



AMERICAN
EVALUATION
ASSOCIATION



Governing **Policies Manual**

American Evaluation Association By-Laws

The AEA Policy Manual represents the best effort of the Board and staff to maximize utilization of resources and delineate the important separation of operations and governance.

Please note that the sections herein are in hierarchical order, beginning with the top of the hierarchy. Therefore, in questions of policy, operations, and other indicators of the character of the Association, it is the American Evaluation Association Bylaws that supercede all other documents. The following is the order of documents.

1. American Evaluation Association Bylaws
2. AEA Mission/Vision/Values
3. AEA Governing Policies (Ends, Executive Limitations, Board Delegation, Board Governance Process)
4. The Appendices to the AEA Policies

The bylaws outline the essential legal obligations of the association.

- Approved by the membership: August 2010
- Took effect: January 2011
- Also available online at <http://www.eval.org/aboutus/bylaws.asp>

ARTICLE I: NAME

The name of this corporation is the American Evaluation Association, hereafter referred to as the Association.

ARTICLE II: PURPOSES

Section 1. Purposes. The purposes of this Association are to:

- (a) Promote scientific and educational purposes, as those terms are used in Section 501(c)(3) of the Internal Revenue Service Code, in connection with the science and practice of evaluation.
- (b) Improve evaluation theory, practice and methods; increase evaluation use; promote evaluation as a profession; and support the contribution of evaluation to the generation of theory and knowledge about effective human action.
- (c) Engage in a diversity of activities and enter into, perform, and carry out contracts of any kind necessary or convenient to, or incidental to, the accomplishment of any one or more of the nonprofit purposes of the Association.

Section 2. Non-Profit Character. The Association is a not for profit organization organized exclusively for charitable and educational purposes. No Board member, officer, agent or employee shall at any time receive or be entitled to receive any compensation or pecuniary profit from the operation and policies of the Association or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to the Association in effecting one or more of its objectives or purposes, or as a direct or indirect beneficiary of its said non-profit purposes.

Section 3. Grants and Gifts. The Association, through the Board of Directors, may accept gifts and grants of a general nature or for specific purposes; however, such acceptance shall be free of any restriction that would either limit the Association in carrying out its functions and objectives or cause the Association to lose its tax-exempt status.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility. Any individuals interested in the purposes of the Association shall be eligible for membership. Members are defined as those who have completed an application form, received acknowledgment of membership from the Association, and paid the currently stipulated membership dues.

Section 2. Application for Membership. An individual desiring to join this Association may ask for consideration by making a written application to the duly-authorized Board-appointed agent, including the appropriate fee. Should the duly-authorized Board-appointed agent, for any reason reject an application for membership, that applicant shall have the right to appeal to the Board of Directors by means of a written statement. A duly-authorized Board appointed agent is someone vetted and approved by the Board and given specific, limited, authority to act as an agent of the association for legal purposes.

Section 3. Resignation. Any member may resign by submitting a written resignation either at a meeting of the Board, or by mailing the resignation to the duly-authorized Board-appointed agent. Such resignation shall be effective upon receipt.

Section 4. Rights. All members shall have the right to vote for officers and on other official matters of the Association defined in the Bylaws, to hold office if duly elected, and to be sent all notifications pertaining to the official business of the Association and membership publications.

American Evaluation Association By-Laws

Section 5. Dues. Membership dues shall be determined by the Board of Directors.

ARTICLE IV: BUSINESS MEETING

Section 1. Schedule. At least one business meeting shall be held within each calendar year, but not later than December 20.

Section 2. Notice of Meetings. At least thirty (30) days in advance thereof the Association shall notify each member of the business meeting.

Section 3. Business Meeting Format. The business meeting activities shall include but are not limited to: A report of the status of the Association, a financial report, any other reports deemed appropriate by the Board, and items of new business invited from the floor.

Section 4. Quorum. Those members present at the business meetings of the membership shall constitute the quorum.

Section 5. Voting. Each member present shall have one vote in business meetings. Only advisory votes shall be permitted on any business raised at the meeting. Should any motion be made that would be binding in any way on the Association, an advisory vote shall be taken and the results forwarded to the Board of Directors for further action.

ARTICLE V: GOVERNANCE STRUCTURE

Section 1. Diversity. It is the policy of the American Evaluation Association to actively seek diversity across the Board and all committees, task forces, other advisory groups, and individuals through attention to the following criteria:

- gender balance, sexual orientation, and gender identity
- ethnic/racial representation
- disciplinary heterogeneity
- practitioner/academic balance
- geographic heterogeneity
- international representation
- heterogeneity of areas of application

Section 2. Board of Directors. The business of the Association shall be governed by a 13 member Board of Directors all of whom must be members in good standing. The 13 elected members shall include nine at-large members, as well as the President, President-elect, the

immediate Past President/Secretary, and the Treasurer. These 13 shall constitute the voting members of the Board, each having one vote.

Section 3. Governing Powers and Duties. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the policies of the Association and may perform all such acts and things as are not directed to be exercised and done by members by law, by the Articles of Incorporation, or by these Bylaws. The duties of the Board of Directors shall include, but are not limited to:

- (a) Approving a budget for each year and authorizing expenditures falling outside of the pre-approved budget and in excess of the discretionary level of spending as stated in Association policies.
- (b) Establishing and overseeing the policies that guide the Association.
- (c) Establishing ongoing monitoring and evaluation that helps the Board shape policy and fulfill its responsibility for
 - (i) monitoring the Association's performance,
 - (ii) monitoring the effectiveness and reasonable progress toward the Association's goals, and
 - (iii) ensuring the effectiveness of its governance.
- (d) Engaging with Association members in establishing, refining, and evaluating the policies that guide the Association.
- (e) Authorizing any matters to be submitted to a vote of the general membership of the Association including election of Board members and the President-elect. The Board shall receive and consider petitions from the membership for matters to be submitted to a vote of the general membership of the Association; any such petition signed by five percent of the official membership count of March 31 of the previous year makes submission of the issue to the membership mandatory upon the Board.
- (f) Authorizing the formation or affiliation of any subsidiary organizations not in conflict with the Articles of Incorporation or the Bylaws, and considered to be appropriate to the policies, operation, and purpose of the Association. The development of policies that guide the formation and operation of such groups, including Topical Interest Groups, shall be the responsibility of the Board of Directors. Topical Interest Groups are comprised of AEA members only and are not open to non-members.

Local Affiliates are organizations that are interested in being associated with AEA for the mutual benefit of their memberships. Local Affiliates are separate entities from AEA. Local Affiliates elect separate officers, operate under their own Bylaws, maintain their own financial records, and, if tax exempt, have separate non-profit status. AEA exercises no control over decisions made by Local Affiliates and takes no responsibility for their actions. Groups must apply to, and have their application approved by, the AEA Board of Directors to be designated as an AEA Local Affiliate.

