

6. SHARED GOVERNANCE: TALENT COUNCIL

Scope

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

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

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

1. Ensuring adequate resources
 - a. 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;
 - b. Maintaining an on-going effort to identify and eliminate

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participation barriers as it relates to the Institutes roles and programs through continual review of position descriptions and policies related to volunteerism and the initiative;

- c. Recruiting leaders to serve on NIGP's Board, Councils, and committees;
 - d. Recruiting and selecting leaders to serve as NIGP's representatives on NIGP's auxiliary councils;
 - e. Developing and implementing an on-going leadership development program for leaders;
 - f. Developing a standard assessment program for the on-going evaluation of volunteer leader performance; and
 - g. Developing and implementing a leader succession plan for the Institute.
2. Providing program oversight
- a. Pursuing continuous involvement and improvement in diversity, equity, and inclusion initiatives throughout the NIGP volunteer program;
 - b. Recommending appointments to the Governing Board, the Finance Council, and the Talent Council subject to selection by the Governing Board;
 - c. Producing a competitive slate of candidates for the Member Council to be presented to the membership for a vote; and
 - d. Determining the rules for conducting an election by the membership.

C. Composition

- 1. 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.
- 2. A maximum of four (4) of the Council members may be Thought Leaders with subject matter expertise in organizational leadership and/or human resource development and management.

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- a. By no later than November 1st preceding the expiration of a member's term on the Talent Council, the Chair of the Council shall determine whether the member is eligible for additional terms.
- b. If the member is not eligible, the Chair shall petition his/her Council members to determine whether the seat to be vacated should be filled by a Thought Leader or public procurement official; with the understanding that the Council is limited to a maximum of four (4) Thought Leaders. This determination shall require an adopted motion at a duly authorized meeting of the Council; the results of which shall guide the Talent Council as it announces vacancies for the NIGP membership.

D. Qualifications

1. 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.
2. For all candidates, have a minimum of three (3) years' experience in leadership development in the area(s) of volunteer recruitment, assessment, training, and/or succession planning within an organization.
3. For public procurement professionals:
 - a. Minimum Qualifications:
 - (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 bachelor's degree from an accredited university.
 - b. Preferred Qualifications:
 - (1) Experience in leadership development within a non-profit environment preferred within NIGP and/or the NIGP chapter affiliate network;

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- (2) Background in organizational leadership and/or human resource development; and
- (3) Holds a current professional credential certification that is aligned with procurement and:
 - a) Requires, through the application process, either formal education and/or work experience; and
 - b) Requires recertification which includes continuing education hours/credits.

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 Talent Council shall also serve ex-officio on the Governing Board concurrently in a voting capacity. The restriction on dual service for the NIGP Certification Commission is effective July 1, 2026.
2. 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.
3. 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.
4. By no later than 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.
5. If an incumbent is eligible for, and wishes to seek, an additional term the Talent Council shall consider this individual; with the understanding that the Talent Council is not obligated to submit this individual's candidacy to the Governing Board.
 - a. To ensure continuity of leadership, the current Chair and Chair-Elect of the Talent Council shall be exempted from a competitive selection process during the period when he/she is either Chair-Elect or Chair.
6. Talent Council members who are candidates for appointment to the

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Governing Board, another Council, or the NIGP Certification Commission shall recuse themselves from the selection process and shall not participate in discussions leading to recommendations offered by the Talent Council.

7. Talent Council members who are candidates 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.
8. 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.
9. By no later than the last day of March, the Talent Council shall submit a slate of Talent Council candidates to the Governing Board.
 - a. For Public Procurement Official board seats, the Talent Council shall submit a competitive slate as follows:
 - (1) If filling one (1) vacancy, the slate shall offer at least two (2) candidates.
 - (2) If filling two (2) vacancies, the slate shall offer at least three (3) candidates.
 - (3) If filling three (3) vacancies, the slate shall offer at least four (4) candidates.
 - b. For each Thought 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.
10. 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.
11. By no later than April 30th 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.

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F. Terms

1. The term for each Talent Council member shall be 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.
2. Except for Talent Council Thought Leaders who do not have term limits, no member shall serve more than two consecutive terms.
3. No member shall serve more than two consecutive terms unless elected to be the Chair-Elect of the Talent Council during his or her first two terms, in which case, the member shall remain on the Council as a voting member through his or her service as Chair-Elect and, subsequently, as Chair.
4. 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.

G. Continuity of Service for Public Procurement Officials

1. All public procurement officials on the Talent Council 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 Talent Council Chair of the situation to include the date of the lost eligibility; provided, however, if the individual who failed to maintain all of the eligibility requirements is the Council Chair, he/she shall inform the Governing Board Chair 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 Talent Council 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 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.
 - (1) Documentation in the form of an offer letter from the public entity which confirms employment shall be submitted to, and accepted by, the Talent Council Chair within the six (6) month period.
 - (2) If eligibility is not re-established and documented within the six (6) month period, either the Talent Council Chair or the NIGP Governing Board Chair shall declare that the position has been vacated and shall notify the Talent Council to recruit for the open seat.
4. If the loss of eligibility is due to circumstances other than employment, documentation confirming the re-establishment of eligibility shall be submitted to, and accepted by, the Talent Council Chair within sixty (60) days after the notice of loss. If eligibility is not re-established and documented within sixty (60) days, either the Talent Council Chair or the NIGP Governing Board Chair shall declare that the position has been vacated and shall notify the Talent Council to recruit for the open seat.

