



Northern Ohio Area Chambers of Commerce

Board Handbook

2024

Northern Ohio Area Chambers of Commerce

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Introduction

The Board of Directors for the Northern Ohio Area Chambers of Commerce (NOACC) is made up of dedicated individuals who volunteer their time and expertise to serve a three-year term. This term aligns with the calendar and fiscal year, running from January 1 to December 31. We believe that your involvement as a Board Director will be both productive and rewarding, as your contributions will help keep NOACC at the forefront of our chamber community.

Being a director is not just a title; it is a significant, vital, and visible role. NOACC is an important organization within the chamber community, and its influence extends beyond our region, reaching across the country. As a director, you have a commitment to our members and play a crucial part in shaping the future of our organization.

To help you navigate your responsibilities effectively, we have provided a comprehensive guide that covers important information about NOACC's operations, organization, and your individual roles and expectations as a director. It is essential that you read this guide thoroughly and fully understand the commitment you are making to the Chamber.

The Board of Directors serves as the policy-making body of NOACC and represents the interests of our chamber community as a whole. Our duties go beyond internal matters and financial management; we are recognized as leaders in decision-making within the chamber industry. Serving on the Board of Directors is an honor and a privilege, given NOACC's esteemed status within the region, state, and country.

Commitment, a "servant leader" mindset, and genuine concern for the well-being of the organization and its members are key qualifications for a Board Director. Your dedication and passion for NOACC's mission will contribute to the ongoing success and growth of our chamber community.

Thank you for accepting this important role, and we look forward to working together to achieve great things for NOACC and its members.

Mission

Elevating Chambers and Chamber Professionals Through Dynamic Benefits and Resources

Vision

To become the go-to resource for chambers and chamber professionals in Northern Ohio for all things chamber of commerce.



Strategic Plan

Elevating Chambers and Chamber Professionals Through Dynamic Benefits and Resources

NOACC Strategic Pillars

Expand Non-Dues Revenue

Expand membership of affinity programs and other non-dues revenue opportunities



Advance Professional & Organizational Development

Build on access to strategic planning and board development



Foster Membership Growth & Engagement

Engage members in NOACC programs and services



Enhance Marketing & Communication

Increase brand awareness and communication to members



Thrive Financially

Create education programs for financial health for members



Core Values:

Generosity

Humility

Integrity

GOVERNANCE

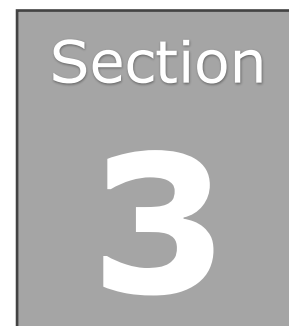
GOVERNANCE MANAGEMENT TOOL

The board is the governing body responsible for (1) strategy, (2) policy, and (3) oversight.

Strategy – setting the strategic direction and vision and advancing NOACC’s strategic plan. See the NOACC Policies and Procedures Manual for the Strategic Plan document.

Policy – Creating policies (internal) and positions (external) to benefit members and advance the mission.

Oversight – overseeing resource allocation, including the adoption of the annual budget and, evaluating the performance of programs, products and services.



POLICY

NOACC has adopted a model of management and governance to ensure the volunteer leadership and President/CEO work best together.

- ❖ The board of directors will focus on governance in accordance with the laws of governing documents. The officers and board members will direct efforts to advance the mission and strategic goals, serve and grow the membership, protect, and build resources, and set a visionary direction.
- ❖ The President/CEO, as authorized in the bylaws and through agreement or contract, is responsible for the administration and management of the organization, including staffing, physical office, protection of assets, and other responsibilities associated with a corporate CEO.
- ❖ While the board shall govern, the President/CEO shall manage, they work together to best position and serve the organization and its membership.
- ❖ With the exception of the President/CEO, volunteer leaders will not direct the staff, comment on performance, or expand their duties.

MEETINGS

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OVERVIEW

Business is conducted at board meetings, board check-in meetings, and project team meetings.

Directors have authority from “gavel to gavel”. They are expected to be prepared to speak up when the meeting is convened.

After a meeting, they do not have the authority to speak for the President/CEO or the board, unless so requested. Everyone has a responsibility to support the decisions of the board, without second guessing or disagreeing after the meeting.

QUORUM

The minimum number of directors required to conduct business is defined in the bylaws.

