

# **New York State School Counselor Association GOVERNING POLICIES**

## **GOVERNANCE PROCESS POLICIES**

The purpose of the board, on behalf of stakeholders, is to see to it that the New York State School Counselor Association (1) achieves what it should and (2) avoids unacceptable actions and situations. The Board refers to all elected and appointed officers, standing and ad-hoc committee chairpersons and liaisons.

### **Article I: Governing Style**

The board shall govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) collective rather than individual decisions, (5) future rather than past or present, and (6) proactivity rather than reactivity.

- The Board shall cultivate a sense of group responsibility. The Board shall be responsible for excellence in governing. The Board shall be the initiator of policy, not merely a reactor to staff initiatives. The Board shall use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board shall allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
- The Board shall direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives about ends to be achieved and means to be avoided. The Board's major policy focus shall be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.
- The Board shall enforce upon itself whatever discipline is needed to govern with excellence. Discipline shall apply to matters such as attendees, preparation, policymaking principles, respect of roles, and ensuring continuance of governance capability. Continual Board development shall include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement. The Board shall monitor and discuss the Board's process and performance at each meeting. Self-monitoring shall include comparison of Board activity and discipline to policies in the Governance Policies and By-Laws.

## **Section A. Ground Rules for Board Meetings**

Governing Board Members shall abide to the following rules during Board Meetings:

1. Focus on ends policies.
2. Stay open to input and new ideas; be willing to move your position.
3. Agree on what important words mean and ask for clarification.
4. Challenge assumptions and preconceived notions; encourage the expression of dissent at Board meetings.
5. Listen in order to understand.
6. Bring disagreements to the meeting.
7. Base decisions on parameters that include monitoring data, the Ends Policies and other relevant data.
8. Treat other Board members with respect, courtesy, fairness and good faith.
9. Be brief, no war stories, don't repeat.
10. Focus on *what* is right, not *who* is right.
11. Respect confidentiality of Board meeting discussions, with exceptions agreed upon by the Board.
12. Respect confidentiality of Board decisions until those decisions are formally adopted by the Board, with exceptions agreed upon by the Board.

## **Section B. Board Dispute Resolution Process**

The Board is responsible for holding itself accountable for its actions, including actions taken by individuals that may undermine the efforts of the organization, the Board or other individuals. The Board shall use the following process to resolve disputes. A Board member who perceives a problem or concern shall discuss it privately with the individual(s) involved. When a Board member is approached with a problem regarding another Board member, he/she should redirect the conflict to the person involved.

If a private discussion does not yield satisfactory results, an attempt shall be made to secure a mutually agreed-upon Board member(s) to serve as mediators(s).

If the issue is not resolved through mediation, the matter shall be brought before the whole Board and should not be discussed with others.

If an issue is brought to the Board, the disputants shall provide a written explanation that addresses:

- Problem, issue or concern in question
- Behavior by an individual or group of Board members that exhibited the problem or issue
- Consequence of the behavior
- Impact on the organization and to the Board, specifically, does it hurt the organization, does it hinder the effectiveness of the Board or is it a personal issue outside the bounds of the Board.

The Board shall

- Review written explanations
- Offer the disputants an opportunity to state what they are willing to do to resolve the problem
- Make/offer suggestions for possible resolution to problem
- Give disputants further opportunity to resolve the problem.

If a resolution still cannot be reached, the Board shall collectively agree on a course of action to address the problem, issue or concern, using the FRISK model.

Fact: State the facts of the action or event that occurred.

Rule: State the rule or policy that the action or event violated.

Impact: State the impact of the action or event on the Association.

Suggestion: Suggest ways that the person should act to avoid or handle similar issues or situations in the future.

Knowledge: Provide any knowledge, assistance or training the person may need to carry out the suggestions.

After an issue has been resolved, the Board shall collectively agree on measures to prevent the problems from recurring in the future or a course of action to address the problem if it recurs.

The Board shall ensure that due process is afforded to all parties throughout dispute resolution proceedings. The Board shall handle/address disputes in Executive Session.

