

**AGB Board Professionals Leadership Group
Structure and Guidelines
Approved November 2007
(amended April 2009 and March 2010)**

Background

Since 1973, the Association of Governing Boards of Universities and Colleges (AGB) has sponsored a pre-conference workshop for board professionals in conjunction with AGB's annual National Conference on Trusteeship. The board professionals who attended the programs took on the responsibility of planning, organizing, and managing these workshops, with the assistance of administrative liaisons from AGB. Over the years, as conference attendance increased and program offerings became more numerous and sophisticated, the loosely organized volunteer group evolved into a structured planning committee. With the sole function of planning and executing the annual Workshop for Board Professionals, the committee was appropriately named the Board Professional Staff Planning Committee. The committee, consisting of approximately 15 members, structured itself to include representation from public and private institutions, community colleges and foundation boards from the U.S., Canada and Puerto Rico. Over the past ten years, the BPS Committee has conducted several self-studies regarding its structure and operation. In 1996, a subcommittee composed of former committee chairs made a number of recommendations, including a more formal structure and operating policies. In July 2002, the BPS Committee adopted a set of formal operating guidelines and in July 2003 made slight revisions to these guidelines.

In 2006 the BPS Planning Committee, believing that it had outgrown its original mission of planning and implementing an annual Workshop for Board Professionals and conscious of the need of board professionals for a wider array of professional development services, established a Task Force to consider how its responsibilities and the professional development needs of board professionals had changed, and to recommend appropriate changes in the organizational structure to address those needs.

The Task Force developed these new Guidelines and recommended their adoption to the BPS Planning Committee at its March 2007 meeting.

Mission

The AGB Board Professionals Leadership Group (BP Leadership Group), endorsed by AGB, facilitates and encourages educational and professional services and opportunities for board professionals from AGB member institutions.

As a successor to the BPS Planning Committee, the BP Leadership Group shall continue to provide leadership for the annual Workshop for Board Professionals, held in conjunction with AGB's National Conference on Trusteeship. In addition, the BP Leadership Group shall periodically assess the professional development needs of board professionals and advise and work with AGB to address those needs through research, education, communication, and other programming. The BP Leadership Group will also promote membership in AGB and

participation by board professionals in AGB programs and services for board professionals and through AGB ensure regular communication with board professionals at AGB member institutions.

Membership

The BP Leadership Group shall consist of the chairs and vice chairs of the Standing Committees as defined in these Guidelines; Chair; Vice Chair; Secretary; immediate Past Chair; and an AGB liaison. The Chair, Vice Chair and Secretary shall not serve as chairs of Standing Committees; however, they may serve as vice chairs. The immediate Past Chair may serve as Standing Committee chair or vice chair.

From time to time, in order to address a specific and significant need of the organization, position(s) may be added to the BP Leadership Group upon recommendation of the Executive Committee. The appointment of individual(s) will be made by the BP Leadership Group upon recommendation of the Executive Committee.

Only members of the BP Leadership Group are eligible to be Officers of the BP Leadership Group or Standing Committee chairs. In determining membership, every effort will be made to include representation from public and private institutions. At any time, the Leadership Group shall strive to include at least 2 representatives from private institutions, 2 from public institutions, 1 from a two-year or community college institution and 1 from a university-related foundation.

Terms of Service

Members' terms of service are one year and expire at the conclusion of the pre-conference program at the AGB national conference. Normally, however, it is expected that Standing Committee Chairs and Vice Chairs will serve on the Leadership Group more than one term in order to ensure continuity and to maintain momentum. The Executive Committee should consider that members who have served for 3 years have a one-year hiatus before consideration for re-appointment.

Individuals serving as Chair, Vice Chair and Immediate Past Chair of the Leadership Group, serve in their respective roles for one year but, following normal succession, will serve for a total of three years. Ideally, for continuity, it is expected that the Secretary will serve for more than one year.

Members of the BP Leadership Group who leave their positions as board professionals are no longer eligible to serve on the BP Leadership Group.

