

Southwest Valley Chamber of Commerce
**Board of Directors Expectations
and Responsibilities Handbook**



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Foreword

The Board of Directors for the Southwest Valley Chamber of Commerce is comprised of Members who volunteer to serve a three-year term based on a fiscal year that begins on May 1 and ends April 30.

It is our hope that you will find your involvement as a Board Director productive and rewarding knowing your participation will contribute to keep the Southwest Valley Chamber of Commerce at the forefront of our business community.

The role as a Director is significant, demanding, and visible. The Chamber has a commitment to its members; it is an important organization in the community, and influential throughout the region and State.

This guide contains basic information related to Chamber operations, organization, and individual responsibilities and expectations as a Director for the largest business support organization in the region.

You need to read this guide and fully understand the commitment to the Chamber. Please contact the Chamber office with specific questions.

Vision: *Why we exist*

The Leading Voice of Business and Regional Prosperity

Mission: *What we deliver*

The Southwest Valley Chamber of Commerce serves as the central resource of a strong and collaborative business community by advancing economic growth, cultivating a vibrant business environment, and facilitating our Members' success.

Values: *How we Behave and React*

- Community Minded
- Engaging
- Innovative
- Pro-active
- Empowering

Board Pillars

Relevancy +

Advocacy +

Innovation +

Board Engagement =

Powerful Chamber of Commerce

I. Roles and Functions

A. Board of Directors: Policy Making Level

The Board of Directors is the individual members elected by the Chamber members to be the policy making body of the Chamber of Commerce. It is in many ways a representative-at-large of the entire business community, which encompasses four cities. Its duties extend well beyond fiduciary responsibility and internal matters of the organization. The Board of Directors is recognized as a leader for business in decision-making matters of public concern.

Serving on the Board of Directors is an honor and privilege because of the Chamber's status in the community. Commitment, unselfishness, a "servant leader" mindset, and genuine concern for the well-being of the organization and members are key qualifications for a Board Director.

As the policy-forming branch of the Chamber, the Board:

1. Ensures effective organizational planning
2. Hears and acts on committee recommendations
3. Shares comments, positive or negative, from the Members and partners
4. Provides program oversight and participation
5. Sets the budget and oversees finances for the organization
6. Participate in fundraising activities
7. Promotes the Chamber, it's vision, mission, members, and as the "go to" place for business

The Board will:

1. Ensure the Chamber accomplishes its goals
2. Define committees to meet the goals, objectives, and needs of the organization
3. Actively participate in Chamber committees or action groups
4. Represent members' interests
5. Be accountable for commitments
6. Respect people and ideas
7. Support Board decisions
8. Commit at least eight (8) hours per month to the Chamber excluding Board and special meetings
9. Ensure the organization is adequately funded
10. Uphold and support the Expectations and Responsibilities outlined in this document

Every Director is accountable to the ENTIRE Board of Directors.

B. Executive Committee: Direction Level

The slate of individuals presented to and approved by the Board at the first meeting of the fiscal year is the Board officers; otherwise known as the Executive Committee. The Executive Committee will act for and on behalf of the Board of Directors when the Board is not in session, but is accountable to the Board for its actions. This committee shall include the Chairperson, Chairperson-Elect, Secretary, Treasurer, Past Chairperson, and President/CEO.

C. President/CEO: Operations Level

This person is a paid position hired by the Board of Directors. The President/CEO is the operational executive for the organization, liaison with the Board Chair, and official spokesperson for the Chamber.

II. Director Responsibilities

As a Director, you are an elected representative of your fellow members. They look to you for representation of their ideas. The success of the Southwest Valley Chamber depends on your performance as a Director.

A. Attend Board Meetings and Actively Participate

The policies established by the Board and the direction you provide for your President/CEO takes place at the monthly Board meeting. Chamber members expect their Board Directors to be proactive and involved in the organization.

Board meeting attendance requirement per the Southwest Valley Chamber bylaws: Article III, Section 4

(d) Any Board Director missing three (3) consecutive meetings or failing to attend two-thirds of the meetings in any 12-month period shall be subject to review and removal by the Board as provided in Section 4(c)

Be sure to inform the Chamber staff or Board Chair if will not be able to attend a Board meeting as soon as possible.

