

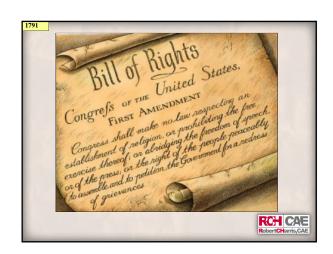
Outcomes

- ➤ Board Staff Partnership
- ➤ Governance Roles
- > Better Board, Better Assoc.
- > Strategic Plan
- ➤ Affirmations, Resources, Q & A
- Practical Take-Aways





Washington to I	Hamilton
"Winning is easy (young man),	governing is harder."
	RCH CAE RobertoHarris,CAE



Associations in USA 1.5 million nonprofits -7,200 chambers -155,000 trade assoc 1791 – US Constitution 1890 - Antitrust 1894 – No Personal Gain

Associations in USA 1908 – Roosevelt* 1913 – Exempt Designation (pg 60) 1950 – UBIT 1997 – Immunity & Public Records 2008 – Good Governance Policies



Every man owes a part of his time and money to the business or industry in which he is engaged.

No man has a right to withhold his support from an organization working on his behalf.





Pg 3		
	Associations in	USA

1908 - Roosevelt*

1913 – Exempt Designation (pg 60)

1950 - UBIT

1997 – Immunity & Public Records

2008 – Good Governance Policies









Pg 31

Protecting the Board

- 1. D & O and E & O
- 2. Incorporated
- 3. Indemnification
- 4. Volunteer Immunity
- 5. Orientation



Why Serve on a Board?

Altruistic

• Elevate the Profession

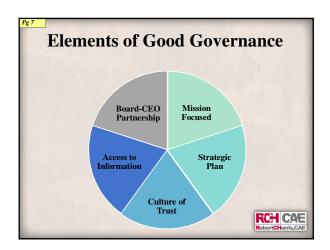
- Advance a Mission
- Service to Members and
- Community
- First Hand Information
- · Social Responsibility
- Gov't Advocacy

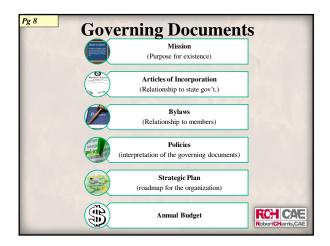
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Experiential

Okinis Learned and Limaneed	******
Account Retention	+
Budgeting	+
Collaboration and Negotiation	+
Community Service	+
Customer Focus	+
Evaluation	+
Forecasting	+
Governing Documents	+
Leadership	+
Lobbying	+
Marketing	+
Meeting Planning	+
Meeting Rules	+
Networking	+
Printing	+
Public Speaking	+
Revenue Generation	+
Roles Respect	+
Selflessness	+
Strategic Planning	+
Time Management	+
Training and Programming	+
Values and Principles	+
Website Enhancement	+
Writing	+
New Opportunities by Serving	+
First Hand Information Access	+
Investment of Time and	-
Resources for Board Service	
THE LEADERSHIP	Life-Long Value







Must Know for Governance

- Read the Bylaws
- Understand the Budget
- Governance Concepts
- Performance Measures
- Strategic Direction, Goals, Mission

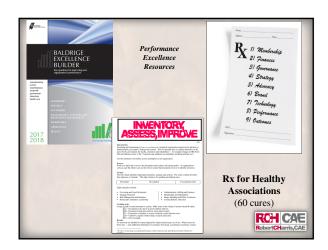
'Read to Lead'

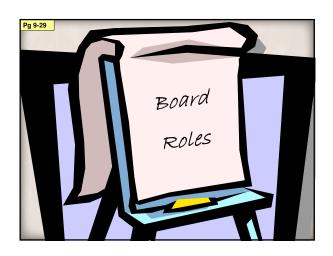


Stamp Out Myths a) We cannot lobby. b) We can't make a profit. c) We cannot have savings. d) Our records are open for review. e) We're just volunteers.









