



Duties, Responsibilities and Development of Board and Executive Committee Members

Governance Section: Governance

Revision Date: 3/28/2024

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Purpose

To have a repository where Board Members can review duties and responsibilities, learn individual roles of Board and Executive Committee Members, and understand attendance requirements.

Authority

Interlocal Agreement

Section 3 – Powers

Section 4 – Board of Directors

Section 7 – Officers

Bylaws

Article III, Section 4 – Governance

Article III, Section 5 – Member Representatives

Article III, Section 9 – Board Meetings

Article IV, Section 12 – President

Article IV, Section 13 – Vice President

Article IV, Section 14 – Secretary

Article V, Section 18 – Executive Committee Powers

Article V, Section 19c – Composition

Article VIII, Appointed Positions, Section 31 – Treasurer

Article XIII, Governance Documentation Procedure

Also See Other Governance Policies:

Accounting and Internal Controls

Ethics Policy

Expense Reimbursement Policy

Issuance of Checks and Warrants

Protocol for Meetings Policy

Target Ratios Policy

Nominations and Elections Policy

Definitions

Pool – The Washington State Transit Insurance Pool, a joint self-insurance program formed by Interlocal Agreement pursuant to RCW 48.62 and 39.34 and governed to conform with WAC 200-100.

Member – A local governmental public transit entity which participates in the Pool’s joint self-insurance program as evidenced by entity’s execution of the Pool’s Interlocal Agreement.

Board or Board of Directors – The governing body of the Pool composed of one voting Member Representative from each Member.

Board Member or Member Representative – An individual authorized to exercise the Member’s voting rights in the Pool and to act on behalf of the Member with all matters pertaining to the Pool. This term includes primary and alternate Member Representatives. These individuals may also be known as Board Members.

Executive Committee – A committee consisting of the President, Vice President, Secretary, Past President, and Elected Member Representatives elected by the Board to govern delegated areas of Pool operations. The Pool’s Treasurer is an ex officio, non-voting member of the Executive Committee.

Elected Member Representative – A Member Representative elected by the Board to represent their size group (small, medium, large, or at-large) on the Executive Committee.



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Annual Meeting – is the same as a Quarterly Board meeting with these noted differences. The Annual Meeting is held in November or December. The Board elects the Secretary and new members of the Executive Committee, adopts its annual budget and Member allocations at the Annual Meeting.

Quarterly Board Meeting – includes the two-day period where a meeting of the Executive Committee (EC) is held in conjunction with work sessions, Member Representative meetings, and a meeting of the Board.

Policy Statement

It is the Pool's goal to create and sustain a Board and Executive Committee that can govern with excellence. This policy addresses group duties, individual position duties, attendance requirements, and the Pool's commitment to education for Board Members.

Board of Directors – Duties

The Board of Directors has a position of trust in the exercise of their duties specified in the Bylaws (see Bylaws, Article III, Governing Board). The Board shall be responsible for the Pool's governance. This includes selecting an effective Executive Director, overseeing organizational strategy and performance, and acting as a resource in matters of planning, policy, and operations. To ensure effective decision-making, the Board will serve an advisory, questioning, and problem-solving function, but will also actively participate in fostering the Pool's overall success by putting the needs of WSTIP first and being transparent about their motives and intentions.

The Board's responsibilities are to:

1. Develop and approve the Pool's mission, vision, values and Bylaws;
2. Adopt an annual budget and Member assessments;
3. Admit and terminate Members;
4. Purchase, lease, sale and dispose of real property;
5. Change terms and conditions of coverages offered by the Pool;
6. Establish when and how to distribute surplus to the Members.
7. Hire, evaluate, and terminate (if necessary) the Executive Director;
8. Focus on strategic leadership and not administrative detail;
9. Develop and approve any Strategic Plan including understanding and questioning assumptions on which such plans are based and reaching an independent judgment as to the probability that the plans can be accomplished;
10. Ensure accountability for the financial oversight of the Pool including establishing benchmarks and measuring the Pool's performance against those benchmarks;
11. Develop, adopt, and review written policies governing Pool operations;
12. Speak with one voice to Members and staff;
13. Ensure ethical behavior by Board Members and staff;
14. Ensure compliance with laws and regulations including Open Public Meetings Act, Public Records Act, auditing and accounting principles, and the Pool's governing documents;
15. Maintain a clear distinction of Board and Executive Director roles;
16. Be proactive instead of reactive;
17. Assess its own effectiveness in fulfilling these responsibilities;

