

# Policy Governance Manual



401 Clovis Ave., Suite #107, Clovis, CA 93612

(559) 298-3400 \* (559) 298-3410

[www.a4pt.org](http://www.a4pt.org)



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	Because APT exists.....
5.01	the public is aware of play therapy and its positive benefits
5.02	mental health professionals can increase their play therapy knowledge and expertise
5.03	licensed mental health professionals can earn and display credentials to publicly promote their play therapy expertise.
5.04	reliable and credible research supporting the efficacy of and related to the field of play therapy will be shared and opportunities for further research will be promoted.
5.05	mental health professionals can access the benefits of an engaged and vibrant play therapy community.
<b>6.00.00</b>	<b>HISTORY OF ADOPTION AND REVISIONS</b>



## 1.00 DEFINITIONS

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**Association for Play Therapy (APT).** A California non-profit corporation exempt as a “business league” from federal taxation per Section 501(c)(6) of the IRS Code.

**Branch.** An independent and separate nonprofit corporation representing a state or local territory and exempt from federal taxation per Section 501(c)(3), (4), or (6) of the IRS Code that is chartered by the Association for Play Therapy to help satisfy its mission.

**Foundation for Play Therapy (Foundation).** A wholly owned subsidiary and California non-profit corporation exempt as a charitable organization from federal taxation per Section 501(c)(3) of the IRS Code to promote play therapy research, promotion, and public education.

**Governance.** The Board of Directors of the Association for Play Therapy. Because the Board governs the business of the organization, it is often referred to as “Governance”.

**Governance Advisory Committees.** Those committees and task forces authorized by and responsible to the Board [[Governance]] to help accomplish its environmental scanning and performance responsibilities.

**Monitoring Reports.** The specific methods (i.e. internal report, external report, and direct inspection) and frequencies (e.g. monthly, quarterly, annually, etc.) by which Governance monitors and conducts oversight of Management.

**Management.** The President of the Association for Play Therapy. The President manages the business of the organization and is often referred to as “Management” or the “Chief Executive Officer” (“CEO”).

**Management Advisory Committees.** Those committees and task forces authorized by and responsible to Management.

**Mission.** The mission of the Association for Play Therapy is to promote the value of play, play therapy, and credentialed play therapists. To satisfy this mission, the Association for Play Therapy will advance the psychosocial development and mental health of all people by providing and supporting those programs, services, and related activities that promote the:

- Understanding and valuing of play and play therapy.
- Effective practice of play therapy through education, training, and research.
- Recognition, incorporation, and preservation of diversity in play therapy.
- Development and maintenance of a strong professional organization to accomplish these objectives.

**Monitoring.** The Board will review its own performance as it wishes and that of its organization (and CEO) per semi-annual data-based Internal Reports prepared and distributed by the CEO. The second or annual Internal Report is the tool by which CEO performance is typically evaluated by the Board.

**Parking Lot.** Policy ideas, concepts, drafts, etc. that the Board may wish to save for further consideration are maintained in the Parking Lot section of this manual.

**Play Therapy.** Two definitions of Play Therapy are endorsed by Governance:

- Public – A form of counseling that uses the power of play to achieve optimal mental health.
- Professional – The systematic use of a theoretical model to establish an interpersonal process wherein trained play therapists use the therapeutic powers of play to help clients prevent or resolve psychosocial difficulties and achieve optimal growth and development.

**Policy Governance.** The model designed by John Carver, PhD by which the Board speaks with “one voice” and governs the business of the organization via four (4) types of policies:

- Governance Process. Determines its philosophy, its accountability, and specifics of its own job.
- Board-CEO Relationship. Clarifies the manner in which it delegates authority to and evaluates its CEO.
- Executive Limitation. Establishes the behavioral boundaries of CEO.
- Ends. Defines which human needs are to be met, for whom, and at what cost.

**Staff.** Those individuals appointed or employed by Management to produce stakeholder programs and benefits:

- Paid Staff – Employees of the Association for Play Therapy.
- Management Staff – Those members of the Association for Play Therapy who contribute their 1) mental health

and play therapy expertise and 2) value-added stakeholder perspectives.

## **2.00.00 GOVERNANCE PROCESS POLICIES**

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*Carver: The board determines its philosophy, its accountability, and specifics of its own job. The effective design of its own board processes ensures that the board will fulfill its three (3) primary responsibilities: 1) maintaining links to the ownership, 2) establishing the four (4) categories of written policies, and 3) assuring staff performance.*

**2.01.00** The purpose of the Board, on behalf of the members in good standing of the Association for Play Therapy (APT), is to ensure that APT achieves appropriate results for appropriate persons at an appropriate cost as specified in its Ends Policies. The Board avoids unacceptable actions and situations as prohibited in its Executive Limitation Policies. The Board continually improves its process and capability to express values and vision.



