Internal	Annually	February
	Financial Conditions and Activities	Internal External (financial audit)	Quarterly Annually	March (Q4) June (Q1) September (Q2) December (Q3)
	Emergency Executive Director Succession	Internal	Annually	October
	Asset Protection	Internal External (coordinated by EO)	Annually Annually	November
	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 the Executive Director's 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 GP V, 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
2026-27 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 – May 29 First meeting of New Board	<u>Agenda Items</u> ▪ Sign Conflict of Interest and Confidentiality agreements ▪ Review YTD budget from outgoing Board (Treasurer) ▪ Discuss Board budget ▪ Acknowledgement that the annual business meeting occurred ▪ Affirm appointment of Board secretary, treasurer, parliamentarian, NEC liaison (as needed)
June *(no meeting in 2025)*	
July 9 11:30 AM – 12:30 PM EDT	<u>Agenda Items</u> ▪ Review the board operating calendar ▪ Committee assignments <u>Monitoring Reports</u> ▪ Financial Conditions and Activities Monitoring Report (Q1) (due June)

Meeting Month	**Required Items for Meeting Agenda**
August 21 11:00 AM – 12:30 PM EDT	<u>Agenda Items</u> ▪ Board Treasurer Report #1: YTD for New Board (June) ▪ Finalize Board budget as needed ▪ Review any proposals for new awards (as needed) ▪ Review and discussion of Board Self-Monitoring Report ▪ Mid-year AIR financial update from ED
September 14 10:30 AM – 11:30 AM EDT	<u>Monitoring Reports</u> ▪ Compensation and Benefits Monitoring Report (due July) ▪ Ends Monitoring Report (Policy B) (due July) ▪ Treatment of Stakeholders Monitoring Report (due August)
October 7 11 AM – 12:30 PM EDT	<u>Agenda Items</u> ▪ 990 Form review ▪ *Financial update from ED for current year, preview of next year's budget and priorities (postponed until January, in person meeting)*
November 30 11:00 AM – 12:00 PM EST	<u>Agenda Items</u> ▪ 990 Form review (October or November) ▪ Board Treasurer Report #2: YTD (June thru Sept) <u>Monitoring Reports</u> ▪ Financial Conditions and Activities Monitoring Report (Q2) (due September) ▪ Global Executive Constraint Monitoring Report (due September) ▪ Ends Monitoring Report (Policy C) (due October) ▪ Emergency Executive Director Succession Monitoring Report (due October)

Meeting Month	**Required Items for Meeting Agenda**
December 15 11:00 AM – 12:30 PM EST	<u>Agenda Items</u> ▪ Review and discussion of Monitoring Report outcomes for past year (from minutes, any follow-up actions required. Summary compiled by Secretary) ▪ Letter to the CEO regarding Monitoring Reports (BRE.III.F.) ▪ Letter to CEO regarding compensation (BRE.IV.C.)
January 21-22 In-person Washington DC	<u>Monitoring Reports</u> ▪ Asset Protection Monitoring Report (due November) ▪ Financial Conditions and Activities Monitoring Report (Q3) (due December)
February 23 10:30 AM – 12:00 PM EST	<u>Agenda Items</u> ▪ Board Treasurer Report #3: YTD (June thru Dec)
March 11 10:30 AM – 1:00 PM EST Extended time virtual meeting	▪ Accepts NEC certification of election results, takes action to resolve ties as needed ▪ Election of Board Chair and Vice Chair <u>Monitoring Reports</u> ▪ Treatment of Staff Monitoring Report (due: January) ▪ Ends Monitoring Report (Global Policy) (due: January) ▪ Financial Planning Monitoring Report (due February)
April 16 11:00 AM – 12:00 PM EDT	<u>Monitoring Reports</u> ▪ Financial Conditions and Activities Monitoring Report (Q4) (due March)
May 13 11:00 AM – 12:30 PM EDT	<u>Agenda Items</u> ▪ Report from Auditors

Meeting Month	Required Items for Meeting Agenda
May 31 or June 1 In-person, half day AIR Forum - Denver	<u>Agenda Items</u> ▪ Review of year ▪ Board Treasurer Report #4: YTD (June thru April) <u>Monitoring Reports</u> ▪ Ends Monitoring Report (Policy A) (due April) ▪ Communication & Support to Board Monitoring Report (due May)
June 2 (tentative) AIR Forum - Denver	Annual Business Meeting

Additional items that should be scheduled annually:

Item	Typical schedule
Policy Governance Training	Within first 3 months of Board year *Schedule any outside consultant by January*.
Review of prior Board's Self-Monitoring Report	Within first 3 months of Board year
Typical Face to Face meetings	Forum (PG training, first meeting), Fall (October), Spring (March), Forum (last meeting)
Connect Board Treasurer and Auditor	Spring
Pairing of Board Buddies	Spring, after election results
Annual Financial Audit	Fall, Spring
Board Treasurer and Auditors conversation	Spring, prior to Board review of audit
Board Self-Monitoring Report – Board Chair	Prior to close of Board year
Annual Report – Board & EO	Start in July, Distribute in early September (after Labor Day).

Additional tasks that occur on other cycles:

Item	Schedule
Incoming Board Chair in consultation with Board Vice Chair select Board Treasurer for subsequent Board year as needed. (Ideally allow for overlap/training)	As needed. Terms are typically 2 years. *2nd year for current Board treasurer – Bethany Crowell.*
Incoming Board Chair in consultation with Board Vice Chair select Board Secretary for subsequent Board year as needed. (Ideally allow for overlap/training)	As needed. Terms are typically 2 years. *2nd year for current Board secretary – David Rudden*
Incoming Board Chair in consultation with Board Vice Chair select Parliamentarian for subsequent Board year as needed. (Ideally allow for overlap/training)	As needed. Terms are typically 2 years. *1st year for current Board parliamentarian – Vincent Castano*
Board survey of staff for EL III monitoring	Every two years. Last conducted in spring 2025; next survey to be scheduled in spring 2027.
Executive compensation benchmarking review	Every three years. Last completed in spring 2022; paused in 2025.
Review of contract with auditor. May include RFP for new auditor or extending contract with current auditor. (Board Treasurer – w/ CFO)	Every 3-4 years, depending on contract length. *Current contract in place thru FY 2027 audit (in 2028).*