

ACSP Board Governance Refresh

Roles, Responsibilities, and Meeting Practices

This session is based on board training materials developed with Bob Harris, CAE and Past-President Laxmi Ramasubramanian



ACSP

Our Goals for This Session

- Build confidence in your role as a board member
- Clarify the distinction between governance and management
- Understand your legal and financial responsibilities
- Strengthen meeting practices and decision-making
- Apply these lessons directly to ACSP's context



Part I: Governance Foundations

Who Is the Board Serving?

As a 501(c)(3) nonprofit, the board's primary duty is to the mission and the *collective membership*, not to a trade group or individual institutions.

1 115 Member Programs

The board represents the interests of all member programs collectively, not individual colleges or universities.

2 Core Mission

Our purpose is to advance education, research, service, and outreach in the field of planning.

3 The Board's Job

To advance the mission and deliver tangible value to the entire membership.

The Legal Framework We Operate In



- ACSP is incorporated in Florida as a not-for-profit corporation and is subject to Florida law.
- It is recognized by the IRS as a 501(c)(3) tax-exempt organization.
- This status brings higher expectations from the public and regulators for transparency and accountability.



ACSP

Connecting educators,
researchers and students

OPERATIONS CHART

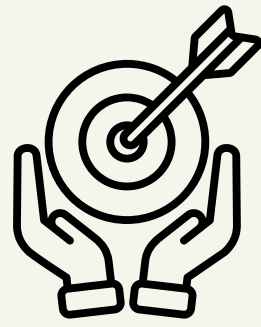


Your Governing Document Toolkit

All board members are expected to have read these fundamental documents that guide our work.

- Mission Statement
- Articles of Incorporation
- Bylaws
- Board Policies (Conflict of Interest, Confidentiality, Antitrust)
- Strategic Plan
- Financial Reports
- IRS Form 990





Mission

The Association of Collegiate Schools of Planning promotes education, research and outreach in the United States and Canada and throughout the world by seeking to:

- recognize diverse needs and interests in planning;
- strengthen the role of planning education in colleges and universities through publications, conferences and community engagement;
- improve and enhance the accreditation process, and;
- extend planning beyond the classroom into the world of practice.

