

### **3. GOVERNING BOARD**

#### **Scope**

These policies describe the governance structure of the Institute with respect to the Institute's officers and the Governing Board. These policies specifically describe the authority, role, recruitment, member selection, meetings, executive sessions, and rules of decorum and debate for the Governing Board.

#### **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. Powers and Authority**

1. Setting direction
  - a. Setting the vision, mission, and purpose of the Institute;
  - b. Establishing goals and objectives;
  - c. Defining the strategic plan; and
  - d. Establishing broad-based policies.

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2. Ensuring adequate resources
  - a. 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
  - b. Establishing the budget philosophy and approving annual budget appropriations.
3. Providing program oversight
  - a. Appointing members to the Governing Board;
  - b. Appointing all members to the Finance Council, Member Council, Talent Council, and NIGP Representatives to independent boards and councils.
  - c. Appointing NIGP representatives to the NIGP Certification Commission;
  - d. Recommending candidates to serve the CARE Advisory Board as senior public procurement practitioners to the CARE Steering Council for appointment;
  - e. Pursuing continuous involvement and improvement in diversity, equity, and inclusion initiatives throughout the Institute;
  - e. Ratifying resolutions, position papers and position statements recommended by the Member Council;
  - f. Selecting the independent auditor for the Institute and approving the annual audit after review and recommendation by the Audit Committee;
  - g. Conducting an appeals process for revocations of membership or chapter charters after such action is deemed appropriate by the Member Council; and
  - h. Approving joint ventures with third parties.

**C. Composition**

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

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- a. Five (5) of the Directors shall be public procurement officials;
  - b. Three (3) of the Directors shall serve as ex-officio members as the Chairs of the Finance, Member, and Talent Councils; and
  - c. Three (3) of the Directors shall be thought leaders who provide specific expertise and perspective on a subject matter that supports the Institute's key strategic objectives.
2. The Governing Board shall also be comprised of the NIGP Chief Executive Officer/Board Secretary and the Chair of the NIGP Certification Commission as non-voting, ex-officio members.

**D. Qualifications**

1. 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.
2. For all candidates:
  - a. Holds a bachelor's degree from an accredited university with a master's degree preferred;
3. For public procurement officials:
  - a. 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.
  - b. Currently employed in the public sector with direct or indirect procurement-related responsibilities;
  - c. Holds active Institute membership either through a Public Agency or as an Individual; and
  - d. Holds a current professional certification that is aligned with procurement and:
    - (1) Requires, through the application process, either formal education and/or work experience; and

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- (2) Requires recertification which includes continuing education hours/credits.
4. For thought leaders:
  - a. Demonstrated expertise in assessing market share and new opportunities for growth and expansion in alignment with NIGP's strategic plan;
  - b. 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
  - c. 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. Selection**

1. Candidates may only serve either on the Board, one of the three Councils, or the NIGP Certification Commission 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; further, that the Chair of the NIGP Certification Commission shall also serve on the Governing Board concurrently in a non-voting capacity. The restriction on dual service for the NIGP Certification Commission is effective July 1, 2026.
2. Current members of the Governing Board who are designated as either the Chair of the Finance Council, 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.
  - a. An open seat may occur either as a result of a Board member's resignation or the end of a Board term.
  - b. 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, if a candidate, shall recuse him/herself from deliberations leading to the recruitment, selection, and appointment of the Board member.
  - c. The ability to apply for an open Board seat does not guarantee

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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.

