California Student Aid Commission

Item 14

Information/Action Item

Consideration of process for review of Governance Policies and Procedures

SUMMARY OF THE ISSUE(S):

The Commission's Governance Policies and Procedures ("Governance Policies") mandate a biennial review by the Strategic Policy and Planning Committee of the Commission's governance, including recommendations to improve the Commission's governance policies or practices.

The Governance Policies were last reviewed and updated in April 2014.

This item recommends a process for a biennial review.

RECOMMENDATION:

The Chair of the Strategic Policy and Planning Committee appoint an ad hoc committee to conduct the biennial review of the Governance Policies, prepare a draft report with any recommendations for any changes to the Governance Policies for review by the Committee and consideration by the Commission by the November 17-18, 2016 Commission meeting.

BRIEF HISTORY OF KEY ISSUE(S):

The Commission originally adopted Governance Policies and Procedures on June 26, 2008, and last reviewed and updated them on April 10, 2014.

Commission Governance Policy 2: Commission's Role, Governance Process, paragraph C provides:

> At least biennially, the Commission's committee responsible for governance practices will review and report to the Commission assessing the Commission's compliance with the Governance Policies herein. This review and report will include assessment of the Commission's application of the overall governance approach, as well as compliance by the Commission Chair, Commissioners, and all Commission committees to the Governance Policies. It will also examine the effectiveness of the Commissioner orientation and Commission education programs. The committee will present its findings to the Commission, including any recommendations to improve Commission governance policies or practices.

California Student Aid Commission

ANALYSIS:

A working ad hoc committee of one or two members would facilitate the assessment of the Commission's overall governance approach and the preparation of the draft report.

RESPONSIBLE PERSON(S):

Keith Yamanaka
Chief Deputy Director

ATTACHMENT(S):

Attachment 14.1: Governance Policies and Procedures, updated on April 10, 2014

Governance Policies and Procedures

Adopted by the Commission on

June 26, 2008 and most recently updated on April 10, 2014

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Introduction

Mission

"Making education beyond high school financially accessible to all Californians."

On June 26, 2008 the California Student Aid Commission (CSAC) adopted Governance Policies which were most recently updated on April 11, 2014. The Governance Policies are the result of an open collaborative process led by the Commission. The Commission originally developed the Governance Policies through the leadership of an Ad Hoc Committee and assistance of a consulting group with input from EDFUND and CSAC management and their respective staffs.

The Commission's Strategic Policy & Planning Committee, formerly the Governance and Monitoring Committee, is primarily responsible for reviewing the policies and recommending to the Commission any further necessary enhancements. The goal of the Commission is to continue to strive to improve and refine its policies.

This document is subject to revision given the dynamic financial aid environment with pending and new federal and State legislation. It is the intent of the Commission to review and revise these policies, if needed, every two years or earlier if needed.

The Commission is the State's principal provider of statewide grant aid to postsecondary students. Founded in 1955 as the California State Scholarship Commission, the 15-member Commission has fiduciary and statutory responsibility for State administered financial aid programs, including all federal and state funded specialized grant, scholarship, loan assumption, and outreach programs administered by the CSAC as follows:

- Cal Grant Entitlement Program (Cal Grant A and B)
- Cal Grant Community College Transfer Entitlement Program (Cal Grant A and B)
- Cal Grant C Program
- Competitive Cal Grant A and B Award Program
- California Dream Act
- Middle Class Scholarship Program
- APLE – Assumption Program of Loans for Education, a teacher incentive program
- SNAPLE NF - State Nursing Assumption Program of Loans for Education for Nursing Faculty
- Child Development Grant Program
- Law Enforcement Personnel Dependents Grant Program
- California National Guard Education Assistance Award Program
- California Chafee Foster Youth Program
- John R. Justice Program

The CASC administered financial aid programs provide students and families access to postsecondary education by:

- Informing them about the postsecondary education financial aid opportunities available to them.

