

Proposed Governance Model (Modified)

Board of Directors: Board members are typically charged with making high level, strategic decisions for the organizations they serve. These are often very important decisions that set the direction of the organization. Examples of the type of decisions and role of board members include, assessing industry trends and needs and how the association can have a positive impact, responding to industry opportunities and challenges, establishing policies and overseeing the management of the business to ensure the strategic objectives are being met.

The Board of Directors shall consist of 15 individuals serving in the following positions: one (1) Chairman of the Board, one (1) Vice Chairman/Chairman Elect, one (1) Secretary/Treasurer, one (1) Immediate Past Chairman, five (5) representatives from the Chapter Council, one (1) representative from the National Company Members, one (1) representative from the Associate Members, and two (2) At-large Directors. The Executive Officer and legal counsel shall be ex-officio members of the Board of Directors.

Except for the Immediate Past Chairman, the representative from the Associate Members, the two At-large directors, the Executive Officer, and the association legal counsel, each Director must be an owner, officer, or Employee of a Regular Member or National Company Member who is a Member in Good Standing and must be at least twenty-one (21) years of age. The representative from the Associate Members shall be an owner, officer, or Employee of an Associate Member who is a Member in Good Standing and must be at least twenty-one (21) years of age.

Attributes of a Director:

- The ability to think strategically and analytically and to effectively communicate thoughts and the reasons for them
- Possession of earned respect of other key stakeholder group members
- The ability to work well with others as a member of a collaborative group with group decision-making authority and an understanding of the fiduciary duties of loyalty, care, and obedience
- Demonstrated understanding of the differences between “oversight” and “supervision”
- Earned reputation for emotional maturity, personal integrity, and honesty
- A demonstrated familiarity with the body of knowledge related to both the process for which the group is responsible as well as the substantive content of the subject area within which decisions and choices will have to be made

Chairman of the Board: The members shall be responsible for electing the Chairman. The Chairman shall assume office on July 1st in even numbered years and serve for two years. While serving as Chairman the individual must be a primary voting representative or secondary voting representative of a Member in Good Standing who is either a Regular Member or a National Company Member.

Responsibilities (including but not limited to):

- Presides over all meetings of the association’s Membership and Board of Directors
- Selects the chairs and members for association committees and task forces
- Directs the Board of Directors in formulating policies and programs that will further the mission, vision, goals and objectives of the association

- Acts as a spokesman for the association to the public, press, legislative bodies, and other related organizations
- Meets as appropriate with chairpersons of all other association subsidiaries, foundations and/or affiliates to monitor progress and adherence to financial objectives
- Promotes active participation in the association on the part of the membership
- Presents a “state of the association” report to the association
- Identifies and involves potential leaders
- Promotes association membership to prospective members
- Serves as an ambassador promoting ESA programs, services and benefits to members

Vice Chairman/Chairman Elect: The members shall be responsible for electing the Vice Chairman/Chairman Elect. The Vice Chairman/Chairman Elect shall assume office on July 1st in even numbered years and serve for two years. The Vice Chairman/Chairman Elect shall become the Chairman of the Board upon the conclusion of the term of the incumbent Chairman. The Vice Chairman/Chairman Elect must have served on the Board of Directors for a period of at least one (1) year prior to being elected Vice Chairman/Chairman Elect and be the primary voting representative or secondary voting representative of a Regular Member or a National Company Member who is a Member in Good Standing.

Responsibilities (including but not limited to):

- Serves as a member of the Board of Directors and, as such, attends all called and/or special meetings
- Supports the Chairman in formulating policies and programs that will further the mission, vision, goals and objectives of the association
- Performs duties assigned by the Chairman which include serving as liaison to at least one of the association’s standing committees
- Assists the Chairman in the performance of his or her duties, whenever requested to do so
- Represents the association before other associations or organizations as requested by the Chairman
- Promotes active participation in the association on the part of the membership
- Identifies and involves potential leaders
- Promotes association membership to prospective members
- Serves as an ambassador promoting ESA programs, services and benefits to members

Secretary/Treasurer: The members shall be responsible for electing the Secretary/Treasurer. The Secretary/Treasurer shall assume office on July 1st in odd numbered years and serve for two years. While serving as Secretary/Treasurer the individual must be a primary voting representative or secondary voting representative of a Member in Good Standing who is either a Regular Member or a National Company Member.

