Student Data Privacy Consortium

Rules of Governance for the Student Data Privacy Consortium (SDPC)

https://privacy.A4L.org

Version 2.0, March 2020

Contents

PART 1: Student Data Privacy Consortium 'RULES OF GOVERNANCE'

1.   Principle of Special Interest Group

Within North America, the trading name for the official non-profit Community is the **Access 4 Learning, or A4L, Community**. The **Student Data Privacy Consortium, or SDPC,** is a Special Interest Group formed under the non-profit umbrella to establish a community focused on addressing "tactical" student privacy issues.

According to this principle, the day-to-day management of the SDPC shall be under the terms of the SDPC 'Rules of Governance' as detailed in sections 2 – 6 below.

Tasks which cannot be performed effectively under the SDPC's 'Rules of Governance' should be referred to the A4L Executive Director/CEO. Conversely, other than under the terms of the SDPC's 'Rules of Governance' described in Part 1, any interventions required by the A4L Association Board of Directors which may impact upon the workings of SDPC's Governance Group shall be routed via the Executive Director/CEO for action by the SDPC's Management Board.

2. Identification

Purposes. The specific purposes and objectives of the SDPC include, without limitation, the following:

- **Establish a community of stakeholders** who have various needs addressed through policy, technology and/or effective practice sharing around effective privacy management,

- Identify **projects that have on-the-ground and real-world impact** on student data privacy enabling schools, districts, state and vendors find resources, adapt them to their unique context and implement needed protections,

- Development of **tools and resources** to address operational issues not currently being addressed,

- **Leverage partnership** organizations working in the privacy space to have their good work utilized and no reinvention of existing work,

- Development of a **clearinghouse of student data privacy operational issues** and resources to support schools, districts, states and vendors in managing those issues – no matter where the resources originate.

3. The SDPC Management Board

General Powers. While the A4L Board of Directors maintains the overarching responsibility for the non-profit, the SDPC Management Board shall have general control over those activities impacting the membership and overall community activities of the Consortium.

Management. The business and affairs of SDPC shall be managed by the SDPC Management Board with the responsibility of directing and overseeing the activities of the Community. See Part 2 of this document for Roles and Responsibilities.

Specific Powers. The SDPC Management Board shall have specific powers:

- To conduct, manage and control the affairs and business of the SDPC and to make rules and regulations consistent with A4L Community Bylaws.

- Call Special Member Meetings.

- Designate a SDPC Chair.

- Approve project proposals, deliverables and oversight on behalf of the Consortium.

- Establish Policies and Procedures.

- Appoint Representative(s) to A4L Association Board of Directors.

Number. The number of members of the SDPC Management Board shall initially be seven (7) but may be any number not less than four (4) nor more than twelve (12) as determined by the SDPC Management Board. A majority number of the SDPC Management Board must be made up of school, state or government voting member organizations. The SDPC Management Board members must be from self-designated SDPC member organizations "in good standing".

Elections. Elections for the SDPC Management Board will take place once each calendar year.

Tenure. The SDPC Management Board shall hold office for two (2) calendar years and may serve up to 2 consecutive terms. If after that period and one two-year election cycle off the SDPC Management Board, the representative may re-apply for candidacy. The Management Board shall be comprised of two staggered groups so that approximately one-half of the Board are up for election each year.

Appointed Board Members. The SDPC's Management Board, upon recommendation from the A4L Executive Director/CEO, may appoint additional members to ensure that an under-represented segment of the SDPC membership is represented ("Appointed"). Categories will include: Local and Government Educational Agencies, small and large Vendors/Suppliers, Implementers and Partner organizations. Appointed Management Board Members will serve until the next election cycle.

Appointment to A4L Association Board of Directors. Nominations will be held after elections each year for one SDPC Management Board (past or current) to represent the group on the A4L Association Board of Directors. In the event of multiple nominations, the A4L Community Executive Director/CEO shall conduct a second secret ballot of the SDPC Management Board members between the tied candidates (excluding the tied candidates) and the process shall be repeated until the tie is broken.