H. Leadership

- 1. Eligibility
 - a. The Chair shall be a public procurement practitioner who holds active membership in the Institute and a current professional credential recognized by NIGP.
- 2. Selection
 - a. By no later than March 31st preceding the expiration of the current Chair-Elect's term, the Talent Council shall elect, from within its membership, the subsequent Chair-Elect who shall meet all eligibility requirements established for the Chair at the time of election.
 - (1) In addition to all other eligibility requirements, a candidate for the Chair-Elect must have completed at least twelve (12) months of service on the Talent Council.
 - b. Such an election shall occur during a duly convened meeting with a quorum present. The selection shall require a majority vote.

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- c. Once elected, this individual shall begin his or her term on the succeeding July 1st as Chair-Elect and shall remain in this role until the current Chair completes his or her term or vacates his or her position as Chair; whichever comes 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. Roles and Responsibilities

- a. The Chair shall serve a non-recurring, two-year term on July 1st.
- b. The Chair shall serve as ex-officio, voting member of the Governing Board representing the Talent Council. In this capacity, the Talent Council Chair commits to serve at least twelve (12) months in this capacity before being considered as a candidate for a regular member or Officer of the Governing Board.
- c. The Chair shall set the agendas and preside over all meetings of the Talent Council. The Chair shall also call additional meetings of the Talent Council as required.
- d. The Chair-Elect shall conduct meetings of the Council when requested by the Chair due to the Chair's absence or desire to speak on an issue.

I. Vacancies

1. The Governing Board is responsible for filling vacancies on the Talent Council.
2. 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.
3. 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)

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days prior to the meeting of the Governing Board when the vacancy is scheduled to be filled.

4. The Governing Board is bound by the same process described for end-of-term vacancies, specifically:
 - a. The Board shall only consider candidates nominated by the Talent Council;
 - b. The Board has the right to reject any or 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.
5. 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.

J. Talent Council Meetings

1. The Talent Council shall determine when and where to hold their regular in-person meeting(s) with the understanding that the Council shall meet each spring to review the recommended budget for the subsequent fiscal year.
2. The Talent Council shall 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.
3. 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 Talent Council.

K. Council Member Expectations

1. The members of the NIGP 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;

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- b. Participating effectively in the meetings and in the best interest of the Institute; and
- c. Assuming leadership roles in all Council activities

2. Council Member Attendance

- a. Appointed Council Members who fail to attend three (3) consecutive meetings without an excuse shall have resigned his/her position on the Council 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.

3. Meeting Notice

A notice announcing a meeting date and time shall be sent to each Council member by written or electronic correspondence or other electronic means at least fourteen (14) 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 Staff Liaison assigned to the Council by the Chief Executive Officer shall be responsible for issuing the notification for Talent Council meetings.

4. Agendas, Recommendations and Suggestions

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

5. Minutes of the Meeting

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

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- a. The NIGP Staff Liaison assigned by the Chief Executive Officer shall be responsible for the recording of the proceedings, including any major issues and actions taken by the Talent Council.
- 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 Council members.
- c. Documentation of minutes. Minutes shall be the permanent record of the Council meeting and shall reflect a clear, accurate, brief, and objective representation of the 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 Council meeting shall be available to NIGP members vis-à-vis the NIGP Website.

L. Conflict of Interest

1. As a condition of service on the NIGP Talent Council, each Council

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member shall sign NIGP's Conflict of Interest policy, which obligates a Council member to recuse himself/herself from voting on any action brought before the Council that may bring real or perceived personal and/or financial benefit to himself/herself. This restriction does not preclude the right of the 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 Talent Council Chair or Chair-Elect for confidential investigation and due process.
 - a. If the Talent Council Chair or Chair-Elect determines that a Council member violated this policy, the Talent Council shall conduct its investigation within an executive session to determine its course of action including any disciplinary measures.
 - b. If the Talent Council Chair is the subject of the conflict of interest, the Chair-Elect shall conduct the investigation.

M. 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 Council members, the Council 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. Personal remarks shall be avoided.
8. Only one member shall have the floor at a time.

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9. Members shall not speak against their own motion but may vote against them.
10. Debate shall only be stopped using a motion to call for the question. This motion requires a second, is not debatable, and requires a two-thirds affirmative vote.
11. Members shall make motions in accordance with the ranking of motions identified in Robert's Rules of Order.

N. Relationship Between the Council and Staff

1. The role and responsibilities of the Talent Council is outlined in this Section of the Board 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 and in accordance with this Section of the Talent Council Policy Manual.
3. The Chief Executive Officer shall appoint a staff liaison(s) to the Council and its Committees for the purpose of coordinating work efforts between staff resources and the Institute's respective committees.
4. In the performance of these roles and responsibilities, the Institute recognizes both the informal relationship between the Talent Council and staff and the importance of protocol between these bodies. Accordingly, members of the Talent Council shall communicate directly with the Talent Council 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