Selection of Members

Throughout the year and especially during the annual Workshop for Board Professionals, BP Leadership Group members will act as ambassadors and advisors, promoting AGB's programs and services for board professionals, describing the work of the BP Leadership Group,

encouraging board professionals to consider serving on the BP Leadership Group, and referring promising candidates to the Executive Committee (see committee descriptions later in these guidelines). Each year, prior to the Workshop for Board Professionals, the Executive Committee will present its recommendations for new members to fill vacancies. BP Leadership Group members may nominate additional candidates for consideration. The current members of the BP Leadership Group will appoint, by vote, its new members prior to the Workshop or as soon thereafter as possible.

Vacancies

If a vacancy occurs mid-term because of the resignation of a member, the chair, in consultation with the Executive Committee, will appoint someone to that vacancy for the balance of the year. Members may not designate substitutes to serve for them on the BP Leadership Group or to attend the BP Leadership Group meetings. Board professionals who are newly appointed to their jobs where his or her predecessor was a BP Leadership Group member shall not assume that position on the BP Leadership Group.

Responsibilities of Members

Members of the BP Leadership Group will:

1. Be from AGB member institutions.
2. Attend the annual Workshop for Board Professionals and the BP Leadership Group meeting held in conjunction with it.
3. Attend the annual summer meeting.
4. Serve as chair or vice chair of a Standing Committee or actively participate in one or more committees and the work of the BP Leadership Group.
5. Participate in the annual workshop as a session organizer or presenter or contribute to other educational programs, publications, or events.
6. Enthusiastically promote AGB activities and services for board professionals to colleagues.

Assume responsibility for the expense of their own participation in these events.

Emeritus Officers, Chairs, and Members

The AGB BP Leadership Group owes a debt of gratitude to the many board professionals who have chaired or co-chaired an annual Workshop, chaired a standing committee, or served as an officer of the BP Leadership Group, while remaining as active volunteers, working as board professionals, and offering their talents and expertise year after year. In recognition of this extraordinary service, the BP Leadership Group has created the titles of Emeritus Officer and Emeritus Chair to recognize such individuals for their service after they complete their service on the Leadership Group. Emeritus Officers and Chairs will be identified as such and each will be entitled to membership on a standing committee of their choice each year (other than the Executive Committee) with the consent of the BP Leadership Group Chair.

The new title of Emeritus Member shall be applied to all members of the Leadership Group at the end of their service.

Special Recognition

From time to time, the Leadership Group shall recognize the outstanding contributions of a member of the profession over the course of his/her career in accordance with the criteria and nominating process adopted by the Leadership Group.

Meetings

The BP Leadership Group will have regular meetings at least twice each year: an annual meeting to be held in conjunction with AGB's annual Workshop for Board Professionals in the spring and a working meeting to be held during the summer. The summer meeting will include the primary planning meeting for the Workshop for Board Professionals, and will usually be held at the home institution of the BP Leadership Group past chair, or another BP Leadership Group member designated by the chair.

Special meetings of the BP Leadership Group may be called at the request of the Chair or the AGB Liaison. Special meetings may be held in person, by telephone conference call, or electronically. The Secretary will provide reasonable advance notice of meetings to each member.

Officers

The Officers of the BP Leadership Group will consist of a Chair, Immediate Past Chair, Vice Chair, and Secretary. The officers will be elected by the BP Leadership Group except as provided below. Officers will serve for a one-year term and until their successors are elected and assume office. All officers will have such duties as may be prescribed by the BP Leadership Group from time to time in addition to the responsibilities set forth below.

Chair. Except for the initial election, the Chair will be the previous year's Vice Chair if that person is willing and able to serve. Otherwise, the Chair will be elected by the BP Leadership Group upon recommendation of the Executive Committee. The Chair will preside over all meetings of the BP Leadership Group and the Executive Committee. The Chair will lead the BP Leadership Group in consultation with AGB in the accomplishment of the BP Leadership Group's mission and goals. The Chair will appoint the chairs and vice chairs for all committees and will serve as chair of the Executive Committee.

Immediate Past Chair. Except for the initial appointment, the Immediate Past Chair will be the previous year's Chair. The Past Chair will serve for a term of one year and will provide advice and counsel to the Chair.

