

PROFESSIONAL EDUCATOR STANDARDS BOARD BYLAWS

INTRODUCTION

Bylaws are designed to help guide the Board's actions, decisions, and facilitate active and accountable governance.

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GOVERNANCE

COMMITMENT

The Professional Educator Standards Board (“the Board”) is committed to responsibly serving the people and communities of Washington. The Board conducts all activity in support and pursuit of their mission and vision while demonstrating the highest standards of accountability, transparency, integrity, and public service.

The Board is committed to the rigorous and continual improvement of its capacity to govern effectively.

PROCESS

The Board is governed by the law, WAC, and their approved bylaws and strategic plan. The PESB and Paraeducator boards will create and approve a joint strategic plan every four years to guide the work of the agency. The strategic plan will include a mission, vision, values, goals, and additional sections as needed.

The Board will govern: (a) with an outward vision rather than an internal preoccupation, (b) in support of diverse communities, experiences, and perspectives, (c) with a clear distinction between Board and Executive Director roles, (d) with collective rather than individual decisions, and (e) proactively rather than reactively.

The Board will act responsibly as a group. In doing so, the Board may use the expertise of individual members to enhance the collective understanding of a particular topic but cannot use the expertise of individual members to substitute for the collective judgment of the Board.

The Board will initiate and establish policies informed by recommendations, research, and considerations from agency staff, workgroups, committees, and other partner influences.

The Board's primary focus is on establishing policy in support of the agency's mission and vision, not on the internal administrative and program-level efforts to implement those policies.

RESOURCES FOR EFFECTIVE GOVERNANCE

The Board will invest in its governance capacity accordingly:

- Board skills, methods, and support will be sufficient to assure members can govern with excellence.
- Training will be used to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
- Outside monitoring assistance may be sought so that the Board can exercise confident control over organizational performance.
- Outreach strategies will be used to ensure the Board can listen to individual viewpoints and values.
- Costs will be reasonably incurred while maintaining the necessary resources to fulfill the mission of the Board.

ADMINISTRATION OF THE PARAEDUCATOR BOARD

The PESB board assigns the Executive Director to also serve as the Executive Director for the Paraeducator Board. The Executive Director will maintain a relationship with the Paraeducator Board as outlined in the “Executive Director” section of the bylaws. The Paraeducator Board, however, does not evaluate the Executive Director; this is solely the authority of the PESB board per language described in [RCW](#). The PESB board Executive Committee or Chair must request input from the Paraeducator Board.

CODE OF CONDUCT

Board members are committed to acting with the highest standards of ethical, professional, and lawful conduct at all times.

MEMBER EXPECTATIONS

Attendance

Members are expected to attend all meetings and are strongly encouraged to attend in-person as schedules allow. PESB staff will provide a virtual meeting option if any health or safety concerns or personal scheduling conflicts occur. A member absent from more than two consecutive meetings is presumed to have resigned unless they submit a written request to the Chair to continue their membership in good standing. The Chair, with the approval of the executive committee, may request that the Governor remove any member who misses more than two meetings in a calendar year.

In addition to board meetings, members are expected to attend any committees they are participating in, as well as any board development or outreach activities. Members cannot designate a proxy, whether voting or nonvoting, to participate in board discussion and deliberation.

Preparation and participation

To be effective and active participants, members should review the agenda and supporting materials before meetings and stay current in their knowledge and understanding of agency projects, programs, and policymaking initiatives.

Members are expected to respond to requests for input in a timely manner, including participation during Board discussions.

Procedural knowledge

Board members are expected to operate with a working knowledge of parliamentary procedure as outlined in [PESB’s Rules of Order](#), a modified version of Robert’s Rules of Order adopted by the Board, to facilitate board proceedings.

Collaboration

Members are expected to collaborate with all other Board members, constituent groups, and their representative organizations.

Integrity

Board members are expected to promote the mission of the Board, maintain high standards of personal conduct when engaged in Board business, and express views, opinions, and concerns openly and honestly at meetings.