- Providing financial resources – grants, scholarships, etc. – to enable them to finance a postsecondary education.
- Serving and caring about each CSAC student and his or her family, in a manner that is supportive, sensitive, and empowering.

The Commission also administers financial aid awareness and outreach programs, such as the California Student Opportunity and Access Program (Cal-SOAP) and Cash for College. For purposes of this governance policy, the Commission's State administered financial aid programs, including all federal and state funded specialized grant, scholarship, loan assumption, and outreach programs administered by CSAC staff, are referred to as the "CSAC administered financial aid programs."

The Commission has responsibility for oversight of the CSAC administered financial aid programs. The Commission cannot delegate the ultimate responsibility for this oversight to the Commission's Chair or its committees. The policies in this document set forth how the Commission will govern and oversee the CSAC administered financial aid programs – its expectations, and the roles and responsibilities of the Commission and Executive Director in fulfilling those expectations.

Prospective students and their families, particularly those who are low-income and first in their family to attend college, participate in the Commission's outreach programs (such as Cal-SOAP and Cash for College) and receive information about college planning and preparation, the cost of attending college, and accessing all types of financial aid (including from federal, state, institutional, and private sources).

As the state agency responsible for administering statewide financial aid programs, the Commission will work with the executive and legislative branches of state government to identify appropriate funds to effectively administer the Commission's programs.

As the primary state agency responsible for administering California's student financial aid programs, and in furtherance of its responsibility to provide policy leadership on student financial aid issues, the California Student Aid Commission establishes the following policy priorities, in no priority order, to fulfill the state's historic, long-term commitment to ensuring both access to and selection of an institution of higher education for students with financial need:

- Maximize public investment in California students through financial aid that:
    - Ensures access for low-income and historically underrepresented California students to our eligible public colleges and universities and non-profit independent colleges; and for profit eligible WASC accredited colleges that meet the 90-10 rule without using state grant aid or Title 38 aid as a means for satisfying the non-Title IV revenue requirement.
    - Ensures sufficient financial support for living expenses and costs of attendance for low-income community college students.
- Maximize the effectiveness of state-authorized financial aid programs through consequential quality standards and consumer protections for students attending any California college.

- Advance awareness of financial aid for California students and parents through sufficient funding and support for comprehensive outreach programs and financial literacy programs that include federal, state and institutional aid, loans and other opportunities to cover the cost of college.

- Influence and inform federal policy on financial aid policy and programs that affect California students, parents and college institutions

- Maximize the effectiveness of state-authorized financial aid programs through sufficient funding and support for the operations of the California Student Aid Commission.

Purpose and Types of Policies

By statute, the California Student Aid Commission is the primary governing body responsible for California's student financial aid programs. The policies in this document set forth how the Commission will govern and oversee these programs – its expectations, and the roles and responsibilities of the Commission and program staff in fulfilling those expectations. The categories of policies are:

Commission Governance Process. These policies define how the Commission itself will operate (for example, the role of the Chair and committees).

Executive Director Assignment and Responsibility Policies. These policies delineate the responsibilities assigned by the Commission to the Executive Director.

Commission Governance Process

These policies delineate how the Commission will operate – its governance approach, as well as the role of the Commission, Commission Chair, Commission Committees, and individual Commissioners. In addition, they delineate the authority of the Commission, its Committees, and individual Commissioners in making requests of staff.

Global Policy: Commission Governance Process

The Commission is the governing body that has statutory responsibility for CSAC administered financial aid programs, on behalf of the people of California and the executive and legislative branches of state government. As such, the Commission will ensure that the CSAC organization achieves the desired outcomes set forth by the Commission in these policies, via strategic and annual plans, or other relevant outcomes. The Commission will ensure that the CSAC organization avoids unacceptable actions and situations, as set forth in the policies herein. The Commission will also take a proactive role in legislative matters in order to maximize the effectiveness of its programs in serving students and their families.

