

CHAPTER 2 – Responsibilities for Boards of Directors

Dedicated board members are absolutely essential to successful economic development organizations. They should represent a cross-section of your community and should be positive, thoughtful leaders. They set the tone for how your organization interacts with your community and provide the support base for the economic development professional.

-Carol Goodman, Executive Director CCJDA

Duties of the Board of Directors

Example from Cavalier County JDA

The Board is the Cavalier County Job Development Authority's policy making body. It acts as a forum for the discussion of action on issues, policies, and matters of concern to the organization. Its work includes hearing reports and acting on them; referring matters to committees for study and recommendation on action; approving the budget; monitoring progress toward objectives; advising officers and staff; electing officers; and handling other general business of the Cavalier County Job Development Authority as necessary.

Board Relationships

Relationship of the Director to the Board and Community

As a board director, you represent the Cavalier County Job Development Authority as a whole, rather than a particular business category or interest group. While a balance is sought on the Board among communities and interest groups, each director is accountable to the entire

Board and Cavalier County residents. You have a responsibility to act in the best interests of Cavalier County.

As a director, you do not have individual authority to commit the Cavalier County Job Development Authority unless a policy has been clearly established by the board. You are expected to voice your opinion and share the input you've received from other members considered by the Board. And you should vote, not as a representative of any certain interest, but in light of the best interests of the entire economic community. Once a policy is set, then a director should abide by the decision and be willing and able to defend it.

Relationship Of The Director To The Board

A director is a partner with the other directors of the Board. You work together to improve the economic growth and prosperity and the quality-of-life of the county. You should accept appointment as a definite responsibility to the other directors and Cavalier County residents.

You should be scrupulous in your disassociation of all personal interests from the Cavalier County Job Development Authority activities, and your position is a position of trust. Your attitude toward other Board members-if the team is to be unified in its efforts-should be one of tolerance for their viewpoint, conciliation for their differences, and zeal for unifying diverse opinions into constructive policies based on a consensus (recognizing that unanimity is not always achievable.). You should schedule your time in order to attend the maximum number of board meetings and be prompt at all of them.

Relationship Of Director To The Public

A director needs to be ready and willing to defend and explain policies to the public. However, you aren't expected to neglect your business to listen to every person with a suggestion or grievance. The Chairperson, as the Cavalier County Job Development Authority chief spokesperson, or the Executive Director, as the chief executive officer, should be referred any media inquiries or particularly time consuming ones. Certainly any criticisms should be brought to the attention of the entire Board and staff.

Relationship Of Director To Staff

While the Board is the legislative, and frequently the judicial arm of the Cavalier County Job Development Authority, the administration is delegated to the staff. The Board employs an Executive Director who is responsible for the management of the organization, including hiring and directing staff to carry out Cavalier County Job Development Authority objectives. The Board has an obligation to evaluate the performance of the Executive Director and provide guidance and direction in the areas of strengths and weaknesses. The relation of a director is advisory as it relates to the other members of the staff, and criticisms or suggestions in terms of staff performance should be made to the Executive Director.

Relationship Of Director To Committees

The path between directors and committees should be two-way. The Board delegates the implementation of objectives to committees and must insure they have adequate resources of

time, talent and funds for these to be carried out. Committees need to keep the Board informed of their progress, as well as provide advice and recommendations relative to specific issues. A director has an overall responsibility to all committees, whether you serve on any of them or not. You should keep informed of their activities, promote and attend them when possible, help each committee to maintain its proper relationship to the overall objectives and cooperation of the Cavalier County Job Development Authority, and study and act on committee recommendations. Final authority should not be delegated to a committee, except as provided for in the Program of Work, budget, or by Board action. All committees engaged in activities involving policies or expenditures outside of the Program of Work or budget must seek prior Board approval.

General Administrative Board Procedure

ADMINISTRATION

1. Policy control of the Cavalier County Job Development Authority is vested in the Board of Directors.
2. Administration and operation is assigned to the Executive Director who shall be responsible for carrying out policies and duties established by the Board of Directors.
3. The Executive Director shall manage the property, business and affairs of the Cavalier County Job Development Authority. He/She shall employ and supervise staff necessary to carry on the work of the organization and fix their compensation within limits set by the Board or Executive Committee. He/She shall supervise the maintenance of all records, preparation of reports, collection of contributions and loan payments and expenditures against the budget. He/She shall have prepared monthly statements on income and expenses.