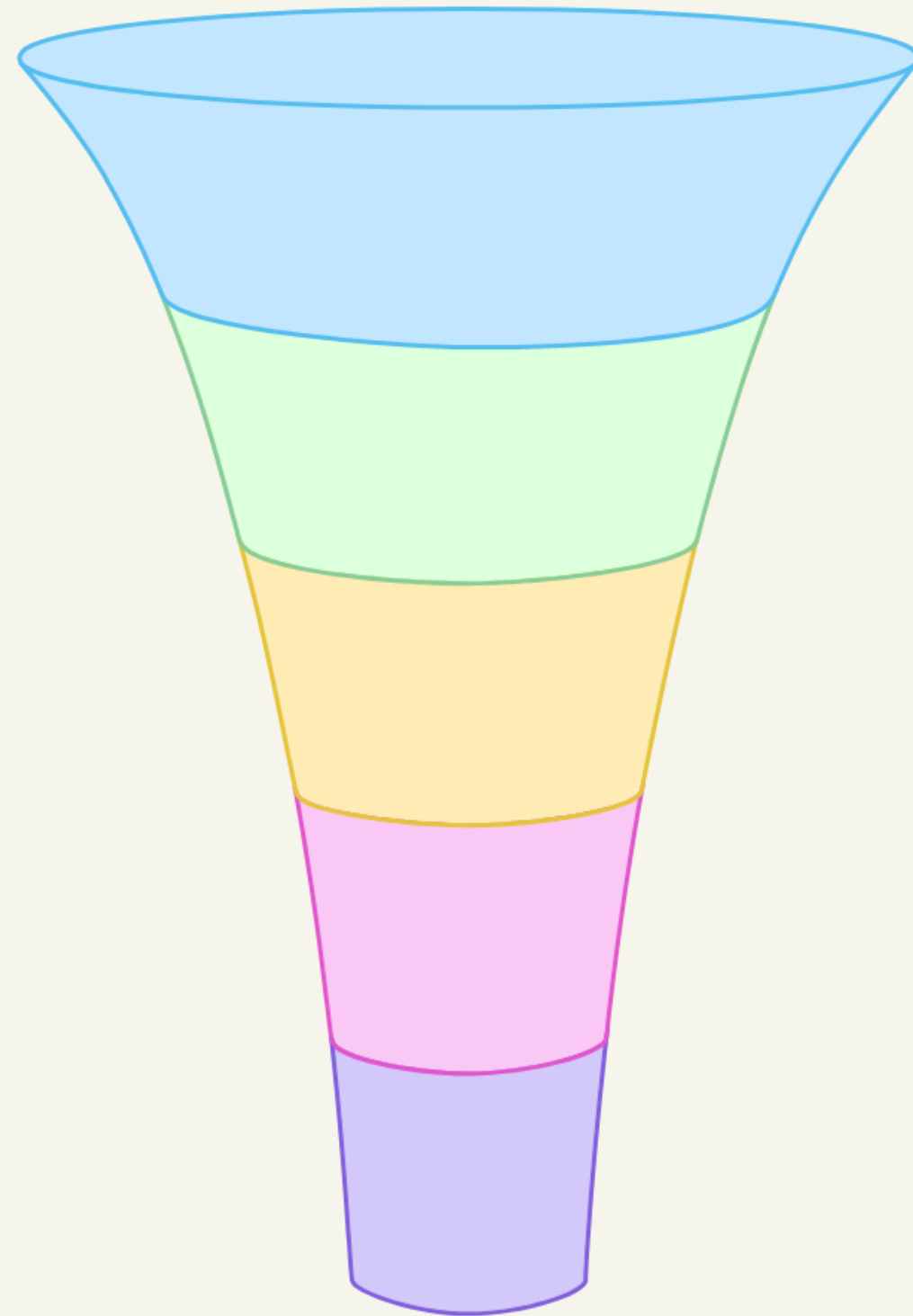


Values

- Excellence in education and scholarship.
- Broadly inclusive methodological perspectives and a fully inclusive range of voices.
- Engagement across multiple publics.
- Education that supports inclusion and cultural competence.
- An inclusive and a welcoming environment within all our association activities.

Using Mission & Values as Decision Filters

Every major decision should be passed through the lens of our core mission and board-level values.



New Idea / Proposal

Does it advance the mission?

Is it consistent with our values?

How will we explain it to members?

Board Decision



Part II: Roles, Duties & Risk

Governance vs. Management: The 50,000-Foot View

The board and staff are partners. The board governs from a strategic height, avoiding micromanagement of daily operations.

Board (Governance)

- Sets direction and policy
- Oversees the strategic plan
- Ensures financial health
- Represents all 116 members

Staff (Management)

- Implements board decisions
- Manages daily operations
- Executes the budget
- Handles events and contracts



The Three Fiduciary Duties

As a board member, you are a trustee and fiduciary for the corporation. These duties are legally binding and central to your role.

Duty of Care

Be prepared for meetings, ask critical questions, and understand the implications of your decisions.

Duty of Loyalty

Prioritize the interests of ACSP as a whole, not your personal interests, your institution, or a specific region.

Duty of Obedience

Adhere faithfully to the mission, bylaws, board policies, and all applicable laws.

Financial Oversight Responsibilities

Budget & Reports

- Understand major revenue streams: conferences, dues, journals, grants.
- The Board approves the annual budget and any audits.
- For regular financial reports, the motion is to “accept” (acknowledging receipt), not “approve”.

Financial Reserves

Reserves are the organization's savings and act as a critical safety net.

A common benchmark is to hold at least half a year's operating budget in reserve.





Finances

Financial Reserves: ~\$530K (as of 3/6/2026)

2025-2026 FY Budget*	BUDGED REV	BUDGETED EXP	BUDGETED NET
ADMIN CONF	\$0	\$0	\$0
ANNUAL CONF	\$603,320	\$659,100	-\$55,780
GENERAL	\$248,785	\$198,375	\$50,410
STUDYURBANPLANNING.COM	\$95,400	\$84,200	\$11,200
JPER	\$166,300	\$117,200	\$49,100
	\$1,115,005	\$1,058,875	\$56,130
CONTINGENCY		\$52,944	
NET, LESS CONTINGENCY			\$3,186

*Small funds managed by ACSP, but not part of the overall organizational budget, are excluded from the sub-categories listed below but included in total. This includes revenue for Dialogues (\$200) and POCIG (\$1,000).

Risk Management and Your Protection

Volunteer Immunity

You are protected under Florida law when acting in good faith and within the scope of the governing documents.

