**Process for Addressing Expiring Terms
of Board Members**

**West Michigan Trails and Greenways Coalition “WMT”**

**Background**

We have traditionally renewed board member terms without much thought or focus on mutual benefit. This can result in board members feeling unsure of their ongoing contribution to the Board and to the potential stagnation of the Board. It is not always helpful to have board members automatically assume their term will be renewed. We also want returning board members to meet a higher level of participation than new Board members, because they are through the learning curve and need to keep stepping up to fill positions of leadership that are critical to organizational health. This is addressed in the 'Expectations and Benefits of WMT Board membership’ document (Attachment) and needs to be emphasized in this process. That document says: *“Expectations of Renewing Board members: It typically takes one 3-­‐year term for most board members to feel confident and clear in the role. If a board member is interested in a second term, WMT, looks to those individuals to take an increasing leadership role on the Board e.g. chair a Board committee or serve in an officer role. “(*see Attachment)

Additionally, while some groups provide a clause to “impeach” a board member, the proposed process while somewhat outlined in our Bylaws (see “removal” in Article III Section 2.) allows us to have a meaningful conversation with an already seated board member to determine if they need a leave of absence or need to rethink their involvement. It provides space for that dialogue without unnecessarily alienating a board member.

**Objectives**

1. To support all board members consistently and effectively contributing to WMT regardless of their length of service.
2. To ensure that WMT continues to offer support and meaningful work for board members serving more than one term.

**Proposed Process**

This process would apply to board members (appointed, elected and emeritus) who are approaching the end of their term.

1. The Nominations and Governance Committee (“NGC”) will identify retiring board members at least 6 months ahead of the expiry date and will discuss whether they feel the board member should be invited to apply for another term, and if so what other opportunities (e.g. officer role, etc.) should be explored with the individual.
2. Depending on the assessment of the NGC of the board member’s effectiveness, the NGC will appoint a committee member (the committee chair, President, or Executive Director) to contact the Board member with the expiring term.
3. One of two outcomes: the board member is not asked to renew their term; or the board member is asked to renew and the following happens: any board member with an expiring term is sent the 'Expectations and Responsibilities of Board members' document and asked to reflect on the expectations. Two questions would be posed: Are they interested in renewing their term? In what areas and roles would they like to either increase their level of involvement or leadership (in the case of someone who is not fulfilling any leadership role) or maintain their level of leadership (e.g. someone who is already a leader in some way e.g. officer or committee chair, etc.)?
4. A discussion between the committee member and the Board member occurs in which the questions are explored. In the case of a Board member who has not been very active or contributing much otherwise, the committee member would seek a commitment of the Board member to play a significantly more active role that they are well suited for or suggest it is time to step aside to make room for fresh energy. As a result of the discussion, the committee member would tell the Board member that they will take the outcome back to the NGC for further discussion, if required.
5. If the Board member wishes to stand for another term, the NGC will discuss this and then let the Board member know if the NGC supports their nomination.
6. If the Board member is retiring from the Board they should go through an exit interview conducted by a member of the NGC. (see ‘Exit Interview’ document)

Implementation

To make sure the above process works the following should be done:

* + All new board members should be made aware of this process.
	+ All current board members should understand this process -­‐ It should be mentioned by the NGC briefly each year.
	+ WMT should institute an annual self-evaluation for all board members to help them self‐ manage their effectiveness and satisfaction as a board member.