Section 4. Election, Appointment and Terms of Office. Terms of office shall begin January 1 after election and correspond to the calendar year, ending December 31 of the final term year. All elected Board members shall serve three year terms. The President, President-elect, and the Past President/Secretary will each serve one year in their respective offices; the President-elect shall automatically succeed to the Presidency in the following year, and the President shall automatically succeed to the office of Past President/Secretary and take on the duties of the Association Secretary.

The procedure for election and appointment of Board members shall be as set forth in Article VI, Section 2.

Section 5. Vacancies. Vacancies in the Board of Directors caused by any reason shall be filled in the following manner:

- (a) If the President does not serve out a full term for any reason, the President-elect shall immediately succeed to the Presidency for the remainder of the unexpired term as well as for the following calendar year. If the office of President-elect becomes vacant, it shall remain so until the January 1 following the next general election at which time the membership will elect a new President and new President-elect. If the offices of President and President-elect become vacant within the same year, the Board of Directors shall elect a member of the Association to serve as Acting President until the January 1 following the next general election. If the office of Past President/Secretary becomes vacant it shall remain so and the Treasurer shall take on the duties of Secretary until January 1 following the next general election.
- (b) If any elected Board member position becomes vacant, a replacement Board member shall be elected during the normal membership election for that year, at which time the newly elected replacement Board member shall immediately assume office as soon as results of the election are available. The Board may

with a two-thirds vote appoint an interim Board member to serve until the results of the election.

- (c) Any elected Board positions that are vacant or have acting incumbents shall be added to the ballot for the next general election to select permanent Board members to fill the unexpired term.
- (d) In other unusual circumstances the Board of Directors shall determine how to fill vacancies.

Section 6. Removal of Board Members. A motion to remove any Board member for cause must be circulated to all Board members in writing thirty days prior to a vote on removal. During this thirty day period, the Board member in question has the right to respond in writing to the removal motion. A confidential ballot vote of eligible voting Board members shall then be taken. The Board member in question does not vote on his or her own removal. The votes of two-thirds of eligible voting Board members are necessary to remove the member in question. Upon removal of a Board member, the position will be filled in accordance with vacancy provisions as stated in Article V, Section 5.

Section 7. Compensation. Compensation shall not be paid to Board members for their services in their capacity as Board members, nor pursuant to any other contractual arrangements. However, Board members may be reimbursed for actual expenses incurred by them in the performance of their duties, within the limits of the reimbursement policies set by the Board.

Section 8. Regular Meeting. The Board of Directors shall meet at least twice each year.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President or by at least five other Board members, on at least two weeks' notice, if practical, to each Board member stating the time, place, and purpose of the meeting.

Section 10. Quorum. At all meetings of the Board of Directors, two-thirds of the voting members shall constitute a quorum for the transaction of business. Except in instances where these Bylaws or preceding law dictate otherwise, the acts of the majority of the Board members present at a meeting at which the quorum is present shall be the acts of the Board.

Section 11. Open Meetings. All meetings of the Board of Directors shall be open to the membership except for those times when the Board will discuss matters involving personal

privacy. A majority vote of the voting Board members present shall be sufficient to hold a closed meeting.

Section 12. Parliamentary Procedure. Meetings of the Board and the membership will normally be conducted using informal, but businesslike procedures. At any time a procedural conflict arises, the provisions of the most recent edition of Robert's Rules of Order shall be used to resolve the conflict.

Section 13. Empowerment of Executive Committee. The Executive Committee is comprised of the President, Past President/Secretary, President-elect, and Treasurer. Roles and responsibilities of the Executive Committee are described in the written Association Governance policies. The Executive Committee is convened in situations where immediate action or decision-making is needed and it is not feasible to convene the whole Board. In these situations, the Executive Committee may be convened by any member of the Executive Committee or by the Executive Director. The Executive Committee or the Executive Director will notify Board members of the situation within 24 hours, or immediately upon resumption of the capacity for broader communication should that be a consideration, and seek and consider any input provided in the timeframe needed for the decision. The Executive Committee will notify the Board upon making a decision.

Section 14. Written Association Policies. Goals, Executive Limitations, Delegation, and Governance Policies shall be maintained, publicly available and cover all matters not covered in these Bylaws. Substantive changes to the policies shall be approved by a vote of the Board.

ARTICLE VI: OFFICERS

Section 1. Designations and Qualifications. The principal officers of the Association shall be a President, a President-elect, a Past President/Secretary, and a Treasurer. All officers must be members of the Association.

Section 2. Election and Terms of Office.

- (a) Yearly, a committee of the Board shall secure nominations for two candidates for each expiring elected-office of the Association and shall, with the authorization of the Board of Directors, submit the slate of candidates to the membership for vote by mail or electronic ballot. The committee will solicit nominations from the members, consult with the Board of Directors, and choose candidates that reflect the diversity and characteristics of the Association's

membership. Additional nominations may be presented by the membership for inclusion in the election provided each such nomination is presented to the Committee in the form of a petition signed by at least 1 percent of the current members not later than the announced due date for submission of nominations each year. If the foregoing provisions are met, the person(s) so nominated shall be included on the ballot. At least ninety (90) days prior to the end of the calendar year the Committee shall submit to the membership a complete ballot for the election of officers.

- (b) The membership will be instructed to return the ballot to the duly-authorized Board-appointed agent, received in the AEA office no later than the date specified on the ballot. The duly-authorized Board-appointed agent shall in turn be responsible for verifying the ballots, protecting the security of the ballots, obtaining the independent corroboration of the ballot counts and reporting the results to the Board of Directors and to the membership.
- (c) The candidate for each office receiving the largest number of votes shall be considered elected. In case of a tie, the Board of Directors shall select the officer from the tied candidates by majority vote or, in the case of a tie on the Board, by lot.
- (d) The term of office for all elected Board members shall be three (3) years. The term of office for the President- elect, President, and Past President/ Secretary shall be one year for each respective office and succession to office shall be as set forth in Article V, Section 4.

Section 3. President. The President shall be the chief executive officer of the Association and shall preside at all business meetings, serve as Chair of the Board of Directors, oversee the review of the Executive Director, have general responsibility for the conduct of the affairs of the Association, and set the strand theme for the annual conference. The President is an ex-officio member of all committees, and Topical Interest Groups of the Association.

The President shall have all the general powers and duties that are usually vested in the office of the president of a corporation, including the power to appoint Board committees, task forces, and other advisory groups and individuals from time to time, as he or she may deem appropriate to assist in the conduct of the affairs of the Association to the extent that such groups and individuals committees may be accounted for within the existing annual budget. Board committees, task forces, and other advisory groups or individuals requiring additional

expenditure of Association funds are subject to approval via a vote of the Board.

Section 4. President-elect. In the absence, or disability, of the President, the President-elect will perform the duties and exercise the powers of the President. The President-elect will also perform such other duties as prescribed by the Board of Directors or the President.

