

Report of the

GOVERNANCE REVIEW COMMITTEE

Presented to the PSBA Board of Directors
July 2011



Introduction

The report and recommendations that follow are the culmination of 18 months of concerted effort reflecting the best thinking of the Governance Review Committee (GRC) and the professional nonprofit organization consultant contracted to facilitate the review process. The GRC could not have succeeded in completing its work without the full cooperation, support and assistance of the Pennsylvania School Boards Association (PSBA) executive director, key members of the PSBA staff, and current and former officers of the association.

Founded in 1895 and originally established as the Pennsylvania State School Directors Association (PSSDA), PSBA is the first association of school directors in the nation; by amending its charter in 1962 the association adopted articles of incorporation which renamed the association as Pennsylvania School Boards Association Inc., and merged with the Pennsylvania Association of School Board Secretaries to form “one strong united body.” At the association’s annual convention held in Pittsburgh that year, additional action was taken to permit the “joining” of other Pennsylvania associations/groups, whose common interest is public education, to form a “flexible organization through an interlocking directorship which would place (PSSDA) representatives on Departmental Boards and Department representatives on the (PSSDA) Board.” PSBA member entities include 498 public school districts, 27 intermediate units, 86 career and technical centers, community colleges and others. With more than 4,500 individual members, at least six affiliate associations each with large memberships of their own, a paid professional staff and support staff numbering approximately 150 and an annual budget exceeding \$24 million, PSBA is clearly a large and complex organization. Effective leadership and diligent governance are essential to the association’s success in realizing its stated mission.

Continuing the tradition of specially appointed *ad hoc* committees and task forces, the Board of Directors (BOD) in April 2009 agreed the executive director should draft a comprehensive governance review plan, which was presented for review by the association BOD at its annual retreat in July 2009 (*Exhibit A*). The BOD reviewed, discussed, modified and officially approved the plan (*Exhibit B*; October 2009) as consistent with and an extension of leadership goals reflected in the PSBA Strategic Plan for fiscal years 2007-2012 (*Exhibit C*).

Nominations for membership on the Governance Review Committee (GRC) were solicited at the association’s annual School Leadership Conference (October 2009) and reviewed by association officers in November 2009 to select the committee chair. Subsequent that action, the chair and three officers (president, president-elect and first vice-president) were charged to select, from those association members nominated, candidates for the GRC to be appointed by the BOD at its January 2010 meeting. In addition, the chair and four members of the BOD were charged with reviewing requests for consultancy proposals and establishing an interview schedule for the purpose of recommending a professional nonprofit organization consultant/facilitator to assist the GRC in its review and to be approved for contracting by the BOD at its January 2010 meeting. From a pool of 28 school directors, 12 were chosen to join the chair establishing the 13-member GRC representing statewide diversity and a broad range of experience with PSBA. Four professional consultants were interviewed and the recommended candidate was the unanimous choice of the interview team. The GRC members were appointed and the consultant contract awarded following BOD action (January 2010). The membership of the GRC (*Exhibit D*) and a complete listing of the committee’s meetings (*Exhibit E*) are attached to this report.

Although the plan adopted by the PSBA BOD called for a comprehensive review of all matters affecting the governance of the association, the executive committee subsequently decided to address the association's insurance entities separately. In November 2010, the BOD voted to combine the memberships of the governing bodies of the Insurance Trust, School Claims Service LLC and School Boards Insurance Company of Pennsylvania. This consolidation, which took effect in 2011, was initiated in order to enhance communications and to reduce duplicative reporting. Its effectiveness is being monitored and further changes will be proposed, as necessary.

The governance review reported herein is clearly a logical extension of previous self-reflective work conducted within the association, most notably the efforts of the Membership Participation Task Force, (concluded in July 2008), which resulted in a strengthening of the association structure within its 15 regions at the local level and a concomitant redistribution of some of the important work of the association in a less centralized manner. At the local board level, roles and responsibilities of PSBA liaisons were redefined and expanded; regional subdivisions reconsidered resulting in an increase (in most instances) in areas within regions with identified assistant regional directors. Regional directors and cabinets now are charged with formulating detailed annual Regional Activity Plans and submitting budget requests to the PSBA BOD and staff in support of those plans. It follows that a restructuring of the association at the "ground" or local level could result in a restructuring of the organization at other levels as well. A telling observation reported by the Membership Participation Task Force appears on page 3 of that group's final report (July 2008): "Based on feedback from virtually every region, the Board of Directors discussed how to create a structure that would support regular interaction and communication between and among school entities and their state organization. Changing the number of regions was not considered a viable option, since that would make the PSBA board – already larger than in many associations at 28 members – unwieldy in size." The quote foreshadows one of the major recommendations of the GRC, specifically a restructuring of the governing board of the association.

Early Work

Prior to the convening meeting of the GRC, PSBA staff established a secure Internet website accessible only to GRC members, the contracted consultant, and select officers and staff of the association in order to facilitate resource sharing and communication within the statewide GRC (January 14, 2010). There are 72 reference documents available to the GRC via the website, in addition to hard copy handouts (for example, the current PSBA Statewide Structure), that members of the GRC have utilized to provide background, clarify existing practice, offer alternatives and generally guide their thinking as the governance review has progressed. The initial cache of website documents and links included the Governance Review Plan, Report of the Membership Participation Task Force, *2010 Articles of Incorporation and Bylaws* (published by PSBA, December, 2009), *Governance for Non-profits* (published by the Society of Corporation Secretaries and Governance Professionals, 2007) and a list of previously conducted PSBA membership surveys. As the work of the GRC progressed, additional documents including BOD meeting agendas and minutes, PSBA policies and procedures, PSBA standing committee minutes, etc., were added as requested.

The GRC officially convened in Mechanicsburg February 20, 2010. The work in this initial meeting encompassed introducing the GRC and consultant to one another, orienting the group to its charge and work, receiving an overview of PSBA (its articles of incorporation, bylaws and structure), explaining the "governance through policy" dynamic and considering the scope of the review (including information gathering strategies, target groups/key informants,

and scope and level of questions appropriate to the review). Individual member expectations for participating on the GRC were shared, and broad roles and responsibilities congruent with the GRC plan identified. Significantly, the members committed to a climate and culture for the duration of the review characterized by six principles: objectivity, mutual respect, no provincialism, active engagement, informed/qualified opinions and prudent transparency. While initial questions concerning what to learn, whom to ask and how to seek information were posed, no clear path was identified.

Between February 20 and July 10, 2010, the GRC met two additional times in Mechanicsburg and held two full-committee conference calls in order to shape the process for the review and prepare a progress report for presentation to the BOD at its annual summer retreat (*Exhibit H*). The presentation highlighted the work of the GRC, afforded the BOD a first view of the initial recommendations the committee would submit, and included a request that the calendar and time allotted for completion of the review be modified and extended. A more detailed draft of GRC recommendations (phase one) was discussed with the BOD at its September 2010 meeting, refined and formally presented to and approved by the BOD at its November 2010 meeting.

Subsequent Efforts

Following the November 2010 BOD meeting, the GRC continued to meet both face-to-face and via conference call in order to address the larger issues of recommending a resizing of the PSBA governing board, redefining the BOD Executive Committee, redistributing and better utilizing/supporting the resources of the PSBA regional membership and affiliate associations, reviewing the PSBA officer/leadership selection process and service expectations; lastly, combining/replacing already-existing large membership activities to establish an annual Delegate Assembly of the association. Consistent with the first year's practice, the GRC also made "preview" presentations to the Executive Committee and the BOD, the most recent occurring in April 2011 (*Exhibit I*). In fact, updates were presented at each board meeting throughout the review.

The process employed by the GRC in formulating both the "phase one" and "phase two" recommendations was a deliberative and arduous one. In addition to appropriate association and reference materials (e.g., *Exhibits J* and *K*), the consideration of each issue was grounded in reviewing current and best practice (this often entailed previewing relevant documents in advance of meetings and/or reviewing those documents during deliberations). So-prepared, committee deliberations were initiated via appropriate activities employed by the facilitator or suggested by the chair. The executive director, select 2011 officers (immediate past president, president and president-elect) and PSBA staff members attended face-to-face meetings and participated in conference calls as guests and resources to the GRC by invitation. As deliberation progressed, issues were frequently addressed in small working groups (*Exhibit F*), brought back to the full committee for discussion and debate (often including presentations of issues with the requirement that the presenting group or individual include the pros and the cons of their position on the issue), then summarized by the committee as a whole. On many occasions, a meeting was concluded with the request that committee members consider the issues for a period of time, then offer additional thoughts following the reflection period (days to weeks). This "percolation" process seemed to add clarity to the issues and smooth the path towards consensus for the whole group. Throughout the entire process, the GRC remained loyal to its charge and the association; clearly understood the distinctions between recommending, approving and implementing change; and maintained strict confidentiality concerning the issues being considered and the options entertained prior to arriving at its

recommendations. As noted above, several presentations were made to the BOD (*Exhibit G*) wherein preliminary glimpses of GRC recommendations were included to inform the board of the issues under consideration, obtain feedback, and collect questions and suggestions. The BOD responses were then taken to the GRC to assist the committee in shaping the recommendations that are submitted with this report.

Recommendations

Nineteen formal recommendations were developed by the GRC. Twelve recommendations were formulated in working groups of the committee, then discussed, refined and forwarded by the committee as a whole (identified as GRC A-1, GRC B-1, etc.); seven formulated, discussed and forwarded by the whole committee (identified as GRC WC-1, GRC WC-2, etc.). In addition, a diagram depicting how the major bodies of the association relate to one another under the proposed new leadership structure (figure 1) was developed and presented, first to the Executive Committee (January 21, 2011) and subsequently to the BOD (April 16, 2011). The recommendations, including underlying rationale and approval status, follow in a standardized format.

A new, inclusive and expanded leadership structure for PSBA

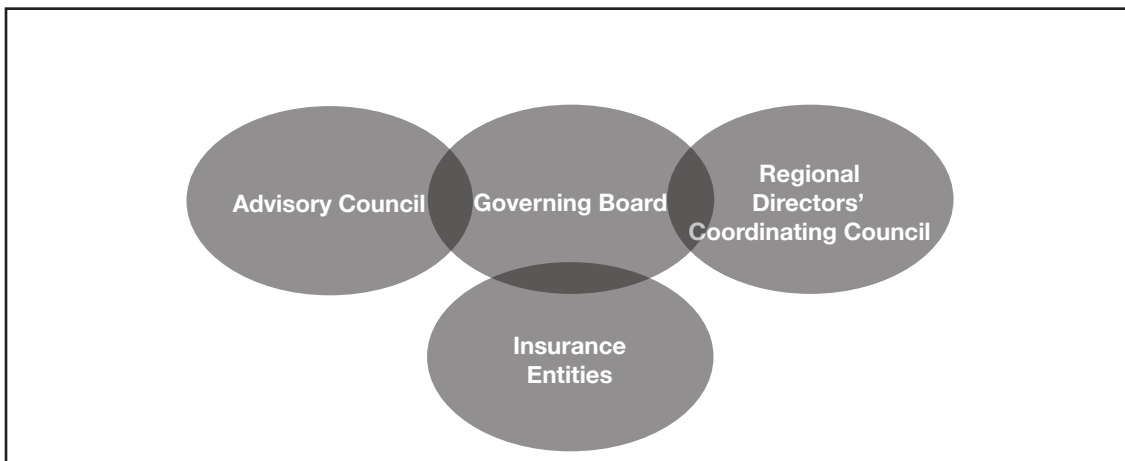


Figure one

PHASE ONE RECOMMENDATIONS

Bylaws Calendar Recommendation (GRC A-1)

Recommendation: *Amend the calendar for proposing amendments and changes to the association bylaws as indicated in the following suggested timeline.*

Rationale: A calendar shift to better conform to the schedule for the annual Board of Directors retreat and expand by three months the window for recommending bylaws amendments to the Bylaws Committee for review.

Relevant History: The PSBA Strategic Plan (which can impact the association bylaws) is routinely reviewed by the BOD at its annual retreat; the revised calendar will better align reviewing and approving the Strategic Plan and bylaws amendments/changes prior to the Association's annual meeting.

Codifying Bylaws: Bylaws, Article V, Section 6.B and C (page 18) and Article XII, Sections 4, 6 and 7 (pages 28 and 29).

Applicable Policy/Procedure: None noted.

Necessary Action: *Amend* bylaws as suggested below.

Recommended by PSBA GRC: October 15, 2010.

Forwarded to PSBA Board of Directors: November 13, 2010, and approved; BOD referred to Bylaws Committee, which approved at its March 26, 2011, meeting.

Bylaws Calendar

- Proposed amendments and bylaws changes must be submitted to the Bylaws Committee prior to June 1 of each year (Revises Article XII, Sections 2 and 3).
- The Bylaws Committee meets prior to June 30 of each year to review and consider proposed amendments to Association bylaws (Revises Article V, Section 6.C; Article XII, Section 3).
- The Committee reports to the Board of Directors by July 1 outlining all suggested bylaws amendments and changes with the Committee's recommendations (Revises Article V, Section 6.C; Article XII, Section 4).
- The Board of Directors publishes approved bylaws amendments and changes at least 30 days prior the annual meeting of the Association (Revises Article XII, Section 6).
- Bylaws amendments and changes so processed will be adopted by a two-thirds "aye" vote of the quorum of the membership attending the business session of the Association annual meeting (typically October of each year) (Revises Article XII, Section 7).

Bylaws Committee Recommendation (GRC A-2)

Recommendation: *Conduct a comprehensive review of the association bylaws at least every three years.*

Rationale: Will ensure that bylaws language is consistent throughout, remove and/or replace archaic terminology and shift committee towards a more proactive posture. Should the association continue to authorize standing and ad hoc committees through its bylaws, the role of the Bylaws Committee could be expanded to include a regularly scheduled (e.g., biennial) review of the performance, viability and need for each of its committees.

"Regardless of the role of standing or ad hoc committees, their effectiveness can be improved by making sure that each one understands its mandate. An excellent way to achieve this is to create written charters for each committee. Some organizations include these charters in their bylaws."

Relevant History: Per the current stated charge (Article V, Section 6.B) the Bylaws Committee functions when called by the chair to consider amendments to the bylaws.

Codifying Bylaws: Article V, Section 6 (page 18); Article XII (pages 28 and 29).

Applicable Policy/Procedure: PSBA Policy 305 Guidelines for Appointments to Bylaws Committee adopted 1980 and revised 2007; 307 Attendance by Members of PSBA to Committee Meetings, adopted 1992. (Policy 307 distinguishes appearing before and presenting bylaws proposals or changes (as well as personal views and positions) to the Committee from participation in Committee discussions and voting).

Necessary Action: *Amend/add* to the stated charge of the committee appearing in Article V, Section 6 of the bylaws.

Recommended by PSBA GRC: October 15, 2010.

Forwarded to PSBA Board of Directors: November 13, 2010, and approved; BOD referred to Bylaws Committee, which approved at its March 26, 2011, meeting.

Annual Conference Committee Recommendation (GRC B-1)

Recommendation: *Remove “committee” designation and specify “assist with the planning of the Annual Conference” as a routine function of the association’s Board of Directors.*

Rationale: Accurately describes the current practice of the BOD.

Relevant History: Practice described in bylaws, (charging association Executive Committee of the BOD with planning and administering the program of the annual convention), originated in an era when the association BOD had a more operational role. With the addition of talented professional staff with expertise in conference planning and the development of the conference to include a robust educational leadership symposium and exposition emphasis, the BOD role has shifted from operational to oversight.

Codifying Bylaws: Article V, Section 1.B.2 (page 16).

Applicable Policy/Procedure: Not specified.

Necessary Action: *Amend* bylaws.

Recommended by PSBA GRC: October 15, 2010.

Forwarded to PSBA Board of Directors: November 13, 2010, and approved; BOD referred to Bylaws Committee, which approved at its March 26, 2011, meeting.

Credentials Committee Recommendation (GRC B-2)

Recommendation: *Clarify/specify committee composition and appointment process; specify committee member qualifications.*

Rationale: Enhance transparency.

Relevant History: A description of the current function of the committee appears in the “PSBA Committees Directory” (published annually).

Codifying Bylaws: Article V, Section 2 (page 16).

Applicable Policy/Procedure: Election of Officers Campaign and Election Policy, PSBA Policy 108, Section 7.b, adopted 1988 and revised 2007.

