

Laredo Chamber of Commerce

BOARD OF DIRECTORS HANDBOOK





Table of Contents

Strength in Numbers	3
Message from the President	3
The Laredo Chamber	4
Mission Statement	4
Chamber Organization	4
Welcome	4
Board of Directors and Executive Board Meeting Schedule	5
Chamber Program Structure	6
Organizational Chart	6
Levels of Responsibilities	7
Officers – Direction Level	7
Collective Responsibilities	8
Who is Responsible for Personnel?	12
Conflict of Interest	12
Policy	12
Procedure	12
Commitment Letter	13

STRENGTH IN NUMBERS

FOREWORD

Welcome to the Laredo Chamber of Commerce. You have been selected to a position of responsibility in Webb County's largest and longest running business organization. It is our hope that you will find your involvement fruitful and that your participation will contribute to keep the Laredo Chamber of Commerce at the forefront of our business community.

This guide has been compiled to serve as orientation for volunteers assuming responsibilities as officers/directors. It contains basic information related to Chamber operations, organization, and individual responsibilities and expectations. It may help to answer some of the doubts and apprehensions you may have as you embark on this new role. Please review it. Feel free to share ideas and expand on topics with members of the staff. Your input may well contribute to improve on this instrument.

Thank you.

Miguel A. Conchas
President/CEO

The Laredo Chamber ...

MISSION STATEMENT

The mission of the Laredo Chamber of Commerce is

- to provide vision and leadership to develop, encourage, promote and protect the business, tourism, industry and educational interests of the Laredo metropolitan area;
- to encourage the orderly development of resources, people, and infrastructure of the area; and
- to be a politically proactive force to ensure the success of the Laredo metropolitan area.

CHAMBER ORGANIZATION

Your Laredo Chamber is the community's networking vehicle, resource center and a catalyst for getting things done. It manufactures the quality of life – a better place to live, work, do business and enjoy.

Your Laredo Chamber is people – people who share the desire to improve the community and who believe the community worth living in is a community worth improving. Your Chamber enables these people to accomplish collectively what no one of them could do individually. The strength of the organization lies in attracting the greatest number of business and professional firms into membership, thereby creating a pool of resources from which can be drawn ideas, energy and finances. Your Chamber is a team.

Your Laredo Chamber can only be as effective as its membership. An active, strong membership means an active, strong Chamber!

Your Laredo Chamber of Commerce is structured to serve the needs of the membership. Your Chamber, in fact, exists, specifically to build a business-friendly environment and to improve the quality of life in the community.

Your Laredo Chamber of Commerce –

- is a voluntary association of business people working TOGETHER to improve the economic and civic vitality of our community
- is the voice of the Laredo business community
- is not a governmental entity (it is a private not-for-profit organization)
- does not receive funding from any governmental agency for its operation
- is an independent organization (it is not directed by any State or national affiliation, although it is an active member of the U.S. Chamber of Commerce, the American Association of Chamber of Commerce Executives, the Texas Association of Business and the Texas Association of Mexican American Chambers of Commerce).
- is fully accredited by the U.S. Chamber of Commerce (only a small minority of all chambers in the United States carries this seal of approval -- 16 out of 142 chambers in Texas, affiliated with the U.S. Chamber of Commerce are accredited.)

CONGRATULATIONS DIRECTOR... AND WELCOME TO OUR LEADERSHIP TEAM

Your selection as a Director of the Laredo Chamber of Commerce is a tribute to you and recognition of your ability as a community leader.

One important factor of your success as a director is a clear understanding of the primary objectives of our organization and the basic functions of the Board of Directors.

The Laredo Chamber of Commerce is headed by a Board of Directors elected by the membership. The Board is made up of 40 directors -- 30 elected serving staggered three-year terms, and 10 appointed annually. The Board of Directors appoints officers who serve in the Executive Committee of the Chamber. Governmental Affairs Council

BOARD OF DIRECTORS AND EXECUTIVE BOARD MEETING SCHEDULE

****TO BE ANNOUNCED****

Executive Board meetings are held at the Chamber office beginning at 7:30 a.m.
Board meetings are held at various locations at 11:45 a.m.



Chamber Program Structure

Your Chamber is organized into six Councils that address the Work Plan as set up by the membership. Each of the Councils is headed by an officer of the Executive Committee. Each of the Councils is further subdivided into committees that carry out the various strategies of the Work Plan. The Chamber's Councils are listed below in an organizational chart, with listing of committees and respective staff assignments.

