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# Phi Delta Kappa International Board Policies



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## Board Policy Monitoring by Section

<b>SECTION</b>	<b>METHOD (Responsibility)</b>	<b>FREQUENCY</b>	<b>MONTH</b>
I. AIMS/ENDS	Internal Report (Executive Director)	Annually	February
II.A. Staff Treatment	Internal Report (Executive Director)	Annually	June
II.B. Budget/Forecasting	Internal Report (Executive Director)	Annually	June
II.C. Financial Condition	Internal Report - External Report (Executive Director) (Audit)	Annually	December
II.D. Emergency Executive Succession	Internal Report (Executive Director)	Annually	June
II.E. Asset Protection	Internal Report - External Report (Executive Director) (Audit)	Annually	December
II.F. Compensation and Benefits	Internal Report (Executive Director)	Annually	June
II.G. Communication and Counsel to Board	Internal Report (Executive Director)	Annually	November
III.A. Governing Style	Internal Report (Personnel Committee)	Annually	February
III.B. Board Job Description	Direct Board Review	As Needed	N/A
III.C. President's Role	Internal Report (President)	Annually	April
III.D. President-Elect's Role	Internal Report (President-Elect)	Annually	April
III.E. Past President's Role	Internal Report (Past President)	Annually	April
III.F. Board Committee Principals	Internal Report (Personnel Committee)	Annually	February
III.G. Committee Structure	Direct Board Review	As Needed	N/A
II.H. Annual Board Planning Cycle	Internal Report (Executive Director)	Annually	February
III.I. Board Members' Code of Conduct	Direct Board Review (International Board)	Annually	February
III.J. Ethical Behavior	Direct Board Review	As Needed	N/A
III.K. Board Meetings	Direct Board Review (Minutes) (International Board & Executive Director)	On Going	N/A
III.L. Elections	Direct Board Review (International Board)	As Needed	N/A
III.M. Affiliates	Internal Report (Executive Director)	Annually	June
IV.A. Delegation to the Executive Director	Internal Report / Executive Director Evaluation (International Board)	Annually	June
IV.B. Executive Director Compensation and Benefits	Direct Board Review (International Board)	As Needed	N/A
IV.C. Monitoring Organizational Performance	Internal Report / Executive Director Evaluation (International Board)	Annually	June
IV.D. PDK Educational Foundation	Internal Report (Executive Director)	Annually	June

## Board Policy Monitoring by Month

<b>SECTION</b>	<b>METHOD (Responsibility)</b>	<b>FREQUENCY</b>	<b>MONTH</b>
I. AIMS/ENDS	Internal Report (Executive Director)	Annually	February
III.A. Governing Style	Internal Report (Personnel Committee)	Annually	February
III.F. Board Committee Principals	Internal Report (Personnel Committee)	Annually	February
II.H. Annual Board Planning Cycle	Internal Report (Executive Director)	Annually	February
III.I. Board Members' Code of Conduct	Direct Board Review (International Board)	Annually	February
III.C. President's Role	Internal Report (President)	Annually	April
III.D. President-Elect's Role	Internal Report (President-Elect)	Annually	April
III.E. Past President's Role	Internal Report (Past President)	Annually	April
II.A. Staff Treatment	Internal Report (Executive Director)	Annually	June
II.B. Budget/Forecasting	Internal Report (Executive Director)	Annually	June
II.D. Emergency Executive Succession	Internal Report (Executive Director)	Annually	June
II.F. Compensation and Benefits	Internal Report (Executive Director)	Annually	June
III.M. Affiliates	Internal Report (Executive Director)	Annually	June
IV.A. Delegation to the Executive Director	Internal Report / Executive Director Evaluation (International Board)	Annually	June
IV.C. Monitoring Organizational Performance	Internal Report / Executive Director Evaluation (International Board)	Annually	June
IV.D. PDK Educational Foundation	Internal Report (Executive Director)	Annually	June
II.G. Communication and Counsel to Board	Internal Report (Executive Director)	Annually	November
II.C. Financial Condition	Internal Report - External Report (Executive Director) (Audit)	Annually	December
II.E. Asset Protection	Internal Report - External Report (Executive Director) (Audit)	Annually	December
III.B. Board Job Description	Direct Board Review	As Needed	N/A
III.G. Committee Structure	Direct Board Review	As Needed	N/A
III.J. Ethical Behavior	Direct Board Review	As Needed	N/A
III.K. Board Meetings	Direct Board Review (Minutes) (International Board & Executive Director)	On Going	N/A
III.L. Elections	Direct Board Review (International Board)	As Needed	N/A
IV.B. Executive Director Compensation and Benefits	Direct Board Review (International Board)	As Needed	N/A

## I. AIMS/ENDS

PDK is a global network of diverse educators that provides resources and programs supporting the recruitment, retention and learning needs of excellent educators; and serves as a trusted voice and advocate for policies and practices that support improved teaching and increased student learning.

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**METHODS:** Internal Report (Executive Director)

**FREQUENCY:** Annually

**MONTH:** February

**II. POLICY TYPE: EXECUTIVE LIMITATIONS**  
**POLICY TITLE: GENERAL EXECUTIVE CONSTRAINT**

The executive director will ensure that the organization's practices, activities, decisions or circumstances are prudent and ethical.