Section 5. Treasurer. The Treasurer monitors adherence to the financial policies of the Association and alerts the Board to deviations from policies.

Working with the President, and the Past President/Secretary, the Treasurer shall provide direct oversight to a duly-authorized Board-appointed agent who will provide administrative support to the Board, Board committees, task forces, advisory groups and individuals of the Association as well as perform other duties specified through these bylaws and by direct contract.

Section 6. Past President/Secretary. The Past President/Secretary shall serve as general advisor on the governance of the Association, and shall oversee the maintenance of records policies for the Association.

ARTICLE VII: FISCAL MANAGEMENT

Section 1. Fiscal Year. Unless otherwise specified, the fiscal year of the Association shall begin on July 1 and is subject to change, within the confines of the law, by the Board of Directors with the prior written approval of the appropriate government agencies.

Section 2. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the duly-authorized Board-appointed agent, with copies held by the Treasurer of the Association.

Section 3. Execution of Association Documents. Within the parameters of Board-established policies, all notes and contracts shall be executed on behalf of the Association by either the Executive Director, the President or the Treasurer.

Section 4. Fidelity Bonds. The Association will hold adequate fidelity bonds covering all officers, employees, and contractors having custody or control of Association funds. The premium on such bonds shall be paid by the Association.

Section 5. Indemnity. Each officer, Board member, or employee of the Association shall be indemnified by the Association against expenses reasonably incurred by him/

her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been an officer, trustee, or employee of the Association, except in instances of fraudulent, deceitful or dishonest activity, or the conviction of a crime.

Section 6. Financial Signatories. For all bank accounts established for the Association, there must be at least two signatories, the Treasurer and at least one other elected Board member, or the duly-authorized Board-appointed agent.

ARTICLE VIII: BOARD COMMITTEES, AND OTHER MEMBER INVOLVEMENT

Member Involvement on Key AEA Issues. Through its policies, the Board will identify and describe the mechanisms through which members will provide input and guidance on key issues of the Association. The mechanisms may include, but not be limited to, committees, task forces, other advisory groups and individuals. In particular, the policies shall include explicit attention to having volunteer member engagement in four areas of importance to the Association: diversity, ethics, finances, and nominations and elections. The mechanisms for member engagement shall include attention to continuity, corporate history, and a focus on key tasks and perspectives.

ARTICLE IX: TOPICAL INTEREST GROUPS

Section 1. Formation. Groups of members with similar interests may petition the Board to form a Topical Interest Group.

Section 2. Leadership and elections. Each Topical Interest Group must elect a Chair (or co-chairs) and a Program Chair (or Program Co-chairs). The same person may serve in both positions. The leaders must be elected for a term of no more than three years, renewable.

ARTICLE X: AMENDMENTS

These Bylaws may be amended upon written affirmation of two-thirds (2/3) of the members voting on the proposed change. Amendments may be proposed by the Board of Directors or by petition to the Board of Directors by members of the Association numbering fifteen percent (15%) of the members included in the most recent official membership count taken March 31 of each year and they shall be submitted to the entire membership for vote no later than the next general elections. Such amendments, following affirmation, shall become effective the next January 1st.

American Mission/Vision/Values

Approved by the AEA Board May 22, 2018

VISION: The American Evaluation Association's vision is to foster an inclusive, diverse, and international community of practice positioned as a respected source of information for and about the field of evaluation.

MISSION: The American Evaluation Association's mission is to improve evaluation practices and methods, increase evaluation use, promote evaluation as a profession, and support the contribution of evaluation to the generation of theory and knowledge about effective human action.

VALUES: The American Evaluation Association values excellence in evaluation practice, utilization of evaluation findings, and inclusion, diversity, and equity in the evaluation community.

- i. We value high quality, ethically defensible, culturally responsive evaluation practices that lead to effective and humane organizations and ultimately to the enhancement of the public good.
- ii. We value high quality, ethically defensible, culturally responsive evaluation practices that contribute to decision-making processes, program improvement, and policy formulation.
- iii. We value a global and international evaluation community and understanding of evaluation practices.
- iv. We value the continual development of evaluation professionals and the development of evaluators from under-represented groups.
- v. We value inclusiveness, diversity, and equity, welcoming members at any point in their career, from any context, and representing a range of thought and approaches.
- vi. We value efficient, effective, responsive, transparent, and socially responsible association operations.
- vii. We value equity and the refinement and development of effective systems that work for all groups in society.

AEA Ends Policies

Approved by the AEA Board May 22, 2018

1.0 The American Evaluation Association exists to contribute to the common good by improving evaluation theory, practice, and methods; increasing evaluation use; promoting evaluation as a profession; and supporting the contribution of evaluation to the theory and knowledge about effective human action and equitable systems and markets, at a cost that justifies individual annual membership dues.

Accordingly, and in order of priority, the American Evaluation Association invests its resources in the following:

- 1.1 Members interact to promote high quality evaluation practice and professional leadership.
- 1.2 Members benefit from professional affiliation, leadership opportunities, and inclusion within a diverse community.
- 1.3 Members have the competencies needed to engage in high quality evaluation that is edifying, ethical, culturally and contextually responsive, useful, and that demonstrates scholarship.
- 1.4 Student members have ample opportunities to develop the leadership skills and competencies needed to practice evaluation, contribute to the association, and the evaluation knowledge base.
- 1.5 Evaluation contributes to increased public understanding of challenging issues and solutions.
- 1.6 The public (government, communities, and the philanthropic sector) understands the value of, engages in, and learns from evaluation.

AEA Executive Limitations

Approved by the AEA Board of Directors January 27, 2018

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Executive Limitation 2.0 – Global Executive Limitation

Created/Amended	January 27, 2018
Monitoring Schedule	Annually

2.0 The Executive Director will not cause or allow any organizational practice, activity, decision, or circumstance which is unlawful, imprudent, in violation of commonly accepted business and professional ethics and practices, or in conflict with the association’s mission, vision, values, and Ends.

Executive Limitation 2.1 – Treatment of Members

Created/Amended	January 27, 2018
Monitoring Schedule	Annually

2.1 With respect to interactions with members or those applying to become members, the Executive Director will not cause or allow conditions, procedures, or decisions that are unsafe, untimely, unethical, undignified, or unnecessarily intrusive.

The Executive Director will not:

- 2.1.1 Use methods of collecting, reviewing, transmitting, or storing member information that fails to protect against improper access to the member information elicited.

- 2.1.2 Leave members uninformed of this Treatment of Members policy, or without a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

Executive Limitation 2.2 – Treatment of Staff, Volunteers and Contractors

Created/Amended	January 27, 2018
Monitoring Schedule	Annually

2.2 With respect to the treatment of paid and volunteer staff and contractors, the Executive Director will not cause or allow conditions that are unlawful, unfair, unsafe, undignified, unethical, or unclear.

