

BOARD ORIENTATION HANDBOOK



ROLES, PURPOSE & ROADMAP

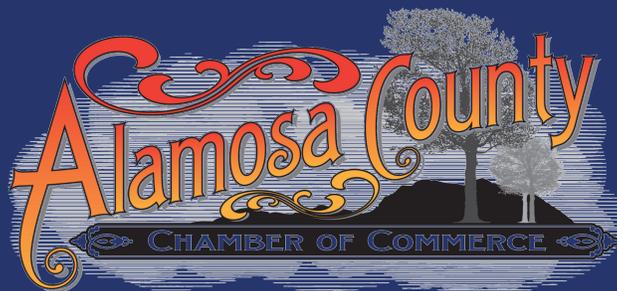


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Introduction

The Board of Directors for the Alamosa County Chamber of Commerce is comprised of Members who volunteer to serve a four-year term based on a calendar and fiscal year that begins on January 1 and ends December 31. 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 Alamosa County Chamber of Commerce at the forefront of our business community. The role as a Director is significant, vital, and visible. The Chamber has a commitment to its members; it is an important organization in the community, and influential throughout the region. This guide contains basic information related to Chamber operations, organization, and individual responsibilities and expectations as a Director. You need to read this guide and fully understand the commitment to the Chamber.

The Board of Directors is the group of individuals elected by 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. 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, a "servant leader" mindset, and genuine concern for the wellbeing of the organization and members are key qualifications for a Board Director.

An association or chamber needs a dedicated group of leaders working together to advance a cause or mission. Nonprofit organizations have served the USA for more than 150 years. With 1.5 million nonprofit, exempt organizations, the common traits are the purpose of advancing a mission and volunteer leadership team. Good governance requires a vision, strategy and team efforts.

Our Chamber

The Chamber services as our business community's advocate for a vibrant and prosperous economy and improved quality of life. We are an active Chamber, offering a variety of benefits and opportunities for building and enhancing your business. Chamber leadership collaborates on behalf of businesses with the City of Alamosa, Alamosa County, state representatives and other area governmental and civic organizations in regards to business and community matters. We host regular business and social networking events, professional development opportunities, and many other activities and programs throughout the year. Our networking events are just a glimpse of the benefits available to our members, prospective members, and the community.

Our Organization

MISSION

The Alamosa County Chamber of Commerce is organized to advance the general welfare and prosperity of the San Luis Valley so that its citizens and all areas of its business community will prosper. Promotion and education will be provided, with particular attention given to the economic, civic, cultural and educational interests of the area and to opportunities for involvement.

VISION

To become the most valued business resource, and a catalyst for continued growth and prosperity for Alamosa County and the Greater San Luis Valley.

CORE VALUES

Service - We are committed to the service of our community and our responsibility to make every possible step to enrich our way of life.

Collaboration/Inclusivity - We believe in the power of partnership and working together with our businesses, neighboring communities, and local government. We value the wide range of experiences, perspectives, contributions and ideas that come from our members and individuals of all backgrounds in our community, and encourage broad participation in community dialogue and decision-making.

Advocate for Businesses/Promotion - Our primary goal serves the interests of our member businesses. We work to provide a support system for success through facilitating the creation of meaningful business connections, networking, educational, and marketing opportunities, and ongoing business tools for success.

Integrity/Accountability - We believe in holding ourselves to the highest work and ethical standards. We pledge to demonstrate honesty, moral principles, strength and trustworthiness in all action and intent, and commit to only those activities that fit our Mission, Vision, and Core Values as a whole.

GOVERNANCE

GOVERNANCE MANAGEMENT MODEL

A clear-cut description of governance and management:

The board is the governing body responsible for (1) strategy, (2) policy, and (3) oversight.

Strategy - Setting the strategic direction and vision. Advancing the organization's multi-year strategic plan.

Policy - Creating policies (internal) and positions (external) to benefit members and advance the mission.

Oversight - Overseeing resource allocation, including adoption of the annual budget, and evaluating performance of programs, products, and services.

POLICY

Many organizations adopt a Governance-Management Policy:

The association has adopted a model of management and governance to ensure the volunteer leadership and executive director work best together.

■ The board of directors will focus on governance in accordance with the laws and governing documents. The officers and board members will direct efforts to advance the mission and strategic goals, serve and grow the membership, protect and build resources, and set a visionary direction.

■ The executive director, as

authorized in the bylaws and through agreement or contract, is responsible for the administration and management of the organization, including staffing, physical office, protection of assets and other responsibilities associated with a corporate CEO.

■ While the board shall govern, the executive director shall manage, they work together to best position and serve the organization and its membership.

■ With exception of the executive director, volunteer leaders will not direct the staff, comment on performance, or expand their duties.

CLEAR CUT GOVERNANCE

The Board is the governing body responsible for
(1) Strategy, (2) Policy, and (3) Oversight

STRATEGY



Setting the strategic direction and vision. Advancing the organization's multiyear strategic plan

POLICY



Creating policies (internal) and positions (external) to benefit members and advance the mission

OVERSIGHT



Overseeing resource allocation, including adoption of the annual budget, and evaluating performance of programs, products, and services

The Executive Director is responsible for management of the organization, including staffing, physical office, protection of assets and other responsibilities associated with a corporate CEO.

RELATIONSHIPS

TEAMWORK

It takes a team to achieve results. Little is accomplished without trust and respect within the organization. There should be no personal agendas. Potential and real conflicts of interest should be disclosed annually, as well as at board and committee meetings. Relationships are built between the board and others:

- Professional Staff
- Committees
- Membership
- External Audiences

If problems arise with trust and respect, address the issues quickly.

