3. GOVERNANCE

Scope

These policies describe the governance structure of the Institute with respect to the Institute's officers, the Governing Board, and its three councils: Finance, Member, and Talent. These policies specifically describe the authority, role, recruitment, member selection, meetings, executive sessions, and rules of decorum and debate of each of the bodies within this structure.

Governing References

- NIGP Bylaws- Article II (Governing Board), Article III (Officers), Article IV (Councils)

General

A. Guiding Principles of the Institute’s Governance

The Institute’s governance is led by a Governing Board which has the ultimate responsibility for setting the organizational direction, ensuring adequate resources, and providing program oversight. It has devolved certain powers, as described in this section, to its Finance Council, its Member Council and its Talent Council. In combination, these four bodies represent the governance of the Institute.

B. NIGP Governing Board

1. Powers and Authority

   a. Setting direction

      (1) Setting the vision, mission, and purpose of the Institute;
      (2) Establishing goals and objectives;
      (3) Defining the strategic plan; and
      (4) Establishing broad-based policies.
b. Ensuring adequate resources

(1) Selecting the Chief Executive Officer and approving the contractual agreement between the Governing Board and the CEO, assessing the CEO’s performance, and determining provisions for separation or termination; and

(2) Establishing the budget philosophy and approving annual budget appropriations.

c. Providing program oversight

(1) Appointing members to the Governing Board;
(2) Appointing members to the Talent Council and Finance Council and NIGP Representatives to independent boards and councils;
(3) Ratifying resolutions, position papers and position statements recommended by the Member Council;
(4) Selecting the independent auditor for the Institute and approving the annual audit after review and recommendation by the Audit Committee;
(5) Conducting an appeals process for revocations of membership or chapter charters after such action is deemed appropriate by the Member Council; and
(6) Approving joint ventures with third parties.

2. Composition

a. The Governing Board shall be comprised of eleven (11) voting members:

(1) Five (5) of the Directors shall be public procurement officials;
(2) Three (3) of the Directors shall serve as ex-officio members as the Chairs of the Finance, Member, and Talent Councils; and
(3) Three (3) of the Directors shall be thought leaders who provide specific expertise and perspective on a subject matter that support the Institute’s key strategic objectives.

b. The Governing Board shall also be comprised of the NIGP Chief Executive Officer/Board Secretary as a non-voting, ex-officio member.
3. Qualifications

a. The Talent Council shall be responsible for establishing the minimum eligibility criteria of the Governing Board candidates; subject to ratification by the Governing Board in accordance with this policy. The Talent Council may also establish additional knowledge, skills and abilities for Governing Board candidates. Such additional credentials shall be posted by NIGP to ensure transparency.

b. For all candidates:

(1) Holds a bachelor’s degree from an accredited university with a master’s degree preferred;

c. For public procurement officials:

(1) Served on a procurement-related non-profit board for a minimum of three (3) years; experience within the NIGP and/or NIGP Chapter affiliate governance structure preferred.

(2) Currently employed in the public sector with direct or indirect procurement-related responsibilities;

(3) Holds active Institute membership either through a Public Agency or as an Individual; and

(4) Holds a current professional credential recognized by NIGP.

d. For thought leaders:

(1) Demonstrated expertise in assessing market share and new opportunities for growth and expansion in alignment with NIGP’s strategic plan;

(2) Demonstrated skills in new business development including the use of internal and external resources to fulfill the mission of the Institute and achieve intended results; and

(3) Certifies that he or she will not personally benefit, nor be employed by an organization that could materially benefit, from the decisions made by the Governing Board.

e. Prohibitions and Allowances:

(1) Independent Contractors for NIGP, excluding NIGP Instructors, are ineligible to serve on the Governing Board.
Board concurrently.

(2) Current members of a Council or Committee are not restricted from applying as candidates to the Governing Board.

f. Waivers and Allowances

(1) Candidates applying to Governing Board positions are expected to fully comply with all the eligibility requirements at the time of application and continuing through his/her term if appointed.

(2) If a sitting Governing Board member fails to maintain one or more of the eligibility requirements during his/her term, the member shall inform the Governing Board Chair of the situation to include the date of the lost eligibility. The Governing Board member may either resign his/her position on the Board or may, in his/her best interest, be allowed to re-establish all eligibility requirements within six (6) months following the date of the lost eligibility. If eligibility is not re-established within the six (6) month period, the Governing Board member shall automatically vacate his/her position.

4. Selection

a. Candidates may only serve on one Board, Council, or committee concurrently; provided however, that the Chair of the Finance, Member and Talent Councils shall also serve on the Governing Board concurrently in a voting capacity.

b. Current members of the Governing Board who are designated as either the Chair of the Member Council or Talent Council may apply for an open Governing Board seat; provided however, that the individual will have completed one full year of service as that Council’s Chair at the time of appointment to the open seat.

(1) An open seat may occur either as a result of a Board member resignation or the end of a Board term.

(2) The Chair is not required to resign his/her designated Chair position until he/she is appointed to the open seat by the Board; with the understanding that the Talent Council Chair shall recuse him/herself from deliberations leading to the recruitment, selection and appointment of the Board member.
(3) The ability to apply for an open Board seat does not guarantee rights to the open Board seat. The candidate is still required to compete for the seat through a recruitment and selection process established by the Talent Council in its best interest.

c. The Talent Council shall be responsible for on-going recruitment of potential members of the Governing Board. The Talent Council shall develop and maintain a process for recruitment that optimizes transparency, impartiality and accessibility.

d. Selection of Public Procurement Officials as Governing Board Members (see exemptions below)

(1) Prior to November 1st preceding the expiration of a Governing Board member's term, the Chair of the Talent Council shall query whether the member is interested in serving an additional term; if eligible.

(2) If an incumbent is eligible for, and wishes to seek, an additional term, this individual shall be placed on the competitive slate that is presented to the Governing Board if he/she receives a satisfactory rating as assessed by the Governing Board.

(3) By no later than the November 30th preceding the expiration of a Director’s Term, the Talent Council shall notify NIGP members of the opportunity to submit their credentials for serving on the Governing Board. Such notification shall be prominently announced through NIGP’s communications network and candidates shall be provided a minimum of twenty-one (21) calendar days to submit their candidacy.

(4) The terms of Section 3.B.4(c) shall not apply to:

(a) Governing Board Members who have been elected as Chair-Elect or Chair; as these members are exempted from a competitive selection process; or to

(b) Council Chairs whose terms coincide with the Chair appointments to their respective Council.
e. Selection of Thought Leaders:

(1) In conjunction with the Governing Board’s annual strategic plan update or revision which shall occur no later than November 30th, the Board shall discuss its composition in alignment with the strategic plan.

(a) If a Board re-alignment is requested, the Governing Board shall determine, by majority vote, which specific expertise is no longer a strategic priority of the Institute. A Governing Board Thought Leader who is representing a level of expertise that is no longer a priority of the Board shall not be considered for an additional term regardless of interest.

(b) Such action shall set into motion the replacement of the Governing Board Thought Leader whose expertise is no longer a strategic priority so that this individual is not re-appointed to the Governing Board following the end of his or her current term; with the understanding that this individual will be allowed to complete his/her current term or resign his/her position in his/her best interest.

(c) As a result of this action, the Talent Council will initiate a recruitment process in preparation for a new Thought Leader whose expertise aligns with the strategic priorities of the Institute. The recruitment shall be completed and recommendations for appointment submitted to the Governing Board by no later than the last day of February prior to the end of the incumbent Thought Leader’s term.

f. Submission of Candidates by the Talent Council

(1) By no later than the last day of February preceding the expiration of a Director’s term, the Talent Council shall submit a slate of candidates to the Governing Board for each seat that will become vacant on June 30th.