## **2.02.00 GOVERNANCE PROCESS - GOVERNING STYLE**

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**2.02.00** The Board will govern lawfully and prudently, emphasizing outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, a clear distinction between Board and CEO roles, collective rather than individual decisions, a future rather than a past or present focus, and pro-activity rather than reactivity. More specifically, the Board will:

**2.02.01** Operate in all ways mindful of its trustee obligation to the membership, now and in the future. It will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling this commitment.

**2.02.02** Cultivate a sense of group responsibility. The Board, not the CEO, will be responsible for excellence in governance. The Board will be the initiator of policy and not merely a reactor to staff initiatives. The Board will not use the expertise of individual members to substitute for the judgment of the Board although the expertise of individual members may be used to enhance the collective understanding of the Board.

**2.02.03** Enforce upon itself whatever discipline is needed in order to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, speaking with one voice, and ensuring the continual improvement and redevelopment of Board processes and capabilities. Continual redevelopment will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.

**2.02.04** Direct, control, and inspire the organization with thoughtful establishment of the broadest organizational 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 or operating organization and not on the administrative or programmatic means of attaining those effects.

**2.02.05** Monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to its Governance Process and Board-CEO Relationship policies, especially according to Policy 2.06.00 and the specific criteria included on Form A, the form with which directors evaluate and discuss board performance prior to the conclusion of each board meeting.

## **2.03.00 GOVERNANCE PROCESS - BOARD JOB DESCRIPTION**

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**2.03.00** As the trustees for ownership now and in the future, the Board will determine and demand appropriate organizational performance. Accordingly, the Board has direct responsibility to create:

**2.03.01** The link between the organization and its ownership.

**2.03.02** Written governing policies that, at the broadest levels of all organizational decisions and situations, address:

- a. Ends: Organizational impacts, benefits, outcomes, recipients, and their relative worth. What good for which recipients at what cost?
- b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
- c. Governance Process: Description of how the Board conceives, carries out, and monitors its own tasks.
- d. Board-CEO Relationship: How power is delegated by the Board to its CEO and the proper use of such by its CEO monitored per the role, authority, and accountability of the CEO.

**2.03.03** Assurance of successful organizational performance in accordance with its Ends and Executive Limitations Policies.

**2.03.04** The process by which members of the Board of Directors for the Foundation (Foundation) for Play Therapy are selected. The Chair shall each year appoint two (2) Professional members in good standing to serve two-year terms, not more than 10 years total, as voting directors on the Foundation Board of Directors. The Chair, or a Board member designated by the Chair, shall also serve simultaneously for one (1) year as a voting director on the Foundation Board. The CEO shall be a non-voting director of the Foundation Board.

**2.04.00** The Board will annually select two officers – the Chair-Elect and Secretary – to perform their assigned responsibilities.

**2.04.01** Any incumbent and eligible director may be nominated by another incumbent director for election to the office of either Chair-Elect or Secretary during the October board meeting.

- a. The Chair-Elect automatically becomes Chair. The term for both Chair-Elect and Chair is 12 months. An eligible candidate for Chair-Elect must be able to serve as Chair during a regular three-year term. It is preferred but not required that an incumbent director serve as Chair during the second year of that director's second and final three-year term.
- b. The term for Secretary is 12 months. It is preferred but not required that the Secretary serve a single term as Secretary. There is no presumed or automatic succession to another office.

**2.04.02** The Board will observe this process to identify and select officers who exhibit the temperament and leadership attributes with which directors are most comfortable and which enjoy the widest possible board support:

- a. The Chair will contact each eligible incumbent director prior to the October board meeting to ascertain if that director is interested in serving as Secretary or Chair-Elect.
- b. If there are no interested incumbent directors, then the Chair will contact all eligible directors to ascertain if that director is interested in serving as Secretary or Chair-Elect.
- c. At the October board meeting, the Chair will facilitate a discussion and vote.

## **2.05.00 GOVERNANCE PROCESS – CHAIR’S ROLE**

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**2.05.00** The work of the Chair is, primarily, the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances.

**2.05.01** The work of the Chair is to see that the Board’s behavior is consistent with its own rules and those legitimately imposed upon it from outside the organization:

- a. Meeting discussion content will only be those issues that according to Board policy, clearly belong to the Board to decide, not the CEO.
- b. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.

**2.05.02** The authority of the Chair consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board- CEO Relationship, except where the Board specifically delegates portions of this authority to others.

- a. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
- b. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing) using ground rules devised by the Board.
- c. 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 supervise or direct the CEO.
- d. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating the Chair’s decisions and interpretations within the area delegated to the Chair.