## **Section C. Board Members' Code of Conduct**

### **1. Ethics**

Board members must adhere to the ASCA Ethical Standards for School Counselors.

### **2. Loyalty**

Board members must represent unconflicted loyalty to the interests of the Association. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.

### **3. Conflicts of Interest Policy Statement**

Board Members must avoid conflict of interest with respect to their fiduciary responsibility.

#### **a. Purpose**

The purpose of a conflict-of-interest policy is to protect an organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest.

#### **b. Definitions**

##### **1. Interested Person**

An Interested Person is any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect Financial Interest, as defined below.

##### **2. Financial Interest**

A person has a Financial Interest if the individual has, directly or indirectly, any actual or potential ownership, investment, or compensation arrangement with any entity that conducts transactions with New York State School Counselors Educational Foundation, Inc.dba NYSSCA.

A Financial Interest is not necessarily a conflict of interest in all cases. Under Article III, Section 2 of IRS Form 1023, a person with a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **c. Procedures**

##### **1. Duty to disclose**

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board-delegated powers considering the proposed transaction or arrangement. In an effort to aid such disclosure, each member (board, committee,

or staff) shall complete a conflict-of-interest questionnaire as circumstances warrant, but no less frequently than annually.

## 2. Determining whether a conflict of interest exists

The board shall review each member questionnaire and any other disclosures regarding the Financial Interests of its members. After disclosure of the Financial Interest, the Interested Person shall leave the board meeting while the remaining board members discuss and vote on whether a conflict of interest exists.

## 3. Procedures for addressing the conflict of interest

After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not produce a conflict of interest. The Interested Person shall not be present in the room during the determination.

If an alternative transaction or arrangement is not possible, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interests of the organization, for its own benefit, and fair and reasonable. Based on these determinations, the board or committee shall make its decision on whether to enter into the transaction or arrangement.

## 4. Disciplinary action

If the committee has reason to believe an individual has failed to disclose actual or potential conflicts of interest, it will inform the member and allow him/her to explain the alleged failure to disclose. If the committee still has reason to believe a conflict of interest exists after the alleged conflict is explained, it will take corrective action.

## **4. Group Authority**

Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies and the By-Laws.

## **5. Interaction with the Public**

Board members' interaction with the public, press or other entities must recognize the same limitations and the inability of any Board member to speak for the Board except to repeat stated Board decisions.

## **6. Confidentiality**

Members will respect the confidentiality appropriate to issues of a sensitive nature.

## **7. Position Identification**

Board members will not identify their position on the NYSSCA Board when endorsing products, services, programs, organizations or individuals.

## **Article II: Governance Structure**

### **Section A: Annual Membership Meeting**

The Annual Membership Meeting, as mandated by the By-laws, shall serve as the highest governing body of the New York State School Counselor Association.

- a. The Annual Membership Meeting shall be held in conjunction with the NYSSCA Annual Conference each year.
- b. The President of the Association shall preside at the Annual Membership Meeting. In the absence of the President, the President Elect shall preside.
- c. Only members of the Association may vote on matters at the Annual Membership Meeting. Non-members may be allowed to address the Meeting at the discretion of the President.

### **Section B: Governing Board**

The Governing Board shall serve as the board of directors of NYSSCA. The principal duties of the Governing Board shall be to set policy and to give direction to the Association.

1. The Board shall produce the link between the organization and the ownership.
2. The Board shall produce written governing policies that, at the broadest levels, address each category of organizational decision.
3. Each member of the Governing Board shall be a member of NYSSCA in good standing.

### **Section C. Board Member's Roles**

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. Board members shall strive to:

- a. speak with one vision and one voice
- b. ensure that NYSSCA supports school counselors
- c. give back to NYSSCA

- d. help future generations of school counselors
- e. advocate for the profession and the Association
- f. provide direction to officers
- g. ensure that the Association remains viable
- h. bring issues from constituents
- i. be knowledgeable about NYSSCA's bylaws, policies and Board decisions and communicate, clarify and support them to constituency
- j. support the fulfillment of NYSSCA's vision
- k. support the continuous improvement of the Association
- l. attend all Governing Board meetings
- m. represent school counselors
- n. identify and encourage future leaders

## **1. President**

The President ensures the integrity and fulfillment of the Board's process and represents the Association to outside parties. A President who does not retire, but ceases to be employed as a professional school counselor, director of guidance/student services, counselor educator or a comparable position in the school counseling profession as determined by the Board, may be asked to resign. Specific responsibilities of the President include the following.

