



**Certification Administration Board
(CAB)
Governance Handbook**

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SECTION I – PURPOSES, POWERS, AND OVERSIGHT

1.1 Purposes. Certification Administration Board (CAB) is the governing board for the administration of the Certified Administrative Professional certification program.

1.2 Activities. The activities of the CAB may include but are not limited to:

- serving as the connection between the International Association of Administrative Professionals (IAAP) staff and IAAP credential holders;
- monitoring, revising, and approving the Certification Policies and Procedures Manual;
- approving the scope of and scheme for certifications;
- approving eligibility criteria, certification scope, examinations, examination scaled cut-points, exam and item performance standards;
- making essential certification decisions;
- monitoring, revising, and approving related certification documents;
- approving updates and revisions of the Recertification Guidelines;
- reviewing and resolving any submitted certification appeals;
- assuring the independence of certification from other conflicting interests such as, but not limited to, training, education accreditation, and marketing functions, and;
- assuring impartiality while reviewing and ruling on appeals.

1.3 Oversight. The CAB will liaise directly with the Manager, Certification and prepare periodic reports to the IAAP Board of Directors regarding its activities while serving as the Board with exclusive oversight of the CAP certification program.

1.4 Limitations. The CAB will not engage in activities that are not in furtherance of the purposes, as described in this Section.

1.5 Fiscal Year. The fiscal year of the CAB will coincide with IAAP fiscal year, which begins on the first day of October in each year and ends on the last day of September in each year.

SECTION II – MEMBERS

2.1 Membership. The CAB will be comprised of one to two (1-2) public members, and ten to twelve (10-12) certified IAAP members.

2.2 Chair, Chair Elect, Vice Chair, and Certified Members Qualifications. All CAB members, including the Chair, Chair Elect, and Vice Chair, excluding the public member(s), shall be a current IAAP member and Certified Administrative Professional (CAP) holder in good standing throughout their term; shall have professional experience and knowledge of privacy and data protection laws, regulations, policies, procedures, best practices, and theory; shall have previously demonstrated commitment to and

involvement with IAAP and the CAP program; shall not be a member of the IAAP Board of Directors or The Foundation of IAAP; and shall not conduct any training or exam preparation for the CAP exam during their term. If a member should be elected to an office with the IAAP Board of Directors or The Foundation of IAAP, they shall resign their CAB appointment upon election. Serving on the CAB at the same time as a member of either the IAAP Board of Directors or The Foundation of IAAP governing board is considered a conflict of interest and is not permitted.

2.3 Public Member Qualifications. Public member(s) shall be defined as a consumer or potential consumer of certificant's skills or services. The Public member cannot be an IAAP member, CAP designee, supervisor, or employee of a CAP certificant; nor can they have received income from IAAP or employment as an administrative professional within the last five (5) years.

2.4 Selection and Term of Office. The Board members are selected, to the extent possible, to create a group of individuals balanced by: experience level, years in profession, industry sector, geographic location, and area of expertise. Candidates for service as a Board member are identified by an international open solicitation, recommended by the Manager, Certification in consultation with the current Board Chair. All members, including the public member, will serve for a three (3) year term, with no more than two (2) full consecutive terms unless s/he sooner dies, resigns, or is removed. The preference is that the terms be staggered to maintain a balanced group of individuals at all times.

2.5 Resignation. Any CAB member may resign at any time upon notice given in writing to the CAB Chair. Any such resignation will take effect upon receipt, unless some other date is specified therein, in which event it will be effective as of that date. The acceptance by the Chair of a resignation is not necessary to make it effective. In the event of a resignation, the Manager, Certification and the CAB will initiate a process to elect a replacement to serve the remainder of the term of the resigning member. A partial term shall not be considered to be a full term and any person elected to a partial term may be elected to two (2) additional consecutive full terms.

2.6 Removal of Board Members. The CAB may vote to remove any member of the Board by a two-thirds (2/3) vote of the members present at any duly called meeting. The proposed action must be included on an agenda sent at least ten days prior to the meeting date and time and a separate email to the member being subjected to removal to call specific notice to this proposed action. The causes for removal include, but are not limited to:

- At the discretion of the Manager, Certification for failure to attend seventy-five percent (75%) of held meetings where such meetings were properly noticed and held.
- Notification of a change of employment or certification status that would suggest the person is no longer qualified to serve.