To assure Owners that its Board of Directors has diligently executed its duties and responsibilities during and between meetings, Directors rate its performance towards the end of each meeting. The Chair uses such responses to facilitate group discussion regarding its performance. The term "each Director" is used when the rating is a self - evaluation of an individual Director's performance. The term "Board" is used when an evaluation is made of the Board as a whole.

*Rating Scale: 1 = Unsatisfactory; 2 = Satisfactory; 3 = Exemplary*

### **General Issues**

- \_\_\_ 1. Each Director reviewed meeting materials and was prepared for the board meeting.
- \_\_\_ 2. The Board carefully reviewed, revised (when necessary), and approved its own Board meeting minutes.
- \_\_\_ 3. Each Director maintained individual responsibility for producing a quality board meeting process and complied with these criteria throughout the meeting:
  - Check in and out with participants
  - Be aware of past decisions
  - Be prepared
  - Remain focused (stayed on track, moved agenda forward)
  - Offer knowledge-based opinions
  - Consider only meaningful content
  - Be respectful (e.g. no side conversations, one speaker at a time, no put-downs, no one person dominating, attendees invited to participate, etc.)
  - Listen actively
  - Observe appropriate breaks and energizers
  - Exhibit humor
  - Aware of process
  - Signaling (thumbs up, down, sideways)
- \_\_\_ 4. The Board successfully participated in its orientation process that included education regarding Policy Governance.
- \_\_\_ 5. *(Winter/February meeting only)* The Board considered the need for, and if deemed necessary, planned and participated in education aimed at its development.

### **Board Responsibility #1 – Assure Organizational (and CEO) Performance**

- \_\_\_ 6. Each Director reviewed and acknowledged receipt of the CEO's quarterly monitoring reports.
- \_\_\_ 7. The Board thoughtfully questioned the CEO during his/her presentation on organizational performance.
- \_\_\_ 8. *(Winter/February meeting only)* The Chair conducted an annual oversight visit on behalf of the Board to the APT offices and reported individual observations to the Board.
- \_\_\_ 9. *(Winter/February meeting only)* The Board effectively evaluated the performance of the CEO, responsibly considered whether to renew the CEO's employment, and whether to modify the CEO's compensation and benefits.

### **Board Responsibility #2 – Design Explicit Policies**

- \_\_\_ 10. The Board considered and, if necessary, made additions, modifications, and deletions of its Governance Process, Board-CEO Relationship, and Executive Limitations policies.
- \_\_\_ 11. The Board engaged in a process of environmental scanning and considered additions, modifications, and deletions to its Ends policies.
- \_\_\_ 12. *(Winter/February meeting only)* The Board established clear priorities over the short-term and/or long-term for the CEO relating to the accomplishment of its Ends policies.

\_\_\_ 13. *(Winter/February meeting only)* The Board, through its Nominations Committee, successfully ensured the quality of Board vision and leadership by producing a slate of qualified and outstanding candidates.

\_\_\_ 14. *(Fall/Conference meeting only)* The Board, under leadership of its Chair, successfully identified and elected its officers: Chair-Elect and Secretary.

**Board Responsibility #3 – Maintain Ownership Linkage**

\_\_\_ 15. The Board engaged in thoughtful dialogue regarding its responsibility to maintain linkages to its owners and determined what actions, if any, it would take or delegate to be undertaken on its behalf in order to satisfy this responsibility.

**Comments**

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**MONITORING:** Each meeting by Board

## **2.07.00 GOVERNANCE PROCESS - BOARD COMMITTEE PRINCIPLES**

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**2.07.00** Board committees, when used, will be assigned so as to minimally interfere with the wholeness of the Board's job and so as never to interfere with delegation from Board to CEO. Committees will be used sparingly, only when other methods have been deemed inadequate.

**2.07.01** Board committees are to help the Board do its job, not to help the staff do its jobs. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff.

**2.07.02** Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO

**2.07.03** Board committees cannot exercise authority over staff. Because the CEO works for the full Board, the CEO will not be required to obtain approval of a Board committee before an executive action. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.

**2.07.04** Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee which has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.

**2.07.05** This policy applies only to committees which are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the chief executive.

**2.08.00** A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only standing Board committees are those which are set forth in this policy and appropriately chartered with clear product, authorities, timelines, and staff considerations.

