PASS Board Guidance Policy

Overview

The PASS Board of Directors are responsible for the short and long term strategic direction of the PASS Organization. The task is to empower data professionals to connect, share, and learn through networking, knowledge sharing and peer based learning.

As a Board member, you are in a unique position to make an invaluable contribution to the effectiveness of the Board, the performance of PASS, and the well-being of the PASS membership. The experience and commitment you bring to the boardroom, however, is not sufficient for successful service. The PASS Board is more likely to become the asset it could be, and should be, if each Board member comprehends the Boards collective roles and your responsibility as an individual Board member. This document was created to help you play a meaningful part in the success of PASS.
This document serves as official guidance for Board members. You are encouraged to read through the full PASS Policies documentation in addition to this document. See Appendix A for the PASS Policies.

STANDARDS

1. The PASS Board Guidance Policy provides Board members with basic principles to guide their behavior.
2. If specific situations arise that have not been outlined in this policy, they will be administered according to the spirit and general principles established within this policy.
3. Any questions concerning the application of the PASS Board Guidance Policy should be referred to the Executive Vice President.

General Conduct

1. Participation
   a. **Teleconference Meetings**: Board members are required to be available to participate in one - one-hour Board meeting teleconference on the second Thursday of each month from 2:00pm to 3:00pm Pacific. Board members who own portfolios must be prepared to provide a summary update of their portfolio at each monthly meeting. Other than portfolio updates, the call for agenda items will go out two weeks in advance of the teleconference Board meetings. If Board members want to submit agenda items, they should do so in advance by sending an email to the EVP and the Governance Administrator.
   b. **In-Person Meetings**: Board members are required to be available to participate in three to four in-person Board meetings per year. One in-person meeting always takes place on the Monday during the week of PASS Summit and will take place on site. Any other in-person Board meeting dates will be established in advance by determining best dates for all. Agendas for in-person meetings are compiled much further in advance and all meeting materials (i.e. PowerPoint presentations) are to be finalized, collated and distributed by PASS HQ one week prior to the meeting (excluding time sensitive documents such as Quarterly Financial updates).
   c. **Communication**: Directors are expected to check their SQLPASS (PASS) email inbox daily and respond in a timely manner. If there is an action item attached to the email, Directors should respond as soon as possible.

2. Board Meeting Conduct
   a. **Preparation**: All agenda items which require a formal vote or motion should be thoroughly discussed in advance of the meeting. A motion for a vote should not come as a surprise. Discussion in advance of the meetings should take place either via direct conversations with all Board Members (i.e. phone calls), through emails sent
to the BoD email distribution list, or by holding a meeting prior to the Board Meetings to discuss a specific topic (Board Consult Call). This will allow for general consensus to emerge on how to approach an issue with a vote being a formality. It should be noted that email is not the best forum for lengthy or contentious debates. In these situations, a Board Consult Call or direct communication is preferred, while using email is preferred to keep everyone informed.

b. **General:** During in-person Board meetings, Board members are asked to keep their laptops closed unless viewing presentation content. Time is allowed for checking email etc. during breaks. Board members are asked to share their travel itineraries with PASSHQ in order to plan for Board dinners and rooming accommodations. Providing this in advance assures budgeting costs are kept in line.

c. **Motions:**
   - Any Director may make a motion.
   - Once a motion is made and seconded, roll call is taken so each Board member can respond by saying yes, no or abstain.
   - Quorum is required in order for the Board to vote. A minimum of four Directors-at-large must be present in order to constitute Quorum. The Executive committee is not counted as part of Quorum.
   - A motion will pass if a majority of the voter’s present vote yes. In some specific cases the bylaws specify a higher percentage than a simple majority. Refer to the PASS Bylaws for this information.
   - It is important to abstain from voting on minutes if you were not present at the meeting the minutes were taken for or if you are not informed enough to make an informed vote. Board members should abstain from voting on motions where they have a conflict of interest.
   - Illinois State Law requires that all electronic votes be unanimous. For this reason, the Board rarely does email votes as one person not voting will stop the process.

d. **Minutes:**
   - Board meeting minutes are recorded at all Board meetings with key points (i.e. actions, decisions, directions) being recorded and posted for publication. All Board discussions and votes are included in the minutes and transcribed as a brief overview. Once prepared, minutes are shared with the Board for review and verification. Finalized minutes are then voted on at the following Board meeting before publication to the Governance page on PASS.org.
   - Minutes will reflect any varying opinions of the Board and can be used to notify members of what the Board is doing.