(2) To ensure that the Governing Board has the final authority for making a competitive selection of its members:
(a) For Public Procurement Official board seats, the Talent Council shall submit a slate of at least two (2) candidates and not more than three (3) candidates for each Board seat designated. If this competitive slate includes a sitting member of the Talent Council, the Council shall submit a slate of all eligible candidates to the Governing Board for their consideration and the slate shall remain unranked.

(b) For Thought Leader Board seats, the Talent Council may recommend a specific individual(s) to the Governing Board prior to approaching the candidate(s) as a means for seeking pre-approval of the Thought Leader. With the Governing Board’s approval, the Talent Council is not required to bring the Thought Leader candidate back to the Governing Board for final approval.

g. Appointment by the Governing Board

(1) No later than the March 31st preceding the expiration of a Director’s term, the Governing Board shall finalize the appointment.

(a) When desired in its best interest, the Governing Board may interview any or all candidates submitted by the Talent Council prior to the appointment.

(b) The Governing Board shall convene a meeting to appoint its members through a selection process. The appointment may be an agenda item on a regularly scheduled agenda or it may be a special meeting called specifically for the purpose of appointing Governing Board members.

(c) This meeting may be conducted in person or through a teleconference where all Governance Board members are able to hear and speak to the deliberations.

(d) A quorum is required to conduct the meeting and an appointment of a Governing Board member requires a majority vote of all Governing Board members present at the meeting.

3. Governance – Page 7
3. Governance – Page 8

(e) Unless waived by the majority of the members of the Governing Board, a vote shall be taken by confidential ballot.

(f) The Governing Board shall only consider candidates placed on the slate by the Talent Council.

(g) Any Governing Board member shall recuse himself or herself from voting on his or her own candidacy. Such recusals shall have the effect of reducing the number of eligible voters when determining a majority vote of the Governing Board.

(2) If the Governing Board cannot make a selection from the list of candidates submitted by the Talent Council, it may reject any or all candidates and require that the Talent Council reconvene and develop a new slate of candidates for consideration. In this case, the Talent Council shall endeavor to submit a new slate of candidates by no later than April 30th.

5. Terms

a. The term of each Governing Board member shall be for three (3) years except as follows:

(1) The Chair of the Member Council and the Chair of the Talent Council terms shall be for two (2) years, non-recurring, and shall coincide with the term of the Chair-Elect.

(2) The Chair of the Finance Council term shall be for two (2) years and without term limits and shall coincide with the term of the Chair-Elect.

b. For directors representing the public procurement profession, no director shall serve more than two consecutive terms, unless:

(1) Elected to be the Chair-Elect of the Governing Board during his or her first two terms, in which case, the Director shall remain on the Board as a voting member through his or her service as Chair-Elect and, subsequently, as Chair; or

(2) Elected to serve as the Treasurer of the Institute, in
c. For directors representing a specific expertise as a thought leader, the director may be eligible to serve a second term; provided that the majority of the Governing Board determines that the expertise remains a strategic priority of the Institute and should continue for another three-year period.

d. Service for the unexpired term of another Director shall not count against the limit of two consecutive terms, unless the service for the unexpired term was for more than twenty-four (24) months.

6. Leadership

a. By no later than March 31st preceding the expiration of the current Chair-Elect’s term, the Governing Board shall:

(1) Elect, from within its membership, the subsequent Chair-Elect who shall meet all of eligibility requirements established for the Chair at the time of election.

(2) Elect, from within the membership of the Finance Council, the Treasurer who shall also serve as Chair of the Finance Council.

b. Such elections shall occur during a duly convened meeting with a quorum present. The selection shall require a majority vote.

c. The Chair-Elect shall serve in this capacity until the current Chair completes his or her term or vacates his or her position as Chair; whichever occurs first. In the case of a vacancy, the time accrued shall not count against the Chair’s ability to serve a full two-year term.

d. The Chair and Chair-Elect shall serve a non-recurring, two-year term on July 1st. The Treasurer shall serve a two-year term on July 1st with no term limits. The beginning and ending dates for the terms of these three positions (Chair, Chair-Elect, and Treasurer) shall coincide.

e. The Chair’s term on the Board shall coincide with his/her term as Chair.
3. Governance – Page 10

f. The Chair shall meet the following eligibility requirements at the time of application for Chair-Elect and shall retain these requirements throughout his or her term as Chair-Elect and Chair:

1. Current public procurement practitioner;
2. Serve on the Governing Board for at least one (1) full year before seeking candidacy as the Chair-Elect;
3. Active membership in the Institute;
4. Certified Public Procurement Officer designation issued by the Universal Public Procurement Certification Council.

g. The roles and responsibilities of the Chair are specifically outlined in this section of the Governing Board Policy Manual.

7. Vacancies

a. The Chair of the Governing Board shall communicate any Board vacancy to the Chair of the Talent Council within seven (7) calendar days after the vacancy is announced; provided however, that if it is the Chair of the Governing Board who is resigning, the Chair shall inform the Board Secretary/Chief Executive Officer of the resignation who, in turn, shall inform the Governing Board as well as the Chair of the Talent Council.

b. Vacancies on the Governing Board shall be filled consistent with Board policy specified for the position.

1. The Chair of the Finance Council shall be filled by the membership of the Governing Board.
2. The Chair of the Member Council shall be filled by the membership of the Member Council.
3. The Chair of the Talent Council shall be filled by the membership of the Talent Council.

Service for the unexpired term of a Chair shall not count against the limit of one consecutive term, unless the service for the unexpired term was for more than twelve (12) months.

c. Within sixty (60) calendar days after notification of the vacancy is received by the Chair of the Talent Council, the Talent Council shall be responsible for recommending a slate of candidates who meet the eligibility requirements established for the position that is being filled. The Council may access an existing list of
potential Governing Board candidates or may initiate a new recruitment process in its best interest.

d. When the Council is prepared to bring a slate of candidates forward to the Governing Board, the slate shall provide a minimum of two (2) but not more than three (3) Public Procurement candidates and at least one (1) Thought Leader candidate for the vacant seat at least seven (7) days prior to the Governing Board meeting.

e. The Governing Board is bound by the same process described for end-of-term vacancies, specifically:

(1) The Board shall only consider candidates nominated by the Talent Council;
(2) The Board has the right to reject all candidates and send the recruitment back to the Talent Council; and
(3) The Board shall conduct its deliberations within the context of an official meeting where a quorum and majority vote is required.

f. Any person so appointed shall serve for the unexpired portion of the term; with no assurances that they will be appointed to a full term once the unexpired term is completed. If the vacancy is filled within the first year of the term, the unexpired term shall be considered the first full term for purposes of determining term limits.

C. NIGP Finance Council

1. Powers and Authority

All powers and authority specifically granted to the Finance Council is devolved from the Governing Board which has the sole responsibility for adding, deleting, or modifying the Finance Council’s powers in its best interest.

a. Setting direction

(1) Establishing the financial and investment goals of the Institute; and
(2) Determining risk assessment;

b. Ensuring adequate resources

(1) Determining fees and assessments within the
framework of an annual budget appropriations that is recommended to the Governing Board for approval;
(2) Determining insurance and bonding requirements; and
(3) Selecting the investment counselor for the Institute

c. Providing program oversight

(1) Overseeing the financial operations;
(2) Approving requests for non-budgeted funding;
(3) Authorizing requests to release the use of funds earmarked in designated reserve accounts by the Governing Board;
(4) Approving the transfer of emergency funds within NIGP accounts; and
(5) Approving the write-off of bad debt with an invoice value exceeding $5,000.

2. Composition

a. The Finance Council shall be comprised of eleven (11) voting members who represent a mix of public procurement officials and Thought Leaders with expertise in finance, risk, investment, or related areas.

b. Current public procurement officials shall hold the majority of seats on the Finance Council.

c. A maximum of four (4) of the Council members shall be Thought Leaders with subject matter expertise in finance, risk, investment, or related areas.

d. The Treasurer shall hold one of the eleven (11) seats as Chair.

