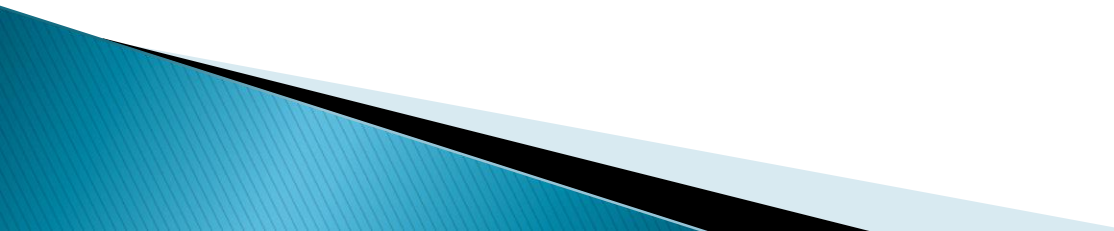


Leadership Orientation

Thank you for your service

Donna Son, Chief Operating Officer
Florida Institute of CPAs

Board Orientation Objectives

- ▶ Share key information about association
 - ▶ Focus on strategic direction, mission and goals of association
 - ▶ Encourage questions and explore opportunities for association
- 

Characteristics of an Effective Board / Staff Partnership

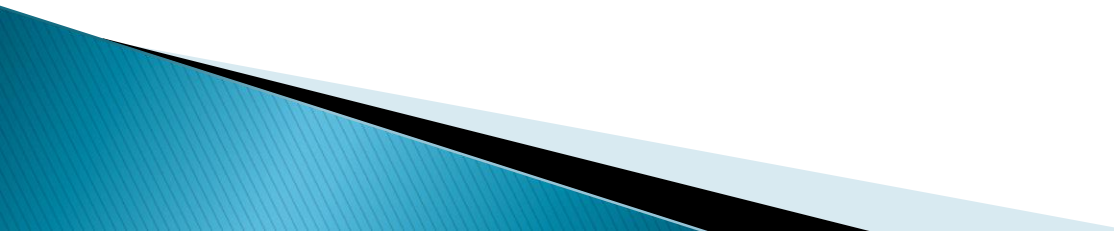
▶ The Board

- Mission
 - Establishes Mission and Direction
- Oversight
 - Supports Executive Vice President/CEO and Sets Policy
- Resources
 - Contributes, Fundraises, Responsible for Budget and Audit
- Outreach
 - Community Ambassadors, Seeks Key Leaders, Advocacy, PR

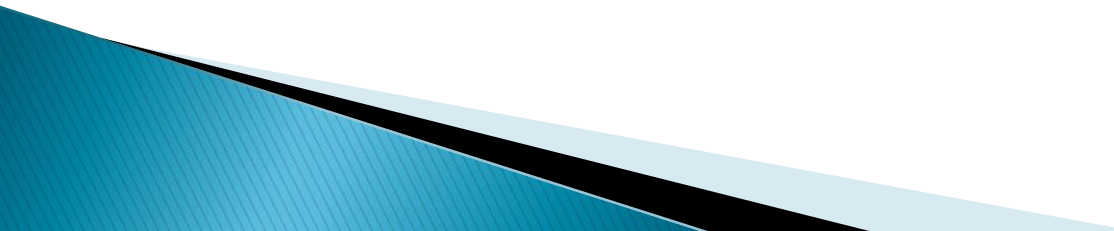
General Board Responsibilities

The price of greatness is responsibility.
~ Sir Winston Churchill,

Practical Steps to Board Effectiveness

- ▶ Attend all board meetings
 - ▶ Start and end meetings on time
 - ▶ Study and understand the purpose, constitution, bylaws, policies and goals
 - ▶ Review agendas and supporting documents prior to meetings
- 