Representation

Board members are expected to work with staff in identifying opportunities to act as ambassadors for the goals, mission, and work of the Board.

Confidentiality

Members are expected to respect confidentiality on issues of a sensitive nature.

CODE OF ETHICS

All members will operate within the following code of ethics during their service on the Board:

- Members respect each other's unique skills, traits, knowledge, experiences, and abilities.
- Members will respect and listen to the ideas of other members.
- Members are kind, civil, patient, and honest with one another and agency staff.
- Members will not engage in public or private discourse that disparages board decisions.
- Members will be well prepared for discussion of agenda items at board meetings, approach the discussion of any issue with an open mind, and will reach decisions after considering all perspectives.
- Members will communicate openly and honestly with each other, avoiding side-bar conversations and private discourse in which other members are not included.
- Members will use time and resources only on issues directly related to the mission and vision of the Board.

EXTERNAL COMMUNICATION

When speaking publicly as a representative of the Board, members must support board decisions and policies, and will not misrepresent an official board position. On issues that have not yet been adopted by the Board, members may express differing opinions with statements such as, "some members of the Board think....and others think...."

The Executive Director is the official media spokesperson for the Board. If contacted by the media, members will forward the request and contact information to the Executive Director. When appropriate,

the Executive Committee may designate, or the Executive Director may request, that the Chair or another member serve as the spokesperson.

Members may respond to non-media inquiries when contacted, or refer the questions to the Executive Director or Chair.

CONFLICT OF INTEREST

Members must disclose to the Chair and Executive Director their involvement with any organization, vendor, program, or association that could be perceived as an actual or apparent conflict of interest with board work. During board meetings, members are expected to abstain from any decision, action, or vote for which they may have a conflict of interest.

Members will receive an annual presentation on Washington's ethics in public service.

Members will not use their position on the Board to obtain employment with PESB for themselves, family members, or close associates. Should a member apply for employment and receive an offer of employment, he or she must first resign from the Board.

INDIVIDUAL AUTHORITY

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

Members are not authorized to make a commitment on behalf of the Board or the Executive Director unless directed by the Board to do so.

STRUCTURE AND RESPONSIBILITIES

THE ROLE OF THE CHAIR AND VICE-CHAIR

Chair

The Chair will preside at all meetings and perform other duties as necessary. The Governor appoints the Chair biennially ([RCW](#)). No board member may serve as Chair for more than four consecutive years.

Role

The Chair ensures the integrity of board processes and serves as the Board's official representative. Accordingly, the Chair has the following authority and duties:

- Monitor the Board's rules and policies to ensure consistency with the law and policies that have been legitimately imposed from outside the agency;
- Conduct and monitor board meeting deliberations to ensure that discussion is focused on board authority and policies;
- Ensure that board meeting deliberations are fair, open, and thorough, but also efficient, timely, orderly, and to the point;

- Lead board meetings following PESB’s Rules of Order;
- During executive committee meetings, debrief previous board meeting actions and discussions, and review member self-assessments to ensure process improvement;
- Ensure that all members have an opportunity to express their views, opinions, and concerns on issues before the Board, prior to Board action on that issue. In turn, members should wait to be recognized by the Chair before speaking during board deliberations;
- Interpret language in the bylaws where clarity on intent is required. For any such interpretation, the Chair, or Executive Director if delegated, will present to the Board recommended amended language for a vote at the next available meeting. The Chair cannot solely make decisions regarding (a) employment or termination of the Executive Director and (b) where the Board specifically delegates such authority to others;
- Refrain from making any interpretive decisions about policies created by the Board;
- Refrain from exercising any individual authority to supervise or direct the Executive Director;
- Facilitate and summarize the evaluation of the Executive Director;
- In concert with the executive committee, plan board meeting agendas;
- With the approval of the executive committee, the Chair may request that the Governor remove any member who does not consistently meet board member expectations;
- All communications with legal counsel are in coordination with the Executive Director; and
- Ensure that all members are informed about all board matters of concern.

In the absence or inability of the Chair, the Chair or the Executive Director may appoint a member from the executive committee to lead a meeting.

