



# **BOARD OF DIRECTORS**

## MANUAL OF ROLES AND RESPONSIBILITIES

**PESC<sup>®</sup>**



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# PESC MISSION, VISION & GOALS

## LEADING THE ESTABLISHMENT AND ADOPTION OF TRUSTED, FREE & OPEN DATA STANDARDS ACROSS EDUCATION

Established in 1997 at the National Center for Higher Education and headquartered in Washington, D.C., PESC is an international, 501 (c)(3) non-profit, community-based, umbrella association of data, software, technology service providers, and vendors; schools, districts, colleges and universities; college, university and state systems; local, state/province and federal government agencies; professional, commercial and non-profit organizations; and non-profit associations & foundations.

Through open and transparent community participation, PESC enables cost-effective connectivity between data systems to accelerate performance and service, to simplify data access and research, and to improve data quality along the Education lifecycle.

PESC envisions global interoperability within the Education domain, supported by a trustworthy, inter-connected network built by and between communities of interest in which data flows digitally and seamlessly from one community or system to another and throughout the entire eco-system when and where needed without compatibility barriers but in a safe, secure, reliable, legal, and efficient manner.

<i>Accelerate Performance &amp; Service</i>	<ul style="list-style-type: none"> <li>• PESC develops and identifies tools for operational efficiencies and performance improvement in student data exchange from postsecondary preparedness and initial access of the student from high school into the college environment through successful completion of the education experience and into the workforce.</li> </ul>
<i>Reduce Cost</i>	<ul style="list-style-type: none"> <li>• PESC promotes cost effectiveness of data alignment across disparate systems and across sectors that help mitigate costs for state and local governments and institutions struggling to keep up with the demands of technology and real-time data exchange while maintaining competitive tuition rates.</li> </ul>
<i>Lead Collaborative Development</i>	<ul style="list-style-type: none"> <li>• PESC leads the establishment and facilitates the adoption and implementation of data exchange standards through direct community participation. Workgroups are continuously formed and follow specific policies and procedures, governed by the Steering Committee of the Standards Forum.</li> </ul>
<i>Set &amp; Maintain Common Data Standards</i>	<ul style="list-style-type: none"> <li>• PESC serves as a standards-setting &amp; maintenance body with open, balanced policies &amp; procedures. The Change Control Board (CCB) is the standing committee that reviews and approves standards.</li> </ul>
<i>Promote Best Practices</i>	<ul style="list-style-type: none"> <li>• PESC highlights and supports successful business models for data standardization, access, and exchange. A competition is held each year and awards are provided each spring.</li> </ul>
<i>Link Public &amp; Private Sectors</i>	<ul style="list-style-type: none"> <li>• PESC maintains collaborative relationships with public, private, governmental, and international stakeholders in a balanced, neutral, and trusting environment.</li> </ul>
<i>Serve as Data Experts</i>	<ul style="list-style-type: none"> <li>• PESC continuously improves its expertise and core competency in XML architecture and data modeling. The Technical Advisory Board (TAB) is the standing committee that provides technical expertise.</li> </ul>



## BOARD COMPOSITION

The Board of Directors consists of twelve elected representatives from Member organizations and the President & CEO who together have overall authority to determine PESC policies. At least:

- two members of the Board of Directors must be representatives of commercial organizations
- two members of the Board of Directors must be representatives of higher education associations representing institutions, and
- two members of the Board of Directors must be representative of other nonprofit associations.

All other members serve at-large. Board of Directors members serve staggered two-year terms beginning the first day of the fiscal year (July 1). Elections take place at the last membership meeting of the fiscal year held during the Annual Spring Data Summit. In being elected, members of the Board of Directors agree to abide by the *Manual of Roles and Responsibilities*.

The Board of Directors may direct the President & CEO to initiate, organize and carry out all operations, functions and events, as it may from time to time deem appropriate for the purposes of gathering, coordinating, disseminating and analyzing information and statistics it deems relevant to PESC. The Board of Directors may establish workgroups and other Committees, which it may deem appropriate to make such findings, reports and perform such duties as the Board of Directors may designate.

The Board of Directors meets monthly, at such dates and at such places, as the members of the Board of Directors determine. **A quorum for the Board of Directors consists of two-thirds of the Board of Directors (currently nine).** All motions before the Board of Directors are decided by a simple majority of votes cast.



