



VT Policy Manual  
2023-2024 Fiscal Year

Approved:

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## KEY TERMS

**Board Chair** - A board director elected by the board to ensure the integrity of the board process.

**Board-Management Delegation** - How power is delegated and its proper use monitored including, if applicable, the Executive Director role, authority, and accountability.

**Consent Agenda** - Groups routine meeting discussion points into a single agenda item. In doing so, the grouped items can be approved in once action rather than through the filing of multiple motions.

**Customers** - Anyone who can benefit from VT programs and services, regardless of whether the benefit is a desired outcome or a means to support school counselors.

**Ends** - Organizational products, impacts, benefits, outcomes; the recipients of those outcomes; and the relative worth of the outcomes stated as a priority or a percentage of available resources; define what the organization is working towards.

**Executive Director** - Is a contracted position who reports to the board

**Executive Limitations** - Constraints on executive authority that establish the professional and ethical boundaries that determine how staff activity and decisions must take place.

**Executive Session** - A private meeting held by the Board of Directors to discuss confidential or sensitive matters. These sessions may require the Board to ask specific individuals that may be impacted by the conversation or decision-making to temporarily leave or not attend the meeting. Sensitive matters may include, but are not limited to: legal matters, personnel issues, financial matters, ethical matters, crisis response, and contractual discussions.

**Fiscal Year** - VTSCA's fiscal year begins on July 1st each year and ends on June 30th the following year. All VT calendars, including board terms, follow the fiscal year.

**Governance Process** - How the board of directors conceives, carries out, and monitors its own tasks.

**Means** - Processes and procedures used to accomplish outcomes. Board directors control the means to accomplish desired governance outcomes. Staff members/operational committees control the means to accomplish Ends Policies.

**Monitoring Reports** - Periodic reports submitted by Committee Chairs & the Executive Director to the Board of Directors to facilitate the board's ability to fulfill its governance responsibilities. Monitoring Reports shall include both an interpretation of the policy and description of supporting evidence.

**Ownership** - Members of VT.

**Policy Governance** - System of governance developed by John Carver that clearly delineates the roles and responsibilities of the board distinctly from staff.

**Staff/Contractors** - The operational side of the organization responsible for carrying out duties and responsibilities as set forth by the Board of Directors; includes contracted services and/or volunteer appointed committees, committee members, and committee chairs, and the Executive Director.

## **GUIDING VALUES**

### **Mission**

The Vermont School Counselor Association expands the image and influence of professional school counselors through advocacy, leadership, collaboration and systemic change. VTSCA empowers professional school counselors with the knowledge, skills, connections, and resources to promote student success in the school, the home, the community, and the world.

### **Vision**

Vermont school counselors will be educated, empowered, and elevated to successfully implement comprehensive programming to ensure equitable academic, career, and social-emotional outcomes for all students.

## **ENDS**

The six ends policies, as currently approved and passed by the Board of Directors, are developed to guide the operational work of the association led by the Executive Director. Below are the aforementioned ends policies grouped into three themes reflected below: Professional Identity, Fiscal Responsibility, and Engagement. (Fiscal to be added in version 2)

### **PROFESSIONAL IDENTITY**

VTSCA promotes a comprehensive awareness and understanding of school counselors and their programming; engages professional school counselors in meaningful and relevant professional development; and demonstrates a commitment to equity.

**E-1.** All Vermont School counselors and stakeholders will have awareness and understanding of:

- a. The ASCA National Model & The VTSCA State Model
- b. ASCA professional standards and practices
- c. ASCA Code of Ethics for School Counselors

**E-5.** Vermont School Counselors will benefit from professional development that reflects and responds to contemporary issues.

**E-6.** VTSCA commits to on-going practices to build equity across VT; including but not limited to: recognizing and raising awareness of historic and systemic oppression, training to address bias and historic oppression; continued monitoring and audits of the organization and organizational policy; the development of educational resources to guide school counselors to better understand and take action against disparity and towards opportunity for students in VT and the profession.

### **ENGAGEMENT**

VTSCA is involved in conversations at all levels that will impact the outcomes of students; and recruits and retains members who accurately represent the diversity of the state of Vermont.

**E-3.** In acknowledging the importance of representation among its membership, VTSCA will actively seek to draw underrepresented and underserved populations into the school counseling profession. Vermont school counselors benefit from the retention and recruitment of members from all demographic groups and geographic regions of the state.

**E-4.** Vermont school counselors and the school counseling profession benefit when VTSCA actively collaborates with other educational organizations, coalitions, and networks.