Necessary Action: *Review* the bylaws, clarifying committee membership and also *amend* Article V, Section 2.A.4 (reference to Article IV, Section 4, subsection O; *amend* to read ‘subsections N, O and P’ to be internally consistent).

Recommended by PSBA GRC: October 15, 2010.

Forwarded to PSBA Board of Directors: November 13, 2010, and approved; BOD referred to Bylaws Committee, which approved at its March 26, 2011, meeting.

Policy Review Committee Recommendation (GRC B-3)

Recommendation: *Clarify committee membership; establish schedule for periodic review of all association policies (at least every three years).*

Rationale: Similar to Bylaws Committee recommendation, will expand committee role to include a proactive oversight of internal policies and procedures and ensure that not only are necessary policies introduced when needed but outdated and no longer relevant policies are retired. The goal is to ensure the relevance, viability and soundness of association policies.

Relevant History: Current practice (as reflected in Policy Review Committee minutes) suggests that the committee expressly functions to review newly proposed policies and/or revisions to existing policies as specified and charged by the association BOD.

Codifying Bylaws: Article IV, Section 5.B.3 (page 15).

Applicable Policy/Procedure: 100. PSBA Policy on Policy, adopted 2003 and revised 2007; 100.1. PSBA Policy Adoption Procedures, adopted 1998 and revised 2007

Necessary Action: *Review and amend* bylaws; *word* the Committee “charge” to specify that the Committee functions to evaluate and review proposed policies prior to their formal adoption and to conduct regularly scheduled reviews of all existing/‘in effect’ policies.

Recommended by PSBA GRC: November 12, 2010.

Forwarded to PSBA Board of Directors: November 13, 2010, and approved; BOD referred to Bylaws Committee, which approved at its March 26, 2011, meeting.

Finance Committee Recommendation (GRC B-4)

Recommendation: *Establish separate Finance Committee to facilitate annual budget preparation and monitoring; specify that Finance Committee members possess finance experience and fiscal acumen.*

Rationale: Conforms to current best practices and complies with current Nonprofit Corporation Law.

“A board that is able to separate its various financial tasks among individual committees or task forces is in a better position to focus on key duties for each. Segregation of duties allows the board to benefit from specific skills that exist on the board. Equally, it provides for added accountability where oversight for financial management and independent audit are fully detached.”

Financial Committees, BoardSource, 2004

Relevant History: Currently a function of the association Executive Committee of the BOD (see bylaws Article III, Section 2.B (page 9)); related policy adopted 1972, revised 1979 and reaffirmed 1984. A description of the current practice of the association appears in the “PSBA Committees Directory” (published annually).

Codifying Bylaws: Article V, Sections 1.B.3 and 1.B.4 (page 16).

Applicable Policy/Procedure: 505. Availability of Budget Details.

Necessary Action: Charter a Finance Committee clearly articulating financial oversight function, relationship with the BOD, respective roles and responsibilities of the BOD and the

Committee, and preferred qualities of Committee members.

Recommended by PSBA GRC: October 15, 2010.

Forwarded to PSBA Board of Directors: November 13, 2010, and approved. BOD referred to Bylaws Committee, which approved at its March 26, 2011, meeting.

Audit Review Committee Recommendation (GRC B-5)

Recommendation: *Designate as a standing subcommittee of the association Board of Directors.*

Rationale: To embrace current best practices and ensure compliance with regulatory statutes, for example, Sarbanes-Oxley Act of 2002.

“The trend is for members of audit committees to be “independent” board members (i.e. with no significant financial or other relationship to the organization), and to have substantial financial expertise (i.e., experience in reading financial statements and at least one member with an understanding of accounting principles and practices).”
Governance for Nonprofits, Society of Corporate Secretaries and Governance Professionals, 2007

Relevant History: Neither explicitly identified nor explicitly delegated in existing bylaws; current policy regarding audit reviews of existing accounts adopted 1973 and revised 2007. A description of the current practice of the association appears in the “PSBA Committees Directory” (published annually).

Codifying Bylaws: Article IV, Section 5.B.3 (page 15).

Applicable Policy/Procedure: 502.

Necessary Action: Amend bylaws; specify that the committee be chaired by a member of the association’s BOD and include two members of the association with prior experience in accounting practices and audit reviews. Specify that committee duties include recommending an external auditor, reviewing the association annual audit in detail and recommending audit approval to the association BOD.

Recommended by PSBA GRC: October 15, 2010.

Forwarded to PSBA Board of Directors: November 13, 2010, and approved; BOD referred to bylaws Committee, which approved at its March 26, 2011, meeting.

Forums Committees Recommendation (GRC C-1)

Recommendation: *Remove “committee” designation and redirect/incorporate functions to newly reorganized Region-Area plans and Ad Hoc Committees as appropriate.*

Rationale: With declining attendance at Forums meetings at the association Symposium for Educational Issues, annual School Leadership Conference and Legislative Advocacy Conference, coupled with the recent reconfiguration of areas of common interest within PSBA’s 15 regions, it appears the needs/issues that were once addressed through the Forums Committees are now being met via the new regional configuration and Regional Activity Plans.

Relevant History: Urban, Suburban and Rural School District Forums created by PSBA BOD action in 1993; Growing School District Forum added by action of PSBA BOD in 2005.

Codifying Bylaws: Article VI, Section 3 (page 19) and Section 4.E.1 (page 21)

Applicable Policy/Procedure: None noted.

Necessary Action: *Retire* Forums/*remove* from PSBA Statewide Structure organogram.

Recommended by PSBA GRC: October 15, 2010.

Forwarded to PSBA Board of Directors: November 13, 2010, and approved.

Buildings and Grounds Committee Recommendation (GRC C-2)

Recommendation: *Continue current practice; no changes recommended.*

Rationale: Review of committee meeting minutes suggests that this committee is appropriately structured, responsibly addressing its charge and serving the association well.

Relevant History: A description of the current practice of the association appears in the "PSBA Committees Directory" (published annually).

Codifying Bylaws: Article V, Section 3 (pages 16 and 17).

Applicable Policy/Procedure: PSBA Policy 301. Committee Service

Necessary Action: No action recommended.

Recommended by PSBA GRC: October 15, 2010.

Forwarded to PSBA Board of Directors: November 13, 2010, and approved.

Ad Hoc Committees Recommendation (GRC C-3)

Recommendation: *Continue the practice of establishing as needed, time-limited committees appointed from within the association membership to address emerging or enduring issues and other matters essential to the successful realization of the association's stated mission.*

Rationale: Review of committee meeting minutes suggests that this committee is appropriately structured, responsibly addressing its charge and serving the association well.

Relevant History: The association has benefitted from the success of several *ad hoc* efforts in recent history including, but not limited to, the PSBA Commission on Effective School Governance (2005), the PSBA Pension Study Commission (2007), the Membership Participation Task Force (2008) and the PSBA School Labor Relations Task Force (2009).

Codifying Bylaws: Article IV, Section 5.B.4 (page15).

Applicable Policy/Procedure: None noted.

Necessary Action: No action recommended.

Recommended by PSBA GRC: October 15, 2010.

Forwarded to PSBA Board of Directors: November 13, 2010, and approved.

PHASE TWO RECOMMENDATIONS

Governing Board Recommendation (GRC WC-1)

Recommendation: *Replace the current 28-member Board of Directors with an 11-member Governing Board (GB) comprised of five officers of the association, the chair and two vice-chairs of the proposed Regional Director's Coordinating Council (RDCC; GRC WC-4) and three others elected at large, one from within each of the association's broad geography (East, Central and West PA). GB collaborates on public education issues with a proposed diverse statewide Advisory Council (AC; GRC WC-5) represented on the GB by an ex-officio non-voting member who reports AC activities at each regularly scheduled GB meeting as a standing agenda item*

Rationale: The existing board size is cumbersome; seating 28 members inhibits communication, making information exchanges distant and impersonal. Decision-making gravitates towards executive committee meetings preceding many BOD meetings which then cover similar, if not the same, ground. Reducing board size will promote functioning as a governing team fulfilling the legal and fiduciary responsibilities of the association as a 501 (c) (4) nonprofit organization subject to the Sarbanes-Oxley Act of 2002; represented on Insurance Entities (IE) governing board(s).

Relevant History: The current board structure was established in 1962 with 22 voting positions specified and others ("one member from each of the other departments") to be added; from 1963 through 1988 board membership grew to its current 28 seats, including three non-voting positions.

Codifying Bylaws: Article III (pages 9 - 10); Article XI, Sections 1 and 2 (page 27).

Applicable Policy/Procedure: PSBA Policy 101 Board of Directors Expenses/Reimbursements, adopted May 16, 1969, revised October 4, 2007; PSBA Policy 102/511/611 Mileage Reimbursement for Association Business, adopted July 13, 1972, revised October 4, 2007; PSBA Policy 103 Code of Business Ethics and Conduct, adopted July 12, 2009; PSBA Policy 106/614 Employment of Board of Directors Members on PSBA Staff, adopted July 15, 1982, revised October 4, 2007; PSBA Policy 111 Publication of Board of Directors Minutes, adopted November 11, 1977, revised October 4, 2007; PSBA Policy 113 Executive Director Search Guidelines, adopted September 14, 1984, revised October 4, 2007; PSBA Policy 204 Board of Directors Member Policies, adopted July 19, 1979, revised April 26, 2009 (pertains to regional activities); PSBA Policy 807 NSBA Officers or Directors from Pennsylvania, adopted June 28, 2002.

Necessary Action: *Amend/add* to Section 1 of Article III of the bylaws, (Board) Composition; *review* the stated duties and powers of the Board appearing in Article III, Section 2 of the bylaws, Duties and Powers of the BOD, to ensure that the board governs in an open, transparent, consistent yet flexible manner.

Recommended by PSBA GRC: July 9, 2011.

Forwarded to PSBA Board of Directors: July 10, 2011.

Regional Directors' Coordinating Council Recommendation (GRC WC-4)

Recommendation: *Create a smaller forum to join together the association's 15 Regional Directors (RD); establish permanent voting seats on the PSBA Governing Board to be occupied by the chair and two vice-chairs of the council, elected from within the 15-member group. The Regional Directors' Coordinating Council (RDCC) reports its activities to the proposed Governing Board (recommendation WC-1) at each regularly scheduled board meeting as a standing agenda item.*

Rationale: Congruent with resizing the BOD, this action, if adopted, will bring the regions' leadership together to discuss issues and to share resources; to facilitate communication among RDs and to provide a forum for discussion of relevant and shared issues – and to identify issues to be brought to the governing board; to provide intentional access for the governing board to be in effective communication with the regions.

Relevant History: In addition to the comments appearing in recommendation GRC WC-1, a review of BOD agendas and minutes reveals that there is little time at present to adequately address issues that impact some adjoining regions of the association but do not necessarily affect the entire state (e.g., competing health care consortia, Marcellus Shale Formation gas and oil exploration, state and federal legislative concerns, etc.). The RDCC can facilitate strengthening the work of regional directors and retain their important presence on the GB (note that currently all 15 Regional Directors sit on PSBA's BOD).

Codifying Bylaws: Article VI (pages 18-22).

Applicable Policy/Procedure: PSBA Policy 101 Board of Directors Expenses/ Reimbursements, adopted May 16, 1969, revised October 4, 2007; PSBA Policy 102/511/611 Mileage Reimbursement for Association Business, adopted July 13, 1972, Revised October 4, 2007; PSBA Policy 103 Code of Business Ethics and Conduct, adopted July 12, 2009; PSBA Policy 204 Board of Directors Member Policies, adopted July 19, 1979, revised April 26, 2009 (pertains to regional activities).

Necessary Action: *Amend* Section 1 of Article III of the bylaws, (Board) Composition; *add* to Article VI, Section 4 Administrative Organization (Regions, Regional Directors and Regional Cabinets) a subsection defining the RDCC, describing its function(s) and prescribing how it relates to the recommended Governing Board.

Recommended by PSBA GRC: July 9, 2011.

Forwarded to PSBA Board of Directors: July 10, 2011.

PSBA Advisory Council Recommendation (GRC WC-5)

Recommendation: *Reconfigure and strengthen the vehicle through which PSBA partners with departments and affiliate organizations by establishing a robust collective of leading public education associations and community stakeholders. Broaden the current BOD and affiliate relationships with PSBA by establishing a prestigious Advisory Council of 15 to 20 members, including affiliate organizations currently serving on the PSBA BOD, PASBO, PASA, PDE (Secretary of Education or designee), etc. The Advisory Council is represented on the proposed Governing Board (recommendation WC-1) through one seat occupied by an ex-officio non-voting representative and reports its activities at each regularly scheduled board meeting as a standing agenda item. Conversely, the PSBA Governing Board sends one of its officers as a liaison to meetings of the Advisory Council. Advisory Council also is represented on PSBA Nominating Committee.*

Rationale: Given the challenges entailed in delivering a ‘free and appropriate public education’ in the 21st century, particularly in the current economic climate, public education needs many voices delivering a consistent and informed message. A viable advisory council comprised of respected experts knowledgeable in best educational practices and effective school management can greatly augment PSBA’s intent to be the public education leader in the commonwealth and add heft to the association’s advocacy efforts.

Relevant History: In addition to the comments appearing on recommendation GRC WC-1, a review of BOD agendas and minutes reveals that there is little time available in the current meeting format to adequately address issues impacting the important work of and unique challenges confronting career and technical centers, pupil transportation professionals, athletic directors, etc., nor to find common ground positions for addressing and seeking solutions to changing school and community populations, revenue shifts and governmental mandates.

Codifying Bylaws: Article I, Section 1 (page 5) and Section 3 (pages 6 - 7); Article III, Section 1 (page 9); Article VII (pages 22 and 23).

Applicable Policy/Procedure: PSBA Policy 101 Board of Directors Expenses/Reimbursements, adopted May 16, 1969, revised October 4, 2007; PSBA Policy 102/511/611 Mileage Reimbursement for Association Business, adopted July 13, 1972, revised October 4, 2007; PSBA Policy 103 Code of Business Ethics and Conduct, adopted July 12, 2009; PSBA Policy 106/614 Employment of Board of Directors Members on PSBA Staff July 15, 1982, revised October 4, 2007; PSBA Policy 204 Board of Directors Member Policies, adopted July 19, 1979, revised April 26, 2009 (pertains to regional activities).

Necessary Action: *Amend* Section 1 of Article III of the bylaws, (Board) Composition; *review/revise/expand* Article VII, Section 3 of the bylaws, Rights and Privileges (Departments, Conference and/or Federated Groups), to ensure that the structure and function of the Advisory Council is clearly delineated.

Recommended by PSBA GRC: July 9, 2011.

Forwarded to PSBA Board of Directors: July 10, 2011.

Association Officers Recommendation (GRC WC-3)

Recommendation: *Revise the PSBA officer cadre to include the following three positions elected at large from within the association, president-elect, vice president and treasurer plus the positions of president and immediate past president (the latter not elected but assumed through succession). Specify that eligibility criteria for candidates for treasurer be individuals with strong backgrounds in accounting and finance (preferred). Review terms of office and succession expectations; it seems practical to designate the treasurer position as one in which the same individual can serve consecutive elected terms. Review and clarify*

Rationale: Consistent with already-approved recommendations GRC B-4 (Finance Committee) and GRC B-5 (Audit Review Committee), establishing the treasurer position further ensures the transparency, independence and solvency expectations of the Sarbanes-Oxley Act of 2002. Due to the technical nature of finance and audit, it is desirable to retain a talented/skilled individual in that position for more than one year.

The annual time commitment for fulfilling the current BOD role responsibly by regional directors has been calculated to be 132 hours (1/14/2011); the demands of association officers far exceed that number. Hence, reconsideration of the current “ladder” ascendancy dynamic (from second vice president through immediate past president), which requires a six-year commitment to complete, seems warranted. However, GRC discussion recognized and emphasized the importance of acquiring a leadership ‘skill set’ via mentoring in a president-elect « president « immediate past president configuration.

Relevant History: The roles and responsibilities of association officers have evolved considerably from 1962 through 2009 as reflected in the many policies identified below.

Codifying Bylaws: Article IV, Sections 1, 2 and 3 (page 10), Section 5, (page 15).