Authority • State Corporate Law • IRS Exempt Status • FTC Antitrust

Partnership Defined

Board

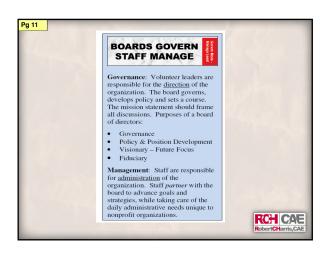
Exec Dir./AE

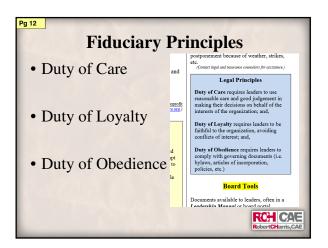
Group of persons authorized to make governance decisions on behalf of the organization and its members. The person who has ultimate responsibility for implementing the decisions of the governing body.

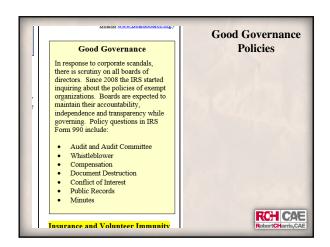




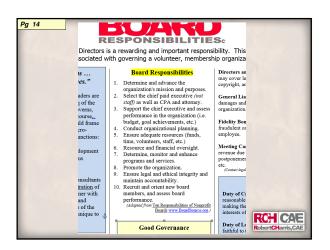
Who's Responsibility is				9
Who is Responsible?	Chief Elected Officer	Board of Directors	Exec. Director- Staff	Committee
Create a strategic plan.		-		Ť
Approve the annual budget.		-		
Hire and evaluate staff other than the executive dir.			-	
Assess performance of the board of directors.		1		
Promote board accountability.	1			
Assess the performance of the executive director.		-		
7. Review IRS Form 990.				
Establish organization policies.				
Set the agenda for board meetings.				
10. Monitor income and expenses on a daily basis.				
11. Approve selection of the auditor/CPA.				
12. Develop (review) programs or services.				
13. Revise/update the mission statement.				
14. Exercise fiduciary oversight of the organization.				
15. Identify, recruit and train new board members.				
16. Create a business plan of action.				
17. Daily management of the organization.				
18. Create resolutions and positions.				
19. Document administrative procedures.				
20. Renew insurance coverages.				
21. Budget for staff professional development				
22. Appoint committees.				
23. Budget for technology investment.				
24. Develop external relations, collaboration.				
25. Sell sponsorships and generate revenue.				









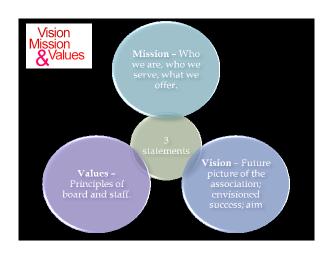


BOARD RESPONSIBILITIES

1. Promote the Mission

- ✓ Purpose of Existence
- ✓ Frames all work/programs.
- ✓ Update periodically
- ✓ Mission, Vision, Values





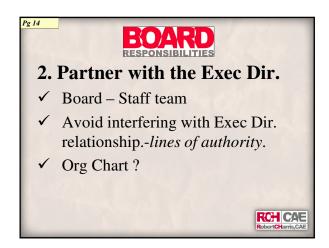


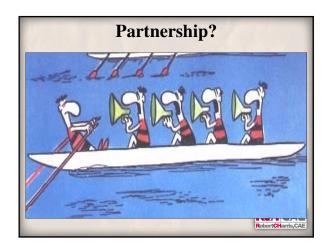




Respected Value	Description	Ranking of
Respected value	Description	Importance to Boa and Members
Innovative	Makes use of expertise and resources to provide programs, services and solutions; best use of technology.	
Diversity	Inclusive and respectful of people, ideas, business models, ethnicity, etc.	
Integrity	Everything is done with the highest standards of excellence.	
Transparency	Board promotes openness and encourages awareness of activities.	
Member Driven	Responsive to member needs.	
Accountability	Commitments are upheld; accountable for the trust of the members.	
Unity	Decisions are support by all. Dissent is expressed only inside the board meeting.	
Sustainability	Concern for long-term operations; environment considerations.	
ther		
ther		