### 3. Interaction with PASS HQ

a. Within your portfolio you will work with an HQ counterpart. Be cognizant that changing priorities can negatively impact initiatives already underway when you are assigned a portfolio. Please work closely with your HQ counterpart to incorporate any initiatives you bring to the table.

b. It is important to demonstrate respect for your HQ counterpart for policies and formal lines of communication. Board members should not get caught up in the daily fray of tactics and immediate problems. Tactical operations should be delegated to your HQ counterpart but this does not abdicate Directors from responsibly ensuring sound communication and cooperative practices in regards to strategy collaboration.
Strategic vs Tactical: Success of any portfolio depends on a strong working relationship between a Board Director and their HQ Counterpart(s). This joint collaboration will result in the strategy for the portfolio. Tactics and operations must be managed by the HQ Counterpart with the Board Director only serving as a point for troubleshooting and feedback where necessary.

Some examples of being ‘too tactical’ with your portfolio:

- Reviewing session abstracts for conference program
- Creating a plan for executing on an event or project (as opposed to helping to outline the goals for said event or projects)
- Providing direct IT services/support
- Costing out specific elements for events (i.e. onsite printers, attendee badges etc.)

Some examples of the strategic function a Board Director may play:

- Working with HQ to outline key goals for the year.
- Reviewing final plans to achieve these goals.
- Receiving regular updates/reports with regard to how your portfolio is tracking.
- Having conversations with key influencers, other Board members and/or community members in service of your goals.

Examples of the role that your HQ Counterpart may play:

- Working with their Board Director to outline strategy and goals for the year.
- Developing and managing the execution of more specific plans for achieving these goals.
- Manage all day to day running of the portfolio and tactical execution of the strategy to achieve goals.
- Monitoring progress for achieving these goals and preparing updates/reports for Board Lead.
- Identifying opportunities for Board Lead to engage with the Community in service of the Portfolio goals.

Note: The important point here is that we cannot leverage our volunteer Board members for tactics or operations.

4. PASS Summit

- Board members are expected to attend PASS Summit and their expenses for doing so are covered by PASS. As such Directors must ensure that they are available for all PASS related activities first and foremost. Any other commitments outside of PASS Summit are to be determined secondary by Board members. Please refer to the PASS policies for details regarding expense and travel cost coverage.
- Board members can present general sessions at PASS Summit at the discretion of the PASS Summit Program Committee. Board members are not given special preference for speaking opportunities.
- Board members are expected to consider their time and commitment at PASS Summit when deciding whether or not to submit a conference session. Board members are not compensated for delivering pre-conference sessions (unless a
special circumstance is ratified by the PASS Board. It is preferred that Board members do not deliver these sessions. See Appendix B for the Director Speaking Policy.

5. Speaking on behalf of PASS
   a. The PASS Bylaws outline that, only the Officers of PASS (President, Executive Vice-President of Finance, Vice-President of Marketing and the Immediate Past President) can speak for PASS. This means that only these four can say “PASS believes” or “PASS says” or make any statement representing the opinions or actions of the organization. Board members are free to have an opinion and are free to express it. Board members are free to blog however are cautioned to take care not to undermine the initiatives that PASS has decided to pursue. If you are ever in doubt or if you wish to exercising extra caution the PASS HQ team is always available to conduct a quick review of any blog or other public written opinion when you are speaking about PASS.

6. Board Culture, candor and respect
   a. Board members should gain a sense of mutual respect, trust and inclusiveness within the Board and HQ. Constructive debate and willingness to gather relevant information to make informed decisions is expected, with a capacity to explore divergent views in a respectful manner.
   b. All Board members should have equal access to information.
   c. Individual and collective commitments to decisions, plans of action and accountability to follow through on the Boards agreements is expected.
   d. Board of Director conduct in-person and on-line is expected to be courteous and Board members should maintain professionalism, integrity and discretion at all times.
   e. Board member conduct should reflect positively on PASS and shall avoid impropriety or the appearance of impropriety on all occasions.
   f. Board members should promote safeguarding PASS property and assets.
   g. Board members are required to maintain confidentiality with regard to PASS information, including verbal information, documents and reports unless authorized for distribution by the Officers of PASS. See Appendix C for the PASS NDA.
   h. Board members should not participate in a debate with community members through social media or in blog posts. Official discussion and responses should only be made through official PASS channels. All blogs posted on the PASS website, must be approved by Marketing in advance of being posted.
   i. Board members who are active on personal social media accounts, must be cognizant that responses can still be construed as representing PASS.

Unacceptable behavior and conduct include:
   a) discourteous behavior to stakeholders, employees and other Board members;
   b) insubordination;
   c) theft of property;
d) falsifying records;

e) neglect of duties;

f) other acts of misconduct.