Applicable Policy/Procedure: PSBA Policy 107 Guidelines for Vacancy in Immediate Past President, adopted May 18, 1973, revised October 4, 2007; PSBA Policy 118 PSBA Past President’s Honorary Membership Advisory Group, adopted May 15, 1987, revised April 26, 2009; PSBA Policy 615 Annual Evaluation of the Executive Director, adopted July 21, 1983, revised January 16, 2009; PSBA Policy 801 Attendance at NSBA (National School Boards Association) Leadership Conference, adopted November 15, 1985; PSBA Policy 802 Delegates to Northeast Region of NSBA, adopted November 20, 1973, revised November 15, 1985; PSBA Policy 803 Federal Relations Network Attendance, adopted July 14, 1988, revised September 14, 2001; PSBA Policy 804 Attendance at the NSBA Annual Conference, adopted July 15, 1982, revised January 16, 2009.

Necessary Action: *Amend* Sections 1, 2 and 3 of Article IV of the bylaws, (Officers, Eligibility and Term of Office); *review and amend* Section 5 of Article IV, the stated duties of the officers of the association, to appropriately conform to the proposed new organizational structure. *Review* relevant policies and *amend* as appropriate to ensure that bylaws and policies are aligned.

Recommended by PSBA GRC: July 9, 2011.

Forwarded to PSBA Board of Directors: July 10, 2011.

Executive Committee Recommendation (GRC WC-2)

Recommendation: *Replace membership positions as follows: in place of two vice presidents, vice president and treasurer. Clarify that executive director sits as an ex-officio non-voting member. Remove the president of the Department of School Board Secretaries position. Emphasize specific roles and responsibilities of voting members in particular (e.g., act as liaison to the executive director and facilitate his annual assessment, respond with expedience to urgent matters affecting public education and the association, facilitate full board engagement on all matters of substance, etc.)*

Rationale: Consistent with the thrust of the proposed new, inclusive, expanded tri-partite leadership structure of the association; complies with openness, transparency and separations requirements of the Sarbanes-Oxley Act of 2002.

Relevant History: The current board structure was established in 1962 with 22 voting positions specified and others (“one member from each of the other departments”) to be added.

Codifying Bylaws: Article V, Sections 1.A, 1.B and 1.C (pages 15 - 16).

Applicable Policy/Procedure: PSBA Policy 104 Minutes of Executive Committee Meetings, adopted July 15, 1982, revised October 4, 2007; PSBA Policy 105/613 Executive Committee Guidelines, adopted September 20, 1968, revised October 4, 2007; PSBA Policy 615 Annual Evaluation of the Executive Director, adopted July 21, 1983, revised January 16, 2009; PSBA Policy 204 Board of Directors Member Policies, adopted July 19, 1979, revised April 26, 2009 (pertains to regional activities).

Necessary Action: *Amend* Article V Sections 1.A and 1.B of the bylaws. *Review* relevant policies and *amend* as appropriate to ensure that bylaws and policies are aligned.

Recommended by PSBA GRC: July 9, 2011.

Forwarded to PSBA Board of Directors: July 10, 2011.

Nominating Committee Recommendation (GRC C-4)

Recommendation: *Replace the current 22-member Nominating Committee with a 10-member Leadership Development Committee chaired by the immediate past president (non-voting) and comprised of nine voting members as follows: two members of the recommended RDCC (GRC WC-1), two members of the recommended Governing Board (GRC WC-1), one member of the recommended Advisory Council (GRC WC-5), one member appointed by the association president and three at-large members of the association selected by the committee chair. Review the committee’s role in seeking and selecting candidates for office and at-large seats with demonstrable leadership skills and a clear understanding of fiduciary duty. Task the chair with assuring that committee members are fully apprised of officer and Governing Board eligibility qualifications, capable of generating interest in applying for officer positions at the local level and properly trained in candidate interview, slating and endorsing processes. Committee meets in person or electronically several times per year as necessary; ensures wide dissemination of descriptions of officer and the three at-large (East, Central and West PA) Governing Board member qualifications, roles and responsibilities. Candidates submit expression of interest forms, data sheets, etc., to PSBA headquarters, attention Leadership Committee Chair. Committee interviews candidates and slates for election.*

Rationale: Furthering the goals of the Membership Participation Task Force (2008) to identify ways in which more active member engagement and involvement can be achieved, the proposed committee and chair can generate widespread interest in the work of the association through a more aggressive decentralized leadership promotion process. The

chair is responsible for ensuring balance and equity in selecting the at-large members of the Nominating Committee, e.g. considering that Eastern, Central and Western portions of the state are represented. The overarching objective is to enhance the integrity of the association by actively funneling the abundant talent across the membership towards regional and governing board leadership positions.

Relevant History: For several years concerns have been voiced regarding the officer nominating, slating and election process. A previous effort to address those concerns is reflected in the Report of the Nomination and Election Review Committee to the PSBA Executive Board (March 17, 2006). Ballots cast, including those tendered at the annual School Leadership Conference combined with valid absentee ballots continue to represent a small fraction of the association membership.

Codifying Bylaws: Article IV, Sections 4.A through 4.H (pages 11 - 12) and Section 5.B.4 (page 15); Article V, Section 5 (pages 9 - 10).

Applicable Policy/Procedure: PSBA Policy 302 Nominating Committee Guide adopted January 15, 1971 and revised October 4, 2007; PSBA Policy 303 Alternate Candidate Selection Process adopted January 15, 1999, revised October 4, 2007.

Necessary Action: *Amend* Section 5 of Article V of the bylaws to reflect the recommended name, composition and function of the committee; similarly, *review and revise* Article IV, Sections 4.A through 4.H to be congruent. *Review* relevant policies and *amend* as appropriate to ensure that bylaws and policies are aligned.

Recommended by PSBA GRC: July 9, 2011.

Forwarded to PSBA Board of Directors: July 10, 2011.

Delegate Assembly Recommendation (GRC WC-6)

Recommendation: *Combine the Legislative Policy Council (LPC) and the annual business meeting of the association; rename the activity a Delegate Assembly. Schedule the Delegate Assembly to convene just prior to or immediately following the formal opening or closing of the annual School Leadership Conference; schedule so that participation in the Delegate Assembly does not interfere with the educational/professional development sessions offered during the School Leadership Conference. Maintain the weighted representative composition for member entities as currently specified in bylaws, Article VIII, Section 1. Do not charge members for attending the Delegate Assembly.*

Rationale: The LPC is a representative group of delegates drawn from the member entities of PSBA joined for the primary purpose of adopting a legislative platform that shapes the legislative advocacy focus for the association. By combining the Business Meeting with the LPC, the association can avail itself of a committed, interested and robust segment of its membership to consider bylaws changes as well as debate and set legislative policy. Delegates to the assembly will also receive reports on the state of the association from their president, treasurer and executive director as well as receive the results of the election of officers of the association for the following year. These practices are common among professional associations, both for profit and nonprofit.

Relevant History: The LPC and annual PSBA business meeting have traditionally been held during the multiple day School Leadership Conference co-sponsored by the Pennsylvania Association of School Administrators and PSBA in Hershey, PA, during October. The LPC meets early Thursday morning and the PSBA Business Meeting is convened much later Thursday afternoon. Member attendance and participation in the Business Meeting pales in comparison with that of the LPC. At the fall 2010 conference, 337 voting delegates (representing 37% of the association's 614 member entities) participated in the LPC whereas perhaps 50 members

attended the Business Meeting.

Codifying Bylaws: Article I, Section 2 (pages 5 – 6); Article VIII (pages 23 – 25); Article X (pages 26 -27).

Applicable Policy/Procedure: PSBA Policy 304 Legislative Action Council, adopted March 12, 1977, revised July 12, 2009; PSBA Policy 102/511/611 Mileage Reimbursement for Association Business, adopted July 13, 1972, revised October 4, 2007.

Necessary Action: *Amend* Section 1 of Article VIII of the bylaws, renaming the assembly; carry the new name throughout the remainder of Article VIII of the bylaws. *Review* relevant policies and *amend* as appropriate to ensure that bylaws and policies are aligned.

Recommended by PSBA GRC: July 9, 2011.

Forwarded to PSBA Board of Directors: July 10, 2011.

Governance Committee Recommendation (GRC WC-7)

Recommendation: *Establish and designate as a standing committee of the recommended Governing Board. The committee shall be charged with reviewing the charters and structure of the GB and standing committees of the association, providing for appropriate board education, ensuring an annual self-evaluation of the GB, meeting with the chairs of the respective standing committees of the association and overseeing the function of the recommended Leadership Development Committee (proposed to replace the current Nominating Committee, recommendation GRC C-4).*

Rationale: A deliberate, transparent, well-planned and ongoing self-monitoring of a complex organization is a best practice/gold standard among governing boards of high functioning organizations; continuing education in areas of leadership, decision-making, legal and fiduciary duties are vital to a board intent on functioning at full capacity in service to the mission of its organization. Many issues can be identified and addressed through a rigorous self-assessment before they rise to a problematic level and render a board dysfunctional.

Relevant History: The recommendation is a consistent extension of initiatives undertaken by PSBA in recent years including, but not limited to, the PSBA Commission on Effective School Governance (July 2005), Report of the Nomination and Election Review Committee to the PSBA Executive Board (March 17, 2006), Membership Participation Task Force (July 2008) and the current Governance Review Committee. Embraces principles found in *Leadership for School Boards Associations*, a guide published by the National School Boards Association (January 2006).

Codifying Bylaws: Article IV, Section 5.B.3 (page 15); Article V (pages 15 - 18).

Applicable Policy/Procedure: PSBA Policy 301 Committee Service; PSBA Policy 307 Attendance by Members of PSBA to Committee Meetings; PSBA Policy 102/511/611 Mileage Reimbursement for Association Business, adopted July 13, 1972, revised October 4, 2007.

Necessary Action: *Add* to Article V of the bylaws (Committees). *Review* relevant policies and *amend* as appropriate to ensure that bylaws and policies are aligned.

Recommended by PSBA GRC: July 9, 2011.

Forwarded to PSBA Board of Directors: July 10, 2011.

Election Recommendation (GRC C-5)

Recommendation: *Revise the existing election process. Once slated, candidate statements, biographies and video interviews should be accessible to all association members via the PSBA website and School Leader News; active campaigning within approved guidelines is encouraged. Officers and three at-large members of the association will be elected to the recommended Governing Board (GRC WC-1) through voting by member entities prior to the association annual conference, one vote per district which alters the role of the Credentials Committee in authenticating the vote. Voting may be accomplished electronically. Election results will be announced at the annual conference.*

Rationale: Consistent with the rationale stated in Nominating Committee recommendation (GRC C-2); engenders an informed electorate.

Relevant History: For several years concerns have been voiced regarding the officer nominating, slating and election process. An effort to address those concerns is reflected in the Report of the Nomination and Election Review Committee to the PSBA Executive Board (March 17, 2006). Ballots cast including at the annual School Leadership Conference combined with valid absentee ballots continue to represent a small fraction of the association membership (less than 5%).

Codifying Bylaws: Article I, Section 2-D (page 6); Article IV, Section 4 (pages 11 – 14); Article V, Section 1-B (pages 16).

Applicable Policy/Procedure: PSBA Policy 108 Election of Officers Campaign and Election Policy, adopted July 14, 1988, revised October 4, 2007.

Necessary Action: *Amend/add to/modify* appropriate Sections of Articles IV and V of the bylaws to reflect and promulgate the recommendation. *Review* relevant policies and *amend* as appropriate to ensure that bylaws and policies are aligned.

Recommended by PSBA GRC: July 9, 2011.

Forwarded to PSBA Board of Directors: July 10, 2011.

Implementation

The proposed revisions in PSBA governance developed by the GRC will be implemented in two major phases. The first set involves changes approved by the Bylaws Committee in March 2011, which are being presented to the membership for adoption at the annual School Leadership Conference in Hershey this fall. These will be implemented in 2012. The second phase encompasses revisions initially presented to the PSBA board in April 2011, and then in final form in Gettysburg in July 2011. If formally approved by the board, these will be presented to the Bylaws Committee and the membership in 2012, for implementation in 2013-14. The following outlines the governance changes in each of these two phases.

Phase One (2012)

In the first year, the primary change involves creation of a new Finance Committee, to be comprised of association members with “finance experience and fiscal acumen.” Recruitment of interested persons will begin in fall 2011 at the annual School Leadership Conference in October and via notices in PSBA’s publications and website. Names will be presented to the incoming PSBA president, who will make the appointments prior to the January 2012 Board of Directors meeting. The executive director, key staff and the association’s auditor will provide orientation and training for members of the committee as soon as possible after their appointment. The 2012-13 PSBA budget will be presented to the Finance Committee (rather

than the Executive Committee, as has been the practice), prior to consideration by the full Board of Directors.

Two existing committees, created by PSBA board policy, will operate under authority of the bylaws beginning in 2012: the Audit Review Committee and the Policy Review Committee, both of which are and will continue to be appointed by the PSBA president. In addition, membership of the Bylaws Committee will be modified slightly, making the appointment of a past president optional rather than mandatory, as is now the case. The Bylaws Committee will meet in June rather than March beginning in 2012; the deadline for submitting bylaws revisions will be June 1, with a requirement for the committee to report its recommendations to the Board of Directors no later than June 30. Another significant change in practice will begin next year when triennial reviews of bylaws and policies will be initiated by the respective committees responsible for recommending revisions to them. Staff will develop a proposed schedule for such reviews by the end of 2011, to be approved by the PSBA board in January 2012.

Finally, the executive director in consultation with the general counsel will prepare and present to the board by its November 2011 meeting proposed charters for all committees to be functioning in 2012, as well as propose to the Policy Review Committee any needed changes in board policies to effectuate the GRC's Phase One recommendations.

Phase Two (2013 and 2014)

A number of major governance changes will be implemented in stages starting in 2013. The most significant one involves disbanding the current 28-member Board of Directors and replacing it with an 11-member Governing Board, a 15-member Regional Director Coordinating Council, and an Advisory Council comprised of representatives of 15-20 organizations and policymakers. The officers of the association will be changed to include president, president-elect, vice president and treasurer, as well as immediate past president.¹ However, as noted below, elimination of a second vice president position in favor of a treasurer will not take place until 2014.

The first key step in transitioning to this new structure will involve preparing bylaws language to effectuate the Phase Two changes. The executive director will work with the general counsel to prepare a draft to be presented initially to the PSBA board in January 2012 and then the Bylaws Committee the following June. It should be noted that these proposed changes to the bylaws would be voted on by the association membership in October 2012 at the earliest (assuming approval by the Bylaws Committee and the PSBA board). That means *existing* officer positions will be elected next fall, to be seated in 2013; the *new* offices (including the position of treasurer) would be filled for the first time in 2013, to be seated in 2014. This election process will be dramatically different than in the past, with the board of every PSBA member school entity eligible to cast a single vote for each office. This voting will take place electronically in early fall 2013, with results announced at the Delegate Assembly in October of that year. Much work needs to be done to implement this process; that planning will occur during 2012.

Also to be elected in 2013, to take office in January 2014, will be three at-large members of the new Governing Board (one each from the East, Central and West sections of the state.)² These will go through the new nominating process described elsewhere in this report and, along with officer candidates, will be presented to the membership for election in the fall of 2013.

The rest of the new 11-member Governing Board, also to be seated initially in January 2014, will be constituted through actions taken during calendar year 2013, as well:

- The PSBA board will decide which education organizations and other interests to invite to be represented on the new Advisory Council. These will include all groups now serving on the existing Board of Directors; others such as PASA, PASBO, PAESSP and PAIU may be invited, as well. (The Council would be permitted to invite others to serve if it deems appropriate.) Formation of the Advisory Council will need to occur during 2013, so that one member can be selected to serve as a non-voting representative to the PSBA Governing Board, beginning in January 2014.
- The Regional Directors Coordinating Council will be formally constituted and begin meeting in 2013. The group will elect a chair and two vice chairs who will serve as voting members of the Governing Board starting in January 2014.³

Another major governance change involves replacing the Legislative Policy Council with a Delegate Assembly, which not only will continue to adopt the official platform of the association but also will deal with matters such as approval of bylaws changes and receiving official reports that heretofore have been handled at the annual business meeting held during the School Leadership Conference in October. Unlike the steps outlined above, this change can be implemented fully in 2013 since the key element, selection of delegates by PSBA member school entities, will be on the same basis as currently provided for the Legislative Policy Council. Planning for the annual School Leadership Conference in 2013 will take into account the move of the Delegate Assembly to a time immediately prior to or following the conference itself, rather than holding the meeting during the conference as has been the case with the Policy Council. No separate business meeting will be held since the Delegate Assembly will absorb those activities.