The Executive Director will not:

- 2.2.1 Operate without sufficient, clear, and readily available personnel rules.

Executive Limitation 2.3 – Financial Planning and Budgeting

Created/Amended	January 27, 2018
Monitoring Schedule	Annually

2.3 Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from board’s Ends priorities and will not risk financial insolvency, or fail to be derived from a multi-year plan.

The Executive Director will not allow budgeting that:

- 2.3.1 Risks incurring those situations or conditions described as unacceptable in the board policies “Financial Condition and Activities” and “Asset Protection” and “Net Asset Policy for Reserves.”
- 2.3.2 Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 2.3.3 Provides less for board priorities during the year than is set forth in the Cost of Governance policy.

Executive Limitation 2.4 – Financial Condition and Activities

Created/Amended	January 27, 2018
Monitoring Schedule	Annually

2.4 With respect to the actual, ongoing, financial condition and activities, the Executive Director will not cause, or allow, the development of financial insolvency or material deviation of actual expenditures from board Ends priorities.

The Executive Director will not:

- 2.4.1 Violate the Net Asset policy and expend more funds than allowed.
- 2.4.2 Make a single purchase of greater than 15% of any unbudgeted expense for events, or 5% of expense budget for all other activities
- 2.4.3 Commit the association for multiple years for obligations in excess of 3% of the currently available (operating plus general) reserve (excluding long-term event planning).
- 2.4.4 Allow payroll and debts to be settled in an untimely manner.
- 2.4.5 Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
- 2.4.6 Allow receivables to be unpursued after a reasonable grace period.

Executive Limitation 2.5 – Asset Protection

Created/Amended	January 27, 2018
Monitoring Schedule	Annually

2.5 The Executive Director will not cause or allow association assets to be unprotected, inadequately maintained or unnecessarily risked.

The Executive Director will not:

- 2.5.1 Violate the Net Assets Policy and ensure current assets are available to be able to meet all regular financial obligations for 12 consecutive months without any income;

- 2.5.2 Allow board members, staff, and the organization itself to be inadequately insured against theft, casualty, and liability losses.
- 2.5.3 Knowingly expose the organization, its board or staff to claims of liability.
- 2.5.4 Allow intellectual property, information and files to be exposed to loss, theft, or significant damage.
- 2.5.5 Make any purchase without ensuring prudent protection against conflict of interest.
- 2.5.6 Receive, process or disburse funds under controls that are insufficient to meet the Generally Accepted Accounting Principles (GAAP).
- 2.5.7 Compromise the independence of the board's audit.
 - 2.5.7.1 il to comply with an Independent Audit's findings.
- 2.5.8 Violate the Investment Policy, invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
- 2.5.9 Endanger AEA's public image, credibility, or its ability to accomplish Ends.
 - 2.5.9.1 Make public declarations on behalf of the organization without consultation with and approval from the Executive Committee.
- 2.5.10 Change AEA's name or substantially alter its identity in the community.
- 2.5.11 Allow unbonded personnel access to material amounts of funds.

Executive Limitation 2.6 – Emergency Executive Director Coverage

Created/Amended	January 27, 2018
Monitoring Schedule	Annually

2.6 In order to protect the board from sudden loss of Executive Director services, the ED will not leave the board or organization without sufficient means to (a) continue services uninterrupted and (b) to support the board in searching for and selecting a qualified Executive Director.

Executive Limitation 2.7 – Communication and Support to the Board

Created/Amended	January 27, 2018
Monitoring Schedule	Annually

2.7 The Executive Director will not permit the board to be uninformed or unsupported in its work.

The Executive Director will not:

- 2.7.1 Withhold, impede, or confound information relevant to the board’s informed accomplishment of its job.
 - 2.7.1.1 Neglect to submit monitoring data required by the board in Board-Management Delegation policy “Monitoring Executive Director Performance” in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored, and including Executive Director interpretations consistent with Board-Management Delegation policy “Delegation to the Executive Director,” as well as relevant data.
 - 2.7.1.2 Allow the board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the board’s monitoring schedule.
 - 2.7.1.3 Withhold from the board information it needs to make policy decisions.
 - 2.7.1.4 Present information in unnecessarily complex or lengthy form or in

a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.

- 2.7.1.5 Let the board be unaware of any incidental information it requires including anticipated media coverage, threatened or pending lawsuits, and material internal changes.
- 2.7.1.6 Let the board be unaware if, in the Executive Director’s opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behavior that is detrimental to the work relationship between the board and the Executive Director.
- 2.7.2 Withhold from the board and its processes logistical and clerical assistance.
 - 2.7.2.1 Allow the board to be deprived of a workable, user-friendly mechanism for official board, officer, or committee communications.
 - 2.7.2.2 Allow the board to be deprived of pleasant and efficient settings and arrangements for board and committee meetings.
- 2.7.3 Impede the board’s holism, misrepresent its processes and role, or impede its lawful obligations.
 - 2.7.3.1 Deal with the board in a way that favors or privileges certain board members over others except when (i) fulfilling individual requests for information or (ii) responding to officers or committees with respect to duties charged to them by the board.
 - 2.7.3.2 Allow the board to do its work without the necessary items on its Required Approvals agenda. Necessary items are those decisions delegated to the Executive Director yet required by law, regulation, or contract to be board-approved, along with applicable monitoring information.

AEA Board-Management Delegation

Approved by the AEA Board of Directors May 22, 2018

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B.M.D 4.0 – Global Board-Management Delegation

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

4.1 The board’s sole official connection to the operational organization, its achievements, and conduct will be through a Chief Executive Officer, titled Executive Director.

B.M.D 4.1 – Unity of Control

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

4.2 Only officially passed motions of the board are binding on the Executive Director.

Accordingly:

- 4.2.1 Decisions or instructions of individual board members, officers, or task forces are not binding on the Executive Director except in rare instances when the entire board has specifically authorized such exercise of authority.
- 4.2.2 In the case of board members or task forces requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director’s opinion, a material amount of staff time or funds or is disruptive.

B.M.D 4.2 – Accountability of the Executive Director

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

4.3 The Executive Director is the board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

- 4.3.1 Individual board members will never give instructions to persons who report directly or indirectly to the Executive Director without having collectively agreed it is necessary to do so.
- 4.3.2 The board will not evaluate, either formally or informally, any staff other than the Executive Director.
- 4.3.3 The board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of board-stated Ends and compliance with Executive Limitations will be viewed as successful Executive Director performance.

B.M.D 4.3 – Delegation to the Executive Director

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

4.4 The board instructs the Executive Director through written policies which prescribe the organizational Ends to be achieved, and describe in Executive Limitations the organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

- 4.4.1 The board develops policies instructing the Executive Director to achieve specified results, for specified recipients, at a specified relationship between cost and results. These policies will be developed systematically from the broadest, most general level, to more defined levels, and will be called Ends policies.

All issues that are not Ends issues as defined above are Means issues.