- Membership/Marketing Council
- Business & Enterprise Council
- Education Council
- Quality of Life Council
- Infrastructure Council

The Chamber membership is at the top of the organizational chart. The membership elects the Board of Directors who, in turn, hire the President/CEO. Prior to the beginning of each Chamber year, the membership is asked to submit for consideration ideas and suggestions for programs the Chamber can undertake the following year. These suggestions are then discussed and priorities established at the Chamber's annual planning session. From this, the program of activities is adopted by the Board of Directors and work is designated to proper councils and committees. Chamber members are then asked to volunteer for service on any committee.

LEVELS OF RESPONSIBILITIES

BOARD OF DIRECTORS – POLICY MAKING LEVEL

The individuals elected by the members to direct the policy of the Chamber. The Board of Directors is the policy making body of the chamber of commerce. It is in many ways a representative-at-large of the entire business community. Its duties extend well beyond fiduciary responsibility and internal matters of the organization. The Board of Directors is often considered by governmental entities as the spokesperson and leader in decision-making matters of public concern. Serving on the Board of Directors ought to be considered an honor and privilege. Commitment, unselfishness and genuine concern for the well being of the organization may well be considered key qualifications for a Board member.

As the policy-forming branch of the Chamber, the Board:

- Authorizes the organization’s program of work
- Approves the organization’s budget
- Hears and acts on committee recommendations
- Determines the course of action and sets the long term agenda for the organization.
-

The Board is not expected to “do all the thinking” for the Chamber. Rather, its function is to see that:

- Members actively participate in Chamber committees or action groups;
- Committees and other groups are given defined objectives.
- Committees are given responsibilities and challenges;
- Community groups are brought into the decision-making process;
- The Chamber accomplishes its goals;
- The Chamber is adequately financed.]
-

OFFICERS – DIRECTION LEVEL

The individuals elected by the Board – the Executive Committee. The officers, otherwise known as the Executive Committee, are a designated arm of the Board of Directors which can act as representative of the Board between meetings. Actions of the Executive Committee are subject to review and approval/endorsement by the Board at a subsequent session. The officers meet prior to a regular meeting of the Board and prepare the agenda for the regular Board meeting. Officers of the Board consist of the Chairman of the Board, the Chairman Elect, the Immediate Past Chairman, the Vice Chairman, the Treasurer/ Secretary, and Council Chairs.



COLLECTIVE RESPONSIBILITIES OF THE BOARD OF DIRECTORS

As a director, you are an elected representative of your fellow members. They look to you for representation of their ideas. The success of the Laredo Chamber depends on your performance as a director.

1. ATTEND BOARD MEETINGS AND ACTIVELY PARTICIPATE

The policies established by your board and the direction you provide for your President takes place at your monthly meetings. The most basic way to be an effective board member is just to show up and participate in these board meetings.

According to our Chamber bylaws, absence of board members from three consecutive regular meetings of the Board shall be constructed as a resignation after review.

It's also true that your board members will notice whether board members are in attendance at Chamber events. Board members lead by example. The added benefit of your attendance at events is that members will seek you out and give you their opinion on how you make the board more responsive to the needs of the Chamber.

2. ACT AS A TEAM TO SET POLICY AND GOALS

Set policy and establish goals for your President to achieve. Board members acting as a group, set policies and goals for the board to implement and achieve. Board members do not carry out policy. That's why you hired a President. Your President implements decisions.

- **HOW DOES A BOARD SET POLICY?**
The Board makes policy; directs the President to implement policy and monitors implementation and outcome of policy. Board policies determine what the organization will do. The President implements policy and determines what individual employees will do for the organization in carrying out board policy. Board activities and policy making should impact the entire organization.
- **SHOULD THE PRESIDENT AND STAFF HELP DEVELOP POLICY?**
The board has the ultimate responsibility for board policy. But there's a need for the President and staff input to develop these policies. The President and staff should be encouraged to influence policy according to what they perceive to be the organization's needs.
- **IS THIS A POLICY OR A MANAGEMENT DECISION?**
Governing the Chamber should be a team effort between the President and board members. Managing personnel is the administrator's job. But what if a staff member complains to several board members about being unfairly disciplined? Should the board quickly get involved? First, determine if a concern is really a board issue or something better handled by the President. Several tests quickly give us the answer. Our board handles issues that affect the whole organization. Administration and staff handle issues that affect individuals.

3. PROVIDE GUIDANCE TO YOUR PRESIDENT

Board members must play an active role in supporting the President. One of the primary responsibilities of a board is to support the President – not give his/her daily orders. Your role is to provide direction in which you want your President to take your board. And you must also provide the executive with the necessary resources to get you there.

Give your president direction and resources and then let him/her freely manage day to day business. Expect feedback from your President on performance of the board and your progress toward goals. Regularly give feedback to your executive on how well he/she is doing.

Board members, active as a full board, must elect and evaluate the President who in turn becomes the board's manager.