3. Qualifications

a. The Talent Council shall be responsible for establishing the minimum eligibility criteria for the Finance Council candidates; subject to ratification by the Governing Board in accordance with this policy. The Talent Council may also establish additional knowledge, skills and abilities for Finance Council candidates. Such additional credentials shall be publicly posted by NIGP to ensure transparency.

b. For all candidates:

(1) Holds a bachelor’s degree from an accredited university with a degree in finance-related field
preferred; and  
(2) Has a minimum of three (3) years' experience in financial and/or budget planning with annual revenue and expenditures of at least $4 million; experience in public sector or non-profit organizations and/or experience in accrual accounting principles preferred.

c. For public procurement professionals:

(1) Currently employed in the public sector with direct or indirect procurement-related responsibilities;
(2) Holds Institute membership either through a Public Agency or as an Individual; and
(3) Holds a current professional credential certification recognized by NIGP.

d. Independent Contractors for the Institute, excluding NIGP Instructors, shall not serve as a member of the Finance Council concurrently.

e. Waivers and Allowances

(1) Candidates applying to Finance Council positions are expected to fully comply with all the eligibility requirements at the time of application and continuing through his/her term if appointed.

(2) If a sitting Finance Council member fails to maintain one or more of the eligibility requirements during his/her term, the member shall inform the NIGP Treasurer of the situation to include the date of the lost eligibility. The Finance Council member may either resign his/her position on the Council or may, in his/her best interest, be allowed to re-establish all eligibility requirements within six (6) months following the date of the lost eligibility. If eligibility is not re-established within the six (6) month period, the Finance Council member shall automatically vacate his/her position.

4. Selection

a. Candidates may only serve on one Board, Council, or committee concurrently; provided however, that the Chair of the Finance, Member and Talent Councils shall also serve on the Governing Board concurrently in a voting capacity.

b. The Talent Council shall be responsible for on-going
recruitment of potential members for the Finance Council. The Talent Council shall develop and maintain a process for recruitment that optimizes transparency, impartiality and accessibility.

c. The Governing Board shall be responsible for appointing all members to the Finance Council; with such decisions made during a duly conducted Governing Board meeting.

d. By no later than the November 1st preceding the expiration of a Finance Council member’s term, the Chair of the Talent Council shall query whether the member is interested in serving an additional term; if eligible.

e. If an incumbent is eligible for, and wishes to seek, an additional term this individual shall be considered by the Talent Council; with the understanding that the Talent Council is not obligated to submit this individual’s candidacy to the Governing Board.

f. By no later than the November 30th preceding the expiration of a Public Procurement Official’s term on the Finance Council, the Talent Council shall notify NIGP members of the opportunity to submit their credentials for serving on the Finance Council. Such notification shall be prominently announced through NIGP’s communications network and candidates shall be provided a minimum of twenty-one (21) calendar days to submit their candidacy.

g. By no later than the last day of February, the Talent Council shall submit a slate of candidates to the Governing Board.

(1) For each non-incumbent Public Procurement Official vacancy, the Council shall endeavor to submit at least two (2) but not more than three (3) candidates for each seat that will become vacant on the Finance Council on June 30th, unless extenuating circumstances exist, which can be expressed to the Board.

(2) For each Thought Leader vacancy, the Talent Council may recommend a specific individual(s) to the Finance Council prior to approaching the candidate(s) as a means for seeking pre-approval of the Thought Leader. With the Governing Board’s approval, the Talent Council is not required to bring the Thought Leader candidate back to the Governing Board for final approval.
h. The Talent Council has the option, in its best interest, to rank-order its slate of candidates when the slate is presented to the Governing Board.

i. By no later than March 31st preceding the expiration of a Council member’s term, the Governing Board shall conduct a meeting to finalize all Council appointments. The Governing Board shall only consider candidates nominated by the Talent Council.

j. If the Governing Board cannot make a selection from the list of candidates submitted by the Talent Council, it may reject any or all candidates and require that the Talent Council reconvene and develop a new slate of candidates for consideration. In this case, the Talent Council shall endeavor to submit a new slate of candidates at least two (2) months prior to the expiration of a Council member’s term.

5. Terms

a. The term of each Finance Council member shall be for three years. Terms shall be staggered so that approximately one-third of all seats are set to expire on June 30th. This practice ensures greater continuity on the Board. New terms begin on July 1.

b. With the exception of the allowances provided to the Treasurer, no member shall serve more than two consecutive terms.

c. Service for the unexpired term of another Council member shall not count against the limit of two consecutive terms, unless the service for the unexpired term was for more than twenty-four (24) months.

6. Leadership

a. The Governing Board shall elect the Finance Council Chair by no later than March 31st preceding the expiration of the term of the current Chair. Such election shall occur during a duly convened meeting with a quorum present. The selection shall require a majority vote.

b. The Chair shall automatically serve as the Institute’s Treasurer and as a voting member of the Governing Board.

c. The Chair/NIGP Treasurer shall be a public procurement practitioner who holds active Institute membership as well as an active Certified Public Procurement Officer designation.
d. The Treasurer shall serve a two-year term on July 1st. This term shall coincide with the term of the Institute’s Chair-Elect. There shall be no limits on recurring terms provided that the Treasurer is:

(1) Re-appointed as a regular member to the Finance Council by the Governing Board; and
(2) Re-elected as the Treasurer by the then current members of the Governing Board.

e. If the Chair’s term as a Finance Council member expires prior to the end of his/her Chair term, it is understood that the member term shall be extended to coincide with the end of the term as Chair.

f. In its best interest, the membership of the Finance Council may appoint a Vice Chair of the Council for a period of one (1) year.

(1) The expressed role of the Vice Chair shall be to conduct meetings of the Council when requested by the Chair due to the Chair’s absence or desire to speak on an issue.
(2) The Vice Chair shall be appointed by a majority of the Council members present at a duly authorized meeting.
(3) The Vice Chair shall be appointed from within the Council membership and such appointment shall not extend the term of the Council member’s appointment as a regular member.
(4) Nothing in policy stipulates that the Vice Chair is entitled to be elected as the future Chair of the Council and as NIGP Treasurer.

7. Vacancies

a. The Treasurer as Chair of the Finance Council shall notify the Chair of the Talent Council of a vacancy on the Finance Council within seven (7) calendar days of said vacancy.

b. The Governing Board is responsible for filling vacancies on the Finance Council.

c. The Talent Council shall be responsible for recommending a slate of candidates to fill the vacancy within sixty (60) calendar days of notification of the vacancy. When the Council is prepared to bring a slate of candidates forward to the Governing Board.
Board, the Talent Council shall endeavor to submit at least two (2) but not more than three (3) Public Procurement candidates and at least one (1) Thought Leader candidate for the vacant seat at least seven (7) days prior the Governing Board meeting.

\[ \text{d. } \] The Governing Board is bound by the same process described for end-of-term vacancies, specifically:

(1) The Board shall only consider candidates nominated by the Talent Council;
(2) The Board has the right to reject any or all candidates and send the recruitment back to the Talent Council; and
(3) The Board shall conduct its deliberations within the context of an official meeting where a quorum and majority vote is required.

\[ \text{e. } \] Any person so appointed shall serve for the unexpired portion of the term; with no assurances that he or she will be appointed to a full term once the unexpired term is completed.

**D. NIGP Member Council**

1. Powers and Authority

All powers and authority specifically granted to the Member Council is devolved from the Governing Board which has the sole responsibility for adding, deleting, or modifying the Member Council’s powers in its best interest.

\[ \text{a. } \] Setting direction

(1) Establishing the eligibility and conditions for agency and individual membership;
(2) Establishing and determining conditions for agency and individual membership revocation including provisions for due process;
(3) Establishing and maintaining standards of professional conduct including a code of ethics; and
(4) Establishing the eligibility and conditions for chartering, maintaining, reinstating, and terminating a NIGP chapter affiliate.

\[ \text{b. } \] Providing program oversight

(1) Managing the relationship between the Institute and its chapter affiliates;
(2) Overseeing the process for developing and approving position papers of the Institute subject to ratification by the Governing Board;

(3) Overseeing the process for developing official resolutions of the Institute subject to ratification by the Governing Board; and

(4) Overseeing the process for establishing an Institute honors and awards program.

