

International Institute of Municipal Clerks

Director Handbook

Overview of Roles, Responsibilities & Non-Profit Governance

Introduction

If you are reading this handbook you are either considering or have been nominated to the position of IIMC Region Director. Congratulations on your desire in wishing to serve your Association. If elected, your next three years will be a rewarding and interesting experience, but only if you fully participate and carry out your duties and responsibilities in a diligent manner.

The following material will familiarize you with IIMC's structure, Rule of Law and the Region Director's role, duties and responsibilities and what you can expect over the next three years.

Overview of the Non Profit Sector and how it relates to IIMC

The International Institute of Municipal Clerks is a mature non-profit with diversified revenue sources, professional staff, policies and procedures in place and leadership has continued beyond the founders. IIMC was created in 1947. It is by IRS standards a 501(c)(6) non-profit corporation, incorporated under the laws of the State of Illinois. Non-profits are broader and more diverse than many people realize. Non-profits include membership organization (such as IIMC), schools, churches, foundations and other charitable organizations. A 501(c)(6) falls under the category of a trade or membership organization where membership dues are the consistent and primary source of revenue; compared to other non-profits where volunteer contributions and fundraising are the main source of revenue. A common mistake that most new Board members make is attempting to apply the laws that affect their duties as Clerk or their municipality to IIMC. IIMC is not a public body and is not governed by any of the laws that apply to your place of work. Sunshine laws, and other public laws **DO NOT APPLY TO IIMC**. There is a distinction and the Board must abide by non-profit governance and association law. Notwithstanding the above, you are expected to conduct yourself in accordance with IIMC's Code of Ethics and maintain a high degree of integrity at all times.

IIMC is governed by its Constitution and Board approved policies and; therefore, you should become familiar with those documents. If you are unclear on any matter with respect to policy or procedure please contact the Executive Director.

Structure

A 26-member Board of Directors governs IIMC. The Board consists of 22 Region Directors (two from each of IIMC's eleven Regions) and a four (4) member Executive Committee consisting of the President, President Elect, Vice President and Immediate Past President. The Executive Committee is not a decision making body.

The Role of the Board – What is expected of me?

Basic Expectations – Each Board member is responsible for ensuring that IIMC:

- Works within the IRS-chartered tax-exempt mission; and
- Protects its assets through appropriate internal controls, educated decisions, investment management, insurance and other risk management strategies;

Individual Directors are expected to:

- Prepare for and attend all Board meetings;
- Ask questions when issues are unclear, especially in finance;
- Represent and support IIMC and its mission in your Region; and
- Work as an IIMC team member, always voicing your ideas and opinions, but then fully supporting the group's decision – whether or not you agree.

Board's Primary Role

The Board of Directors' primary role is to establish IIMC's direction and policy. This is done through the adoption of a Strategic Plan, the annual budget, Committee and Staff reports and policies. Various committees and IIMC staff carry out the majority of actual work. The Executive Director is the senior staff member and is responsible for executing Board directives and ensuring compliance with policy. The Executive Director and staff are always available to assist you. The Board receives quarterly financials and notes once the Budget and Planning Committee vets the information.

The Separation of the Roles of Board and Staff

In established organizations that have paid staff, there are always discussions about what responsibilities belong to the board and which to the staff. Regardless of how well the details are established, there always will be gray areas that exist.

In general terms, the Board will spend most of its time on the big picture issues of defining or refining mission planning, measuring the Organization's effectiveness, and ensuring that legal and financial expectations and responsibilities are being met. This is often referred to as "making policy." The staff focuses their efforts on the Organization's daily operations.

An effective analogy is the idea that we should think of IIMC as a ship. The captain is the Executive Director and the owners are the Board.

As owners, the Board establishes the destination, hires a qualified captain, ensures that there will be adequate funds for the trip, approves the budget, monitors the journey, communicates with the captain, and plans the next voyage along with potential expansion or changes in the Association.

The captain confirms the destination, raises resources with the owners, hires and equips the crew, sets the course, sets sail and regularly updates the owners on the status of the journey.

Using this analogy, it's easy to see that board members shouldn't drop in mid-voyage to help steer the ship or spend their time in the boiler room stoking the fire under normal circumstances. And that the chief executive should not be making major organization decisions without informing and engaging the Board.

The Board's Relationship with the Executive Director

IIMC's Executive Director is the link or the bridge between the Board of Directors and staff. The Board hires and fires the Executive Director.

Communication

Communication between the Executive Director and the Board is on going. Although the Executive Director reports to the Board, he is also in regular communication with IIMC's President, regarding issues, agendas and the Organization's operations.

It is up to IIMC's Executive Director to develop relationships with each Board member to help them feel informed and comfortable with the Organization and to look for ways to become involved with IIMC beyond attendance at full board meetings. It is encouraged for all Directors to never hesitate to contact the Executive Director directly with any question

Expectations/Evaluations

It is up to the Board to establish expectations tied to IIMC's goals and to evaluate the individual, at least annually, against those expectations. Usually, the Executive Committee evaluates the Executive Director with the Board's input. This is a two-way communication with the Executive Director soliciting feedback from the Board and vice versa.