- Failing in fiduciary duties or other statements of responsibilities as outlined in the Confidentiality, Non-Disclosure, and Conflict of Interest Agreements.
- Engaging in disruptive activity that undermines the activities of the CAB.

In the event of a removal action, the Manager, Certification and the CAB will initiate a process to elect a replacement to serve the remainder of the term of the member. A partial term shall not be considered to be a full term and any person elected to a partial term may be elected to two (2) additional consecutive full terms.

2.7 Confidentiality, Non-Disclosure, and Conflict of Interest. Every member of the CAB shall be required to sign, whether physically or electronically, the Confidentiality, Non-Disclosure, and Conflict of Interest Agreement; and will hold to the statements within.

2.8 Compensation. CAB members will not receive any financial or monetary compensation for serving, but will receive five (5) leadership recertification points per year of service.

SECTION III – COMMITTEES AND WORKING GROUPS

3.1 Committees. The Board may create committees of the Board, each of which will consist of three (3) or more members, for such terms and with such powers, authority and duties as the Board expressly authorizes and delegates, subject to any restriction on power and authority set forth in Section I hereof.

3.2 Working Groups. The Board may create working groups of the Board, each of which will consist of three (3) or more members, for such terms and with such powers, authority and duties as the Board expressly authorizes and delegates, subject to any restriction on power and authority set forth in Section I hereof.

SECTION IV – OFFICERS

4.1 Elected Officers. The elected officers of the CAB will be a Chair, a Chair Elect, and a Vice Chair, to be elected by the members of the CAB. The elected officers will have such qualifications as set out in Section 2.2 hereof.

4.2 Nomination, Election, and Term of Office. Nominations for officer roles are to be submitted to the Manager, Certification for presentation to the Board. The Chair, Chair Elect, and Vice Chair will be elected by a majority vote of the entire CAB during the September meeting with succession to each office as provided in this section. Each elected officer will hold office for a period of one (1) year, to run concurrent with the IAAP fiscal year, unless s/he sooner dies, resigns, or is removed.

4.3 Powers and Duties. The powers and duties of the officers will be those usually pertaining to their respective offices, subject to the general direction and supervision of the Board. Those powers and duties will include the following:

(a) Chair. The Chair will be responsible for general management and control in the ordinary course of the business of the CAB. The Chair will attend in person, by electronic means, or by substitute of the Chair Elect, all meetings of the CAB, and will preside over such proceedings when present in person or electronic means. The Chair will preside at the Annual meeting held in conjunction with the IAAP Summit. The Chair will preside over Executive Committee meetings.

(b) Chair Elect. The Chair Elect will perform, under the direction and subject to the control of the Chair and the Board, such duties assigned to the Chair Elect, including but not limited to member attendance tracking. The Chair Elect shall serve as Chair in the absence of the Chair, and when so acting, shall have all the power and authority of the Chair. The Chair Elect will succeed to the office of the Chair upon completion of their term. The Chair Elect will attend the Annual meeting held in conjunction with the IAAP Summit. The Chair Elect will attend Executive Committee meetings.

(c) Vice Chair. The Vice Chair will perform, under the direction and subject to the control of the Chair, Chair Elect, and the Board, such duties assigned to the Vice Chair, including but not limited to meeting minute-taking. The Vice Chair shall serve as Chair Elect in the absence of the Chair Elect, and when so acting, shall have all the power and authority of the Chair Elect. The Vice Chair will attend the Annual meeting held in conjunction with the IAAP Summit.

4.4 Resignation; Removal. Any officer of the CAB may resign at any time by giving written notice thereof to the Chair. Any such resignation will take effect upon receipt, unless some other date is specified therein, in which event it will be effective as of that date. The acceptance by the Board of that resignation will not be necessary to make it effective. Any officer may be removed with or without cause (except to the extent prohibited by applicable law) by the affirmative vote of two-thirds (2/3) of the CAB members, but any such removal will be without prejudice to the contract rights, if any, of the person so removed. Election of an officer will not in and of itself create contract rights.