One additional activity for 2013 will be formation of a Governance Committee of the PSBA board, to be appointed by the president of the association. Charters for that committee as well as for the Delegate Assembly, the Regional Directors Coordinating Council, the Advisory Council and any other committees not previously addressed will be prepared for PSBA board approval in 2013. Related changes to PSBA policies will be prepared by the executive director in consultation with the general counsel and presented to the Policy Review Committee for initial consideration. The impact of the recommendations as implemented is reflected in *Exhibits L, M and N*.

Communications Plan

Contingent upon approval by the BOD at its July 2011 meeting, the GRC chair will report the committee's key recommendations, with brief commentary, to the association membership through its website and in the *School Leader News* (published biweekly by the association). The completed work of the committee and announcement of the committee's full recommendations will be presented at a session during the 2011 PASA-PSBA School Leadership conference with all members of the GRC serving ambassadors at the conference.

Also during the annual conference, a report will be made at the PSBA business meeting on the GRC's work and the necessary bylaws changes integral to the implementation sequence described above; the GRC will be recognized publicly for its work on behalf of the association at an appropriate time during the annual conference.

¹ The position of immediate past president, although not technically an officer under the bylaws has been treated as such as a practical matter and is retained under the proposed bylaws revision.

² The PSBA regions comprising each of these sections will be designated in board policy, to be adopted during 2012.

³ No change in the election cycle for regional directors is required.

Final Thoughts

Since its inception more than 115 years ago, PSBA has grown in size, complexity and, most significantly, importance to the public education community. Not only has the association been essential to the continuing education and enhanced professionalism of locally elected school directors, it has become a highly respected voice in Harrisburg and Washington, advocating for fair and equitable access to a meaningful education for Pennsylvania's school children. Further, the association, its programs and its standards are often emulated in states across the country. The recommendations proffered herein are forwarded with the sole intent of strengthening the association's capacity to fulfill its stated mission, "*to promote excellence in school board governance through leadership, service and advocacy for public education,*" effectively and efficiently in the challenging years ahead. The GRC, by consensus, believes the recommended restructuring builds on the work of preceding committees and groups, affords the association necessary flexibility, enhances its integrity and positions PSBA to better avail itself of a talented membership.

The committee members wish to thank the PSBA staff and current officers of the association for their support, cooperation and dedicated efforts as the committee worked to fulfill its charge(s). Last, the GRC expresses its gratitude to the Board of Directors for the opportunity to offer these recommendations.

Exhibits

A	Plan for a PSBA Governance Review June 2009
B	Exhibit C-30, PSBA BOD Agenda, October 13, 2009
C	PSBA Strategic Plan, Overview of Major Goals: Fiscal Years 2007-2012
D	Governance Review Committee Members
E	GRC Activities and Participation
F	GRC Issue Distribution
G	GRC Presentations to BOD
H	Work to date: A report to the PSBA Board of Directors, 10 July 2010, Gettysburg, PA
I	A Report from the Governance Review Committee to the Board of PSBA 16 April 2011 - Harrisburg, PA
J	Governance as Leadership: Reframing the Work of Nonprofit Boards (Chait, Ryan and Taylor)
K	PSBA Governance Time Commitment Calculation
L	PSBA Organizational Chart 2011
M	PSBA Organizational Chart 2012
N	PSBA Organizational Chart 2013
O	A report to the PSBA Board of Directors, 9 July 2011, Gettysburg PA

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Exhibit A

PLAN FOR A PSBA GOVERNANCE REVIEW June 2009

Background

PSBA is committed to continuous improvement as evidenced by its history of anticipating changing needs and conditions and being well prepared to meet them. Perhaps the most fundamental issue affecting an organization's adaptability and effectiveness is its governing structure. How are decisions made? Who makes them? What are the enumerated duties of the board, its committees and other elements of the organization? Are those duties well defined and are they appropriate?

These questions assume added importance in light of the federal Sarbanes-Oxley Law (SOX), which establishes extensive requirements concerning governance and internal controls for major corporations. However, the principles of that act are applicable to non-profit organizations such as PSBA and offer helpful guidelines to enhance their operations, as well.

The process of conducting any governance review can be as helpful to an organization as the final outcome because it can afford an opportunity for broad membership input and for a thorough vetting of what is working well, what is no longer needed, what should be added and what should be modified. The very act of addressing these issues invites participation and, as a result, a renewed sense of ownership and commitment by members and other stakeholders.

PSBA currently is fully engaged in an extensive Membership Participation Initiative that serves as a natural precursor to this Governance Review. Through the grassroots efforts now underway to create areas within regions, to develop regional activity plans, and to implement effective efforts to engage more school board members in the work of the association, there is a growing awareness of PSBA's structure and the roles of committees and persons holding various offices. This awareness of what *currently* exists should help to facilitate a conversation within the membership about what *should* exist in the future.

Purpose of a Governance Review

The essence of this Governance Review is an examination of the roles and composition of all critical elements of the organization to ensure they: 1) are needed, 2) are clearly defined, and 3) create a cohesive and effective whole. Much of the current PSBA Bylaws, for instance, was written many years ago. Provisions concerning the Board of Directors, Executive and other committees, Legislative Policy Council and other bodies were developed and revised at different times. Some, such as sections concerning regional directors and regional cabinets, are of much more recent vintage than others that have remained intact for decades, or longer. The critical question becomes: Are these various provisions all relevant today and do they, together, describe the organization we want PSBA to be in the years ahead?

The very scope of such a review suggests that it is not prone to being conducted quickly, nor should it be. An evaluation of an organization as extensive and complicated as PSBA, with its various related entities, its numerous products, services and programs, diverse membership and extensive relationships cannot be performed in a brief timeframe if it is to be effective. The process needs to be clearly defined, well understood and broadly supported. The review

Exhibit A – continued

should be as transparent and engaging as possible, and the results should have a clear line of sight with the input received. All this requires time and a real commitment to following the process through to completion.

Critical questions to be considered include but are not limited to:

- What should be the composition of the Board of Directors? Is the current board size too large? Are the board's duties appropriately defined by the bylaws? Should the board concentrate on policy matters and, if so, how can the structure of the board and its meeting agenda be aligned to ensure that focus is supported? How frequently should the board meet?
- Should there be an Executive Committee? Who should serve on it? What are its duties? How does the work of this committee align with and support that of the board? How frequently should it meet?
- What committees are needed to serve the future needs of the organization? What should be the composition and duties of the Audit Review, Credentials, Nominating, Bylaws, Buildings and Grounds and Platform committees? How often should they meet? Is this the right group of committees? Should some be eliminated, combined or added? To what extent should they be comprised of local school officials, and/or members of the Board of Directors and/or others outside the membership altogether?
- How should legislative policy be made? Is the current practice of utilizing the Platform Committee to receive proposals from districts and to draft position statements for action by the Legislative Policy Council effective? Should it be revised in some way or, perhaps, changed completely? Are the committee and the council comprised of appropriate representation by member school entities of the association? Should their operating rules be revised? On a related point, is the Legislative Action Council the most effective means of identifying priority issues? Does its composition need to be changed in light of the creation of areas within regions and, hence, a larger number of assistant regional directors? Are other bodies or processes needed to ensure that PSBA's legislative positions are broadly supported by the membership?
- What is or should be the role of the Rural, Urban, Suburban and Growing Districts Forums? Are they still necessary in light of the 2008 changes to the PSBA Bylaws concerning membership participation? Are any specialized groups needed within the organizational structure and, if so, what are they?
- Should PSBA have formal relationships with other associations that provide them with seats on the Board of Directors and Executive Committee? Should other options be explored to gain their input, such as creation of an advisory committee to the board?
- Does PSBA have in place the appropriate related organizations, including the Insurance Trust, School Boards Insurance Company of PA, School Claims Service LLC and School Board Services LLC? Is the existing structure of the boards of these entities, and the relationship of their boards to the PSBA Board of Directors, effective?
- From all these and other related issues, what provisions of the bylaws and board policies are in need of revision to enhance PSBA's effectiveness and to achieve the goals of its Strategic Plan?

A formal charge would be created, based on these and other questions to define the scope and objectives of the PSBA Governance Review. It is generally expected that the overall process will require many months to complete, as presented in the following section. The effort would be guided by a 12-member Governance Review Committee (GRC) that would be comprised of local school board members and current members of the PSBA Board of Directors, to be appointed jointly by the 2009, 2010 and 2011 PSBA presidents, since the work of the committee will cover all or parts of each of those years. The PSBA executive director will ensure needed staff support. The formal initiation of the review will begin in late 2009, following full implementation of the Membership Participation Initiative and its changes to the association’s regional structure – the priority for the current calendar year.

Process for a Governance Review

The Governance Review will be conducted with the goal of presenting comprehensive changes to the association’s bylaws for consideration by the Board of Directors, Bylaws Committee and membership in 2011. This requires that a number of actions take place as described in the following timeline:

July 2009	Discussion with the Board of Directors at its annual retreat concerning general scope of the review. Input from board members will be solicited to ensure that all relevant issues will be addressed.
August - September 2009	The executive director revises the plan as necessary based on board input, and presents it for the Executive Committee to review and recommend for final action by the Board of Directors.
October 2009	The final plan for the Governance Review Plan is presented to the Board of Directors for approval. The process is announced at the annual School Leadership Conference, as well as in <i>School Leader News</i> and on the PSBA Web site. The Governance Review, which will examine PSBA’s <i>state</i> organizational structure, is presented as a follow up to the Membership Participation Initiative, which resulted in changes to PSBA’s <i>regional</i> structure. School board members interested in serving on the Governance Review Committee (GRC) are solicited.
December 2009	Appointments to the GRC are finalized and letters welcoming its members and inviting them to the initial committee meeting are mailed.
January 2010	Phase I of the committee’s work focuses on planning and preparation. Decisions about the number and schedule of meetings as well as the committee’s plan of work are made. A high-level review of PSBA’s organizational and governance structure is presented. The committee meets with PSBA’s general counsel and auditor to ensure that all relevant issues are considered. Key questions are framed for focus group discussions and a member survey in order to obtain feedback on PSBA’s governance. Additional resources and background materials are reviewed.

Exhibit A – continued

January – May 2010	Focus group discussions about PSBA’s governance structure take place at regional cabinet meetings and statewide conferences. These sessions provide an opportunity to educate members about the existing PSBA governance structure and to gather feedback. A membership survey also is conducted.
February-March 2010	<p>Phase II of the committee’s work includes a review of:</p> <ol style="list-style-type: none">a) PSBA’s formal relationships with other organizations, such as NSBA, the PA School District Liquid Asset Fund and Easy Procure, LLC.b) PSBA-related entities, including the PSBA Insurance Trust, School Boards Insurance Company of PA, School Claims Service LLC, and School Board Services LLC.c) Affiliated organizations, including PA School Board Secretaries and Affiliates Association, PA School Solicitors Association, PA Association of Educational Office Professionals, PA Association of Career and Technical School Administrators and Pupil Transportation Association of PA.
March-April 2010	<p>Phase III of the committee’s work includes a review of:</p> <ol style="list-style-type: none">a) Existing PSBA committees specified by the bylaws and/or board policy.b) Other association entities such as the Legislative Policy Council, Legislative Action Council, and the Rural, Urban, Suburban and Growing Districts’ Forums.c) Experience with ad-hoc committees (for example, the Pension Study Committee, the Member Participation Task Force and the School Labor Relations Task Force).a) The structure, duties and operations of the Board of Directors and the Executive Committee.
May-June 2010	<p>Phase IV of the committee’s work includes:</p> <ol style="list-style-type: none">a) Review of data collected from focus groups and the member survey.b) Discussion of perceived strengths and weaknesses of the existing PSBA organizational structure.c) Identification of critical issues to be addressed.d) Development of preliminary findings and observations.
July 2010	At its annual retreat, the Board of Directors meets with representatives of the GRC, discusses the panel’s findings and observations, and offers feedback.
August-September 2010	<p>Phase V of the committee’s work involves initial drafting of its report, including recommended changes to the bylaws and other related documents.</p>

October 2010	The GRC convenes a discussion with the membership at the School Leadership Conference about its preliminary recommendations and solicits feedback.
October–December 2010	Phase VI of the committee’s work involves finalizing its report to the Board of Directors.
January 2011	The GRC’s final report is presented to the PSBA board along with proposed changes to the association’s bylaws. The board acts on the recommendations.
March 2011	The Bylaws Committee meets to act on the suggested revisions.
March-May 2011	The proposed new PSBA governance structure is presented at regional cabinet meetings.
April-September 2011	Revisions to board policies and drafts of committee charters to accomplish the new organizational structure are prepared, pending final approval of the bylaws. The new governance structure is explained in PSBA publications and on its Web site.
October 2011	The proposed new governance structure is featured at the School Leadership Conference. Bylaws changes are presented for membership approval at the annual Business Meeting held during the conference
January 2012	Assuming formal membership approval of the bylaws amendments, the Board of Directors takes action to revise its policies and to approve committee charters and other documents required to implement the new governance structure. Changes to the PSBA Strategic Plan are made, as necessary.

Questions for Consideration

1. What should be the demographics of the Governance Review Committee – that is, how can we ensure appropriate representation from different regions, groups and perspectives within the membership?
2. Who should chair the committee – an officer or someone from the membership? What would gain the most credibility?
3. Should PSBA retain the services of a facilitator to assist in conducting this process and guiding the work of the GRC?
4. What information would be helpful to prepare for the start of this process?

Exhibit B

During the conference call with the PSBA Board of Directors on Thursday, September 24, President Fred Botterbusch presented the following proposed process for initiating the association's governance review. This falls into three major areas of activity during the latter months of 2009, in preparation for initiating the review in January 2010, as outlined in the Governance Review Plan, which was reviewed with and given preliminary approval by the PSBA board at its July meeting:

Selecting the Chair(s) of the Governance Review Committee

- An Organizing Team, consisting of two to four members of the PSBA board (volunteers, preferably geographically dispersed around the state) and President-Elect Roberta Marcus will be authorized by the PSBA board to decide whether the Governance Review Committee should be led by one or two persons.
- This Organizing Team will appoint a chair or two co-chairs. In either event, the team will clarify duties of the position(s) – most importantly, if co-chairs are named, how their responsibilities differ.

Selecting a Facilitator

- Tom Gentzel will draft a position description for the facilitator, which will be presented to the board for its review, revision as necessary, and approval at the October board meeting. This will include a listing of duties as well as expected qualifications and types of experiences applicants should possess.
- After the position description has been approved, Tom will secure several potential facilitators for consideration by the Organizing Team.
- Once the chair(s) have been named, they will replace Roberta on the Organizing Team for the purpose of selecting the outside facilitator who will guide the governance review process. The team may meet at the PSBA Governance Conference in Pittsburgh, Nov. 8-9, or some other convenient time, to review names and qualifications of prospective facilitators furnished by the executive director and to decide which ones to interview. These interviews will take place shortly thereafter, with the goal of naming the facilitator by mid-December at the latest.

Appointing the Governance Review Committee

- PSBA members interested in serving on the Governance Review Committee will be recruited at the School Leadership Conference in Hershey, as well as via the PSBA Web site, *School Leader News* and other means. Applicants will be asked to present a brief statement listing their relevant experiences and commenting on how they believe they can assist in this review.
- The PSBA board will be asked at its October meeting to provide some general guidance on the make-up of the committee (including, for example, diversity considerations, school board experience, etc.).
- The 2009, 2010 and 2011 PSBA presidents (Fred Botterbusch, Roberta Marcus and Marianne Neel), along with the chair or co-chairs, will jointly name the members of the Governance Review Committee. Their selections will be reviewed with the full Board of Directors in a conference call in late November, before appointments are finalized.

Exhibit C

PSBA STRATEGIC PLAN: 2007 – 2012

MISSION:

The mission of the Pennsylvania School Boards Association is to promote excellence in school board governance through leadership, service and advocacy for public education.