Duties of Individual Board Members

1. Execute the Board's collective duties;
2. Provide meaningful representation of the Member's interests at Board proceedings;
3. Come prepared to meetings by reading materials in advance;
4. Make their views heard by participating in the meetings;



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5. Serve as a conduit for the Pool's interaction with the Member; and
6. Communicate Board decisions back to the Member's leadership;
7. Adhere to the Protocol for Meetings Policy;
8. Maintain Open Public Meetings Act (OPMA) training certificates; and
9. Periodic attestation of Ethics Policy.

Executive Committee – Duties

The Executive Committee governs all areas of Pool operations except for items reserved for the Board of Directors (see Bylaws, Section III). This includes day to day operations as well as coverage appeals and granting claims settlement authority (see Claims Management Policy), and reviewing routine financial obligations (see Issuance of Warrants and Checks Policy). The Executive Committee will periodically review its workplan which is established at the beginning of each year and modified as the year progresses with topics agreed to by the President or assigned by the Board. The Executive Committee will identify if any topic needs to be taken to the Board. The Executive Committee is also expected to adhere to the Protocol for Meetings Policy, monitor financial ratios as defined by the Target Ratios Policy, and adopt mileage size criteria as defined by the Nominations and Elections Policy.

Duties of Individual Executive Committee Members

President

1. Chair the meetings of the Board and Executive Committee,
2. Select the dates, times, and places of Board and Executive Committee meetings in conformity with the Pool's established governing policies and seeking to facilitate maximum participation by Board members, and primary or alternate Member Representatives,
3. Set the agenda for Board and Executive Committee meetings in collaboration with the Executive Director,
4. Provide counsel to Member Representatives on behalf of the Pool,
5. Participate on the Governance Policy Committee,
6. Participate on the Nominations and Elections Committee, and
7. Attend Board, Executive Committee, and assigned or volunteer committee meetings to the maximum extent possible.
8. This position becomes Past President in the next year.

Vice President

1. Fulfill the duties of the President in the temporary absence or disability of the President,
2. Attend Board, Executive Committee, and assigned or volunteer committee meetings to the maximum extent possible,
3. Chair the Governance Policy Committee,
4. Chair the Nominations and Elections Committee, and
5. In the absence of the Treasurer, review and authorize reimbursement of expenses incurred by the Executive Director.
6. This position becomes President in the next year.



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Secretary

1. Attest to the accuracy of governance policies passed by the Board or Executive Committee,
2. Certify the accuracy of approved meeting minutes of the Board or Executive Committee,
3. Review and approve the Pool's application for recognition with the advisory standards of the Association of Governmental Risk Pools,
4. Participate on the Governance Policy Committee,
5. Participate on the Nominations and Elections Committee, and
6. Attend Board, Executive Committee, and assigned or volunteer committee meetings to the maximum extent possible.
7. This position becomes Vice President in the next year.

Past President

1. If the position of President, Vice President or Secretary becomes vacant, according to the Bylaws, the Past President may be asked to fulfill the remaining term, and
2. Attend Board, Executive Committee, and assigned or volunteer committee meetings to the maximum extent possible.

Elected Member Representatives on the Executive Committee

1. May collaborate with each respective group to formulate and advance issues of interest to members of that size,
2. Act as a liaison to the Executive Committee and Board for the Members of their size group,
3. Act as a mentor for new Board Members in their size group,
4. Attend Board, Executive Committee, and assigned or volunteer committee meetings to the maximum extent possible,
5. Facilitate Member Representative meetings,
6. Highlight to their respective group topics of interest, and
7. Participate on the Board Development Committee.