D&O Insurance

Directors & Officers insurance protects the board and staff from lawsuits, covering legal defense costs for actions taken in good faith.

No Indemnification

Board members cannot assume ACSP will reimburse personal legal costs; D&O insurance is the primary protection mechanism.

Board Orientation

Proper training on roles and responsibilities is another critical layer of risk management.

Managing Conflicts of Interest

The IRS actively monitors whether a conflict of interest policy exists and if the board enforces it. Proactive disclosure is key.

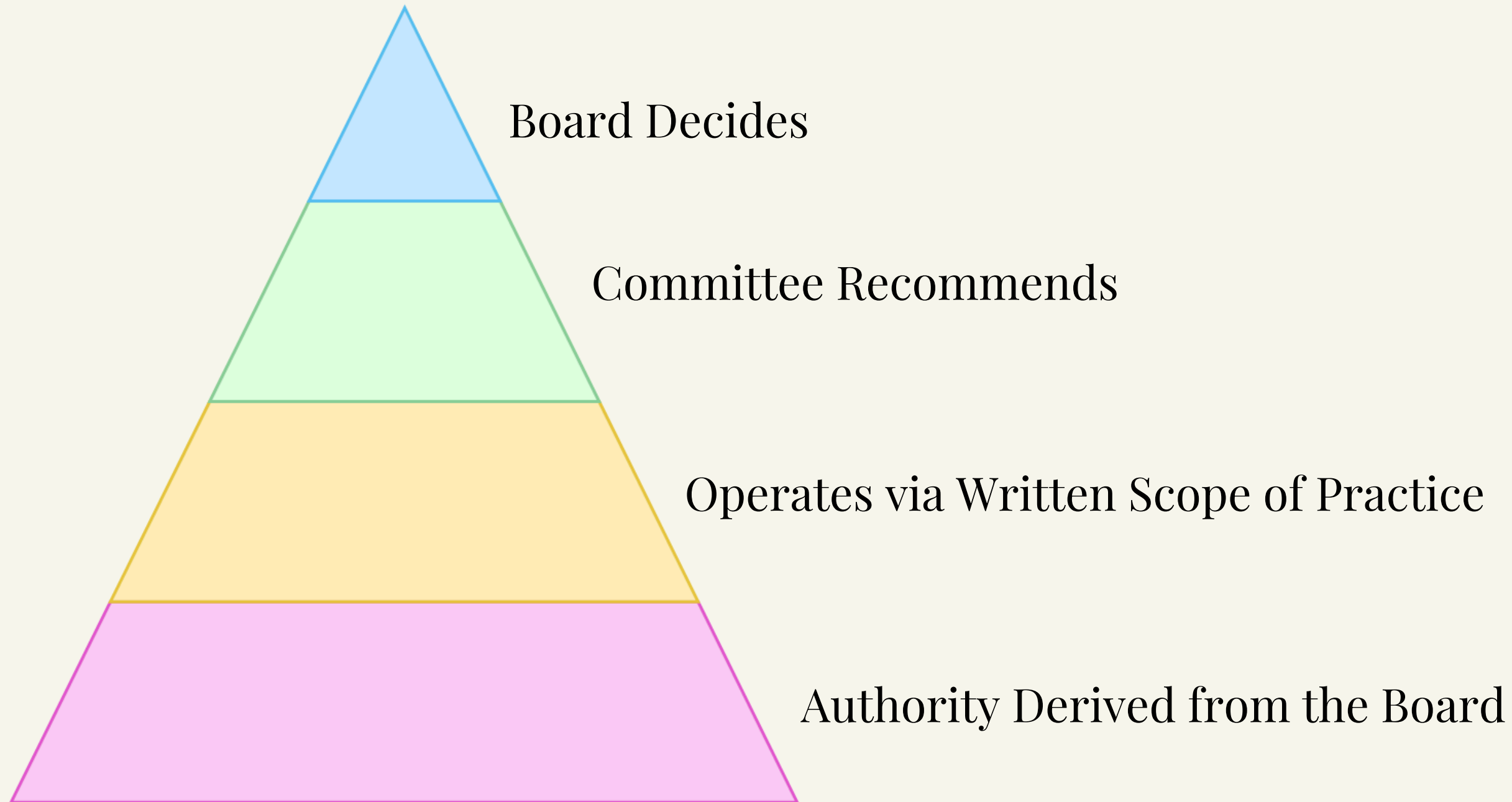
- An annual disclosure form is required from every board member and kept on file.
- Members must self-disclose potential conflicts during meetings; it's not the President's job to discover them.
- The President will ask if any conflicts exist regarding the agenda, and minutes will note the question and responses.
- A member with a conflict may be asked to recuse themselves from the discussion and/or vote.