**2.08.01** Nominations Committee

- a. Responsibility: Design and present a slate by April 20 comprising not more than six (6) eligible director candidates who:
  - 1) Are Professional members in good standing.
  - 2) Demonstrate knowledge of play therapy and its purpose, past, and applications by maintaining active Registered Play Therapist (RPT) or Supervisor (RPT-S) credentials. Although the preference is that nominees maintain active RPT/S credentials, the board may consider and grant exceptions to this criterion.
  - 3) Demonstrate a working familiarity of APT and its purpose, past, policies, programs, and personnel.
  - 4) Are enrolled in or have completed the Leadership Academy or can demonstrate knowledge of the Policy Governance® Model.
  - 5) Will effectively govern as trustees on behalf of ownership.
  - 6) May inform their fellow Professional members of their candidacies and invite their ballot support.
- b. Authority: The immediate Past Chair chairs the committee and appoints not less than three (3) committee members who:
  - 1) Are Professional members in good standing.
  - 2) Will include one (1) incumbent director who is not the immediate past Chair.
  - 3) May include one (1) member who is not an incumbent director but who may have previously served as a director, but not within the past 3 years.
  - 4) Are not director candidates.
  - 5) Demonstrate knowledge of play therapy and its purpose, past, and applications by maintaining active Registered Play Therapist (RPT) or Supervisor (RPT-S) credentials. Demonstrate a working familiarity of APT and its purpose, past, policies, programs, and personnel.
- c. Process:
  - 1) The committee is oriented about its responsibilities and candidate criteria.
  - 2) Eligible Professional members are invited to complete and submit questionnaires.
  - 3) The committee reviews questionnaires and nominates a slate.
  - 4) Professional members are encouraged to cast ballots for not more than three nominees.
  - 5) Nominees who are elected are invited to attend the next October board meeting as guests and take office at the conclusion of the meeting.

**2.08.02** Board Orientation Committee

- a. Responsibility: Present a brief orientation regarding the Policy Governance Model® to new and incumbent members of the Board.
- b. Authority: The orientation will be designed and presented by an incumbent director (who may enlist the assistance of other incumbent directors) appointed by the Chair at least 60 days in advance of each meeting.



**2.09.00** To accomplish its work in an informed manner that reflects its values and assures that all parties are aware and able to pursue its expectations, the Board will observe this planning process:

**2.09.01** Scan and plan at each meeting. Scan the environment. Identify and discuss any relevant change drivers (those real or desired issues or trends that promise impact). Revise current or design new Ends policies, the envisioned outcomes for which advance play therapy or address the needs of play therapists.

**2.09.02** Evaluate linkage with owners at each meeting. Determine if understanding is adequate of the nature and factors impacting play therapists.

**2.09.03** Assure organizational performance at each meeting. Whether referring to the most recent Internal Report or other information, discuss organizational performance issues with the CEO, especially regarding compliance with Executive Limitations and Ends policies.

**2.09.04** Assure board performance at each meeting. Discuss board performance issues with the Chair, especially regarding compliance with Governance Process and Board-CEO Linkage policies.

**2.09.05** Conduct not less than two hours of board education or training each year. Such education or training might be conducted by individuals from within or outside of the organization but must increase the knowledge or ability of the board to more effectively and successfully perform its responsibilities.

**2.09.06** After accomplishing the aforementioned tasks at its winter meeting, usually in February or March, designate those policies that merit special focus by the Chair, CEO, or both.

## **2.10.00 GOVERNANCE PROCESS - BOARD MEMBERS' CODE OF CONDUCT**

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**2.10.00** The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

**2.10.01** Board members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.

**2.10.02** Board members must avoid any conflict of interest with respect to their fiduciary responsibility.

- a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- b. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
- c. Should a Board member be considered for employment, the Board member must temporarily withdraw from Board deliberation, voting, and access to applicable Board information.

**2.10.03** Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

- a. Board members' interaction with the CEO or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
- b. Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board.
- c. Board members will make no judgments of the CEO or staff performance except as that performance is assessed against explicit Board policies by the official process.

**2.10.04** Board members will not disclose information obtained in their service to the organization that is deemed confidential or has an expectation to be maintained in confidence, except (a) as permitted under policies adopted by the Board, or (b) to the extent the Board member reasonably believes disclosure is necessary to make a report to applicable licensing or governmental authority(ies) because a licensee's behavior and/or activities rises to the level, in the Board member's professional opinion, of a reportable offense under applicable ethical rule(s) or other legal authority. The Board of Directors will follow the Policy for Committees Identifying and Reporting Member Reportable Actions should it, in conducting its duties, learn of, know of, or have a suspicion about, illegal, fraudulent, unethical or other conduct described in the policy in connection with the behavior or activities of a member that it deems reportable.

**2.10.05** Board members will notify the Chair and Chair-Elect of any perceived violations of the Code of Conduct.

**2.10.06** Each director will sign the Director Code of Conduct Attestation signifying their understanding and intent to adhere to the Code of Conduct.

## **2.11.00 GOVERNANCE PROCESS – RESERVE INVESTMENTS**

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**2.11.00** The Board maintains reserve funds to either support accomplishment of substantial Ends policies or to assure organizational viability during adverse circumstances.

**2.11.01** “Substantial Ends policies” generally refer to the funding of those programs that substantially accomplish one or more of the Ends policies approved by the Board, particularly related to fostering of research or increasing public awareness and appreciation of the value of play, play therapy, or credentialed play therapists.