**II. POLICY TYPE: EXECUTIVE LIMITATIONS—EXECUTIVE DIRECTOR  
A: POLICY TITLE: STAFF TREATMENT**

Dealings with staff and volunteers will be humane, fair and dignified.

Accordingly, the executive director will:

1. Operate with personnel procedures that clarify personnel rules for staff, provide for effective handling of grievances and protect against wrongful conditions.
2. Not discriminate against any staff member for expressing an ethical dissent.
3. Allow staff to grieve to the board when:
  - a. Internal grievance procedures have been exhausted; and
  - b. The employee alleges either:
    - i. That board policy has been violated to his or her detriment; or
    - ii. That board policy does not adequately protect his or her human rights.
4. Change retirement, medical and dental plans with board approval.
5. Provide a board-approved Employer-Employee Handbook to acquaint staff with their rights under this policy.

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**METHODS:** Internal Report (Executive Director)

**FREQUENCY:** Annually

**MONTH:** June

**II. POLICY TYPE: EXECUTIVE LIMITATIONS—EXECUTIVE DIRECTOR**  
**B. POLICY TITLE: BUDGETING/FORECASTING**

Budgeting any fiscal year or the remaining part of any fiscal year will materially follow board Aims/Ends priorities, be fiscally responsible, show a generally acceptable level of foresight and be approved by a majority vote of the board.

Accordingly, the executive director will ensure that budgeting:

1. Contains enough information to enable:
  - a. Reasonable projection of revenues and expenses, separation of capital and operational items and cash flow;
  - b. Disclosure of planning assumptions;
  - c. Monthly reporting to board members.
2. Keeps planned expenditures in any fiscal year less than the funds conservatively projected to be received.
3. Keeps cash within a safety reserve of not less than 20% of annual budgeted expenditures at any time.
4. Provides an amount sufficient for board prerogatives, such as costs of fiscal audit, board development, board committee meetings and travel and board legal fees. Initial annual travel allocations for each board member will be established by the finance committee as part of the budget approval process.
5. Provides, if requested by the president and approved by the board, reimbursement to the employer of the president for time spent away from the job by the president while on official business for the association.
  - a. The reimbursement plan shall be developed by the president in consultation with the executive director and the chair of the finance committee.
6. Provides reimbursement to the president for expenses connected with the attendance of a significant other at his or her installation.
7. Is based on a fiscal year from July 1 to June 30.

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**METHODS:** Internal Report (Executive Director)

**FREQUENCY:** Annually

**MONTH:** June

**II. POLICY TYPE: EXECUTIVE LIMITATIONS—EXECUTIVE DIRECTOR**  
**C. POLICY TITLE: FINANCIAL CONDITION**

With respect to the actual, ongoing condition of the organization's financial health, the executive director will avoid the development of fiscal jeopardy and ensure that actual material expenditures are spent on board priorities established in Aims/Ends policies.

Accordingly, the executive director will:

1. Keep cash above the amount needed to settle payroll and debts in a timely manner.
2. Pay tax payments or other government ordered payments on time and file taxes accurately.
3. Spend reserve and life membership funds only with board approval.
4. Provide a copy of the Federal Form 990 to the board of directors and obtain approval from the finance committee before filing for the organization.
5. Ensure that an annual audit is conducted by an auditing firm selected by the board's finance committee, that finance committee members speak directly to the auditors following the audit and that a financial report is presented to the board and made available to the members of the association.

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**METHODS:** Internal Report - External Report (Executive Director) (Audit)  
**FREQUENCY:** Annually  
**MONTH:** December

**II. POLICY TYPE: EXECUTIVE LIMITATIONS—EXECUTIVE DIRECTOR**  
**D. POLICY TITLE: EMERGENCY EXECUTIVE SUCCESSION**

In order to protect the board from sudden loss of executive director services, the executive director will have at least one other designee familiar with board and executive director issues and processes.

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**METHODS:** Internal Report (Executive Director)  
**FREQUENCY:** Annually  
**MONTH:** June

## II. POLICY TYPE: EXECUTIVE LIMITATIONS—EXECUTIVE DIRECTOR

### E. POLICY TITLE: ASSET PROTECTION

The executive director will protect and adequately maintain assets and will not expose assets to unnecessary risks.

Accordingly, the executive director will:

