

# ISRI LEADERSHIP GUIDE

## ROLES & RESPONSIBILITIES

(AS OF APRIL 2022)

## ISRI's BOARD OF DIRECTORS

### Expectations & Responsibilities of Directors

#### BOARD VALUES STATEMENT

The ISRI Board and Committees ...

...Utilize Robert's Rules of Order which provides that no member speaks unless recognized by the Chair and that no member can be called on a second time until every other member who wants the opportunity to speak is given such an opportunity.

...Strive toward a climate that involves multiple perspectives and tolerance of dissent.

...Value a climate of trust and candor, and a culture of inquiry.

...Value transparent decision-making.

...Value the sharing of ideas and best practices, friendships and business relationships, and camaraderie characterized by commitment and active involvement.

#### Expectations of Individual Board Members:

The ISRI Board forms the leadership of the Association. As such, Directors on the ISRI Board are expected to ...

- Act in the best interests of the Association as a whole (this is true for all Directors on the ISRI Board – whether one is on the Board in their capacity as Chapter President, Division Director, At-Large Director, or Associate Director).
- Bring information forward for discussion that pertains to the best interests of ISRI and its members. That can include identification of industry issues and trends, as well as member needs and desires.
- Be committed to the advancement of ISRI's mission and goals
- Promote ISRI through your contacts and recruit new members. Also, support greater engagement of existing members within ISRI.
- Participate in advocacy on behalf of ISRI and the recycling industry
- Articulate ISRI positions and industry issues by constituency and in the aggregate
- Approach the work of ISRI in a spirit of cooperation, creativity, collegiality, integrity, and respect.
- As a new Director, attend ISRI's New Board Member Training, which may be held in-person or virtually. The training is typically held between the ISRI Convention and the Summer Board of Directors meeting.
  - If held in person, the training will be scheduled for a full day and may begin with a dinner the night before. It is held in the ISRI Offices, so as to provide new board members the opportunity to get to know the ISRI Staff and the resources available.
  - Most importantly, the training will help new Directors become better acquainted with the community of individuals that make up ISRI and the range of support and resources available to make the job as easy and enjoyable as possible.

## Legal Responsibilities of Board Members:

There are certain legal obligations that officers, directors and other volunteers who serve associations/non-profits are obligated to adhere to. These legal obligations are generally broken down into three basic fiduciary duties: the duties of obedience, loyalty and due care.

### DUTY OF LOYALTY

Volunteers must act in good faith and must not allow their personal interests to prevail over the interests of the organization. Officers and directors owe a duty of loyalty to act in the best interests of the association when conducting association business.

- When a director, for example, might be elected to the board due to their role as a chapter president or a division director, their obligation as a director on the ISRI Board is to vote and make decisions in the best interests of the whole organization, not the director's constituency (e.g., chapter or division).
- In addition, the duty of loyalty requires that any conflict of interest, *real or possible*, always be disclosed in advance of joining a board or whenever such conflicts may later arise. Board members should avoid transactions in which they or their family members may benefit personally. If such transactions are unavoidable, disclose them fully and completely to the board.

### DUTY OF OBEDIENCE

It is the duty of directors and officers to insure that the organization complies with applicable laws and regulations and its internal governance documents and policies, including: dedicating the organization's resources to its mission, insuring that the organization carries out its purposes and does not engage in unauthorized activities, and complying with all appropriate laws.

### DUTY OF CARE

Officers and directors must exercise reasonable care in performing functions for ISRI. This includes being familiar with the organization's finances and activities and participating regularly in its governance. In carrying out this duty, directors must act in "good faith" using the "degree of diligence, care and skill" which prudent people would use in similar positions and under similar circumstances. This requires, among other things:

- Maintaining confidence of information ISRI desires and/or treats confidential. This obligation continues indefinitely, even beyond the time when an officer/director's term expires.
- Attend board & committee meetings, and actively participate in discussions and decision-making. Carefully read material prepared prior to meetings and note any questions they raise.
- Read the minutes of prior meetings and all reports provided, including financial statements and reports by officers. Do not hesitate to suggest corrections, clarification and additions to the minutes or other formal documents, so that they accurately reflect what transpired.
- Make sure to read the minutes of any missed committee or board meeting(s).
- Review financial reports prepared by management.
- Participate in strategic planning discussions for the future of the organization.
- Encourage diversity among board members. Diversity will help ensure a board committed to serve the organization's mission with a range of appropriate skills and interests.
- Participate in elections of the organization's officers. The board is responsible for ascertaining whether these individuals have the appropriate education, skills, and experience to assume a key position and then evaluating their performance.