3. The Talent Council shall be responsible for the 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.
4. Selection of Public Procurement Officials as Governing Board Members (see exemptions below)
  - a. Prior to November 1<sup>st</sup> 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.
  - b. 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.
  - c. By no later than November 30<sup>th</sup> 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.
  - d. Talent Council members who wish to be considered as a candidate for a Governing Board position shall recuse themselves from the selection process and shall not participate in discussions leading to recommendations offered by the Talent Council.
  - e. The terms of Section 3.D.B.4(c) and (d) shall not apply to:
    - (1) Governing Board Members who have been elected as Chair-Elect or Chair; as these members are exempted from a competitive selection process; or to
    - (2) The Governing Board Member who has been elected as Treasurer of the Institute. Since the Treasurer is not subject to term limits, the re-appointment of the Treasurer shall be decided as follows:

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- (a) Prior to November 1st preceding the expiration of the Treasurer's current term, the Chair of the Talent Council shall query whether this individual is interested in serving an additional term as Treasurer; if eligible.
- (b) If this individual is eligible for, and wishes to seek, an additional term as Treasurer, this individual shall notify the Talent Council Chair of his/her intent to seek another term. The Talent Council Chair shall confirm eligibility and then notify the Governing Board of the individual's interest in another term. All such activities shall occur prior to the November Governing Board meeting.
- (c) During the November Governing Board meeting, the Board shall decide, by majority vote, whether to appoint the Treasurer for another term, without competition, or open the nomination process to other potential candidates.
- (d) If the Board determines to open the nomination process, the Talent Council shall notify NIGP members, by November 30<sup>th</sup>, of the opportunity to submit their credentials for serving as Treasurer of the Institute. 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. In this scenario, the policies prescribed in Section 3.B.4.f of this Board Policy Manual shall apply.

5. Selection of Thought Leaders:

- a. In conjunction with the Governing Board's annual strategic plan update or revision which shall occur no later than December 31st, the Board shall discuss its composition in alignment with the strategic plan.
  - (1) 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.

- (2) 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.
- (3) 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 March 31<sup>st</sup> prior to the end of the incumbent Thought Leader's term.

6. Submission of Candidates by the Talent Council

- a. By no later than March 31<sup>st</sup> 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 30<sup>th</sup>. The Talent Council may rank order its candidates in its best interest except in those situations where a member of the Talent Council is a candidate; in which case, the slate of candidates shall be unranked.
- b. To ensure that the Governing Board has the final authority for making a competitive selection of its members:
  - (1) For Public Procurement Official board seats, the Talent Council shall submit a competitive slate as follows:
    - (a) If filling one (1) vacancy, the slate shall offer at least two (2) candidates
    - (b) If filling two (2) vacancies, the slate shall offer at least three (3) candidates
    - (c) If filling three (3) vacancies, the slate shall offer at least four (4) candidates
  - (2) For the Treasurer position, if competed based on an earlier decision made by the Governing Board, the Talent Council may submit a slate of one (1) or two (2) candidates in its best interest.

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- (3) 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.

7. Appointment by the Governing Board

- a. No later than April 30th preceding the expiration of a Director's term, the Governing Board shall finalize the appointment.
  - (1) When desired in its best interest, the Governing Board may interview any or all candidates submitted by the Talent Council prior to the appointment.
  - (2) 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.
  - (3) 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.
  - (4) 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.
  - (5) Unless waived by the majority of the members of the Governing Board, a vote shall be taken by confidential ballot.
  - (6) The Governing Board shall only consider candidates placed on the slate by the Talent Council.
  - (7) 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.



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- b. If the Governing Board cannot select 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 30<sup>th</sup>.

**F. Terms**

- 1. The term of each Governing Board member shall be for three (3) years except as follows:
  - a. The Chair of the Member Council and the Chair of the Talent Council terms shall be for two (2) years, non-recurring; provided however, that the Chair terms may be extended if the Chair-Elect is unable to assume the role of Chair.
    - (1) Such an extension shall require a majority vote of the membership of the respective Council as well as a majority vote of the Governing Board
  - b. 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.
  - c. Governing Board Thought Leaders are not subject to term limits.
- 2. For directors representing the public procurement profession, no director shall serve more than two consecutive terms, unless:
  - a. 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
  - b. Elected to serve as the Treasurer of the Institute, in which case, there are no term limits if the Governing Board continues to appoint this individual as the Treasurer and as the Chair of the Finance Council.
- 3. 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.