# ROLES & RESPONSIBILITIES

## **BOARD as a UNIT**

While individual roles and responsibilities of members of the Board of Directors may change from time to time, the Board of Directors as a whole must ensure they are meeting and fulfilling the following 10 items:

- 1) **Determine the organization's mission and purpose.** It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
- 2) **Select the chief executive.** Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
- 3) **Provide proper financial oversight.** The board must assist in developing the annual budget and ensuring that proper financial controls, which ensure the sustainability of the organization, are in place.
- 4) **Ensure adequate resources.** One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
- 5) **Ensure legal and ethical integrity and maintain accountability.** The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
- 6) **Ensure effective organizational planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- 7) **Form and participate in committees.** To accomplish specific results in areas of focus, the board should organize chartered committees which address such areas on either a temporary, or on-going basis.
- 8) **Recruit and orient new board members and assess board performance.** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
- 9) **Enhance the organization's public standing.** The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.
- 10) **Determine, monitor, and strengthen the organization's programs and services.** The board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
- 11) **Support the chief executive and assess his or her performance.** The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.

## **INDIVIDUAL MEMBER**

Additionally, each Board member individually should fulfill their role as follows:



- 1) Regularly and actively participate in board meetings, and relevant committee, working group meetings and functions, such as special events.
- 2) Influence, align, communicate, and promote PESC's mission, services, policies, and programs.
- 3) Review agenda and supporting materials prior to board, committee and workgroup meetings.
- 4) Actively participate in one or more committees or working groups, and take on special assignments as needed.
- 5) Keep up-to-date on developments in education technology and data and share within the PESC board and the PESC community.
- 6) Follow conflict of interest and confidentiality policies.
- 7) Refrain from making special requests of the staff.
- 8) Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements, and ensuring sustainable operation of PESC.

Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty and the duty of obedience.

### **Duty of Care**

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

### **Duty of Loyalty**

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

### **Duty of Obedience**

The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.



## OFFICERS

The 5 officer positions of the PESC Board of Directors are as follows:

**Chair** — The Board of Directors elects a Chair from among its elected members at the first meeting of the Board of Directors in the new fiscal year. The Chair presides at all membership meetings of PESC, the Board of Directors, and Executive Committee Meetings. Term is one year. Additionally, the Chair:

- 1) Chairs the executive committee.
- 2) Serves as ex-officio member of all committees.
- 3) Works in partnership with the chief executive to make sure board resolutions are carried out.
- 4) Calls special meetings, if necessary.
- 5) Appoints all committee chairs and with the chief executive, recommends who will serve on committees.
- 6) Prepares agenda for board meetings.
- 7) Assists chief executive in conducting new board member orientation.
- 8) Oversees searches for a new chief executive.
- 9) Coordinates chief executive's annual performance evaluation.
- 10) Acts as a primary spokesperson for the organization.
- 11) Periodically consults with board members on their roles and help them assess their performance.

**Vice Chair** — The Board of Directors elects a Vice Chair from among its elected members at the first meeting of the Board of Directors in the new fiscal year. The Vice Chair supports the Chair as needed and serves as Chair when the Chair is unavailable or has delegated authority. Term is one year. Additionally, the Vice Chair:

- 1) Serves on the executive committee.
- 2) Assists Chair in preparing agenda for board meetings.
- 3) With the Chief Executive, tracks the Board Committees, Assignments and Tasks
- 4) Understands the responsibilities of the board chair and is able to perform these duties when the chair is unable.

**Treasurer** — The Board of Directors elects a Treasurer from among its elected members at the first meeting of the Board of Directors in the new fiscal year. The Treasurer is responsible for oversight of revenues and expenditures. Term is one year. Additionally, the Treasurer:

- 1) Serves on the executive committee.
- 2) Understands financial accounting for nonprofit organizations



- 3) Manages, with the Chief Executive, the board's review of and action related to the board's financial responsibilities.
- 4) Works with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis.
- 5) Assists the chief executive in preparing the annual budget and presenting the budget to the board for approval.
- 6) Reviews the annual audit and answers board members' questions about the audit.

**Secretary** — The Board of Directors elects a Secretary from among its elected members at the first meeting of the Board of Directors in the new fiscal year. The function of Secretary includes responsibility for recording minutes of meetings of the Board of Directors, maintenance of records relating to such meetings, and assuring the timely sending of notices to the Board of Directors and Membership as required under these Bylaws. Term is one year.

- 1) Serves on the executive committee.
- 2) Maintains all board records and ensure their accuracy and safety, designating an alternate for minutes when unable to attend a meeting.
- 3) Reviews board minutes.
- 4) Assumes responsibilities of the chair in the absence of the board chair and vice chair.
- 5) Provides notice of meetings of the board and/or of a committee when such notice is required.