Commission Governance Policy 1: Governance Philosophy

Integrity and sound stewardship are paramount in the governance of all Commission activities. The Commission will govern according to all applicable laws and based on policies set forth in this Governance Policy. The Commission will also conduct itself according to the following principles:

- In deliberating and making decisions, maintain a central theme of serving the interests of students.
- Operate the CSAC administered financial aid programs in a manner that makes efficient use of organizational resources, including the resources used to support the activities of the Commission itself.
- Maintain the highest ethical, legal, and accounting standards.
- Focus on outward vision and strategic leadership rather than administrative detail.
- Be a leader in financial aid public policy development working with the legislature, the Governor's staff and stakeholder groups.
- Inform and educate the legislature on issues affecting access to student financial aid.
- Be objective and encourage diversity in viewpoints.
- Make decisions in an efficient, timely manner.
- As a Commission, make decisions in a collaborative manner.

Commission Governance Policy 2: Commission's Role

A. The Commission will maintain its accountability and responsibility for the CSAC administered financial aid programs, and the oversight thereof.

B. The Commission will play a proactive and supportive role in the development of public policy and legislation at both the federal and state level. The Commission will also maintain a proactive working relationship with key elected and appointed officials in order to make policy decisions with an understanding of state and federal policy.

C. As part of the Commission's fiduciary and oversight responsibilities over all Commission programs, the Commission will produce the necessary outputs and documentation to assure the State of California, the federal government, and other key stakeholders that CSAC is fulfilling its mission, as well as its obligations under statutes, regulations, and other applicable law.

Governance Process

A. The Commission will maintain written governance policies that address the broadest level of organizational decisions and situations. The Commission will develop policy, and will take responsibility for updating its policies and adding, deleting, or modifying provisions as needed.

B. On an ongoing basis, the Commission will discuss and decide how to improve the Commission's governance process.

C. At least biennially, the Commission's committee responsible for governance practices will review and report to the Commission assessing the Commission's compliance with the Governance Policies herein. This review and report will include assessment of the Commission's application of the overall governance approach, as well as compliance by the Commission Chair, Commissioners, and all Commission committees to the Governance Policies. It will also examine the effectiveness of the Commissioner orientation and Commission education programs. The committee will present its findings to the Commission, including any recommendations to improve Commission governance policies or practices.

D. The Commission will cultivate a sense of group responsibility and accountability. The Commission will not use the expertise of individual members to substitute for the judgment of the Commission, although the expertise of individual members may be used to enhance the understanding of the Commission as a body. Nor will the Commission rely on the expertise of staff to substitute for the judgment of the Commission, although staff will be expected to provide complete and thoughtful information to support Commission deliberation and decision-making.

E. The Commission will enforce upon itself the necessary discipline to govern with excellence, including regular attendance at meetings, thorough preparation by each member for each meeting, adherence to its policy-making principles, and respect of roles. The Commission's goal is to evaluate its governance effectiveness annually and take steps to improve its effectiveness as a governing body.

F. Continual education and development for Commissioners will include a mandatory, comprehensive orientation of new members, which will provide:

1. A copy of this document in order to help provide an understanding of the Commission's governance process.
2. A working knowledge of key elements of the CSAC administered financial aid programs.
3. An understanding of mandates set forth by the Political Reform Act, Bagley-Keene Open Meeting Act, California Public Records Act, and all applicable law and other governance requirements.

4. A working knowledge of state agencies and state and federal legislative and budget processes.

Commission education and development will also include periodic presentations and/or Commission discussion that:

1. Further informs Commissioners regarding the CSAC administered financial aid programs.
2. Informs Commissioners regarding upcoming public policy and legislative issues.
3. Supports improvement in the Commission's governance process.

G. The concurrence of the majority of the Commissioners present and constituting a quorum, i.e., at least five members at a full Commission meeting, shall be necessary for the Commission or one of its committees, i.e., at least two members of a five-member committee, to take action. Once a decision is reached, all Commissioners will, in their role as Commissioners, speak as a single official voice and act accordingly.