Vice Chair. Except for the initial election, the Vice Chair must have previously served on the BP Leadership Group in order to hold this office. If there is no qualified candidate, another board professional may be appointed. The Vice Chair will serve for a term of one year and will succeed to the office of Chair in the following year if willing

and able. The Vice Chair will act for the Chair in his/her absence and will oversee mutually agreed upon initiatives in consultation with the Chair.

Secretary. The Secretary will attend all meetings of the BP Leadership Group and the Executive Committee and will record, keep, and distribute to the members all minutes of such meetings. The Secretary will serve for a term of one year and may be reelected to serve for more than one term.

Standing Committees

The standing committees of the BP Leadership Group will be the Executive Committee, the Program Committee, the Marketing and Membership Committee, and the Professional Development Committee. Every BP Leadership Group member will serve on at least one standing committee and may serve on two or more committees if requested.

Committee Chairs and Vice Chairs. The chairs and vice chairs of the Standing Committees will be appointed by the BP Leadership Group Chair. Standing Committee chairs serve for a term of one year; however, the chairs and vice chairs of the Marketing and Membership and the Professional Development Committees may be reappointed for more than one term. The chair of the Program Committee will be the previous year's committee vice chair if that person is willing and able to serve. Otherwise the chair will be appointed by the BP Leadership Group Chair after consultation with the chair from the previous year.

Committee Members. Except for the Executive Committee (whose members are specified below), all AGB member board professionals are eligible to serve on standing committees, whether or not they are BP Leadership Group members or Emeritus members. Members of the standing committees (with the exception of the Executive Committee) will be appointed by each committee chair and will serve for a term of one year. Members may serve for successive terms at the invitation of the committee chair.

Meetings of Standing Committees. To the extent desirable and convenient, standing committees will hold their meetings in conjunction with the two regular meetings of the BP Leadership Group. These meetings may be held in person, by telephone conference call, or electronically. Committee chairs may call additional meetings as needed. The committee chair shall preside at all committee meetings.

Executive Committee. The Executive Committee will consist of the Chair, Past Chair, Vice Chair, Secretary, and AGB Liaison (appointed by the AGB President). The BP Leadership Group Chair will serve as Chair of the Executive Committee. The Executive Committee will exercise the functions of the BP Leadership Group between its meetings and advise the BP Leadership Group members and Chair on matters of membership and governance. The Executive Committee will also serve as a Nominating Committee, soliciting and gathering nominations of candidates for vacant positions and presenting periodic recommendations to the entire BP Leadership Group for appointment. Meetings

may be called at the request of the Chair and the Secretary will provide reasonable advance notice of meetings to each member of the Committee.

Program Committee. The Program Committee is responsible for the planning and implementation of the annual AGB Workshop for Board Professionals.

Marketing and Membership Committee. The Marketing and Membership Committee is responsible for promoting membership in AGB and participation by board professionals in AGB programs and services for board professionals. In conjunction with AGB, it is responsible for ensuring regular communication with board professionals at AGB member institutions; creating and publishing a newsletter for board professionals; encouraging board professionals to participate in the programs, services, and other activities of AGB and the BP Leadership Group; and communicating with board professionals about professional development and educational opportunities.

Professional Development Committee. The Professional Development Committee is responsible for developing and implementing professional development and educational opportunities for board professionals other than the annual Workshop for Board Professionals. Such opportunities may include, for example, a document library and best practices resource center on the AGB web site for board professionals, regional workshops, teleconferences, web-based meetings, a peer resource directory, and/or other educational programs or activities.

Other Committees. The Chair, after consultation with the Executive Committee, may appoint other ad hoc committees as needed, each of which will have a specific purpose and period of service.

Amendments to Guidelines

These Guidelines may be amended by a vote of three-quarters (3/4) of the members of the BP Leadership Group then in office and the consent of AGB.

Approved as Amended by:

**For the AGB Board Professionals
Leadership Group:**

For AGB:

Name _____

Name _____

Date _____

Date _____