



Board of Directors – Roles & Responsibilities

The following is a guide to serving on the Castle Rock Chamber of Commerce Board of Directors. While it is intended to be thorough, there will be situations and questions that arise not answered in this short guide. Please contact the board's chair, the organizations President/CEO and/or the Executive/Finance Committee for clarification.

Participation

- **Partner with** the president/CEO of the Chamber to accomplish the mission by:

Determining the Organization's Mission and Vision

A statement of mission and vision should articulate the organization's goals, means, and primary constituents served. It is the board of directors' responsibility to understand and support the mission, vision and values of the Castle Rock Chamber of Commerce. It is also the duty of the board to review these documents periodically for accuracy and validity. Each individual board member should fully understand and support it.

Selecting the President/CEO

Board of Directors must reach consensus on the president/CEO's job description and undertake a careful search process to find the most qualified individual for the position.

Supporting the President/CEO and Assess Performance

The board should ensure that the president has the moral and professional support he or she needs to further the goals of the organization. The president/CEO, in partnership with the Executive committee, should decide upon an annual evaluation of performance in accordance to the president/CEO's employment contract.

- **Attend** regular board meetings and actively participate in decision-making (10 scheduled per year held on the 4th Thursday monthly, 11:30 am-1:15 pm unless notice is given otherwise). Three consecutive absences to board meetings will give cause to terminate the member from the board.
- **Be prompt and prepared** for meetings. Board materials (agenda, minutes, committee reports, proposals etc.) will be distributed via email prior to meetings. It is the responsibility of every director to review materials before each meeting.
- **Volunteer to serve on a committee, taskforce** or at least one special project. The Chamber relies on the leadership and volunteers to offer input and to advance Chamber programs through committees and taskforce participation.
- **Attend events, educational and other activities.** It is important that our leadership be visible and available to the members. Your participation will encourage other members to attend as well and to progress into critical leadership roles.
- A member of the board of directors commits to make an annual personal and/or professional financial commitment in addition to annual investment of a minimum of \$540 (Networking Level) and maintain membership dues in good standing.
- Business must be a member of the Castle Rock Chamber of Commerce in good standing for more than 1 year to apply.

Communications

- Share your area of expertise with the board and staff.
- Be an advocate for the Chamber; promote it in ways appropriate to your profession and contacts.
- Communicate through email as an efficient and cost-effective vehicle for transmittal and the exchange of information.
- Make certain the Chamber has your up to date **contact information** and complete the leadership profile for our records.
- The **official spokespersons** for the Chamber are the President/CEO and the Chairman of the Board. Be sure that you don't assume or usurp his or her authority.
- The board discussions are intended to be a safe place for open deliberation and discussions. The discussions and any hand out materials are to be treated with **confidentiality**.

Governing Documents

- Read and become familiar with the following governing documents and support materials.
 - **Bylaws**
 - **Articles of Incorporation**
 - **Strategic/Business Plan**—assist with the development and monitoring.
 - **Established Policies**
 - **Annual Budget**--monitor the Chamber's financial performance
 - **Leadership Documents**
- It is important you understand what is expected of and from the leadership. In addition to the organizational roles and responsibilities, directors have certain other responsibilities and duties to which you must be committed:
 - Directors owe a **duty of care** in the best interests of the Chamber.
 - Directors owe a **duty of loyalty** to the Chamber and fellow directors.
 - Directors owe a duty of compliance to the Chamber by adhering to the governing documents.

- Directors must **disclose all potential conflicts of interest**.
- ✓ Directors must **not vote** on matters affecting their own interest.
- ✓ Directors must **not participate** or actively advocate on their own behalf in matters in which they have a conflict.
- ✓ Directors must **act in the best interest** of the Chamber in meetings as well as outside the board of directors' meetings.

Political Action and Advocate

- The Chamber sometimes takes **positions** on issues. No individual director may espouse an official position for the Chamber organization without the proper channels of communication and approval. Positions are vetted and issued by the board.
- **Political contributions** are separate from the organization's funds. A political action committee (PAC) is used for the purpose of supporting issues and candidates. The Castle Rock Chamber of Commerce does not currently have a PAC as a part of the organization.

Recruit and Nominate Leaders

- **Identifying new volunteers** in the Chamber maintains our sustainability. Make it your goal to identify and nominate at least one individual for leadership roles on a committee or the board.
- We would also ask that you **recruit business members** to join and invest in the Castle Rock Chamber.

Commitment Form

To summarize this information, we ask each volunteer leader to sign a commitment form on an annual basis.

Term of Service

Members of the Board of Directors are elected for various terms. Members may be re-elected according to the bylaws.

Benefits of Leadership Service

Leadership is viewed as an opportunity to make a difference in our community. This is an opportunity to identify needs, support and achieve organization and trade/professional goals. We hope you gain or enhance experience in building and working with teams and increase knowledge of association activities and resources. We promote and develop leadership in others and encourage you to help to shape the Chamber's direction and future.

Governing Documents

I will uphold the governing documents of the Castle Rock Chamber of Commerce, including the bylaws, articles of incorporation and established policies. I will rely on these documents for the purpose of my position of governance responsibilities.

Confidentiality

I will respect the confidentiality of board discussions and documents, recognizing the chief elected officer as the appropriate spokesperson on key issues, unless he or she so designates others to represent the Chamber.

Conflicts of Interest

I will disclose annually any real or perceived conflicts of interest by reporting them to the Chamber (or on the back of this form.) If I have a conflict with any item on a board meeting agenda, I will inform the Chairman of the Board before or at the meeting.

Antitrust Avoidance

The Chamber respects and promotes free enterprise. Antitrust violations (price fixing, boycotts, restraint of trade, etc.) will strictly be avoided at all times in my position in the Chamber.

Notices

I agree to accept all meeting notices or other notices from the Chamber and other Board materials via email at the following address (unless and until I notify the Chamber otherwise in writing): _____

Signature (e-signature permitted)

X _____ Date _____

_____ Company _____

Printed Name