**2.11.02** “Organizational viability” generally refers to the funding of those measures necessary to safeguard or substantially enhance the viability of the Association for Play Therapy and its ability to advance play therapy and benefit owners during adverse circumstances.

**2.11.03** The responsibility for managing reserve funds is delegated to the CEO in accordance with applicable Executive Limitation policies.

### **3.00.00 BOARD-CEO RELATIONSHIP POLICIES**

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*Carver: The board clarifies the manner in which it delegates authority to its CEO as well as how it evaluates staff performance on provisions of the Ends and Executive Limitation policies.*

**3.01.00 BOARD-CEO RELATIONSHIP – CEO's ROLE**

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**3.01.00** The CEO, is accountable to the Board acting as a body. The Board will instruct the CEO through written policies, delegating reasonable interpretation and implementation to the CEO.

**3.02.00****BOARD-CEO RELATIONSHIP - DELEGATION TO THE CEO**

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**3.02.00** All Board authority delegated to staff is delegated through the chief executive, so that all authority and accountability of staff--as far as the Board is concerned--is considered to be the authority and accountability of the chief executive.

**3.02.01** The Board will direct the CEO to achieve certain results, for certain recipients, at a certain cost through the establishment of Ends policies. The Board will limit the latitude the CEO may exercise in practices, methods, conduct and other "means" to the ends through establishment of Executive Limitations policies.

**3.02.02** As long as the CEO uses any reasonable interpretation of the Board's Ends/Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.

**3.02.03** The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and CEO domains. By so doing, the Board changes the latitude of choice given to the chief executive. But so long as any particular delegation is in place, the Board and its members will respect and support the chief executive's choices. This does not prevent the Board from obtaining information in the delegated areas.

**3.02.04** Only decisions of the Board acting as a body are binding upon the chief executive.

- a. Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO except in rare instances when the Board has specifically authorized such exercise of authority.
- b. In the case of Board members or committees requesting information or assistance without Board authorizations, the CEO can refuse such requests that require, in the chief executive's judgment, a material amount of staff time or funds or is disruptive.

**3.03.00 BOARD-CEO RELATIONSHIP – CEO's JOB DESCRIPTION**

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**3.03.00** As the Board's single official link to the operating organization, the CEO's performance will be considered to be synonymous with operational performance as a whole. Consequently, the CEO's job contributions can be stated as performance in only two areas:

**3.03.01** Organizational accomplishment of the provisions of the Ends Policies approved by the Board.

**3.03.02** Organizational operation within the boundaries of prudence and ethics established in Executive Limitation policies approved by the Board.

**3.04.00****BOARD-CEO RELATIONSHIP – CEO's COMPENSATION AND BENEFITS**

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**3.04.00** The Association for Play Therapy will pay its CEO fair market value for his/her services within the context of fiscal responsibility to the organization. Comparable compensation and benefit packages will be researched by the Board on a biennial basis. The Board will annually review benefits and adjustments to the range.

**3.04.01** The Board shall consult a reputable and well-researched survey regarding the prevalent compensation and benefits paid to chief executive officers of national *individual membership* associations. Examples are surveys researched and published by the American Society of Association Executives, Association Trends, etc.

**3.04.02** Benefits will include:

- a. Insurance - health, vision, dental, long-term disability, and worker's compensation
- b. Vacation – 20 days or 4 weeks a year
- c. Paid holidays – 10 days
- d. Paid sick days – 20 days or 160 hours
- e. Professional memberships and participation – ASAE, California SAE, IPGA



### **3.05.00 BOARD-CEO RELATIONSHIP - MONITORING ORGANIZATIONAL PERFORMANCE**

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**3.05.00** Monitoring executive performance is synonymous with monitoring organizational performance against Board policies on Ends and on Executive Limitations. Any formal or informal evaluation of CEO or organizational performance may be derived only from these monitoring data.

**3.05.01** The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information which does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.

**3.05.02** A given policy may be monitored in one or more of three ways:

- a. Internal report: Documentation of compliance information to the Board from the CEO.
- b. External report: Documentation of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.
- c. Direct Board inspection: The Board may inspect documents, activities, or circumstances to test policy compliance via a Board member, a governance committee, or the Board as a whole. A review of financial records may be performed by all or a portion of the Board or by external auditing services contracted by the Board.

**3.05.03** Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the Board according to frequency and method.

**3.05.04** The CEO will:

- a. Distribute semi-annual Internal Reports on June 30 and December 31 to the board, such to demonstrate compliance with Executive Limitations and Ends policies.
- b. Distribute quarterly financial Balance Sheets to the board.
- c. Distribute monthly FYI progress updates to the board.