ONBOARDING NEW MEMBERS

Orientation

The Executive Director and, when possible, a board member, will meet with newly appointed members prior to their first board meeting, to provide a welcome orientation and presentation.

Mentorship

Each new member will be assigned a mentor for six months. The mentor will contact the new member before their first board meeting, facilitate the new members’ introduction to other members, and provide ongoing information and guidance.

HANDLING REQUESTS OR COMPLAINTS

A member who receives a request or complaint from an individual or group external to the Board or staff will:

1. Hear the request or complaint for general understanding of persons involved, date, and place;
2. Suggest that the information be communicated directly to the Executive Director, particularly if further information or action is deemed necessary;

3. Exercise caution when expressing their opinion, being careful to clarify that they are not speaking for the Board; and
4. In the case of a concern involving the Executive Director's performance, refer to the Chair for appropriate action.

MEETINGS

AGENDA

Meetings

The Board will meet a certain number of times as determined by the Chair or by request from a majority of the Board, and within the allotted state-appropriated budget, and giving adequate notice to the public.

Agenda development

The executive committee, in concert with the Executive Director, will develop meeting agendas that reflect the Board's priorities. PESB will post a public notice and tentative agenda to the PESB website no less than two weeks prior to the meeting.

Member-requested topics

In addition to the annual board planning agenda, board members may submit a request to the Executive Director or Chair for an item to be considered for the agenda. The Chair or Executive Director will ensure all requests from board members are considered at executive committee meetings.

Externally-requested topics

The Board will hear verbal or written public comments from individuals or organizations that wish to request time on a future meeting agenda. The Board will then direct the executive committee to consider the timing and prioritization of these requests while planning future agendas.

Emergency meetings

Per RCW, the Board may call for an emergency meeting. In the case of an emergency meeting, members are provided an agenda, and the agenda must be publicly posted on the PESB website at least twenty-four hours in advance of the meeting. Before or during emergency meetings, the Chair may revise the agenda at their discretion.

Consent agendas

To facilitate the efficient use of time, the meeting agenda may include one or more consent agenda items. Items on the consent agenda can only include routine business items requiring Board approval, but not Board discussion. Examples include routine financial information or minutes of regular and special board meetings. Adequate information related to these items will be provided to board members in advance of

the meeting in their meeting packets. If any board member requests to have an item removed from the consent agenda, it will be placed on the regular meeting agenda for discussion or action.

PLANNING CYCLE

The Board will follow an annual agenda that includes policy exploration, consultation, and evaluation. The planning cycle will begin with a retreat at the July meeting, where the Board will guide their priorities for the upcoming year.

Planning calendar

July	Executive Director presents internal and external monitoring data on the progress of the strategic plan. The Board discusses potential revisions to strategies to meet the strategic plan. The Board conducts a self-evaluation to ensure their compliance of process, policies, and bylaws; potential revisions to the existing policy.
August	The Executive Committee conducts an evaluation of the Executive Director.
September	The annual budget report is presented to the Board.
Sept-May	Board discusses the status of, and policy or program changes needed to accelerate progress on, each strategic plan goal.

MEETING CONDUCT

Procedural conduct

Board members will use PESB's Rules of Order to guide meeting discussion, when taking formal action, or when deemed necessary.

Public attendance and participation

Per the Open Public Meetings Act, all board meetings must include a designated time on the agenda for public comment. The Board has established the public comment period as a limited public forum for comments from stakeholders on current agenda items or matters under the authority of the Board, and subject to time limitations or other restrictions at the discretion of the Chair. Any member of the public or group wishing to make a presentation to the Board may do so upon prior request and approval by the Chair, or without prior request and approval, at the discretion of the Chair with the consent of a majority of the members present. Any member of the public wishing to make a comment must sign in on the register sheets provided at each meeting, listing their name and the topic on which they are offering comment.

Voting procedures

Board voting procedures are as follows:

Quorum and voting

A majority of the Board will constitute a quorum for the transaction of Board business. If only a quorum is present, a majority of the quorum will be sufficient to transact business. If more than a quorum is present, all matters are decided by a majority of the members present.