BOARD MEETINGS

It is agreed that the regular time of meeting shall be on the first Wednesday of the month.

At Board meetings, nine (9) members, of which three (3) shall be members of the executive committee, shall constitute a quorum.

BUDGET AND FINANCE

1. In the month of August, the Executive Director shall prepare budget estimates on income and expense for review by the Executive Committee and final action by the Board of Directors. The budget shall contain all items of expense anticipated in carrying out the Program of Work adopted by the Board and include travel and attendance at

economic development meetings and institutes. A copy of this budget will be filed with the County Auditor.

2. After approval of the budget by the Board of Directors, it shall be the responsibility of the Executive Director to supervise receipts and make disbursements within limits set by the budget.
3. All county tax dollars for the Cavalier County Job Development Authority shall go into the general fund and appropriations for activities shall be made on basis of need rather than upon any “percentage share” of the budget.
4. Cavalier County businesses shall always have preference in the purchase of supplies for the Cavalier County Job Development Authority, other things being equal.

Board Meeting Checklist

A few days before the meeting

Prepare and email to the Board Members:

- Office Reports
- Agenda
- Previous month's meeting minutes

Day of meeting

- Email CCJDA Board President to approve agenda.
- After approval, fax or email to local media (i.e. newspaper, radio, etc.)
- Post meeting notice by office and at meeting site.

Bring to Meeting

- Notebook
- Recorder
- Extra Agenda sheets
- Board Packets (20)
 - Agenda
 - Previous month's Minutes
 - Financial Reports
 - Additional reports ie. a business proposal being discussed

Board Packets

For each meeting we prepare board packets. The board packets include the following items.

- Meeting Agenda
- Minutes from previous meeting
- Office Reports
- Board Financials
- Any other supporting information for agenda items

NOTE: *We try to send out a tentative agenda, previous meeting minutes, and office reports a few days before the meeting via email.*

Board Financials

For each board meeting, three financials need to be printed:

- Profit and Loss by Class
- Transaction List
- Balance Sheet

Board Committees

STATUS AND RESPONSIBILITIES

1. Committees are appointed by the Chairperson and report to the Board of Directors. A committee carries out its instructions from the Board and has no power to commit the organization to anything unless the project has been approved by the Chairperson and the Board.

EXECUTIVE COMMITTEE:

The Chairperson, Vice-Chairperson, Secretary, Treasurer, one Board member at-large and Executive Director shall constitute the Executive Committee to act for the board as necessary between Board meetings with its actions to be reviewed and acted upon by the full board of directors at the next regularly scheduled meeting. Additional CCJDA committees include:

- Finance,
- Business Development
- Agriculture
- Community Relations
- Advisory Committee for Mickelsen Research Complex project.

Board Job Descriptions

Director of the Board

POSITION FUNCTION: A Director of the board will serve as an appointed representative of the residents of Cavalier County in the governance of the Cavalier County Job Development Authority.

RESPONSIBILITIES:

1. LEGISLATIVE

- A. To consider and adopt statements of policy which will serve as the framework for decision making and strategy in issues that affect the Cavalier County economic community or the operations of the Cavalier County Job Development Authority.
- B. To adopt an annual Program of Work, which sets goals, objective, and priorities.
- C. To monitor the progress of staff, committees, and task forces in implementing policies and the Program of Work.
- D. To measure the results of efforts to meet the goals and objectives, as well as to evaluate their effectiveness.
- E. To amend the By-Laws as needed.

2. FINANCIAL

- A. To adopt an annual budget adequate to implement the Program of Work.
- B. To oversee long-range financial planning such that the Cavalier County Job Development Authority assets and liabilities are well managed and to authorize any sale of assets or assumption of loans, notes, etc.

3. EMPLOYMENT OF AN EXECUTIVE DIRECTOR

- A. To hire an Executive Director to carry out the day-to-day- activities of the Cavalier County Job Development Authority.
- B. To conduct a semi-annual or annual review of the progress of the Executive Director.

4. LEADERSHIP

- A. Communicate Cavalier County Job Development Authority policies and position to Cavalier County resident and others.
- B. Alert staff and Board to issues of concern to Cavalier County.
- C. Promote actively and attend Cavalier County Job Development Authority events.
- D. Motivate Cavalier County residents to support Cavalier County Job Development Authority activities.