**3.05.05** The Board will evaluate the performance of and, if desired, adjust the compensation and benefits of its CEO as follows:

- a. Directors will individually review the most recent 12-month Internal Report in January and assign a numerical rating for each policy listed: 3, exceeds expectations; 2, meets expectations; 1, fails expectations. A 3 or 1 rating requires written justification for that rating.
- b. The immediate Past Chair will compile all ratings and comments, and present a report to the Board at its mid-year meeting.

**3.06.00** Succession planning is not just about the CEO but integrated into the organization's culture. It impacts the critical relationship between a board and its CEO and between its CEO and the members, employees, contractors and vendors, and others instrumental to the health and well-being of the organization. To assure continued performance within a climate of trust and respect, the board will generally observe these procedures to attract and employ its CEO:

**3.06.01** With the approval of the Board of Directors, the Chair a) designates, if necessary, an interim CEO from within or outside of the organization and b) appoints the CEO Selection Committee comprising a chair and four (4) APT Professional members, at least two of whom are incumbent board members.

**3.06.02** The CEO Selection Committee interviews the incumbent CEO to:

- a. Review the Board Policy Governance Manual and identify key organizational and management strengths and concerns.
- b. Learn about professional organizations that facilitate association executive candidates and the knowledge domains represented by the Certified Association Executive (CAE) credential.
- c. Develop a sense of what constitutes a good "fit" between a CEO and the board, staff, and members, identify core leadership and management attributes, and incorporate the latter into an evaluation sheet.
- d. Review and, if necessary, adjust CEO compensation and benefit package.
- e. Design job announcement and establish schedule and budget.

**3.06.03** The CEO disseminates job announcement and, with Chair as necessary, responds to inquiries.

**3.06.04** The CEO compiles and distributes evaluation sheets and application packets (typically cover letter, resume, and references) to the CEO Selection Committee.

**3.06.05** The CEO Selection Committee identifies 3-5 candidate finalists.

**3.06.06** The CEO schedule interviews, travel, and accommodations for both committee members and candidates.

**3.06.07** The candidates visit the APT offices, meet and discuss issues with the CEO and staff, and interview with the CEO Selection Committee.

**3.06.08** The CEO Selection Committee ranks candidates and negotiates terms with selected finalist.

**3.06.09** The Chair and new CEO sign either employment contract or letter of understanding.

**3.06.10** The new CEO resigns current position and works two weeks with current CEO prior to departure of the latter.

#### **4.00.00 EXECUTIVE LIMITATIONS POLICIES**

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*Carver: The board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to its CEO. These limiting policies apply to management means rather than ends.*

**4.01.00 EXECUTIVE LIMITATION – GENERAL EXECUTIVE CONSTRAINT**

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**4.01.00** The CEO will not cause or allow any organizational practice, activity, decision, or circumstance which is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.

**4.02.00 EXECUTIVE LIMITATION – TREATMENT OF CONSUMERS**

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**4.02.00** Regarding interactions with consumers or those applying to be consumers, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, or unnecessarily intrusive. The CEO will not:

**4.02.01** Elicit information for which there is no clear necessity.

**4.02.02** Use methods of collecting, reviewing, transmitting, or storing consumer information that fail to protect against improper access to the material elicited.

**4.02.03** Fail to operate facilities with appropriate accessibility, privacy, and security.

**4.02.04** Fail to establish with consumers a clear understanding of what may and may not be expected from the service offered.

**4.02.05** Fail to inform consumers of this policy or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

**4.03.00 EXECUTIVE LIMITATION – TREATMENT OF STAFF**

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**4.03.00** Regarding the treatment of paid and volunteer staff, the CEO will not cause or allow conditions that are unfair, undignified, unlawful, or unclear. The CEO will not:

**4.03.01** Operate without personnel policies which clarify rules for staff, provide for effective handling of grievances, and protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.

**4.03.02** Retaliate against any staff member for non-disruptive expression of an ethical dissent or prevent staff from grieving to the Board when:

- a. Internal grievance procedures have been exhausted and
- b. The employee alleges either
  - 1. That Board policy has been violated to his or her detriment or
  - 2. That Board policy does not adequately protect his or her human rights.

**4.03.03** Fail to acquaint paid or volunteer staff with their rights under this policy.

**4.03.04** Allow staff to be unprepared to deal with emergency situations.

#### **4.04.00 EXECUTIVE LIMITATION – FINANCIAL BUDGETING & FORECASTING**

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**4.04.00** Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from Board Ends priorities, risk fiscal jeopardy, or fail to show a generally acceptable level of foresight. The CEO will not allow budgeting that:

**4.04.01** Risks incurring those situations or conditions described as unacceptable in the Board “Financial Condition and Activities” policy and contains too little information to enable a) reasonable projection of revenues and expenses; separation of capital and operational items; and cash flow and b) disclosure of planning assumptions, including environmental scan.