Roll call vote

A roll call vote will be taken at the request of any board member.

Discussion of motions

All motion discussion must be relevant to the topic under deliberation. The Chair has the responsibility to keep the motion discussion in order and can halt discussion that does not directly apply to the topic.

Voting practices

The voting process will follow PESB's Rules of Order, which include:

- A formal vote will be taken on any items identified on the agenda as "Action" and any other items where a member or the Executive Director requests a vote be taken.
- The Chair has the right to discuss agenda items, make motions and resolutions, and vote on all matters coming before the Board.
- No member should participate in discussion or vote on a motion in which he or she has a conflict of interest or monetary interest.
- No member should abstain from voting unless he or she has a conflict of interest or monetary interest.
- Dissenting and abstaining votes are recorded in the meeting minutes.

Executive sessions

An executive session may be held at the request of the Chair or at the request by a majority of the Board for the purposes allowed under [RCW](#).

Amendment and suspension of the bylaws

Two meetings are required to formally amend the bylaws. During the first meeting, notification of the amended language is presented to board members for initial consideration. At the second meeting, which immediately follows the first, members may formally amend the bylaws. Bylaws may be suspended at any meeting by a two-thirds affirmative vote of the appointed board members.

BOARD COMMITTEES

The Board will use committees sparingly and in an ad hoc capacity. Committees are considered any group formed by the Board, regardless of whether or not it is called a committee and regardless of whether the group includes board members.

Committees prepare policy alternatives and implications to assist and inform Board deliberations.

Committees may not speak or act on behalf of the Board except when the Board formally gives such authority for specific and time-limited purposes. In such instances, the Board will explicitly state the committee's expectations and authority in order to avoid conflict with authority delegated to the Board or Executive Director. Board committees cannot exercise authority over agency staff. The Executive Director is not required to obtain approval of a board committee.

Committees that have helped the Board create policy on a particular topic will not be used to monitor organizational performance for that same topic.

Unless otherwise stated, a committee will cease to exist as soon as their task is complete.

EXECUTIVE COMMITTEE

The Executive Committee consists of five members: the Chair, three board members, and the Executive Director (non-voting). The Board will make a deliberate effort to ensure that the composition of the Executive Committee reflects the diversity of roles represented on the Board.

The board Chair will lead the Executive Committee. Members of the Executive Committee will be selected by a majority vote of the Board. Members of the Executive Committee will not vote or take formal action during Executive Committee meetings unless directed to do so by the Board, in which case the meeting must be open to the public.

Non-chair members of the Executive Committee will serve a one-year term, from July 1 - June 30, with the option for reappointment. If a non-Chair member of the Executive Committee vacates their position on the Board, then during the next board meeting, members, by majority vote, will select a member of the Board to finish the term of the vacated position on the Executive Committee.

The Executive Committee is responsible for creating board meeting agendas, as well as referring relevant issues to the Board for consideration.

Executive Director relationship

Upon loss of the Executive Director, the PESB Executive Committee will name an interim director. The committee will also screen and interview applicants and decide on the successful successor for the position of Executive Director.

The Executive Committee will conduct an annual evaluation of the Executive Director by August 30 of each year.

EXECUTIVE DIRECTOR

The Executive Director will prevent any practice, activity, decision, or condition which is unlawful, unethical, unsafe, disrespectful, imprudent, in violation of board policy, or endangers the agency's public image or credibility.

AUTHORITY AND RESPONSIBILITIES

Staff oversight

The Executive Director will:

1. Comply with applicable federal and state employment regulations;
2. Ensure staff has adequate, clear job descriptions;
3. Ensure staff has access to resources and support necessary for their job-related professional development;
4. Will not tolerate any behaviors, actions, or attitudes by constituents or others interacting with agency staff that hinders their performance or well-being;
5. Ensure staff protect and preserve confidential materials, intellectual property, information, files, and equipment from loss or significant damage per state regulations and dispose of these materials, as appropriate, per state regulations
6. Promote and support environmentally sustainable practices of staff operations
7. Facilitates annual reflective conferences for all agency staff; and
8. Clearly delineates responsibilities and expectations of the staff.