STRATEGIC INTENT:

The leadership of PSBA has determined a direction and articulated a picture of what the organization intends to become by 2012:

PSBA will be broadly recognized as:

- The lead public education association by key stakeholders
- Representing the public's interests in public education
- The primary resource for school boards and public education
- A leading education policy and research center

Therefore, PSBA will:

- Adapt programs and services to best serve school boards in a changing environment
- Recognize and support school districts, intermediate units and career and technical centers that demonstrate effective governance
- Be instrumental in effecting public education policy changes
- Communicate more directly with stakeholders in coordination with school boards
- Promote greater membership participation in PSBA governance and education policy development
- Further diversify its revenue base

CORE VALUES:

PSBA's six core values are integral to who we are and how we work. They are the guiding principles by which we conduct ourselves as we seek to fulfill our mission.

Leadership: We inspire others to achieve extraordinary results. This requires vision, risk-taking and demonstrating excellence – at every level of our organization.

Excellence: We strive to always give our best. We are dedicated to quality service and programs, the highest standards of performance and personal growth.

Commitment: We demonstrate our belief in public education and the importance of local school governance.

Integrity: We are honest, responsible and ethical in all we do.

Respect: We recognize the dignity and worth of everyone by treating them with courtesy and fairness.

Teamwork: Individually, we possess unique strengths and skills. Together, we achieve greater common goals through collaboration and communication.

PSBA STRATEGIC PLAN

OVERVIEW OF MAJOR GOALS: FISCAL YEARS 2007-2012

The mission of the Pennsylvania School Boards Association is to promote excellence in school board governance through leadership, service and advocacy for public education.

Mission	Goal Category	FY 06-07	FY 07-08	FY 08-09	FY 09-10	FY 10-11	FY 11-12
Leadership	a. Determine PSBA's role as the lead public education association		Identify criteria & key stakeholders; take baseline measure of PSBA as the leader; prepare plan to enhance perception	Implement plan	Measure increase in role based on feedback and program, PR effectiveness	Educate key stakeholders on the value of PSBA in promoting and supporting public education	
	b. Develop programs to recognize and promote effective governance		Establish Distinguished School Board & Master Board Member Program, and Administrative Regulations Service	Integrate E.G. standards into all programs & services. Develop tools for school bds to implement E.G. standards	Develop incentives and recognition for participation in E.G. activities. Establish governance-focused conf. Develop mentoring program	Develop programs focused on E.G. and utilize Master School Board Members as means of promoting best gov. practices	
	c. Ensure PSBA has expertise & governance structure required to implement strategic plan		Identify needed skills and expertise; develop plan for staffing and / or consulting support	Implement plan	Evaluate staffing and consulting services needs	Finalize review and initiate first phase implementation of PSBA governance structure. Evaluate needed supports for new structure	
	d. Enhance member participation in PSBA governance, advocacy and related activities		Gather input from regional meetings & surveys	Develop plan to strengthen or change governance structure to facilitate & expand member involvement	Implement changes as needed Produce & disseminate info re: PSBA organ. structure. Review and revise as needed board & committee roles	Develop regional activity plans and link to 2010-11 PSBA budget preparation	Support regional cabinets in implementing activity plans. Provide targeted training for reg. directors & asst reg. directors
Service	e. Expand consulting services to school boards and management teams	Implement School Board Services LLC	Conduct needs assessment & prepare plan	Begin to add new services per plan	Evaluate initial consulting services. Adjust plan and marketing as required	Modify consulting services based on evaluation feedback	

Mission	Goal Category	FY 06-07	FY 07-08	FY 08-09	FY 09-10	FY 10-11	FY 11-12
<p>Service (Continued)</p>	<p>f. Develop a fully integrated communications function for all audiences</p>		<p>Coordinate Web site and publications; develop marketing plan; launch new public outreach program & Web site</p>	<p><i>For Bulletin:</i> Expand number & type of readers & advertisers, scope of reporting. Develop message management plan</p>	<p>Implement message management plan. Expand reporting / writing / editing / advertising / design capacity</p>	<p>Evaluate timing and impact of multiple communication delivery channels. Develop process for message consistency. Deliver information to match member preference</p>	
	<p>g. Increase utilization of PSBA programs & services</p>	<p>Determine current PSBA market share & how school boards make purchasing decisions; implement marketing plan</p>	<p>Identify opportunity costs for participation in PSBA programs</p>	<p>Implement association-wide marketing plan. Set benchmarks for participation in PSBA programs</p>	<p>Utilize data to segment audience and incorporate dynamic messaging. Develop outreach to new superintendents</p>		
	<p>h. Be the leader in school insurance</p>	<p>Provide needed staff for SBIC of PA to maintain & enhance role as leading insurer of PA schools</p>	<p>Explore feasibility of expanding offerings to member entities as well as to other states</p>	<p>Evaluate needs and options for captive insurance company or other actions to support expansion of programs</p>	<p>Review options for structure of insurance entities to support new insurance offerings</p>		
	<p>i. Diversify PSBA's revenue base</p>	<p>Adopt sponsorship policy; identify funding streams & goals; implement new partnership process</p>	<p>Implement new SAM program & develop plan for new sponsorships & endorsements</p>	<p>Implement sponsorship and endorsement plan</p>	<p>Evaluate sponsorship and endorsement plan</p>		
	<p>j. Ensure sound administrative procedures, controls</p>	<p>Document admin. procedures. Implement business continuation plan</p>	<p>Implement business cont. plan and auditors' recommendations, as appropriate</p>	<p>Conduct external review of BCP and admin procedure documentation</p>	<p>Evaluate effectiveness of admin procedures. Implement needed technology enhancements</p>		
	<p>Advocacy</p>	<p>k. Establish education research & policy analysis center</p>	<p>Identify goals & funding. Develop 5-year plan for building the center</p>	<p>Initiate efforts to establish the center; begin producing reports</p>	<p>Conduct review of preferred legal status of center. Initiate research practices advisory panel</p>	<p>Expand educational research offerings. Formalize structure of center based on legal review, assn needs.</p>	
		<p>l. Strengthen advocacy impact</p>	<p>Evaluate existing activities; prepare plan to expand advocacy network, advocacy & media relations training</p>	<p>Implement plan</p>	<p>Set benchmarks for increased participation according to plan. Report impact and outcomes of advocacy efforts</p>	<p>Evaluate efforts to promote increased participation and reports on advocacy impact</p>	

Exhibit D

Governance Review Committee Members

Samuel Accipiter

Southmoreland School District
Southwestern Region 3

Larry Augustine

Selinsgrove Area School District
Susquehanna River Region 6

A. Joe Bennett

Otto-Eldred School District
North Central Region 4

Nancy Fishman

Carlisle Area School District
Susquehanna River Region 6

Richard Frerichs

Penn Manor S.D.
South Central Region 9

Idette B. Groff

Conestoga Valley School District
South Central Region 9

William S. LaCoff

Owen J. Roberts School District
Penns Grant Region 15

Donald B. Raifsnider Jr.

Muhlenberg S.D.
Mid East Region 8

E. Pearl Smith

Norristown S.D.
BuxMont Region 11

John A. Tucker

Jamestown Area S.D.
Mid West Region 2

Bonita Barbush-Urban

Weatherly Area School District
Mid East Region 8

Tina Viletto

Cheltenham Township S.D.
BuxMont Region 11

**Thomas A. Zimmerman,
Chairperson**

Williamsport Area S.D.
Endless Mountains Region 12

**Peggy Morrison Outon,
Facilitator**

The Bayer Center for Nonprofit
Management
Robert Morris University
Pittsburg PA

**Staff Support:
Thomas J. Gentzel**

Executive Director

Gwendolyn Vitale

Executive Assistant to the
Executive Director

Exhibit E

GRC Participation (Activity) 2010 - 2011

2010

- 20 February -12 of 13 (Meeting, Mechanicsburg)
- 26/27 March -13 of 13 (Meeting, Mechanicsburg)
- 17 May -10 of 13 (Conference Call)
- 18/19 June -11 of 13 (Meeting, Mechanicsburg)
- 6 July -11 of 13 (Conference Call)
- 30 August -10 of 13 (Conference Call)
- 15 October -11 of 13 (Meeting, Hershey)
- 10/11 December -11 of 13 (Meeting, Mechanicsburg)

2011

- 14/15 January - 13 of 13 (Meeting, Mechanicsburg)
- 28 February - 10 of 13 (Conference Call)
- 18/19 March - 12 of 13 (Meeting, Meeting, Mechanicsburg)
- 13/14 May - 13 of 13 (Meeting, Mechanicsburg)

Note: In all instances, those unable to participate were contacted and brought ‘up to speed.’

TAZ/tz

Exhibit F

PSBA Issues and Committees Reviewed by the GRC 2010-2011

GRC Recommendations Derived by the Committee as a Whole

Governing Board (replaces current Board of Directors)
Regional Directors' Coordinating Council
Advisory Council
Association Officers (revise current cadre)
Executive Committee
Delegate Assembly (replaces current Legislative Policy Council)

GRC Distribution of Work by Groups

A	B	C
Bylaws Committee	Annual Conference Committee	Nominating Committee **
Platform Committee	Credentials Committee	Buildings and Grounds
Legislative Policy Council*	Policy Review Committee	Forums
Legislative Action Council	Audit Review Committee	Ad Hoc Committees
	Finance Committee	

* Final recommendation undertaken by the GRC as a whole

** Two recommendations; one concerning the Nominating Committee and one Elections.

Exhibit G

GRC Presentations to the PSBA Board of Directors

Date	Location	Mode
10 July 2010	Gettysburg (Board Retreat)	PowerPoint
11 September 2010	Mechanicsburg (Board Meeting)	PowerPoint
13 November 2010	Hershey (Board Meeting)	Documents
21 January 2011	Mechanicsburg (Board Meeting)	Phone Conference
16 April 2011	Harrisburg (Board Meeting)	PowerPoint
09 July 2011	Gettysburg (Board Retreat)	PowerPoint & Document
10 July 2011	Gettysburg (Board Meeting)	Document

TAZ/tz

Exhibit H

**PSBA Governance Review
Committee**

Work to date: A report to the PSBA
Board of Directors
10 July 2010
Gettysburg, PA

Working as Charged

- As approved by the PSBA BOD 13 October 2009

“The essence of this Governance Review is an examination of the roles and composition of all critical elements of the organization to ensure they: 1) are needed, 2) are clearly defined, and 3) create a cohesive and effective whole.”

Working as Charged

“The plan involves a year-long effort to assess:

- the existing composition of the Association's Board of Directors and committees;
- the charges to and responsibilities of each;
- connections with other PSBA entities and related organizations;
- and the need to create a new or to eliminate or revise duties of existing elements of the governance structure in order to be in full alignment with the Association's strategic plan and to meet future membership needs.”

November 2009

**Continuing the Membership Participation
Task Force Initiative – Engagement, the
Common Theme**

- MPT – Three years to achieve a new structure and process
- Raising expectations of Regional Directors and Assistant Regional Directors
- Emphasizing Areas within Regions; promoting engagement with local entities via PSBA Liaisons and Regional Cabinets
- Empowering at the local level through Regional Budgets
- GRC – Six months of activity
- Clarifying that PSBA's BOD is not a mega-school board
- Recognizing the shift from ‘operational’ to ‘representative’; addressing the potential to shift from ‘representing’ to ‘governing’
- Understanding the nuances of being a not-for-profit organization (501(c))
- Examining best practices in Trustee ↔ Committee dynamics

GRC Membership – 12 plus Chair

- 9 of 24 applicants selected; 3 members sought and added for specific types of experience
- 6 members have served on the BOD including one past PSBA President; a seventh will be joining the BOD January 2011
- 3 members served on the Membership Participation Task Force
- Regions Represented – 2,3,4,6,8,9,11,12 and 15
- School Director experience ranges from first term to fifth term

GRC Culture

- Objectivity
- Mutual respect
- No provincialism
- Active engagement
- Informed / qualified opinions

Participation

- 20 February - 12 of 13 (Mechanicsburg)
- 26/27 March - 13 of 13 (Mechanicsburg)
- 17 May - 10 of 13 (Conference Call)
- 18/19 June - 11 of 13 (Mechanicsburg)
- 6 July - 11 of 13 (Conference Call)

Note: In all instances, those unable to participate were contacted and brought 'up to speed'

Highlights

- Mechanicsburg Meetings
- Conference Calls
- Interviews of PSBA Officers
- Web Site Activity

Mechanicsburg Meetings

20 February - Initial meeting

- Introductions committee, facilitator, chair;
- Orientation to charge and work;
- Overview of PSBA, articles of incorporation/bylaws, structure, LLCs by Chief Counsel;
- Introduction to 'governance through policy';
- Consideration of scope and level of questions, information gathering strategies, target groups/key informants

Mechanicsburg Meetings

26/27 March - Second meeting

- Refocus on Governance as Leadership (document) clarifying scope of review (comprehensive);
- Reframe charge emphasizing consistency/adherence with Association Mission, Vision and Strategic Plan;
- Review limited surveying at Regional Cabinet Meetings – suspend strategy;
- Create three working groups each to review four PSBA standing committees;
- Overview and discussion of Legislative Policy Creation by Assistant Executive Director;
- Select strategy for collecting information from past and current Association Officers and Board Members;
- Review status of reframed questions vis-à-vis GRC plan

Mechanicsburg Meetings

18/19 June – Most recent meeting

- Emphasize the scaffold of the reframed/redefined GRC questions;
- Review Board roles/responsibilities in context of Governance as Leadership and PSBA Bylaws, Article III (Sections 1 & 2) and Article V (Section 1);
- Discuss Board size and composition;
- Review emerging recommendations emanating from working groups;
- Discuss Board selection and Officer nomination/election processes in context of outcomes of Membership Participation Task Force;
- Develop options for reconfiguring PSBA BOD
- Consider content of July 10 report to Board of Directors

Conference Calls

17 May

- Update progress of three working groups;
- Review emerging recommendations concerning respective PSBA committees;
- Begin discussing Officer nomination/slating process and Board member selection;
- Contrast operational, representative and policy boards

6 July

- Review of GRC work accomplished 18/19 June;
- Revisitation of Board reconfiguration/redesign options emphasizing merits and implications of each;
- Discuss steps to follow 10 July Board report and retreat

PSBA Officer Interviews

Facilitator conducted ten in-depth interviews the five current Officers and the previous five Association Presidents (2004 -2008)
 All interviewed encouraged to respond candidly to focused questions concerning

- Experience/preparation requisite for becoming an Officer;
- Successes achieved/challenges encountered during tenure;
- Assessment of current committee structure;
- Reflections on legislative policy setting and suggestions for improving the process;
- Thoughts regarding the officer nomination/election process;
- Reflections on Association strategic planning;
- Suggestions for the GRC as it conducts its review

All responses reported in summary form to ensure confidentiality

Web Site Activity

- Topics – 25
 - Posts – 111
 - Views – 1250
- (Through 9 July 2010)

A Deliberative Process

- In addition to hard copy handout materials (for example, the current Bylaws), there are 41 reference documents available to the GRC via the Web Site
- GRC has had easy access to PSBA Staff to review documents, address concerns, clarify committee roles and status, discuss options, etc.
- PSBA Executive Director, President, President Elect and First VP have made themselves available as supportive resources to the GRC process answering questions, offering insights and providing feedback by request

PSBA Committees Reviewed/Considered- Summary

Likely Recommendation	Number of Committees
Leave as is	5
Disband	2
Enhance/Overhaul	3
Combine	2
Add	1
Total Reviewed	12 + 1

Group A

Committee	Likely Recommendation
Bylaws	Expand role
Platform	Examine Process
Legislative Policy Council	Combine with LAC to form Delegate Assembly
Legislative Action Council	Combine with LPC to form Delegate Assembly

Group B

Committee	Likely Recommendation
Annual Conference	Duty of BOD rather than separate committee
Credentials	Clarify membership and qualifications
Policy Review	Minor clarifications
Audit Review	Enrich membership with accounting expertise
Finance Committee	Add with robust fiscal acumen

Group C

Committee	Likely Recommendation
Nominating	Revise process
Buildings and Grounds	Leave as is
Forums	Disband
<i>Ad Hoc</i>	Continue

- In addition, the GRC would like the PSBA Board of Directors to**
- Consider the questions posed in the plan approved 13 October 2009 as reframed by our facilitator
 - Engage in an active and open discussion of its current status and processes
 - Reflect upon its effectiveness through the lens of a self-evaluative process
 - Consider optional structures, the product of the GRC meeting of June 18 and 19
 - Offer feedback to the GRC concerning the level of change the sitting Board finds most compellingly appropriate and consistent with the work of the MPTF

**From the Governance Review Plan
approved 13 October 2009**

July 2010

“At its annual retreat, the Board of Directors meets with representatives of the GRC, discusses the panel’s findings and observations, and offers feedback.”