**President and CEO** — The Executive Director serves as President and Chief Executive Officer (CEO) of PESC. The chief executive works in partnership with the Board of Directors and the staff to provide leadership, vision, and direction for the organization and to develop organizational strategy. The chief executive implements policies and strategies approved by the Board, manages the organization's programs and operations, and represents the organization in the community. Additionally, the Executive Director:

- 1) oversees the development, implementation, and evaluation of programs and services that support the mission.
- 2) leads the staff and board in developing a realistic annual budget, and making financial decisions consistent with the budget as approved by the board.
- 3) develops a staffing structure that supports the efficient delivery of programs and services, accomplishment of major goals identified in the strategic plan, and effective overall management.
- 4) hires and manages the staff, including the implementation and ongoing revision of personnel policies approved by the board and managing the staff performance review process.





- 5) leads fundraising efforts, including supporting the board's involvement in fundraising, personally cultivating and soliciting donors, and supervising implementation of fundraising plans and policies approved by the board.
- 6) provides regular, timely internal financial statements to the board of directors that compare performance to budget and to the previous year or other benchmark.
- 7) plans for adequate cash flow to cover operational needs.
- 8) conducts multiyear financial analysis, reviewing trends, and engaging the board in discussions about financial stability and sustainability, including the development of adequate operating reserves.
- 9) complies with all local, state, and federal legal requirements.
- 10) builds positive relationships with partner organizations policymakers, media, and others
- 11) represents the organization by participating in key associations and organizations, serving on committees and advisory groups, and speaking in public settings



## MEETING SCHEDULE

The Board of Directors meets in person (face-to-face) 3 times per year at various locations throughout the country as stated:

- 1) At the Annual Membership Meeting and Summit held each April — location varies.
- 2) At the Annual Retreat held each June/July — location varies.
- 3) At the Annual Fall Summit held each October — location varies.

Monthly teleconference meetings may be called by the Chair, as needed, as well. Members of the Board of Directors are strongly encouraged to attend all meetings and are responsible for their own expenses (travel, hotel, etc.) for in-person meetings. As extenuating circumstances may exist, members of the Board of Directors may miss 1 in person meeting per year with prior notification to the Chair and/or President & CEO. The Chair may also call additional meetings of the Board of Directors as needed.



## DISCLOSURE OF CONFLICT OF INTEREST

To help avoid conflicts of interest in which the allegiance of a member of the Board of Directors might be split between a PESC position or responsibility and some other professional, business, or volunteer position or responsibility, members of the Board of Directors are required to complete on an annual basis, the attached Disclosure of Conflict of Interest Form.



## DISCLOSURE REGARDING CONFLICT OF INTEREST

As a volunteer on the Board of Directors of PESC, I recognize that I owe duties of care, loyalty, and financial responsibility to PESC. One aspect of fulfilling those duties is to avoid conflicts of interest in which my allegiance might be split between a PESC position or responsibility and some other professional, business, or volunteer position or responsibility.

To help avoid conflicts, on this form I am disclosing other situations or areas in which to the best of my knowledge it might even appear that I have conflicting duties to other entities. I invite any further review by PESC or any aspects of these situations or areas that might be considered appropriate. Also, I will take other steps, such as avoiding deliberation and resolution of certain issues or even withdrawing from my position in PESC, if it is determined that those steps are necessary to protect against legal liability to PESC or to me arising from conflicts of interest. Forms are to be completed annually and stored in PESC's office by the President & CEO.

Professional, business, or volunteer positions or responsibilities that might give rise to conflict:

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Situations in which I am serving as a vendor, or am employed by or consulting with a vendor, to PESC:

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By signing below, I have fully disclosed of professional, business, or volunteer positions or responsibilities, including vendor situations that might give rise to conflicts and agree to fulfill my role as a member of the Board of Directors to the best of my abilities.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name (print): \_\_\_\_\_

PESC Role: \_\_\_\_\_



# NOMINATION FORM

## PESC BOARD OF DIRECTORS

Elections to be held:

Date

Time

Location

Address

City, State, Zip

---

Nominee Full Name

---

Title and Organization

---

Street Address

---

City, State and Zip

Phone

Fax

E-mail Address

*Please complete this form, attach a brief BIO of the nominee, and return both to PESC by close of business on DATE:*

**Postsecondary Electronic Standards Council**

**1250 Connecticut Avenue NW**

**Suite 700**

**Washington DC 20036**

Fax: 202-261-6517

[Email: Michael.Sessa@PESC.org](mailto:Michael.Sessa@PESC.org)

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