

*BOARD & STEERING COMMITTEE
POLICIES*



January 20, 2026

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Board of Directors, Size and Composition (per Bylaws, §2.3)

Revised January 20, 2026

1. Size: SPARC intends the Board of Directors to comprise between three to five Directors. The objective is to keep the Board small so that it does not compete with the purpose of the Steering Committee in guiding programs and reflecting member preferences. Specifically:

- Three Directors is the minimum required by law;
- Five Directors should be the maximum Board size.

2. Odd number: The provision for breaking tied votes (§2.7) eliminates the need to maintain an odd number of Board members.

3. Qualifications. Directors shall be selected based on their commitment to SPARC's mission and their ability to contribute meaningfully to Board governance. Preferred qualifications include nonprofit board experience and fiscal management expertise. The Board shall seek to maintain a diverse composition that collectively provides the skills necessary for effective oversight.

4. Officers: The SPARC Bylaws (§3.5) stipulate that, except for the President/Executive Director (in accordance with §2.3.b), "a person is not required to be a current director in order to serve as an Officer." For clarity, a Board officer who is not also a current director of the Board:

- Will not count against the minimum number of directors (§2.3.a);
- Will not count when establishing a quorum (§2.7); and
- Is not a voting director of the Board (§2.7).

Steering Committee Charter (per Bylaws §2.11)

Revised January 20, 2026

1. Purpose & Responsibilities: The SPARC Steering Committee oversees SPARC's strategy and programs. Its responsibilities include:

- offering guidance to the SPARC Executive Director and staff;
- identifying emerging trends and opportunities for action;
- assisting in the prioritization of activities and programs;
- promoting SPARC's work to colleagues and external communities; and
- proposing nominees for Board of Director vacancies as requested by the Board of Directors.

The Steering Committee serves in an advisory capacity to the Board of Directors, as described in Section 2.11 of the Bylaws.

The Steering Committee typically meets once a year in person and holds approximately five virtual 90-minute meetings throughout the year. Steering Committee members also engage in regular email communication to provide input on key issues and receive updates.

2. Steering Committee Composition:

- a) The Steering Committee shall consist of between eleven to fifteen members representing the SPARC membership as defined by the Board of Directors from time to time.
- b) The number of elected Steering Committee members may be changed by a majority vote of the Steering Committee, provided the number of members shall never be fewer than three.
- c) A change in the number of elected Steering Committee members shall not remove current members prior to the expiration of their terms.

3. Member Elections: SPARC Members, as described in Article V of the Bylaws, may vote for representatives to serve on the Steering Committee using nominating and election processes approved by the Steering Committee.

4. Quorum and Voting. A quorum consists of a majority of elected Steering Committee members then in office.

5. Terms and Term Limits:

- a) Steering Committee members serve three-year terms.
- b) Members may serve a maximum of two consecutive three-year terms (for purposes of applying this two-term limit, a term will be deemed to have been served in full if a Steering Committee member serves for more than eighteen (18) total months of such term).
- c) After serving two consecutive terms, a member may be reelected only after an absence from the Steering Committee of at least one year.

6. Staggered Terms: To the extent practical, Steering Committee terms will be staggered so that approximately one-third of the elected positions expire each year.

7. Vacancies: If a Steering Committee member resigns or cannot complete their term, the Executive Director may appoint a replacement to serve the remainder of the unexpired term. Service of less than eighteen (18) months to complete an unexpired term does not count toward the two-term limit.

8. Resignation and Removal: Resignations are effective upon receipt by the Executive Director of written notification or at a later date if specified. A Steering Committee member may be removed, with or without cause, by a majority vote of all elected Steering Committee members then in office.

9. Steering Committee Officers:

9.1. Chair and Vice Chair

- a) The Steering Committee shall nominate a Chair and a Vice Chair from among its current members, subject to approval by the Board of Directors.
- b) The Chair shall preside at Steering Committee meetings and serve as an ex officio member of the Board of Directors per Section 2.3.b of the Bylaws.
- c) The Vice Chair shall perform the duties of the Chair in the Chair's absence and serve as an ex officio member of the Board of Directors per Section 2.3.b of the Bylaws.

9.2. Chair and Vice Chair Terms and Limits

- a) The Chair and Vice Chair serve one three-year term, provided they remain Steering Committee members.
- b) If the Chair or Vice Chair has less than three years remaining on their Steering Committee term at the time they are elected, their Steering Committee term will be extended as necessary to allow them to serve their full three-year term..
- c) Officer terms expire at the next Annual Meeting and continue until successors are elected and qualified.
- d) The outgoing Chair and Vice Chair remain as ex officio members of the Board of Directors until their successors assume office.

9.3. Chair and Vice Chair Vacancies: If the Chair or Vice Chair position becomes vacant, the Steering Committee shall elect a replacement from among its members to serve the remainder of the unexpired term.

10. Working Groups: The Steering Committee may establish Working Groups on specific issues. Working Groups may be of any size, but must include at least one Steering Committee member. Working Groups are solely advisory.

11. Appointed Advisors: The Executive Director may appoint up to seven individuals with expertise, experience, or perspective useful to SPARC to serve renewable one-year terms as non-voting members of the Steering Committee. Appointed members do not count against the number of elected members.

Steering Committee Nominating & Elections Committee (per Bylaws §2.11)

Revised January 20, 2026

1. Purpose: The Nominating and Elections Committee is responsible for identifying, recruiting, and nominating qualified candidates for election to the Steering Committee and for overseeing the election process in accordance with these bylaws.

2. Composition: The Nominating and Elections Committee shall consist of no fewer than three members. The committee shall include at least one current Board member as the Chair and may include former Board members and other qualified individuals from SPARC's membership or community. The Executive Director, in consultation with the Steering Committee Chair, may balance the Nominating Committee demographics, if needed, by inviting additional SPARC member representatives. Members do not need to be on the Steering Committee to participate.