H. The Commission will maintain a working relationship with, and seek the advice and perspective of, key stakeholder groups and advisory boards. This process does not necessarily require a formal structure which involves notice under Bagley-Keene Open Meeting Act, CSAC expenses for travel of advisory committee members and significant staff support.

I. The Commission will comply with all procedural requirements for state commissions, including those set forth in the Bagley-Keene Open Meeting Act.

Planning

A. The Commission will ensure development of CSAC administered financial aid strategic and annual plans.

B. The Commission will ensure that a strategic plan is developed for the CSAC entity as a whole, based on the CSAC administered financial aid program's strategic and annual plans.

Program Oversight

A. The Commission will be responsible for fiscal and programmatic oversight of the CSAC administered financial aid programs to ensure that program funds are spent economically and in accordance with State and federal laws and regulations, and will monitor organizational performance based on the policies herein.

B. The Commission will maintain effective regularly scheduled internal audits of the CSAC administered financial aid programs to ensure compliance with existing laws, regulations, policies and other applicable standards.

Personnel Practices

A. The Commission will evaluate the Executive Director's performance annually. This evaluation will be based on performance goals and professional development objectives adopted annually by the Commission and the Executive Director.

Internal and External Communication

A. The Commission will maintain ongoing communication through its Executive Director to CSAC management and staff. This includes giving consideration in its deliberations and decision-making to the perspective of CSAC management and staff, as represented by management.

B. The Commission will maintain a working relationship with, and seek the advice and perspectives of, key stakeholder groups and advisory bodies. This process does not necessarily require a formal structure which involves notice under Bagley-Keene Open Meeting Act, CSAC expenses for travel of advisory committee members and significant staff support.

C. In furtherance of the above governance philosophy and policies regarding public policy and legislation, the Commission Chair or an appropriate Committee Chair or Commission member will participate in significant interactions with key elected and appointed officials, supported by the Executive Director and/or staff.

D. Except for approved outreach events sponsored and/or cosponsored by the Commission, any official publication or public document of the Commission will not include the logos or names of other organizations or individuals in the headings or design without the approval of the Commission Chair.

Commission Governance Policy 3: Officers of the Commission

A. **Term:** Officer elections are held annually during the November Commission meeting. Commission officers are elected and serve for a one year term beginning January 1st. There is no policy preventing officers from serving multiple terms. Any Commissioner interested in seeking office may do so at the time of the annual elections.

B. **Nominations**: Nominees should be knowledgeable of the duties and responsibilities of the office and be willing and able to devote adequate time to the duties of the office.

   Any Commissioner may submit a nomination, and self-nominations are permitted and encouraged. Interested candidates should submit their names upon the opening of nominations. Nominations should be submitted via email to the General Counsel, no later than 10 days in advance of the November Commission meeting.

C. **Elections:** Elections shall be held during the November Commission meeting. The November meeting agenda shall include an item noticing the election of officers. Names of nominated candidates and the office for which they were nominated shall be included in the agenda materials.

   During the November meeting, prior to the election, candidates for office shall be given an opportunity to address the Commission and share their vision for their service as an elected officer. Commissioners and members of the public may comment or otherwise speak on the qualifications of a candidate.

D. **Voting:** Commissioners present at the annual November meeting may vote for their candidate of choice. The vote shall be by roll call if there is more than one candidate for an office and shall be included in the meeting minutes. A Commissioner not physically present for the meeting may only vote in the election if the meeting is noticed as a teleconference and the Commissioner's physical location is noticed in accordance with the Bagley-Keene Open Meeting Act. There is no proxy voting.

Elected officers will be determined by a majority of votes of those present and voting.