## Participation & Time Required:

Board members are expected to attend all in-person “Board & Committee Meetings,” which are when all the ISRI Committees, Divisions and Board come together to conduct the governance activities of the association.

- These meetings are generally held over a three-day period in late October/early November, in July (usually in Washington DC in conjunction with ISRI’s annual Congressional Fly-In), and during the two days prior to the opening of ISRI’s Annual Convention. It is expected that Directors attend at least 75% of committee meetings held during these in-person meetings, so as to be knowledgeable and informed of the issues that may come forward to the ISRI Board.
- In addition, the ISRI Board generally meets for two days in person in January, absent any committee meetings. The purpose of the January meeting is planning and other needed work of the Board.
- It is expected that all Directors arrive at meetings prepared, having reviewed all the material sent in advance of the meeting, and participate in the meetings themselves.

Between three and five times a year, the ISRI Board will be asked to come together for a conference call and/or webinar to attend to business that may arise between Board face-to-face meetings. All attempts will be made to schedule such calls at a time most convenient for as many members as possible, and with adequate notice.

## ISRI's NATIONAL OFFICERS

### Job Descriptions & Expectations

In addition to their role on the ISRI Board (and the expectation and responsibilities that come with that role), ISRI's National Officers are delegated specific responsibilities by the ISRI Bylaws to act on behalf of the association in relation to one or more areas.

#### ISRI Chair

##### ***Leading the ISRI Board of Directors.***

The ISRI Chair is the chief volunteer officer of ISRI, as well as the Presiding Officer of the ISRI Board, facilitating Board governance roles and responsibilities while preserving the integrity of the Board processes. The Chair fulfills his/her role by --

1. Managing board meetings and the business of the board efficiently, impartially and in accordance with ISRI's Bylaws and Policy Manual.
2. Motivating the elected officers and members of the Board; and developing the board into one cohesive and effective team.
3. Achieving consensus on controversial issues after encouraging full debate and hearing of a broad range of views.
4. Helping the Board speak with one voice.
5. Guarding the interests of the members by ensuring that the association pursues its mission, thus assuring the accountability of the Board to the membership.
6. Appointing all committee members and Chairs (except as otherwise provided for in the ISRI Bylaws). The ISRI Chair is also an *ex officio* member of all Committees.

##### ***Setting the Tone and Vision for the Association***

The Chair should articulate his/her vision for ISRI to the ISRI Board, ISRI's members, and staff toward at the beginning of his/her term, recognizing that the vision can evolve and change over the two year period. Related to the Vision, the Chair should:

- Keep the mission of ISRI current and upfront in all efforts.
- Promote member access to ISRI leadership and involvement, as well as help identify and encourage future leaders.
- Model trust, respect, and cooperation, thus helping lead ISRI's efforts at setting the proper tone for ISRI's work and operations. The Chair helps model the norms of courtesy, competence, leadership, and personal interaction.

##### ***Speaking for the Association***

The Chair serves as a spokesperson for ISRI, along with the ISRI President. This includes ...

- Representing ISRI to the membership at chapter meetings and other forums where ISRI members may come together
- Representing ISRI to related organizations, including those for which the President may have ongoing relationships;

- Articulating ISRI positions and policies to other organizations, government bodies, and mass media
- Communicating the ISRI vision to other internal and external individuals and groups.

Many of these roles may be shared with or delegated to the President and/or other officers and leaders.