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4. 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.

**G. Continuity of Service for Public Procurement Officials**

1. All public procurement officials on the Governing Board are expected to fully comply with all the eligibility requirements through his/her term.
2. If a public procurement official 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; provided, however, that if the member who lost eligibility is the Governing Board Chair, he/she shall inform the Board Secretary/Chief Executive Officer of the situation.
3. If the loss of eligibility is due to changes in employment:
  - a. Those public procurement officials who leave public service to pursue employment or other opportunities outside the public sector shall resign from the NIGP Governing Board effective the date they leave public service.
  - b. Those public procurement officials who lose their public procurement position but intend to regain employment at a public entity with direct or indirect procurement-related responsibilities within a six (6) month period 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.
    - (1) Documentation in the form of an offer letter from the public entity which confirms employment shall be submitted to, and accepted by, the Governing Board Chair within the six (6) month period.
    - (2) If eligibility is not re-established and documented within the six (6) month period, the Governing Board Chair shall declare that the position has been vacated and shall notify the Chair of the Talent Council that said seat is open for recruitment.
4. If the loss of eligibility is due to circumstances other than employment, documentation confirming the re-establishment of

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eligibility shall be submitted to, and accepted by, the Governing Board Chair within sixty (60) days after the notice of loss. If eligibility is not re-established and documented within sixty (60) days, the Governing Board Chair shall declare that the position has been vacated and shall notify the Chair of the Talent Council that said seat is open for recruitment.

5. In any case where the individual who lost, and was unable to restore, his/her eligibility to serve is the NIGP Governing Board Chair, the Chair-Elect shall call a special meeting of the Governing Board for the purpose of voting to declare the Chair vacant; at which time, the requirements for filling the vacancy as described in this Section shall prevail.

**H. Leadership**

1. By no later than March 31<sup>st</sup> preceding the expiration of the current Chair-Elect's term, the Governing Board shall 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. Such elections shall occur during a duly convened meeting with a quorum present. The selection shall require a majority vote.
2. 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.
3. The Chair and Chair-Elect shall serve a non-recurring, two-year term on July 1<sup>st</sup>. The Treasurer shall serve a two-year term on July 1<sup>st</sup> with no term limits. The beginning and ending dates for the terms of these three positions (Chair, Chair-Elect, and Treasurer) shall coincide. The Chair's term on the Board shall coincide with his/her term as Chair.
4. 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:
  - a. Current public procurement practitioner;
  - b. Serve on the Governing Board for at least one (1) full year before seeking candidacy as the Chair-Elect
  - c. Active membership in the Institute;
  - d. Hold a current professional credential recognized by NIGP
5. The roles and responsibilities of the Chair are specifically outlined in

this section of the Governing Board Policy Manual.

**I. Vacancies**

1. 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.
2. Vacancies on the Governing Board shall be filled consistent with Board policy specified for the position.
3. For vacancies of ex-officio chairs:
  - a. The Chair of the Finance Council shall be filled by the membership of the Governing Board.
  - b. The Chair of the Member Council shall be the current Chair-Elect of the Member Council.
  - c. The Chair of the Talent Council shall be the current Chair-Elect of the Talent Council
  - d. The Chair of the NIGP Certification Commission shall be the Chair-Elect of the NIGP Certification Commission.

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 is for more than twelve (12) months.

4. 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.
5. 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.
6. The Governing Board is bound by the same process described for end-of-term vacancies, specifically:

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- a. The Board shall only consider candidates nominated by the Talent Council;
  - b. The Board has the right to reject all candidates and send the recruitment back to the Talent Council; and
  - c. The Board shall conduct its deliberations within the context of an official meeting where a quorum and majority vote are required.
7. 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.

**J. 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 on 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 over 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.
- c. Serve as a non-voting ex-officio member of the Finance Council, The Member Council, and the Talent Council.