- a. Perform duties as directed by the Bylaws, Annual Membership Meeting and Governing Board in accordance with NYSSCA's Strategic Plan.
- b. Preside at all meetings of the Governing Board and the Annual Membership Meeting.
- c. Coordinate with the other officers to represent NYSSCA at meetings and conferences of other organizations and with media at the national, state, and local levels.
- d. Submit Leadership Reports to the Governing Board.
- e. Contribute to the annual report submitted to the Annual Membership Meeting.
- f. Write articles for each issue of NYSSCA publications as requested.

- g. Plan additional professional development activities to be offered as Past-president.
- h. Coordinate the agenda and the working papers for the Annual Membership Meeting and Governing Board meetings.
- i. Serve as official liaison with the American School Counselor Association, submitting all reports, grant, and award applications on NYSSCA's behalf.
- j. Promote the *New York State Comprehensive School Counseling Program*.

## **2. President-Elect**

The President-Elect fulfills the President's obligations in the President's absence and prepares to assume the office of President. A President-Elect who does not retire but ceases to be employed as a professional school counselor, director of guidance/student services, counselor educator or a comparable position in the school counseling profession as determined by the Board, may be asked to resign. Specific responsibilities of the President-Elect include the following.

- a. Perform such duties as may be directed by the Bylaws, Annual Membership Meeting and the Governing Board.
- b. In the absence of the President, assume the role of the President with all of its authority and responsibility.
- c. Prepare for Presidential year.
- d. Coordinate with other officers to represent NYSSCA at meetings and conferences of other organizations and with media at the national, state, and local levels.
- e. Submit Leadership Reports to the Governing Board.
- f. Contribute to the annual report submitted to the Annual Membership Meeting.
- g. Promote the *New York State Comprehensive School Counseling Program*.

## **3. President-Elect-Elect**

The President-Elect-Elect fulfills the President-Elect's obligations in the President-Elect's absence and prepares to assume the office of President-Elect. A President-Elect-Elect who does not retire but ceases to be employed as a professional school counselor, director of guidance/student services, counselor educator or a comparable position in the school counseling profession as determined by the Board, may be asked to resign. Specific responsibilities of the President-Elect-Elect include the following.

- a. Perform such duties as may be directed by the Bylaws, Annual Membership Meeting and the Governing Board.



- b. In the absence of the President-Elect, assume the role of the President-Elect with all of its authority and responsibility.
- c. Prepare for Presidential year.
- d. Coordinate with other officers to represent NYSSCA at meetings and conferences of other organizations and with media at the national, state, and local levels.
- e. Submit Leadership Reports to the Governing Board.
- f. Contribute to the annual report submitted to the Annual Membership Meeting.
- g. Chair association Finance Committee
- h. Promote the *New York State Comprehensive School Counseling Program*.

#### **4. Immediate Past President**

The Immediate Past President provides historical perspective and guidance to the Board. Specific responsibilities of the Immediate Past President include the following.

- a. Perform such duties as may be directed by the Bylaws, Annual Membership Meeting or the Governing Board.
- b. Chair the Nominations and Elections Committee.
- c. Chair the Awards Committee.
- d. Coordinate with other officers to represent NYSSCA at meetings and conferences of other organizations and with media at the national, state, and local levels.
- e. Submit Leadership Reports to the Governing Board.
- f. Contribute to the annual report submitted to the Annual Membership Meeting.
- g. Advise the Governing Board regarding Policy Governance.
- h. Promote the *New York State Comprehensive School Counseling Program*.

