



# **Board of Directors Handbook**

## **Board**

### **Policies and Procedures**

# **GRESHAM AREA CHAMBER OF COMMERCE**

## **Mission:**

The Gresham Area Chamber of commerce is the catalyst in the community to advocate, educate and collaborate on behalf of it's membership for regional vitality and prosperity.

## **Vision Statement:**

We are a catalyst that advocates, educates, and collaborates to produce vitality and prosperity.

## **Benchmarks:**

Will it provide a service to our  
MEMBERSHIP?

Will it provide a positive contribution to our  
COMMUNITY?

Will it promote and enhance our  
IMAGE?

Will it contribute positively to our  
FINANCES?

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# **Section I**

## **What Boards Do**

### **The Board Member**

**\*Taken from the Institute of Organizational Management,  
University of California at Los Angeles**

# WHAT DO BOARDS DO?

The board that operates at peak performance restricts their scope to five essential functions:

1. THEY ATTEND REGULARLY. This is 80% of the job. Their directors are committed. They're educated about the importance of agenda items beforehand and the agendas are loaded with action. Their meetings are effective and productive.
2. THEY SET POLICY. Policy is always current and usually broad enough to allow staff and volunteers to take action without constantly returning to the board for clarification. Policy is never set in a vacuum, but by the consensus of the governing body. Policy setting may well be the most essential of board functions.
3. THEY APPROVE THE BUDGET. Budget is the biggest policy activity of the board. Budget approval implies more than stamping an OK on just the annual submission of the finance committee. Being a board member carries with it the responsibility of financial planning, building reserves, setting an equitable dues structure and insuring adequate membership growth.
4. THEY PLAN. Boards operating at peak performance are always looking down the road, constantly assessing trends and perspectives and analyzing them in the context of their underlying mission. Boards are engaged in strategic planning, looking at both their strengths and weaknesses and making educated guesses as to the course of action for the next few years.
5. THEY APPRAISE RESULTS. The first order of business is for the board members to compare what they said they would do with what was actually done. Top performing boards measure progress, appraise results, and change direction as necessary.

# THE BOARD MEMBER

## MAKING YOUR MARK AS A BOARD MEMBER

As a member of the Gresham Area Chamber Board of Directors, your peers have chosen you as a leader in your field. You may have just been elected, or you may have been involved in a leadership position for several years. In either case, your job is an important and responsible one.

The function of the board of directors is to establish and review major policies and plans of the Chamber. Board members have specific legal and fiscal responsibilities to the members of the Chamber.

Your role as a Chamber director is to be a guide. To do this effectively, you must address yourself to the major problems facing the Chamber and organizational outcomes.

As a board member, you will be working cooperatively with your chief elected officer (president), fellow board members, your Chamber CEO, and the Chamber membership. This section is designed to help you achieve your goals and make your mark as a member of the board.

*“You see problems and challenges thrown at you and you see them resolved, and you feel good about it. There is a real sense of accomplishment there.”*

## REPRESENTING YOUR MEMBERSHIP

As a director, you are an elected representative of your fellow members. They look to you for representation of their ideas. Your creativity is also important; one of the reasons you were elected was because of your ability to think well. The success of your Chamber depends on your performance as a director.

Here are some suggestions to consider while serving on the board:

- ◆ Your Chamber has bylaws, and other documents stating its purposes, objectives and methods of operation. Get acquainted with them so that you can easily discuss them at any time. These documents chart your organization’s operation and spell out what the Chamber can and cannot do. As a director, you can help change some of these rules if they need to be changed.
- ◆ Even if a specific region or section of the Chamber elected you, as a board member you are responsible for considering the needs of the membership at large. Your statesmanship as a director will be measured by your ability to judge and plan on the basis of overall consideration.

- ◆ It is your responsibility to determine what your members need and want, and to bring those needs to the attention of the full board. You should also suggest ways in which these needs can be fulfilled.
- ◆ You are closer than most of your fellow members to the operation of the Chamber. When you make statements about the Chamber, members will tend to believe you, to accept your statements as official policy. For this reason, Chamber leaders should carefully consider what they say and do.
- ◆ Well-informed, constructive criticism is essential to the operation of a healthy board. If you are critical of a Chamber policy or an issue under consideration by the board, know when and how to present your views.
- ◆ Discuss your responsibilities with your Chamber CEO. The CEO is continually working with the operations of the Chamber and can offer you valuable suggestions and advice.
- ◆ Your chief elected officer and CEO will advise you on issues that need priority attention, and your concentration should be focused on these areas. Your input and professional opinion will be valuable.
- ◆ Members of the board of directors can be held individually or collectively liable if someone decides to challenge the legality of the Chamber's action. You must therefore behave prudently in your role as a director.
- ◆ Keep your position professional. Do not allow yourself to become involved in the daily organizational processes. Your decisions should be focused upon the greater organizational good.
- ◆ Make all efforts constructive. Strive to build a stronger Chamber that reflects current and future needs of the members and the industry or profession.
- ◆ Do your homework! To be an effective director, you must be well informed. It is imperative that you study the issues and details relevant to the subjects about which you must make a decision.

