



The Voice of Business

COMMITTEE HANDBOOK

UPDATED: JANUARY 2017

Roles & Responsibilities

Board Members

The Board of Trustees, the governing body of the Chamber, determines the policies and procedures of the organization and assures that sufficient financing resources are available to carry out those policies. The position of a Board Member is not an honorary one. Board Members are expected to contribute to and participate in Board and Chamber activities. In addition to participating in Board meetings, Board Members should agree to accept additional specific tasks. Potential areas of service include:

- Serving on a committee or task force.
- Recruitment of new members.
- Working on member retention through personal contacts.
- Contacting legislators and/or members of congress

Committee Chairs

The committee Chairs are the enthusiastic leaders of the Chamber's committees. Committee Chairs work together with Chamber staff to develop an agenda for each meeting and facilitate team interaction during each session.

Committee Members

A committee serves as the clearinghouse for all suggestions which are referred to it by the officers and the Board of Trustees, members and other concerning priorities which are or should be receiving active attention of the Chamber. Committees are action oriented.

Staff Members

Work with committee Chair to develop goals and objectives for programs and projects with a timeline. They oversee the actions of the committee and make sure that all the Chamber policies and procedures are being followed. Staff members take minutes and notes from meetings; maintain committee budgets and financial records.

Expectations

- Volunteer time should be used wisely, not wasted on tasks which could be more efficiently handled by staff.
- Volunteers should provide input or direction on options and recommendations from staff with the necessary background or research provided.
- Staff should provide direction of the volunteers based on professional judgment, and Chamber policies and procedures.

Function

A committee member's basic function is to regularly attend meetings of the committee and work toward the fulfillment of the committee's objectives.

Specific responsibilities include:

- Attend committee meetings
- Carry out individual assignments made by the committee chair
- Participate in committee discussions and decisions
- Review all material prior to meetings
- Attend appropriate chamber functions and events

NOTE: By accepting a volunteer position, a volunteer is automatically placed on the Chamber's email distribution list. The purpose of this is for the volunteer to be able to keep up to date on Chamber activities to assist him/her with his/her volunteer services to the Chamber.

Authorities

- As per Policy ADM 104, except for officers no volunteer has the authority to commit the Chamber financially or contractually.
- Communications to outside parties and stakeholders including the media should be coordinated with the marketing department by the staff liaison of the committee. The Chair of the Board and the Chamber President are the spokespersons for the organization. Volunteers should speak to the media only when requested by the Chamber staff.
- Use of the Chamber name, brand and logos including those of programs and activities must be coordinated with the marketing department through the program's staff liaison. All production proofs can only be approved by Chamber staff.
- All electronic and social media sites of Chamber programs are the property of the Dayton Area Chamber of Commerce. Any modifications or updates regarding the program should be maintained by Chamber staff.

Frequently Asked Questions

Does a member of the committee have to be a member of the Chamber?

Yes, only members of the Dayton Area Chamber of Commerce can serve on committees.

At times it may be appropriate to bring a guest as a reference or speaker. However, they are not added to committee rosters or become a regular part of the meeting. Dues paying members of Generation Dayton, Leadership Dayton, and the Dayton / Miami Valley Safety Council may serve on committees specific to the related program.

Who prepares meeting agendas?

Staff members prepare the agenda under the guidance of the committee Chair.

Who sends out the meeting notices?

Staff members send out the meeting notices prior to the committee meeting.

Is it necessary for staff to be at all committee meetings?

Unless for unforeseen reasons (i.e. conflicting schedule with other Chamber event with higher priority ...), a staff representative shall attend any official meeting regarding a Chamber project or event.

Is there an attendance policy for committee members?

Any committee member who consistently misses meetings will receive a personal call from the committee Chair. The committee Chair will find out why if the committee member has not been in attendance and ask if they want to continue to be part of the committee. Staff will keep the chairperson informed of any attendance issues.

How long should a meeting last?

Most meetings, unless otherwise noted, should be completed within one hour.

Can non-members be solicited for sponsorships or vendors for events?

It is the policy of the Chamber to only solicit members for events and activities. If something is donated from a non-member they will not receive any promotion for the item. It is Chamber policy to do business with Chamber members only, if possible.

How does the committee work with the budget?

Typically the staff member puts together a draft budget for the committee/program to be submitted to the Audit

& Finance committee. Proposed expenditures must be coordinated with the Chamber staff. Programs and events are expected to be financially self-sustaining and generate revenues in excess of expenses.

Who develops press releases and other marketing for the event/program?

Staff members coordinate marketing material including press releases for committee-related programs and events. They also coordinate responses to the media.

How can we use the newsletter/website to promote our program/project?