Board members must nurture their President by providing adequate compensation and reasonable directive. Because the President is the board's employee, give him/her a written job description and be explicit about what you expect. Let your President know what the board ambitions, then stand back and let him/her work on it.

4. WHAT MANAGEMENT FUNCTIONS ARE FULFILLED BY YOUR PRESIDENT?

Planning – The President plays a key role in assisting the organization in devising its annual goals and objectives.

Organizing – A President must organize an internal structure to help him/her deliver your basic services. A President should be able to create the kinds of positions and internal structure he/she deems necessary.

Staffing – A President is in charge of hiring and firing staff members. As a board member, you judge your President by the performance of the entire organization –not of individual staff. Let your President assess the performance of individual staff members.

Directing and Leading – A President motivates staff. He/she should inspire them, give them direction and communicate with them.

Although board members are leaders of the entire membership, they are not leaders of staff. The President directs and leads staff. As a board member, you direct and lead your members through your executive.

Controlling – The President measures and corrects the activities of staff members and controls the spending of the current budget. It's tempting for board members, when they see that something's not quite right, to jump in and control what goes on.

The most important point for board members to learn is to stand back and give the President the opportunity to manage –to fulfill the President's role. Evaluate the President's performance as a manager by assessing what the entire organization has done.

5. MAINTAIN A PROPER RELATION WITH STAFF

One of the board's most perplexing problems is its relationship with staff. As a rule board members do NOT manage staff. The President does. The only staff person hired, managed and evaluated by the board is the President. Don't look over the President's shoulder –let him/her solve staff matters. The board hired the best person to administer the organization and then delegates all other staff hiring to the President.

The board should not interview or evaluate staff. Those are the President's responsibilities. The staff should not, under any circumstances, have a part in the evaluation of the President. The board hires the President and the board has the responsibility for evaluation.

6. ENSURE ADEQUATE FINANCING OF THE ORGANIZATION AND MONITOR SPENDING

Board members must ensure that the organization has adequate finances, and money is responsibly spent. No board can set policy and make plans for the future without assessing the need for financing. This however, does not mean you approve every expenditure. It does mean that you should know the money was spent effectively to deliver the kind of programs and services you have authorized. This can be done by financial and performance audits –not by personally examining how every penny was spent.

- The primary responsibility of the board is to set financial policies.
This means you're responsible for defending the organization's mission, establishing goals and approving a budget that will enable the goals to be achieved. Many boards will fail to give their Presidents the right kind of direction on finance. The most important direction you can give your President, is to let him know where you want the organization to go. What is the vision? What are your long term goals?
- The other primary responsibility of the board is to monitor financial outcomes.
Board members have always been haunted by financial worries. Is spending done wisely? Are there any financial problems we don't know about? Some board members are tempted to roll up their sleeves and dig into financial records just to answer their concerns. But that's not the board's role. Remember, the board monitors financial outcomes.

Ask the President for bottom line explanation of basic financial questions: Are we on target with our planning expenses and revenues? Are we financially solvent? The answers by the President will help assess how the money budgeted is being spent on the authorized programs.

7. ACTIVELY SUPPORT YOUR ORGANIZATION AND PRESIDENT

Board members should be “Number One” supporters of the Chamber –giving their time, influence and resources to help accomplish important goals and carry out the Chamber’s mission statement. Board members should also support the President with their consulting skills.

- Are you obligated to support your board’s official stand?
 - *QUESTION:* Am I obligated to support my organization’s official stand on an issue that I don’t personally agree with?
 - *ANSWER:* Board members must be leaders and promoters of the Chamber, not of you. Every board member has the opportunity to speak out in the boardroom –pro or con – on an issue, before it’s voted on by the board. But, once your board votes to proceed in a specific direction, know that the board has spoken. The board as a whole has made the decision. Now it’s up to board members to support it.

8. MAKE A WRITTEN PLAN OUTLINING THE GOALS OF YOUR BOARD MEMBERS

As a team, a written plan should be executed, outlining the goals and objectives of the organization for the coming year –a strategic plan. Building and enhancing a Chamber requires many activities.

Deciding what activities can be reasonably undertaken in a given year, organizing to accomplish them and managing their progress toward completion can only be done well by a strategic plan. To carry out a program of work, the President has three resources:

- 1) Staff manpower
- 2) Board manpower
- 3) Money

Experience has proven that a well-made plan is needed to allocate these resources for their best use. The effectiveness of an organization will depend, to a large degree, upon the quality of its work plan.

WHAT IS THE PURPOSE OF A STRATEGIC PLAN? Impetus for success –A strategic plan differentiates between ineffective and effective organizations. Effective programs are planned.

How do the plan successfully?