1. Insure against theft and casualty losses to at least 80% replacement value and insure board members, staff or the organization itself against liability losses in an amount greater than the average for comparable organizations.
2. Allow only insured (bonded) personnel access to material amounts of funds.
3. Maintain plant and equipment sufficiently and not subject them to improper wear and tear.
4. Avoid unnecessarily exposing the organization, board or staff to claims of liability or loss.
5. Obtain board approval prior to making any purchase or commitment for the organization in an amount greater than \$20,000.
6. Make all purchases using the following guidelines:
  - a. Normal prudent protection has been given against conflict of interest;
  - b. Comparative prices and quality information for purchases over \$5,000 have been obtained;
  - c. A stringent method of assuring the balance of long term cost and quality for purchases over \$5,000 is insured.
7. Disburse funds in a manner consistent with association guidelines.
8. Receive, process or disburse funds under controls which are sufficient to meet the board-appointed auditor's standards.
9. Disperse association funds with checks that have the actual or facsimile signatures of either the chief financial officer or executive director and of either the president or president-elect and with electronic payments authorized by the chief financial officer.
10. Ensure that the Finance Committee reviews and approves investments and investment strategies.
11. Invest or hold operating capital in secure instruments, including insured checking accounts and bonds of greater than AA rating, or in interest-bearing accounts, except where necessary to facilitate ease in operational transactions.
12. Obtain board approval prior to acquiring, encumbering or disposing of real property.
13. Work with suppliers in developing long-term relationships and involvement in new product/service development.
14. Provide automobile liability insurance on PDK-owned vehicles as described below:
  - a. Hired and non-owned auto liability coverage shall be carried to protect PDK in cases where volunteers or employees are using personal or rented vehicles for PDK activities.
  - b. Auto liability coverage shall be carried on an excess basis (in excess of personal policy limits) for PDK employees.
  - c. Auto rentals for PDK activities should be in PDK's name, when possible.

15. Provide accident insurance for the board, the PDK Educational Foundation Board of Governors, area directors, international office staff and board-approved committees while in the service of the association, in the amounts of \$100,000 for the loss of life and \$2,500 for loss due to medical expenses.

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**METHODS:** Internal Report - External Report (Executive Director) (Audit)

**FREQUENCY:** Annually

**MONTH:** December

**II. POLICY TYPE: EXECUTIVE LIMITATIONS—EXECUTIVE DIRECTOR**  
**F. POLICY TITLE: COMPENSATION AND BENEFITS**

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the executive director will behave with fiscal integrity and not jeopardize public image.

Accordingly, the executive director may:

1. Not change the executive director's own compensation and benefits.
2. Not promise or imply guaranteed employment.
3. Establish current compensation and benefits which:
  - a. Have been contemporaneously documented with data of comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.
  - b. Only create obligations over a term that revenues can be safely projected, in no event longer than one year and in all events subject to losses of revenue.
4. Establish or change benefits which:
  - a. Do not cause unfunded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs.
  - b. Provide at least some basic level of benefits to all full-time employees, though differential benefits to encourage longevity in key employees are not prohibited.
  - c. Do not allow any employee to lose benefits already accrued from any foregoing plan.
  - d. Treat the executive director the same as other comparable key employees.
  - e. Are instituted with prior monitoring of these provisions.

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**METHODS:** Internal Report (Executive Director)

**FREQUENCY:** Annually

**MONTH:** June

**II. POLICY TYPE: EXECUTIVE LIMITATIONS—EXECUTIVE DIRECTOR**  
**G. POLICY TITLE: COMMUNICATION AND COUNSEL TO THE BOARD**

With respect to providing information and counsel to the board, the executive director will ensure the board is informed.

Accordingly, the executive director will:

1. Submit monitoring data required by the board in a timely, accurate and understandable fashion and directly addressing provisions of the board policies being monitored.
2. Make the board aware of relevant trends, anticipated adverse media coverage and significant external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
3. Provide a mechanism for official board, officer or committee communications.
4. Deal with the board as a whole except when:
  - a. Fulfilling individual requests for information; and
  - b. Responding to officers or committees duly charged by the board.
5. Report in a timely manner an actual or anticipated noncompliance with any policy of the board.
6. Give information to the board that is clearly identified as either Information for Decision Making, Incidental Information Only or Monitoring Information.
7. Provide a report of activities:
  - a. Chapter visits and contact/communication;
  - b. Membership progress for the year;
  - c. Foundation progress;
  - d. Work with field representatives and area directors: progress and challenges;
  - e. Building capacity to develop PDK leaders.
8. Provide a board-approved Staff Procedures Handbook that defines internal guidelines for staff with regard to chapters, dues and other significant operational procedures.

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**METHODS:** Internal Report (Executive Director)

**FREQUENCY:** Annually

**MONTH:** November

**III. POLICY TYPE: GOVERNANCE PROCESS**  
**GENERAL GOVERNANCE COMMITMENT**

PDK International is the legal corporate entity and also serves as the governing organization for two other education associations, Pi Lambda Theta and the Future Educators Association®.

On behalf of its membership, the board will govern PDK International with a strategic perspective, continually improving its process and capability to express values and vision.

### III. POLICY TYPE: GOVERNANCE PROCESS

#### A. POLICY TITLE: GOVERNING STYLE

The board will govern with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of board and executive director roles, collective rather than individual decisions, future rather than past or present preoccupation and proactive rather than reactive thinking.

More specifically, the board will:

1. Operate in all ways mindful of its trustee obligation to the members. It will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling this commitment.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect of roles, speaking with one voice and ensuring the continual improvement of board processes and capabilities. Continual redevelopment will include orientation of new members in the board's governance process and periodic board discussion of process improvement.
3. Direct, control and inspire the organization with thoughtful establishment of the broadest organizational policies reflecting the board's values and perspectives. The board's major focus will be on the intended long-term impacts outside the operating organization (Aims/Ends), not on the administrative means of attaining those effects.
4. Cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be an initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the knowledge and ability of the board as a body, rather than to substitute their individual judgments for the board's values.
5. Monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the governance process and board-executive director relationship categories.
6. Refer communications addressed to individual members of the board with regard to association policies and practices to the executive director, who in consultation with the president, may respond on behalf of the association.