**4.04.02** Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received.

**4.04.03** Reduces the current assets at any time to less than six (6) months operating reserve.

**4.04.04** Allows operating cash to drop below a safety reserve of less than \$100,000 at any time.

**4.04.05** Provides less than \$30,000.00 per annum for Board prerogatives, e.g. fiscal audit and Board meetings, development, communications.

**4.04.06** Does not provide for long term reserves.

#### **ADDITIONAL MONITORING:**

Internal Report – Balance Sheet prepared and distributed quarterly by CEO.

External Report – Statement of Income prepared annually (April thru March), by CPA and distributed by CEO each July.

External Report – Independent Financial Audit, or Agreed Upon Procedures (AUP) when authorized by Board. Audit conducted April 2005 thru March 2006; April 2013-March 2014; AUP April 2015-March 2017.

**4.05.00 EXECUTIVE LIMITATION - FINANCIAL CONDITION & ACTIVITIES**

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**4.05.00** Regarding the actual, ongoing financial condition and activities, the CEO will not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies. The CEO will not:

**4.05.01** Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.

**4.05.02** Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 120 days.

**4.05.03** Fail to settle payroll and debts in a timely manner.

**4.05.04** Conduct inter-fund shifting in amounts greater than can be restored by otherwise unencumbered revenues within 120 days.

**4.05.05** Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

**ADDITIONAL MONITORING:**

Internal Report – Balance Sheet prepared and distributed quarterly by CEO.

External Report – Statement of Income prepared annually (April thru March), by CPA and distributed by CEO each July.

External Report –Independent Financial Audit, or Agreed Upon Procedures (AUP) when authorized by Board. Audit conducted April 2005 thru March 2006; April 2013-March 2014; AUP April 2015-March 2017.



**4.06.00** To protect the Board from sudden loss of CEO services, the CEO will not designate less than one staff member who is familiar with Board and CEO issues and processes as an interim successor.

#### **4.07.00 EXECUTIVE LIMITATION - ASSET PROTECTION**

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**4.07.00** The CEO may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. The CEO may not:

**4.07.01** Fail to insure against theft and casualty losses and against liability losses to Board members, staff, or the organization.

**4.07.02** Allow non-insured personnel access to material amounts of funds.

**4.07.03** Subject plant and equipment to either improper wear and tear or insufficient maintenance.

**4.07.04** Unnecessarily expose the organization or its Board or staff to claims of liability or loss.

**4.07.05** Make any purchase or commit the organization to any expenditure of greater than \$100,000, with the exception of annual conference expenses or enter into a realty lease longer than five (5) years without Board approval.

**4.07.06** Make any purchase:

- a. Wherein normally prudent protection has not been given against conflict of interest;
- b. Over \$10,000, without having obtained comparative prices and quality, and without a stringent method of assuring the balance of long term cost and quality.

**4.07.07** Receive, process, or disburse funds under controls which are insufficient to meet the Board-appointed auditor's standards.

**4.07.08** Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest bearing accounts, except where necessary to facilitate ease in operational transactions.

**4.07.09** Acquire, encumber, or dispose of real property without Board approval.

**4.07.10** Change the organization's name or substantially alter its identity.

**4.07.11** Create or purchase any wholly or partially owned subsidiary without board approval.

**4.07.12** Fail to require two (2) signatures on any check, or electronic transaction over \$10,000.

**4.07.13** Allow the withdrawal from long-term reserve or contingency funds without two signatures representing both the Board and the CEO: a) Board – Chair or, if Chair unavailable, Chair-Elect – and b) CEO – CEO or, if CEO unavailable, General Manager.

**MONITORING:**

EXTERNAL – Chair conducts annual oversight visit to and of offices, usually each December or January.

## **4.08.00 EXECUTIVE LIMITATION - COMPENSATION AND BENEFITS**

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**4.08.00** Regarding employment, compensation and benefits to employees, consultants, contract workers, and volunteers, the CEO may not cause or allow jeopardy to fiscal integrity or public image. The CEO may not:

**4.08.01** Change the CEO's own compensation and benefits.

**4.08.02** Promise or imply permanent, guaranteed, or anything other than "at will" employment.

**4.08.03** Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

**4.08.04** Create obligations over a longer term than revenues can safely be projected; in no event longer than one year and in all events subject to losses of revenue.

**4.08.05** Establish or change pension benefits that:

- a. Incur unfunded liabilities or commit the organization to benefits which incur unpredictable future costs.
- b. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity in key employees are not prohibited.
- c. Allow any employee to lose benefits already accrued from any foregoing plan.
- d. Treat the CEO differently from other comparable key employees.