E. **Officers:** Elections will determine the three officers of the Commission:

1. Chair

The Commission Chair will ensure the integrity and fulfillment of the Commission's governance policies and process, and that the Commission's conduct is consistent with statutes, regulations, and other applicable law. As necessary, the Chair represents the Commission to outside parties. Specifically, the role of the Chair is to:

a. Coordinate the planning of the Commission's activities for the year ahead providing guidance and leadership on general policy direction, and develop the agenda for each Commission meeting, with input from Commissioners and the Executive Director.

b. Preside at Commission meetings, ensuring that meetings are noticed and conducted in accordance with the Bagley-Keene Open Meeting Act and that time is set aside for public comment at meetings.

c. Ensure that meeting discussion and deliberation is conducted in a manner that is fair, open, and thorough, and at the same time is efficient, focused and timely.

d. Organize the Commission's Committees as established per the Committees policy below, and maintain contact with the Committee Chairs to ensure that Committees are operating effectively.

e. Meet regularly with the Executive Director and make decisions as necessary to ensure implementation of the Commission's policies herein.

f. Execute specific documents as authorized by the Commission, except as otherwise provided by law.

g. Represent the Commission at hearings and/or meetings with Legislators, administration officials, stakeholders, advisory groups, and attend Commission related functions as necessary.

h. Appoint the Chairs, Vice Chairs and members of the Standing Committees and Ad Hoc Committees as needed; and appoint interim officers of the Commission in the event of a vacancy.

i. Attend Standing Committees as an ex-officio member.

j. Approve attendance by Commissioners at conferences, training, or site visits of related professional organizations for which they can be reimbursed for eligible travel expenses.

2. Vice Chair

   The Vice-Chair is responsible for performing the duties of the Chair in his or her absence.

3. Secretary

   The Secretary is responsible for reviewing and signing approved minutes of Commission meetings and providing assistance with parliamentary procedures as needed. The Secretary ensures that a minute book is kept which records the topics discussed and decisions made at any Closed Session meetings of the Commission in accordance with the Bagley-Keene Open Meeting Act.

F. **Vacancies:** If an officer is, for any reason, unable to complete his or her term, the Chair may appoint an interim officer. The Commission may thereafter hold elections to fill the vacancy at the next regularly scheduled meeting. The officer elected would serve out the remainder of the term.

Commission Governance Policy 4: Commissioner Role and Code of Conduct

The Commission commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Commission members.

A. Commissioners will be responsible to understand and act according to the provisions of the Bagley-Keene Open Meetings Act, the Political Reform Act and other laws relating to conflict of interest.

B. Once the Commission has reached a decision, which is accomplished by majority vote of Commissioners present and constituting a quorum, at least five votes for the decision, all Commissioners will, in their role as Commissioners, speak with a single official voice and act accordingly.

C. Commissioners will engage in and support consensus-building. Commissioners will not communicate with individual Commissioners in a lobbying manner that generates discord and has the potential to divide the Commission into factions.

D. In communicating with any external stakeholder (e.g., the public, the media, legislative staff, representatives of financial or educational institutions or associations, etc.), Commissioners will not convey information that is proprietary or confidential, and will protect intellectual property and confidentiality of consumer identity (e.g., students and families). When representing the Commission, as distinct from speaking as individuals, Commissioners will not:

   1. Discuss issues, policies, decisions, or programmatic information of any substance without appropriate authorization from the Commission Chair.

2. Take a position contrary to that of the Commission, or represent interests contrary to those of the Commission, without making it explicit that such position or interests are not those of the Commission. If such a position is taken, that Commissioner will inform the Commission Chair in advance whenever possible, or if not possible, within 24 hours thereafter.

3. Conduct significant discussion of issues, policies, or future Commission decisions upon which the Commission has not taken a position in writing, without first conferring with the Commission Chair or his/her designated Commissioner(s) regarding the issues, policies, or Commission decisions to be discussed.

Commission Governance Policy 5: Committees

Commission committees are established to help the Commission fulfill its responsibilities by assessing policy issues, alternatives, and implications to support Commission deliberation. Committees have evolved. As of the 2014 revision to this Governance Policies and Procedures document, the Commission had four standing committees: the Audit Committee, the Strategic Policy and Planning Committee, the Student Impact Committee, and the Personnel, Evaluation and Nominations Committee. Responsibilities for each committee are detailed in the Commission's Orientation Manual. The Committees will also carry out other tasks as assigned by the Commission. This policy applies to any group that is formed by Commission action, whether or not it is called a committee and regardless of whether the group includes Commission members.

