

# NEBCA POSITION GUIDE - BOARD of DIRECTORS

Updated: 2014

## Role/Responsibilities:

The Board's role is:

- To oversee the accomplishment of NEBCA's mission to promote and protect the Border Collie as a working stock dog.
- Manage the business and property of the corporation in accordance with the Bylaws, Articles of Organization, Massachusetts State Corporation law and IRS 501(c) requirements.
- Establish such committees as are determined necessary or advisable, including committees to deal with matters affecting fund raising, planning, development, finances and budgets as well as other matters affecting the state of the corporation.
- Serve as a member of a "court of appeal" in all NEBCA policy issues.
- Oversee corporate governance and fulfill fiduciary responsibilities.
- Provide informed judgment, wise and thoughtful counsel, intelligence and wisdom applied in decision making.

## Characteristics/Qualifications:

An effective Board would comprise members, when combined, who possess the following:

- Share NEBCA's sense of mission. A Board member must be faithful to NEBCA's mission.
- Willingness to act and remain accountable for Board decisions. Integrity and accountability.
- Possess a high level of business or organization competency. Understand principles of good business practice.
- Be willing to give of their time to do justice to duties as a Director.
- Stature and involvement within the sheepdog trial community.
- Good interpersonal skills and mutual confidence. Ability to operate as a team at the Board level and be able to speak as one voice once a full discussion has been undertaken and a decision has been reached.
- Financial literacy; ability to assess the implications of financial statements and auditor's reports.
- Capable of bringing a regional perspective to deliberations of the Board.
- Forward thinking and awareness of potential changes and trends within the sheepdog trialing community while providing continuity for NEBCA.

## Board Governance

- The Board of Directors has overall responsibility for the conduct of the North East Border Collie Association. The Board acts in trust for the common good, having loyalty and commitment to the mission while acting in trusteeship for the good of the NEBCA community and stakeholders.
- The NEBCA Board operates solely as a group when taking action.

- NEBCA Board members owe NEBCA careful attention in the conduct of the board's work (the "duty of care") and must always act in the organizations best interest (the "duty of loyalty").

### How Does the Board Work

- The majority of discussion and voting is via email though occasionally the Board will meet in person and if necessary by conference call.
- The Board may appoint special committees to perform certain legally required tasks such as the Audit Committee and the Bylaws Committee. The Board may also appoint other committees as required, such as the Judging Education Committee to review alternatives and respond to a specific proposal or issue.

### Roles of Board Members

- The chair of the board is usually appointed by the executive committee. The chair has the following responsibilities and duties:
  1. the orderly conduct of all board discussions/meetings using basic parliamentary procedures (Robert's Rules of Order).
  2. Building consensus and assisting directors with widely diverse opinions to agree on an issue or action.
  3. Ensuring that everything is considered and decisions are made in a timely fashion.
  4. Communicate decisions or actions taken to the membership. Provide a written response to member proposals. Report key actions and policy decisions at the Annual General Meeting as well as the 'regional' meetings held during the year.
- Other board members should bring any issue they deem important for the board to consider to the chair or to the board as a whole.

### Board Decisions and Voting Requirements

- Important decisions made by the board should include a formal motion and follow RRs. The chair will decide what issues require such formality. Issues of lesser importance (i.e. whether to have a pot luck at the annual meeting) can be discussed and decided based on unanimous consent.
- Member/Committee proposals and policy issues should be afforded sufficient discussion. When discussion ends it is time to vote. The Chair should call for the vote or any Director can make a motion to vote.
- Affirmative votes by a majority of the Board are required to transact business. Email voting requires votes by all Directors. As the Bylaws state, "At any meeting of the Directors at which a quorum is present, the vote of a majority of those present shall decide any matter".

### Policies/Initiatives

The following list of past BOD actions illuminates the role and operating scope of the Board. This list should be updated with future decisions and actions of significance.

- A written Nomination/Election/Audit Process was finalized and placed in the Members Only section of the website. An Information Policy Document was also developed (2012).
- Appointed a committee to review and recommend several proposals regarding Judging Education (2011).
- Determined that direct support for Border Collie rescue is not part of the mission. Encouraged that links to rescue organizations be included on the website and a listing provided in the News (2011).
- Determined that the Board will recognize long-running trials. The 30<sup>th</sup> anniversary of the PA Stock Dog Championship was recognized with a plaque and NEWS article (2011).
- Made recommendations on dealing with animal health emergencies at trials, suggesting that veterinary hospital contact info be posted at a trial. The judge/trial manager may stop a run if warranted for health and safety issues (2011).
- Reviewed NEBCA's 501(C)(7) non-profit status which does not permit tax deductible donations (2011)
- Determined that subsidizing a member's trip to the World Trials is not part of the mission. A separate fundraising effort could be set up for this purpose (2011).
- Developed a document detailing NEBCA's Lifetime Membership Process/Criteria which is located under the Special Recognition heading on the website (2011).
- Recognized Sally Lacy's contributions to NEBCA and the Border Collie, awarding her Lifetime Membership (2011).
- Confirmed that NEBCA will not offer a paid lifetime membership (2011).
- Decided together with the Executive and Open Trials Committees, that NEBCA could not limit sanctioning based on the trial date. Thus two trial managers wishing to host a trial on the same dates would be sanctioned (2009).
- Rejected a proposal to change the Annual General Meeting date from January to November (2001).
- Conferred Lifetime Membership to Walt and Eleanor Jagger (2000).
- Established a Bylaws Committee to address adding Maryland to the NEBCA Region and clarify member privileges and participation in sanctioned events. Membership voted to approve four amendments to the NEBCA bylaws.
- Approved a dues increase of \$5, responding to a proposal from the Executive Committee to help cover operating expenses. The BOD determined the increase was warranted and that the Bylaws do not require a vote of the membership (1999).