## **GOVERNANCE PROCESS**

### **GP-1. PURPOSE OF GOVERNANCE.**

The VTSCA Board of Directors ensures:

- a. accountability of the Board to the general membership and of the Executive Director to the Board of the Vermont School Counselors Association,
- b. the association is ethically, effectively and efficiently meeting outcomes (as specified in board Ends

- Policies), and
- c. the association is avoiding unacceptable actions and situations (as prohibited in board Executive Limitations policies).

## **GP-2. GOVERNING STYLE.**

The VTSCA Board of Directors will govern lawfully, observing the general principles and guidelines of rules of order and voting procedures.:

- a. equitable outcomes for students,
- b. outward vision rather than an internal preoccupation,
- c. promoting equity, inclusivity, and belonging,
- d. strategic leadership more than administrative detail,
- e. clear distinction of board and executive director roles,
- f. collective rather than individual decisions,
- g. future rather than past or present,
- h. proactivity rather than reactivity, and
- i. reflection and assessment of the Board.

## **GP-3. BOARD ROLES & RESPONSIBILITIES.**

**GP-3.A. Role of the Board.** Specific job outputs of the board, on behalf of the membership, lead the organization toward desired and appropriate organizational performance. Accordingly, the board has direct responsibility to create:

**GP-3.A.1. Membership Linkage.** The linkage between the ownership and the operational organization specifically to gather owner input that guides board decision making and to report on organizational performance.

**GP-3.A.2. Governing Policies.** Written governing policies that address the broadest levels of all organizational decisions and situations including:

- a. **Ends Policies:** Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
- b. **Governance Process Policies:** How the board conceives, carries out, and monitors its own tasks.
- c. **Board-Management Delegation Policies:** How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.
- d. **Executive Limitations Policies:** Constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.

**GP-3.A.3. Executive Director Performance Assessment.** Assurance of executive performance, and therefore, organizational performance is measured against identified policies, internal Exec Dir reports as established within the monitoring procedures.

**GP-3.B. Responsibilities of the Board.** The board will cultivate a culture of group responsibility. Accordingly:

**GP-3.B.1. Responsibility to Govern.** The board, not the staff, will be responsible for excellence in governing. This includes, but is not limited to, developing a governance budget for the fiscal year in conjunction with EL-3 (Financial Planning and Budgeting). The board reserves the right to convene executive sessions when necessary to uphold governance.

**GP-3.B.2. Board Initiates Policy.** The board will be the initiator of policy, not a reactor to staff initiatives.

**GP-3.B.3. Use of Expertise.** Board outputs will reflect the expertise of all directors, although the expertise of individual directors may be used to enhance the understanding of the board as a body.

**GP-3.B.4. Group Obligation.** The board will allow no officer, individual, or committee of the board to

hinder or serve as an excuse for not fulfilling group obligations.

**GP-3.B.5. Meeting Individual Deadlines.** Board directors will submit all reports and other materials requested by the board or Chair by the specified deadline date.

**GP-3.B.6. Expenditure & Reimbursement Procedures.** Directors will follow expenditure and reimbursement procedures as outlined in the Board Procedures Manual.

**GP-3.B.7. Attendance.** Board directors will attend all official board meetings, electronic/virtual quorum meetings, as needed, events as agreed upon by the board, and meetings of committees to which they are appointed.

**GP-3.B.8. Appointment of Association Secretary.** Board directors will collectively appoint a Secretary of the Association as outlined in the Board Procedures Manual.

**GP-3.B.9. Annual Agenda Planning.** Board directors will maintain an active role in developing the annual agenda for the board, to be implemented at the start of each fiscal year, that (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

**GP-3.C. Policy Focus.** The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.

**GP-3.D. Board Discipline.** 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, ensuring the continuance of governance capability, and anything else the board votes as necessary to enforce.

#### **GP-4. GOVERNANCE OFFICERS' ROLES & RESPONSIBILITIES.**

The Board Chair (Chair) is elected by the board, tasked with ensuring the integrity of the board's process. The Secretary of the Association is a VTSCA member appointed by the board to ensure proper documentation of the board's process occurs.

**GP-4.A. Chair Election.** All officers of the Association shall be elected annually by the Board. The election may include absentee ballots. To be eligible for elected/appointed office, the individual must have been a Board director for at least one year. Any individual who accepts a nomination for office must maintain professional membership in VTSCA and ASCA through their term of office.

**GP-4.B. Board Chair Responsibility.** The assigned result of the Chair's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the association.

**GP-4.C. Board Chair Authority.** The authority of the Chair consists of the capacity to make decisions that fall within topics covered by board policies. The Chair is authorized to use any reasonable operational definition of the provisions in these policies while committing to board holism.

**GP-4.C.1. Chairing Board Meetings.** The Chair is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing. Board deliberations are to be fair, open, and thorough, but also timely, orderly, and kept to the point.