Exhibit I

**A Report from the
Governance Review Committee
to the Board of PSBA
16 April 2011 - Harrisburg, PA**

Peggy M. Outon, Consultant
Thomas A. Zimmerman, GRC Chair
Nancy Fishman, GRC
E. Pearl Smith, GRC
Richard Frerichs, GRC

Working as Charged

- As approved by the PSBA BOD 13 October 2009

“The essence of this Governance Review is an examination of the roles and composition of all critical elements of the organization to ensure they:

- 1) are needed,
- 2) are clearly defined, and
- 3) create a cohesive and effective whole.”

Working as Charged

“The plan involves a year-long effort to assess:

- the existing composition of the Association's Board of Directors and committees;
- the charges to and responsibilities of each;
- connections with other PSBA entities and related organizations;
- and the need to create a new or to eliminate or revise duties of existing elements of the governance structure in order to be in full alignment with the Association's strategic plan and to meet future membership needs.”

November 2009

Membership of GRC

Working Group A	Working Group B	Working Group C
Bonita Barbush-Urban, Lead Weatherly A.S.D.	Nancy Fishman, Lead Carlisle A.S.D.	Tina Viletto, Lead Cheltenham Township S.D.
Sam Accipiter Southmoreland S.D.	Joe Bennet Otto-Eldred S.D.	Larry Augustine Selinsgrove A.S.D.
Idette B. Groff Conestoga Valley S.D.	Donald B. Raifsnider, Jr. Muhlenberg S.D.	Richard Frerichs Penn Manor S.D.
William S. LaCoff Owen J. Roberts S.D.	John A. Tucker Jamestown A.S.D.	E. Pearl Smith Norristown S.D.

GRC Culture

- Objectivity
- Mutual respect
- No provincialism
- Active engagement
- Informed / qualified opinions
- Prudent transparency

GRC Active Participation

2010	
• 20 February	-12 of 13 (Mechanicsburg)
• 26/27 March	-13 of 13 (Mechanicsburg)
• 17 May	-10 of 13 (Conference Call)
• 18/19 June	-11 of 13 (Mechanicsburg)
• 6 July	-11 of 13 (Conference Call)
• 30 August	-10 of 13 (Conference Call)
• 15 October	-11 of 13 (Hershey)
• 10/11 December	-11 of 13 (Mechanicsburg)
2011	
• 14/15 January	-13 of 13 (Mechanicsburg)
• 28 February	-10 of 13 (Conference Call)
• 18/19 March	-12 of 13 (Mechanicsburg)

**Process Highlights –
Progress since October 2010**

15 October - GRC met to prepare first round of Recommendations to PSBA BOD

13 November- First round recommendations presented to BOD

10/11 December – GRC met and reviewed BOD response to first round recommendations; Considered new structures for PSBA including Advisory Council, Regional Directors Coordinating Council

**Process Highlights –
Progress since October 2010**

14/15 January – GRC met to review committee structure & committee chair qualifications; Examine Executive Committee options; Revisit bylaw and policy codifying statements for standing committees; Begin discussion of officer nominating process; Prepare presentation to BOD for 21 January

21 January – PSBA BOD approved first round of recommendations; No additional GRC presentation to full BOD but Executive Committee briefed

**Process Highlights –
Progress since October 2010**

18/19 March – GRC met to review work accomplished in December & January plus BOD response on 21 January; Examined Executive Committee composition options; Discuss standing committee chair qualifications; Discuss Delegate Assembly as a new approach to Annual Business Meeting and Legislative Policy Council; Complete officer nomination process discussion; Narrow PSBA Officer and Executive Committee configuration options; Plan PSBA BOD presentation for 16 April.

Summation

Today, we come to discuss with the PSBA the thinking of the GRC and to continue our conversation about **the future of effective leadership for PSBA.**

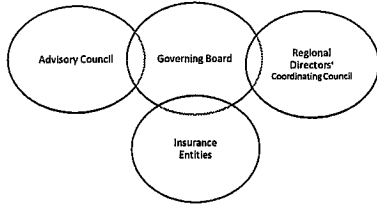
Why Re-organize?

- Board composition
- Board size
- Legal and fiduciary responsibility

**Supporting the Work of the
Membership Task Force**

Hours as a responsible PSBA Board Member +
Hours as a responsible Regional Director =
132 hours annually!

A New, Inclusive and Expanded Leadership Structure for PSBA



A New, Inclusive and Expanded Leadership Structure for PSBA

Advisory Council (AC) – Comprised of representatives from the PA school management community and other key stakeholders. Includes all current (2011) PSBA affiliate groups plus others, e.g., representatives from the PA PTA, PASBO, PASA, higher education, etc. Represented on PSBA Governing Board (GB) in a non-voting capacity (one ex officio seat); advises GB on relevant issues requiring specific expertise. Recommended size = 15 -20.

Governing Board (GB) – Comprised of five officers plus chair and vice chairs of the Regional Directors' Coordinating Council (RDCC) and three others elected at large from within the association. Governs PSBA fulfilling the legal and fiduciary responsibilities of the association as a 501 (c) (4) nonprofit organization subject to the Sarbanes-Oxley Act of 2002; represented on IE governing boards. Recommended size = 11.

A New, Inclusive and Expanded Leadership Structure for PSBA

Regional Directors' Coordinating Council (RDCC) – Comprised of PSBA's 15 Regional Directors and organized with a chair and two vice chairs elected from within the group. Serves to coordinate efforts and address relevant items/issues of shared concern between and among Regions including, but not limited to, resource sharing, population shifts, economic developments, etc. Represented on GB - Chair and vice chairs sit as voting members; report activities of the RDCC (GB meeting standing agenda item).

Insurance Entities (IE) – Refer to minutes, PSBA Board of Directors Meeting, November 12 – 13, 2010.

NOTE – In order to promulgate and implement this structure, by-laws revisions and Board action are required.

The Regional Directors Coordinating Council

- Focus on regional directors' service to PSBA
- Chair and 2 co-chairs serving on governing board
- At least 2 members of the nominating committee for governing board
- Permanent agenda item for governing board meetings

PSBA State Advisory Board

- Expertise and advice on a spectrum of issues to PSBA leadership
- Forum for partners who are stakeholders to PSBA's mission
- Representation on nominating committee for governing board
- Add prestige and clout to PSBA's advocacy work

Governing Board of PSBA

- Legal and fiduciary responsibility
- Board of 11
- Officers: president, president-elect, immediate past president, vice president, treasurer
- Three regional director representatives
- Three members elected at large: one from West, East & Central

**Executive Committee
Role & Responsibilities**

- Board officers as members
- Act as liaison to the chief executive and facilitate his/her annual assessment
- Handle time-specific matters
- Facilitate full board engagement on all matters of substance
- Executive Director, ex officio, non-voting member

**Preserving some, revising others –
and a few new ideas!**

- Charges clarified for all
- Add finance, audit and governance committees
- Disband annual conference committee and forums
- Extensively revise the work of the nominating committee
- Redefine the work of the Legislative Policy Council & Legislative Action Council into a Delegate Assembly

**Bylaws, Policy Review & Governance
Committees**

- Complete review of bylaws and policies every three years
- Each done 1/3 annually
- Governance - ensure effective governance

Finance & Audit Committees

- Finance: review and monitor annual operating budget
- Board treasurer, chair and member of Executive Committee
- Audit: independence and transparency

**Credentials, Buildings and Grounds,
Ad Hoc/s**

- Credentials charge: validate and tally all votes cast for PSBA board and report election results to the membership.
- Composition: 3-5 persons appointed by the president, affiliated with the Association, but who are ineligible to vote for officers.
- Buildings and Grounds is working fine!
- Ad Hoc/s - proven efficiency and great for member engagement!

A New Nominating Process for PSBA

- Broader, deeper, wider engagement of members in elections
- Open, fair, inclusive process
- Seeking, not slating
- Training for all engaged in process

Composition of Nominating Committee

- Chaired by immediate past president, non-voting member
- 2: RDCC (not serving on board)
- 2: Current governing board
- 1: Advisory Council
- 1: Appointed by the president
- 3: At-large members, selected by chair
- May volunteer to serve or be recruited

Eligibility for Board Service

- Job descriptions that detail qualifications for officer roles and at-large members will be widely distributed by seekers and through PSBA channels.
- Applicants for all positions will be actively encouraged.
- All who submit a completed application that meets minimum eligibility requirements will be invited to interview.

Eligibility for Board Service

- At the interview, eligibility requirements will be reviewed and confirmed.
- All eligible candidates will be placed on the ballot.
- By a majority vote of the committee, highly qualified candidates will be endorsed.
- Multiple endorsements for a position are allowed.
- Lack of endorsement is a significant silence.

Campaigning & Voting

- Active campaigning will be encouraged
- PSBA publications - candidate statements, video interviews on PSBA website
- Voting by districts prior to annual conference - one vote per entity

A Delegate Assembly for PSBA

- A representative group drawn from PSBA
- Decide on legislative platform
- Will vote on bylaws changes, debate and set legislative policy
- Revised annual business meeting - receive reports from President and Treasurer
- Announce election results

A Delegate Assembly for PSBA – Change Meeting Time

- Move to just before or just after formal opening or closing of Annual PSBA Conference (October)
- Does not interfere with session attendance during the conference
- No charge for attending the Delegate Assembly

Who is a delegate?

- Preserve structure as in current bylaws
 - Articles VII: Sections 1 and 2
 - Article X: Section 3
 - Article I: Section 2
- Maintain current delegate formula for voting
- Term of service: 1 year

Who is a delegate?

- Emphasize appointing delegates early as in current bylaws - appoint at annual School Board or entity reorganization meeting
- Emphasize delegate embodies 'ground up' involvement in PSBA
- Delegates are the link to their respective member entity

Responsibilities of a Delegate

- Discuss policies and procedures with local board prior to meeting
- Cast informed votes on platform and bylaws
- Inform local board of actions taken

What else needs to be considered?

Exhibit J

Exhibit 6.9: three types of governance: distinctive characteristics

	Type I	Type II	Type III
	Fiduciary	Strategic	Generative
Nature of organizations	Bureaucratic	Open System	Nonrational
Nature of leadership	Hierarchical	Analytical/visionary	Reflective learners
Board's central purpose	Stewardship of tangible assets	Strategic partnership with management	Source of leadership for organization
Board's core work	Technical: oversee operations, ensure accountability	Analytical: shape strategy, review performance	Creative: discern problems, engage in sense-making
Board's principal role	Sentinel	Strategist	Sense maker
Key question	What's wrong?	What's the plan?	What's the question?
Problems are to be	Spotted	Solved	Framed
Deliberative process	Parliamentary and orderly	Empirical and logical	Robust and sometimes playful
Way of deciding	Reaching resolution	Reaching consensus	Grappling and grasping
Way of Knowing	It stands to reason	The pieces all fit	It makes sense
Communication with constituents	Limited, ritualized to legitimate	Bilateral, episodic to advocate	Multilateral, ongoing to learn
Performance metrics	Facts, figure, finances, reports	Strategic indicators, competitive analysis	Signs of learning and discerning

Exhibit 7.2 the four forms of board capital

Form of Capital	Resource Optimized	Traditional Use	Enhanced Value
Intellectual	Organizational learning	Individual trustees do technical work	Board as a whole does generative work
Reputational	Organizational legitimacy	Organization trades on trustees' status	Board shapes organizational status
Political	Organizational power	External heavyweight: Trustees exercise power on the outside	Internal fulcrum: Board balances power on the inside
Social	Efficacy of the board	Trustees strengthen relationships to gain personal advantage	Trustees strengthen relationships to bolster board's diligence

PSBA Governance Time Commitment Calculation

All hours are an approximate and include preparation time such as planning, phone calls, emails and follow-up, but not travel time or Officer time commitments.

Position	Type of Meeting / Activity	Number of Meetings / Activities Occurring on a Weekday (Mon.- Thurs.)	Number of Meetings / Activities Occurring on a Weekend (Fri.- Sun)	Average Prep Time Per Meeting / Activity	Average Hours Per Meeting / Activity	Approximate Total Number of Hours Per Year	Comments
Regional Directors	132 Hours Per Year Based on the Following Average Calculations:						
	PSBA Board Meetings	0	5	2	10	60	Meals and weekend retreat included
	Regional Director Board Report			2		10	Five reports a year
	Regional Director Training	0	1		2	2	Occurs after the January Board meeting
	Regional Cabinet Meetings	2	0	2	3	10	
	Area / Legislative Meetings	4		2	3	20	Often combined 3 hour meetings with 2 per year
	Conference Calls	1	1			2	
	Emailing, Calling and Meeting with ARDs	3	3			6	
	"Visibility" at PSBA Functions	2	2		3	12	Excludes statewide conferences
	Calls to New Board Members (Biannually)						It depends on ARD participation and how many new board members are in their region
	Honor Roll Awards / District Visits	5		1	1	10	Depends on Honor Roll Award recipients and Regional Activity Plan
	Totals	17	12	8		132	
Members of Committees SERVING on PSBA Board of Directors	Note: Chairpersons may have additional prep and meeting time						
	Policy Review Committee	5		1	1	10	Traditionally Conference Calls
	Regional Activity Plan Committee	1		1	2	3	
	Audit Committee	1		2	1	3	
	Buildings and Grounds	1		1	1	2	
	Credentials Committee	1			1	1	Occurs at Annual Conference
	Budget and Finance Committee						Officers only
	Executive Committee						Officers only
Members of Committees Traditionally NOT SERVING on PSBA Board of Directors	Note: Chairpersons may have additional prep and meeting time						
	Bylaws		1	2	6	8	Meets on Saturday
	Nominating		1	2	8	10	Meets on Saturday
	Platform		1	2	8	10	Meets on Saturday
	Legislative Policy Council		1	2	5	7	Occurs at Annual Conference
	Action Council		1	1	1	2	Meets biannually

PSBA Governance Time Commitment Calculation

All hours are an approximate and include preparation time such as planning, phone calls, emails and follow-up, but not travel time or Officer time commitments.