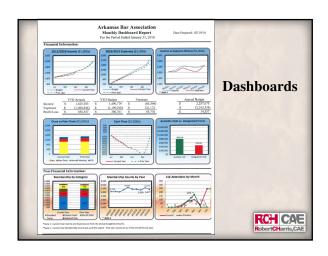
3. Monitor Performance

- Budget Performance
- Exec Dir. Administrator
 Performance
- Board Self Evaluation*



	_		$\overline{}$	_		
		1				
EVALU						
EVAL						
Board evaluation is an approach to improvi				and the second		
performing board. The chief elected officer	r (not staff) l	leads the proc	ess. Input will	be treated w	ith	
confidence.		Somewhat				
Indicate your understanding of and offer recommendations for these governance	Very Comfortable		Somewhat Uncomfortable		Not Sure	
aspects.				able	N/A	Annual
Mission and Strategic Direction 1. Board efforts advance the mission, vision.	_				=	Annuai
 Board efforts advance the mission, vision, values and goals. 						Discussion
The strategic plan portrays an image of the			_		-	Discussion
organization in 3, 5 or 10 years.					ı [
 Meetings and agendas are organized to achieve the mission and goals (and avoid 						
operating matters.)					ı [Without Staff –
Comments:						Chair Dairean
Governing Documents 4. Board understands and unholds all governing	_				_	Chair Driven
documents.					ı [
 Policies are adopted and followed to guide current and future leaders. 						0.
Comments:						Outcomes –
Leadership, Succession and Transparency						-
 Board selection process is transparent and ensures leadership succession. 						Improve
 Board orientation and self-assessment is sufficient. 						Governance
New ideas and people are respected.						
Comments:						
Budgeting, Finances and Infrastructure						
 Board adopts annual budget and is engaged in monitoring finances. 					ı [
 Reserves/savings and investment strategies are appropriate. 						
 Financial reports are clear, accurate and timety. 						RCH CA

	of co	mme	erce												luation
												ccordii S-Exe			
CATEGORIES	Bonner, Joshua	Brakeb II, Andy	Callaway, Helen	Chairne rs. Rodney	Curry, Dr. Frank	Diaby, Jim	Madek Ray	Schneider, Byb	Schneider lason	Sarchez, Steve	Swarthout, Patrick	Thompson, Thaddess	Trembby III	Ward, Valerie	Notes
Board Meeting Attendance															
Board Meeting Participation/Interaction															
Committee Involvement															
Event Attendance								П							
Event Volunteerism															
Communication with President/CEO & Fellow Board of Directors															
Time/Talent/Treasures															
Recruitment of Members															
Promoting Chamber Continuously															
Chairman of a Committee															
Social Media (F) friendly															
Total Points															
Average Score															
Comments:															





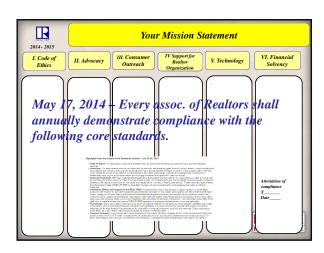




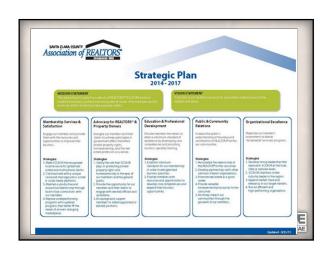
4. Strategic Direction

- ✓ Board is the *visionary* body.
- ✓ Written in form of a "Strategic Plan."
- ✓ Reviewed annually.
- ✓ Fully updated 3 to 5 years.









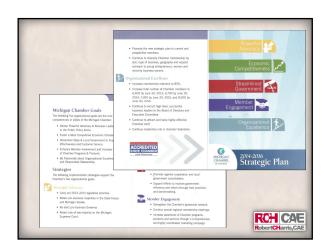














BOARD

5. Adequate Resources

- ✓ Budget income streams.
- ✓ Savings reserve.
- ✓ Staffing.
- ✓ Volunteers and committees.
- ✓ Facilities office.