Board Directors lead by example at the Board meetings and events. Your attendance at events demonstrates your leadership role. Members have the chance to give you their feedback on how the Chamber is doing and how the Board and organization can better serve its members. You also make a statement: The Chamber is important to business and an influence in the community.

B. Fiduciary Responsibility to Membership and Organization

Board Directors for the Chamber (or any nonprofit organization) need to understand that fiduciary responsibilities are very important. It's critical for Board Directors to practice them in word and by actions, and to make sure that their fellow Board Directors do as well.

It's vitally important that each Board Director understands how their responsibilities fall into each category of fiduciary duties. Not understanding fiduciary duties or not being well informed about them doesn't relieve Board Directors from any obligations or liabilities they may face if they fail to fulfill these important duties.

Board Directors are fiduciaries because they are legally responsible for managing organizations assets, protect the organization's reputation and public image, and convey relevant information to the members, partners, stakeholders, and the public in a timely manner.

As a Board Director for the Chamber, there are six areas of responsibility:

1. Care: prudent use of all assets
2. Loyalty: advancing the Vision and Mission of the organization and support its decisions
3. Good Faith: act honestly, fairly
4. Obedience: follow laws and regulations
5. Disclosure: distribute information to Members using approved communication methods
6. Confidentiality: understanding some information is privileged

C. Ensure Adequate Financing of the Organization and Monitor Spending

Board Directors must ensure that the organization has adequate finances and money is responsibly spent. No Board can set policy and make plans for the future without assessing the need for financing. It means that you should know the money was spent effectively to deliver the kind of programs and services you have authorized.

The responsibility of the Board is to set financial policies. This means you're responsible for defending the organization's mission, establishing goals, and approving a budget that will enable the goals to be achieved. Many Boards will fail to give their President/CEOs the right kind of direction on finance.

The Board ensures there are financial resources by being involved in making sure the Chamber has the money it needs. This may include organizing fundraising events, increasing dues and non-dues revenue, and other fundraising activities.

D. Actively Support Your Organization and President/CEO

Board Directors are the Number One supporters of the Chamber. Each Director demonstrates this by giving their time, influence, and resources to help accomplish goals and carry out the Chamber's vision and mission. Board Directors will also support the President/CEO with their consulting skills.

Each Board Director will commit to helping the organization such as visiting members, speaking with members, participating in a committee, attending Chamber events, introducing appropriate contacts to the President/CEO, helping with fundraising efforts, and other ways the President/CEO will be glad to suggest. Most Directors provide at least eight (8) hours of assistance each month.

Take every opportunity to let members, partners, stakeholders, and community members know you are on the Board of Directors for the greatest Chamber on the planet! Others will recognize your presence as important and valuable because you are on the Board for the largest business organization in the community.

Remember you were elected into this position and should be very proud to be a Southwest Valley Chamber of Commerce Board Director!

III. Expectations

The Board, as a whole, will make sure the Chamber stays true to its vision, mission, and reaches its goals. Directors have equal say in the Board's decision-making process. Each person is entitled to respect and can freely share opinions in a fair, friendly, and open environment. Secret meetings, personal agendas, lack of confidentiality, or unruly discussion are not good for the organization, the members, or the Board.

Everyone participates to make the Chamber successful and better for the future!

A. List the Goals for the Current Year and Next Year

The act of writing down goals is important. The measuring progress and accountability is more effective by writing them down. The Board and President/CEO will create a list of potential goals for the Chamber to accomplish. The list will include objectives for the current year and ideas to start for the future.

1. Goals are set to...
 - a. Follow the vision and mission of the Chamber
 - b. Commit sufficient resources
 - c. Be sustainable and self-supporting
 - d. Enhance the organization
 - e. Benefit the membership, partners, and stakeholders
 - f. Benefit the community

2. Prioritize the goals as the Board

Judgment is needed to determine the priority of projects so that the Board's resources can be wisely utilized by putting the greatest effort into important projects. The question to ask, "Does this activity help build the organization?"

3. Make A Written Plan Outlining the Goals of the Board Directors

As a team, the Board will draft a plan to outline goals and objectives of the Chamber for the current year, finish the previous year's goals, and decide what to begin for next year. Building and enhancing a Chamber requires many activities.