3. Appointment and Terms: Committee members, whether volunteers or appointed by the Board Chair, serve renewable one-year terms. The Board Chair shall designate one member to serve as committee chair. Members may be reappointed for consecutive terms.

4. Duties and Responsibilities: The Nominating and Elections Committee shall:

- a) Develop and maintain written criteria for Steering Committee service, including desired experience and diversity considerations.
- b) Identify potential candidates for the Steering Committee and assess their qualifications.
- c) Present a slate of nominees to the Board of Directors, the full Steering Committee, and membership.
- d) Administer Steering Committee and Officer elections in accordance with established procedures.
- e) Report to the Steering Committee on committee activities.

5. Nomination Process: The committee shall present its slate of nominees to the Steering Committee at least 45 days prior to the annual meeting. Additional nominations may be made by SPARC member institutions, provided the nominee has consented to serve and meets the qualifications established by the Steering Committee.

6. Meetings; The Nominating Committee shall meet as necessary to fulfill its duties, but no less than twice annually. A majority of committee members shall constitute a quorum for conducting business.

7. Election Process:

- a) The Steering Committee election will be held by anonymous virtual vote using an online voting platform. All SPARC member institutions have one voting representative, selected by their institution.
- b) The candidates with the highest vote counts will be deemed elected to the Steering Committee for the open slots for a three-year term from January 1 - December 31 of the following year. The Steering Committee will vote to break any tie votes.

8. Voting Rights: Only SPARC members in good standing may vote for representatives to serve on the Steering Committee. Each institutional member in good standing shall have one vote.

9. Steering Committee Officer Nomination Process:

- a) The Chair and Vice Chair are nominated by the voting Steering Committee members, subject to approval by the Board of Directors.
- b) All voting Steering Committee members may be nominated for the Chair or Vice Chair position.

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- c) Any voting Steering Committee member may propose themselves or another voting Committee member to be considered for nomination.
- d) Proposed Chair and Vice Chair candidates should be committed to SPARC's mission and able to contribute meaningfully to SPARC's governance. Preferred qualifications include nonprofit board experience and fiscal management expertise.
- e) Proposed candidates will be communicated via email. If no one is proposed or if there are not enough proposed candidates, the Executive Director will propose one or more candidates for consideration by the Steering Committee. Nominations will be open for one week.
- f) The Executive Director or their designee will confirm a proposed candidate's willingness to serve.
- g) The Officer nominations will be held by anonymous virtual vote, with the candidate with the highest vote counts deemed nominated to be Chair and the second highest vote count deemed nominated to be Vice Chair. The approval of the Board of Directors is required before a nominee takes office.
- h) In the event of a tie, a virtual runoff vote will be held.
- i) Officers may resign at any time by giving written notice to the Executive Director.

10. Approximate Steering Committee Nomination Schedule:

August – September: Call for volunteers and/or appoint at least a three-person Nominating Committee from the SPARC membership with one person acting as chair. Receive approval from the Steering Committee. *(Responsible: SPARC staff)*

September: Virtual Nominating Committee Kick-off meeting to discuss process, brainstorm potential nominees, and answer any questions. *(Responsible: SPARC staff)*

Early October: Issue a call for nominations from the membership, with a mid-October deadline. *(Responsible: Nominating Committee Chair with SPARC staff support)*

Mid October: Review and rate nominees in order to finalize a slate of candidates. *(Responsible: Nominating Committee with SPARC support)*

Late October: Present Steering Committee with slate of nominees for approval. *(Responsible: Nominating Committee Chair with SPARC staff support)*

Late October – Early November: Contact nominees to get their consent to run for the Steering Committee and collect responses to questions, brief biographies, photos. *(Responsible: SPARC)* Develop voting forms, create website, and draft communications *(Responsible: SPARC staff)*

Mid November: Open voting. Close vote one week later. Tally results. *(Responsible: SPARC staff)*

Late November: Contact all candidates and tell them the results. *(Responsible: Nominating Committee Chair with SPARC staff support)*

Late November: Announce new Steering Committee members to the SPARC membership and public. *(Responsible: SPARC staff)*

January: New Steering Committee member orientation call *(Responsible: SPARC staff)*

Executive Director Succession & Selection Policy (per Bylaws §4.2)

Revised August 26, 2025

1. Purpose: This policy establishes procedures for executive director succession planning and selection to ensure organizational continuity, effective leadership transition, and alignment with SPARC's mission and strategic objectives. This policy applies to all circumstances of executive director vacancy and succession planning activities.

2. Succession Planning: The Board of Directors shall maintain an Executive Succession Plan that identifies potential internal candidates, leadership development needs, and emergency succession procedures.

3. Authority & Process: Upon vacancy in the Executive Director position due to resignation, removal, retirement, death, incapacity, or other cause, the Board of Directors shall designate an interim Executive Director within 30 days and initiate a search process within 60 days.

4. Search Committee Composition:

- a) The Board Secretary shall convene a Search Committee, as described in Bylaws article 4.2.a, consisting of three to five Steering Committee members, including the Board Secretary or designee as committee chair.
- b) The Board Secretary may also invite up to two former SPARC Steering Committee Chairs to participate as non-voting members of the Search Committee.
- c) Unless the interim Director is a candidate for the Executive Director position, the interim Executive Director may participate in Search Committee meetings in a non-voting advisory capacity.
- d) Committee members must be free of conflicts of interest and able to commit necessary time to the search process.

5. Decision-Making:

- a) The Search Committee shall present one to three finalists to the Board of Directors, which retains final hiring authority by majority vote at a properly noticed Board meeting.
- b) The Board's decision shall be documented in the meeting minutes with a summary of the rationale behind the selection.
- c) Each finalist recommendation shall include qualifications assessment, interview results, reference check summaries, and committee recommendation rationale
 - i. Finalists shall be invited to meet with the full Board and key stakeholders
 - ii. The Steering Committee shall have opportunity to ask questions and provide input before the Board's final vote.