2. Composition

a. The Member Council shall be comprised of eleven (11) voting members; all of whom shall be current public procurement officials elected by the membership at-large.

b. At least two (2) seats on the Member Council shall be reserved for Young Professional members who are under the age of forty (40). The individuals holding these Young Professional seats shall be elected by the NIGP membership via a competitive election process where all Young Professional candidates meet the eligibility criteria including the age restriction as of the first day of his/her term if elected by the membership.

c. The Chapter Ambassador Committee shall appoint an individual within its membership to serve as the Committee Chair. This individual shall serve as a non-voting advisor to the Member Council.

3. Qualifications

a. The Talent Council shall be responsible for establishing the minimum eligibility criteria for the Member Council candidates; subject to ratification by the Governing Board in accordance with this policy. The Talent Council may also establish additional knowledge, skills and abilities for Member Council candidates. Such additional credentials shall be publicly posted by NIGP to ensure transparency.

b. For all candidates:

(1) Holds an associate’s degree from an accredited university;

(2) Has a minimum of three (3) years’ experience within the leadership of a professional procurement society as a board or committee member; experience as a NIGP chapter affiliate board member or officer preferred;
(3) Experience within the NIGP chapter affiliate network preferred;
(4) Currently employed in the public sector with direct or indirect procurement-related responsibilities;
(5) Holds Institute membership either through a Public Agency or as an Individual; and
(6) Holds a current professional credential certification recognized by NIGP.

c. Waivers and Allowances

(1) Candidates applying to Member Council positions are expected to fully comply with all the eligibility requirements at the time of application and continuing through his/her term if appointed; provided however, that persons elected as Young Professionals are only required to meet the age restriction as of the first day of his/her term

(2) If a sitting Member Council member fails to maintain one or more of the eligibility requirements during his/her term (with the exception of the Young Professional age limit which must be maintained only through the first day of balloting), the member shall inform the Member Council Chair of the situation to include the date of the lost eligibility. The Member Council member may either resign his/her position on the Council or may, in his/her best interest, be allowed to re-establish all eligibility requirements within six (6) months following the date of the lost eligibility. If eligibility is not re-established within the six (6) month period, the Member Council member shall automatically vacate his/her position.

4. Election

a. Candidates may only serve on one Board, Council, or committee concurrently; provided however, that the Chair of the Finance, Member, and Talent Councils shall also serve on the Governing Board concurrently in a voting capacity.

b. The Talent Council shall be responsible for on-going recruitment of potential members for the Member Council. The Talent Council shall develop and maintain a process for recruitment that optimizes transparency, impartiality and accessibility.
c. The Talent Council shall establish an election process based on NIGP Bylaws and shall communicate this process to the membership.

d. By no later than the November 1st preceding the expiration of a Member Council member’s term, the Talent Council shall query whether the member is interested in serving an additional term; if eligible. If an incumbent is eligible for, and wishes to seek, an additional term this individual shall be placed on the slate of candidates to be presented to the membership for a vote.

e. By no later than the November 30th preceding the expiration of a Director’s Term, the Talent Council shall also notify NIGP members of the opportunity to submit their credentials for serving on the Member Council. Such notification shall be prominently announced through NIGP’s communications network and candidates shall be provided a minimum of twenty-one (21) calendar days to submit their candidacy.

f. By no later than the last day of February, the Talent Council shall announce its slate of candidates for the election of Member Council members:

(1) The slate shall be announced to the NIGP active membership a minimum of two (2) weeks prior to the first day of balloting;

(2) The slate shall specifically identify all eligible candidates seeking a Young Professional seat on the Member Council.

(a) For each Young Professional seat, the slate shall endeavor to include a minimum of two (2) candidates who meet the qualification requirements including the age restriction as of the first day of the Member Council’s term if elected.

(b) For all other seats on the Member Council the slate shall endeavor to include at least one and a half times as many candidates as there are vacant seats so that the membership has the opportunity to cast a ballot in a competitive election.

(3) Voter eligibility is dependent on the status of the member as defined in Section 1 of this Board Policy
Manual. In general terms, individuals holding an active membership on the day that the Talent Council announces its slate shall be designated as voters.

g. The election of Member Council members shall be conducted in the following manner:

(1) The Talent Council shall provide an electronic ballot to each Voter. The ballot shall include a biographical sketch for each candidate. If the ballot includes a candidate who is a current member of the Member Council, the ballot will indicate that the candidate is an incumbent.

(2) During the election, all queries regarding candidates or the election process shall be forwarded to the Chair of the Talent Council for official reply.

(3) Members of the Governing Board, the three Councils, and NIGP staff shall refrain from officially endorsing, and/or campaigning for, any candidates.

(4) Candidates shall refrain from utilizing any of NIGP’s NSite communities as a means of campaigning for election.

(5) Each Voter may cast as many votes as there are seats that will expire on June 30th.

(6) Ballots must be submitted and received by NIGP or its agent not more than seven (7) calendar days after being sent to the Voters. Ballots must be submitted to NIGP or its agents via a secured electronic ballot or mail as approved by the Talent Council that ensures the integrity of the election process and protects the anonymity of the ballot.

(7) The Talent Council shall declare the candidates receiving the highest number of votes (a plurality) based on the number of seats being competed to have been elected.

(a) If a Young Professional seat is being contested during an election, the candidate who qualified as a Young Professional and who received the highest number of votes within this category shall be elected; with the understanding that this
individual may have received fewer votes than another candidate who was not designated as a Young Professional.

(b) If more than one Young Professional wins a seat on the Member Council based on the plurality vote, the Young Professional receiving the highest number of votes shall be the designated Young Professional on the Council.

(8) The elected candidate shall assume office on July 1st of the new fiscal year following the election.

(9) In the event of a tie vote which precludes the Talent Council from declaring a winner, a new ballot shall be distributed containing the names of those candidates who earned the tie votes.

5. Terms

a. The term of each Member Council member shall be for three years. Terms shall be staggered so that approximately one-third of all seats are set to expire on June 30th. This practice ensures greater continuity on the Board. New terms begin on July 1.

b. No member shall serve more than two consecutive terms.

c. Service for the unexpired term of another Council Member shall not count against the limit of two consecutive terms, unless the service for the unexpired term was for more than twenty-four (24) months.

6. Leadership

a. The Member Council shall elect its own Chair-Elect by no later than the March 31st of the first year of the current Chair’s term. Such election shall occur during a duly convened meeting with a quorum present. The selection shall require a majority vote. This individual shall serve as Chair-Elect for a period of July 1st through June 30th to coincide with the current Chair’s second year and shall ascend as Chair the following year to provide a plan for leadership continuity and succession.

b. The Member Council Chair shall serve a non-recurring, two-year term on July 1st. This term shall coincide with the term of the Institute’s Chair-Elect. If the Chair’s term as a Member Council member expires prior to the end of his/her term, it is
understood that the member term shall be extended to coincide with the end of the term as Chair.

c. The Chair shall serve as an ex-officio, voting member of the Governing Board representing the Member Council. In this capacity, the Member Council Chair commits to serve at least one year in this capacity before serving on the Governing Board as a regular member.

d. In its best interest, the membership of the Member Council may appoint a Vice Chair of the Council for a period of one (1) year concurrent with the current Chair’s first year.

(1) The expressed role of the Vice Chair shall be to conduct meetings of the Council when requested by the Chair due to the Chair’s absence or desire to speak on an issue.