Board Communication with Staff

Working Relationship -- As a board member, you will probably have regular communication with staff. Please remember that staff does not work for the Board, but for the Executive Director. That is why it is important to establish expectations, priorities and available resources.

Grievances – Since the Executive Director reports to the Board, staff will sometimes take the opportunity to raise concerns about the Executive Director to a board member. Please note that IIMC's Personnel Handbook includes a policy for staff to follow regarding filing a grievance against the Executive Director.

How Long Is My Term?

An IIMC Region Director's term of office is three years. This time frame is relatively short so spending your entire first year on "catching up" to the organization leaves you with two years to strive for peak leadership.

As an in-coming Board member, you will be provided with lots of information to review prior to your swearing-in. This will include minutes and agendas of previous Board meetings, the current IIMC Policy Manual, the Strategic Plan and Board development. You will also be sent a copy of the Agenda for the Board meeting that is held at the beginning of the conference and you will be encouraged to attend that meeting so that you are better acquainted with the issues with which the Board is currently dealing. This will mean that you will have to arrive at the Annual Conference city earlier than most delegates as the Board typically meets on Friday and Saturday preceding the Conference. The more you can review the material the faster you will be able to become an active participant on the Board.

Liaison to Committees

You will also be appointed as the Board Liaison to one of IIMC's Standing Committees. These committees meet at the Annual Conference at various times throughout the week and even though you have not been officially sworn in, you are expected to attend the committee meeting as the in-coming Board Liaison. A Board Liaison's duties include making certain that the committees are communicating (via email and teleconferences) and working on their assigned goals. Board liaisons will also deliver and must be prepared to discuss the committee's mid year and annual reports at the Board meetings.

Board Meetings – Mid-Year and Annual Conference (Incoming Board)

The IIMC Board of Directors engages in two face to face meetings annually: a Mid-Year meeting and an annual conference meeting. There is also an incoming Board meeting during the annual conference.

The first major meeting of your term is held in November and is referred to as the Mid-Year Board meeting. This meeting is held at a location chosen by the President and Executive Director and is announced in advance as far as possible to give all Board members ample time to plan time out of the office.

Please refer to "What is a Board Member's Financial Commitment" section in this manual on page 7 for detailed information regarding reimbursements and costs for attending the Mid-Year and Annual Conference meetings.

This Mid-Year meeting is traditionally a two-day meeting with travel days on the front and back end. Typically, the meeting adheres to the following schedule:

Thursday	Board Travel
* Friday	Board Development – am -- Board meeting - pm
Saturday	Board Meeting
Sunday	Board Travel (does not apply to Annual Conference schedule)

* The Friday Board Development meeting consists of a Board Development program through previously distributed homework assignments. The afternoon portion of this day begins the Board meeting that continues on Saturday.

Attending the Board Development meeting will be all Board members, IIMC staff, and invited members and guests. **The Friday Board development meeting is casual in attire and seating is not assigned.**

The Saturday Board meeting is business attire and held around a hollow square. Name cards are provided so that you can easily identify other members of the Board. At the head of the table will sit the President, who chairs the meeting, the other members of the Executive Committee, the individual taking minutes and the Parliamentarian. At the other end of the table are the Executive Director and various IIMC staff. Other members of staff will also be in attendance as will some Committee Chairs, invited members and guests and, possibly, some IIMC past presidents.

Normal meeting protocol is observed during the meeting with Board members needing to be recognized by the Chair prior to speaking. All Board members have one vote. Others in attendance do not have a vote.

All Committee reports will include a recommendation accompanied by a Management Recommendation from the Executive Director and IIMC staff.

A couple of weeks before the meeting you will receive the full agenda package including all reports, etc. You should read all the documentation, make notes and, if necessary, contact the Executive Director for clarification. The better prepared you are for the meeting, the more productive the meeting will be. The following is typical of a Board Agenda:

**International Institute of Municipal Clerks
Board of Directors ~ Mid-Year Meeting
Agenda**

1. Call to order
2. Roll call
3. Agenda approval
4. Consent agenda approval
 - a. DRAFT Minutes of Board Meeting – City and state
 - b. DRAFT Minutes of Annual Business Meeting, City and state
 - c. DRAFT Minutes of Board Teleconference, Month, day, year
5. MCEF Report Update - verbal
6. Executive Director Update —ACTION REQUIRED
7. Education Department Report — ACTION REQUIRED
8. Committee Reports – NO ACTION
 - a. Conference
 - b. Elections
 - c. International Relations
 - d. Membership
 - e. Mentoring Committee
 - f. Records Management -
 - g. Research and Resource Committee -
9. Committee Reports – ACTION REQUIRED
 - a. Budget and Planning
 - b. Education/Professional Developments
 - c. Policy Review
 - d. Program Review & Certification Committee
 - e. Public Relations & Marketing Committee
10. Financials
 - a. Projected Year-End Budget with notes –
 - b. Projected Budget with notes –
 - c. Financials
11. Staff Reports
12. Annual Conference Updates
13. Report From Directors
14. Other Business and Announcements
15. Adjournment

