

Risky Behaviors

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Rules of Order

Quorum is the minimum number of directors required to conduct business.

Agenda ensures that important business is covered and discussions are on topic.

Motions are proposals for action, beginning with, "I move we....."

A **Second** is required for the motion to be discussed.

Amendments may be made to most motions if they improve the intent or clarify the original motion.

Tabling lays the motion aside.

Calling the Question refers to ending the discussion and voting on the motion.

Voting is the official action after discussion to adopt, amend, kill or table the motion.

Minutes protect the organization by recording the time and location of the meeting, participants, and the outcome of the motions. They are not a place to record conversations, assignments, reports, etc. Audio and video recordings are discouraged.

Recommended: "ABC's of Parliamentary Procedure" www.channing-bete.com

Committees

Committees supplement board and staff work. Organizations are streamlining or eliminating all but essential committees; aligning them with goals in the strategic plan. Short assignments are preferred.

Standing - identified in the bylaws, appointed annually, on-going committee work.

Ad Hoc - formed for specific or immediate needs and disbanded upon completion of work (a.k.a. **Task Force**)

Quick Action Team - very short term, precise call for volunteers.

Micro-Tasks - opportunities to engage members on brief projects.

Environmental Influences

Directors should be aware of member and environmental concerns and influences, for example:

- Regulatory Threats
- Economy, Employment
- Relevance, ROI
- Technology Advancements
- Generational Diversity
- Governance Adaptability, Structure

MISSION MEMBER DRIVEN FOCUSED

Guiding Principles

Organizational values develop over time that guide the board, for example:

- Transparency
- Accountability
- Respect, Diversity
- Innovation
- Member Focused
- Integrity
- Outcome Driven

Strategic Planning

A strategic plan focuses the board on mission and goals for 3 to 5 years. It serves as a roadmap.

Board members should be able to think beyond their term of office.

Environmental Scan - Review of external and internal influences on organization, as well as strengths, weaknesses, opportunities and threats (SWOT).

Mission - Purpose for existence; concisely stated.

Vision - Inspiring statement of image of success.

Values - Guiding principles of board and staff.

Goals - The priorities to advance the mission. Usually 3 to 7 goals so as not to deplete resources.

Strategies - Fresh and continued approaches to achieve the mission and goals.

Tactics/Performance Measures - Delegation, deadlines, accountability and metrics.

Business Plan - Break down the strategic plan into a one year action plan.

Plan Champion - A director assigned to monitor and report on plan progress.

Risk Management

Be aware of potential risks and ways to reduce or avoid.

Public Records requests for the organization's annual federal tax return (Form 990) must be made available for the last three years. Significant fines occur for noncompliance.

Antitrust Violations occur when two or more persons from the same industry or profession discuss suppliers, processes, prices or operations. Remove yourself from any conversation that would change how business is conducted because of an agreement among competitors.

Apparent Authority arises when a board chair, though *not* granting actual authority, permits directors, committees or chapters to behave as if they have authority. Authority rests with the chief elected officer and may not be usurped.

Financial Audits by an independent financial expert to assets; appoint an audit committee to oversee and report on the process.

Conflicts of Interest disclosed at the start of the term and throughout the year.

Board Responsibilities - Laminated © \$12 ea. or \$10 ea. for 2 or more + s/h
Payable: Harris Mgmt Group, Inc.
335 Beard St., Tallahassee, FL 32303
Or e-mail quantity to bob@rchcae.com

Also available, laminated:

- ✓ **Committee Responsibilities**
- ✓ **Guide to Strategic Planning**

Seminars and Consulting

- Strategic Planning
- Board Orientation
- Operational Audits; Systems
- International

Bob Harris, CAE 6-16 © RCH

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Goldsboro News-Argus

<http://savannah.newsargus.com> › archives › 2016/07/15

Boothman being investigated for more embezzlement ...

Jul 15, 2016 — Boothman being investigated for more **embezzlement** allegations ... A man accused of **embezzling** more than \$10,000 from the Goldsboro **Tennis** ...



BBC

<https://www.bbc.com> › uk-england-cumbria-21234644

Cumbria tennis treasurer Susan Haynes admits theft

Jan 28, 2013 — Susan Haynes, who was involved with the Cumbria Lawn **Tennis Association**, pleaded guilty to charges of **theft** and **fraud** at Carlisle Crown Court earlier.

Missing: **embezzlement** | Show results with: **embezzlement**



Cayman Compass

<https://www.caymancompass.com> › 2018/01/24 › tenni...

