

Windsor Chamber of Commerce Board Director

Position

The Board will support the work of Windsor Chamber of Commerce and provide mission-based leadership and strategic governance. While day-to-day operations are led by Windsor Chamber of Commerce's chief executive officer (CEO), the Board-CEO relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

Leadership, governance and oversight

- Serving as a trusted advisor to the President/CEO as s/he develops and implements Windsor Chamber of Commerce's strategic plan.
- Reviewing outcomes and metrics created by Windsor Chamber of Commerce for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings.
- Approving Windsor Chamber of Commerce's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities.
- Contributing to an annual performance evaluation of the CEO directed and delivered by the Chair of the Board.
- Assisting the President/CEO and board chair in identifying and recruiting other Board Members.
- Partnering with the President/CEO and other board members to ensure that board resolutions are carried out.
- Serving on committees or task forces and taking on special assignments.
- Representing Windsor Chamber of Commerce to stakeholders; acting as an ambassador for the organization.
- Ensuring Windsor Chamber of Commerce's commitment to a diverse board and staff that reflects the communities Windsor Chamber of Commerce serves.

Support

Windsor Chamber of Commerce Board Members will consider Windsor Chamber of Commerce a philanthropic priority and make annual gifts (resources and/or influence) that reflect that priority. So that the Windsor Chamber of Commerce can credibly solicit contributions from foundations, organizations, and individuals, the Windsor Chamber of Commerce expects to have 100 percent of Board Members make an annual contribution that is commensurate with their capacity.

Board terms/participation

Windsor Chamber of Commerce's Board Members will serve a three-year term to be eligible for re-appointment for one additional term according to the most recently revised version of the Bylaws. Board meetings will be held monthly and committee meetings will be held monthly. All Board members must participate in a Board Orientation program annually or as provided by the Board Development committee.

See Officer positions on next page.

Board of Directors Chair

The Chair of the Board should possess all the qualities, abilities and resources of a Board Director, plus the following:

- Keen understanding of the Board's relationship to the President/CEO; the CEO leads the Chamber and the Chair leads the Board.
- Leadership and management experience commensurate with upper management positions within a typical corporation structure. The Chair should have experience leading creative, independent and visionary leaders.
- Working with the President/CEO regarding the Chamber's strategies, board governance, consensus building, community outreach.
- Leveraging board members to accomplish goals within the Chamber's strategic plan
- Familiar with and comfortable leading owners, managers and entrepreneurs.
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
- Chairs meetings of the Board after developing the agenda with the Chief Executive.

Qualifications

This is an extraordinary opportunity for an individual who is passionate about Windsor Chamber of Commerce's mission and who has a track record of board leadership. Selected Board Members will have achieved leadership stature in business, government, philanthropy, or the nonprofit sector. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector
- A commitment to and understanding of Windsor Chamber of Commerce's stakeholders and members, preferably based on experience
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals
- Personal qualities of integrity, credibility, and a passion for improving the lives of Windsor Chamber of Commerce's members

Board of Directors

Vice-Chair

The Chair of the Board should possess all the qualities, abilities and resources of a Board Director, plus the following:

- Interest in serving as the Chair
- Time and commitment to learning the role of Chair during a one year term as Vice-Chair
- Ability to monitor committees and involvement of Board members
- Skill in working with the Chair to administer the Chamber's strategic plan

Board of Directors

Secretary

In addition to the Board Director description, the Secretary is responsible for the following:

- Charge of books, documents, and papers as the Board of Directors may determine.
- Maintaining an accurate record of Meeting Minutes as conducted by the Board of Directors
- Establishing/maintaining a running history of meeting minutes
- Maintaining all corporate records, including signing and be responsible for the minutes of all Board meetings
- If the Board elects to have another person take minutes, the Secretary still maintains control of the final, signed copy

Board of Directors

Treasurer

The position of Treasurer requires a business professional with financial management experience which may include serving as: chief financial officer, accountant, CPA, business owner or manager. The Treasurer is responsible for working with the CEO to review final annual budgets and understanding quarterly financials. A thorough knowledge of financial reports is essential.

In addition to the Board Director description, the Treasurer is responsible for the following:

- Treasurer shall have custody of all funds, property and securities of the organization, subject to such regulations as may be imposed by the Board of Directors.
- He/she may be required to give bond for the faithful performance of his/her duties, in sum and with such sureties as the Board of Directors may require.
- When necessary or proper he/she may endorse on behalf of the organization for collection checks, notes, and other obligations, and shall deposit the same to the credit of the organization at such bank or banks or depository as the Board of Directors may designate.
- Sign all checks of the organization and all bills of exchange and promissory notes issued by the organization, except in cases where the signing and executing thereof shall be

expressly designated by the Board of Directors or by these By-laws to some other officer or agent of the organization.

- Make such payments as may be necessary or proper to be made on behalf of the organization. He/she shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.
- Checks of this organization are to be signed by the Treasurer and the President/CEO, or, in the absence of either or both, by any two (2) officers.