Committee members can submit an article or information to the Chamber's marketing department through their staff liaison. Articles will be first reviewed by Chamber staff for approval. Information on the website can be posted at any time. However, it must be submitted to staff for final approval

POLICIES AND PRACTICES MANUAL

SUBJECT: OTHER VOLUNTEERS

PRACTICES

1. Eligibility – except as otherwise noted, a volunteer for the Dayton Area Chamber of Commerce must be affiliated with a Chamber member in good standing.
 - a. In the case of separate membership areas, i.e. safety council, Leadership Dayton, the volunteer must be a member in good standing of the particular membership base he/she represents. However, committee Chairs must be affiliated Chamber members in good standing.
 - b. If a volunteer leaves a Chamber member organization, he/she can remain a volunteer for up to 60 days until a new affiliation is established.
2. Term of service – except as otherwise noted, volunteer committee Chairs shall serve a two-year term.
 - a. In rare instances, the Chair may ask an Oversight Committee Chair to serve an additional one-year extension.
 - b. Boards of Trustee terms are outlined separately under ADM 103.
 - c. A committee Chair (excluding oversight chairs) may serve no more than two consecutive terms.
3. Oversight Committee Chairs must be members of the Chamber's Board of Trustees as outlined in ADM 103.
4. It is preferable that there is only one volunteer per member organization per committee. In those rare instances where more than one volunteer participates, one member organization can make up no more than 15% of the composition of any one committee.
5. Except for officers, no volunteer has the authority to commit the Chamber financially or contractually. The policy on official signatures on commitments is found in ADM 203.
6. An orientation will be given to new volunteers yearly when joining a committee by that committee's staff liaison.

POLICIES AND PRACTICE MANUAL EXCERPTS

SUBJECT: EXTERNAL COMMUNICATIONS

Policy

The management of the Chamber's external communication program is the responsibility of the organization's MARCOM. Accordingly, the communication function is charged with the coordination of all external communication activities of the Chamber. No other departments or functions are authorized to engage in proactive or reactive external communication efforts without prior consultation with a member of the Chamber's communication staff.

While the execution of external communication activities is the responsibility of the Chamber's communication function, all departments in the organization are encouraged to participate actively in the development and planning of such efforts. In fact, most of the "news" generated by the organization is likely to come from the "line" functions in the organization.

Staff from all departments should continuously consider whether their activities are of potential interest to external audiences and work with the communication function and volunteers to develop plans for the dissemination outside the organization of newsworthy items.

According to the Chamber's by-laws, the President and Chief Executive Officer (CEO) shall act as the organization's spokesperson. In consultation with the communication function, the CEO may authorize other Chamber staff members to act proactively or reactively as spokespersons on a one-time or topic-specific or ongoing basis. No member of Chamber staff is to speak on behalf of the organization with any member of the media without prior coordination with the Chamber communication function or the President. In most cases, when the matter relates to the policies and general programs of the entire organization, any written communications should be signed by the President and / or the Chair of the Board (Chair-Elect in the Chair's absence). If it is with reference to a specific committee, the Committee Chair can be added in conjunction with the President and Chair of the Board.

Practices

1. All written external communications targeted at non-members, including press releases, media advisories, backgrounders and other similar materials shall be developed by or in coordination with the Chamber's communication function. Final approval for all such written communications must be provided by the communication function, which has sole responsibility for their distribution to the media and other external audiences.
2. Creation, posting, and editing of all social media outlets will be the sole responsibility of MARCOM.
 - a. Employees are encouraged to like, share and comment on chamber postings where appropriate. However, employees are not to engage with others through the Chamber's social media outlets without prior discussion and approval from MARCOM.
 - b. Staff outside MARCOM is prohibited from using Chamber social media sites as an administrator and/or posting under the Chamber name.
 - c. Employees are prohibited from using the Chamber's logo, or branding components on their personal websites, social media outlets, and/or pages.
 - d. Employees may freely disclose their association with the Chamber via social media outlets with the following requirements:
 - a. Staff must protect confidential Chamber information at all times.
 - b. Posts should be honorable, factual and a reflection of the Chamber's mission and values

- c. Chamber senior staff and MARCOM reserve the right to have any posts in violation of this policy removed.
- e. All social media outlets will provide a link to current chamber events. This site(s) will not be used as additional promotional vehicles. If additional promotion is necessary for any events these request will be handled by MARCOM.
- f. All content posted on any chamber website, social media outlet, etc. is the property of the Dayton Area Chamber of Commerce.

POLICIES AND PRACTICE MANUAL EXCERPTS

SUBJECT: CONFLICT OF INTEREST

I. Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (DACC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

II. Definitions

1. Interested Person - Any director, principal officer, member of a committee with governing board–delegated powers or paid employee or staff member who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family

- a. An ownership or investment interest in any entity with which the Chamber has a transaction or arrangement,
- b. A compensation arrangement with the Chamber or with any entity or individual with which the Chamber has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chamber is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

III. Procedures

Duty To Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of either the Executive Committee or Board of Trustees considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Executive Committee, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chair of the Board of Trustees shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Committee shall determine whether the Chamber can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chamber's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts-of-Interest Policy

- a. If the Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

IV. Record of Proceedings.

The minutes of the Executive Committee shall contain

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee's decision as to whether a conflict of interest in fact existed
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

V. Compensation

- a. A voting member of the Board of Trustees who receives compensation, directly or indirectly, from the Chamber for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chamber for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Trustees or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chamber, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

VI. Annual Disclosure

Each director, principal officer, and member of a committee with governing board-delegated powers or paid employee shall annually sign a statement that affirms such person

- a. Has received a copy of the conflict-of-interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Chamber is non for profit and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

VII. Periodic Review

To ensure the Chamber operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Chamber's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction