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ILG Board and Officer Roles

Role of Institute Board

- Work together to provide overall direction for the Institute based on the Institute's mission, short and long-term goals, vision, values (see next page for more information) and strategic plan
- Promote the financial health of the Institute by encouraging foundations, businesses, individuals and others to support the Institute's current efforts and promote the long-term financial viability of the Institute through its endowment fund
- Review and adopt the Institute's annual work program and short term goals, in light of long term goals and strategy
- Review and adopt the Institute's annual budget and monitor its financial status
- Monitor progress towards achieving short and long term goals
- Adopt and adhere to policies and processes that will promote trust and confidence in the Institute's operations
- Recruitment and orientation of new board members based on the strategic needs of the Institute
- Provide input on selection and retention on of executive director; provide direction to the executive director and regularly evaluate executive director's performance
- Perform such other tasks as authorized and contemplated by the Institute's bylaws.¹

Role of and Criteria for Individual Institute Board Members

Commitment to Pursuing Institute Mission, Goals, Vision and Values

Institute board members are selected for their experience, ability and commitment to the Institute's efforts. *See* Institute Bylaws, Art. IV, § 3A. This includes the Institute's

- **Mission** to promote good government at the local level, with practical, impartial and easy to use materials,
- **Goal** of being the leading provider of information that enables local officials to make good decisions,
- **Values** of integrity and relevance, and
- **Vision** for California that involves people valuing their public institutions, local agencies' effectively delivering public services, all elements of the community being appropriately engaged in public agency decision-making, and decision-makers making informed decisions based on their best sense of what serves the public's interest.

Board members play a critical role in helping staff devise strategies and make choices that will enable the Institute to achieve its mission, vision and goal, in a way that is consistent with its values.

As fiduciaries, Institute board members must be in a position to put the interests of the Institute and those it serves first. Board members must be comfortable in adhering to the Institute's ethics policies, including the annual process of disclosing potential conflicting interests and stepping aside from the decision-making process when required to do so under the Institute's ethics policy.

Knowledge of Local Official Needs, Including Future Needs

Board members are responsible for keeping themselves aware of current information relating to local government and local officials' needs to be able to make informed decisions in the best interest of the Institute. Board members serve as a central element of the Institute's brain trust, scanning the state and local agency environment to help the Institute anticipate and respond to the needs of local officials.

Ambassadorship

Every Institute board member must be prepared to be an energetic and consistent ambassador for the Institute, promoting its cause and endorsing its efforts throughout the state and elsewhere. All board members are selected, in part, because of their unique spheres of influence. A key role of board members, including but not limited to liaison board members, is to serve as ongoing and effective communications links with the local government community, associations of local officials and their respective leaders, so the Institute is well-positioned to foresee and meet local official needs. Institute directors are expected to speak loudly and proudly about the Institute's work to local officials, potential financial supporters and others.

Financial Support

A key duty of the Board is to assure the Institute's financial viability and achievement of the Institute's mission for the long term. Each Institute board member is expected to make an annual individual contribution to the Institute's endowment. Additionally, directors are expected to identify and attract additional financial resources to the Institute.

Diversity, Teamwork and Consensus Building Skills

Even though board members need to share a commitment to the Institute's mission, goals, vision and values, it is also important that the composition of the board reflect diverse skills and perspectives.

To achieve that goal, the board seeks a membership that reflects a balance of experiences with local government, including kinds of local government entities and roles within local government (elected officials and staff). The board seeks members that represent differing kinds of technical/professional skills (communications, financial, marketing, nonprofit administration). The board also seeks members that reflect the diversity of California's local officials in terms of geography, ethnicity, gender, sexual orientation and age. Familiarity with the Institute's program areas is also helpful.

When a group with differing perspectives, skills and perspectives join together, the ability to work together with a sense of shared commitment to achieving the Institute's mission also is critical.

Board Participation

For board members to be able to effectively contribute to the success of the Institute, they must be able to participate in as many Board meetings as possible, as well as perform other tasks consistent with their role as board members. Overall interest and enthusiasm in serving on the board are important criteria for board member selection and retention.

Committee Participation

Given that each director is recruited for their skill sets and body of knowledge, participation on a board committee or *ad hoc* working group is critical to helping the Institute achieve its mission, goals, vision and values. Under the Institute's bylaws,² there are four standing committees:

- (1) Executive Committee
- (2) "Endowment Committee" [subsequently renamed to "Advancement Committee"]
- (3) Finance Committee
- (4) Governance Committee

Each of these committees play an important role in the Institute's success. The committees' composition and responsibilities are set by Board policy (see Board Policy Manual). The Board also may create such other committees as may be useful to the conduct of the Institute's business.

Accessibility

Every director should be accessible to the Board chair, executive director and staff to advise on special areas of concern or to assist with a particular programs, events and activities.

Role of and Criteria for Institute Board Officers

As the Institute bylaws indicate, the role of the elected board officers (chair and vice chair) are to preside at board meetings and appoint committees.³

In addition, the chair and vice chair form the core of the Institute's executive committee. The board's executive committee is comprised of the chair, vice chair, immediate past chair and a board member designated by the officers and approved by the board at the first meeting of the year.

The executive committee plays an extra leadership role on the Board by providing input on the quarterly board agenda, having additional communication with staff, as well as making decisions and providing guidance between board meetings. In addition, the executive committee has had a tradition of meeting at the beginning of each year to engage in additional planning and strategic thinking about the Institute's activities and direction for the coming year.

In nominating officers for the Board's consideration, the nominating committee looks for board members who have discharged their roles and responsibilities (above) in an

exemplary manner. Moreover, in evaluating candidates for officers, the nominating committee will be sensitive to avoiding situations in which a would-be officer's additional roles and relationships might either a) make it difficult to put the Institute's interests first or b) diminish local officials' trust and confidence in the impartiality of the Institute's materials and efforts.

Adopted August 2011

¹ See Bylaws, Article IV, Section 1, which provides as follows relating to Board powers:

Subject to limitations of the provisions of the California Nonprofit Corporation Law, any other applicable laws and the articles and these bylaws, the Institute's activities and affairs are conducted and all corporate powers are exercised by or under the direction of the Board. The Board has the following powers in addition to the other powers enumerated in these bylaws or statute:

- A. To select and remove all officers and directors of the Institute, prescribe powers and duties for them as are consistent with law, the articles of incorporation or these bylaws.
- B. To conduct, manage and control the affairs and activities of the Institute and to make such rules and regulations therefor consistent with law, the articles or these bylaws, as it deems best.
- C. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as it deems best.
- D. To borrow money and incur indebtedness for the purposes of the Institute.

² Institute Bylaws, Article V, § 13A.

³ Article V, section 5 of the Institute bylaws specifies officer duties as follows:

- A. Chair.** The Chair presides at all Board meetings and appoints committee members and chairs of such committees established by the Board, subject to Board approval. The Chair has such other powers and duties as may be prescribed by these bylaws or the Board.
- B. Vice-Chair.** The Vice-Chair carries on the duties of the Chair in the Chair's temporary absence or incapacity. The Vice-Chair has such other powers and duties as may be prescribed by these bylaws or the Board.

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Amended 2011

The committee reviewed the current policy defining board member roles at the May 28, 2013 board meeting and determined it was current and did not need to be re-adopted.