6. Policy Compliance & Documentation:

- a) All search procedures shall comply with applicable laws, regulations, and organizational policies.
- b) Processes shall adhere to SPARC's conflict of interest policies and ethical guidelines.
- c) Equal opportunity and non-discrimination principles shall be maintained throughout
- d) All search materials and discussions shall be maintained in strict confidence
- e) Final search report shall be prepared and filed with organizational records

7. Implementation & Review:

7.1. Policy Adoption

- a) This policy shall take effect upon Board approval and supersede all previous succession policies
- b) Policy shall be reviewed annually and updated as needed

7.2. Related Policies

- a) Executive Succession Plan (*forthcoming*)
- b) Conflict of Interest Policy

Conflict of Interest Policy (per Bylaws, Article VII)

Revised August 26, 2025

1. Purpose: The purpose of the conflict of interest policy is to protect SPARC's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director on the Board, officer, managerial employee, or any individual who holds a similar position of power in SPARC. This includes transactions and arrangements that might benefit these persons directly as well as indirectly through family and business relationships, including but not limited to transactions and arrangements that could be deemed an "excess benefit transaction" under federal tax law. This policy is intended to supplement but not replace any applicable District of Columbia and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

2. Policy: Anyone making decisions on behalf of SPARC should always act based on the best interests of the organization, and no individual associated with SPARC should use their position for personal benefit, for the benefit of friends or relatives, or to further any outside interests or personal agenda. This standard applies to all transactions and decisions, whether or not covered by the detailed policies and procedures below.

3. Definitions:

- a) An interested person may be a director on the Board, officer, managerial employee, Steering Committee member, or any individual who holds a similar position of power in SPARC, or any person who has held any of the foregoing positions within the most recent 5 years.
- b) A potential conflict of interest exists whenever the personal, professional or financial interest of an interested person is not aligned with the interests of the organization, or when such an interest or any conflicting fiduciary duty might influence the interested person's actions and judgment on behalf of SPARC. A potential conflict also exists when there is an appearance that an interested person's actions may be influenced by a competing interest or duty.
- c) A conflict of interest exists whenever an interested person's competing interest or fiduciary duty is substantial enough that the interested person cannot reasonably be expected to exercise independent judgment and take action in the best interest of SPARC.

Conflicts of interest most frequently arise in (but are in no way limited to) the context of:

- decisions about an interested person's compensation from SPARC (whether as a contractor or employee);
- decisions about transactions with entities in which an interested person holds an ownership interest;
- decisions about transactions with entities with which an interested person has received any form of compensation, gift, or favors (whether as a contractor or employee or in any other capacity).

Conflicts (or the appearance of conflicts) may also arise when SPARC is contemplating a transaction with a spouse, close relative, or domestic partner of an interested person, or any entity in which such a related person has an ownership interest or which employs such a person.

Conflicts of interest will generally not be considered to arise when the potential benefit to the interested person is tenuous or remote, such as an interested person with investments in a mutual fund which holds a small amount of stock in a particular company. In addition, the fact that an interested person is also a director, officer, member or volunteer of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which SPARC also obtains or seeks funds shall not by itself be deemed to be a conflict of interest if there are otherwise no indications that the interested person has a conflict of interest.

4. Procedure: Whenever an interested person becomes aware of a potential conflict of interest, whether financial or otherwise, they shall make the situation known to the Board of Directors or Steering Committee,

as appropriate, and provide all facts material to understanding the nature and scope of the conflict, including whether the interested person believes their ability to make an independent decision based solely on the best interest of SPARC has been compromised. If the interested person involved does not make this disclosure, another director, officer, employee, or Steering Committee member with knowledge of the potential conflict should draw it to the attention of the Board of Directors. The interested person shall cooperate with any and all requests for additional material facts.

After such disclosure, and after any discussion with the interested person, the remaining directors on the Board who are not interested persons with respect to the potential conflict of interest at issue (the "Disinterested Directors") shall decide whether a conflict of interest exists, outside of the presence and participation of the interest person (aside from discussions with the interested person prior to final discussion and voting).

If a conflict of interest is determined to exist, the Disinterested Directors shall exercise due diligence to review the proposed transaction or arrangement and investigate potential alternatives, outside of the presence and participation of the interested person (aside from discussions with the interested person prior to final discussion and voting). The Disinterested Directors shall exercise due diligence to review whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not giving rise to a conflict of interest, the Disinterested Directors shall determine whether the transaction or arrangement is:

- a) is in SPARC's best interest and for its own benefit;
- b) is fair and reasonable to SPARC; and
- c) is the most advantageous transaction or arrangement SPARC can obtain with reasonable efforts under the circumstances.

The Disinterested Directors shall keep minutes of any and all meetings and proceedings, which must document the foregoing procedural steps, the basis for all determinations by the Disinterested Directors, and the key terms of any transaction or arrangement approved by the Disinterested Directors.

5. Annual Distribution, Acknowledgment & Disclosure: This conflict of interest policy shall be distributed annually to all directors on the Board, officers, managerial employees, Steering Committee members, and other relevant persons, along with a disclosure statement. All covered individuals shall sign and return this annual disclosure statement, acknowledging that they have disclosed any and all potential conflicts of interest and that they have received a copy of this policy, understand it, and agree to abide by its terms.