Responsibilities (including but not limited to):

- Serves as a member of the Board of Directors and, as such, attends all called and/or special meetings
- Ensures the safety and accuracy of all board records
- Drafts and reviews board minutes prior to submitting for approval
- Provides notice of meetings of the board and/or membership when such notice is required

- Comprehends financial accounting for nonprofit organizations
- Serves as the chairman of the finance committee
- Manages the board's review of and action related to the board's financial responsibilities
- Works with the Executive Officer and the Vice President of Finance & Administration to ensure that appropriate financial reports are made available to the board on a timely basis
- Presents the annual budget to the board for approval
- Reviews the annual audit and answers board members' questions about the audit
- Identifies and involves potential leaders
- Promotes association membership to prospective members
- Serves as an ambassador promoting ESA programs, services and benefits to members

Immediate Past Chairman: The Immediate Past Chairman adds continuity to the Board, especially during transition. He or she assists the Chairman as needed in carrying out the mission of the association by performing duties and tasks as assigned. The Immediate Past Chairman assumes the responsibilities of the Chairman in his or her absence.

Responsibilities (including but not limited to):

- Serves as a member of the Board of Directors and, as such, attends all called and/or special meetings
- Supports the Chairman in formulating policies and programs that will further the mission, vision, goals and objectives of the association
- Performs duties assigned by the Chairman
- Assists the Chairman in the performance of his or her duties, whenever requested to do so
- Promotes active participation in the association on the part of the membership
- Identifies and involves potential leaders
- Promotes association membership to prospective members
- Serves as an ambassador promoting ESA programs, services and benefits to members

Chapter Council Director: Five individuals serving on the Chapter Council shall be elected by the Chapter Council Representatives to serve on the ESA Board of Directors. Each Chapter Council Director shall serve a two year term. Two directors will be elected in odd numbered years and three directors will be elected in even numbered years. This will ensure the directors will have continuity of board activities. Any individual elected as the Chapter Council Director must be a primary voting representative or secondary voting representative of a Member in Good Standing who is either a Regular Member or a National Company Member.

Responsibilities (including but not limited to):

- Serves as a member of the Board of Directors and, as such, attends all called and/or special meetings
- Supports the Chairman in formulating policies and programs that will further the mission, vision, goals and objectives of the association
- Performs duties assigned by the Chairman
- Reports to the Chapter Council the decisions and actions of the ESA board of directors
- Serves as an ambassador promoting ESA programs, services and benefits to members

National Company Director: The National Company Members shall elect their representative to serve on the Board of Directors. The National Company Director shall serve a two year term and will be elected in odd numbered years. Any individual elected as National Company Director must be a primary voting representative or secondary voting representative of a Member in Good Standing who is a National Company Members.

Responsibilities (including but not limited to):

- Serves as a member of the Board of Directors and, as such, attend all called and/or special meetings
- Supports the Chairman in formulating policies and programs that will further the mission, vision, goals and objectives of the association
- Performs duties assigned by the Chairman
- Reports to the National Company Members the decisions and actions of the ESA board of directors
- Serves as an ambassador promoting ESA programs, services and benefits to members

Associate Member Director: The Associate Members shall elect their director to serve on the Board of Directors. The Associate Member Director shall serve a two year term and will be elected in odd numbered years. Any individual elected as the Associate Member Director must be a primary voting representative or secondary voting representative of a Member in Good Standing who is an Associate Member.