## WORKING WITH YOUR CHAMBER PRESIDENT

The position your Chamber President holds is one of great responsibility. You can help considerably by offering accurate information on current membership needs. Your greatest contribution will be your **intelligent and active participation in board of directors meetings. To make every meeting productive, you must be prepared, and you must contribute.**

Here are a few suggestions:

- ◆ When an agenda is issued prior to the meeting, study it carefully. If there is any item on it you do not understand, contact the Chamber CEO and ask for an explanation.

- ◆ During the meeting, stick to the agenda. Wait until the Chamber President asks for discussion of subjects not on the agenda before bringing up new business.
- ◆ Learn the exact purpose of the meeting and determine in advance how you are going to contribute.
- ◆ Keep your responses short and to the point.
- ◆ When you speak, do it clearly in a voice everyone can hear. Wait until you have the attention of the entire board before you begin your remarks. The presiding officer should insure that a desirable atmosphere exists.
- ◆ Side conversations are distracting and should be avoided. If you think your remarks were not heard, repeat them.
- ◆ If your remarks are lengthy or involved, sum them up at the end of your discussion. Someone may have forgotten your objective before you have finished.
- ◆ If aimless discussions arise on subjects that require study or research, stop them with a motion that a study committee be appointed. This is one of the best methods for moving a meeting along and adjourning on time.
- ◆ Don't hesitate to comment, criticize constructively, or disagree. Know your subject and ask for support from members who believe as you do.
- ◆ If you disagree with the speaker, ask questions at the proper time. Make sure remarks are completely clarified. Pinpoint them in a direct summation that everyone can understand.
- ◆ If you have a comment, ask for the floor. Genuine contributions may be lost in confused conversation.
- ◆ There will always be dissenters or those with different points of view on particular subjects. Ask others to summarize their points of view. This permits a more thorough examination of an idea that could be highly constructive when completely understood.
- ◆ Hurriedly passed motions usually don't receive the consideration they deserve. It's better to table a motion until the next meeting than to pass one of which you are unsure.
- ◆ After the meeting, ask yourself if you have made a genuine contribution to your Chamber. If you are in doubt, ask your Chamber CEO or the Chamber President. They have experienced many meetings and consulted with many directors.

**If this is your first experience as a director**, you may feel that since you are new on the board you should just listen. Don't let this thought stifle you. You were elected because of your insight and sound judgment. You owe it to yourself and the membership to make your contribution.

*“Board membership has broadened me as a person and a leadership trainer. It’s given me good public acceptance from colleagues back home and peers in other fields.”*

Your Chamber President is eager to help you in your role as a director. Working with the President of your Chamber will give you considerable insight into organizational procedure and problems.

Occasionally, your Chamber President may ask you to organize a committee. You may wish to ask for recommendations regarding individuals interested in the subject your committee will consider. Also ask for suggestions as to how your committee can accomplish its objectives. At times you may suggest new activities, or change in present activities. Before offering such suggestions, it would be wise to consult your Chamber President as to whether or not your proposal fits into your Chamber’s policies. Consultation regarding the pitfalls surrounding certain activities and how to avoid violating any law would also be very much in order.

At times you may wish to offer suggestions, but for personal reasons do not care to be identified with them. Should this situation arise, your Chamber President can arrange to have your suggestion offered anonymously. Your Chamber President serves as the administrative leader of the Chamber, and is dependent upon your support and guidance as a representative of the members. As one who is close to the membership, your responsibility in representing member needs and desires, even when they may be at odds with the current established thinking, is a vital one. Constant and effective communication between you and the Chamber President is imperative.

One final point; it is imperative that as a collective body the board agrees in advance the process of board/chief executive communications. The generally accepted approach is one similar to that previously addressed within this section.

## **CONCLUSION**

Your term on the board of directors is significant for the Chamber and for you personally. The goals you set for yourself and for the board will determine the direction the Chamber will take during the coming years. Keep those goals in front of you as you plan out the year ahead, and how those goals relate to the needs of the membership.

As you achieve your goals, your mark on the board will be one of accomplishment and influence over the future course of your Chamber.