- RETREAT –ROCK ON! You can talk about your planning priorities at a board meeting to successfully plan for a year, but some type of retreat is a MUST. As a group, you need to get away from your everyday surroundings –away from the phone with some distance from your workplace.
- DON’T BE AFRAID TO SAY NO! Don’t let one board member get on his/her pet project and sway the entire process. Leave your friendships and emotions at the door.
- BE REALISTIC Don’t get carried away in establishing too many projects and priorities. Rome wasn’t built in a day.
- PREPARE ON THE BASIS OF FACT: What are the current needs economically and in the community? Gathering data can be done by membership surveys, or simply by talking to people about needs and community action.
- PRIORITIZE – Judgment is needed to determine the priority of projects so that the board’s resources can be wisely utilized by putting the greatest effort into the most important projects. Be sure and ask, “Does this activity help build the company?”.
- BE WILLING TO MEET THE CHALLENGES: Being realistic is of top priority because the community will be looking to the organization’s leadership to accomplish what is set out. If you are not willing or don’t have the resources to do a project, don’t put it in the Strategic Plan.

WHO IS RESPONSIBLE FOR PERSONNEL?

AREA	BOARD	PRESIDENT
Hiring Staff	No role	Approves all hiring
Staff Development and Assignments	No role	Establishes workload
Firing of Staff	No role	Makes final termination decision
Staff Grievances	No role	Grievances stop at the President
Personnel Policies	Adopts	Recommends, administers
Staff Salaries	Allocates line item in budget	Approves salaries
Staff Evaluation	Evaluates only the President	Evaluates all other staff

CONFLICT OF INTEREST

Definition: A conflict of interest may be considered to exist in those instances where the actions or activities of an individual board or committee member will have an adverse effect on the Chamber of Commerce.

1. Improper personal gain or advantage.
2. Acting on behalf of a third party when that third party has a substantial business connection.

POLICY

The Laredo Chamber of Commerce recognizes the Directors and Committee members, in giving their services, have a variety of interests and backgrounds which involve a duality of interest. The value service of Directors and Committee members should not be impaired because of possible conflict of interest. When duality of interest poses a potential conflict of interest, full and frank disclosures must be made promptly. It is not the intent of this policy to prevent the Chamber from contracting with corporations or businesses because a Board or committee member is an employee or owner of a firm. The policy is designed to prevent placing the Board or Committee member in a position where his interest in the Laredo Chamber of Commerce and its interest in his place of employment or other indirect interest might substantially conflict.

PROCEDURE

The following procedure has been established to deal appropriately with potential conflict of interest situations.

- 1) The Director or committee member shall immediately and fully disclose any and all dual interest.
- 2) The Director or committee member shall be allowed to fully participate in the discussion of the issue since his/her knowledge may be of great assistance.
- 3) The Director or committee member shall not vote on the issue or be allowed to bid for products or services.
- 4) The minutes of the meeting shall fully reflect the disclosure, the results of the voting, and the fact of the abstention from voting by the particular Director or member.

LAREDO CHAMBER OF COMMERCE

Commitment to Serve on the 2015-2016 Board of Directors

I _____, realize the extent of the responsibility I am undertaking by agreeing to serve as a member of the Board of Directors of the Laredo Chamber of Commerce and I pledge to carry out in a responsible and diligent manner all duties and obligations that this office carries.

I understand that the function of the Board of Directors is to establish and review major policy and plans of the Laredo Chamber of Commerce.

I commit to work collaboratively with the Chairman, officers, fellow Board members, the President and the Laredo Chamber membership to put forth the mission of this organization.

I acknowledge that my participation is vital to the success of the Chamber. For this reason I commit to establish as high priority my attendance at all meetings of the board. I understand that absence from three consecutive regular meetings of the Board without an excuse deemed valid shall be construed a resignation.

I pledge:

- To maintain my membership in the Laredo Chamber of Commerce.
- To be an active and productive member of the Board and contribute to the discussion of issues.
- To inform others about the benefits of membership in the organization and support recruitment efforts.
- To attend monthly meetings and make an effort to participate in other Chamber-related events.
- To stay informed about the organization's mission, services, policies, and programs and follow developments in the community, economy, government, etc. that may affect the organization.
- To serve on committees and offer to take on special assignments.
- To support organizational fundraising.
- To refrain from intruding in administrative issues that are the responsibility of management.
- To avoid conflicts of interest between my position as Board member and my personal and professional life. Should a conflict arise, I pledge to declare that conflict and refrain from voting on matters on which I have a conflict.
- To assist the board in carrying out its fiduciary responsibilities such as reviewing the organization's monthly and annual financial statements.
- To participate actively in the board's annual evaluation and planning efforts.

Should I find myself unable to carry out the duties and responsibilities listed above to the best of my abilities, I agree to resign my position as member of the Board of Directors of the Laredo Chamber of Commerce.

Date

Signature