Decide what goals can be undertaken in the current year and get started for the future, organize to accomplish them, manage their progress, and achieve the goal. To carry out a program of work, the President/CEO has three resources:

1. Staff manpower
2. Board manpower
3. Money

Experience has proven that a well-made plan is needed to allocate resources for their best use. The effectiveness of an organization will depend, to a large degree, upon the quality of its work plan. A strong, written plan is the driving force and energy to succeed! A formal plan differentiates between ineffective and effective organizations. Effective programs are planned.

4. Set action plans

This will include assigning committees/groups and a timeline for completion. Written goals are observable and measureable. Actions will be constructive and not simply busy work.

5. Regularly report progress and take necessary steps to ensure success

Everything the Board does is to benefit the organization. Failure is not an option. It will take team effort from the Board to make things happen.

B. Provide Guidance to Your President/CEO

Board Directors must play an active role in supporting the President/CEO. The President/CEO handles or oversees daily administrative and operational tasks for the organization, is the official spokesperson for the Chamber, and is the liaison between the Chamber's operations and the Board Chair.

Give your President/CEO direction and resources; let him/her freely manage day-to-day business. Expect feedback from your President/CEO on the Board's progress toward goals, what is going well, and where more attention/action is needed.

Board Directors must provide their President/CEO with reasonable and clear directives and support to accomplish the objectives.

Board Directors do NOT manage staff. The President/CEO does. The only staff person hired and managed by the Board is the President/CEO.

C. Communications

Effective communication is important to building strong relationships and a successful organization. A combination of good speaking and listening skills leads to clear, concise communication between each other.

IV. Conflict of Interest

The Board of Directors of the Chamber must act at all times in the best interest of the organization and not for personal or third-party gain, or financial enrichment. There are no "good ol' boys," "sweetheart deals," "scratch my back I'll scratch yours," or "wink and a nod" arrangements. Directors will do what is best for the Chamber and members.

A. Board Actions on Issues

QUESTION: Am I obligated to support my organization's official stand on an issue that I don't personally agree with?

ANSWER: Board Directors must be leaders and promoters of the Chamber, not of you as an individual. Every Board Director has the opportunity to speak out in the Boardroom – pro or con – on an issue. A vote on an issue means the Board, as a whole, has made the decision in the best interest of the Chamber and its members.

B. Is there a Conflict?

When encountering potential conflicts of interest, the Board Director will identify the potential conflict and, as required, remove himself/herself from all discussion, and voting on the matter. Specifically, Directors will:

- Avoid placing and avoid the appearance of placing one's own self-interest or any third-party interest above that of the Chamber. While the receipt of incidental personal or third-party benefit may necessarily flow from certain Chamber activities, such benefit must be merely incidental to the primary benefit to Chamber and its purposes;
- Not abuse their Board position by improperly using Chamber's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and will not represent to third parties that their authority as a Board Director extends any further than that which it actually extends;
- Not engage in any outside business, professional, or other activities that directly or indirectly affect Chamber. For example: A Board Director may not directly hire or contract services on behalf of the Chamber;
- Not engage in or facilitate any discriminatory or harassing behavior directed toward Chamber staff, members, Directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to Chamber;
- Not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to Chamber without fully disclosing such items to the Board of Directors.

V. Assessment and Accountability

For the benefit of the organization and members, the Board needs to observe, measure, and account progress. There are two areas of accountability:

A. Individual Board Director

While Directors are volunteers, each one has made a commitment to participate in the Chamber's success by accepting the role of a Chamber Board Director.

A Board is successful when each of its Directors contributes. This includes participating in Board meetings, serving on committees, being available to the members, being knowledgeable about the organization, helping to achieve goals and objectives, and contributing to the organization's success.

B. The Board as a Whole

The effectiveness of the Board as a whole is a true measurement of the Chamber's overall effectiveness:

"Are goals and objectives being achieved?"

"Are the needs being met?"

"Is the Board acting in the best interest of the organization?"

The Board will self-assess with achieving commitments, expectations, and responsibilities. The Board will be held accountable individually and as a group with deadlines and commitments.