#### **4.09.00 EXECUTIVE LIMITATION – COMMUNICATION & COUNSEL TO THE BOARD**

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- 4.09.00** Regarding the provision of information and counsel to the Board, the CEO may not permit the Board to be uninformed or unsupported in its work. The CEO may not:
- 4.09.01** Neglect to submit monitoring data required by the Board’s Board-Management Delegation policies entitled “Monitoring CEO Performance” and “Delegation to the CEO” in a timely, accurate and understandable fashion using appropriate tools and interpretations that directly address provisions of Board policies being monitored.
- a. The CEO shall not fail to annually circulate Internal Reports addressing compliance with all Executive Limitation and Ends Policies to the Board for January thru June and January thru December.
- 4.09.02** Allow the Board be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the Board’s monitoring schedule; relevant trends and significant external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established; anticipated adverse media coverage; or threatened or pending lawsuits.
- 4.09.03** Fail to provide a mechanism for official Board, officer or committee communications.
- 4.09.04** Fail to deal with the Board as a whole except when:
- a. Fulfilling individual requests for information.
- b. Responding to officers or committees duly charged by the Board.
- 4.09.05** Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
- 4.09.06** Give information to the Board which is not clearly identified as either “Information for Decision Making”, “Incidental Information Only” (FYI), or “Monitoring Information”.
- a. The CEO shall not fail to distribute a monthly FYI program overview to keep the Board aware and informed of organizational programs and operations.
- 4.09.07** Fail to submit to the Board those items (with applicable monitoring information) delegated to the CEO and required by law, regulation, or contract to be approved by the Board.

#### **4.10.00 EXECUTIVE LIMITATION - COMPLAINTS & FEEDBACK**

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**4.10.00** Regarding complaints and feedback, the CEO may not fail:

**4.10.01** To have a mechanism to deal with complaints and feedback that is easily accessible, unbiased, and functions in a timely manner and will inform the Board of positive and negative feedback that significantly impacts the image of the organization or the relationship between APT and its stakeholders.

**4.11.00 EXECUTIVE LIMITATION - EXPERT INPUT**

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**4.11.01** The CEO will not fail to solicit expert input when needed, and thereby ensure expertise in all areas of operations, specifically in applicable mental health issues (e.g. research, training, ethics, credentialing, and education).

**4.12.00** The CEO will not fail to display, protect, and increase the value of these federally registered intellectual properties owned exclusively by the association: a) Tradename (“Association for Play Therapy”), b) Trademark (“”), and Tradename (“International Journal of Play Therapy”).

**4.12.01** These properties may be graphically arranged in an APT logo.

**4.12.02** The APT logo, with or without identifying revisions, must be the only logo displayed by chartered branches.

**4.12.03** The APT logo may be displayed only as a link to the APT website by individuals and organizations on their respective websites. The Approved Provider logo may be displayed by APT-approved providers of continuing education with their assigned approved provider numbers displayed below the logo.



## **5.00.00 ENDS POLICIES**

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*Carver: The board defines which human needs are to be met, for whom, and at what cost or worth. Written with long-term perspective, these mission-related policies embody the long-range vision of the board.*

*Global Policy: The Association for Play Therapy (APT) exists to advance play therapy and provide a professional and diverse community to support those engaged in play therapy practice, instruction, and supervision.*

- 5.01** Because APT exists, the public is aware of play therapy and its positive benefits.
- 5.02** Because APT exists, mental health professionals can increase their play therapy knowledge and expertise.
- 5.03** Because APT exists, licensed mental health professionals can earn and display credentials to publicly promote their play therapy expertise.
- 5.04** Because APT exists, reliable and credible research supporting the efficacy of and related to the field of play therapy will be shared and opportunities for further research will be promoted.
- 5.05** Because APT exists, mental health professionals can access the benefits of an engaged and vibrant play therapy community.

*Note:* When submitting an Internal Report to the Board of Directors, the CEO offers an Interpretation of each Ends policy (to ensure “reasonable interpretation”) and the metrics by which its accomplish will be measured.



## **6.00.00 HISTORY OF ADOPTION AND REVISIONS**

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1. *February 2005* – Adopted Executive Limitation, Board-Staff Linkage, and Governance Process policies recommended by consultant Carolyn Bailey to initiate transition to the Policy Governance Model®.
2. *February 2006* – Adopted revisions to manual and Ends policies.
3. *October 2006* – Adopted revisions to Executive Limitation and Ends policies, primarily to emphasize value of play.
4. *October 2007* – Adopted revisions to Executive Limitations and Ends policies, primarily related to creation of parking lot.
5. *February 2008* – Adopted primarily clarifying revisions.
6. *October 2008* – Adopted new Executive Limitation policies regarding intellectual properties.
7. *February 2010* – Adopted new Governance Process and Ends policies regarding director ethics and multi-cultural competency respectively.
8. *October 2011* – Adopted new Governance Process policy regarding purpose of reserve funds.
9. *October 2013* – Adopted new Ends policies effective January 1, 2014.
10. *October 2015* – Adopted new Ends policy 5.04.