**GP-4.C.2. Authority Limits.** The Chair has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to hire, terminate, supervise or direct the Executive Director.

**GP-4.C.3. Board Representation.** The Chair may represent the board to outside parties in

announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to them.

**GP-4.C.4. Agenda Planning.** The Chair develops meeting agendas, including consent agendas, that comply and enhance the board's annual agenda and support the board's compliance with Governance Process and Board-Management Delegation policies.

**GP-4.D. Delegating Authority.** The Chair may delegate their authority but each remains accountable for its use.

**GP-4.F. Secretary Role.** The Secretary of the Association shall perform such duties as directed by the board, including but not limited to keeping comprehensive meeting minutes for all board related meetings and communicating these minutes to the board in accordance with this VTSCA Policies Manual and its accompanying Procedures Manual. In the absence of the Secretary for a given meeting, the Chair shall appoint an individual associated with the board to record minutes for that meeting.

## **GP-5. NOMINATIONS AND ELECTIONS.**

Nominations and elections, on behalf of VTSCA, encourage equitable representation of membership on the board by seeking currently employed certified school counselors or counselor educators who are current members of VTSCA for a minimum of three consecutive years. ASCA membership is encouraged. Upon election, if the candidate is not a current ASCA member, membership will be required for the remainder of the director's term.

**GP-5.A. Board of Director Nomination and Election.** Elections are held to fill various elected positions. Nomination packets are submitted by individuals interested in serving on the Board of Directors to the Nomination and Elections Chair and reviewed by the committee for approval.

**GP-5.B. Ballot.** Ballots for Board of Director elections are set based on procedures detailed in the Procedures Manual as voted on by the board.

**GP-5.C. Violation of Election.** Any/all violation(s) of the nominations and elections policy shall subject the candidate(s) to invalidation of their eligibility as a candidate. Authority to withdraw the said candidate rests with the Nominations and Elections Committee. The Whistle Blower Policy (found in the Code of Conduct) will be utilized as needed by the Nominations and Elections Committee if there are violations of the Nominations and Elections Policies.

**GP-5.D. Challenging an Election.** Should a candidate challenge an election result, procedures are in place and detailed in the Procedures Manual as voted on by the board. The Board Chair shall serve as point of contact should this event arise.

**GP-5.E. Secretary Nomination.** The Board of Directors shall facilitate the process of nominating a Secretary to the Board for appointment.

## **GP-6. BOARD COMMITTEES AND TASK FORCES.**

**GP-6.A. Board Committees.** Board committees may take the form of standing operational committees or ad hoc committees. Task forces are a separate opportunity to engage in board work. They will reinforce the job of the board as a whole and never interfere with responsibilities already delegated to the Executive Director. The only board committees are those that are set forth in this policy and/or created by the board in accordance with the bylaws amending procedure. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. Accordingly:

**GP-6.A.1. Committee Appointment.** The Board Chair is an ex-officio member of all committees. Committee chairs must be active board directors who are appointed by the Board Chair for a period of one fiscal year. Committee chairs are responsible for facilitating the identified work and ensuring a transition plan is in place prior to the end of each fiscal year. Members of committees are solicited by committee chairs.

**GP-6.A.2. Committee Authority.** Board committees cannot exercise authority over staff.

**GP-6.A.3. Board Committee Distinction.** This policy applies to any group that is formed by board action, whether or not it is called a committee (i.e. ad hoc committee, operational, task forces), and regardless of whether the group includes board directors.

**GP-6.A.4. Committee Engagement.** All board directors must engage in board work. Board work may include membership in standing operational committees, ad hoc committees, or task forces.

**GP-6.B. Standing Operational Committees.** The standing committees of the Association shall be the Advocacy & Public Policy, Finance & Professional Development committee. Standing committees may only be formed after a vote by the full board.

**GP-6.B.1. Advocacy & Public Policy.** Appointed to serve a one-year term. The purpose of this committee and eligibility of committee members are:

**GP-6.B.1.a.** educate all stakeholders, including legislators, on the role of the school counselor,, and possible new legislation mandating school counselor roles across the state

**GP-6.B.1.b.** promotie 80 % direct and 20% indirect service.

**GP-6.B.1.c.** new legislation mandating school counselor roles across the state

**GP-6.B.2. Finance Committee.** Appointed to serve a one-year term. The purpose of this committee and eligibility of committee members are:

**GP-6.B.2.a.** Grow membership, generate revenue and support other committees to help them financially accomplish their goals.

