

**The Honor Society of Phi Kappa Phi  
Policies and Principles Related to the  
Governance of The Society by the  
Board of Directors and Executive Director**

**Board of Directors**

In fulfilling The Society's mission "To recognize and promote academic excellence in all fields of higher education and to engage the community of scholars in service to others," the Board of Directors in partnership with the Executive Director shall govern the affairs of The Honor Society of Phi Kappa Phi in accordance with the following policies and principles:

The Board will govern with an emphasis on:

- Outward vision,
- Strategic leadership,
- Policy development and oversight,
- Collective proactive decision-making, and
- Future goals and objectives.

In accomplishing the above, the Board will refrain from spending its time, energy, and attention on internal administrative matters that are the proper responsibility of the Executive Director. The Executive Director may consider, but is not required to implement, suggestions and recommendations of individual Board members.

The Board will

- Govern as one body that seeks excellence in all its decisions and actions.
- Deliberate so each member has a voice in all decisions and is valued in the decision-making process.
- Cultivate a sense of group responsibility where the well-being of each member is honored and respected and where Board members work cooperatively.
- Establish broad written policies that are legal and ethical and that reflect the Society's values and perspectives.
- Establish long-range operational and financial goals and plans each triennium based on the needs of The Society.
- Engage in fund raising activities as and when appropriate.
- Use the expertise of individual members to enhance the Board's work.
- Commit itself, both individually and collectively, to conduct the work of The Society and the Board in accordance with generally accepted fiduciary standards.
- Delegate to the Executive Director the authority to both oversee the work of the Assistant Executive Director and hold the Assistant Executive Director accountable for the accomplishments of the staff.
- Support the Executive Director as he or she undertakes the day-to-day management of The Society.
- Direct the Executive Director to achieve specific results through the establishment of goals and objectives.
- Monitor and, as needed, modify the latitude the Executive Director exercises in

managing The Society.

Individual Board members will

- Establish a high priority to attend all meetings of the Board and of committees and work groups on which they serve.
- Prepare to discuss the issues and business of The Society by reading the agenda and relevant background material prior to scheduled meetings.
- Respect the opinions of the other Board members and leave personal prejudices out of all Board discussions.
- Act for the good of The Society at all times.
- Represent The Society in a positive, supportive, and professional manner at all times and in all places.
- Observe parliamentary procedures and display courteous conduct in all meetings.
- Refrain from intruding on administrative issues that are the proper responsibility of the Executive Director and staff.
- Be alert to practices, procedures and policies that appear to be in conflict with The Society's mission and goals and discuss such with the President and Executive Committee.
- Avoid conflicts of interest between one's position as a Board member and one's personal or professional life. If conflict does arise, the Board member will declare that conflict before the Board and refrain from engaging in discussions about or voting on matters in which he or she has conflict.
- Refrain from divulging any confidential Society information to others.
- Support all decisions and actions taken by the Board even when the Board member is in a minority position with respect to such matters.
- Serve and participate fully and actively on committees and work groups as appointed by the President.
- Participate in Board self-evaluation programs, Board development workshops, seminars, and other programs designed to enhance one's skills as a Board member.

### **Executive Director**

The Executive Director will:

- Decide how the Board's policies, goals, and plans are to be implemented and manage The Society in accordance with these.
- Report to the Board how policy changes have been implemented.
- Coordinate communications with chapters and prospective chapters with Regional Vice Presidents, Regent, and Chapter Relations Unit.
- Implement and follow all decisions made by the Board as it performs its fiduciary responsibility. Decisions or instructions of individual Board members, officers, committees or work groups are not binding on the Executive Director except when the Board has specifically authorized such exercise of authority.
- Provide or direct staff to provide Board members, committees and work groups information or assistance related to their Board authorized responsibilities. When

in the Executive Director's judgment, such requests place a material hardship on staff time or The Society's funds or are disruptive to The Society's overall operation and well-being, then the Executive Director will consult with the President and/or Executive Committee to resolve whether such requests will be met.

Adapted from *Boards that Make a Difference* by John Carver

Approved by the Board of Directors  
October 2004