Part III: Committees, Task Forces, Interest Groups and Work Groups



The Role and Authority of Committees



Committee reports can serve as minutes if they document that a meeting occurred, key recommendations, and how actions align with the strategic plan.

Committees and Interest Groups

Committees

1. Executive Committee
2. Finance & Investment Committee
3. Nominating & Election Committee
4. Review & Appraisal Committee
5. National Conference Committee & National Program Committee
6. PAB Site Visitor Nomination Committee
7. Institutional Governance Committee

Special Committees

1. Anti-Racism Committee
2. Committee on the Academy
3. Committee on Climate Action
4. Committee on Diversity
5. Doctoral Committee
6. Faculty Mentoring Committee
7. Global Planning Education Committee
8. ACSP-APA Undergraduate Planning Education Committee
9. Strategic Planning Committee

Interest Groups

1. Faculty Women's Interest Group (FWIG)
2. Global Planning Educators Interest Group (GPEIG)
3. Planners of Color Interest Group (POCIG)
4. Queer and Trans People in Planning Interest Group (QT-IG)

Task Forces and Work Groups

Task Forces

1. Executive Leadership Transition Task Force
2. ACSP–PAB Joint Task Force on Simplifying the Accreditation Process
3. StudyUrbanPlanning.com Task Force
4. Task Force on Urban Planning AI

Work Groups

1. EconDev Discussion Working Group
2. Hazard Mitigation and Recovery Working Group
3. AICP Preparation Working Group
4. Climate Action Working Group
5. Innovation and Entrepreneurship Working Group
6. Urban Data Science Working Group
7. Water and Planning Working Group
8. Recruitment / Admissions / Enrollment for Urban Planning Degrees Working Group





MEETING MINUTES

Part IV: Meeting Minutes, Confidentiality, and Board Meetings

Minutes: Creating a Legal Record

Minutes are a legal document, not a verbatim transcript. Brevity and accuracy are crucial. Recordings should be destroyed after minutes are approved.

✓ Include

- Date, attendance, and quorum
- Confirmation that conflicts were asked for
- Motions and their outcomes (passed/failed)
- Brief statement that discussion occurred

✗ Exclude

- Detailed "he said / she said" debates
- Informal remarks or sidebars
- Discriminatory or personal comments

Balancing Transparency and Confidentiality

Public Information

- The IRS Form 990 is a public document and must be shared upon request.

Confidential Information

- Board minutes are an internal legal record, not for public distribution.
- All board and committee discussions are confidential.
- The President/Executive Director will issue a post-meeting summary to ensure consistent messaging to members.

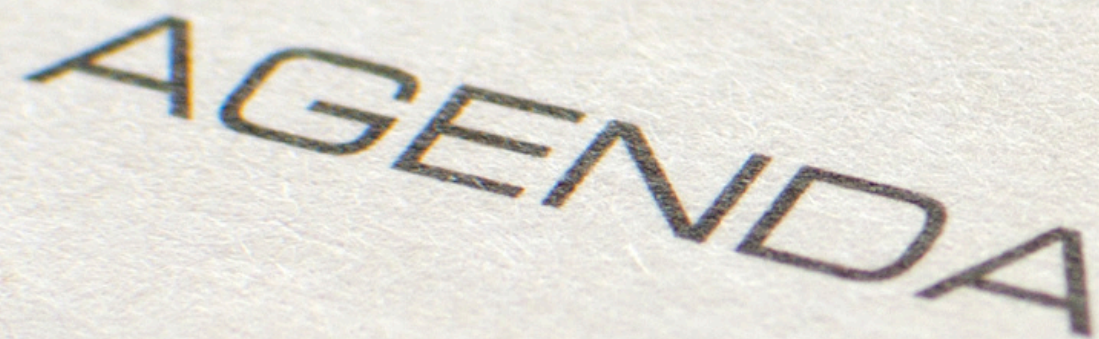


CONFIDENTIAL

Designing Effective Board Meetings

The President and Executive Director design agendas to focus board time on strategic decisions, not lengthy information-only reports.