- 4.4.2 The board will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the board, even if they were to be effective. These policies will be developed systematically from the broadest, most general level, to more defined levels; they will be called Executive Limitations policies. The board will never prescribe organizational means of the Executive Director.
 - 4.4.2.1 Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.
 - 4.4.2.2 Below the global level, the aggregate of limitations on a given level may embrace the scope of the foregoing level, but only if justified by the Executive Director to the board's satisfaction.
- 4.4.3 As long as the Executive Director uses any reasonable interpretation of the board's 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. Such decisions of the Executive Director shall have full force and authority as if decided by the board.
- 4.4.4 The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. By doing so, the board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the board will respect and support the Executive Director's choices.

Director performance will be solely against the only expected Executive Director job outputs: organizational accomplishment of any reasonable interpretation of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations, reasonably interpreted.

Accordingly:

- 4.5.1 Monitoring is simply to determine whether or not expectations expressed in board policies have been met. Information that does not disclose this will not be considered to be monitoring information.
- 4.5.2 The board will obtain disclosure about the Executive Director's interpretations of the board policy being monitored from the Executive Director himself or herself.
- 4.5.3 The board will obtain data disclosing whether or not the Executive Director's interpretations have been accomplished using one or more of three methods: (a) by internal report, in which the Executive Director discloses the data to the board; (b) by external report, in which an external, disinterested third party selected by the board collects the data; and (c) by direct inspection, in which data are collected by the board, a designated board member or by designated board members.
- 4.5.4 In every case, the board will determine: (a) the reasonableness of the Executive Director's interpretations, using a "reasonable person test" rather than with interpretations favored by board members or the board as a whole. The board is the final arbiter of reasonableness. The board will also assess: (b) whether data demonstrate the accomplishment of the interpretation.
- 4.5.5 All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will normally use a routine schedule, as follows:

B.M.D 4.4 – Monitoring of the Executive Director	
Created/Amended	May 22, 2018
Monitoring Schedule	Annually

4.5 Systematic and rigorous monitoring of Executive

Policy	Method	Frequency	Month(s)
Ends 1.0			
E.L. 2.0 - Global			
E.L. 2.1 - Treatment of Members			
E.L. 2.2 - Treatment of Staff			
E.L. 2.3 - Financial Planning and Budgeting			
E.L. 2.4 - Financial Condition			
E.L. 2.5 - Emergency Executive Director Succession			
E.L. 2.6 - Asset Protection			
E.L. 2.7 - Compensation and Benefits			
E.L. 2.8 - Communication and Support to the Board			
E.L. 2.9 - Ends Focus of Grants			

AEA Board Governance Process

Approved by the AEA Board of Directors May 22, 2018

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G.P. 3.0 – Global Governance Commitment

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

3.1 The purpose of the board, on behalf of AEA members, is to see to it that the American Evaluation Association (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in board Executive Limitations policies).

G.P. 3.1 – Governing Style

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

3.2 The board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

Accordingly:

- 3.2.1 The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives.
- 3.2.1.1 The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
- 3.2.2 The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board’s values and perspectives (e.g., organizational Ends, Mission, Vision, Values, and Bylaws).
- 3.2.2.1 The board’s major policy focus will be on the intended long-term impacts (e.g., organizational Ends), handed over to the staff by the Delegations Policies and directed by the Executive Limitations, not on the administrative or programmatic means of attaining those effects.
- 3.2.3 The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, conflicts of interest, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe those currently in force scrupulously.
- 3.2.4 Continual board development will include orientation of new board members in the board’s governance process and ongoing board implementation of process improvement.
- 3.2.5 The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.
- 3.2.6 The board will evaluate the extent to which its behaviors are consistent with Governance Process and Board-Management Delegation policies on a regular basis.

- 3.2.6.1 At minimum, the board will evaluate its adherence to GP 3.1 at each board meeting, and to the other Governance Process and Board-Management Delegation policies as follows:

Policy	Method	Frequency	Month(s)
G.P. 3.0 - Global Governance Commitment			
G.P. 3.1 - Governing Style			
G.P. 3.2 - Board Job Description			
G.P. 3.3 - Agenda Planning			
G.P. 3.4 - C.G.O.'s Role			
G.P. 3.5 - President-Elect's Role			
G.P. 3.6 - Past President / Secretary's Role			
G.P. 3.7 - Treasurer's Role			

Policy	Method	Frequency	Month(s)
G.P. 3.8 - Code of Conduct			
G.P. 3.9 - Board Committee Principles			
G.P. 3.10 - Board Committee Structure			
G.P. 3.11 - Cost of Governance			
B.M.D. 4.0 - Global Board-Management Delegation			
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B.M.D. 4.4 - Monitoring of the Executive Director			

G.P. 3.2 – Board Job Description

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

- 3.3 Specific job outputs of the board, as an informed agent of the membership, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to create:

- 3.3.1 The link between the membership and the operational organization through systematic member engagement adhering to the annual schedule articulated below.

Type of Engagement	Time of Engagement	Responsible Parties
Full Member Survey	Bi-Annually	AEA Staff Implements (Membership Survey Task Force Informs)
Social Media (EVALTALK, Twitter, LinkedIn, Facebook)	Ongoing	AEA Staff Implements (Board engaged as needed)
TIGs (TIG Council and full TIG)	Ongoing	AEA Staff Implements (Board engaged as needed)
Local Affiliates (Including LA Conferences)	Ongoing	AEA Staff Implements (Board engaged as needed)
Annual Conference	Annually	TIGs contribute through program and biz meetings
Task Forces (all seek member engagement)	Ongoing	Board Manages and AEA staff support as needed
Summer Evaluation Institute	Annually during summer	AEA Staff Implements (Board engaged as needed)
Elections and Awards	Annually around conference	AEA Staff, Nominations and Awards Working Groups Implement (Board engaged as needed)

3.3.2 Written governing policies that address the broadest levels of all organizational decisions and situations.

Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients in what priority order).

Executive Limitations: Constraints on executive authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place.

Governance Process: Specification of how the board conceives, carries out, and monitors its own tasks.

Board-Management Delegation: How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.

3.3.3 Assurance of successful organizational performance on Ends and Executive Limitations through annual review of CEO.

3.2.4. Decisions within the annual budgeting process/ approval or in cases of emergency beyond the authority of the Executive Director regarding the use of long-term reserves (pursuant to E.L. 2.6.1 - Asset Protection) and purchase or expenditure commitments exceeding the limitations set in E.L. 2.4 - Financial Condition and Activities.

G.P. 3.3 – Agenda Planning

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

3.4 To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda which (a) takes into account the fiscal year and rotation of Board members, (b) completes a review of Ends and Board Management and Delegations policies, and (c) continually improves board Policy Governance performance through board education and enriched input and deliberation; all of this is done by effectively representing member perspectives and continually focusing on the future potential of AEA.