7. Anti-Harassment

a. PASS will uphold a harassment free environment for all PASS owned events, which is supportive of the dignity and self-esteem of every member of PASS. See Appendix D for the PASS Summit Anti-Harassment Policy.

b. Harassment based on race, religious beliefs, color, gender, physical disability, mental disability, marital status, age, ancestry or place of origin is not acceptable conduct.

c. Harassment includes, but is not limited to, offensive verbal comments related to gender, race, sexual orientation, disability, religion, or any other protected classification directed toward an individual or group. Intimidation, threats, stalking, harassing photography or recording, sustained disruption of talks or other events, inappropriate physical contact, and unwelcome attention will also be considered harassment. Similarly, sexual, racist, derogatory, threatening, or other inappropriate language and imagery are not appropriate for any conference venue, including sessions.

Procedures:

1. Board members who believe they have been the subject of any kind of harassment have a responsibility to make an objection clearly known to the offender and the Officers of PASS.

2. Conduct of a Board member against someone: In the event that a complaint is filed by a member of the PASS community, or PASS HQ against the actions of a Board member, the Executive Director, shall report the claim directly to the Officers of PASS.

3. Conduct of an Officer of PASS member against someone: In the event that a complaint is filed by a member of the PASS community, or PASS HQ against the actions of an Officer of PASS, the Executive Director, shall report the claim directly to the Officers of PASS, excluding the officer named in the complaint.

Process:

An Anti-Harassment Review Committee (AHRC) made up of the Executive Manager and three members of the Board of Directors designated by the President will be authorized to take action in response to an incident or behavior that violates the Anti-Harassment Policy. After a report is received the (AHRC) will conduct a full investigation and take whatever action it deems appropriate.

Investigation Guidelines:

The AHRC will investigate the complaint by appointing one of the committee members to:

1. interview the alleged offender;
2. interview all other individuals who have any knowledge of the circumstances giving rise to the complaint, and gather any documented evidence.
3. Notes of interviews conducted shall be taken and these together with the documented evidence and a signed statement from the complainant, and signed statements from each witness, will form the basis for the committee’s conclusions.
4. The person investigating must advise the alleged offender of the substance of the complaint.
5. The person investigating shall make a report to the committee on the basis of the evidence gathered.
6. In the event disciplinary action is to be taken, the evidence gathered must support the imposition of the penalty.
7. A redacted report will be submitted to the full PASS Board.

8. Conflicts of Interest

Any Director who believes that accepting an “offer of employment, partnership, or ownership with or in a for-profit venture, company, organization, or other legal entity” could be construed as a conflict must notify the Board of this professional relationship. (PASS Bylaws, Section VI.3).

1. Directors are required to notify only the PASS Board of Directors of such potential conflicts of employment.
   a. Such notifications are automatically considered confidential material.
   b. The Board will discuss options and next steps once disclosure has been made.
2. Because notifications are considered confidential, acting Directors do not have to notify or inform the public of any potential conflicts of employment.
   a. However, Directors have the right to discuss their potential conflict of employment in public if they choose to do so.
   b. Other Directors are not allowed to discuss such notifications in public unless and until the Director serving notice discusses their potential conflict of employment in public.
3. If the Board does decide that the Director’s new professional relationship constitutes a conflict of employment, it may choose to exercise any of the remedies available to it under Section VI.3 of the PASS Bylaws.
   a. Once a decision has been reached, the Director’s new professional relationship is no longer considered confidential.
   b. The Board may notify the public of the Director’s new professional relationship and the Board’s response to this conflict of employment.

Exception: Directors are not free to discuss any relationships that are covered under other non-disclosure agreement(s) to which PASS is legally bound.

STANDARDS:

1. A conflict of interest is any situation in which a Board member, either for himself/herself or some other person(s) or organization, attempts to promote a private or personal interest which results or appears to result in:
   a. an interference with the objective exercise of the Board member’s responsibilities, or
b. a direct competitive opportunity where you are able to profit from a decision the Board makes, or
c. an opportunity or advantage by virtue of the Board member’s position with the PASS.

2. Board members are expected in all regards to conduct their duties with impartiality.

9. Discipline & Penalties

Directors found in contravention of the PASS Board Guidance Policy directives shall be subject to disciplinary action consistent with the severity of the infraction.

PROCESS:

Disciplinary action by the PASS Executive may take one of the following forms:

1. Verbal warning with documented notes outlining a performance improvement plan in order to put the Board member back in good standing.
   a. The PASS Executive will review the documentation and upon approval file with the Governance Administrator.
   - The Director will be given a 30, 60 or 90-day strategy, depending on the infraction.
   - If no improvement is realized by the Director in question, a written warning will be delivered with all Board responsibilities and voting privileges being removed.
   b. The Board will be given an option to vote for removal of the Director in question.
   c. All documentation will be filed with the Governance Administrator.

APPENDIX

A – PASS Policies
B – Director Speaking Policy
C – PASS NDA
D – PASS Summit Anti-Harassment Policy
E – PASS Reserves Policy
F – PASS Expense form and policy
G – PASS Leadership policy
H – PASS Bylaws