

GOVERNANCE ASSESSMENT

WSWA Executive Committee – 11/21/18



Scope

The Executive Committee was asked by the Board of Directors in October 2018 to assess the WSWA Governance Structure. Governance questions include:

- Should we create a Board of Advisors?
- What is the optimize size, composition, and meeting frequency of the Board of Directors?
- We have 4 levels of management. Do we need them all? Can we better manage the Executive Director?

Products

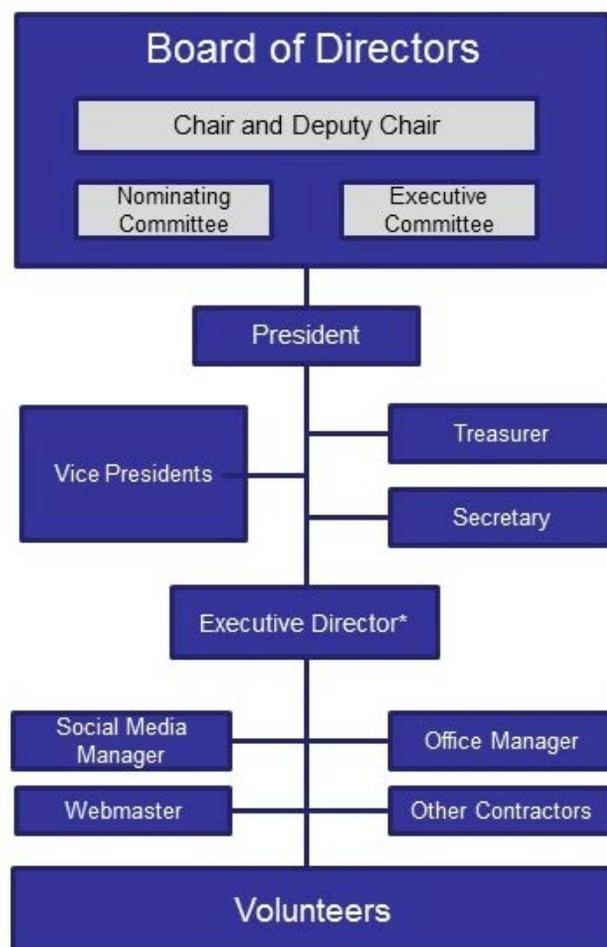
- Potential amendment to the Bylaws
- Potential policies and procedures

Schedule

- Preliminary report at the February meeting
- Final report at the October meeting

Reference

- Current organization structure is depicted at right (from 2018 Operating Plan).



* The Executive Director reports to the Executive Committee or the President in its stead.

Topic 3 – Should We Streamline Our Governance Structure?

- Current WSWA structure and responsibilities (from the Bylaws):
 - **Board** – “2.01. The authority to manage the affairs of the corporation shall rest in its Board of Directors. The Board shall be responsible for **determining the corporation's programmatic strategy and ensuring that sufficient resources are developed to implement it**. Directors shall be individuals who are committed to the goals of the corporation and who are willing to lend their time, counsel, and other resources at their disposal to the successful achievement of those goals.”
 - **Executive Committee** – “4.01. ... The Executive Committee shall be responsible for **developing and guiding the implementation of operational plans** for achieving the programmatic strategy and resource development goals of the corporation as determined by the Board of Directors.
 - **President** – “5.05. The President shall be the **chief executive officer** of the corporation and is **accountable** to the Board of Directors and its Executive Committee for the **overall performance of the corporation**, especially relative to achieving the programmatic and resource-development goals and objectives determined by the Board. Specifically, the President is responsible for **assisting the Chairman** of the Board in leading the Board in fulfilling its responsibilities; **leading the Executive Committee** in fulfilling its responsibilities, including by chairing its meetings and by **supervising the Executive Director** between meetings; **coordinating the efforts of all other officers**; **guiding the business affairs** of the corporation; and performing all duties incident to the office....” (Additional duties are to **sign documents and checks**.)
 - **Executive Director** – “6.01. The Executive Director shall be the **chief operating officer** of the corporation and shall be considered the **chief of all staff, both paid and volunteer**.... The Executive Director shall **supervise and control the day-to-day business affairs** of the corporation.... The Executive Director shall **support the Executive Committee in developing the corporation's operational plans**, and shall be **accountable** to the Executive Committee, and to the President in its stead, for the staff's operational and tactical implementation of those plans. The Executive Director shall **facilitate communications between the officers** and the staff, including by **making regular status reports** available to the President and to the Executive Committee whenever it meets.”

- In the previous topic, we discussed whether the Executive Committee should be subsumed into a smaller Board.
- Otherwise, are the differences clear and logical? Do we need all the levels?
- Is there a better way to manage the Executive Director and increase transparency?