(2) The Vice Chair shall be appointed by a majority of the Council members present at a duly authorized meeting.

(3) The Vice Chair shall be appointed from within the Council membership and such appointment shall not extend the term of the Council member’s appointment as a regular member.

(4) Nothing in policy stipulates that the Vice Chair is entitled to be elected as the Chair-Elect of the Council.

7. Vacancies

a. The Chair of the Member Council shall communicate a Council vacancy to the Chair of the Talent Council within seven (7) calendar days after the vacancy is announced.

b. If the vacancy creates an unexpired term of greater than one year, the Talent Council shall call a special election by the NIGP membership. If the unexpired term is less than one year, the Governing Board shall appoint an individual to fill the vacancy upon recommendation by the Talent Council.

c. The Talent Council shall be responsible for recommending a slate of candidates to fill the vacancy within sixty (60) calendar days after notification of the vacancy is provided to the Talent Council Chair.

d. When the Talent Council is prepared to bring a slate of candidates forward, the Talent Council shall endeavor to submit at least two but not more than three candidates for the vacant
(1) If the vacancy shall be filled via a vote by the membership, the election process previously described shall be followed.

(2) If the vacancy shall be filled by the Governing Board:

(a) The Board shall receive the slate at least seven (7) days prior to the meeting date when said vacancy is scheduled to be filled.

(b) The Board shall only consider candidates nominated by the Talent Council;

(c) The Board has the right to reject any or all candidates and send the recruitment back to the Talent Council; and

(d) The Board shall conduct its deliberations within the context of an official meeting where a quorum and majority vote are required.

e. Any person so appointed shall serve for the unexpired portion of the term; with no assurances that he or she will be appointed to a full term once the unexpired term is completed.

E. NIGP Talent Council

1. Powers and Authority

All powers and authority specifically granted to the Talent Council is devolved from the Governing Board which has the sole responsibility for adding, deleting, or modifying the Talent Council's powers in its best interest.

a. Ensuring adequate resources

(1) Determining the eligibility criteria for all positions on the Governing Board, the Finance Council, the Member Council, and the Talent Council subject to ratification by the Governing Board via its Board policies;

(2) Recruiting leaders to serve on NIGP’s Board, Councils, and committees;

(3) Recruiting and selecting leaders to serve as NIGP’s representatives on NIGP’s auxiliary councils;

(4) Developing and implementing an on-going leadership development program for leaders;

(5) Developing a standard assessment program for the on-going evaluation of volunteer leader performance; and
(6) Developing and implementing a leader succession plan for the Institute.

b. Providing program oversight

(1) Recommending appointments to the Governing Board, the Finance Council and the Talent Council subject to selection by the Governing Board;

(2) Producing a competitive slate of candidates for the Member Council to be presented to the membership for a vote; and

(3) Determining the rules for conducting an election by the membership.

2. Composition

a. The Talent Council shall be comprised of eleven (11) voting members who represent a mix of public procurement officials and thought leaders with expertise in organizational leadership and/or human resource development and management.

b. At least one (1) of the eleven (11) members shall be a former member of the Governing Board or former NIGP Board of Directors. These individuals are not eligible to serve as Chair of the Talent Council if they served either as President of the NIGP Board of Directors or as Chair of the NIGP Governing Board.

c. Current public procurement officials shall hold the majority of seats on the Talent Council.

d. A maximum of four (4) of the Talent Council members shall be Thought Leaders with subject matter expertise in organizational leadership and/or human resource development and management.

3. Qualifications

a. The Talent Council shall be responsible for establishing the minimum eligibility criteria for the Talent Council candidates; subject to ratification by the Governing Board in accordance with this policy. The Talent Council may also establish additional knowledge, skills and abilities for Talent Council candidates. Such additional credentials shall be publicly posted by NIGP to ensure transparency.
b. For all candidates:

(1) Holds a bachelor’s degree from an accredited university; degree in human resource, organizational development, or related field preferred;

(2) Has a minimum three years’ experience in leadership development in the area(s) of volunteer recruitment, assessment, training, and/or succession planning;

(3) Experience in leadership development within a non-profit environment preferred;

(4) Background in organizational leadership and/or human resource development preferred;

c. For public procurement professionals:

(1) Currently employed in the public sector with direct or indirect procurement-related responsibilities;

(2) Holds Institute membership either through a Public Agency or as an Individual; and

(3) Holds a current professional credential certification recognized by NIGP.

d. Waivers and Allowances

(1) Candidates applying to Talent Council positions are expected to fully comply with all the eligibility requirements at the time of application and continuing through his/her term if appointed.

(2) If a sitting Talent Council member fails to maintain one or more of the eligibility requirements during his/her term, the member shall inform the Talent Council Chair of the situation to include the date of the lost eligibility. The Talent Council member may either resign his/her position on the Council or may, in his/her best interest, be allowed to re-establish all eligibility requirements within six (6) months following the date of the lost eligibility. If eligibility is not re-established within the six (6) month period, the Talent Council member shall automatically vacate his/her position.

4. Selection

a. Candidates may only serve on one Board, Council, or committee concurrently; provided however, that the Chair of the Finance, Member and Talent Councils shall also serve on
the Governing Board concurrently in a voting capacity.

b. The Talent Council shall be responsible for on-going self-recruitment of potential members for its own Talent Council. The Talent Council shall develop and maintain a process for recruitment that optimizes transparency, impartiality and accessibility.

c. The Governing Board shall be responsible for appointing all members to the Talent Council; with such decisions made during a duly conducted Governing Board meeting.

d. By no later than the November 1st preceding the expiration of a Talent Council member’s term, the Talent Council Chair shall query whether the member is interested in serving an additional term; if eligible.

e. If an incumbent is eligible for, and wishes to seek, an additional term this individual shall be considered by the Talent Council; with the understanding that the Talent Council is not obligated to submit this individual’s candidacy to the Governing Board.

f. Candidates being considered for reappointment on the Talent Council shall recuse themselves from the selection process and shall not participate in discussions leading to recommendations offered by the Talent Council.

g. By no later than the November 30th preceding the expiration of a Public Procurement Official’s term on the Talent Council, the Talent Council shall notify NIGP members of the opportunity to submit their credentials for serving on the Talent Council. Such notification shall be prominently announced through NIGP’s communications network and candidates shall be provided a minimum of twenty-one (21) calendar days to submit their candidacy.

h. By no later than the last day of February, the Talent Council shall submit a slate of Talent Council candidates to the Governing Board.

(1) For each non-incumbent Public Procurement Official vacancy, the Council shall endeavor to submit at least two (2) but not more than three (3) candidates for each seat that will become vacant on the Talent Council on June 30th unless extenuating circumstances exist which can be expressed to the Board.
(2) For each Leader vacancy, the Talent Council may recommend a specific individual(s) to its Talent Council prior to approaching the candidate(s) as a means for seeking pre-approval of the Thought Leader. With the Governing Board’s approval, the Talent Council is not required to bring the Thought Leader candidate back to the Governing Board for final approval.

i. The Talent Council has the option, in its best interest, to rank-order its slate of candidates when the slate is presented to the Governing Board.

j. By no later than March 31st preceding the expiration of a Council member’s term, the Governing Board shall endeavor to meet to finalize all Council appointments. The Governing Board shall only consider candidates nominated by the Talent Council.

k. If the Governing Board cannot make a selection from the list of candidates submitted by the Talent Council, it may reject all candidates and require that the Talent Council reconvene and develop a new slate of candidates for consideration. In this case, the Talent Council shall endeavor to submit a new slate of candidates by no later than April 30th preceding the expiration of a Council member’s term.

5. Terms

a. The term of each Talent Council member shall be for three years. Terms shall be staggered so that approximately one-third of all seats are set to expire on June 30th. This practice ensures greater continuity on the Board. New terms begin on July 1.

b. No member shall serve more than two consecutive terms.

c. Service for the unexpired term of another Council member shall not count against the limit of two consecutive terms, unless the service for the unexpired term was for more than twenty-four (24) months.