Tennis pro arrested in fraud probe

Jan 24, 2018 — Rob Seward, also head professional at the South Sound club, was arrested Friday on suspicion of **fraud**, **theft** and obtaining property by deception.

Financial Responsibility

- Draft and approve annual **budget** by board.
- **Financial report** –every board meeting.
- Review of **IRS Form** submission – annually, noted in the minutes.
- Possible **audit**, review, or compilation.
- **Safeguards and policies** in place (credit cards, required receipts, check signing, etc.)

Professional and Collegial Relations

Accountability for personal behavior ^

Because inappropriate conduct can arise from a lack of understanding of community norms, we offer general guidelines to participants to clarify the School's standards and your obligations to meet them.

- The faculty, staff, and fellow participants you will work with are professionals, and your relationship with them should be professional at all times.
- Staff and faculty often socialize with participants in the context of program activities. This kind of friendly social interaction should not be interpreted as an invitation, or signal of availability for, a more personal relationship.



FTC to Associations: Lack of Antitrust Compliance Can Facilitate Coordination and Violate the FTC Act

by Richard Liebeskind, Jerald A. Jacobs, Jefferson C. Glassie, Alvin Dunn and Cynthia Robertson

In a recent enforcement action, the Federal Trade Commission has made clear that it expects trade associations to adopt antitrust compliance measures to prevent discussions among competitors that would facilitate coordination on prices or competition. Failure to adopt customary antitrust compliance measures, coupled with discussions of pricing policies, might constitute an "unfair method of competition" in violation of the FTC Act.

Risky Behaviors

- **Apparent Authority**
(on the board, but don't speak for the board)
- **Confidentiality**
(applies to board and committees)
- **Antitrust**
(\$10 million fine)
- **Conflicts of Interest**
(paid for services, free registration, inside info)
- **Copyright Violations** (© ® ™)
- **Negativity, Disrespect**
- **Collegial Relationships**
- **Public Record Requests**
- **Photo Notice**

Photo Notice

Audio/Video Release Statement

SCCAOR is permitted to reproduce photographs/video footage featuring my image in SCCAOR's promotional publications.

This agreement
electronic m
The image(s) may
by, authorized pe
be used in the futu
materials and t

Photography Notice

**By attending this event,
you acknowledge that
you are aware your
image may appear in ISA
promotional materials or
other media as
requested.**

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NORTH CAROL



Notice of Filming & Photography

By entering a Bridge AOR/bridgeMLS event, you enter an area where photography, audio, and video recording may occur.

By entering the event premises, you consent to interview(s), photography, audio recording, video recording and its/their release, publication, exhibition, or reproduction to be used for news, promotional purposes, telecasts, advertising, inclusion on websites, social media, or any other purpose by Bridge AOR/bridgeMLS and its affiliates and representatives. Images, photos and/or videos may be used to promote similar Bridge AOR/bridgeMLS events in the future. You release Bridge AOR/bridgeMLS, its officers and employees, and each and all persons involved from any liability connected with the taking, recording, digitizing, or publication and use of interviews, photographs, computer images, video and/or sound recordings.

By entering the event premises, you waive all rights you may have to any claims for payment or royalties in connection with any use, exhibition, streaming, webcasting, televising, or other publication of these materials, regardless of the purpose or sponsoring of such use, exhibiting, broadcasting, webcasting, or other publication irrespective of whether a fee for admission or sponsorship is charged. You also waive any right to inspect or approve any photo, video, or audio recording taken by Bridge AOR/bridgeMLS or the person or entity designated to do so by Bridge AOR/bridgeMLS.

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RCH CAE
Robert CHarris, CAE

Meeting Sign-In Sheet

Meeting Date _____ Location _____

ATTENDEES SIGNATURES REQUIRED

[illegible]

ANTITRUST AVOIDANCE

Meeting attendees are reminded that state and federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting. These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

CONFLICTS OF INTEREST

There is a fiduciary duty to disclose any conflict or potential conflict of interest at the meeting. Should a conflict arise, please inform the chief elected officer.

CONFIDENTIALITY

Meeting discussions and handouts are for the purpose of discussion and deliberation. Please respect confidentiality after the meeting and recognize that the chief elected officer is the spokesperson for the board unless otherwise specifically indicated.

MISSION STATEMENT

The mission of the organization is to advance and protect.....[insert your mission statement.]

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Meeting Sign In

SCAN ME



RobertCHarris, CAE