INDIVIDUAL DIRECTOR RESPONSIBILITIES :

1. Attend all Board meetings.
2. Keep informed about Cavalier County Job Development Authority policies and activities
3. Consider all issues presented on their merits, as well as in the best interests of the entire economic community.
4. Promote actively the Cavalier County Job Development Authority and the county.
5. Perform such duties as may be requested periodically, including serving on committees and task forces, soliciting new members, or contacting resigning or delinquent members.

ACCOUNTABILITY: Directors individually are accountable to the entire Board and collectively to Cavalier County residents.

JOB DESCRIPTION: CHAIRPERSON

POSITION FUNCTION: The Chairperson is the chief elected officer of the Cavalier County Job Development, its official spokesperson.

RESPONSIBILITIES

1. The Chairperson shall be the presiding officer at all of the meetings of the members of the Job Development Authority.
2. The Chairperson shall sign all deeds, mortgages, leases, conveyances, contracts notes and obligation, and perform such other duties as are prescribed by the Job Development Authority.
3. The Chairperson shall have the general power of management of the Job Development Authority and shall be authorized to sign all contracts, deeds, mortgages, leases, notes and other papers and conveyances as may be necessary for the transaction of the business of the Job Development Authority in accordance with Section 11-11.1-03 of the North Dakota Century Code.

ACCOUNTABILITY: The Chairperson is directly accountable to the Board of Directors and ultimately to Cavalier County residents.

JOB DESCRIPTION: VICE-CHAIRPERSON

POSITION FUNCTION: The Vice-Chairperson will assist the Chairperson as requested or in the Chairperson's absence.

RESPONSIBILITIES:

The Vice-Chairperson shall exercise the functions of the Chairperson in the event of his or absence or his or her disability to act for any cause.

ACCOUNTABILITY: The Vice-Chairperson is directly accountable to the Board of Directors and ultimately to Cavalier County residents.

JOB DESCRIPTION: TREASURER

POSITION FUNCTION: The Treasurer will oversee the financial affairs of the Cavalier County Job Development Authority.

RESPONSIBILITIES:

1. The Treasurer shall keep accurate and complete records of all receipts and disbursements and shall be custodian of all funds of the Job Development Authority subject to control of the Job Development Authority.
2. The Treasurer shall deposit all funds of the Job Development Authority with the County Treasurer or in such bank or banks as shall be designated from time to time by resolution of the Job Development Authority; and he/she shall make reports of the

financial condition of the Job Development Authority monthly and at such other times as may be required by the Job Development Authority.

3. The Treasurer shall countersign all vouchers certified by the Chairperson for the withdrawal of funds.

ACCOUNTABILITY: The Treasurer is directly accountable to the Board of Directors and ultimately to Cavalier County residents.

JOB DESCRIPTION: SECRETARY

POSITION FUNCTION: The Secretary will maintain records of the Cavalier County Job Development Authority.

RESPONSIBILITIES:

1. The Secretary shall keep a full and permanent record of all meetings of the members of the Job Development Authority.
2. The Secretary shall countersign all deeds, mortgages, leases, conveyances and contracts and affix the seal of the Job Development Authority thereto.
3. The Secretary shall perform such other duties as may be prescribed by the Job Development Authority.

ACCOUNTABILITY: The Secretary is directly accountable to the Board of Directors and ultimately to Cavalier County residents.

JOB DESCRIPTION: COMMITTEE CHAIR

POSITION FUNCTION: To plan and direct action through the committee to accomplish objectives delegated to it.

RESPONSIBILITIES:

1. Calling meetings of the committee
2. Presiding at all meetings or insuring that a Vice-Chair or someone will.
3. Assisting with the solicitation of committee members.
4. Making sure that all committee members have a clear understanding of committee objective.
5. Providing an environment conducive for all committee members to express themselves.
6. Motivating and guiding the committee toward achieving its objective.
7. Delegating specific responsibilities to members of the committee; setting deadlines for completion; following up to see that the work is being done.
8. Keeping the Board of Directors informed about committee accomplishments and presenting recommendations.

9. Advising the Board in its evaluation of objectives and plans for the coming year's Program of Work.
10. Acting as spokesperson for the committee.

ACCOUNTABILITY: The committee chair is directly responsible to the Board of Directors.

Quorum Requirements

Definition: The minimum number required for a valid meeting; a fixed minimum percentage or number of members of a legislative body, committee or other organization who must be present before members can conduct valid business.

At CCJDA Board meetings, nine (9) members, of which three (3) shall be members of the executive committee, shall constitute a quorum. (These numbers are based on CCJDA having a 17 member board.)