6. Leadership

a. The Talent Council shall elect its own Chair-Elect by no later than the March 31st of the first year of the current Chair’s term. Such election shall occur during a duly convened meeting with a quorum present. The selection shall require a majority vote. This individual shall serve as Chair-Elect for a
period of July 1st through June 30th to coincide with the current Chair’s second year and shall ascend as Chair the following year to provide a plan for leadership continuity and succession.

b. The Chair shall be a public procurement practitioner who holds active membership in the Institute and a current Certified Public Procurement Officer designation.

c. Individuals who previously served the Institute as the NIGP Board of Directors President or the NIGP Governing Board Chair are expressly prohibited from serving as the Chair of the Talent Council.

d. The Chair shall serve as some ex-officio, voting member of the Governing Board, representing the Talent Council. In this capacity, the Talent Council Chair commits to serve at least one year in this capacity before serving on the Governing Board as a regular member.

e. The Chair shall serve a non-recurring, two-year term on July 1st. This term shall coincide with the term of the Institute’s Chair-Elect. If the Chair’s term as a Talent Council member expires prior to the end of his/her Chair term, it is understood that the member term shall be extended to coincide with the end of the term as Chair.

f. In its best interest, the membership of the Talent Council may appoint a Vice Chair of the Council for a period of one (1) year during the first year of the current Chair’s term.

   (1) The expressed role of the Vice Chair shall be to conduct meetings of the Council when requested by the Chair due to the Chair’s absence or desire to speak on an issue.

   (2) The Vice Chair shall be appointed by a majority of the Council members present at a duly authorized meeting.

   (3) The Vice Chair shall be appointed from within the Council membership and such appointment shall not extend the term of the Council member’s appointment as a regular member.

   (4) Nothing in policy stipulates that the Vice Chair is entitled to be elected as the Chair-Elect of the Council.
7. Vacancies

a. The Governing Board is responsible for filling vacancies on the Talent Council.

b. When the Chair of the Talent Council is informed of a vacancy within the Council, the Council shall be responsible for recommending a slate of candidates to fill the vacancy within sixty (60) calendar days. If the Chair of the Talent Council is the individual who is creating the vacancy via a resignation, this individual is responsible for informing the Chair of the Governing Board so that appropriate actions can be taken in accordance with these policies to fill the vacancy.

c. When the Council is prepared to bring a slate of candidates forward to the Governing Board, the Talent Council shall endeavor to submit at least two (2) but not more than three (3) candidates for each vacant Public Procurement seat and at least one (1) candidate for each vacant Thought Leader seat. Submittals shall be provided at least seven (7) days prior to the meeting of the Governing Board when the vacancy is scheduled to be filled.

d. The Governing Board is bound by the same process described for end-of-term vacancies, specifically:

   (1) The Board shall only consider candidates nominated by the Talent Council;
   (2) The Board has the right to reject any or all candidates and send the recruitment back to the Talent Council; and
   (3) The Board shall conduct its deliberations within the context of an official meeting where a quorum and majority vote are required.

e. Any person so appointed shall serve for the unexpired portion of the term; with no assurances that he or she will be appointed to a full term once the unexpired term is completed.

F. Officers

The officers of the Institute are:

• Chair of the Governing Board
• Chair-Elect of the Governing Board
• Treasurer
• Chief Executive Officer who shall serve as the Secretary of the Board (non-voting)

The Officers of the Institute shall constitute the Executive Committee of the Governing Board in a capacity consistent with the NIGP Bylaws. The purpose of the Executive Committee is to act on behalf of the Governing Board in matters requiring immediate actions to protect the interests of the Institute and such actions shall be reported to the Governing Board during, and recorded in the minutes of, the next meeting.

1. Role of the Chair of the Governing Board

The Chair shall have general supervision of the affairs of the Corporation and shall generally perform such duties as devolve upon such office.

Functions

a. Preside at all meetings of the Institute and of the Governing Board.
b. Submit such reports to the membership as prescribed by the NIGP Bylaws and/or the Governing Board.
d. Call additional meetings of the Governing Board as required.
e. Authorize checks in lieu of the Treasurer or Chief Executive Officer.
f. Invite special guest(s) to meetings of the Institute.
g. Announce statements of policy to the membership and public-at-large.
h. Present an annual report to the membership.
i. Attend official events of collegial associations when invited.
j. Perform such other duties as required by the Governing Board.
k. Serve as the immediate supervisor to the Chief Executive Officer.
l. Perform general host responsibilities at NIGP functions as appropriate.

2. Role of the Chair-Elect

The Chair-Elect serves at the pleasure of the Governing Board. If the majority of the Governing Board determines that the Chair is incapacitated on a temporary basis, the Governing Board has the authority, through formal action requiring a majority vote, to request that the Chair-Elect assume the Chair’s responsibilities for a specified period of time.
The Chair-Elect serves as the Governing Board’s non-voting representative on the NIGP Business Council.

3. Role of the Treasurer

The Treasurer shall carry out the financial policies of the Institute as established by the Governing Board. The NIGP Bylaws also provide for the appointment of Assistant Treasurers as the Governing Board deems desirable. The Treasurer and any Assistant Treasurers shall be bonded at the expense of the Institute, in an amount to be determined by the Finance Council. In the event that the Treasurer position is vacated, the Chair of the Governing Board shall assume the responsibilities of the Treasurer until such time as the Governing Board fills the unexpired term.

Functions

a. Serve as the Chair of the Finance Council.
b. Serve as an ex-officio, voting member of the Governing Board.
c. Submit annual budget appropriation recommendations via the Finance Council to the Governing Board for approval.
d. Facilitate all matters relating to the Institute's fiscal policy, including budget, investment and accounting procedures, as Chair of the Finance Council.
e. Generally, perform such duties as usually devolve upon such office and perform all duties that the Governing Board requires the Treasurer to perform.
f. Manage the funds of the Institute and authorize bills to be paid against the Institute when certified by the Chief Executive Officer.
g. Authorize the issuance of checks along with the Chief Executive Officer in accordance with the NIGP Bylaws within established limits.
h. Authorize the write-off of bad debt with an invoice value greater than $2000; further, recommend that the Finance Council write-off bad debt with an invoice value greater than $5,000.
i. Report to the Governing Board and to the membership on matters relating to the fiscal affairs of the Institute.

4. Role of the Chief Executive Officer

The Chief Executive Officer shall manage the activities of the Institute under the direction of the Governing Board and shall generally perform such duties as usually devolve upon such office.
It is understood that the Chief Executive officer may delegate any of the following activities to a senior-level department director except where noted; with the expressed understanding that the Chief Executive remains accountable to the Governing Board for all and any actions taken by persons with delegated authority.

**Leadership Functions**

a. Provide positive leadership for the Institute (non-delegated).
b. Implement the Institute’s mission, goals, and policies, as defined by the Governing Board (non-delegated).
c. Serve as the official ambassador for the Institute. Represent the Institute in all international programs and meetings (non-delegated).

**Operational Functions**

d. Serve as an ex-officio, non-voting member of, and secretary to, the Governing Board and as secretary of the Institute (non-delegated).
e. Perform all duties that the Governing Board and Executive Committee require.
f. Facilitate excellent communication within and among the Governing Board, the Institute’s membership, and constituency.
g. Apprise the Governing Board of the status of the Institute’s mission and goal accomplishments, program and activity accomplishments, and fiscal and operational accomplishments.
h. Maintain custody of the records, moneys, valuable papers, properties, documents, membership files and permanent records of the Institute.
i. Attend all conferences, forums and meetings of the Institute and the Board, prepare the programs and agendas, and provide the recording of the proceedings thereof. (non-delegated).
[j. Report annually and at such other times as may be directed by the Board on the condition and affairs of the Institute.