Practical Steps to Board Effectiveness

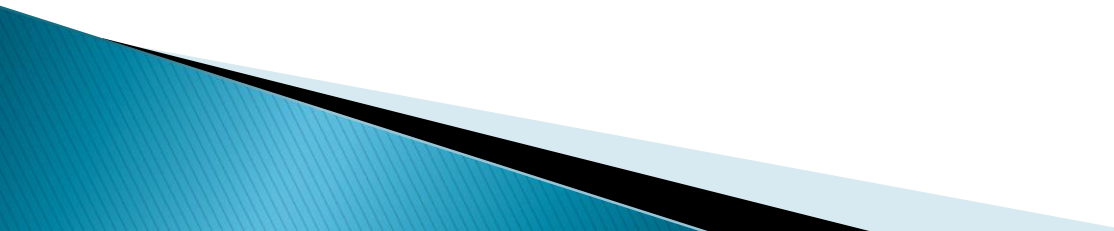
- ▶ Promote association to others
 - ▶ Recruit future leaders to help govern association
 - ▶ Stay current on issues and trends impacting organization and membership
 - ▶ Get involved in committee work
 - ▶ Recognize importance of confidentiality of documents and discussions
- 

Roles of Board and Staff

▶ Board

- Responsible for governance
- Sets policy
- Operates at strategic level
- Determines where organization should go

▶ Executive Vice President/CEO & Staff

- Responsible for operations
 - Implements policy
 - Operates at tactical level
 - Determines how to get there
- 

The Governing Documents



The Tools of Governance

- ▶ Association Bylaws & Articles
- ▶ Policies & Procedures
- ▶ Strategic Plan and Goals
- ▶ Budget for Current Year
- ▶ Legislative/communications/IRS recommended policies

Recommended Policies

- ▶ Reimbursement Policy (for volunteers and employees)
- ▶ Travel Policy
- ▶ Attendance Policy (for board members)
- ▶ Code of Conduct
- ▶ Whistleblower Policy
- ▶ Investment Policy
- ▶ Legislative Policies
- ▶ Communications Policy (for board members)
- ▶ Record Retention Policy
- ▶ Anti-Trust Statement
- ▶ Line of Credit Policy
- ▶ Emergency Plan/Disaster Response
- ▶ EVP/CEO transition plan
- ▶ Finance Committee Policy
- ▶ Electronic Communication Policy (for employees)
- ▶ Personnel Handbook (for employees)

AIA Florida Board Composition

▶ Board of Directors

- 22 member BOD representing 13 Chapters in Florida

• Officers

- President, President–Elect, Secretary/Treasurer, Four (4) Vice President's, and Two (2) Associate Directors–at–Large

Board Responsibilities

- ▶ Manage the organization's resources.
- ▶ Determine, monitor and strengthen programs and services for members.
- ▶ Promote the organization's image.
- ▶ Ensure legal and ethical integrity in the organization.
- ▶ Select the Executive Vice President/CEO
- ▶ Assess and measure organizational performance.

▪

Board Responsibilities Continued

- ▶ Support the Executive Vice President/CEO and assess her performance
- ▶ Approve/Adopt a general budget
- ▶ Approve/Adopt policies
- ▶ Make awards of honor
- ▶ Purchase, sell, lease or hypothecate any real property

Recruiting Future Leaders

In addition to the previously mentioned Board roles:

- ▶ Identify future leaders including:
 - Identifying emerging Committees, Sections and Chapters leaders