#### ***Providing Support, Oversight and Collaboration with the ISRI President***

The ISRI Chair is responsible for all aspects of the association's relationship with the ISRI President, including terms and conditions of employment, and annual appraisal and salary review. In exercising this function the Chair is bound by commitments made by his/her predecessors and shall, as far as possible, consult his or her predecessor, and, when known, successor.

#### ***Ensuring Continuity of Leadership***

The ISRI Chair should collaborate with the Chair-elect in preparing to assume the role of Chair. This should be a particular priority in the second year of the Chair's term. The Chair shall also pass over all relevant papers to his or her successor.

As part of this role, the ISRI Chair is responsible for forming a Leadership Committee following the Officer Election Meeting at the Convention (Bylaws specify within 30 days). The Leadership Committee needs to be composed of --

- Nine representatives of Active Members, one of whom shall be designated as the Committee Chair
- Five of whom shall be designated to serve a four (4) year term and four (4) appointments shall serve a two (2) year term.
- No more than one member of the Committee shall be associated with any one Member.
- The Committee shall be selected from (1) Past Association Presidents/ Past Chairs, whether or not they are currently eligible to vote at Board meetings pursuant to Section 6.02 of these Bylaws, and (2) other voting Directors, who shall not also be Officers.

### **ISRI Chair-Elect**

The Chair-Elect shall, in the absence or disability of the Chair, perform the duties of the Chair. The ISRI Chair-Elect should participate in as many ISRI activities as possible, to become familiar with the breath and scope of ISRI prior to becoming Chair. In addition, the ISRI Chair-Elect assists the ISRI Chair - as needed - in executing his/her duties.

### **ISRI Vice-Chair**

The Vice-Chair shall, in the absence or disability of the Chair and Chair-Elect, perform the duties of the Chair. In addition, the Vice-Chair shall perform any other such duties delegated by the ISRI Chair.

## ISRI Secretary-Treasurer

In his/her capacity as secretary, the Secretary/Treasurer of ISRI keeps the minutes and the board records. However, these tasks are generally filled by ISRI's staff (the ISRI Executive Assistant, General Counsel and President).

In his/her capacity as Treasurer, this person serves as liaison to the ISRI Finance Committee, and is responsible for --

- Consulting with ISRI staff and appropriate others in budget development and oversight of budget during the year
- Reviewing financial statements prior to distribution to the Board
- Assisting the Board in exercising their fiduciary duty
- Assuring an annual independent audit and reporting of auditor to the full Board

.In addition, the Secretary-Treasurer shall perform any other such duties delegated by the ISRI Chair.

## ISRI EXECUTIVE COMMITTEE

The Executive Committee is a Board Committee that has the right to exercise all of the powers and authority of the Board in the intervals between meetings of the Board, with the exception to those powers and authority specifically reserved by the Board or not permitted to be delegated by the Board to a committee under Delaware General Law (DGCL).

### Composition

Per the ISRI Bylaws (Sec 7.03.1), the Executive Committee is composed of the ISRI Officers (Chair, Chair-Elect, Vice Chair, Secretary/Treasurer), ISRI's Immediate Past Chair, ISRI's President, and two Directors nominated by the Chair and appointed by the Board. In lieu of the two Directors nominated by the Chair, the Chair may instead elect to nominate and the Board appoint up to two non-Director members to advise and assist the Executive Committee. Non-Director Executive Committee members do not exercise a Board vote.

### Function & Expectations

The executive committee facilitates decision-making between board meetings or in urgent and crisis circumstances. It is also a forum for the ISRI Chair and President to share information and seek guidance on issues. It is expected that --

- Any conversations and discussions held within the executive committee are to remain confidential unless specifically stated otherwise and agreed to by the Chair. The same is true for any written materials shared with the Executive Committee.
- Any actions of a fiduciary nature taken by the Executive Committee must be reported at the next regularly scheduled meeting of the Board.
- The Executive Committee will meet monthly on zoom unless decided otherwise, and in-person at the commencement of all ISRI Board and Committee meetings.

By design, executive committees help boards be more agile and prioritize the most important issues for boards to address.