Organizational Records Policy and Public Disclosure (per Bylaws §8.4)

Revised August 26, 2025

Meeting Records: The Secretary shall maintain adequate minutes of all Board meetings and all meetings of committees with Board-delegated powers, containing at minimum:

- (a) The names of those in attendance, resolutions passed, and the outcomes of any votes taken.
- (b) For potential conflicts of interest: names of persons with disclosed interests, nature of interests, actions taken to determine conflicts, and Board or committee decisions regarding conflicts.
- (c) For conflict-related transactions: names of persons present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including alternatives considered, and a record of any votes taken.

The Corporation shall maintain as permanent records: Board meeting minutes; records of all actions taken by the Directors without a meeting; records of all Board committee actions on Corporation's behalf; and appropriate accounting records.

Public Disclosure: The Corporation shall maintain for public inspection at its principal place of business copies of any Form 990 (information tax return) filed within the past three years (excluding any information that identifies donors, as permitted by law to be redacted) and, upon receiving IRS recognition of its 501(c)(3) status, the Form 1023 (exemption application) as filed.

The Corporation shall either (i) make such materials widely available to the public, such as by posting on the Internet, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This obligation shall be no broader than required by law and shall not apply if the Corporation is the target of a campaign of harassment.

Document Retention and Destruction Policy (per Bylaws §8.4)

Adopted _____, 2025

1. Purpose: In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this document retention and destruction policy provides for the systematic review, retention, and destruction of documents received or created by SPARC in connection with the transaction of SPARC business. This document retention and destruction policy is designed to help ensure compliance with federal and state laws and regulations and to avoid inadvertent destruction of documents.

2. Documents Covered by this Policy: For purposes of this document retention and destruction policy, the term "document," when used as a noun, means information inscribed on any medium, including paper, digital files, photographs, and audio/video recordings, that: (a) is identified as a Permanent Document according to Section 4 of this document retention and destruction policy; (b) is subject to a legal hold pursuant to Section 5 of this document retention and destruction policy; or (c) otherwise documents any official action or position, official program, policy, procedure, guideline, or activity of legal, regulatory, governance, mission, strategic, or financial importance to SPARC.

3. Electronic Storage of Documents:

- a) SPARC strives to efficiently minimize the amount of paper documents that it maintains. Therefore, whenever possible, a copy of all final versions of paper documents should be clearly, accurately, and completely scanned or otherwise converted to digital format and transferred to an electronic document management system that complies with the following requirements:

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- i. The electronic document management system must have reasonable controls to ensure the integrity, accuracy, authenticity and reliability of the documents kept in electronic form;
 - ii. The electronic documents must be maintained in reasonable order and in a safe and accessible place, and in such manner as they may be readily inspected or examined (for example, the electronic document management system should be capable of indexing, retaining, preserving, retrieving and reproducing the electronic documents);
 - iii. The electronic documents must be convertible into legible and readable paper copy; and
 - iv. Adequate regular document management practices must be established and implemented, such as providing a secure storage environment, creating back-up electronic copies, and making periodic quality assurance assessments.
- b) Except as otherwise authorized by the Board of Directors, the President/Executive Director, or another Officer or agent delegated with the proper authority by the Board of Directors, or unless subject to the legal hold pursuant to Section 5 of this document retention and destruction policy or otherwise required by applicable law to be maintained, all paper documents shall be destroyed in accordance with Section 5 of this document retention and destruction policy after a copy is stored in an electronic document management system that complies with the requirements above.

4. Document Retention:

- a) The following categories of documents (the "Permanent Documents") shall be maintained permanently under all circumstances (except for paper documents that are shredded after they are transferred to an electronic document management system pursuant to Section 3 of this document retention and destruction policy):
- Articles of Incorporation
 - Bylaws
 - Board Policies
 - Board Meeting Minutes, Resolutions, and Waivers/Consents
 - Written Board Actions
 - IRS Application for Tax-Exempt Status (Form 1023)
 - IRS Determination Letter
 - State and Local Tax Exemption Applications
 - State and Local Tax Exemption Determination Letters
 - Annual Audit Reports and Financial Statements
 - Depreciation Schedules
 - Fixed Asset Documents
 - IRS Form 990 Tax Returns
 - State and Local Income Tax Returns
 - Payroll Registers
 - State Unemployment Tax Records
 - Workers Comp Records and Claims
 - Emails and Other Correspondence with Attorneys on Legal Matters

- Employment and Severance Agreements
 - Employee Handbooks
 - Employee Benefit Plan Documents
 - Employee Personnel Files
 - Whistleblower Complaints
 - Property Appraisals
 - Copyright Registrations
 - Trademark Registrations
 - Insurance Policies
 - Real Estate Documents
 - Leases
- b) Documents other than the Permanent Documents (for example, SPARC's financial transactions and supporting accounting records) ("Other Documents") shall nonetheless be maintained until the Board of Directors, the President/Executive Director, or another Officer or agent delegated with the proper authority by the Board of Directors authorized certain Other Documents of a certain type and/or time period to be deleted or destroyed, provided that no person shall authorize the deletion or destruction of any documents: (1) specified in a legal hold pursuant Section 5 of this document retention and destruction policy; (2) for the purpose of impeding or obstructing any official proceeding; (3) or otherwise in a manner that does not comply with this document retention and destruction policy, the Sarbanes-Oxley Act, or other applicable law. Other Documents should generally be maintained for at least seven (7) complete fiscal / tax years prior to being authorized for deletion or destruction.

5. Suspension of Document Destruction:

- a) From time to time the Board of Directors, the President/Executive Director, or another Officer or agent delegated with the proper authority by the Board of Directors, may issue a notice, known as a "legal hold," suspending the destruction of documents due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No documents specified in any legal hold (whether in paper or electronic form) may be destroyed until the legal hold is withdrawn in writing.
- b) The Board of Directors, the President/Executive Director, or another Officer or agent delegated with the proper authority by the Board of Directors, may withdraw a legal hold only upon reaching the reasonable conclusion after consulting legal counsel that the litigation, audit, government investigation, or similar proceedings has concluded or will not take place.
- c) Notwithstanding any other provision of this Section 5, under no circumstances shall any document (whether in paper or electronic form) be destroyed, altered, covered up, or falsified with the intent of impeding or obstructing any investigation or official proceeding or otherwise in violation of federal, state, or local law.