Thank you for Volunteering to Serve the Southwest Valley Chamber of Commerce

Your Copy: Code of Ethics & Conduct

Ethical Guidelines for Southwest Valley Chamber of Commerce Board of Directors

The Southwest Valley Chamber of Commerce Board of Directors is committed to a code of ethics and conduct in order to maintain the confidence of the membership and the public. This includes proper use of authority and appropriate actions and individual behavior when acting as Chamber representatives.

- The Board of Directors must be loyal to the interests of the membership.
- The Board of Directors must take an active and informed role in decision-making.
- The Board of Directors will not communicate confidential information to anyone not entitled to receive it, or use confidential information for personal profit.
- The Board of Directors will interact with each other, the membership, and the public in good faith, care, and respect.
- Individual Board Directors do not have the authority to speak at an official level for the organization when they interact with the public, the press, and other entities unless granted this authority by the President/CEO and Board Chair.

Confidentiality

Since the Chamber is an institution to which many matters of a confidential nature are entrusted, each Board Director is required to keep in confidence matters discussed in private at Board meetings or special meetings and will not disclose any knowledge gained through their involvement in the Chamber.

If in doubt about the confidentiality of any given subject, discuss the matter with the President/CEO or Chairman before disclosing any information to an outside source.

Violation of the Code of Ethics & Conduct will be addressed per the bylaws Article III, Section 4, paragraph (b): Any Director of the corporation may be removed with or without cause at a meeting expressly called for that purpose by a vote of two-thirds (2/3) of the Directors in office.

Signature

I have read the Code of Ethics & Conduct and confirm acceptance of the terms and conditions by my signature below:

Signature

Date

Name Printed

Date

Email Address

Telephone Number

SOUTHWEST VALLEY CHAMBER OF COMMERCE
Your Copy: Commitment to Serve on the Board of Directors

I, _____, realize the extent of the responsibility I am undertaking by agreeing to serve as a member of the Board of Directors of the Southwest Valley Chamber of Commerce for the _____ fiscal year and I pledge to carry out in a responsible and diligent manner all expectations and duties that this office carries.

I understand that the function of the Board of Directors is to establish and review major policy and plans of the Southwest Valley Chamber of Commerce.

I commit to work collaboratively with the Chairman, Officers, fellow Board Directors, the President/CEO, and membership to put forth the mission of this organization including established goals and objectives.

I understand other Board Directors will receive my contact information as part of an effort to maximize interaction and encourage open communications.

I acknowledge that my participation is vital to the success of the Chamber. For this reason, I commit to establish as high priority my attendance at all meetings of the Board.

I pledge:

- To maintain my membership in the Southwest Valley Chamber of Commerce;
- To be an active and productive member of the Board and contribute to the discussion of issues;
- To inform others about the benefits of membership in the organization and assist with recruitment efforts;
- To be deliberate in words and actions acknowledging my role as a Board Director is visible to Chamber members, partners, stakeholders, and community and is a reflection of the organization;
- To attend monthly Board meetings;
- To dedicate approximately eight (8) hours per month to other Chamber-related activities or events excluding Board and special meetings;
- To be enthusiastic about Chamber member, committee, and organization programs and accomplishments
- To stay informed about the organization's mission, services, policies, and programs and follow developments in the community, economy, government, etc; that may affect the organization;
- To serve on committees and offer to take on special assignments;
- To support and participate in organizational fundraising;
- To refrain from intruding in administrative issues that is the responsibility of management;
- To avoid conflicts of interest between my position as Board Director and my personal and professional life; If a conflict does arise, I pledge to declare that conflict and refrain from voting on matters on which I have a conflict;
- To assist the Board in carrying out its fiduciary and financial responsibilities;
- To participate actively in the Board's annual evaluation and planning efforts;
- Follow and uphold the Code of Ethics & Conduct per the addendum.

Should I find myself unable to carry out the duties and responsibilities listed above to the best of my abilities, I agree to resign my position as member of the Board of Directors of the Southwest Valley Chamber of Commerce.

Signature

Date

Name

For Chamber Members Elected or Appointed as a Board Director:
Please complete and sign the following two forms and
return to the Board Secretary
Southwest Valley Chamber of Commerce

CODE OF ETHICS & CONDUCT

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Telephone Number

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COMMITMENT TO SERVE ON THE BOARD OF DIRECTORS**

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