FREQUENCY

The board of directors meets via Zoom four times per year for a full board meeting and once per month between board meetings for check-in calls. The project teams will meet once per month, as needed, via Zoom. See the bylaws for more specific details on meeting policy.

CONSENT AGENDA

The NOACC board has adopted the use of a consent agenda. This will be emailed to the board approximately one week prior to the upcoming board meeting. Board members must raise any questions about anything contained in the consent agenda at least two days PRIOR to the board meeting. Consent agenda items that have no questions will be voted on in the meeting with no further discussion. Items with questions will be removed from the Consent Agenda and added to the full agenda to be discussed in more detail at the meeting.

MINUTES

Minutes from each meeting will be kept in the master NOACC records. No voice or video recordings of meetings are to take place.

ELECTRONIC MEETINGS

Applications for new NOACC members are approved via email as to not wait until a quarterly board meeting.

PROJECT TEAMS

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OVERVIEW

At NOACC, we highly value the input, collaboration, and engagement of our members to continuously improve and enhance the services we provide. As part of our ongoing commitment to excellence, we have established three dedicated project teams, each with a specific focus.

AUTHORITY

The project teams get their charges and authority from the board and bylaws. They do not have the authority to speak for the organization on policy or political stances, expend funds, or sign contracts unless explicitly delegated.

BOARD ROLES

While not required, NOACC strongly encourages each board member to take part in at least one project team, either as a chair or board liaison.

PROJECT TEAMS

The Programming Project Team is devoted to delivering timely and relevant programming for chamber professionals, ensuring that our content remains both current and valuable.

The Marketing Project Team is tasked with developing innovative strategies to effectively promote the cost-saving opportunities available to members of chambers, helping businesses thrive and grow.

Lastly, the Affinity Program (AP) Project Team is committed to consistently providing top-notch programs designed to help chamber members save money, further demonstrating our unwavering support for their success.

See the Project Teams Handbook for more details and direction.

BOARD RESPONSIBILITIES

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- **Duty of Care:** Take care of the organization by ensuring prudent use of all assets, including facilities, people, and goodwill. **Duty of Loyalty:** Ensure that the organization's activities and transactions are first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the organization, and not in the best interest of any individual.
- **Duty of Obedience:** Ensure that the organization complies with applicable laws and regulations, follows its own bylaws and that the organization adheres to its stated purpose/mission.
- Determine the organization's mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary stakeholders served.
- Appoint the general manager / chief executive officer ("GM" / "CEO"). There should be a consensus on the GM / CEO's responsibilities and undertake a careful search to find the most qualified individual for the position.
- Support the GM / CEO and assess his or her performance. The board should ensure that the GM / CEO has the moral and professional support he or she needs to further the goals of the organization.
- Provide proper financial oversight. The board must assist in developing the annual budget and ensure that proper financial controls are in place.
- Ensure adequate resources. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
- Ensure legal and ethical integrity and maintain accountability. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.

- Ensure effective organizational planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- Recruit and onboard new board members and assess board performance. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
- Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.
- Determine, monitor, and strengthen the organization's programs and services. The board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
- Attend all board and committee meetings and functions, such as special events.
- Be informed about the organization's mission, services, policies, and programs.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on project teams or task forces and offer to take on special assignments.
- Keep up to date on developments in the organization's field.
- Adhere to relevant organization-wide policies including conflicts-of-interest and confidentiality policies.
- Complete a board self-evaluation each year to review board knowledge and satisfaction and determine growth opportunities for the organization.

POLICIES AND PROCEDURES

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See the NOACC Policies and Procedures Manual for the following policies

- Conflict of Interest Policy
- Whistleblower Policy
- Sexual Harassment Policy
- Antitrust Policy
- Member Conduct Policy
- Board Member Code of Conduct
- Communications Policy
- Social Media Policy
- Photo Release
- Financial Policy
- Insurance Policies
- Document Retention and Destruction Policy

ORGANIZATIONAL INFORMATION

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BOARD MEETING SCHEDULE 2024:

Full Board Meetings – 1/23/24, 4/23/24, 7/23/24, 10/29/24

Board Check-In Calls – 2/27/24, 3/26/24, 5/28/24, 6/25/24, 8/27/24, 6/25/24, 11/26/24

NOACC Board Holiday Luncheon – 12/18/24 @ noon. Location TBD

STAFF AND BOARD LIST:

NOACC, PO Box 3230, Cuyahoga Falls, OH 44223

Office Cell: 216-447-9900

Cindy Holzheimer, President/CEO

Rachel Wynkoop, VP of Operations

Missy McWhorter (Fairlawn), Board Chair

Greg Church (Ashtabula), Board VP

Tony Gallo (Lorain County), Board Treasurer

Karen Bosely (Aurora), Board Secretary

At-Large Members:

Tim Ansted (Perrysburg), Dan Franks (Orrville), Claudia Motiu (Middleburg Hts.), Mike Wyne (Green)

PROFESSIONAL PROGRAMS/EVENTS:

Great Big Home and Garden Show

Chamber Focus Series - webinars

Regional Meetings

Bright Star/Summit

Board Training and Strategic Planning:

NOACC will conduct separate board training and strategic planning sessions for NOACC chambers only, for a small fee.