6. Method of Document Destruction: Destruction of electronic documents will be accomplished by deletion of the documents from applicable devices and/or shared drives and, when practicable, backup servers. Destruction of confidential or proprietary paper documents will be accomplished by shredding. Paper documents that are not confidential or proprietary may be destroyed through normal trash disposal methods.

Compensation & Business Relationships Policy (per Bylaws §8.5)

Revised August 26, 2025

1. Compensation Policy: This Compensation Policy is intended to supplement but not replace SPARC's Conflict of Interest Policy, as well as any applicable District of Columbia and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations. In establishing appropriate compensation, if any, for a director on the Board, officer, managerial employee, Steering Committee member, or any individual who holds a similar position of power in SPARC, whether as an employee or contractor, for an individual who is a Director, officer, member of the Steering Committee, or a committee with Board-delegated powers, or anyone else exercising substantial influence over SPARC, the Board of Directors shall:

- a) recuse and exclude any persons who receive directly or indirectly a substantial portion of their income from the Corporation (or otherwise do not qualify as "Disinterested Directors" pursuant to SPARC's Conflict of Interest Policy);
- b) rely on appropriate comparative data, including comparable agreements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data;
- c) document such data and other bases upon which the Disinterested Directors rely in making their compensation determinations; and
- d) record the names of the persons who were present for discussions and votes relating to the compensation and tallies of any votes taken during consideration of the compensation. If SPARC is operating under a fiscal sponsorship agreement, all compensation levels shall be subject to review by the fiscal sponsor.

2. Compensation Committee: The Board of Directors may, if it chooses, establish a compensation committee to review appropriate levels of compensation and make recommendations, subject to the final approval of the Disinterested Directors on the Board. A compensation committee shall consist solely of disinterested persons with respect to the transaction in question and shall follow the above-outlined procedures.

3. Shared Employees: For any employees shared by SPARC and another organization, the Board may, if it chooses, adopt a policy that compensation for some or all such employees shall be at an amount set by the other organization, but only if the Board of Directors determines that the other organization has adopted and complies with a policy and procedures to ensure that compensation arrangements and benefits are reasonable and based on competent survey information.

4. Periodic Reviews: To help ensure SPARC avoids private inurement, impermissible private benefit, and excess benefit transactions, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include:

- a) whether compensation arrangements and benefits are reasonable and set in accordance with the compensation policy above; and
- b) whether partnerships, joint ventures, and arrangements with management corporations conform to SPARC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

5. Use of Outside Experts: When setting compensation pursuant to §1 of this policy or conducting the periodic reviews as described in §4, SPARC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that compensation is reasonable and that periodic reviews are conducted.

Cash Reserves & Use of Funds Policy (per Bylaws §8.5)

Revision History:

- Original draft, December 30, 2014
- Revised August 31, 2017; July 29, 2019; August 26, 2025

1. Purpose: The SPARC reserves policy is intended to strengthen the financial stability of SPARC's mission, programs, and operations. It also provides an internal source of funds for organizational priorities, such as program opportunities and capacity building.

The policy establishes operating reserve guidelines that will allow SPARC to operate in the event of short-term cash shortfalls and unexpected expenses. The policy also documents the protocols for cash management and the investment of SPARC funds, with the primary investment objectives of capital preservation and liquidity.

2. Definitions & Goals:

a) Operating Reserve

The Operating Reserve is intended to provide an internal source of funds to cover short-term cash flow deficits due to one-time, unbudgeted expenses or unanticipated funding disruptions. The Operating Reserve is intended to cover short-term funding gaps, not to replace a permanent loss of funding or to cover an ongoing budget gap.

- i. SPARC will maintain a cash Operating Reserve that will be no less than three months' and no more than six months' average operating expenses. The minimum Operating Reserve target will be calculated annually based on the previous year's expenses. The Executive Director will report to the Steering Committee annually on the status of these reserves to ensure that the organization is in compliance with this policy.
- ii. The Operating Reserve will be funded with surplus unrestricted operating funds. The Executive Director, with the Steering Committee's consent, may direct that a specific source of revenue (such as one-time grants or gifts) be set aside for the Operating Reserve. Unless otherwise approved by the Board of Directors, at least 50% of the increase in each year's unrestricted net assets will be transferred to the Operating Reserve until the maximum reserve balance has been reached. The Executive Director's annual budget will include a line item that maintains the Operating Reserve at the stipulated level.
- iii. The Operating Reserve funds will be held as cash or liquid investment instruments in accordance with the Investment Policy (§3, below), as approved by the Board of Directors and reviewed on an annual basis.
- iv. Any withdrawal from the Operating Reserve must comply with the authorization and use terms specified in §4 of this policy.

b) Agility Reserve

Once the Operating Reserve is fully funded, SPARC will maintain a cash Agility Reserve that allows the organization to act on unforeseen and unbudgeted program opportunities that advance its mission. The Agility Reserve is also intended to provide a source of internal funds for organizational capacity building, such as staff development or investment in infrastructure.

- i. The Agility Reserve target amount will be based on the recommendation of the Executive Director and approved by the Board of Directors. Unless the Executive Director recommends otherwise, the Agility reserve will represent three-months' expenses. The Agility Reserve target will be calculated annually based on the previous year's expenses. The Board of Directors will review the operating budget annually to ensure that the organization is in compliance with this policy.