Position	Type of Meeting / Activity	Number of Meetings / Activities Occurring on a Weekday (Mon.- Thurs.)	Number of Meetings / Activities Occurring on a Weekend (Fri.- Sun)	Average Prep Time Per Meeting / Activity	Average Hours Per Meeting / Activity	Approximate Total Number of Hours Per Year	Comments
Assistant Regional Directors	36 Hours Per Year Based on the Following Average Calculations:						
	Regional Cabinet Meetings	2		1	3	8	
	Area / Legislative Meetings	2		2	3	10	Often combined 3 hour meetings with 2 per year
	Conference Calls	1	1			2	
	Emailing, Calling and Meeting with RD and Liaisons	3	3		1	6	
	"Visibility" at PSBA Functions	1	1		3	6	Excludes statewide conferences
	Calls to New Board Members (Biannually)						It depends on ARD participation and how many new board members are in their area
	Honor Roll Awards / District Visits	2		1	1	4	Depends on Honor Roll Award recipients and Regional Activity Plan
	TOTALS	9	5	3		36	
Legislative Coordinators	<i>In many regions they are considered non-voting members of the cabinet so their hours may be increased by choice. They could put in as many as an additional 8-10 hours if they participate in regional meetings and calls.</i>						
	Area / Legislative Meetings	2		2	3	10	Often combined 3 hour meetings with 2 per year
Liaisons							
	Regional Cabinet Meetings	2		1	3	8	
	Area / Legislative Meetings	2		2	3	10	Often combined 3 hour meetings with 2 per year
	Training	1			3	3	
	Sharing Information						Varies
	TOTALS	5	0	3		21	

2011 PENNSYLVANIA SCHOOL BOARDS ASSOCIATION (PSBA)

28-Member Board Of Directors

President (1)	Pres-Elect (1)	Vice Pres (2)	Past Pres (1)	Reg Dir (15)	Sch Bd Sec (2)	Solicitors (1)	Educ Profs (1)	Pupil Trans (1)	Career & Technical Administrators <i>nonvoting</i> (1)	NSBA Ex-Officio <i>nonvoting</i> (2)
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COMMITTEES DIRECTED BY BYLAWS / POLICY

EXECUTIVE (7)*	BYLAWS (15)	NOMINATING (22)	PLATFORM (39)	ANNUAL CONFERENCE	CREDENTIALS	BUILDINGS AND GROUNDS (3)	REGIONAL ACTIVITY PLAN	LEGISLATIVE POLICY COUNCIL	LEGISLATIVE ACTION COUNCIL
Pres (1) Pres-Elect (1) Vice Pres (2) Imm P Pres (1) Pres, Sch Bd Sec (1) Exec Dir (1) Meets at call of President *Also functions as Budget and Finance Committee <i>(Bylaws Article V, Section 1.B.3)</i> Meets in April / May <i>(Bylaws Article V, Section 1)</i>	Appointed by Pres to include: Chair (1) Vice Pres (1) Past Pres (1) Other members (12) (All 15 regions of state are represented) Meets between March – May <i>(Bylaws Article V, Section 6)</i> <i>(PSBA Policy 305)</i>	Immed Past Pres, Chair (1) P Pres Named by Pres (1) Reg Dirs' Appointees (15) Dept Pres' Appointees (5) Meets after primary election and prior to June 10 <i>(Bylaws, Article V, Section 5; Article IV, Section 4.C)</i>	1 st Vice Pres, Chair (1) President (1) President-Elect (1) 2 nd Vice President (1) Department Presidents (5) Reg Directors' Appointees (30) Meets in August or September <i>(Bylaws Article V, Section 4)</i>	Committee of the whole board Meets in conjunction with Board of Directors Meeting, typically in January <i>(Bylaws Article V, Section 1)</i>	Appointed by President Counts ballots at annual state conference <i>(Bylaws, Article V, Section 2)</i>	President-Elect, Chair President's Appointees from Board of Directors Meets at least once a year <i>(Bylaws Article V, Section 3)</i>	Appointed by President Screening Committee to review and offer guidance on regional activity plans according to established guidelines. Meets at least once a year <i>(PSBA Policy No. 202)</i>	1 st Vice President, Chair Consists of representatives of member school entities Meets once, during annual School Leadership Conference, October <i>(Bylaws Article VIII; Article V, Sections 4.E, 4.F)</i>	1 st Vice President, Chair (1) 2 nd Vice President (1) Regional Directors (15) Asst Reg'l Directors (varies) Leg Coordinators (varies) Meets once, January – April <i>(PSBA Policy 304 and attached guidelines and procedures.)</i>

COMMITTEES APPOINTED AT DISCRETION OF PRESIDENT

<p>POLICY REVIEW</p> <p>Consists of members of Board of Directors, Appointed by President</p> <p>Meets as needed</p>	<p>AUDIT REVIEW</p> <p>President-Elect, Chair 2nd Vice President President, School Board Secretaries 3 Regional Directors (East, Central, West – appointed by President)</p> <p>Meets once a year, typically early fall</p>
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OTHER COMMITTEES AND FUNCTIONS

<p>AD HOC COMMITTEES</p> <p>Authorized by Board of Directors</p> <p>Examples:</p> <p>Effective School Governance Pension Study Committee Membership Participation Task Force School Labor Relations Task Force Governance Review Committee</p>

OTHER FUNCTIONS OF THE ASSOCIATION

<p>PSBA Insurance Trust School Boards Insurance Co of PA (SBIC) School Claims Service LLC (SCS)</p> <p><u>2011</u> Board of Trustees / Directors of All Three Entities</p> <p>Three representatives of Governing Board (3) Four "independent" directors (4) Two PSBA past presidents (2)* School business official** (1) Chief school administrators (1) PSBA executive director (1) Managing director, Ins. Trust and SBIC president (1)</p> <p>*positions eliminated effective 1/1/12 ** to be converted to additional "independent" director seat per 7/11 BOD Agenda</p>
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INTERACTION WITH OTHER ORGANIZATIONS NOT PART OF THE ORGANIZATIONAL STRUCTURE OF PSBA

<p>Pennsylvania Interscholastic Athletic Association (PIAA)</p> <p>PSBA Executive Director serves on PIAA Board of Directors; local school directors appointed by PSBA serve on PIAA board and district committees</p>	<p>Public School Employees' Retirement System Board (PSERS)</p> <p>PSBA Executive Director serves on PSERS Board of Directors; elected school director also serves on board</p>	<p>Leadership Liaison</p> <p>Executive Directors of PSBA, PASA, PAESSP, PASBO</p>	<p>Local Government Conference</p> <p>Boroughs Assn Municipal Auth Assn Twp Supervisors Assn League of Cities Twp Comm Assn County Comm Assn PSBA</p>	<p>National School Boards Association (NSBA)</p> <p>Association member through payment of dues; PSBA Executive Committee serves as NSBA Relations Committee</p>	<p>PA School District Liquid Asset Fund (PSDLAF)</p> <p><u>Trustees</u></p> <p>Board members (3) PASBO members (3) Other (elected by six (1) PASBO Exec Dir (Sec) PSBA Exec Dir (Treas)</p>	<p>EasyProcure LLC</p> <p>Executive directors and representatives of PSBA, PASBO, PASA and PSDLAF</p>
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2012 PENNSYLVANIA SCHOOL BOARDS ASSOCIATION (PSBA)

28-Member Board Of Directors										
President	Pres-Elect	Vice Pres	Imd Past Pres	Reg Dir	Sch Bd Sec	Solicitors	Pupil Trans	Educ Profs <i>nonvoting</i>	Career & Technical Administrators <i>nonvoting</i>	NSBA Ex-Officio & Minority Delegate <i>nonvoting</i>
(1)	(1)	(2)	(1)	(15)	(2)	(1)	(1)	(1)	(1)	(2)

COMMITTEES DIRECTED BY BYLAWS / POLICY	OTHER COMMITTEES AND FUNCTIONS
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EXECUTIVE (7)	PLATFORM (39)	LEGISLATIVE POLICY COUNCIL	LEGISLATIVE ACTION COUNCIL	AD HOC COMMITTEES
Pres (1) Pres-Elect (1) Vice Pres (2) Imd P Pres (1) Pres, Sch Bd Sec (1) Exec Dir (1) Meets at call of President <i>(Bylaws Article V, Section 1)</i>	1 st Vice Pres, Chair (1) President (1) President-Elect (1) 2 nd Vice President (1) Department Presidents (5) Reg Directors' Appointees (30) Meets in August or September <i>(Bylaws Article V, Section 4)</i>	1 st Vice President, Chair Consists of representatives of member school entities Meets once, during annual state conference, October <i>(Bylaws Article VIII; Article V, Sections 4.E, 4.F)</i>	1 st Vice President, Chair (1) 2 nd Vice President (1) Regional Directors (15) Asst Reg'l Directors (varies) Leg Coordinators (varies) Meets once, January - April <i>(PSBA Policy 304 and attached guidelines and procedures.)</i>	Authorized by Board of Directors Examples: Effective School Governance Pension Study Committee Membership Participation Task Force School Labor Relations Task Force Governance Review Committee

COMMITTEES DIRECTED BY BYLAWS / POLICY & APPOINTED BY PRESIDENT
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CREDENTIALS	BUILDINGS AND GROUNDS (3)	NOMINATING (22)	BYLAWS (15)	POLICY REVIEW	FINANCE	AUDIT REVIEW	REGIONAL ACTIVITY PLAN
Appointed by Pres to include: Consists of persons affiliated with the association but who are ineligible to vote for officers Counts ballots at annual state conference <i>(Bylaws, Article V, Section 2)</i>	Appointed by Pres to include: <ul style="list-style-type: none"> • President-Elect, Chair • Consist of two members of the Board of Directors Meets at least once a year <i>(Bylaws Article V, Section 3)</i>	Appointed by Pres to include: Imd Past Pres, Chair (1) P Pres Named by Pres (1) Reg Dirs' Appointees (15) Dept Pres' Appointees (5) Meets after primary election and prior to June 10 <i>(Bylaws, Article V, Section 5; Article IV, Section 4.C)</i>	Appointed by Pres to include: Chair (1) Vice Pres (1) Other members (13) (All 15 regions of state are represented. No two members from the same region. A past president may be appt'd as an ex-officio, non-voting member. Comprehensive review of bylaws every three years.) Meets before June 30 ; reports to BOD by July 1 <i>(Bylaws Article V, Section 6)</i> <i>(PSBA Policy 305)</i>	Appointed by Pres to include: <ul style="list-style-type: none"> • Chaired by a member of the Board of Directors • Consists of members of association • No specified number of members • Review existing and propose new policies for approval by BOD (Comprehensive review of policies every three years) Meets as needed <i>(Bylaws Article V, Section 7)</i> <i>(PSBA Policy 100.1)</i>	Appointed by Pres to include: <ul style="list-style-type: none"> • Consists of members of the association with finance experience and fiscal acumen • No specified number of members • Review proposed association budget prepared by ED for approval by BOD • Monitor budget implementations Meets as needed <i>(Bylaws Article V, Section 8)</i>	Appointed by Pres to include: <ul style="list-style-type: none"> • Chaired by a member of the Board of Directors • Consists of at least two members of the association with prior experience in accounting practices and audit review • Recommend for BOD approval the appt. of an external auditor • Review the annual association audit for approval by BOD Meets once a year, typically early fall <i>(Bylaws Article V, Section 9)</i> <i>(PSBA Policy 502)</i>	Appointed by Pres to include: <ul style="list-style-type: none"> • Chairperson • Three or more Regional Directors Screening Committee to review and offer guidance on regional activity plans according to established guidelines. Meets at least once a year <i>(PSBA Policy No. 202)</i>

OTHER FUNCTIONS OF THE ASSOCIATION

<p style="text-align: center;">PSBA Insurance Trust School Boards Insurance Co of PA (SBIC) School Claims Service LLC (SCS)</p> <p style="text-align: center;"><i>2011 Board of Trustees / Directors of All Three Entities</i></p> <table style="width: 100%; border: none;"> <tr> <td style="padding: 2px;">Three representatives of Governing Board</td> <td style="text-align: right; padding: 2px;">(3)</td> </tr> <tr> <td style="padding: 2px;">Four "independent" directors</td> <td style="text-align: right; padding: 2px;">(4)</td> </tr> <tr> <td style="padding: 2px;">Two PSBA past presidents</td> <td style="text-align: right; padding: 2px;">(2)*</td> </tr> <tr> <td style="padding: 2px;">School business official**</td> <td style="text-align: right; padding: 2px;">(1)</td> </tr> <tr> <td style="padding: 2px;">Chief school administrators</td> <td style="text-align: right; padding: 2px;">(1)</td> </tr> <tr> <td style="padding: 2px;">PSBA executive director</td> <td style="text-align: right; padding: 2px;">(1)</td> </tr> <tr> <td style="padding: 2px;">Managing director, Ins. Trust and SBIC president</td> <td style="text-align: right; padding: 2px;">(1)</td> </tr> </table> <p style="font-size: small; margin-top: 5px;">*positions eliminated effective 1/1/12 ** to be converted to additional "independent" director seat per 7/11 BOD Agenda</p>	Three representatives of Governing Board	(3)	Four "independent" directors	(4)	Two PSBA past presidents	(2)*	School business official**	(1)	Chief school administrators	(1)	PSBA executive director	(1)	Managing director, Ins. Trust and SBIC president	(1)
Three representatives of Governing Board	(3)													
Four "independent" directors	(4)													
Two PSBA past presidents	(2)*													
School business official**	(1)													
Chief school administrators	(1)													
PSBA executive director	(1)													
Managing director, Ins. Trust and SBIC president	(1)													

INTERACTION WITH OTHER ORGANIZATIONS NOT PART OF THE ORGANIZATIONAL STRUCTURE OF PSBA						
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<p style="text-align: center;">Pennsylvania Interscholastic Athletic Association (PIAA)</p> <p style="font-size: small;">PSBA Executive Director serves on PIAA Board of Directors; local school directors appointed by PSBA serve on PIAA board and district committees</p>	<p style="text-align: center;">Public School Employees' Retirement System Board (PSERS)</p> <p style="font-size: small;">PSBA Executive Director serves on PSERS Board of Directors; elected school director also serves on board</p>	<p style="text-align: center;">Leadership Liaison</p> <p style="font-size: small;">Executive Directors of PSBA, PASA, PAESSP, PASBO</p>	<p style="text-align: center;">Local Government Conference</p> <p style="font-size: small;">Boroughs Assn Municipal Auth Assn Twp Supervisors Assn League of Cities Twp Comm Assn County Comm Assn PSBA</p>	<p style="text-align: center;">National School Boards Association (NSBA)</p> <p style="font-size: small;">Association member through payment of dues; PSBA Executive Committee serves as NSBA Relations Committee</p>	<p style="text-align: center;">PA School District Liquid Asset Fund (PSDLAF)</p> <p style="font-size: small;"><u>Trustees</u> Board members (3) PASBO members (3) Other (<i>elected by six</i>) (1) PASBO Exec Dir (Sec) PSBA Exec Dir (Treas)</p>	<p style="text-align: center;">EasyProcure LLC</p> <p style="font-size: small;">Executive directors and representatives of PSBA, PASBO, PASA and PSDLAF</p>
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2013 PENNSYLVANIA SCHOOL BOARDS ASSOCIATION (PSBA)

Regional Director's Coordinating Council (RDCC)

Comprised of 15 Regional Directors. Chair and two vice chairs elected from RDCC. Chair and vice chairs are voting members of the Governing Board.

Governing Board of PSBA (11)

President	Pres-Elect	Vice Pres	Imd Past Pres	Treasurer	Reg Dir	At Large Members (West, Central & East)	Ex Officio Nonvoting Advisory Council Rep
(1)	(1)	(1)	(1)	(1)	(3)	(3)	(1)

Advisory Council (AC)

Comprised of representatives from the PA school management community and other key stakeholders. 15-20 members and one non-voting member serves on Governing Board.