3.4.1 The board planning cycle will conclude each year on December 31 so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of Ends.

3.4.2 The board planning cycle will start with the board's development of its agenda for the next year.

- 3.4.2.1 The board will review its Ends during the first quarter of each calendar year.
 - 3.4.2.2 Consultations with the membership, or other methods of gaining member input beyond the scheduled table of engagement represented in 3.2.1, will be determined and arranged in the first quarter, to be held during the balance of the year.
 - 3.4.2.3 Governance education, and education related to Ends determination, (e.g. board professional development, presentations by future strategists, demographers, advocacy groups, staff, task force chairs etc.) will be arranged in the first quarter, to be held during the balance of the year.
 - 3.4.2.4 The board will deliberate in the first quarter of each calendar year on how the proposed budget reflects the values and ends policies of AEA.
 - 3.4.2.5 Requirements for the board budget (per GP 3.11 - Cost of Governance) for the next fiscal year will be established at least 30 days prior to budget approval [or the board's monitoring of EL - 2.3 Financial Planning Budgeting].
 - 3.4.3 Throughout the year, the board will attend to items needing immediate approval as expeditiously as possible through the use of the Consent Agenda at board meetings as necessary.
 - 3.4.4 At any meeting, prior to which monitoring reports were deemed necessary and have been received, the board will ascertain by vote whether a majority of members judge the individual reports to have demonstrated fulfillment of a reasonable interpretation of the applicable policy (e.g., CEO programmatic monitoring reports, working group monitoring reports, task force monitoring reports).
 - 3.5 The AEA President (Chief Governance Officer (CGO)), a specially empowered member of the board whose effectiveness is assessed by follow-up survey after each in-person board meeting, assures the integrity of the board's processes.
- Accordingly:
- 3.5.1 The assigned result of the CGO's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 3.5.1.1 Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor.
 - 3.5.1.2 Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
 - 3.5.1.3 Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
 - 3.5.1.4 Robert's Rules of Order will be used to govern proper meeting behavior.
 - 3.5.1.5 Board meetings will include opportunities for informal conversations on relevant, substantive issues to include, for example, small group discussions.
 - 3.5.2 The authority of the CGO consists of limiting discussions/decisions to those that fall within topics covered by board policies in Governance Process and Board- Management Delegation, the CGO does not have authority to solely determine employment or termination of an Executive Director (CEO) , and relinquishes leadership where the board specifically delegates portions of this authority to others (e.g., the recent hiring process for the new CEO was deemed by the full board appropriate to be led by the President-Elect thus imbuing special authority for the President-Elect at the Board's request). The CGO is authorized to use any reasonable interpretation of the provisions in these policies.

G.P. 3.4 – President's (CGO) Role	
Created/Amended	May 22, 2018
Monitoring Schedule	Annually

- 3.5.2.1 The CGO is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing while ensuring the board's adherence to Robert's Rules of Order (e.g., agenda setting according to 3.3).
- 3.4.2.1 (a) The CGO will strive to build on the strengths and interests of individual board members, as feasible, in deploying them to do the work of the board.
- 3.4.2.2 The CGO has no authority to make autonomous decisions to adjust the policies created by the board within Ends and Executive Limitations policy areas. Therefore, the CGO has no authority to supervise the Executive Director.
- 3.4.2.3 The CGO may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to the CGO.
- 3.4.2.4 The CGO may delegate this authority, but remains accountable for its use.
- 3.4.3 The CGO is responsible for the annual signing and renewal of the AMC contract.

G.P. 3.5 – President-Elect's Role

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

- 3.5 In the absence, or disability, of the Chief Governance Officer (CGO), the President- elect will perform the duties and exercise the powers of the President. The President- elect will also perform such other duties as prescribed by the Board of Directors or the President.

G.P. 3.6 – Past President/Board Secretary's Role

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

- 3.6 The Past-President / Board Secretary is an officer of the board whose purpose is to ensure the integrity of

the board's documents.

- 3.6.1 The assigned result of the Secretary's job is to see to it that all board documents and filings are accurate and timely.
 - 3.6.1.1 Policies will be current in their reflection of board decisions.
 - 3.6.1.2 Policies will rigorously follow Policy Governance principles.
 - 3.6.1.3 By-laws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the board.
 - 3.6.1.4 Work with the CEO to ensure meeting minutes adhere to board-approved requirements for format, brevity, and accuracy
 - 3.6.1.5 The board "parking lot" will be maintained in consultation with the President-Elect.
- 3.6.2 The authority of the Past-President / Secretary is access to and control over board documents, and the use of staff time not to exceed 36 hours per year.

G.P. 3.7 – Board Treasurer's Role

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

- 3.7 The Treasurer is an officer of the board whose role is to assist the board with its obligations related to the board budget and the governance of AEA finances.
 - 3.7.1 The Treasurer, in consultation with the Financial Advisors to the Board (FAB), advises the board on the selection of the external auditor who will check for compliance with E.L. policies E.L. 2.4 - Financial Condition and Activities, E.L. 2.6 - Asset Protection, and E.L. 2.7 - Compensation and Benefits.
 - 3.7.2 The Treasurer, in consultation with the FAB, ensures that the annual board budget (per G.P. 3.11 - Cost of Governance) is prepared for board review and decision in a timely manner.

3.7.3 The Treasurer, in consultation with the FAB, helps to ensure that the board has the expertise it needs to know that E.L. 2.3 - Financial Planning/Budgeting, E.L. 2.4 - Financial Condition and Activities, and E.L. 2.6 - Asset Protection are adequate, relevant, necessary, and reasonably interpreted by the ED.

3.7.4 The Treasurer, in consultation with the FAB, helps the board to ensure that it has the information needed to make decisions pursuant to G.P. 3.2.4 regarding spending decisions beyond the authority delegated to the ED.

G.P. 3.8 – Board Members’ Code of Conduct

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

3.8 The board commits itself and its members to ethical, businesslike, and lawful conduct consistent with its Board of Directors Meeting Norms and Conflict of Interest (COI) statements, including proper use of authority and appropriate decorum when acting as board members.

3.8.1 Board members must have loyalty to the membership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer or funder.

3.8.1.1 Board members will develop and review policies from a member-and organization-driven perspective, rather than any particular organizational constituency.

3.8.2 Board members must avoid conflict of interest with respect to their respective organizations’ or personal interests.

3.8.2.1 There will be no self-dealing or business by a board member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.

3.8.2.2 When the board is to decide upon an issue, about which a board member has an unavoidable conflict of interest,

that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.

3.8.2.3 Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he or she must first resign from the board.

3.8.3 Board members may not attempt to exercise individual authority over the organization.

3.8.3.1 Board members’ interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.

3.8.3.2 Board members may collectively agree to instruct the Executive Director to speak about certain issues on behalf of the board for AEA.

3.8.3.3 Board members’ interaction with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions/ approved statements (see also EL 2.7.3).