- ii. The Agility Reserve will be funded with surplus unrestricted operating funds. The Executive Director's annual budget should include a line item for the Agility Reserve.
- iii. The Agility Reserve funds will be held as cash or liquid investment instruments in accordance with the Investment Policy (§3, below), as approved by the Board of Directors and reviewed on an annual basis
- iv. Any withdrawal from the Agility Reserve must comply with the authorization and use terms specified in §4 of this policy.

c) Investment Reserve

Any surplus operating income available after the Operating and Agility Reserves have been funded may be invested in interest-generating accounts as described below.

- i. The Investment Reserve target amount will be based on the recommendation of the Executive Director and reviewed by the Board of Directors.
- ii. The Investment Reserve funds will be invested in accordance with the Investment Policy §3, below), as approved by the Board of Directors and reviewed on an annual basis.
- iii. Earnings from the Investment Reserve investments will be added to the fund's balance until the target reserve balance has been reached. Once the Investment Reserve target balance is attained, investment earnings may be added to the fund's balance or added to SPARC's unrestricted cash operating reserves, at the Executive Director's discretion.
- iv. Any withdrawal from the Investment Reserve must comply with the authorization and use terms specified in §4 of this policy.

3. Investment Policy: SPARC shall seek competitive rates of return on its cash assets designated for investment with a conservative investment profile presenting minimal risk. As capital preservation and liquidity are the principal objectives for investing SPARC's Reserve funds, SPARC will apply the following guidelines for its invested funds:

- a) Maturity for each investment should be no more than three years.
- b) At least 25% of the portfolio should have a maturity of less than 360 days.
- c) Permissible investments include liquid money market funds, certificates of deposit, government bonds, and government bond mutual funds.
- d) Assets will be invested with institutions that are FDIC or SIPC (Security Investor Protections Corporation) insured.
- e) Investments exceeding \$100,000 should be made with the advice of an SEC-registered investment advisor, appointed by the Executive Director in consultation with the Board of Directors.
- f) The Executive Director will report on the investment portfolio performance at least annually.

4. Authorization & Use: A resolution of the SPARC Board of Directors shall authorize the Executive Director to implement this investment policy.

a) Appropriate Use

The Executive Director will identify the need to access Reserve funds and ensure that the use is consistent with the purposes of the Reserves described in this policy. This will include an analysis of the reason for the shortfall (for the Operating Reserve) or the opportunity (for the Agility Reserve), the availability of other fund sources before resorting to the Reserves, and an evaluation of the time period required for the funds to be used and replenished.

b) Authority to Use Ordinary Funds

The annual SPARC budget, as approved by the Board of Directors and reviewed by the Steering Committee, will serve as authorization for SPARC to draw down its unrestricted cash balance as necessary and appropriate. The Executive Director will consult with the Board of Directors prior to any non-grant expenditure over \$250,000. The Executive Director has authority to make any non-grant expenditure less than this amount.

c) Authority to Use Reserves

The Board of Directors delegates authority to use the Reserves to the Executive Director. The Executive Director will report use of the Reserves to the Board of Directors at the Board's next scheduled meeting, accompanied by a description of the need and use for the funds and plans for replenishing the Reserves to the targeted levels. The Executive Director will seek prior approval from the Board if use of the Operating Reserve will require longer than twelve months to replenish to the minimum level.

d) Reporting

The Executive Director is responsible for ensuring that the Reserve funds are maintained and used in conformance with this policy. The Executive Director will maintain records of the use of the funds and the plans for replenishment and will report to the Steering Committee on progress to restore the Reserves.

5. Policy Review: Changes to the policy must be approved by the Board of Directors.

Approach to Social, Political & Natural Events

Revised August 4, 2025

SPARC's program priorities manifest our mission to support systems for research and education that are open by default and equitable by design. Our program activities demonstrate our commitment and strategies for effecting systemic change that addresses the ways knowledge systems exclude people due to racism, colonialism, and other legacies of injustice.

Guided by our members, we continuously examine our program activities and their effectiveness towards realizing our mission. When social, political, and natural events surface issues that SPARC can address materially through specific actions, we work to align our program priorities accordingly, in close collaboration with SPARC's Steering Committee.

Consistent with this approach, SPARC responds to social, political, and natural events through tangible mission-oriented activities whereby SPARC can effect meaningful change. We encourage our members and team to propose new program activities that would enable us to maximize our mission.

Code of Conduct

Revised August 26, 2025

1. Preface: This Code of Conduct sets the standard of conduct expected of all SPARC community members, SPARC event participants, and any SPARC related online spaces. It sets the expectation that all participants will actively work to create a safe, welcoming, and inclusive environment and strictly prohibits discrimination, harassment, and sexual harassment. Participation in any SPARC activities is conditional upon acceptance of the Code of Conduct.

If you experience or witness a violation of this Code of Conduct, please submit a report through this form, by email to conduct@sparcopen.org, or to any Officer listed below.

2. Scope: This Code of Conduct applies to all aspects of SPARC's activities where individuals' behavior affects the ability of others to participate regardless of platform or communication medium. This includes virtual meetings, webinars, communities of practices, in-person meetings, informal side meetings associated with SPARC, social platforms, email discussion lists, and other related interactions. This Code of Conduct applies to all participants in SPARC activities, including attendees, presenters, funders, sponsors, volunteers, staff, vendors, consultants, the SPARC Steering Committee, and the SPARC Board of Directors.

3. Standard of Conduct: SPARC seeks to offer a safe, welcoming, and inclusive space for learning and sharing. These values can only thrive in an environment that is free from harassment, sexual harassment, and discriminatory behavior.

The standard of conduct for SPARC is set forth below and is further defined in Section VIII. Anyone asked to cease behavior in violation of this Code of Conduct is expected to comply immediately. Engaging in prohibited behavior is subject to enforcement action, which may include being removed from the conference or its online spaces.