#### **5. Level Vice Presidents**

Level Vice Presidents shall be elected for two-year terms to represent professional school counselors in Elementary, Middle/Junior High, Secondary, Directors of Guidance and Counseling, and School Counselor Educators settings. A Level Vice President who does not

retire but ceases to be employed as a school counseling professional at the work setting level that he or she represents may be asked to resign.

Specific responsibilities of Level Vice Presidents include the following.

- a. Perform duties as directed by the Bylaws, Annual Membership Meeting or Governing Board.
- b. Represent the interests, needs, and concerns of school counselors in respective work level settings.
- c. Generate interest in activities within respective work level settings.
- d. Coordinate with other officers to represent NYSSCA at meetings and conferences of other organizations and with media at the national, state, and local levels.
- e. Submit Leadership Reports to the Governing Board.
- f. Contribute to the annual report submitted to the Annual Membership Meeting.
- g. Write articles as appropriate for NYSSCA publications.
- h. Facilitate level-sharing sessions at annual conference.
- i. Participate in NYSSCA's Governing Board listserves.
- j. Participate in NYSSCA's social networking opportunities.
- k. Promote the *New York State Comprehensive School Counseling Program*.

## **6. Regional Governors**

Regional Governors shall be elected for three-year terms to represent professional school counselors in NYSSCA's ten (10) regions. A Regional Governor who moves to another region or does not retire but ceases to be employed as a professional school counselor, director of guidance/student services, counselor educator or comparable position in the school counseling profession as determined by the Board may be asked to resign. Specific responsibilities of Regional Governors include the following.

- a. Perform such duties as may be directed by the Bylaws, Annual Membership Meeting, or Governing Board.
- b. Act as special liaisons to the local associations within his/her region, keeping the association presidents informed of Governing Board actions and other issues
- c. Coordinate with other officers to represent NYSSCA at meetings and conferences of other organizations and with media at the national, state, and local levels.
- d. Represent the interests, needs, and concerns of the respective region, soliciting input from members within their regions.
- e. Communicate the policy and concerns of NYSSCA to the region's counselors.
- f. Provide NYSSCA visibility and increase NYSSCA membership.
- g. Promote NYSSCA and the role of professional school counselors to graduate programs within the region.
- h. Organize, promote, and support professional development activities at least once a year within the region.
- i. Submit Leadership Reports to the Governing Board.
- j. Contribute to the annual report submitted to the Annual Membership Meeting.
- k. Write articles as appropriate for NYSSCA publications.
- l. Promote the *New York State Comprehensive School Counseling Program*.

## **Article III: Committees**

Board committees, when used, shall be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board. Chairpeople of the various committees are expected to attend all Governing Board meetings.

### **Section A: Appointments**

The President shall annually appoint the Chairpersons and members of standing committees and ad-hoc committees, unless otherwise provided for in the by-laws. The Governing Board at its next meeting shall approve such appointments. Any appointed committee members, who do not fulfill the responsibilities of their office or represent the goals and policies of NYSSCA, can be removed at any time by the President.

### **Section B.: Standing Committees**

#### **1. Awards**

The Immediate Past-president shall chair the Awards committee. This committee shall be responsible for:

- a. Coordinating NYSSCA's annual awards program. These awards are issued each year at the annual conference.
- b. Coordinating and completing all nominations to the American School Counselor Association's awards program.
- c. Coordinating the Graduate Student Award program.

#### **2. Conference**

The Conference committee is responsible for organizing NYSSCA's annual conference.

#### **3. Finance**

NYSSCA's Finance committee shall be responsible for ensuring the immediate and long-term financial stability of the Association. The duties of this committee are outlined in the Association's Financial Policy.

#### **4. Government Relations**

The Government Relations committee shall be the Association's advocacy arm. This committee shall:

- a. Identify political issues influencing professional school counseling and the Association.
- b. Develop an advocacy plan to affect the above-mentioned issues.
- c. Implement said plan

- d. Educate members and other practicing school counselors on above mentioned issues and methods for affecting those issues.

### **5. Liaisons Committee**

This committee is responsible for communicating with other professional associations, local school counseling associations and other associations with common stakeholders and interests. The chair is NYSSCA's primary representative to such groups, e.g, the New York State Council of Educational Associations (NYSCEA)

### **6. Membership**

The Membership committee is responsible for maintaining NYSSCA's membership roster, communicating with members regarding their membership status, and recruiting new members.