**GP-6.B.3. Professional Development Committee.** Appointed to serve a one-year term. The purpose of this committee and eligibility of committee members are:

**GP-6.B.3.a.** Increase professional development opportunities for school counselors.

**GP-6.B.3.b.** Determine the focus of upcoming conferences, assist in bringing new learning to school counselors, and help to provide opportunities for school counselors to grow skills and recharge

**GP-6.C. Ad Hoc Committees.** Formed on an as needed basis as determined by the Board Chair in collaboration with and approved by Board Directors. Ad Hoc Committees are informed by board work, and will maintain a clear goal and address long term items in need of clarification for the Board of Directors, general membership, or both.

**GP-6.C.1.** Committee members must maintain an active VTSCA membership. The committee must include at least two board directors, and actively seeks participation from the general membership.

**GP-6.D. Task Forces.** Formed on an as needed basis as determined by the Board Chair in collaboration with and approved by Board Directors. Task forces are informed by board work, and will maintain a clear goal and address short term items in need of immediate intervention.

**GP-6.D.1.** Task force members must maintain an active VTSCA membership. They must include at least two board directors, and actively seek participation from the general membership.

## **GP-7. BOARD CODE OF CONDUCT.**

The board of directors commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as board directors. This includes adherence to the ASCA ethical standards for SCA leaders.

**GP-7.A. Loyalty to Association.** Board directors must have loyalty to the membership, unconflicted by any personal interest or loyalties to other associations, organizations, or individuals, including staff or other board directors. Directors may not engage in activities that are in opposition to VTSCA ends, mission, and vision.

**GP-7.B. Conflict of Interest.** Board directors must avoid conflict of interest with respect to their fiduciary responsibility. Accordingly:

**GP-7.B.1. Annual Disclosure.** There will be no self-dealing or business by a director with the association. Directors 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.

**GP-7.B.2. Conflict Discussion.** When the board is to decide upon an issue, about which a board director has an unavoidable conflict of interest, that director shall abstain without comment from not only the vote, but also from the deliberation.

**GP-7.B.3. Employment Influence.** Board directors will not use their board position to obtain employment in the association for themselves, family members, or close associates. Should a board director become employed by the association, they must then resign from the board.

**GP-7.C. Individual Authority Limitations.** Board directors may not attempt to exercise individual authority over the association. Additionally:

**GP-7.C.1. Staff Interactions.** When interacting with operational staff (i.e. Executive Director), board directors must recognize that there is a lack of authority vested in operations, except when explicitly authorized by the collective voice of the board.

**GP-7.C.2. Speaking for the Board.** Board directors' interaction with public, press or other entities must reflect the action and vision of the full board and the stated positions of the association.

**GP-7.C.3. Staff/Consultant Evaluation.** Directors will not express individual judgements of performance of staff or the Executive Director unless deliberating about monitored compliance of identified policies or direct observation of staff through an established calendar of monitoring.



**GP-7.D. Product Endorsement.** Board directors will not identify their position on the VTSCA board when endorsing products, services, programs, organizations, or individuals.

**GP-7.E. Confidentiality.** Board directors will respect the confidentiality appropriate of board work.

**GP-7.F. Support of Final Decisions.** Board directors will support the legitimacy and authority of board decisions, irrespective of the director's personal position on the issue.

**GP-7.G. Eligibility to Serve.** Board directors must be professional members of ASCA and VTSCA and will maintain all eligibility requirements to serve on the board. Board directors must notify the Board Chair in writing within 30 days after learning they are or will become ineligible to continue serving on the board. The Chair must notify the Assistant Board Chair in writing within 30 days after learning they are or will become ineligible to continue serving on the board.

**GP-7.H. Whistleblower Policy.** Board directors, volunteers, or others are encouraged to report suspected or actual occurrence(s) of illegal, unethical, and/or inappropriate behaviors or practices without retribution according to procedures detailed in the VTSCA Procedures Manual.

## **GP-11. COST OF GOVERNANCE.**

**GP-11.A. Investment in Governance.** Board skills, methods, and support will be sufficient to ensure governing with excellence. Therefore, the board will invest in governance capacity. Accordingly:

**GP-11.A.1. Training.** Training and retraining will be used to orient new members and candidates for membership, as well as to maintain and increase existing members' skills and understandings.

**GP-11.A.2. Monitoring Assistance.** Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, financial reviews.

**GP-11.A.3. Outreach.** Outreach mechanisms will be used as needed to ensure the board's work continues to reflect and meet the needs of its membership.

**GP-11.B. Budgeting Governance Investments.** Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. The Board will develop its governance budget for the next fiscal year in conjunction with EL-3 (Financial Planning and Budgeting to be added in version 2 of this document ).

## **APPENDIX**

### **I. [VTSCA Bylaws](#)**