4.5 Succession for Resignation or Removal. In the event of the resignation or removal of the Chair, the Chair Elect shall serve in the role of Chair and Chair Elect during the remainder of their term. In the event of the resignation or removal of the Chair Elect or Vice Chair, the remaining officer shall serve both roles during the remainder of their term. In the event of more than one resignation or removal during the term, the remaining officer shall serve all three roles but may appoint additional persons from the Board to assist in performance of these duties on an interim basis until the time of the September meeting when new officers are elected.

SECTION V – ELECTRONIC COMMUNICATIONS, RECORDS, AND SIGNATURES

5.1 Remote Communication. Subject to any guidelines and procedures the Board may adopt, a person or persons not physically present at a meeting of the Board or a committee/working group of the Board may, by means of remote communication such as Skype or conference call: (a) participate in the meeting; and (b) be considered present in person and vote at the meeting whether the meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the CAB will implement reasonable measures to permit the person or persons to participate in the meeting and to vote on matters submitted, including the ability to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (ii) if the person votes or takes other action at the meeting by means of remote communication, a record of the vote or other action will be maintained by the CAB.

5.2 Electronic Records and Signatures. Except to the extent prohibited by the IAAP Bylaws or other applicable law and subject to the following requirements, electronic records and signatures and electronic transmissions may be used in connection with and relied on for all matters contemplated by the CAB, including all notices, waivers, records, consents, and any requirement that any such document be “written,” “in writing,” “delivered” or “signed,” and none of the CAB, any Officer or any member may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof.

SECTION VI – MEETINGS AND GENERAL PROVISIONS

6.1 Regular Meetings. The CAB shall meet a minimum of two (2) times each fiscal year, but may meet as many times as necessary to conduct business. It is recommended to hold approximately one (1) meeting per month as a Board. Committees and Working Groups may meet as often as necessary to complete the tasks laid out before them.

6.2 Annual Meeting. The Annual Meeting will take place in July at the IAAP Summit.

6.3 Meeting Attendance. All Board members will be required to attend at least seventy-five percent (75%) of held meetings. Attendance will be tracked by the Chair Elect. If the meeting requirement is not met, the member may be removed by recommendation of the Manager, Certification and by a two-thirds vote of the Board as provided in the previous provision for removal of Board members.

6.4 Special Meetings. Special meetings of the CAB, to transact such business as may be properly brought before the meeting, may be called by the Chair, as deemed necessary or as action items are required by the IAAP Board of Directors.

6.5 Vote-In-Lieu-Of-A-Meeting Procedure. The CAB may act without convening a meeting through a vote conducted by electronic means using a designated email address of each member. Such action shall be limited to a specific proposal put forth by the Chair for approval using this vote-in-lieu-of-a-meeting procedure. Board action using this vote-in-lieu-of-a-meeting procedure requires approval or disapproval by a majority vote of the entire Board membership. The results of any Board action using this procedure shall be reported at the next CAB meeting and shall be made part of the record of that meeting.

6.6 Notice. Written notice of the Board Annual, Special, and Regular meetings, stating the means of remote communications, and the agenda, will be delivered to each Board member at least five (5) days before the date of the meeting.

6.7 Quorum and Voting. Participation during the meetings of fifty percent plus one (50% + 1) of the Board members will constitute a quorum at all meetings for the transaction of business. If less than a quorum participates during a meeting, the Chair of the meeting may adjourn or postpone the meeting without further notice. Each Board member will be entitled during every meeting of the Board to one (1) vote on each matter submitted to a vote. Voting may be done by oral, written, or electronic means as the Chair deems necessary or advisable. Should a member have a conflict of interest during any meeting that requires a vote, that member should state that there exists a conflict of interest and then abstain from the vote.

6.8 Record of Board and Committee Action; Reports. Minutes of the proceedings of the Board will be taken by the Vice Chair, then must be prepared and submitted to the Board for approval by the next meeting of the CAB.