BOARD GOVERNS

STAFF MANAGE

PROFESSIONAL STAFF

Volunteer leaders are responsible for governance. They do not have responsibility for management. (In organizations with no staff volunteers may need to wear multiple hats.) The executive director (chief staff person) is responsible for staffing decisions. Directors establish a professional, collegial role with staff — they are not their bosses.

COMMITTEES

The committees, project teams and task forces get their assignments from the board and strategic plan. Respect the work of committees. Boards

should not do committee work at the board meeting.

MEMBERSHIP

Members are investors in the organization. They expect the leadership to be accountable for advancing mission.

The diversity of the membership should be reflected in the organization. Make efforts to be inclusive for all members and to promote equity.

EXTERNAL AUDIENCES

There will be times to communicate with external audiences such as government, news media, allied organizations, and social media. There are carefully crafted messages that must follow lines of communication. Volunteers are not authorized to speak on behalf of the organization unless explicitly directed by the chief elected officer, chief executive officer, or existing policy.

VALUES

Through time every organization develops guiding principles. These values help with decision making. The principles most frequently professed in a nonprofit include:

- Accountability
- Transparency
- Diversity
- Integrity
- Innovation
- Sustainability

NOTES

²At the start of meetings, the chair might ask, "Does anybody

COMMITTEES

COMMITTEES

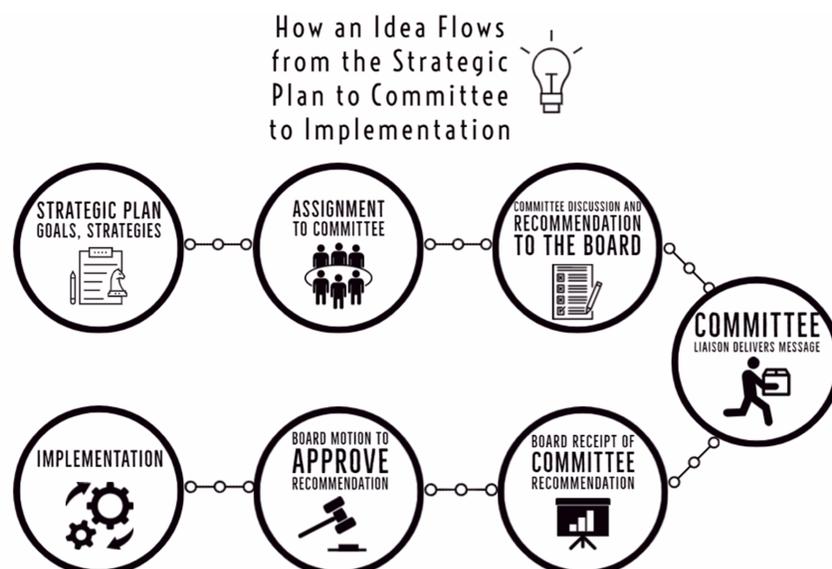
Committees supplement the work of the board and staff and are long-standing. Future leaders are identified. Members are more engaged when they serve on committees. Committees can be an asset or liability. An asset when they produce programs, offer solutions, and advance elements of the strategic plan. Committees are a liability if they make little progress and cannot get a quorum. Members who volunteer and feel their time is wasted are likely to disengage. To combat this, we utilize our board leadership as a driving force behind committee success. **Each board member will be assigned to a committee in a leadership role with other fellow board members.** For information on standing committees, visit the Membership Guide.

TASK FORCES

Task forces are designed for a very specific, short-term task, project or purpose. Task forces disband when their assignment is completed. Busy volunteer may shun serving on a standing committee and prefer shorter assignments. Task forces are perfect to engage these individuals.

AUTHORITY

Committees get their charges and authority from the board and bylaws. They do not have authority to speak for the organization on policy or political stances, expend funds or sign contracts unless explicitly delegated.



Duties & Expectations

I. Roles and Functions

A. Policy Making Level

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 ta forces
4. Represent members' interests
5. Be accountable for commitments
6. Respect people and ideas
7. Support Board decisions
8. Commit at least eight (3) hours per month to the Chamber including Board and committee meetings and networking events. At times more will be needed due to special events.
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.

Duties & Expectations

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 Board President, Vice President, and Treasurer.

C. President/CEO/Executive Director: Operations Level

This person is a paid position hired by the Board of Directors. This is the operational executive for the organization, liaison with the Board President, 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 Alamosa County 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/ED takes place at the monthly Board meeting. Chamber members expect their Board Directors to be proactive and involved in the organization.

Be sure to inform the Chamber staff or Board President 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.

Duties & Expectations

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.

Duties & Expectations

(cont.) 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/CEO/EDs 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/ED

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/ED 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/ED, helping with fundraising efforts, and other ways the President/CEO/ED will be glad to suggest. Most Directors provide at least eight (8) hours of assistance or more 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.

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

Duties & Expectations

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/ED 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.

Duties & Expectations

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/ED 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 measurable. 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/ED

Board Directors must play an active role in supporting the President/CEO/ED. The President/CEO/ED 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/ED direction and resources; let him/her freely manage day-to-day business. Expect feedback from your President/CEO/ED on the Board's progress toward goals, what is going well, and where more attention/action is needed.

Duties & Expectations

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

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

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.

(cont.)

Duties & Expectations

(cont.)

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;
- 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.

Duties & Expectations

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.

VI. 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/Ed or Board President before disclosing any information to an outside source.

Thank you for Volunteering to Serve the Alamosa County Chamber of Commerce!