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**METHODS:** Internal Report (Personnel Committee)

**FREQUENCY:** Annually

**MONTH:** February

**III. POLICY TYPE: GOVERNANCE PROCESS**  
**B. POLICY TITLE: BOARD JOB DESCRIPTION**

The work of the PDK International board (herein referred to as the board) is to serve as trustees for the membership, now and in the future, in determining and demanding appropriate organizational performance. To distinguish the board's own unique work from the work of its staff, the board will concentrate its efforts on the following work outputs:

1. The link between the organization and the membership as owners.
2. Clarity of values and vision in written governing policies which, at the broadest levels, address:
  - a. Aims/Ends: Organizational impacts, benefits, outcomes, recipients and their relative worth, what is good for which people and needs at what cost.
  - b. Executive Limitations: Constraints on executive authority, which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - c. Governance Process: Description of how the board conceives, carries out and monitors its own task.
  - d. Board-Executive Director Relationship: Delegation of power and its proper use monitored; the executive director role of authority and accountability.
  - e. Board Relationship with Appointments to Foundation Board of Governors.
3. The assurance of organizational performance.
4. Recruitment, screening and selection of at-large appointments.
  - a. The board will consider the goals and priorities of the present and immediate future and determine need for an at-large position.
  - b. Potential at-large representatives will be identified and queried as to their interest and ability to serve.
  - c. At-large representatives are responsible for assisting the board in establishing policies and strategic vision for the association and for providing regular feedback to the board.
  - d. The board will appoint at-large representatives by majority vote.
5. The executive director will serve as an ex officio voting member of the board. Recruitment, screening and selection of PDK appointments to the Educational Foundation Board of Governors.
  - a. The president will serve as a voting member of the Board of Governors.
  - b. The board will appoint two members in addition to the president.
  - c. Members other than the president will serve staggered terms of two years.
  - d. The board will appoint members other than the president by majority vote.
  - e. The staff of the association will serve as the staff of the PDK Educational Foundation.
  - f. The association will assist the foundation by seeking contributions and making foundation services and resources available to members.
6. Recruitment, screening and selection of ex officio and board auditor appointments.

7. All appointments are based on the board's Aims/Ends and are consistent with board guidelines.
8. Any portion of this document may be amended by majority vote of the board, such amendment to be effective immediately or at a time designated by the board. Suggested amendments may be submitted to the governance committee for review and recommendation prior to a vote.

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**METHODS:** Direct Board Review

**FREQUENCY:** As Needed

**MONTH:** Not Applicable

### III. POLICY TYPE: GOVERNANCE PROCESS

#### C. POLICY TITLE: PRESIDENT'S ROLE

The work of the president is, primarily, the integrity of the board's process and, secondarily, occasional representation of the board to outside parties. The president is the only board member authorized to speak for the board, beyond simply reporting board decisions, other than in rare and specifically authorized instances. Other responsibilities of the president include the following:

1. Ensure that board behavior is consistent with its own rules and those legitimately imposed upon it from outside the organization.
  - a. Meeting discussion content will only be those issues which, according to board policy, clearly belong to the board to decide, not the executive director.
  - b. Deliberation will be fair, open and thorough, but also efficient, timely, orderly and kept to the point.
2. Make decisions that fall within the topics covered by board policies on Governance Process and Board-Executive Director Relationship, except where the board specifically delegates portions of this authority to others. The president is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The president is empowered to chair board meetings with all the commonly accepted power of that position, e.g., ruling as governed by Roberts Rules of Order and/or consensus procedures.
  - b. The president has no authority to make decisions about policies created by the board within Aims/Ends and Executive Limitations policy areas. Therefore, the president has no authority to supervise or direct the executive director.
  - c. The president may represent the board to outside parties in announcing board-stated positions and in stating presidential decisions and interpretations within the area delegated to the president.
3. Participate in the evaluation of the executive director and the contract negotiating process.
4. Take a leadership role in advocating for the Aims/Ends of PDK.
5. Attend all board meetings.
6. Preside at meetings and ceremonial presentations.
7. Serve as a member of the Executive Committee.
8. Serve as a member of one of the three standing boardcommittees.
9. Serve as a member of the PDK Foundation Board of Governors.

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**METHODS:** Internal Report (President)

**FREQUENCY:** Annually

**MONTH:** April

### **III. POLICY TYPE: GOVERNANCE PROCESS**

#### **D. POLICY TITLE: PRESIDENT-ELECT'S ROLE**

The work of the president-elect should complement the work of the board and the role of the president. Other responsibilities should include the following:

1. Participate in the evaluation of the executive director and the contract negotiating process.
2. Take a leadership role in advocating for the Aims/Ends of PDK.
3. Support the president by responding to requests affirmatively whenever possible.
4. Attend all board meetings.
5. Fulfill presidential duties in the absence of the president.
6. Serve as a member of the Executive Committee.
7. Serve as a member of one of the three standing board committees.