3.8.3.3.1 Board members will interact with the press only when prescribed to do so by the board as a whole.

3.8.3.4 Except for participation in board deliberation about whether the Executive Director has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees of the Executive Director.

3.8.4 Board members will respect the confidentiality appropriate to issues of a sensitive nature.

3.8.5 Board members will be properly prepared for board deliberation.

3.8.6 Once a board decision has been made, board members will support the legitimacy and authority of that board decision, irrespective of the member’s personal position on the issue.

3.8.6.1 However rigorous the debate may have been over a board level decision, and regardless of individual members’ support or dissention, once the vote has been taken and a motion passed the whole board will support the decision with “one voice” asserting it as the best decision for AEA.

3.8.7 Board discussions are confidential and not shared with association members except through formal vehicles such as minutes or reports unless otherwise agreed upon by the full board.

3.8.8 To ensure good governance, the board will evaluate itself every year and hire an external evaluator every 3 years.

G.P. 3.9 – Board Task Force Principles

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

3.9 Board task forces and the Executive Committee (AEA’s only standing committee, see 3.10.1 for further explanation), when used, will be assigned so as to reinforce the wholeness of the board’s job and so as never to interfere with delegation from board to Executive Director.

Accordingly:

3.9.1 Board task forces are to help the board do its job, not to help or advise the staff. Task forces ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board’s broader focus, board task forces will normally not have direct dealings with current staff operations.

3.9.2 Board task forces 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.

3.9.2.1 Board task forces cannot exercise authority over staff.

3.9.2.2 Because the Executive Director works for the full board, he or she will not be required to obtain approval from a board task force before an executive action.

3.9.4 Board task forces are to avoid over-identification with organizational parts rather than the whole. Therefore, a board task force that has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.

3.9.5 Board task forces will be used sparingly and ordinarily in an ad hoc capacity.

3.9.6 This policy applies to any group which is formed by board action, whether or not it is called a task force and regardless whether the group includes board members. It does not apply to Working Groups formed under the authority of the Executive Director.

G.P. 3.10 – Board Task Force Structure

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

3.10 A task force is a board task force only if its existence and charge come from the board, regardless whether board members sit on the task force. The only board task forces are those which are set forth in this policy or in the bylaws. Unless otherwise stated, a task force ceases to exist as soon as its task is complete.

3.10.1 Executive Committee

3.10.1.1 Purpose: To assist the CGO with forming and implementing any reasonable interpretation of Governance Process and Board-Management Delegation policies, as well as with planning and completing board tasks as needed.

3.10.1.1.1 The Executive Committee convenes in situations requiring immediate action or decision-making and it is not feasible to convene the whole Board. The Executive

Committee or ED will notify Board members of the situation, and seek and consider any input provided in the timeframe available for the decision. The Executive Committee will notify the Board upon making a decision.

- 3.10.1.2 Authority: The use of up to 36 hours of staff time per year.
- 3.10.1.3 Composition: CGO, President-Elect, Past President/Secretary, and Treasurer. The Executive Director may call a meeting of the Executive Committee as needed.
- 3.10.1.4 Term: Per bylaws, this is a standing committee of the board.

G.P. 3.11– Cost of Governance

Created/Amended	May 22, 2018
Monitoring Schedule	Annually

3.11 Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

- 3.11.1 Board skills, methods, and supports will be sufficient to assure governing with excellence and adherence to Policy Governance principles.

3.11.1.1 Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.

3.11.1.3 Outreach mechanisms will be used as needed to ensure the board’s ability to listen to owner viewpoints and values.

3.11.2 Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of the organization’s ability to operate.

3.11.2.1 Up to [X% of the operational budget] can be dedicated to board training, professional development, and in-person meeting expenses.

3.11.2.2 Up to [X% of the operational budget] can be dedicated to the cost of any external data collection or evaluation that the board deems necessary above and beyond already budgeted and prescribed monitoring activities.

3.11.2.3 A maximum of X hours of staff time may be dedicated to supporting the board level development.

Appendices to the AEA Policies

These Appendices are meant to add detail to and clarify information already described in AEA Bylaws, Mission/Vision/Values, and AEA Policies (Ends, Executive Limitations, Board Delegation and Board Governance Process). If there is a question about these descriptions and their alignment with those articulated in the AEA Policies, the Policies supersede. (See Policies Manual Cover Page for hierarchy of documents.)

Appendix A: Officer Position Descriptions

These Officer Position descriptions are meant to add detail to and clarify roles already described in AEA Policies (section 3.0, Board Governance Process). If there is a question about these descriptions and their alignment with those articulated in the AEA Policies, the Policies supersede.

Position Description for the President of AEA – see AEA Policies 3.4

The President, a specially empowered member of the Board, assures the integrity of the Board's process and sets the agenda at each meeting consistent with the Board's annual agenda, with input from the Board members, and chairs the meeting. (See AEA Board Governance Policies, 3.4.)

The President performs the following tasks and responsibilities:

- A. The President is the public face of AEA, along with the Executive Director.
- B. The President sets the Presidential Theme for the annual meeting. The President creates the content and identifies speakers for the thematically focused Presidential Strand sessions at AEA Conference as coordinated through the Presidential Strand Committee or other designees.
- C. The President chairs the Executive Committee.
- D. The President addresses emergency issues working along with the Executive Director.
- E. The President is the primary association official with direct responsibility for managing the Association's relationship with the Executive Director.
- F. The President is the association official who signs the AMC Contract on behalf of the Board.
- G. The President is responsible for assuring that the Board reviews the performance of the Executive Director.

- H. The President chairs the Board of Directors' meetings with the roles and responsibilities outlined in AEA Board Governance Process Policies, 3.4. In addition:
 - a. The President is responsible for assuring that any Board Task Forces, or other volunteers who work on behalf of the Board, have adequate direction from the Board.
 - b. The President is responsible for assuring that the Board provides adequate training and orientation of new and returning Board members.
 - c. The President makes appointments or nominations for individuals to serve on external groups such as Task Forces.
- I. The President chairs the AEA Annual Business meeting with the following roles and responsibilities:
- J. Ensuring that a report is made regarding the status of the association;
- K. Ensuring that a report is made regarding the current Board volunteer leadership support structure; and
- L. Ensuring that a report is made regarding the financial state of the association.

Position Description for the President-Elect of AEA – see AEA Policies 3.5

The President-Elect is an officer of the Board with the following roles and responsibilities:

- A. The President-Elect works with the President to set the agenda for Board meetings.
- B. The President-Elect meets with the current President and ED at least once for a detailed briefing on the current state of the association and of the Board.
- C. The President-Elect is a member of the Executive Committee.
- D. The President-Elect serves as the acting President if the President is unable to fulfill the position.