A Committees may not speak or act for the Commission except when formally given such authority for specific and time-limited purposes.

B Committees may not exercise authority over staff, except where specifically authorized by the Commission. Committees are to avoid over-identification with organizational parts rather than the whole, and will at all times act in accordance with the policies herein.

C Ad Hoc committees can be created to collect ideas and information**,** and recommend how the Commission may address specific issues or situations.

Commission Governance Policy 6: Making Requests of Staff

A. Commission officers or committees may make reasonable and necessary requests for information or assistance within the areas of responsibility assigned to them by the Commission. However, if the Executive Director can substantiate that fulfillment would require an undue amount of staff time or funds, or would be substantially disruptive to normal business operations, the Executive Director may appeal such requests to the Commission Chair.

B. Individual Commissioners (not acting as officers or on behalf of a Commission committee) may make reasonable and necessary requests for information. However, the Executive Director may decline to fulfill requests that, in the exercise of judgment, the Executive Director deems to require an undue amount of staff time or funds, or to be substantially disruptive to normal business operations. If the Commissioner nonetheless wishes to pursue the request, that Commissioner must make and substantiate the request to the Commission Chair.

Executive Director Assignment and Responsibilities Policies

These policies delineate the responsibilities assigned by the Commission to the Executive Director.

Global Policy: Executive Director Assignment and Responsibilities

The Commission will maintain its accountability and responsibility for the CSAC administered financial aid programs, and the oversight thereof. The Commission's committees, Commissioners and the Executive Director will have only that authority assigned to them by the Commission or by statute, regulation, or other applicable law.

The Commission's Executive Director is the executive officer for the Commission. The Commission's executive officer is responsible for policy leadership and the financial and programmatic management of the day-to-day operations of the CSAC administered financial aid programs. Accordingly, the Commission hereby delegates authority and assigns responsibilities as follows:

Assignment Policy 1: Planning

A. The Executive Director is responsible for assisting the Commission in the development of strategic plans for the CSAC administered financial aid programs.

Assignment Policy 2: Program Operations

A The Executive Director is responsible for administering the CSAC administered financial aid programs as established in state and federal law and regulations. It is the responsibility of the Executive Director to establish and maintain operational procedures.

B The Executive Director is responsible, on behalf of the Commission, to provide all statutorily required reports and data to the administration and legislature by their required due dates each year.

Assignment Policy 3: Fiscal Operations

A The Executive Director is responsible for fiscal management of the Commission and of all CSAC administered financial aid funds and programs administered by the Commission consistent with federal and state requirements and procedures and Commission policies.

B The Executive Director is authorized under state law, to enter into contracts with a third-party service or product vendors in an amount not to exceed $100,000 or more. However, in the event an emergency approval is necessary for a contract over $100,000, the Executive Director may approve such contract with simultaneous notification to the Commission. Such emergency approval shall be ratified at the next regularly scheduled Commission meeting, and if not ratified, the contract shall be canceled. Serial contracts or commitments with the same vendor in a manner that circumvents the intent of this policy are prohibited.

Assignment Policy 4: Personnel Practices

A The Executive Director is responsible for hiring, managing, training, corrective action, and, as necessary, termination of staff as prescribed in State law governing civil service employees.

Assignment Policy 5: Communication with Commissioners

A. The Executive Director will keep the Commission informed in a timely manner, and provide the necessary support for the Commission to do its work.

Assignment Policy 6: Internal and External Communication

A The Executive Director is responsible for communicating Commission policy and actions taken by the Commission to the public, the media, the administration, the legislature, representatives of financial or educational institutions or associations, or similar external constituencies, and CSAC management and staff.

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