Responsibilities (including but not limited to):

- Serves as a member of the Board of Directors and, as such, attend all called and/or special meetings
- Supports the Chairman in formulating policies and programs that will further the mission, vision, goals and objectives of the association
- Performs duties assigned by the Chairman
- Reports to the Associate Members the decisions and actions of the ESA board of directors
- Serves as an ambassador promoting ESA programs, services and benefits to members

At-large Directors: Industry leaders who are diverse in perspectives that can enhance the work of the board and reflect the breadth of the industry. Two individuals serving as At-large Directors shall be selected by the Board of Directors based on recommendations from the Chairman. The At-large Directors shall serve a two year term and will be selected in even numbered years.

Responsibilities (including but not limited to):

- Serves as a member of the Board of Directors and, as such, attend all called and/or special meetings
- Supports the Chairman in formulating policies and programs that will further the mission, vision, goals and objectives of the association
- Performs duties assigned by the Chairman
- Serves as an ambassador promoting ESA programs, services and benefits to members

Chapter Council Structure

Chapter Council: The council serves in an advisory capacity to the Board of Directors of the Association. It promotes interchange among chapters and provides an opportunity for chapters to participate more directly in the governance process of the Association through representation of their interests on the ESA Board of Directors. The Chapter Advisory Council also enables chapters to participate as a coordinated, unified representative body and is responsible for electing their delegates to the ESA Board of Directors.

The Chapter Council shall consist of one representative from each Chartered Chapter that is a Chapter in Good Standing with ESA. Each representative must be an owner, officer, or Employee of a Regular Member or National Company Member who is a Member in Good Standing and must be at least twenty-one (21) years of age. While serving as Chapter Council Representative the individual must be a primary voting representative or secondary voting representative of a Member in Good Standing who is either a Regular Member or a National Company Member. ESA relies on “in-kind” support from volunteer leaders, therefore Chapter Council members must be able to dedicate the time and resources required to perform all responsibilities.

Chapter Council Representative: A Chapter Council Representative performs a variety of important functions within the overall structure of ESA. For this reason chapters should give due consideration when appointing a qualified individual to fill this seat. Any individual selected by a Chartered Chapter to represent such chapter must be a primary voting representative or secondary voting representative of a Member in Good Standing who is either a Regular Member or a National Company Member of the Association. Chapter Council Representatives shall serve a three year term.

Responsibilities (including but not limited to):

- Attend all Chapter Council meetings
- Address chapter concerns to the Chapter Council and through the Chapter Board Representatives
- Participate in Chapter Council deliberations
- Vote on issues presented to the Council
- Support and work to implement Chapter Council decisions
- Participate on at least one ESA committee or professional group
- Ensure a succession plan is in place for replacement
- Serve as an ambassador promoting ESA programs, services and benefits to chapter officers and members
- Subscribe to and regularly monitor the Chapter Council discussion board

Chapter Council Chairperson: The representatives serving on the Chapter Council shall be responsible for electing the Chapter Council Chairperson. The Chapter Council Chairperson shall be elected in even numbered years and would serve for two years. The term will follow the same term as the ESA Chairman. Any individual elected as Charter Council Chairperson must be a primary voting representative or secondary voting representative of a Member in Good Standing who is either a Regular Member or a National Company Member of the Association.

Responsibilities (including but not limited to):

- Fully understand and support the mission of the Association

- Accept and support the council's charges and purpose
- In consultation with the ESA Chairman, develop an annual work plan that includes goals and objectives
- Maintain regular communication with the ESA Chairman regarding council activities
- Preside over council meetings
- Oversee the activities of council members to ensure the objectives of the council are being met
- Work with council members to establish an annual calendar of council meetings
- Plan council meetings and agendas in collaboration with council members
- Ensure meeting reminders and meeting minutes are maintained and copies are provided to ESA
- Foster a professional environment that encourages participation from all council members
- Make contact with all council members to welcome them to the council and assist with onboarding
- Review reports and minutes of the council before distribution
- Lead an annual self-assessment of the council

Chapter Council Director: Five individuals serving on the Chapter Council shall be elected by the Chapter Council Representatives to serve on the ESA Board of Directors. Each Chapter Council Director shall serve a two year term. Two directors will be elected in odd numbered years and three directors will be elected in even numbered years. This will ensure the directors will have continuity of board activities. Any individual elected as Chapter Council Director must be a primary voting representative or secondary voting representative of a Member in Good Standing who is either a Regular Member or a National Company Member of the Association.