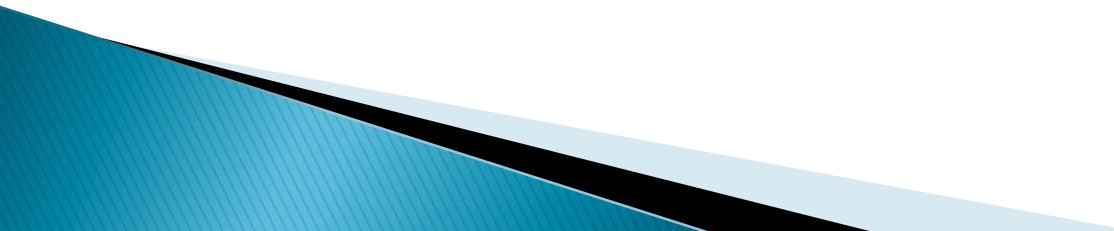
Board Meetings

- ▶ Preparation
- ▶ Agenda
- ▶ Minutes
- ▶ Robert's Rules of Order



Board Meetings

► Preparation

- Notice and materials distributed in advance of meetings
 - Review agenda to determine how you should prepare for discussions
 - Prepare written reports and provide to staff in advance of the meeting
 - Whenever possible, ask your questions before meeting
- 

Board Meetings

▶ Agenda

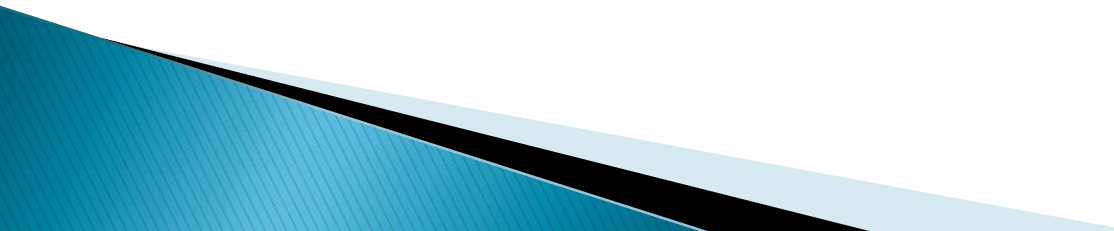
- Agenda is prepared with input of President and Executive Vice President/CEO in keeping with current issues, member needs and pending business
- If you have input for the agenda, be sure to provide it to the President or Executive Vice President/CEO well in advance of the meeting

Board Meetings

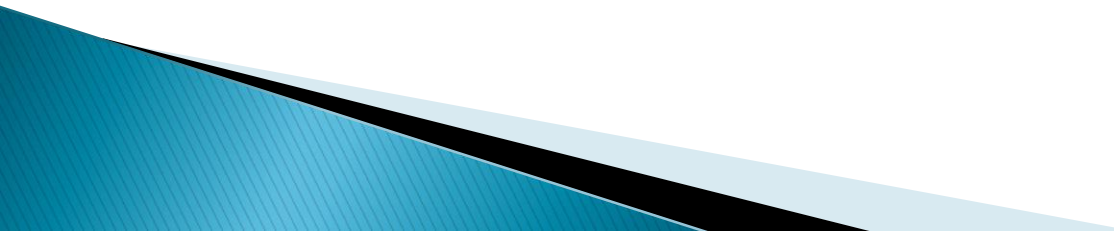
▶ Minutes

- Legal record of meetings
- Not a record of conversations
- Not a reminder document for leaders and staff
- To be approved at next convened meeting of board

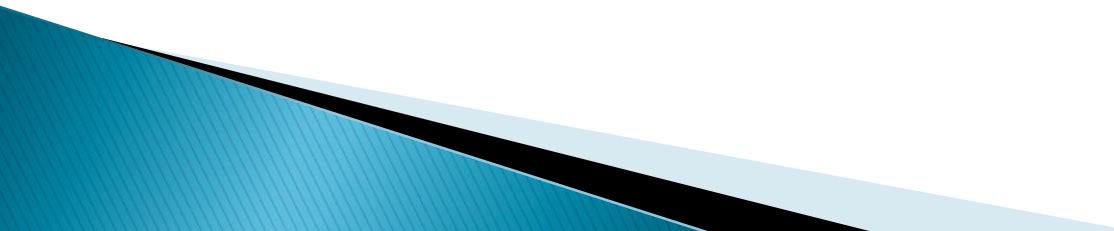
President (or Chairman of the Board)

- ▶ Serves as chief elected officer of the organization.
 - ▶ Presides over all meetings or designates a person to do so.
 - ▶ Interfaces with Executive Vice President/CEO
 - ▶ Leads performance reviews of board and Executive Vice President/CEO.
 - ▶ Appoints committees in accordance with bylaws
- 

Committees and Task Forces

- ▶ Help the board get work done
 - ▶ Identify potential leaders
 - ▶ Serve as a way to segment and serve interests of subgroups of members
- 

President-Elect

- ▶ Attend all events, meetings and conference calls.
 - ▶ Serves in the absence of the President.
 - ▶ Performs such duties as identified in the bylaws or assigned by the President.
- 

Immediate Past President/ Past President (post 2015)

- ▶ Chairs the Strategic Council
- ▶ Chairs the Council of Past Presidents
- ▶ No longer an Officer of the association – new in 2016

Staff Roles

- ▶ Help the board get work done
- ▶ Identify potential leaders
- ▶ Serve as a way to segment and serve interests of subgroups of members



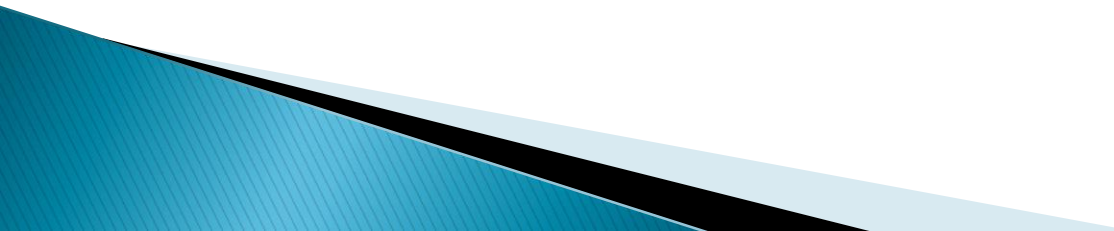
AIA Florida Policies

One can pass on responsibility,
but not the discretion
that goes with it.
~ Benvenuto Cellini,

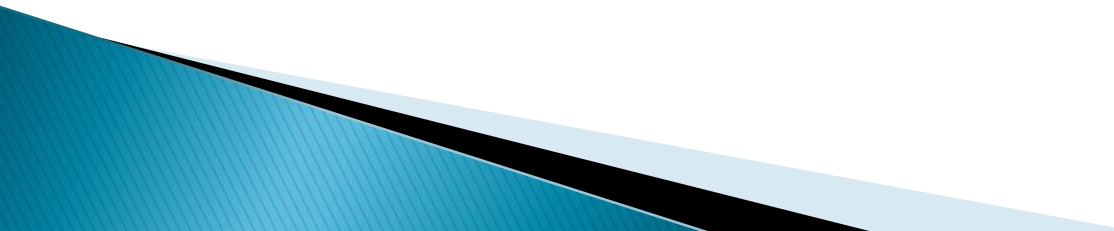
AIA Florida Policies

- ▶ Communications
 - ▶ Code of Conduct
 - ▶ Conflict of Interest
 - ▶ Antitrust
- 

Communications Policy

- ▶ The AIA Florida Communications Policy offers guidance about who speaks to the public and media on the organization's behalf.
 - ▶ Communication of AIA Florida policies and positions to the public or any governmental body is expected to be the official AIA Florida s policy or position.
- 

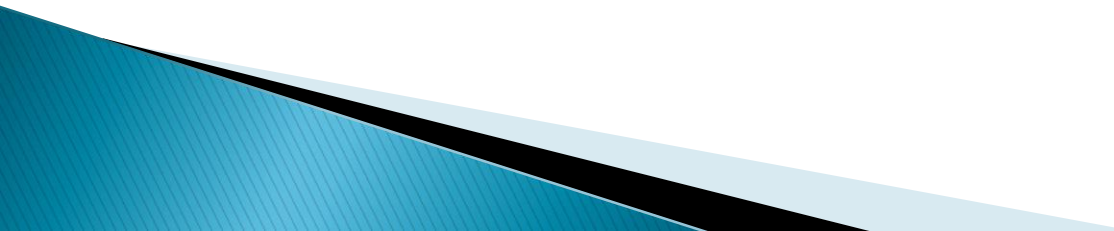
Communications Policy

- ▶ The policy isn't intended to limit members from expressing their individual views or prevent normal and routine communication among AIA Florida leadership and staff.
 - ▶ Differing personal statements should be made so an audience can easily recognize they are the members' personal views and not AIA Florida's official position.
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Code of Conduct

- ▶ Accountability, Professional Excellence, Personal Gain, Equal Opportunity, Confidential Information, and Collaboration and Cooperation

Conflict of Interest

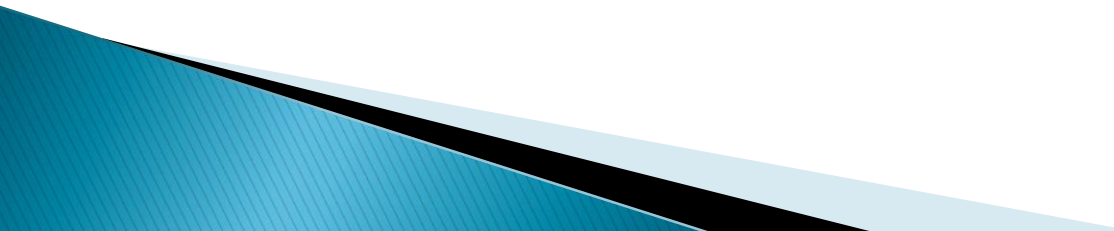
- ▶ The AIA Florida conflict of interest policy addresses any outside personal or economic interest leadership may have that conflicts with the best interests of the AIA Florida or may violate the Code of Conduct.
 - ▶ Board members must sign a Conflict of Interest statement.
- 

Antitrust


- ▶ Based on a review of current case laws and commentary, the following are practices that should be avoided by AIA Florida to avoid even the appearance of price-fixing.



Antitrust

1. AIA Florida must not publish a suggested price list or minimum fee schedule.
 2. There should be no agreement by members of the AIA Florida formal or informal, to adhere to any price information published by AIA Florida as a result of any surveys.
 3. AIA Florida must not privately publish a historical list of prices. All such information must be made available to the public through reasonable methods.
 4. AIA Florida must not publish a price list which includes amounts charged to specific clients.
 5. AIA Florida must not recommend or discuss percentage increases or decreases in price.
- 

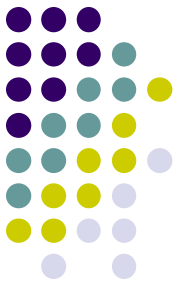
Avoid Even The Appearance Of Price-Fixing

6. AIA Florida should not encourage firms to make agreements to refrain from giving discounts, etc.
 7. AIA Florida should not recommend limitations on credit terms or other terms of sale.
 8. There should be no discussions at AIA Florida meetings on current or future prices.
 9. There should be no agreements within the AIA Florida on what rates will be paid for an expense item that is a significant component of costs. For example, salaries, billing rates.
 10. The results of any official fee or price survey should not be discussed at meetings.
- 

Thank You for Serving!

- ▶ The board experience should be a positive one.
- ▶ The board is the caretaker of the organization.
- ▶ The board speaks as a whole, no board member should have more input or authority than others.
- ▶ Always ask questions as they arise.

Thank you for serving on the board!



Bob Harris, CAE

- Board Development
- Strategic Planning
- Organization Performance Excellence
- **Free resources at**
www.nonprofitcenter.com
- bob@rchcae.com