**Staff Functions**

m. Serve as Chief Executive of the Institute (non-delegated).
n. Define staff titles, position descriptions, compensation levels,
and bonus programs (non-delegated).

o. Appoint, supervise, evaluate, and terminate all senior-level directors and other positions reporting directly to the Chief Executive Officer (non-delegated)

p. Delegate, to the senior-level directors, the authority to appoint, supervise, evaluate, and terminate all employees under his/her supervision.

Financial Functions

q. Provide sound fiscal administration in accordance with the Institute’s annual budget and generally accepted accounting procedures.

r. Monitor the Institute’s operational and program performance.

s. Monitor cash flow on a monthly basis and take necessary action to ensure that cash requirements are met.

t. Prepare and submit a proposed budget to the Finance Council.

u. Obtain advance approval of the Finance Council for non-budgeted items.

v. Execute revenue-based agreements, contracts, documents and other instruments on behalf of the Institute; subject to other provisions stipulated in this Governing Board Policy Manual.

w. Execute expense-related agreements, contracts, documents and other instruments for goods and services on behalf of the Institute; with the understanding that prior approval shall be provided by the Finance Council in those instances where the expenditure was not specified in the adopted budget or where the expenditure exceeds ten percent (10%) of the budget allocation.

x. See that all moneys due the Institute are collected and promptly deposited to the credit of the Institute.

y. Certify to the Treasurer all bills against the Institute.

z. Authorize checks along with the Treasurer in accordance with the NIGP Bylaws within established limits.

G. Board and Council Meetings

1. Meetings of the Governing Board and Councils

   a. The Governing Board and Councils shall determine when and where to hold their regular Meeting within the following minimum guidelines:
(1) The Governing Board shall:

(a) Meet in-person each fall to deliberate on revisions to the Institute’s strategic plan and to conduct the CEO’s evaluation; and shall

(b) Meet in-person each spring to conduct strategic discussions with the NIGP Business Council and to adopt the Institute’s budget.

(2) The Finance Council shall meet in-person each spring to deliberate on the annual budgets of the Institute and may host additional in-person meetings in the Chair’s best interest; consistent with budget considerations

(3) The Member Council shall meet in-person during the Institute’s annual Forum and Products Exposition and may host additional in-person meetings in the Chair’s best interest; consistent with budget considerations

(4) The Talent Council shall meet annually in-person and may host additional in-person meetings in the Chair’s best interest; consistent with budget considerations.

b. The Board and Councils shall also convene for special meetings on their own adjournment and as often as they shall be summoned by their respective Chair. In the absence of the Chair, a meeting may be called by the written request of three members of the governing body. The date, time, and location of each Board or Council meeting may be selected by the Board or as stipulated above for a special summoned meeting.

c. The Board and Councils may also meet telephonically from time to time in their best interests. Such teleconferences shall be considered official meetings for the purpose of deliberating issues and taking formal actions.

d. The Institute shall, to the extent feasible, provide sufficient dollars through the budget appropriation process to cover travel-related expenses allowable under policy for members of the Governing Board and its three councils.

2. Board and Council Member Expectations

The members of the NIGP Governing Board and members of the Finance Council, Member Council and Talent Council are expected to attend all in-person meetings as well as all telephonic or video
conferencing meetings. These expectations include:

a. Preparing for each meeting by carefully studying the agenda and supporting materials;

b. Participating effectively in the meetings and in the best interest of the Institute; and

c. Assuming leadership roles in all Board activities

3. Board and Council Member Attendance

a. Appointed Board and Council Members who fail to attend three (3) consecutive meetings without an excuse shall have resigned his/her position on the Board or Council following the third consecutive absence.

b. Elected Member Council members who fail to attend three (3) consecutive meetings without an excuse shall be subject to removal by the majority of the Member Council members; provided, however, that due process is provided to the affected Member Council member.

c. To be excused from a meeting, the member is required to submit a written explanation for the absence to the Chair. The written explanation shall be provided to the Chair in advance of the meeting unless an emergency exists; in which case, the notification shall be provided no more than seven (7) days following the meeting date. The Chair shall determine whether the absence is excused or unexcused.

d. All excused absences shall be recorded within the official minutes of the affected meeting.

4. Meeting Notice

A notice announcing a meeting date and time shall be sent to each Board or Council member by written or electronic correspondence or other electronic means at least thirty (30) days prior to the meeting. If the Chair elects to establish a meeting calendar for the year, the announcement of said calendar shall constitute official notification of the intent to conduct a meeting. The NIGP Secretary/Chief Executive Office shall be responsible for issuing the notification for Governing Board meetings and the Council Chair shall be responsible for issuing the notification for Council meetings.
5. Agendas, Recommendations and Suggestions

Board and Council packets, including staff reports, summary of recommendations and suggestions with documentation shall be distributed to the Board or Council members at least seven (7) calendar days before each Board or Council meeting via mail, email, fax transmission, or secured Internet posting. Copies of the aforementioned documentation shall be available upon request from the NIGP Secretary/Chief Executive Officer.

6. Minutes of the Meeting

The minutes of each Board or Council meeting shall be prepared and distributed within fifteen (15) calendar days after the meeting.

a. The NIGP Secretary/Chief Executive Officer shall be responsible for the recording of the proceedings, including any major issues and actions taken by the Governing Board. The Chief Executive Officer may appoint a senior staff liaison to fulfill this role for Councils.

b. The preparation of a draft copy of the minutes shall be given to the Chair for review and approval prior to the production of a final draft copy for distribution to, and approval by, the Board or Council members.

c. Documentation of minutes. Minutes shall be the permanent record of the Board or Council meeting and shall reflect a clear, accurate, brief and objective representation of the Board’s or Council’s primary issues, actions, directives and decisions. Minutes shall include the basic following items:

(1) The date and place of the meeting and the time when the meeting was called to order by the Chair;
(2) The name of the Chair;
(3) The names of members present, excused and absent without notification;
(4) The existence or absence of a quorum;
(5) All rulings made by the Chair;
(6) All proper motions, including the name of the maker of the motion and the person who seconds the motion;
(7) The results of all votes taken;
(8) The names of any person abstaining from any vote;
(9) A list of all reports and documents introduced during the meeting (copies of these reports being attached to the official minutes); and
(10) The time of adjournment.

The minutes may include a brief addendum showing required follow-up activities that also identifies the person responsible for the action and the date by which it will be completed.

d. Distribution of Minutes:

A summary of approved actions taken at a Board or Council meeting shall be available to NIGP members vis-à-vis the NIGP Web-site.

H. Manner of Acting

1. The Finance Council, Member Council, and Talent Council are empowered to take actions in accordance with the expressed authority granted to each Council in accordance with this Section of the Governing Board Policy Manual.

2. Notwithstanding, the Governing Board reserves the right to modify these powers in its best interest.

3. Any member of the Institute in good standing has the right to appeal any formal action taken by any Council.

a. The member shall submit a written appeal directly to the Chair of the affected Council.

b. The Chair shall present the appeal to the Council at its next meeting for discussion and final determination by majority vote.

c. The determination shall be communicated to the member in writing and the member shall have the right to extend his or her appeal directly to the Governing Board once all appeals to the Council are exhausted.

d. The Governing Board shall provide a hearing to the member in conjunction with a meeting when a quorum of the Governing Board is present. The Governing Board shall make a final determination by majority vote. The Governing Board’s decision is final in the best interest of the Institute.
I. **Conflict of Interest**

1. As a condition of service on the NIGP Governing Board or one of the three Councils, each Board or Council member shall sign NIGP’s Conflict of Interest policy, which obligates a Board or Council member to recuse himself/herself from voting on any action brought before the Board or Council that may bring real or perceived personal and/or financial benefit to himself/herself. This restriction does not preclude the right of the Board or Council member to participate in the discussions leading to the vote.