All participants share responsibility for upholding this standard and are encouraged to intervene or report any behavior that may violate this Code of Conduct.

a) Behavior that is expected and encouraged:

- Be respectful, inclusive, and accepting of others. Actively seek to challenge your personal biases, assumptions, and preconceived stereotypes. Approach differences with openness and curiosity.
- Be conscious of how your words and actions might harm others (even unintentionally). Take time to educate yourself on how to be more inclusive, and listen when someone takes the time to educate you.
- Be aware of privilege and power dynamics. If you find you are talking or commenting a lot, consider stepping back to leave more space for others. If you share the work or ideas of others, give credit where it is due.
- Be considerate of privacy and personal boundaries. Give others a chance to "opt-in" to personal interactions, and respect limits when they are set.
- Be constructive in offering criticism, and be gracious in accepting it. Consider "calling in" rather than "calling out," and direct critiques toward ideas rather than people.
- Be committed to maintaining an educational environment. If you are affiliated with a proprietary product or service, do not engage in advertising activities in conference spaces, except as explicitly permitted by a sponsor agreement.

b) Behavior that is strictly prohibited:

- Discrimination, including unfavorable or disparate treatment to others because of any aspect of their identity, appearance, or protected class.
- Harassment and harassing behavior, including use of epithets and slurs, derogatory or hostile comments, repeated attempts to make contact, or any behavior that interferes with another person's participation in the conference.
- Sexual harassment, including use of sexual images, jokes of a sexual or gendered nature, or any unwelcome contact of a sexual nature in any medium.

4. Roles and Responsibilities

This section outlines the roles and responsibilities pertaining to enforcement of this Code of Conduct.

a) Board of Directors

The SPARC Board of Directors ("Board") bears ultimate responsibility for ensuring that this Code of Conduct is enforced.

b) Staff Representatives

The Board will also designate two staff representatives of different genders from SPARC to advise and provide administrative support to the Board ("Staff Representative"). The interim staff representative is: Valorie Hollister <val@sparcopen.org>.

5. Reporting Process

The process for reporting violations of this Code of Conduct and how we respond to reports is laid out in this section.

a) How to Report a Violation

Reports may be submitted in the following ways:

- To the Board via an Online Form (which includes the option to submit anonymously).
- To the Board via conduct@sparcopen.org.
- Directly to any individual Board Member or the Staff Representative.

Reports may be submitted by:

- Individuals who have been harmed by a violation of this Code of Conduct.
- Witnesses to a violation of this Code of Conduct.
- Third parties in possession of information regarding a violation of this Code of Conduct.

Information that is helpful to include in reports:

- Identifying information of the person who has violated the Code of Conduct.
- A description of the behavior that was in violation of the Code of Conduct, including what, where, and when.
- Other people involved in or witness to the incident and any available contact information.
- Links to any publicly available records (e.g. tweets, session recordings, etc.) or other relevant information.

b) How Reports are Processed

The Staff Representative(s) are responsible for facilitating the processing of reports. As a general rule, the Staff Representative will follow the following steps upon receiving a Code of Conduct report:

- Assess the situation to determine whether immediate action is necessary to prevent further harm.
- Contact the person making the report (if possible) to gather any additional information and determine how anyone harmed by the violation can be best supported.
- Investigate the report to the extent that the details provided allow, including reviewing any documentation, interviewing the parties involved, interviewing any witnesses, and gathering additional evidence.
- Convene the Board to review the findings of the investigation and decide what, if any, enforcement action to take.
- Brief the Staff Representative on the outcome in order to determine whether any additional steps are necessary and if applicable, consult legal counsel or any other relevant parties.
- In the event of a significant enforcement action, notify the SPARC Steering Committee of the Board's decision, withholding confidential details if necessary.
- Consult any intended action with the person making the report (if possible).
- Communicate the outcome of the investigation and any sanctions to the person reported for violating the Code of Conduct.
- Inform any other relevant parties or participants, if applicable.

In general, the Board will begin to process a report as soon as it is received. The procedure and length of time it takes to fully process a report will depend on the circumstances of the report. There is no time limit or statute of limitations on when reports may be submitted.

All formal reports will be documented along with any action taken, and the records held by the current Staff Representative.

- c) **Confidentiality and Anonymity:** Those submitting Code of Conduct reports may request confidentiality. The Board takes confidentiality seriously and will protect confidentiality in the reporting process to every extent possible. Confidential information will be circulated to the minimum number of people necessary to process the report, and documentation will be handled with utmost sensitivity.

Reports may be submitted anonymously. While anonymous reports will be taken seriously, reporting an incident anonymously or wishing not to disclose key details (e.g. the name of the person being reported) may inhibit the Board's ability to take enforcement action.

- d) **Reports Regarding SPARC Organizational Officials:** If a report is submitted regarding any member of the Board, Steering Committee, Staff Representative, or other person involved with SPARC, the person reported will not be allowed to view the report, participate in running the investigation, or access any of the Board's records pertaining to the report.

Retaliation against anyone who submits a report or cooperates with an investigation is strictly prohibited.

6.. Enforcement and Sanctions: Engaging in harmful behavior has consequences. The Board may impose sanctions depending on the severity of a violation.

Examples of potential actions by the Board may include:

- Issuing a written or verbal warning.
- Removing comments, materials, or recordings with harmful content.

- Ending a presentation early.
- Removing a person's volunteer or committee responsibilities.
- Expelling a person from the meeting/activity.
- Blocking or reporting a person in online platforms (Linkedin, BlueSky, Mastodon, Facebook, X/Twitter, email lists, etc.)
- Imposing a ban on future participation in SPARC-sponsored activities.
- Reporting a person's behavior to the appropriate authorities.

A person sanctioned for violating the Code of Conduct is expected to comply with the terms of the sanctions, and non-compliance may be grounds for further sanctions.