Attributes of the Chapter Council Directors:

- The ability to think strategically and analytically and to effectively communicate thoughts and the reasons for them
- Possession of earned respect of other key stakeholder group members
- The ability to work well with others as a member of a collaborative group with group decision-making authority and an understanding of the fiduciary duties of loyalty, care, and obedience
- Demonstrated understanding of the differences between "oversight" and "supervision"
- Earned reputation for emotional maturity, personal integrity, and honesty
- A demonstrated familiarity with the body of knowledge related to both the process for which the group is responsible as well as the substantive content of the subject area within which decisions and choices will have to be made

Responsibilities (including but not limited to):

- Serves as a member of the Board of Directors and, as such, attends all called and/or special meetings
- Supports the Chairman of the Board in formulating policies and programs that will further the mission, vision, goals and objectives of the association
- Performs duties assigned by the Chairman of the Board
- Reports to the Chapter Council the decisions and actions of the ESA board of directors
- Serves as an ambassador promoting ESA programs, services and benefits to members

Board Member Engagement

Attendance does not equal engagement. We have all witnessed people in meetings that are present but not participating. They are distracted by each and every email that appears in their inbox, each text that obnoxiously dings on their phone, they may be day dreaming and not listening to a word that is being said or even worse they may actually be asleep. Then when they awake from their cat nap they ask a question or make an irrelevant comment about something that has already been answered or covered. Don't be that person!

In fact, when you see these people, hold them accountable for their actions. Your meetings will be much more efficient when everyone actively participates. Take TSA's "See Something Say Something" and apply it to the meetings you participate in.

Board meetings should serve as critical inflection points for every organization. It's where important issues are discussed, strategic objectives are set, courses of action are put into place and decisions are voted on. Having a board of directors made up of individuals that are actively engaged in each meeting and the organization is critical to the success of that organization. All board members should take their role and the responsibilities that come with serving as a member of the board very seriously. Being a board member is often synonymous with a prestigious leadership position. However, those positions do not come without important responsibilities. The best board members are often busy people who enjoy rolling up their sleeves and getting things done in an effective manner.

So what does being an engaged board member really mean? An engaged board member is a strategic, forward-thinking individual that endeavors to have a collaborative relationship with fellow board members and with the organization's leadership. Engaged boards get work done between board meetings, hold themselves accountable for the tasks they volunteer to complete or that are assigned to them, they come well prepared to meetings and they are willing to candidly and confidently discuss sensitive topics that the organization must address. An engaged board member is also one that recognizes the importance of creating an environment of mutual respect so that all members of the board feel comfortable in offering their views and opinions. Board members that exhibit engagement are personally invested in the mission of the organization and serve as ambassadors, advocates, strategists, and all around supporters.

Engaged board members focus on future-oriented, proactive, discussions. These individuals must also be willing to take calculated risks, challenge assumptions, test traditional ways of doing business, and introduce innovative ideas to grow the industry and the organization overall. In order to fulfill all of the fiduciary responsibilities of being a board member, each person sitting on a board should at the very least:

- Go through a thorough orientation
- Research and understand the history of the organization
- Identify the players (other board members, committee chairs, members and staff)
- Learn about each committee and what they do
- Understand industry opportunities and challenges
- Understand the organization's needs along with the needs of the members
- Be open to learning and broadening their perspective

- Be an active participant in meetings (ask questions, provide insight and solutions)
- Fully participate in events and social networking activities with other board members to build strong relationships, trust and enhance group dynamics
- Conduct a self-assessment
- Be able to answer what they have done since the last meeting to advance the mission of the organization

In closing, an engaged board member is someone who cares about the organization they serve. They allocate enough time to be responsive to anything that comes up. They serve for more than the title because their primary motivation for serving on the board is to better the industry and the organization. They are passionate about the organization's mission and they put their personal agenda aside to ensure the organization accomplishes its mission and they vote with the organization's best interest in mind.