2. Alleged violations of this Conflict of Interest policy shall be reported directly to the Governing Board Chair or Chair-Elect for confidential investigation and due process. If the Governing Board Chair or Chair-Elect determines that a Board or Council member or volunteer leader violated this policy, the Governing Board shall conduct its investigation within an executive session to determine its course of action including any disciplinary measures.
   a. If the NIGP Governing Board Chair is the subject of the conflict of interest, the NIGP Chair-Elect shall conduct the investigation.

J. **Rules and Decorum in Debate**

Pursuant to the *NIGP Bylaws*, meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order*.

Unless amended by two-thirds (2/3) vote of the Board members, the Board shall adhere to the following rules of debate:

1. Members shall speak no more than twice on the same subject.

2. Members shall not speak a second time until everyone interested has spoken the first time.

3. There shall be a 10-minute limit on speeches (frequently a limit of two or three minutes will be adopted).

4. The maker of the motion shall have the first right to speak.

5. All remarks shall be germane to the subject on the floor.

6. Remarks shall be addressed to and through the Chair.
NIGP Board Policies
Revised February 21, 2019

7. Officers shall be referred to by title (e.g. Mr. /Madame Chair).

8. Personal remarks shall be avoided.

9. Only one member shall have the floor at a time.

10. Members shall not speak against their own motion but may vote against them.

11. Debate shall only be stopped through the use of a motion to call for the question. This motion requires a second, is not debatable, and requires a two-thirds affirmative vote.

12. Members shall make motions in accordance with the ranking of motions identified in Robert’s Rules of Order.

K. Executive Sessions

The purpose of a closed executive session is to enable frank discussion among Board or Council members on sensitive or confidential issues affecting the Institute. Such closed meetings shall not be used as a means of avoiding public discussion of controversial topics or hiding conflict among Board or Council members. The rules for an executive session are:

1. No voting member of the Board or Council may be excluded.

2. At the discretion of the Chair, any and all non-voting members of the Board or Council may be dismissed from the Executive Session.

3. The only issue that shall be discussed is the one for which the closed meeting was called.

4. The Board or Council is permitted to take formal actions during any Executive Session through proper motions and votes in accordance with Robert’s Rule of Order.

5. Once discussion of the issue has been concluded, the Board or Council shall reopen the meeting to consider regular business or conclude the meeting.

6. Any voting Board or Council member shall have the authority to request an executive session. Such requests shall be submitted orally or in writing 24 hours prior to a scheduled Board meeting.

7. The Board or Council may invite non-members to the session if they wish them to be involved in the discussion or report on the issue at
hand.

8. Minutes from an executive session shall be read and approved in a separate Executive Session by those Board members in attendance at the aforementioned Executive Session and shall remain confidential so that access is only available to Board or Council members who were in attendance during the Executive Session.

L. CEO Evaluation

1. As near as practical to the beginning of each fiscal year, the Governing Board Chair will establish, in accordance with the NIGP Strategic Plan, goals and objectives of the CEO.

2. As shortly as practical after the end of each fiscal year, the CEO will present to the Board Chair the actual results against the established goals. The Chair will provide this report with an assessment form to all Governing Board members serving during the entire period of the evaluation (July to June) for them to individually evaluate the CEO. All such reviews will be returned to the Chair who will prepare a synopsis of the ratings and comments to be submitted to the Governing Board.

M. CEO Succession Plan

The CEO is responsible for developing and updating a detailed Emergency Succession Plan that can be implemented in the event of an emergency, short-term disability, or termination/retirement.

1. Emergency Succession Plan.

In the event the CEO dies or becomes incapacitated from a medical emergency, the current Board Chair, as the CEO’s direct supervisor, shall respond as quickly as possible to appoint an Acting CEO from among the leadership team on staff. The current Board Chair shall also determine compensation adjustments consistent with the Institute’s compensation plan. The Acting CEO shall:

(a) Assemble an Emergency Leadership Transition Team;
(b) Determine transitional reporting structures for CEO direct reports based on the current organizational structure;
(c) Develop an internal and external communications plan and serve as the chief communicator and spokesperson to staff and, if authorized by the current Board Chair, to board and council members, general members, and external...
stakeholders; and
(d) Coordinate operational issues that reflect a material change in the organizational or financial structures with the current Board Chair.

If the CEO dies or it is determined that the CEO is permanently disabled and will not be able to return is/her position, the current Board Chair will follow the succession plan for the replacement of the CEO.

2. Short-Term Succession Plan

In the event the CEO has to take extended leave for a period of three (3) months or longer, the current Board Chair, as the CEO’s direct supervisor, shall:

(a) Appoint an Acting CEO from among the leadership team on staff and determine compensation adjustments consistent with the Institute’s compensation plan;
(b) Assemble the NIGP Executive Committee and the Acting CEO and activate an Emergency Leadership Transition Team;
(c) Collaborate with the Acting CEO to determine whether an interim re-organizational structure is in the best interest of the Institute;
(d) Collaborate with the Acting CEO to develop an internal and external communications plan and to determine who shall serve as the chief communicator and spokesperson to staff, members and external stakeholders.

If it is determined that the CEO is permanently disabled and will not be able to return is/her position, the current Board Chair will follow the succession plan for the replacement of the CEO.

3. Replacement of the CEO. If the current CEO is replaced due to contract termination or retirement:

(a) The current Board Chair, as the CEO’s direct supervisor, shall:

(1) Assemble a Leadership Transition Team that will manage the transition period until a new CEO is appointed. The Leadership Transition Team shall have, at a minimum, representatives from the NIGP Executive Committee, the NIGP Talent Council, the NIGP senior management team, and external stakeholders if appropriate.
(2) Determine who shall serve as an acting or interim CEO during the transition period; either as an individual or as an external management team. The current Board Chair shall also execute management contracts and/or make revisions to staff position descriptions, make related appointments, and determine compensation consistent with the Institute’s compensation plan.

(b) The Leadership Transition Team shall be responsible for:

(1) Determining the value of engaging an external consultant to manage the selection process for the new CEO;

(2) Assessing the necessary leadership talents, skills, and abilities of the new CEO consistent with the direction, strategies and culture of the organization

(3) Seeking approval from the Governing Board on material changes to the CEO’s position description and related roles and responsibilities specified in the Board Policy Manual

(4) Conducting the recruitment and assessment process for the new CEO in conjunction with the NIGP Talent Council

(5) Recommending CEO candidates to the Governing Board for final selection

(6) Recommending the terms and conditions of a new contractual relationship with the CEO to the Governing Board

N. Relationship Between the Board and Councils and Staff

1. The role and responsibilities of the Governing Board and its Councils is outlined in this Section of the Governing Board’s Policy Manual.

2. The role and responsibilities of the Chief Executive Officer is to manage the activities of the Institute under the direction of the Governing Board in accordance with this Section of the Governing Board Policy Manual. In consideration of these responsibilities, the Board authorizes the Chief Executive Officer to appoint and terminate all members of staff, supervise their work, and monitor and
The Chief Executive Officer shall appoint staff liaisons to Council Committees and staff Chairs to Operational Committees for the purpose of coordinating work efforts between staff resources and the Institute’s respective committees.

4. Notwithstanding the above, the Board shall provide a mechanism whereby NIGP staff members are able to report alleged violations of federal, state, local laws and/or violations of NIGP polices directly to the NIGP Governing Board Chair for investigation without fear of reprisal.

5. In the performance of these roles and responsibilities, the Institute recognizes both the informal relationship between the Governing Board and Councils and staff and the importance of protocol between these bodies. Accordingly, members of the Governing Board and Councils shall communicate directly with the Governing Board Chair and the Chief Executive Officer on matters affecting:

- Directives to initiate or terminate specific actions
- Directives involving regulations or polices
- Staff disciplinary measures
- Staff performance