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**METHODS:** Internal Report (President-Elect)

**FREQUENCY:** Annually

**MONTH:** April

### III. POLICY TYPE: GOVERNANCE PROCESS

#### E. POLICY TITLE: PAST PRESIDENT'S ROLE

The work of the immediate past president should complement the work of the board and the role of the president. In addition, the immediate past president should serve as a mentor to the president-elect, sharing information and expertise as appropriate. Other responsibilities should include the following:

1. Participate in the evaluation of the executive director and the contract negotiating process.
2. Take a leadership role in advocating for the Aims/Ends of PDK.
3. Support the president by responding to requests affirmatively whenever possible.
4. Attend all board meetings.
5. Preside at meetings and ceremonial presentations in the absence of the president and president-elect.
6. Serve as a member of the Executive Committee.
7. Serve as a member of one of the three standing board committees.

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**METHODS:** Internal Report (Past President)

**FREQUENCY:** Annually

**MONTH:** April

**III. POLICY TYPE: GOVERNANCE PROCESS**  
**F. POLICY TITLE: BOARD COMMITTEE PRINCIPLES**

Board committees, when used, will be assigned so as to minimally interfere with the wholeness of the board’s job and so as never to interfere with delegation from the board to the executive director. Committees will be used sparingly, only when other methods have been deemed inadequate.

1. Board committees are to help the board do its job, not to help the staff do its jobs. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. Board committees are not to be created by the board to advise staff.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the executive director.
3. Board committees cannot exercise authority over staff. Because the executive director works for the full board, the executive director will not be required to obtain approval of a board committee before an executive action. In keeping with the board’s broader focus, board committees will normally not have direct dealings with current staff operations.
4. Board committees are to avoid over identification with organizational parts rather than the whole. Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. This policy applies only to committees which are formed by board action, whether or not the committees include non-board members. It does not apply to committees formed under the authority of the executive director.
6. Board committees will review data as appropriate and available in developing board alternatives.
7. Board committee chairs will annually submit a report of committee activity to the Executive Committee for review and monitoring according to calendar.

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**METHODS:** Internal Report (Personnel Committee)  
**FREQUENCY:** Annually  
**MONTH:** February

**III. POLICY TYPE: GOVERNANCE PROCESS**  
**G. POLICY TITLE: COMMITTEE STRUCTURE**

A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. The only standing board committees are those which are set forth in this policy and appropriately chartered with clear product, authorities, timelines and staff considerations. However, this policy does not apply to the nominations and elections committee established in Article VI of the PDK International Bylaws. Policies for that committee are established in Section III-L.

1. The president shall appoint for a term of one year such ongoing, or standing, committees as he or she sees fit to conduct preliminary work on matters to be considered by the board as a whole.
2. The board governance committee shall review the governance documents and make recommendations.
3. The board finance committee shall review the budget and related association financial matters and make recommendations.
4. The board personnel committee shall review policy issues as they apply to staff salaries, benefits, Employee-Employer Handbook, working conditions, hearing staff grievances and executive director evaluation procedures.
5. Board committee chairs will annually submit a report of committee activity to the Executive Committee for review and monitoring according to calendar.

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**METHODS:** Direct Board Review

**FREQUENCY:** As Needed

**MONTH:** Not Applicable

**III. POLICY TYPE: GOVERNANCE PROCESS**  
**H. POLICY TITLE: ANNUAL BOARD PLANNING CYCLE**

To accomplish its work with a governance style consistent with board policies, the board will develop and follow an annual plan which: (a) includes an exploration of Aims/Ends policies and (b) continually improves board performance using process improvement tools, with special attention to input and deliberation.

1. The cycle will conclude each year on the last day of September in order that administrative budgeting can be based on accomplishing a one to five year segment of the most recent board long range vision. In the first one or two months of the new cycle, the board will develop its agenda for the ensuing two-year period.
2. Education, input and deliberation will receive paramount attention in structuring the series of meetings and other board activities during the year. To the extent feasible, the board will identify those areas of education and input needed to increase the level of wisdom and forethought it can give to subsequent choices.

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**METHODS:** Internal Report (Executive Director)

**FREQUENCY:** Annually

**MONTH:** February

### III. POLICY TYPE: GOVERNANCE PROCESS

#### I. POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

The board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as board members.

1. Board members must represent un-conflicted loyalty to the interests of the members. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any board member acting as an individual consumer of the organization's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
  - a. There must be no self dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
  - b. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
  - c. Should a board member be considered for employment, the board member must temporarily withdraw from board deliberation, voting and access to applicable board information.
  - d. The executive director will excuse himself/herself during board discussions of executive director evaluation and compensation.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
  - a. Board members' interaction with the executive director or with staff must recognize the lack of authority in any individual board member or group of board members, except as noted above.
  - b. Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any board member or board members to speak for the board.
  - c. Board members will make no judgments of the executive director or staff performance except as that performance is assessed against explicit board policies by the official process.
4. Board members who are offered an honorarium for appearances or presentations made on behalf of Phi Delta Kappa shall not accept such payment except as a donation to the PDK Educational Foundation.
5. Election procedures are established in Board Policy III.L.
6. Board member travel will advance the board's Aims/Ends. Travel allocations for each board member will be established in accordance with Policy II.B.4. Board members are reimbursed for expenses according to reimbursement guidelines (Procedure E). Alleged

abuses of board travel shall be considered ethical violations and adjudicated according to Policy III.J.