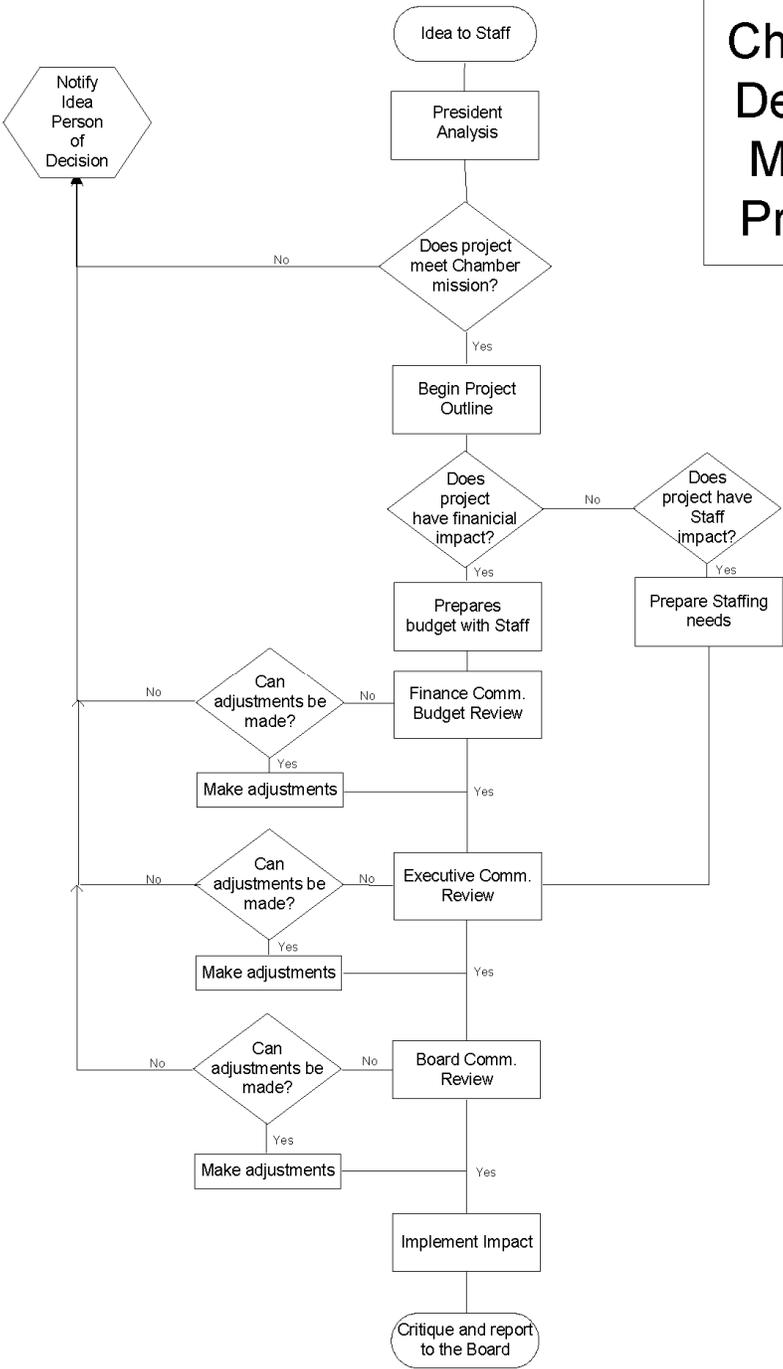
# Section II

## How We Make Decisions

The following page is a detailed flow chart explaining the Gresham Area Chamber of Commerce decision-making process. However, in simple terms, the outline below, if followed, will work:

- I. Present idea to appropriate leader (President) through Chamber staff.
- II. Produce a project/event business plan and associated budget.
- III. President, staff and organizer finalize business plan and budget.
- IV. Budget presented to Chamber Finance Committee.
- V. Finance approved budget and business plan presented to Executive Committee for approval.
- VI. Executive Committee approves or does not approve project/event and presents to Board of Directors for approval or no approval.
- VII. Board of Directors approve or disapprove.

# Chamber Decision Making Process



# **Section VIII**

## **Board Commitment Contract**

# Gresham Area Chamber of Commerce Board of Directors Commitment Statement

TO: Gresham Area Chamber of Commerce Members

RE: Board of Directors Application

Each year board members are selected to serve for a three-year term on the Board of Directors of the Gresham Area Chamber of Commerce. We are always seeking interested members who would like to be considered for future openings. If you are interested, please complete the form below and include a statement describing your interest and a resume.

Board members may not serve for more than two consecutive terms.

BOARD OF DIRECTORS APPLICATION FORM:

Date

I, \_\_\_\_\_, agree to allow my name to be submitted to the nominating committee of the Gresham Area Chamber of Commerce for possible selection as a member of the board.

If selected as a director, I agree to:

- ◆ Be an active board member by attending board meetings.
- ◆ Attend at least two other Chamber meetings each month.
- ◆ Do my best to understand the issues facing the business community and the Chamber.
- ◆ Understand and represent the views of the entire business community and not just my own business.
- ◆ Support the Chamber's program of work to the best of my abilities.
- ◆ Assist the Chamber's membership development activities.

Signed \_\_\_\_\_

Firm \_\_\_\_\_

Address \_\_\_\_\_

Mobile Phone \_\_\_\_\_ E-Mail \_\_\_\_\_