Revenue Sources

Member Dues

50/50

Non-Dues

- Advertising
- Sponsorship
- Endorsements/Royalties
- Trade Show/Expo
- Interest
- Product Sales
- Education, Meetings
- Gifts, Grants



Budget Questions

- □ Size of budget?
- ☐ Reserves and assets?
- ☐ Audit; policy?
- ☐ Minutes record financial reports?
- □ Safeguarding funds?
- ☐ Ratio of dues to non dues income?





6. Protect the Resources

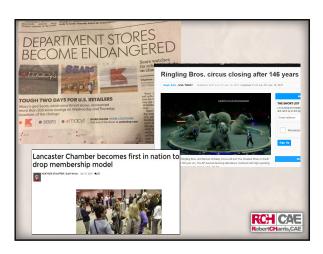
- ✓ Board accountability, oversight.
- ✓ Audit & audit committee.
- ✓ Insurance coverages



BOARD

- 7. Programs, Services, Events
- ✓ ROI?
- **✓** Abandonment of Programs?
- ✓ Golden Handcuff?





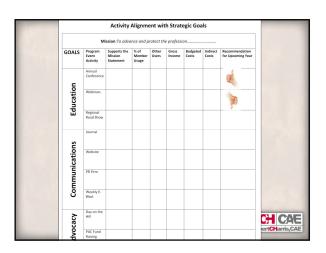


Dangers Report

- 1. Leaders Out of Synch with Fast Pace
- 2. Uninformed Decisions
- 3. Resistance to Mergers
- 4. <u>Lowest Common Denominator</u>
- 5. Governance Structure
- 6. Reluctance to Volunteer
- 7. Dependence, Loss of Primary Revenue
- 8. Good Old Boys Club
- 9. Alignment with Parent Organization for Strength
- 10.Dues Disconnect



Dangers Impacting Associations



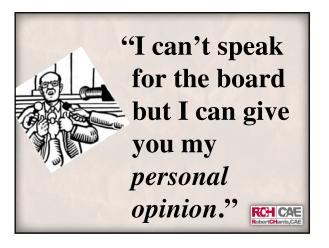




8. Promote the Organization

- ✓ Know the mission.
- ✓ Talk about the goals.
- ✓ Talking points and positions.
- ✓ Lines of authority.



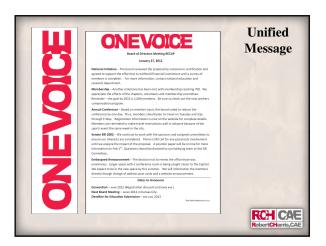


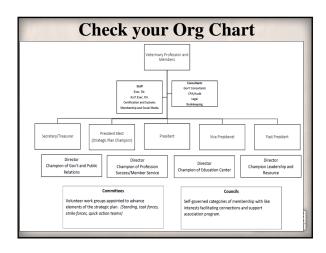
Policy on Spokesperson

No one shall act as the official spokesperson for the association except the elected president or a person or persons so designated.



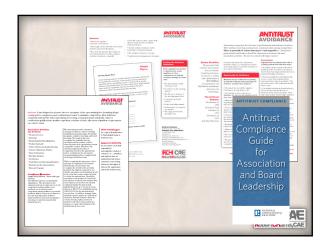
















10. Develop New Leaders

- ✓ Board Orientation
- ✓ Term Limits
- ✓ Leadership Development
- ✓ Young Leaders, <u>Diverse</u> Leaders



Future Leaders

- "The Ask"
- Invite to serve on committees.
- Invite to observe board.
- Young professionals; emerging leaders
- Dynamic orientation for directors.
- NOT WARM BODIES IN SEATS