Any matters regarding the actions of the Board or reports regarding any of its Officers or the Staff Representative may be sent directly to any member of the Board.

7. Definitions of Prohibited Behavior: This section provides further definitions for what constitutes prohibited behavior under Section III.

a) Discrimination

Discrimination occurs when a participant is denied equal opportunity and suffers unfavorable or disparate treatment because of that individual's identity, which may include their race, sex, sexual orientation, gender identity, national or ethnic origin, ancestry, age, disability, religion, veteran status, or other protected categories under the law.

b) Harassment and Harassing Behavior

Harassment is unwelcome conduct (whether physical, verbal, written, or via technology) that is based on a person's identity or protected class, which may include their race, sex, sexual orientation, gender identity, national or ethnic origin, ancestry, age, disability, religion, veteran status, or other protected categories under the law. Moreover, harassing behavior not based on any of the above discriminatory factors that creates an intimidating, hostile, or offensive environment also is unacceptable and subject to enforcement action under the Code of Conduct. Harassment and harassing behavior has the purpose or potential effect of interfering with an individual's ability to participate in the SPARC community and events.

Some examples of harassment include (but are not limited to):

- Offensive comments related to a person's identity or protected class
- Using epithets, slurs or stereotypes
- Mocking, ridiculing, or mimicking another's culture, accent, appearance, or custom
- Deliberate intimidation, threats of violence, or incitement of violence (including encouraging self-harm)
- Stalking or following
- Harassing photography or recording, including logging online activity for harassment purposes
- Continued one-on-one communication after requests to cease
- Publication of private information, including private communications (unless publication is necessary to protect oneself or others from intentional abuse) or deliberate "outing" of any aspect of a person's identity without their consent

c) Sexual Harassment

Sexual Harassment encompasses unwelcome sexual advances, requests for sexual favors, and other verbal or physical behavior of a sexual or gendered nature that interferes with an individual's ability to participate in the SPARC community activities or creates an intimidating, hostile, or

offensive environment. Sexual harassment can include such behaviors as unwanted touching or unwelcome conduct (whether physical, verbal, written, or via technology) of a sexual or gendered nature.

Some examples of sexual harassment include (but are not limited to):

- Unwelcome and repeated flirtations, propositions, advances, staring, or other sexual attention
- Unwelcome physical contact
- Use of sexually suggestive language, gestures, or sounds (including whistling)
- Display of sexually suggestive objects or pictures
- Offensive, insulting, derogatory, or degrading remarks related to sex or gender
- Unwelcome comments about appearance
- Deliberate misgendering, including deadnaming (referring to someone who has changed their name by their previous name) and intentional use of pronouns that do not correspond to a person's gender identity or specified preference
- Sexual jokes or use of sexually explicit or offensive language
- Gender- or sex-based pranks
- Demands for sexual favors in exchange for favorable or preferential treatment

8. Acknowledgements: Nothing in this Code of Conduct shall be construed as creating a legal duty SPARC to take or refrain from taking any particular action with respect to reports or incidents. SPARC does not assume responsibility for the behavior of participants but will take reasonable steps to respond to violations in accordance with this Code of Conduct.

This Code of Conduct was adapted from the [Open Education Conference Code of Conduct](#), which is available under a Creative Commons Attribution 4.0 International License. The Open Education Conference attributes the [OpenCon Code of Conduct](#) for Sections V-VII of this Code of Conduct. For additional attributions, please reference the [Open Education Conference Code of Conduct](#).

Whistleblower Policy

Revised August 26, 2025

1. Policy Summary: SPARC requires employees, contractors, and volunteers (including Board Directors and Steering Committee members) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. In accordance with this whistleblower policy, it is the responsibility of all employees, contractors, and volunteers to report any activities or practices that may be illegal, could result in a harm to SPARC, or may be contrary to SPARC's policies, including violations related to:

- Accounting controls and procedures
- Child protection
- Confidential or proprietary information
- Conflicts of interest
- Equal employment opportunity
- Fraud
- Harassment
- Legal compliance

2. No Retaliation: No employee, contractor or volunteer, who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequences. An employee or contractor who retaliates against someone who has reported a violation in good faith is subject to disciplinary action, up to and including termination. This policy is intended to encourage and enable stakeholders to promptly raise serious concerns to SPARC.

3. Reporting Violations: SPARC has an open-door policy and encourages employees, contractors, and volunteers to share their questions, concerns, suggestions, or complaints with their supervisor or leadership. In most cases, the Executive Director is in the best position to address an area of concern for an employee, contractor or volunteer. The Executive Director is required to report complaints or concerns about suspected ethical and legal violations in writing to SPARC's Secretary of the Board, who has the responsibility to investigate all reported complaints. Employees, contractors, or volunteers with concerns or complaints may also submit their concerns in writing directly to their supervisor/leadership or the Executive Director. If an employee is uncomfortable with following the open-door policy, or is not satisfied with the Executive Director's responses, they may file an anonymous report with the third party vendor, [Mitrtech](#).

4. Accounting and Auditing Matters: SPARC's Executive Director shall immediately notify the Board of Directors of any concerns or complaints regarding corporate accounting practices, internal controls or auditing and work with the Board until the matter is resolved.

5. Acting in Good Faith: Any employee, contractor, or volunteer who files a complaint concerning a violation or suspected violation must act in good faith, having reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

6. Confidentiality: Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

7. Handling of Reported Violations: SPARC's Executive Director will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly appointed and acting Secretary of the Corporation, and that the foregoing document constitutes the SPARC Board and Steering Committee Policies and Processes as duly approved by SPARC's Board of Directors on January 20, 2026.

Yasmeen Shorish

Yasmeen Shorish
Board Secretary






SPARC Board & Steering Committee_Final_01_20_2026.docx

Final Audit Report

2026-02-26

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