Chair selection. The SDPC Management Board will select a Chair at the first meeting after annual elections of each year. This meeting should occur within one month of the election. The selected Chair of the SDPC Management Board will serve until the next election following appointment.

Creation and Dissolution of Project Teams. SDPC "Project Teams" may be formed or dissolved as is deemed appropriate by the SDPC Management Board to complete the mission of the Consortium. The Executive Director/CEO will make recommendations to the SDPC Management Board to establish or dissolve Project Teams. Any SDPC Member may propose a SDPC Project Team for consideration. The proposal will include a rationale for creation, project timelines and deliverable of the SDPC Project Team.

Voting: The SDPC Management Board is responsible for determining the processes to address voting issues that are placed on their agenda whether presented by the Executive Director/CEO, SDPC Members, SDPC Project Teams or other SDPC Management Board Members.

4. Project Teams

The SDPC Management Board provides oversight to all activities of the Consortium including the designation for the need for, and deliverables of, "Project Teams". Project Teams are designed to address identified "privacy pain points" that need addressing as identified by numerous Members or the overall marketplace. They are targeted groups that can identify potential members, deliverables and meeting schedules.

Any member of the Consortium can put forth a proposal that includes the rationale for the creation, project timelines and deliverables of a proposed SDPC Project Team. A simple majority vote of the Management Board will approve or deny the formation of a supported Project Team. The dissolution of a Project Team must also be addressed through a simple majority vote.

Project Team deliverables will be presented to the Management Board where they can determine if the proposal can be approved by a simple majority vote of the Management Board

or be presented to the SDPC Membership for discussion and feedback before the final vote is taken.

Project Teams Responsibilities.   The SDPC Project Teams have the responsibility of performing the work in their particular area based upon their current charter.

Project Teams Membership. Any employee, officer, director or agent of a SDPC Community Member in good standing may serve on any Project Teams unless that group has designated an approved "invite only" designation approved by the Management Board. SDPC Project Teams are to seek the advice of educators and educational agency personnel. Every Project Team may assign a lead to represent their group. Other members and Subject Matter Experts are welcome to attend Project Team meetings upon the invitation of the Lead of the Group.

Part 2: Board Members Roles and Responsibilities

1.   General Responsibilities

The SDPC seeks Management Board members with a strong commitment to A4L and SDPC's purpose to *enable educational stakeholders to better utilize technology and effective practices in a manner that leverages capabilities of interoperability between applications to provide the right information to the right person at the right time safely and securely.*

Management Board involvement occurs in many ways and is measured not in just attending meeting, but in what opportunities and contributions the member brings to the SDPC. As a part of a diverse group of leaders, each Management Board member will contribute his or her unique expertise and support in their own way. Opportunities include being involved in special events or project support, support fundraising and helping advise on strategic direction.

In addition to the leadership responsibilities of any Management Board member, the minimal level of participation for all SDPC Management Board members includes:

- Ensure that your corporation or organization regularly and positively promotes the development, adoption and implementation of SDPC projects and tools
- Be an enthusiastic ambassador to the community on behalf of the SDPC
- Participate in Management Board meetings, unless excused.

2.   Fundraising

As part of their fiduciary responsibility, many Management Board members are actively involved in making sure that the organization has the resources it needs. This may include promoting membership, making a personal contribution; serving as an advocate with a foundation, corporation, or government entity; organizing a fundraising event or hosting a benefit; or face-to-face solicitation of other individuals.

3.   Policy on potential conflicts of interest

Effective non-profit governance depends on deliberate, thoughtful, and fair decision making by Management Board members. The ability to make good decisions is sometimes affected by other interests - personal or professional - of individual Management Board members.

Conflict of interest arises whenever the personal or professional interests of a board member are potentially at odds with the best interests of the non-profit. Such conflicts are common: A

Management Board member performs professional services for an organization. They are, however, vulnerable to legal challenges and public misunderstanding. One cannot eliminate conflicts of interest - they are a regular part of organizational and personal life. The objective of this policy is to permit the SDPC to manage potential conflicts of interest successfully, when they do occur, in regard to Management Board members.