**APPENDIX: “Expectations and benefits of WMT Board membership” (Board Member Contract also attached)**

**West Michigan Trails and Greenways “WMT”**

**Board Membership Expectations and Benefits**

**WMT Vision and Mission Statement:**

**Our Mission:** Enhancing the quality of life by advancing our regional trails movement.

**Our Vision:** Building a world-class trail experience connecting people, trails, and communities in West Michigan.

**Expectations and benefits of all Board members**

1. Board members are responsible for the governance of the WMT organization. Their primary responsibilities include:
2. ensuring the organization is achieving its mission,
3. setting strategic direction,
4. making major policy decisions,
5. overseeing the fiscal health of the organization,
6. strategic planning,
7. assisting with fundraising and membership development,
8. board management,
9. overseeing the organization as a whole,
10. hiring and supervising the Executive Director, and
11. ensuring compliance with the incorporating documents and the law.
12. The Board of Directors meets at least twice annually. These meetings typically last less than two hours. They are held virtually, with at least one meeting a year held in person. Board conference calls also may be held throughout the year. Prior to each meeting, Board members receive a package of background materials with which they are expected to be familiar by the time the meeting starts. Board members are expected to be at all meetings; if a Board member misses more than 1 meeting in a row that Board member should seriously consider whether they can effectively function in their board role.
13. In addition to preparing for and participating in board members’ meetings, board members are expected to participate in standing or ad hoc committees established to attend to the organization’s business between board meetings. These committees typically meet by conference calls of 1 hour in duration either monthly or every other month. Each Board member is asked to consider chairing one committee during his or her tenure on the board.
14. WMT Board has the following officers: President, Vice President, Secretary, and Treasurer. The people holding these positions participate in monthly Executive Committee calls, and perform other responsibilities as needed for the effective functioning of the organization between board meetings. All Board members are encouraged to consider taking on one of these roles at some time during their involvement on the WMT board.
15. Every WMT Board member is expected to support WMT financially, to whatever level is within his or her ability to do so. Board members also are expected to engage in fundraising activities in a variety of ways suited to their skills and comfort levels.
16. WMT Board members are expected to be “ambassadors” for the WMT mission in their regions; making sure that WMT is known and understood to be relevant to the work that they and others are doing.
17. Board members volunteer their time to WMT. No volunteer Board member is paid by WMT for his or her time traveling to, preparing for, or participating in board meetings or other WMT business.
18. There are many benefits to becoming a Board member of the WMT:
* Being on the governing body of a grassroots-driven organization devoted to the implementation of leading-edge protected area and corridor design;
* Establishing close, personal relationships with non-profit leaders in Michigan;
* Learning from and being inspired by the work of grassroots affiliated groups across Michigan;
* Being mentored or, in some cases trained, to improve your governance and fundraising skills.

 **Expectations of Renewing Board members**

It typically takes one 3-year term for most board members to feel confident and clear in the role. If a board member is interested in a second term, WMT looks to those individuals to take an increasing leadership role on the Board, e.g., chair a Board committee or serve in an officer role.

**West Michigan Trails (WMT) Board Member Contract**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, understand that as a member of the Board of Directors of West Michigan Trails & Greenways Coalition (WMT), I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward, without compensation. As part of my responsibilities as a board member:

1. I will interpret the organization’s work and values to the community, represent the organization, and act as a spokesperson.

2. In turn, I will interpret our constituencies’ needs and values to the organization, speak out for their interests, and on their behalf, hold the organization accountable.

3. I will attend at least 75 percent of board meetings, committee meetings, and special events.

4. Each year, without having to be asked, I will make a personal financial contribution at a level that is meaningful to me.

5. I will actively participate in one or more fundraising activities.

6. I will excuse myself from discussions and votes where I have a conflict of interest.

7. I will stay informed about what’s going on in the organization. I will ask questions and request information. I will participate in, and take responsibility for, strategic planning, long-term goal setting, and supervising the Executive Director. I will not stay silent if I have questions or concerns. I understand that my responsibility is to monitor, not manage, the activities of WMTGC.

8. I will serve on at least one committee.

9. I will advocate for trails at my local and state levels.

10. I will share names and contacts for individuals, foundations, and/or businesses who may be willing and able to donate services, advice, gifts or support while keeping confidential information about donors.

11. I will assist in selecting new board members and actively participate in annual board self-evaluation.

12. I will participate in education and training opportunities in order to fulfill my responsibilities as a board member.

If I don’t fulfill these commitments to the organization, I will expect the board president to call me and discuss my responsibilities with me.

**The organization responsibility:**

In turn, the organization will be responsible to me in the following ways:

1. I will be sent, without having to request them, monthly financial reports and an update of organizational activities that allow me to meet the “prudent person” standards of the law. (The “prudent person rule,” applied in many legal settings in slightly differing language, states that an individual must act with the same judgment and care as, in like circumstances, a prudent person would act.)

2. Opportunities will be offered to me to discuss with the executive director and the board president the organization’s programs, goals, activities, and status; additionally, I can request such opportunities.

3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working and by offering me opportunities for professional development as a board member.

4. Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization. Board members and staff will work in good faith with me toward achievement of our goals.

5. If the organization does not fulfill its commitments to me, I can call on the board president and executive director to discuss the organization’s responsibilities to me.

Signed:  by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Board Member

Date \_\_\_\_\_\_\_\_

and by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Chair of the Board of Directors

Date \_\_\_\_\_\_\_