Chamber Strategic Planning - NOACC understands the impact of a sound strategic plan - it is what guides a chamber to successful outcomes. With that goal in mind, we are offering a dynamic and multi-faceted strategic planning session. Participants will have the opportunity to come together and devise realistic goals, develop powerful strategies, draw up an achievable timeline, and designate resources as needed. This event promises to be a game-changer for any chamber ready to take its operations and business planning to the next level. Fee - \$595, 3-hour session.

Chamber Board Training - Board members who understand their roles and responsibilities have the capacity to make a board successful. NOACC created board training that is interactive and fun to teach board members how to lead their chamber with excellence. This board training provides board members with the necessary tools they need to be successful and ensure the organization is reaching its full potential. Cost - \$349, 2-hour session.

CURRENT AFFINITY PROGRAMS

Health Insurance Group Discounts – Anthem ChamberSaver, Anthem SOCA MEWA

Merchant Services – BancCard

Energy Savings – Community Energy Advisors

Shipping – FedEx

Freight – PartnerShip

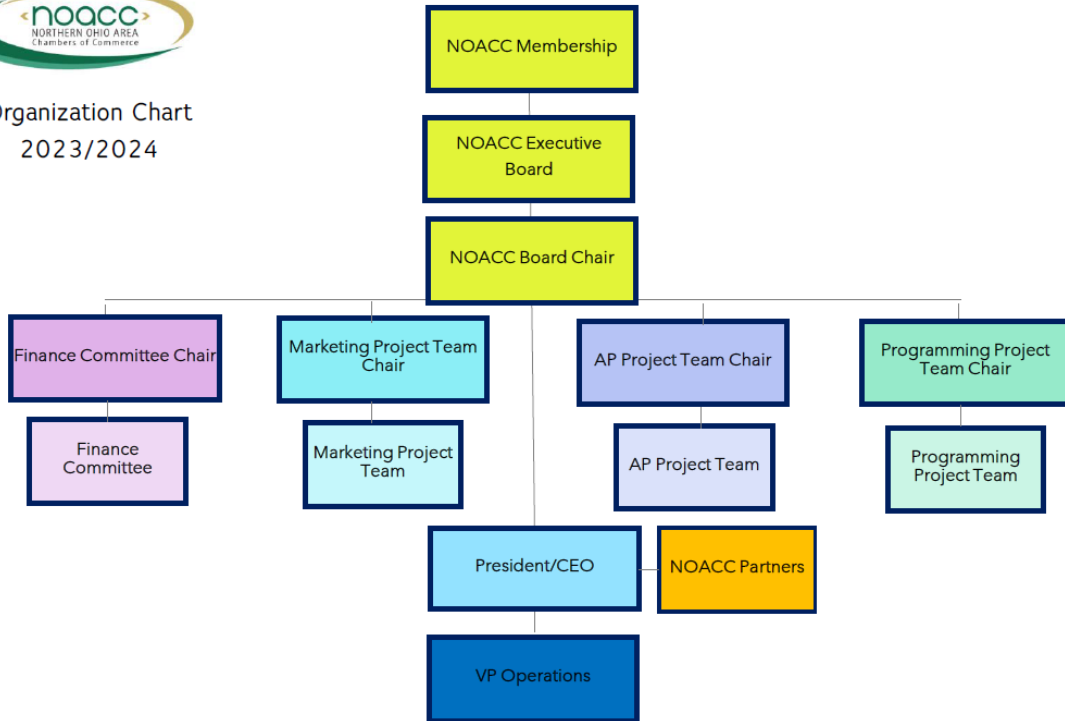
Workers Compensation – ProMedica

Payroll and HR – Heartland

Prescription Savings – United Networks of America



Organization Chart
2023/2024



Lines of Communication

Board to board

Staff to Staff

Board Chair to President/CEO