7. The president, president-elect and past president are encouraged to participate in association activities as needed. Traveling members of the Executive Committee shall report all of their PDK travel via a report assembled and disseminated by staff. Similarly, regional board members are encouraged to travel to and participate in association activities within their region. However, regional board members must report PDK travel outside of their region excluding attendance at PDK International events, such as board meetings and the international conference. Failure to report travel could be considered an ethical violation and treated accordingly.
8. The following Code of Conduct shall direct the actions of each board member:

### **Phi Delta Kappa International Code of Conduct**

As members of Phi Delta Kappa International, we recognize the importance of stating for ourselves and for the public those ethical principles that guide our actions related to the education profession. In concert with the mission and purpose of Phi Delta Kappa International, members of the association shall:

- Uphold and fulfill the founding ideals of service, research and leadership in education.
- Advocate for high-quality, universally available schooling as essential to the development and maintenance of a free society.
- Be honest, fair and trustworthy in the pursuit of professional life.
- Know and respect the laws, standards and ethical principles pertaining to professional work.
- Respect individuality and diversity among students, colleagues and communities.
- Adopt and encourage the pursuit of learning as a lifelong goal.
- Recognize and value knowledge and professional expertise without regard to national boundaries.
- Advance the interests of education for the common good above private interests and personal gain.
- Distinguish between personal convictions and professional duties and accept responsibility for fairly representing the aims of the profession.
- Acquire professional competence and strive for excellence by maintaining and enhancing professional knowledge and skills and encouraging the same in colleagues and co-workers.

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<b>METHODS:</b>	Direct Board Review (International Board)
<b>FREQUENCY:</b>	Annually (Reaffirmation and signed statement re adherence)
<b>MONTH:</b>	February & As Needed

### III. POLICY TYPE: GOVERNANCE PROCESS

#### J. POLICY TITLE: ETHICAL BEHAVIOR

The ethical behavior procedures are as follows:

1. If an individual member or board member expresses a concern in writing and signed by the member that an ethical violation has occurred, the board will decide whether or not the personnel committee should gather additional data and investigate.
2. If the board votes to have the personnel committee investigate the allegations, the committee will report its findings to the board. Based on those findings, the board will determine what actions, if any, should be taken.

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**METHODS:** Direct Board Review

**FREQUENCY:** As Needed

**MONTH:** Not Applicable

### III. POLICY TYPE: GOVERNANCE PROCESS

#### K. POLICY TITLE: BOARD MEETINGS

The work of the board is to direct the business of the association in a manner consistent with the authority specified in the Bylaws of Phi Delta Kappa International. Its work in this regard shall be directed by the following:

1. Regular meetings of the board will be held at least twice annually, with each meeting time and place determined at the previous meeting.
2. Meetings of the board will be open to association members in good standing. Executive sessions may be scheduled for the purpose of discussing sensitive information and will be open only to board members and invited participants.
3. The executive director or a designee, in consultation with the president, will prepare the agenda for each board meeting and will attend the meeting.
4. The executive director or a designee will take the minutes of each board meeting. All motions will be reported in the minutes, regardless of the outcome. Individual votes on motions will be reported only on request of one or more board members or as required in the Bylaws.
5. Minutes of each meeting will be provided in draft form to all board members within two weeks following the meeting. When approved, the minutes will be posted on the association website.
6. All meetings will be drug and tobacco free.

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<b>METHODS:</b>	Direct Board Review (Minutes) (International Board & Executive Director)
<b>FREQUENCY:</b>	Ongoing
<b>MONTH:</b>	Not Applicable

### III. POLICY TYPE: GOVERNANCE PROCESS

#### L. POLICY TITLE: ELECTIONS

Voting in PDK elections is a privilege of PDK membership only. Policies governing the elections will follow the Bylaws and will ensure fair and equal opportunity for all candidates and voting members.

1. Voting qualifications: Only good-standing PDK members hold the right to vote for the international president-elect, their respective regionally-elected directors and proposed Bylaws amendments. Members' primary residence determines the region in which they vote.
2. Regions: The board will reapportion PDK and FEA regions based on geographic and population factors at least once every six years. The board reserves the right to establish regions for Pi Lambda Theta in the event that elections are conducted in that association in the future.
3. Elections: Elections will be conducted by an external vendor to ensure fairness and security using a list of eligible voting members provided by the PDK International office. Voting shall be by electronic means. However, members without e-mail addresses will be notified in advance that paper ballots will be made available upon request. Each good-standing PDK member will be allowed one vote. Voting in regularly scheduled elections will begin no later than April 1 each year and will take place during a 30-day voting period. Eligible PDK members will receive a ballot, position statements and biographical information of candidates seeking office. Candidates will be listed on the ballot in random order and rotated so that each candidate's name appears first on the list an equal number of times. In the event of a tie, the board shall decide the winner. The board reserves the right to schedule additional elections as necessary.
4. Candidate qualifications: Candidates for president-elect or director must currently be a PDK member and have been a member continuously for the previous five consecutive years. A board-created rubric will identify additional qualifications for officer and director positions. A director's primary residence must be in a state within the region that he/she represents.
5. Officer term of office: The term of office of the president, president-elect and immediate past president is established in the Bylaws, as are procedures to follow in the event of a vacancy.
6. Director term of office: An elected director's term of office is three years, beginning on July 1. Directors are limited to no more than two consecutive terms. A vacancy in the position of elected director will be filled by appointment of the board within 90 days of the vacancy. To establish staggered terms, two regions will conduct elections in April 2012, two regions in April 2013 and two regions in April 2014, with this election sequence followed henceforth. Initial identification of the regions will be established through a lottery.
7. Campaigning: Election campaigning shall be limited to the publication and distribution of candidates' biographical information, position statement and other information approved and distributed by PDK International office. Candidates may not campaign for