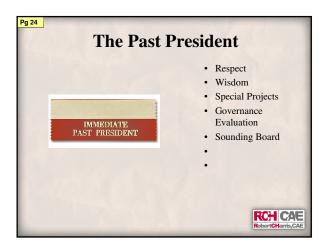


51	Board Meetin Location – Da	g Agenda te - Time		
1. 1	Call to Order ¹	Chair - 8:30		Meeting
11. ,	Approval of Minutes	Secretary		Agendas
101.	Treasurer's Report Acceptance	Treasurer 8:15		118011445
IV.	Consent Agenda (Reports distributed	I in advance, no action)	a)	Who
	a) Executive Director Report b) Committee and Officer Reports			Develops?
	c) Misc. Reports - Background		b)	Opening
V.	Strategic Goals Discussion	8:35		Reminders
	A. Advocacy and Gov't Affairs		c)	Consent
	B. Member Support			Agenda
	C. Professional Development		d)	Time
	D. Organizational Excellence			Markers
VI.	Mega Issue	9:00	e)	Mission
VII.	Old - Unfinished Business	9:30		Statement
VIII.	New Business		f)	Include Goals
IX.	Adjournment and What's Next2	9:55	g)	What's Next
Mis	sion Statement			DOLL 045
	Reminder about antitrust avoidance, conflicts	of interest, and confidentiality		RCH CAE
	Review of assignments and expectations before			Nobert Chams, CA

Presidential Advice

- 1. Build your Team
- 2. Frame it with the Mission
- 3. The Resources are NOT Yours.
- 4. Write YOUR President's Message
- 5. The <u>AE</u> is your *best friend*
- 6. Rely on <u>Expertise</u> (CPA, Legal, Insurance, HR, etc.)





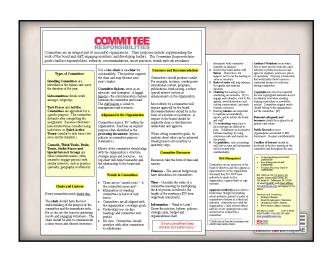


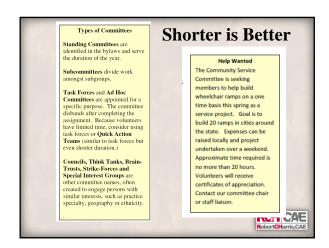




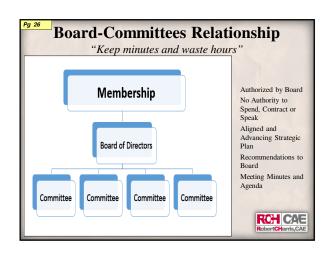
























Risk Awareness

Insurance Coverages pg 32

Minutes pg 33

Executive Session pg 35

Sponsor or Advertiser pg 36

Public Records pg 37

Speaking for the Assoc. pg 39

Antitrust pg 41

Policies pg 42

Copyright -

Dues Notices -

Guests at Board Meetings -



Pg 33

Meeting Minutes

- 1. Audio Recordings
- 2. No Side Bar Conversations
- 3. Protect Organization w/ Self Serving Statements
- 4. Distribution Policy
- 5. Committee Minutes, too.



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2009 FTC Trade assocs. to have measure of antitrust avoidance. The consent decree offers key guidance on antitrust compliance for trade associations and their members. The decree makes clear that the FTC expects trade associations to adopt clear antitrust compliance measures and to enforce them rigorously. The decree required an appointment of antitrust legal counsel for NAMM, annual antitrust training for the board of directors and staff, the presence of antitrust counsel at all association events and meetings, and the review and approval of agendas and

A Reminder to Trade Association Members: "No-Poaching" Codes of Ethics Can Cause Antitrust **Problems** posted on: Thursday, August 28, 2014

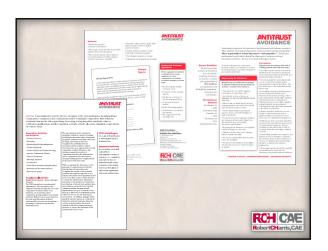
materials prior to distribution at meetings.

Trade associations are a collection of competitors and, as such, can raise potential antitrust risks. In particular, an association's code of ethics might effectively be an agreement between members not to compete among themselves. Recent Federal Trade Commission (FTC) enforcement actions serve as reminders to associations and their members that antitrust authorities take seriously any such antitrust violations.