- Align every agenda item with the mission and strategic plan.
- Use a consent agenda for routine committee/staff reports sent in advance.
- Set time limits for oral reports unless a specific board action is needed.
- Collect new business items before the meeting to avoid surprises.

A close-up photograph of a white, textured surface, possibly a book cover or folder, with the word "AGENDA" embossed in a gold, serif font. The text is slightly angled and appears to be a blind-stamped or embossed design.

Keeping Meetings on Track

Formal Rules of Order

- Use a simplified guide to Robert's Rules of Order.
- Make motions, handle debate, and call the question.
- Ask to be recognized before speaking and stay on topic.

Informal Tool: "ELMO"

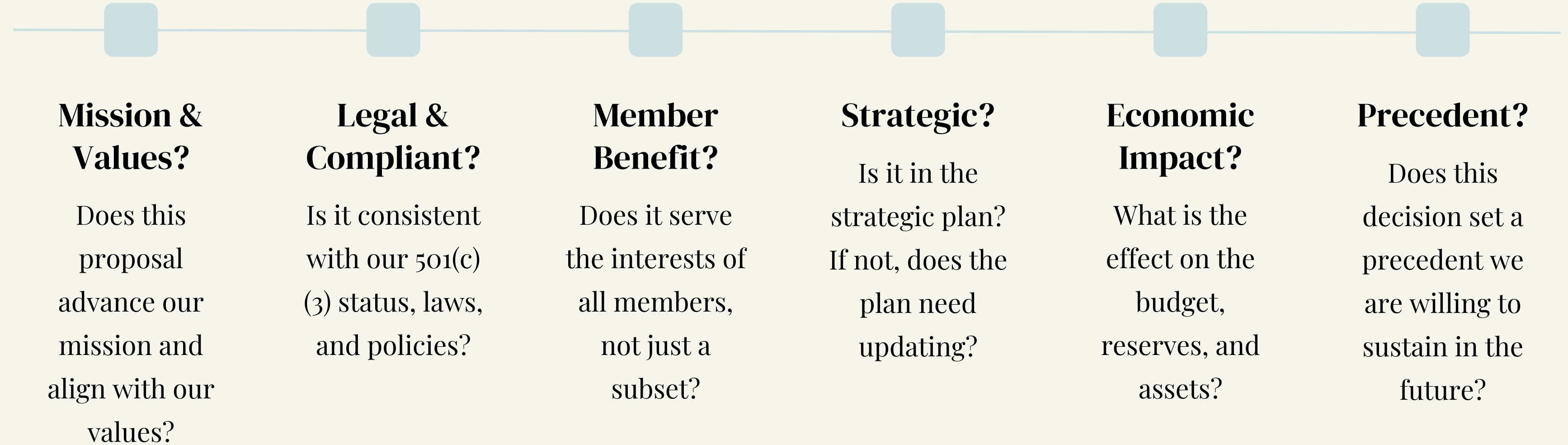
****E**nough, **L**et's **M**ove **O**n.**

A gentle, shared signal that discussion is complete and it's time to vote or shift topics.



Part V: A Decision-Making Framework

Before You Make a Motion, Ask...



**I DID NOT SAY
ANYTHING DURING
THE MEETING,
BUT I DO NOT
AGREE WITH THE
REST OF THE
BOARD ON THIS ISSUE**



Case Study: Conference Location & Boycotts

Scenario: A conference is contracted in a state that later passes controversial legislation, leading to boycott calls and reputational concerns.

The Inherent Tensions

Fiduciary Duty

Pressure to honor contracts, avoid financial penalties, and protect the budget.

Mission & Values

Pressure to uphold principles of inclusion, equity, and service to all members.

Legal Limits

Constraint to avoid prohibited partisan political activity as a 501(c)(3) organization.

Takeaway: The board needs a clear policy and decision-making framework for these situations, developed **before** a crisis occurs.

Part VI: Next Steps for the Board

Immediate Action Items

Ensure Completion

- All members read the governing documents.

Clarify Processes

- Process for post-meeting board summaries.
- Communication expectations for regional/categorical reps.

Review & Refine

- A board/committee handbook.
- Written scopes of practice for all committees.
- A strategic plan implementation tied to mission/values.

Stewardship, Strategy, and Service



Thank you for your commitment. Your role as a fiduciary and trustee is vital to the organization's success and its service to 116 member programs.

Questions & Reflections