office, and members or others may not campaign for candidates. Campaigning violations will be adjudicated by the board, and sanctions may be applied, including declaring the candidate ineligible.

8. Removal: Officers and directors may be removed from office upon an affirmative vote of two-thirds of the board for violations of ethical standards, the PDK Code of Conduct and other behaviors that adversely impact the association.
9. Notification: The results of elections are provided to the board and the candidates within 24 hours of the results being certified and then posted on the PDK website.
10. Bylaws amendments: Amendment of the Bylaws shall follow procedures listed therein.
11. Standing committee: A nominations and elections committee will guide elections of officers and elected directors. The committee will be composed of one good standing PDK member from each region as appointed by the board. No member of the committee will be a nominee for an elected position. The committee will be chaired by a past president appointed by the board, and members will serve three-year terms. In appointing members of the nominations and elections committee, the board will ensure that the committee members reflect the diversity of the membership as it relates to gender, age, race, national origin and prior experience with FEA and Pi Lambda Theta. To introduce staggered terms, members of the nominations and elections committee will initially be appointed to serve one-, two- or three-year terms. Members of the committee are responsible for screening nominations and selecting no more than two candidates for president-elect and no more than two candidates for each elected director position. In the event that only one nominee is identified, that individual shall be declared the winner by acclamation, and no vote will be taken. Screening will be accomplished by using a board-created rubric that will identify additional qualifications for officer and director positions.

#### Future Educators Association® (FEA) International Student Officer Elections

1. The FEA International student officers will consist of a president and up to four regional vice presidents. Each vice president will represent one of the four FEA regions.
2. The term of office for all positions will begin at the FEA International conference and will conclude at the next year's conference.
3. To be eligible to hold an office, the student must be a good-standing member and must meet all eligibility requirements as described in the application for international officer guidebook.
4. Upon confirmation of the requirements identified in the application for international officer guidebook and after considering all other information then available, a nominating committee will determine the slate of candidates eligible for each international office. The slate shall consist of no more than three candidates for president and no more than two candidates for each regional vice president position. No more than one candidate for FEA student president and one candidate for FEA regional vice president will be selected from any given state/country.
5. Position statements and biographical information for each candidate will be posted on the FEA website.

6. All good-standing FEA chapters present at the conference are eligible to vote. Each chapter will select one student member to serve as their voting representative. The voting representative will cast one vote for president and one vote for their regional vice president. The voting representative may vote only for a regional vice president candidate representing the region in which the representative's chapter resides.
7. The international office maintains a roster of all good-standing chapters eligible to participate in the election.
8. Voting will take place at the FEA International conference.
9. Representatives from the nominating committee will certify the results.
10. Election results will be announced at the FEA International conference.

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**METHODS:** Direct Board Review (International Board)

**FREQUENCY:** As Needed

**MONTH:** Not Applicable

### **III. POLICY TYPE: GOVERNANCE PROCESS**

#### **M. POLICY TITLE: AFFILIATES**

Future Educators Association® (FEA)

Internationally chartered FEA chapters within a state, province or territory may form an FEA state affiliation. State/provincial affiliations are chartered by the international office with an individual who has the authority to operate FEA chapters in that state, province or territory.

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**METHODS:** Internal Report (Executive Director)

**FREQUENCY:** Annually

**MONTH:** June

**IV. POLICY TYPE: BOARD RELATIONSHIPS**  
**POLICY TITLE: EXECUTIVE DIRECTOR**

The board shall employ an executive director who will serve as the chief executive officer of the association.

The executive director is accountable to the board acting as a body. The board will instruct the executive director through written policies, delegating interpretation and implementation to the executive director.

#### **IV. POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

##### **A. POLICY TITLE: DELEGATION TO THE EXECUTIVE DIRECTOR**

All board authority delegated to staff is delegated through the executive director, so that all authority and accountability of staff as far as the board is concerned is considered to be the authority and accountability of the executive director.