Position Description for the Past President of AEA – see AEA Policies 3.6

The Past-President is an officer of the Board with the following roles and responsibilities:

- A. The Past-President is the Secretary to the Board with responsibility for assuring that all Board records are up-to-date and sufficiently archived.
- B. The Past-President has a special role as mentor to new Board members and is responsible for assuring that they are integrated well into the life of the Board.
- C. The Past-President is a member of the Executive Committee.
- D. The Past-President serves as the acting President in the event that the President and President-Elect are unable to fulfill the position.
- E. The Past-President works with the President as needed to set the agenda for Board meetings.
- F. The Past-President is an Ombudsman to the Board, responsible for assuring that complaints or issues of Board Members or issues of members of the Association receive a clear and proper hearing of the Board. See below, in Appendix C and in Operations Manual, for AEA Whistle Blower Policy.
- G. The past president is responsible for maintaining the board parking lot, in consultation with the incoming president.
 - a. The board parking lot consists of (a) policy issues identified during Board in-person, telephone, and email conversations but not resolved at the time, and (b) issues of importance to the Board's functioning and responsibilities that do not require immediate attention, but likely do require attention at a future date.
 - b. After each board meeting or call, the past president will update the parking lot. Board members are responsible for identifying additional items that they want included in the parking lot. Each item in the parking lot will be accompanied by the date that it was raised and the party who raised it, in case further clarification is desired at a later date.
 - c. The parking lot is maintained on the AEA Board Forum, accessible by all board members.

Position Description for the Treasurer of AEA – see AEA Policies 3.7

The Treasurer is an officer of the Board whose responsibilities, in consultation with the President, Board, Financial Advisors to the Board, and ED include: (See AEA Policies 3.7.)

- A. Assuring that draft budgets meet Board policies.
- B. Meeting regularly with the Financial Advisors to the Board and serves as the Board liaison to the Financial Advisors to the Board.
- C. Serving, with input from the Financial Advisors to the Board, as educator to the Board on association financial issues, strategies that grow net assets, and auditor reports and recommendations.
- D. Ensuring that ED monitoring includes attention to fiscal issues as delineated in the Executive Limitations Policies, 2.0.
- E. Working with the President and the ED to prepare the annual report to the membership regarding the financial state of the association at the AEA Annual Business Meeting.
- F. Working with the FAB and ED to initiate onboarding and educate the incumbent (i.e., Treasurer-elect) regarding her or his responsibilities and operational capabilities, as necessary.

Position Description for the Past Treasurer of AEA – see AEA Policies 3.7

The former Treasurer will be available for at least the first three months following initiation of the Treasurer-elect's term. The Past Treasurer will provide consultation and advice to the Treasurer-elect, and participate in all Financial Advisors to the Board meetings during the three month transition.

Appendix B: Standing Task Forces and Advisory Boards

Financial Advisors to the Board (FAB) – see AEA Policies 3.7.1, 3.9 and 3.10

Overview: The Board will appoint a group of Financial Advisors to the Board (FAB) to consist of three members who have three-year terms, one appointed each year by the President-Elect. The FAB can recruit additional members with Board approval.

- A. The FAB advises the Board via the Treasurer on financial matters.
 - a. The FAB meet regularly with the Treasurer who will serve as the liaison to the FAB from the board in order to:
 - i. Review financial reports for alignment with Ends Policies 1.0
 - ii. Make recommendations regarding investment strategies
 - iii. Support the treasurer in educating the Board about financial strategies
 - iv. Advise on other financial policies that emerge, per request of the Board
 - v. Review the annual budget. Any recommendations regarding the budget must be forwarded to the Board no later than two months prior to the start of the coming fiscal year.
 - b. The former Treasurer also will participate in all FAB meetings for the first three months or longer as requested by Treasurer and/or FAB
 - c. The FAB chair and Treasurer ensure that the ED and President are invited to all FAB meetings unless there is a specific reason that the ED is to be excluded from the discussion.

Developing, Maintaining and Promoting the Guiding Principles for Evaluators – see AEA Policies 3.9, 3.10

Overview: AEA will appoint a Guiding Principles Task Force and initiate a review of Guiding Principles for Evaluators at least every five years from the date of publication of the final report of the previous Review of the Guiding Principles.

The review will:

- A. Ensure that the Guiding Principles continue to support appropriate, effective, and ethical evaluator decision-making;
- B. Adapt the principles to address and reflect on-going developments in the field;
- C. Cultivate stakeholder awareness and commitment to the Guiding Principles; and
- D. Increase ownership and use of the principles by the AEA membership.

Selecting Journal Editors – See AEA Policies 3.9, 3.10

Overview: This task force will be charged with recommending a new journal editor for a period of 3 years, with a possible extension or reappointment for a maximum total of 6 years. The AEA board will select an ad hoc editors nominating task force that represents a range of methodological and philosophical perspectives regarding evaluation. Extensions and reappointments of journal editors will be approved by the AEA board.

The editors nominating task force will solicit nominations, review nominations, interview nominees, and identify a single nominee for recommendation to the Board. The search process will include efforts to identify a range of diverse candidates in accordance with AEA's values, by-laws, and policies.

Criteria for nominees must include:

- Membership in AEA for at least three years;
- Demonstrated commitment to AEA values; and
- A track record of publishing in peer-reviewed journals.
- Preferred characteristics include previous editorial experience.

The editors nominating task force will begin its work:

- No later 12 months prior to the end of the current AJE editor's term; and
- No later 18 months prior to the end of the current NDE editor's term.

The task force will forward its nomination to the Board along with a brief explanation of their recruitment and selection process and reasons for recommending the nominee. The Board will make the final appointment.

Appendix C: Whistle Blower Policy

This Whistleblower Policy of the American Evaluation Association (AEA):

1. encourages members, directors, staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of AEA;
2. specifies that AEA will protect the person(s) from retaliation; and
3. identifies where such information can be reported.

Encouragement of reporting. AEA encourages complaints, reports or inquiries about illegal practices and serious violations of AEA's policies. This is intended to include, but is not limited to, illegal or improper conduct by AEA itself, by its leadership, or by others on its behalf. Appropriate subjects under this policy would include:

- Financial improprieties
- Accounting or audit matters
- Violations of ethical business practices,
- Or other similar illegal or improper practices or policies.

Other subjects on which AEA has existing complaint mechanisms should be addressed using those specified mechanisms; such as raising matters of possible discrimination or harassment via AEA's human resources channels (provided through its management company), unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

Protection from retaliation. AEA prohibits retaliation by or on behalf of AEA against individuals for making good faith complaints, reports or inquiries under this policy or

for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. AEA reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Executive Director or President of AEA; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to President-Elect or Treasurer. AEA will conduct a prompt, discreet, and objective review or investigation. Those reporting a suspected infraction, must recognize that AEA may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously and with insufficient detail to support investigation. The complaint process will be pursued using reasonable business and fiduciary practices. The process will involve and be developed by any uninvolved/unnamed Executive Committee members at the time of the complaint filing.