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- d. Serve as Chair and voting member of the Steering Council for NIGP's Center for the Advancement of Research and Excellence
- e. Call additional meetings of the Governing Board as required.
- f. Authorize checks in lieu of the Treasurer or Chief Executive Officer.
- g. Invite special guest(s) to meetings of the Institute.
- h. Announce statements of policy to the membership and public-at-large.
- 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 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,

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- 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 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

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- 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, money, 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.
  - k. Be responsible for preparing, issuing, and selling such bulletins and publications that the Governing Board or its three councils may authorize.
  - l. Authorize the sale of Institute publications

*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



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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 money due to the Institute is 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.

**K. Board Meetings**

1. Meetings of the Governing Board

- a. The Governing Board shall determine when and where to hold their regular Meeting within the following minimum guidelines:
  - (1) Meet in-person each fall to deliberate on revisions to the Institute's strategic plan and to conduct the CEO's evaluation; and shall
  - (2) Meet in-person each spring to conduct strategic discussions with the NIGP Business Council and to adopt the Institute's budget.
- b. The Board 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 meeting may be selected by the Board or as stipulated above for a special summoned meeting.
- c. The Board 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

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of the Governing Board.

2. Board Member Expectations

The members of the NIGP Governing Board 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 Member Attendance

- a. Appointed Board Members who fail to attend three (3) consecutive meetings without an excuse shall have resigned his/her position on the Board following the third consecutive absence.
- b. To be excused from a meeting, the member is required to submit a written explanation for the absence to the Chair. A 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.
- c. 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 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.

5. Agendas, Recommendations and Suggestions

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Board packets, including staff reports, summary of recommendations and suggestions with documentation shall be distributed to the Board members at least seven (7) calendar days before each Board 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 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 meeting and shall reflect a clear, accurate, brief, and objective representation of the Board'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

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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 meeting shall be available to NIGP members vis-à-vis the NIGP Website.

**L. Manner of Acting**

1. Any member of the Institute in good standing has the right to appeal any formal action taken by the Board.
  - a. The member shall submit a written appeal directly to the Chair of the Board.
  - b. The Chair shall present the appeal to the Board at its next meeting for discussion and final determination by majority vote.
  - c. The Governing Board shall provide a hearing for 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.

**M. Conflict of Interest**

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

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3. If the NIGP Governing Board Chair is the subject of the conflict of interest, the NIGP Chair-Elect shall conduct the investigation.

**N. 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.
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.

**O. Executive Sessions**

The purpose of a closed executive session is to enable frank discussion among Board members on sensitive or confidential issues affecting the

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Institute. Such closed meetings shall not be used as a means of avoiding public discussion of controversial topics or hiding conflict among Board members. The rules for an executive session are:

1. No voting member of the Board may be excluded.
2. At the discretion of the Chair, any and all non-voting members of the Board 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 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 shall reopen the meeting to consider regular business or conclude the meeting.
6. Any voting Board 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 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.

**P. 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.

**Q. 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 to his/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;

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- 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 to his/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 if needed; either as an individual or as an external management team. The current Board Chair shall also execute management contracts and/or revise staff position descriptions, make related appointments, and determine compensation consistent with the Institute's compensation plan.
    - (3) If the process for selecting the new CEO is anticipated to exceed the term limits of the current Board Chair, the current Board Chair shall include the Chair-Elect on the Leadership Transition Team and may defer the leadership of the Transition Team to the Chair-Elect in his/her best interest.
  - b. The Leadership Transition Team, chaired by the Chair or Chair-Elect of the Governing Board, shall be responsible for:



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- (1) Determining the value of engaging an external consultant to manage the selection process for the new CEO and, if this approach is selected, developing a competitive process for selecting an external consultant and recommending the best provided to the Governing Board for approval;
- (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 an external consultant or 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

**R. 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 evaluate their performance.
3. 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.

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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 policies 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:
  - a. Directives to initiate or terminate specific actions
  - b. Directives involving regulations or policies
  - c. Staff disciplinary measures
  - d. Staff performance