### **7. Newsletter**

The Newsletter committee coordinates the Association's primary method of communicating with members, *The New York State School Counselor*. The chair of this committee serves as Newsletter Editor.

### **8. Nominations and Elections**

The Nominations and Elections Committee oversees the election of NYSSCA's Governing Board members as outlined in the Association's By-laws and Nominations & Elections Policies. The Immediate Past-president chairs this committee.

### **9. Position Papers**

Position papers are the Association's means of communicating its opinion on issues of importance to the profession. This committee:

- a. Surveys members on topics of interest
- b. Drafts position papers
- c. Presents papers to Governing Board for approval
- d. Upon approval, presents papers to Annual Membership Meeting for approval
- e. Distributes papers for use by members

### **10. Publications**

This committee oversees the publication of any publications and documents the Association offers to members and other school counselors. The committee:

- a. Coordinates the writing of documents
- b. Arranges publication of documents
- c. Sells or distributes documents
- d. Warehouses documents

### **11. Public Relations**

This committee promotes the Association and professional school counseling. The committee:

- a. Develops PR materials for member use
- b. Promotes NYSSCA activities to members and other school counselors
- c. Coordinates National School Counselor Week in New York State

## **12. Technology**

The Technology committee coordinates Association efforts to utilize the latest technology in service to the profession. This committee:

- a. Designs the Association's websites
- b. Coordination of electronic communication.
- c. Develop new methods for technology utilization

## **13. Data**

The Data Committee coordinates Association efforts to utilize the latest methods and research in service to the profession. This committee:

- a. Gathers data from members and various other sources that support the school counseling profession.
- b. Use this data to show the efficacy of school counseling as it relates to positive student outcomes.

## **14. By-Laws**

The By-Laws Committee reviews the Association By-Laws and Policy documents as needed and assists in reviewing By Laws amendments that have been proposed.

## **15. Personnel Committee**

The Personnel Committee shall review the work of any paid (either stipend or salary) board members on an annual basis. This committee shall also make recommendations regarding retention of the members in these positions. This committee is also responsible for advertising, interviewing and selection for open positions.

## **16. Strategic Planning Committee**

The Strategic Planning Committee shall review the Strategic Plan annual and lead the Board through a revision every 5 years. This committee shall also draft the annual work plan for presentation to the Board.

### **Section C. Ad-hoc Committees**

The President with the majority consent of the Governing Board creates ad-hoc committees. These committees shall be created for a limited purpose and limited time.

### **Section D. Liaisons**

Liaisons are appointed by the President to act as an ongoing contact with another organization or population. Liaisons:

- a. Network with their represented population
- b. Promote the Association
- c. Recruit members from their represented populations

## **Article IV: Cost of Governance**

Because poor governance costs more than learning to govern well, the Board shall invest in its governance capacity.

### **Section A. Meetings**

*NYSSCA Governance Policy Procedures*

*Approved October 2004*

*Amended 10/18/2008, 10/2/2010, 8/16/2014, 2/7/2015, 2/7/2016*

1. The Governing Board shall meet at least four times each year: Summer (1<sup>st</sup> Meeting of the new Fiscal Year), Fall (September/October), Winter (January/February), and Spring (May). Other meetings may be held at the call of the president or of a majority of the Governing Board
2. All meetings of the Governing Board, except executive sessions, shall be open to any Association member. Copies of the minutes of all meetings of the Governing Board shall be distributed to members of the Board within thirty (30) days after the close of the meeting and shall be available to members upon their request.
3. Governing Board members submit a leadership report for all scheduled meetings, except for the summer meeting which includes Board Training. Relevant agenda items and contact meeting reports should be submitted at the same time as the leadership report as listed in the master calendar. A summary leadership report should be submitted for inclusion in the working papers of the Annual Membership Meeting.
4. Governing Board members shall attend all Governing Board meetings, NYSSCA's annual conference and other events as requested by the President.