Financial conditions and activities

The Executive Director will:

1. Operate within established state board fiscal policy rules;
2. Consult the Executive Committee on changes to the approved budget that would increase the total; and
3. Provide the Board with an annual budget report at the September meeting. The annual budget report will:
 - a. Be provided in a summary format that the Board can understand;
 - b. Adequately describe overall revenues and expenditures; and
 - c. Project planned budget and expenditures for the upcoming year.

Emergency succession

To protect the Board in the event of sudden and unexpected loss of the Executive Director, the Executive Director will ensure that one or more staff are familiar with current board and Executive Director processes and are capable of assuming the responsibilities of Executive Director on an emergency basis.

Board communication and support

The Executive Director will:

1. Make sure the Board is informed and supported in its work;
2. Make the Board aware of any significant incidental information, including anticipated media coverage, threatened or pending lawsuits, and internal or external changes;
3. Submit monitoring data as required by the Board;
4. Provide a workable mechanism for official communications;
5. Conduct business with the Board as a whole whenever possible, except when:
 - a. Fulfilling individual requests for information or counsel, provided such requests are not disruptive or do not require an inordinate amount of staff time or resources;
 - b. Working with committees charged by the Board; and
 - c. Communicating with the Chair.
6. Report in a timely manner any unanticipated, non-compliance with board bylaws or policy;
7. Advise the executive committee if, in the Executive Director's opinion, the Board or individual members are not in compliance with board policies or bylaws; and
8. Present information in a concise and understandable format.

Stakeholder and constituent engagement

The Executive Director will:

1. Provide a process for the effective handling of complaints;
2. Establish policies and procedures to ensure agency compliance with all federal and state laws;
3. Provide a welcoming environment at Board meetings for all in attendance;
4. Maintain an open and responsive agency culture that treats all constituents with respect, dignity, and courtesy;
5. Ensure maintenance of the agency website to provide the public with relevant and current information about Board work and policies; and
6. Ensure that stakeholders have appropriate and adequate opportunities for involvement in Board initiatives and to provide input on decisions and actions.

STAFF OVERSIGHT

The Executive Director is the Board's only employee and link to operational achievement and conduct. All authority and accountability of agency staff, as far as the Board is concerned, resides with the Executive Director.

The Board will not give instructions to persons who report directly or indirectly to the Executive Director.

Except as required by law, the Board will not participate in decisions or action involving the hiring, evaluating, disciplining, or dismissal of any employee other than the Executive Director.

DELEGATION

The Board will delegate all administrative responsibilities to the Executive Director, except for those specifically retained by the Board (e.g. those related to the Executive Director's employment and performance).

In the case of individual board members requesting assistance or information without the Board's authorization, the Executive Director may refuse such requests that require, in the Executive Director's opinion, a material amount of staff time, funds, or is disruptive.

PERFORMANCE

The Board will view the performance of the Executive Director in parallel to the performance of the agency. Reasonable progress towards the strategic plan and ability to operate within the policies outlined in this section will be viewed as a successful performance.

The Executive Director will provide the Board with monitoring data on the strategic plan and Executive Director policies by one or both of the following methods:

1. Internal report: Discloses information and certifies board compliance.
2. External report: Variety of objective sources that speak directly to compliance with the strategic plan and Executive Director policies (e.g. state audit report, changes in WAC or RCW).

Each August, the executive committee will conduct a formal summative evaluation of the Executive Director based on the monitoring data collected throughout the year. The Executive Committee will prepare a written evaluation document to be reviewed by the Executive Director and the Board in an executive session. The evaluation document will include:

1. A summary of the monitoring data collected throughout the year;
2. Conclusions based on whether each goal of the strategic plan has been achieved, or reasonable progress has been made toward its achievement;
3. Conclusions based on whether the Executive Director has reasonably interpreted and operated properly within the boundaries of the Executive Director policies; and
4. A summary of the Executive Director's strengths and weaknesses.