

# Michigan Water Environment Association Board of Directors Guidelines

Updated September 2017

The job of serving on the board for MWEA is one of considerable responsibility and recognition, and warrants being taken seriously. You have been asked to review these materials and determine whether you are willing and able to abide by the rules and expectations of the position of board member.

## **Read the Constitution & Bylaws and Statements of Policy (S.O.P.)**

These two documents contain the rules, guidelines and principles that govern MWEA. Your charge is to first and foremost follow and uphold these standards. The Constitution & Bylaws can only be changed by member vote at the Annual Business Meeting which is held at Annual Conference. The S.O.P. may be altered by Board vote.

It is suggested that you first read both documents in their entirety before returning to review the specific responsibilities for the position for which you wish to be considered. You will later be asked to verbally list the job duties of that position. These documents can be found on the MWEA website ([www.mi-wea.org](http://www.mi-wea.org)) under About Us→Board of Directors.

## **Guidelines, Standards and Expectations**

Your **committee liaison assignments** are some of the most important responsibilities you have. MWEA is an organization built around committees. They are our life blood. Committees should feel as if they are well connected to the board and understand that their activities followed and considered to be important by the board.

You can stay in close contact with your committee chair by email, but it is advisable to pick up the phone occasionally to maintain a more personal relationship. Board members are required to **attend at least one committee meeting per year** for which they have responsibility. It is recommended that you attend a committee meeting as soon as possible after Annual Conference to enable you to get to know your committee chair and committee members and to get a feel for the direction and tenor of that committee.

Committee liaison reports are required to be submitted for every board meeting. This is an important job. Completing and submitting your reports on a timely basis demonstrates respect and consideration for both your fellow board members and MWEA staff.

**The importance of attending meetings and certain events cannot be over emphasized.** The contribution you committed to make to MWEA cannot be made by simply reviewing meeting minutes or getting recaps (either written or verbal). Emergencies can and do happen, but your employer should understand and agree to the time it takes to complete your responsibilities as an MWEA board member.

The following is a list of meetings and events that require Board Member participation. This initial list totals **11 days (10 work week days – this may be reduced depending on the Leadership Retreat)**.

- BoD meetings – four days, not including Annual Conference)
- Annual Conference – four days ( 3 regular work week days), including BoD meeting
- Joint EXPO – one day (working for MWEA)

- Leadership Retreat – one or two days

Depending on the board position there are additional events and meetings that are required to fulfill your various job obligations.

**All Positions** – each board member will have committee liaison duties, including attending at least one committee meeting with which they liaise, each year. This will take three or four half days.

**President** – four half days (including travel time) for Executive Committee meetings, four half days (including travel time) for special meetings with MDEQ, four half days (including travel time) for annual conference Program Committee meetings, one half day (including travel time) for the Audit and Budget Committee, possibly a few half days (including travel time) to represent MWEA at special functions.

**President Elect** – four half days (including travel time) for Executive Committee meetings, four half days (including travel time) for special meetings with MDEQ, four half days (including travel time) for annual conference Program Committee meetings, 1 half day (including travel time) for the Audit and Budget Committee, possibly a few half days (including travel time) to represent MWEA at special functions.

**Vice President** – four half days (including travel time) for Executive Committee meetings, four half days (including travel time) for annual conference Program Committee meetings, 1 half day (including travel time) for the Audit and Budget Committee, one half day for a Committee Chair planning meeting, at least one day for perspective future annual conference site a visit(s).

**Secretary** – four half days (including travel time) for Executive Committee meetings, four half days (including travel time) for annual conference coordination committee meetings, at least one half day at an annual conference Program Committee meeting, at least one day for perspective future annual conference site a visit(s).

**Treasurer** – four half days (including travel time) for Executive Committee meetings and one half day (including travel time) for the Audit and Budget Committee, **It should be noted** that this board position is probably the most demanding in terms of regular contact with the office. This could be the most time consuming board position (though in many cases it is in small bits at a time (requests for approvals from budget, money transfers, etc.) however much of the work can be done outside of regular business.

**WEF Delegates** are required to attend WEFTEC for a minimum of three years and three WEFMAX events (one per year). These events will probably require a minimum of six work week days.

**Association Directors** are in charge of the annual conference awards program. This will require a minimum of two half days for committee meetings.

## Best Practice Standards for Board of Directors meetings

To contribute best and to get the most out of Board meetings you should be prepared to adhere to the following guidelines;

- Come Early – at least 15 minutes before the meeting is scheduled to start. Meetings need to begin on time. Arriving early will help facilitate this.
- Be prepared to stay the entire day – board meetings are often completed by early afternoon, but in event the agenda requires more time you should plan on staying until the end.
- Do the reading, come prepared. There are documents that must be reviewed before each board meeting. These should come to you prior to the weekend before the next board meeting, giving you ample time to study them. A primary job of board members is to participate in discussion and vote on issues that come before the board. When even one board member needs an explanation of details that were included in the pre-meeting reading it slows down the meetings and demonstrates a lack of respect and consideration for the other board members.
- Speak up
- Limit brainstorming
- Stay on task
- Limit phone calls, texts and email

## Other important considerations

- Plan on doing work beyond regular work hours.
- Job of the BoD is to govern, not manage
- Refer to C&B, SOP often – when in doubt
- Test decisions, discussions to Mission and Vision Statements

The Conflict of Interest Policy and your Fiduciary Responsibilities are two issues that carry potential civil litigation problems. The Fiduciary Responsibilities are listed in the SOP and the Conflict of Interest Policy is listed below.

## Conflict of Interest Policy (adopted January 2009)

This Conflict of Interest Policy of the Michigan Water Environment Association: (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

**1. Definition of conflicts of interest.** A conflict of interest arises when a person in a position of authority within the Organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is

closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

2. **Individuals covered.** Persons covered by this policy are the Board of Directors and Office Staff Members.

3. **Facilitation of disclosure.** Persons covered by this policy will annually disclose or update to the Executive Committee on a form provided by The Michigan Water Environment Association their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

4. **Procedures to manage conflicts.** For each interest disclosed to the Executive Committee there will be a determination made whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Michigan Water Environment Association; or (d) ask the person to resign from his or her position with the Michigan Water Environment Association or, if the person refuses to resign, become subject to possible removal in accordance with the Michigan Water Environment Association's removal procedures. The Michigan Water Environment Association's Executive Director and Secretary-Treasurer will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Executive Committee in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

**Note:** The information contained in this document is not intended to discourage persons from serving, only to make every attempt that applicants have a realistic idea of the commitment it takes to fulfill the various jobs.