COMMITTEES DIRECTED BY BYLAWS / POLICY

OTHER COMMITTEES AND FUNCTIONS

EXECUTIVE (6)	LEADERSHIP DEVELOPMENT (10)	PLATFORM (39) ¹	LEGISLATIVE ACTION COUNCIL ¹	DELEGATE ASSEMBLY ²	AD HOC COMMITTEES
Pres (1) Pres-Elect (1) Vice Pres (1) Imd Past Pres (1) Treasurer (1) Exec Dir (ex officio, nonvoting) (1) Meets at call of President	Imd Past Pres, Chair (nonvoting member) (1) RDCC members (not serving on board) (2) Current members on Governing Board (2) Advisory Council member (1) Appt. by President (1) At large members selected by chair (3) Meets a minimum of three times per year as necessary <i>(Bylaws, Article V, Section 5; Article IV, Section 4.C)</i>	1 st Vice Pres, Chair (1) President (1) President-Elect (1) 2 nd Vice President (1) Department Presidents (5) RD's Appointees (30) <i>(Bylaws Article V, Section 4)</i> Meets in August or September	1 st Vice President, Chair (1) 2 nd Vice President (1) Regional Directors (15) Asst Reg'l Directors (varies) Leg Coordinators (varies) Meets once, January - April <i>(PSBA Policy 304 and attached guidelines and procedures.)</i>	1 st Vice President, Chair Consists of representatives of member school entities (same formula as for former Legislative Policy Council) Meets prior to or following annual state conference, October <i>(Bylaws, Article V)</i>	Authorized by Governing Board Examples: Effective School Governance Pension Study Committee Membership Participation Task Force School Labor Relations Task Force Governance Review Committee

COMMITTEES DIRECTED BY BYLAWS / POLICY & APPOINTED BY PRESIDENT

CREDENTIALS	BUILDINGS AND GROUNDS (3)	BYLAWS (15)	POLICY REVIEW	FINANCE	AUDIT REVIEW	REGIONAL ACTIVITY PLAN	GOVERNANCE
Appointed by Pres to include: Consists of persons affiliated with the association but who are ineligible to vote for officers Counts ballots for officers & at large members <i>(Bylaws, Article V, Section 2)</i>	Appointed by Pres to include: • President-Elect, Chair • Consist of two members of the Governing Board Meets at least once a year <i>(Bylaws Article V, Section 3)</i>	Appointed by Pres to include: Chair (1) Vice Pres (1) Other members (13) (All 15 regions of state are represented. No two members from the same region. A past president may be appt'd as an ex-officio, non-voting member. Comprehensive review of bylaws every three years.) Meets before June 30 <i>(Bylaws Article V, Section 6)</i> <i>(PSBA Policy 305)</i>	Appointed by Pres to include: • Chaired by a member of the Governing Board • Consists of members of association • No specified number of members • Review existing and propose new policies for approval by Gov. Board (Comprehensive review of policies every three years) Meets as needed <i>(Bylaws Article V, Section 7)</i> <i>(PSBA Policy 100.1)</i>	Appointed by Pres to include: • Consists of members of the association with finance experience and fiscal acumen Meets as needed <i>(Bylaws Article V, Section 8)</i>	Appointed by Pres to include: • Chaired by a member of the Governing Board • Consists of at least two members of the association with prior experience in accounting practices and audit review • Recommend for Gov. Board approval the appt. of an external auditor • Review the annual association audit for approval by Governing Board Meets once a year, typically early fall <i>(Bylaws Article V, Section 9)</i> <i>(PSBA Policy 502)</i>	Appointed by Pres to include: • Chairperson • Three or more Regional Directors Screening Committee to review and offer guidance on regional activity plans according to established guidelines. Meets at least once a year <i>(PSBA Policy No. 202)</i>	Appointed by Pres to include: • Chairperson • Members of Governing Board • Coordinate board self-eval; promote board leadership development; review charters of committees; report to membership on fiduciary responsibility of Gov. Board

OTHER FUNCTIONS OF THE ASSOCIATION

<p>PSBA Insurance Trust School Boards Insurance Co of PA (SBIC) School Claims Service LLC (SCS) 2011 Board of Trustees / Directors of All Three Entities</p> <table border="0"> <tr> <td>Three representatives of Governing Board</td> <td>(3)</td> </tr> <tr> <td>Four "independent" directors</td> <td>(4)</td> </tr> <tr> <td>Two PSBA past presidents</td> <td>(2)*</td> </tr> <tr> <td>School business official**</td> <td>(1)</td> </tr> <tr> <td>Chief school administrators</td> <td>(1)</td> </tr> <tr> <td>PSBA executive director</td> <td>(1)</td> </tr> <tr> <td>Managing director, Ins. Trust and SBIC president</td> <td>(1)</td> </tr> </table> <p>*positions eliminated effective 1/1/12 ** to be converted to additional "independent" director seat per 7/11 BOD Agenda</p>	Three representatives of Governing Board	(3)	Four "independent" directors	(4)	Two PSBA past presidents	(2)*	School business official**	(1)	Chief school administrators	(1)	PSBA executive director	(1)	Managing director, Ins. Trust and SBIC president	(1)
Three representatives of Governing Board	(3)													
Four "independent" directors	(4)													
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INTERACTION WITH OTHER ORGANIZATIONS NOT PART OF THE ORGANIZATIONAL STRUCTURE OF PSBA

<p>Pennsylvania Interscholastic Athletic Association (PIAA)</p> <p>PSBA Executive Director serves on PIAA Board of Directors; local school directors appointed by PSBA serve on PIAA board and district committees</p>	<p>Public School Employees' Retirement System Board (PSERS)</p> <p>PSBA Executive Director serves on PSERS Board of Directors; elected school director also serves on board</p>	<p>Leadership Liaison</p> <p>Executive Directors of PSBA, PASA, PAESSP, PASBO</p>	<p>Local Government Conference</p> <p>Boroughs Assn Municipal Auth Assn Twp Supervisors Assn League of Cities Twp Comm Assn County Comm Assn PSBA</p>	<p>National School Boards Association (NSBA)</p> <p>Association member through payment of dues; PSBA Executive Committee serves as NSBA Relations Committee</p>	<p>PA School District Liquid Asset Fund (PSDLAF)</p> <p><u>Trustees</u></p> <table border="0"> <tr> <td>Board members</td> <td>(3)</td> </tr> <tr> <td>PASBO members</td> <td>(3)</td> </tr> <tr> <td>Other (elected by six)</td> <td>(1)</td> </tr> <tr> <td>PASBO Exec Dir</td> <td>(Sec)</td> </tr> <tr> <td>PSBA Exec Dir</td> <td>(Treas)</td> </tr> </table>	Board members	(3)	PASBO members	(3)	Other (elected by six)	(1)	PASBO Exec Dir	(Sec)	PSBA Exec Dir	(Treas)	<p>EasyProcure LLC</p> <p>Executive directors and representatives of PSBA, PASBO, PASA and PSDLAF</p>
Board members	(3)															
PASBO members	(3)															
Other (elected by six)	(1)															
PASBO Exec Dir	(Sec)															
PSBA Exec Dir	(Treas)															

¹ GRC recommends Governing Board review of platform process as currently exiting (presented here)

² Replaces Legislative Policy Council and annual Business Meeting (at annual conference)

Exhibit O

A Report from the Governance Review Committee to the Board of PSBA 9 July 2011 - Gettysburg, PA

Peggy M. Outon, Consultant
Thomas A. Zimmerman, GRC Chair
Nancy Fishman, GRC
Richard Frerichs, GRC
Tina Viletto, GRC
E. Pearl Smith, GRC
Bonita Barbush-Urban, GRC

Working as Charged

- As approved by the PSBA BOD 13 October 2009
- “The essence of this Governance Review is an examination of the roles and composition of all critical elements of the organization to ensure they:
- are needed,
 - are clearly defined, and
 - create a cohesive and effective whole.”

Working as Charged

“The plan involves a year-long effort to assess:

- the existing composition of the Association's Board of Directors and committees;
- the charges to and responsibilities of each;
- connections with other PSBA entities and related organizations;
- and the need to create a new or to eliminate or revise duties of existing elements of the governance structure in order to be in full alignment with the Association's strategic plan and to meet future membership needs.”

November 2009

Membership of GRC

Working Group A	Working Group B	Working Group C
Bonita Barbush-Urban, Lead Weatherly A.S.D.	Nancy Fishman, Lead Carlisle A.S.D.	Tina Viletto, Lead Cheltenham Township S.D.
Sam Accipiter Southmoreland S.D.	Joe Bennet Otto-Eldred S.D.	Larry Augustine Selinsgrove A.S.D.
Idette B. Groff Conestoga Valley S.D.	Donald B. Raifsnider, Jr. Muhlenberg S.D.	Richard Frerichs Penn Manor S.D.
William S. LaCoff Owen J. Roberts S.D.	John A. Tucker Jamestown A.S.D.	E. Pearl Smith Norristown S.D.

GRC Culture

- Objectivity
- Mutual respect
- No provincialism
- Active engagement
- Informed / qualified opinions
- Prudent transparency

GRC Active Participation

- 2010 -----
- 20 February -12 of 13 (Mechanicsburg)
 - 26/27 March -13 of 13 (Mechanicsburg)
 - 17 May -10 of 13 (Conference Call)
 - 18/19 June -11 of 13 (Mechanicsburg)
 - 6 July -11 of 13 (Conference Call)
 - 30 August -10 of 13 (Conference Call)
 - 15 October -11 of 13 (Hershey)
 - 10/11 December -11 of 13 (Mechanicsburg)
- 2011 -----
- 14/15 January -13 of 13 (Mechanicsburg)
 - 28 February -10 of 13 (Conference Call)
 - 18/19 March -12 of 13 (Mechanicsburg)
 - 13/14 May -13 of 13 (Mechanicsburg)

GRC Web Site Activity

- 1250 Views - February 2010 through 9 July 2010
- 5997 Views – July 2010 through 7 July 2011

Process Highlights – Progress since October 2010

- 15 October - GRC met to prepare first round of Recommendations to PSBA BOD
- 13 November- First round recommendations presented to BOD
- 10/11 December – GRC met and reviewed BOD response to first round recommendations; Considered new structures for PSBA including Advisory Council, Regional Directors Coordinating Council

Process Highlights – Progress since October 2010

- 14/15 January – GRC met to review committee structure & committee chair qualifications; Examine Executive Committee options; Revisit bylaw and policy codifying statements for standing committees; Begin discussion of officer nominating process; Prepare presentation to BOD for 12 January
- 21 January – PSBA BOD approved first round of recommendations; No additional GRC presentation to full BOD but Executive Committee briefed

Process Highlights – Progress since October 2010

- 18/19 March – GRC met to review work accomplished in December & January plus BOD response on 21 January; Examined Executive Committee composition options; Discuss standing committee chair qualifications; Discuss Delegate Assembly as a new approach to Annual Business Meeting and Legislative Policy Council; Complete officer nomination process discussion; Narrow PSBA Officer and Executive Committee configuration options; Plan PSBA BOD presentation for 16 April.

Process Highlights – Progress since April 2011

- 13/14 May – GRC met to review BOD response to 16 April presentation; examine Executive Committee composition options; discuss standing committee chair qualifications; discuss Delegate Assembly as a new approach to Annual Business Meeting and Legislative Policy Council; complete officer nomination process discussion; narrow PSBA Officer and Executive Committee configuration options; plan PSBA BOD presentation for 9 July.

Summation

Today, we return to discuss with the PSBA Board of Directors the final set of GRC recommendations and to continue our conversation about the future of effective leadership for PSBA.

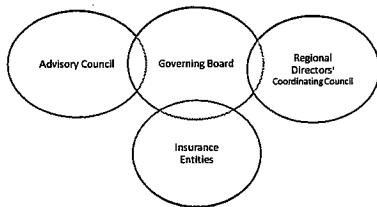
Why Re-organize?

- Board composition
- Board size
- Legal and fiduciary responsibilities

Supporting the Work of the Membership Task Force

Hours as a responsible PSBA Board Member +
 Hours as a responsible Regional Director =
 132 hours annually!

A New, Inclusive and Expanded Leadership Structure for PSBA



A New, Inclusive and Expanded Leadership Structure for PSBA

Advisory Council (AC) – Comprised of representatives from the PA school management community and other key stakeholders. Includes all current (2011) PSBA affiliate groups plus others, e.g., representatives from the PA PTA, PASBO, PASA, higher education, etc. Represented on PSBA Governing Board (GB) in a non-voting capacity (one ex officio seat); advises GB on relevant issues requiring specific expertise and reports on major developments within their respective groups as appropriate. Recommended size = 15 -20.

Governing Board (GB) – Comprised of five officers plus chair and two vice chairs of the Regional Directors' Coordinating Council (RDCC) and three others elected at large from within the association. Governs PSBA fulfilling the legal and fiduciary responsibilities of the association as a 501 (c) (4) nonprofit organization subject to the Sarbanes-Oxley Act of 2002; represented on IE governing boards. Recommended size = 11.

A New, Inclusive and Expanded Leadership Structure for PSBA

Regional Directors' Coordinating Council (RDCC) – Comprised of PSBA's 15 Regional Directors and organized with a chair and two vice chairs elected from within the group. Serves to coordinate efforts and address relevant items/issues of shared concern between and among Regions including, but not limited to, resource sharing, population shifts, economic developments, etc. Represented on GB - Chair and vice chairs sit as voting members; report activities of the RDCC (GB meeting standing agenda item).

Insurance Entities (IE) – Refer to minutes, PSBA Board of Directors Meeting, November 12 – 13, 2010.

NOTE – In order to promulgate and implement this structure, by-laws revisions and Board action are required.

The Regional Directors Coordinating Council

- Focus on regional directors' service to PSBA
- Chair and 2 vice-chairs serving on governing board
- Contribute least 2 members to the leadership development committee for governing board
- Permanent agenda item for governing board meetings

PSBA State Advisory Council

- Expertise and advice on a spectrum of issues to PSBA leadership
- Forum for partners who are stakeholders to PSBA's mission
- Representation on nominating committee for governing board
- Add prestige and clout to PSBA's advocacy work

Governing Board of PSBA

- Legal and fiduciary responsibilities
- Board of 11
- Officers: president, president-elect, immediate past president, vice president, treasurer
- Three regional director representatives
- Three members elected at large: one from West, East & Central

Executive Committee Role & Responsibilities

- Board officers as members
- Act as liaison to the chief executive and facilitate his/her annual evaluation
- Handle time-specific matters
- Facilitate full board engagement on all matters of substance
- Executive Director, ex officio, non-voting member

Preserving some, revising others – and a few new ideas!

- Charges (and charters) clarified for all
- Add finance, audit and governance committees – to be directed by the bylaws
- Disband annual conference committee and forums
- Extensively revise the work of the nominating committee
- Redefine the work of the Legislative Policy Council into a Delegate Assembly

Bylaws, Policy Review & Governance Committees

Complete review of bylaws and policies every three years

- Each done 1/3 annually

Governance - ensure effective governance

- Committee charge: review charters for committees, provide for board education & annual board evaluation

Finance & Audit Committees

- Finance Committee: review and monitor annual operating budget
- Board treasurer, chair and member of Executive Committee
- Audit Committee: ensure independence and transparency

Credentials, Buildings and Grounds, Ad Hoc/s

- Credentials charge: validate and tally all votes cast for PSBA board and report full election results to the membership.
- Composition: 3-5 persons appointed by the president, affiliated with the Association, but who are ineligible to vote for officers.
- Buildings and Grounds is working fine!
- Ad Hoc/s - proven efficiency and great for member engagement!

A New Nominating Process for PSBA

- Broader, deeper, wider engagement of members in elections
- Open, fair, inclusive process
- Seeking, not slating
- Training for all engaged in process
 - Chair owns responsibility to assure proper training
 - Nominating Committee must agree to meet several times (at least 3) per year in person or electronically

Composition of Leadership Development Committee

- Chaired by immediate past president, non-voting member
- 2: RDCC (not serving on board)
- 2: Governing Board
- 1: Advisory Council
- 1: Appointed by the president
- 3: At-large members, selected by chair
 - Volunteer to serve or are recruited to assure balance & fairness in composition

Eligibility for Board Service

- Job descriptions that detail qualifications for officer roles and at-large members will be widely distributed by seekers and through PSBA channels.
- Applicants for all positions will be actively encouraged.
- All who submit a completed application that meets minimum eligibility requirements will be invited to interview.
- Completed applications will be sent to the Leadership Development Committee Chair, addressed to PSBA Headquarters; full committee reviews application packets

Eligibility for Board Service

- At the interview, eligibility requirements will be reviewed and confirmed.
- All eligible candidates will be placed on the ballot.
- By a majority vote of the committee members present, highly qualified candidates will be endorsed.
- Multiple endorsements for a position are allowed.
- Endorsement speaks for itself.

Campaigning & Voting

- Active campaigning within approved guidelines will be encouraged
- Slated candidate statements & bios, video interviews on PSBA website and other campaign materials will be promoted on the PSBA website and in publications to all members.
- Voting by districts will occur prior to annual conference - one vote per entity

A Delegate Assembly for PSBA

- A representative group drawn from PSBA
- Decide on legislative platform
- Will vote on bylaws changes, debate and set legislative policy
- Revised annual business meeting - receive reports from President and Treasurer
- Announce election results

A Delegate Assembly for PSBA – Change Meeting Time

- Move to just before or just after formal opening or closing of Annual PSBA Conference (October) in conjunction with the Business Meeting
- Does not interfere with session attendance during the conference
- No charge for attending the Delegate Assembly

Who is a delegate?

- Preserve structure as in current bylaws
 - Articles VIII: Sections 1 and 2
 - Article X: Section 3
 - Article I: Section 2
- Maintain current delegate formula for voting
- Term of service: 1 year

Who is a delegate?

- Liaisons should be the first considered as the delegate...RDs need to work to see Liaisons are appointed in December so that this process is timely and effective
- Emphasize appointing delegates early as in current bylaws - appoint at annual School Board or entity reorganization meeting
- Emphasize delegate embodies 'ground up' involvement in PSBA

Responsibilities of a Delegate

- Discuss policies and procedures with local board prior to meeting
- Cast informed votes on platform and bylaws
- Inform local board of actions taken

The GRC wishes to thank the following PSBA staff members for contributing their time and talent during the review process.

- Gwen Vitale
- Cindy Rearick
- Wendy Straub
- Jody Grab
- Karen Devine
- Stuart Knade
- Cindy Eckerd
- Ben Oreskovich



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