1. The board will direct the executive director to achieve certain results, for certain recipients, at a certain cost through the establishment of Aims/Ends policies. The board will limit the latitude the executive director may exercise in practices, methods, conduct and other means to the ends through establishment of executive limitations policies.
2. As long as the executive director uses any reasonable interpretation of the board's Aims/Ends and executive limitations policies, the executive director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
3. The board may change its Aims/Ends and executive limitations policies, thereby shifting the boundary between board and executive director domains. By so doing, the board changes the latitude of choice given to the executive director. But so long as any particular delegation is in place, the board and its members will respect and support the executive director's choices. This does not prevent the board from obtaining information in the delegated areas.
4. Only decisions of the board acting as a body are binding upon the executive director.
  - a. Decisions or instructions of individual board members, officers or committees are not binding on the executive director except in rare instances when the board has specifically authorized such exercise of authority.
  - b. In the case of board members or committees requesting information or assistance without board authorizations, the executive director can refuse such requests that require — in the executive director's judgment — a material amount of staff time or funds or is disruptive.
5. The executive director's performance responsibilities shall include, but shall not be limited to the following:
  - a. Provides leadership and vision in assisting the board in developing Aims/Ends to carry out purposes of the association.
  - b. Offers professional recommendations to the board based on thorough study and research.
  - c. Assures that board policies are routinely reviewed and kept updated.
  - d. Administers the association within executive limitations.
  - e. Treats board members with equal consideration and respect, keeping all members of the board fully informed.
  - f. Understands and utilizes technology to enhance effective operations and to further the association's goals.
  - g. Understands the budgetary process and makes recommendations to keep the association fiscally sound.

- h. Demonstrates commitment to innovation, risk taking, problem solving and the willingness to take advantage of unexpected opportunities.
- i. Understands and stays informed of emerging research and trends in associations.
- j. Anticipates challenges or problems within the association and provides solutions.
- k. Creates a culture responsive to members' needs and concerns using excellent customer service.
- l. Provides an effective voice for the association and advances its influence, visibility and credibility.
- m. Establishes and maintains effective relationships with other organizations, including developing strategic partnerships.
- n. Attracts and retains highly qualified staff, promotes teamwork and provides professional support and development for the staff.
- o. Expands the value and effectiveness of the educational foundation through memberships, partnerships and initiatives.
- p. Communicates effectively through written and spoken word, is clear and persuasive and is an active listener.
- q. Remains dedicated to high standards of performance and ethics in all personal and professional matters.
- r. Performs other duties as assigned.

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**METHODS:** Internal Report / Executive Director Evaluation (International Board)

**FREQUENCY:** Annually

**MONTH:** June

**IV. POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

**B. POLICY TITLE: EXECUTIVE DIRECTOR COMPENSATION AND BENEFITS**

The board will pay its executive director fair market value for services within the context of fiscal responsibility to the organization. Comparable compensation and benefits for similarly qualified persons in functionally comparable positions at similarly situated organizations will be researched by the personnel committee. The personnel committee will contemporaneously document and record its deliberations and decisions regarding the compensation arrangement. The board will review salary and benefits one year prior to the end of the contracted period.

1. Benefits remain consistent with that of the professional staff.

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**METHODS:** Direct Board Review (International Board)

**FREQUENCY:** As Needed

**MONTH:** Not Applicable

**IV. POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**  
**C. POLICY TITLE: MONITORING ORGANIZATIONAL PERFORMANCE**

Executive performance is monitored according to Aims/Ends, as identified in Policies II.A-G and leadership traits included in the executive director's job description. Any formal or informal evaluation of the executive director/organizational performance may be derived from these monitoring data.

1. The purpose of monitoring is to determine the degree to which board policies are being fulfilled and leadership traits are demonstrated by the executive director. Monitoring will be as automatic as possible, using a minimum of board time so that meetings can be used to create the future, rather than to review the past.
2. A given policy may be monitored in one or more of three ways:
  - a. Internal report: Documentation of compliance information to the board from the executive director.
  - b. Direct board review: Documentation of compliance information by the personnel committee or the board as a whole. This is a board review of documents, activities or circumstances directed by the board which allows a “prudent person” test of policy compliance.
  - c. External report: Documentation of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the board. Such reports must assess performance only against policies of the board, not those of the external party, unless the board has previously indicated that party’s opinion to be the standard.
3. Upon the choice of the board, any policy can be monitored by any method at any time. For regular monitoring, however, each Aims/Ends and Executive Limitations policy will be classified by the board according to frequency and method. See PDK International Monitoring Calendar.
4. A summative performance report will be prepared by the Executive Committee, discussed by the board and shared with the executive director.
  - a. The performance will include appropriate data suggested above, individual board member observations related to board policies, Sections II and IV and other leadership traits described in the executive director's job description (Section IV-A).
  - b. The executive director will identify goals based upon Aims/Ends and the summative performance report and present those to the board.

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<b>METHODS:</b>	Direct Board Review / Executive Director Evaluation (International Board)
<b>FREQUENCY:</b>	Annually
<b>MONTH:</b>	June

#### **IV. POLICY TYPE: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

##### **D. POLICY TITLE: PDK EDUCATIONAL FOUNDATION**

1. In addition to chief executive officer of PDK International, the executive director also serves as the liaison between the board and the Board of Governors of the Educational Foundation. Specifically, the executive director's duties with regard to the Educational Foundation include, but are not limited to, the following:
  - a. Developing tentative programmatic and fiscal plans and policies for the Board of Governors;
  - b. Keeping the minutes of the board;
  - c. Overseeing the management of foundation funds;
  - d. Monitoring the investment of funds.

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**METHODS:** Internal Report (Executive Director)

**FREQUENCY:** Annually

**MONTH:** June