Definition

A conflict of interest arises when a person able to influence a decision, whether by official vote or moral and/or intellectual persuasion, is liable to gain:

- some personal advantage from the outcome of the decision in which they are involved

- some advantage for an organization with which the individual is directly involved

A conflict of interest also arises when individual Management Board members outside duties, interests or obligations may or do differ fundamentally from his/her obligations as a member of the Management Board. Some examples of situations which may indicate a conflict of interest are:

- Where a Management Board member is in a position to influence the creation of employment or a service contract and then becomes a candidate for such a position or contract.

- Where a member of the Management Board influences the selection of a supplier of goods and\or services and the member has an ownership interest in that supplier.

- Where a Management Board member uses the SDPC's name and resources for personal benefit.

- Where a Management Board member could influence the giving of a grant, funds or project approval which would benefit themselves or an organization they are associated.

- Where a Management Board member utilizes information directly gained from their SDPC leadership position to gain financially.

4. Assumptions

1. No Management Board member shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the SDPC or any of its affiliates and his or her interests arises but is not disclosed.

2. When functioning as a Management Board member, each person has a duty to place the interest of the SDPC foremost in any dealings with SDPC and has a continuing responsibility to comply with the requirements of this policy.

3. Management Board members are not eligible for employment or service contracts with the SDPC or its affiliates during their tenure unless agreed upon by the Management Board in a majority vote. If a Management Board member wishes to apply for a permanent position at the SDPC, he/she must immediately withdraw from participation on the Management Board. If the Management Board is the successful candidate, he/she must resign from the Management Board upon accepting.

4. Any Management Board member who becomes aware of a potential conflict of interest with respect to any matter coming before the Management Board, committee or working group shall make this potential conflict known immediately in any discussion relating to the matter.

5. It may be necessary in certain circumstances for the Chair of the Management Board to secure the confidentiality of those present in a decision-making process which is likely to affect someone or an organization known to those making the decision.

6. Decisions taken by the Management Board regarding the management of a conflict of interests must not only be fair, they must be seen to be fair.

5. Common Sense Provision

The application of any part of this policy shall rely heavily on the common sense of the group as a whole. Conflict circumstances vary and the judgment of the Management Board must be preserved.

6. Procedure

When an actual, perceived or potential conflict is identified by any person, the following action must be taken:

1. The Management Board identifies the actual, perceived or potential conflict;

2. The Management Board member must fully disclose the conflict to the Chair and, where appropriate, to all Management Board members;

3. The Chair shall develop an appropriate response, including where necessary, disqualification from voting and discussion and any necessary remedial action. For

example, if a vote may have been affected by a previously undeclared conflict of interest, it may be necessary to hold that vote again.

4. Where a potential conflict of interest is identified, the following options may be considered and combined as appropriate:

   a) The Management Board member with the conflict should not be involved in any aspect of the decision-making process.

   b) He/she may be present and/or participate in discussions but refrain from voting.

   c) He/she will absent from any discussions in connection with the matter in question.

   d) He/she may participate in initial discussions and then be asked to leave for further discussions before the vote.

   e) He/she may vote, but the vote will be done by confidential ballot

   f) He/she may participate fully.

The Management Board must agree in majority on the option or combination of options to be taken in any given conflict of interest situation.

1. Any Management Board member may ask for a decision to be taken by secret ballot when dealing with a matter where there is a conflict of interest.

2. The official minutes of the meeting must record the potential conflict of interest and how it was avoided and/or dealt with.

3. When there is a failure to agree on whether a conflict of interest exists and/or how it is to be managed, the Chair may seek legal counsel.

Part 3: Overarching A4L Community By-Laws

BYLAWS OF SCHOOLS INTEROPERABILITY FRAMEWORK ASSOCIATION

April 2020