Elected Member Representative – At Large on the Executive Committee

1. Chair the Board Development Committee,
2. Facilitate Member Representative meetings if a Member Representative is absent or if the position is vacant, and
3. Attend Board, Executive Committee, and assigned or volunteer committee meetings to the maximum extent possible.

Treasurer

1. The Treasurer sits on the Executive Committee ex officio and has no voting rights,
2. The Treasurer's duties are further outlined in the Accounting and Internal Controls policy.

Attendance Expectations

Member Representation at Quarterly Board Meetings – A Member Representative from each Member shall attend each quarterly Board meeting in-person or virtually. Attendance is recorded by the attendance sign-in sheets circulated during the meeting or work session.

New Member Representatives – A new primary Member Representative shall attend at least two Executive Committee meetings not in conjunction with a quarterly Board meeting during their first 12 months of service in-person or virtually. New alternate Member Representatives are encouraged to attend two Executive Committee meetings during their first 12 months of service in-person or virtually. New Member



Representatives shall be reimbursed for the expenses of attendance in accordance with the Pool's Expense Reimbursement Policy for 12 months.

Board Development

New Board Member Orientation – The Executive Committee created the Board Development Committee for the expressed purpose of ensuring every new Board Member has an orientation to the Pool, has a mentor within their size group and has the opportunity for ongoing education. The Board Development Committee shall develop and maintain a written orientation program for new Member Representatives as soon as practicable after appointment.

Continuing Education of Board Members – The Pool believes in a continual investment of knowledge for Board members for the purpose of enhancing Pool governance. To this end, the Board Development Committee shall submit and maintain a list of continuing education events for Board Members each year. Changes to the list must be submitted for approval by the Executive Committee. The Board Development Committee is also vested with reviewing Board Member requests to attend events not on the list and forwarding a recommendation to the Executive Committee.

Eligibility – To be eligible for financial support to attend Executive Committee approved continuing education event, the Member must be represented at three out of four quarterly Board meetings with one being the Annual Meeting. The eligibility requirement may be waived by the Executive Committee.

Attendance – To meet eligibility requirements for Pool financial support the Board Member must have attended 50 percent of the meetings. If more than one Board Member meets eligibility the Member decides which Board Member will attend the continuing education event with the Pool's financial support. The Member may send more than one Board Member; however, the Pool will financially support one Board Member's attendance only. Attendance at continuing education events will be in person unless waived by the Executive Committee.

Accountability & Report Out – Attendees will report information learned during the conference at a time specified during the next quarterly Board meeting.

Funding and Reimbursement – The Pool shall establish a fund for expenses related to continuing education such as registration fees and travel costs on an annual basis. Funding and/or reimbursement of travel expenses are governed in the Expense Reimbursement policy.

Amendment, Policy History and Repealer

This policy may be amended by the Executive Committee. This policy was originally written in 2019 and consolidated (and thereby repealed) other policies. These policies include:

- Board Development as it existed on March 24, 2016.
- Duties of Elected Executive Committee Member Representatives and Elected Officers as it existed on March 23, 2017.
- Governance Policy as it existed on March 24, 2016.
- New Member Representative Orientation as it existed on March 24, 2016.

Passed by the Executive Committee on April 25, 2019. Revised by Governance Policy Committee in May 2020, to mirror definitions and responsibilities in the Bylaws. Revisions approved and passed Executive Committee on May 28, 2020. Further revisions approved and passed by the Executive Committee on March 25, 2021. Further revisions approved and passed by the Executive Committee on March 28, 2024.



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Amended in 2022 to clarify expectations and duties of Board and Executive Committee positions formally in a non-formal working expectations document. Passed by the Executive Committee on July 28, 2022.
Revised in April 2023 to include the EC Work Plan. Revised March 2024 to include OPMA certification, Ethics attestation, and clarified eligibility for Pool financial support for out of state training.

Passed by the Executive Committee on March 28, 2024.

Attest:

Approved as to form:

DocuSigned by:
Shonda Shipman
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Shonda Shipman, President

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