



## Duties, Responsibilities & Development of Board & Executive Committee Members

Governance Section: Governance

Revision Date: 5/28/2020

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### Purpose

The purpose of this policy is to have one place where new or veteran 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 8 - 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 VII, Appointed Positions, Section 31 - Treasurer

Article XII: Governance Documentation Procedure

Also See Other Governance Policies:

Accounting and Internal Controls

Ethics Policy

Expense Reimbursement Policy

Protocol for Meetings Policy

Target Ratios 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.



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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.

Quarterly Board Meeting – The quarterly Board meeting consists of the Executive Committee meeting, Board Work Session, and Board meeting. It may also include Member Representative Meetings.

### 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 new and veteran 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 management. 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.

#### 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 or Business 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



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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;
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

### 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). 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, and
4. Chair the Nominations and Elections Committee
5. This position becomes President in the next year.

#### 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,



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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 becomes vacant, according to the Bylaws, the Past President will 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, and
6. 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 Internal Controls policy.

## **Attendance Expectations**

Member Representation at Quarterly Board Meetings – It is expected that a Member Representative from each member attend each quarterly Board meeting. Attendance is recorded by the attendance sign-in sheets circulated during the meeting or work session.

New Member Representatives – It is expected that new Member Representatives shall attend at least four Executive Committee meetings during his/her first year of service, unless excused by the President. The new Member Representative may attend more than four Executive Committee meetings. The new Member



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Representative shall be reimbursed for the expenses of attendance in accordance with the Pool's Expense Reimbursement Policy for one year.

### 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 a 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 by the Annual Meeting. 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 any 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 – 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 attendance only. It is anticipated that attendance at continuing education events will be in person.

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.

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Shonda Shipman, President

Attest:

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Jesse Kinney, Secretary

Approved as to form:

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Richard L. Hughes, General Counsel