On August 22, 2014, the FTC accepted for public comment separate consent orders with the National Association of Residential Property Managers (NARPM) and the National Association of Teachers of Singing (NATS). Each association supports its thousands of members and their customers in numerous legitimate ways. Unfortunately, each association also had a code of ethics that contained provisions the FTC considered agreements not to compete. NARPM's code made it unethical for a property manager to "knowingly solicit competitor's clients." NATS's offending provision read,



RCH CAE



Risk Awareness

Insurance Coverages pg 32 Minutes pg 33 Executive Session pg 35 Sponsor or Advertiser pg 36 Public Records pg 37 Speaking for the Assoc. pg 39 Antitrust pg 41 Policies pg 42

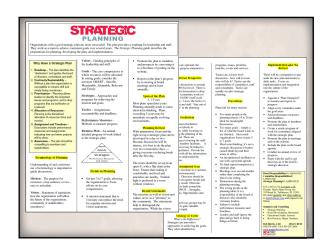
Guests at Board Meetings -

Copyright -Dues Notices -







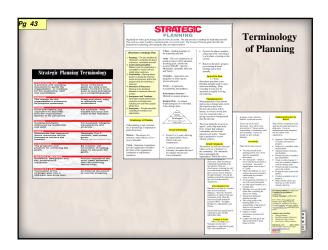


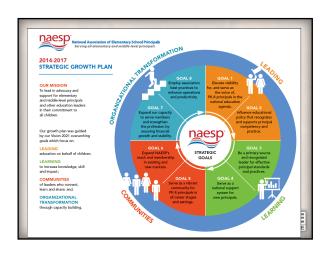


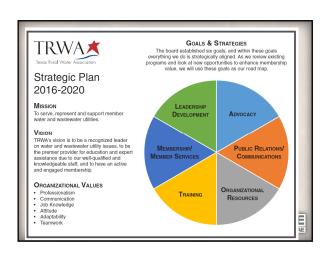
The Strategic Plan

- Road Map
- Allocation of Resources
- Every 3 Yrs +/-
- Responsibility of the Board
- End or Start of Term?
- Guide for Committees and Staff
- Prioritization and Elimination



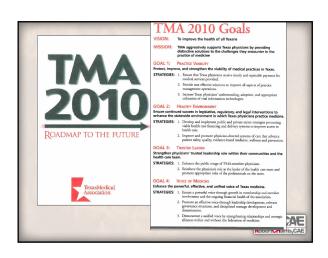




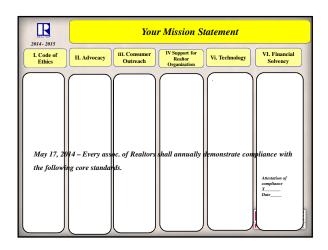






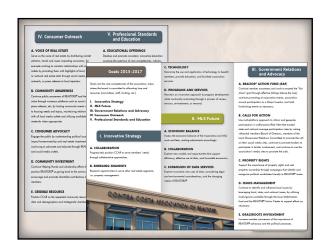


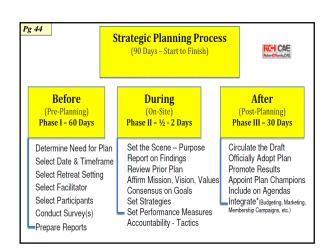




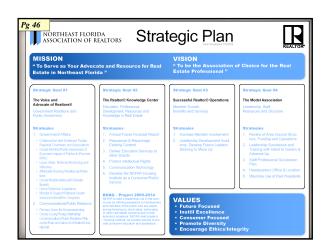








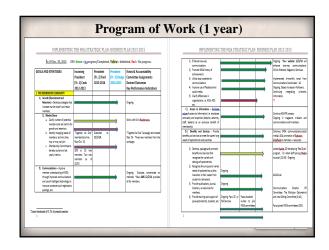


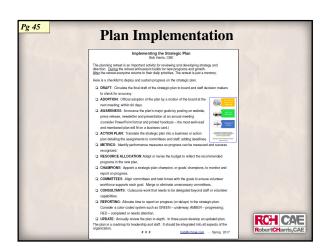


Frequent Goal Areas

- 1. Advocacy (Influence)
- 2. Membership Value, Engagement
- 3. Education/Professional Development
- 4. Community Engagement, PR
- 5. Sustainability, Association Strength







Appendix	
• Essential Governing Documents	
Assoc. of the Future	
Revise the Board Agenda	
Avoid Group Think	
• Gavel is NOT a Crown or Wand	
• IRS 501c Designations	
RCH CAI RobertCHarris,C/	E





