

BSA Rules of Order

The Boston Society for Architecture (BSA) is a partnership between the Boston Society of Architects (BSA/AIA) and the BSA Foundation, a community-based nonprofit. The second largest chapter of the American Institute of Architects, the BSA's membership comprises world-renowned architects, designers, engineers, builders, and other industry professionals. The Foundation works to positively impact Greater Boston by creating and sharing design solutions with equity and climate at the forefront of every decision. The BSA advocates for design that allows communities to thrive and fosters engagement that manifests in civic transformation.

The BSA's Board meetings are important to the running of the organization, however, our Board meetings are relatively informal, respectful, and courteous. We often call each other by first name and may address each other in the meeting as such. We look to Board members to use their best judgement in the interest of the BSA to make decisions. The Board generally focuses on topics of strategy, policy and position, fiduciary including financial, and governance. Issues that do not fall into these categories are generally directed to others outside the Board to be managed (staff, members, committees, etc.).

BSA Board meetings typically include both BSA/AIA Directors and BSA Foundation Trustees together in collaboration.

To facilitate meetings and ensure that we are using our Board members' best use of time and talent, we have adopted the following rules of operation that are based upon a combination of Robert's Rules of Order and Martha's Rules of Order. These rules are intended to provide structure around debate, the order of issues and discussion procedures. They are also intended to encourage fair hearing, courtesy, respect and democracy in voices, so that everyone who wishes to address an issue is heard. Ultimately, the Board has the autonomy to decide how to operate to move the organization forward.

GENERAL RULES (see BSA/AIA Board Procedures for specific meeting rules).

- Members of the Board should address the President/Chair to be recognized.
- Members of the Board must stay on subject, state their proposal in an affirmative manner, and avoid personalities and personal commentary.
- Most motions only require a majority vote. The exception are those identified specifically in the BSA/AIA Bylaws.
- There are three methods for voting:
 - By voice – if the vote is close the President/Chair may request one of the other methods. A Board member may also request a show of hands for a close vote.
 - By show of hands – Board Members are asked to raise their hands and be counted.
 - By roll call – individual Board Members names are read and they may vote yea, nay or abstain.
- Routine business can take place without any formality of motions or voting.
- How to obtain the floor:
 - Wait until the last speaker is finished.
 - Address the President/Chair. This can be by raising your hand; if on line, putting a comment in the “chat” that you would like to speak/or raised hand function, or verbally requesting “President/Chair [name]”

- Be recognized by the President/Chair
- State your position in an affirmative manner (stay on subject)

Most Board meetings are typically divided into three parts:

1. Presentation of information
2. Open Brainstorming
3. Decision-making/Voting

AGENDA

- The Board agenda is prepared and emailed one-week prior to the meeting.
- Reports are delivered in a CONSENT AGENDA, typically under one motion that asks the Board to approve the reports as distributed.
 - Any Board member may request that a report be discussed and voted upon separately from the Consent Agenda.
- Board Members should identify any potential conflict of interest before the meeting on receipt of agenda or at the beginning of the meeting.
- Generally, key questions to consider in discussion include Merit, Resources/Financial, Assessment, and Capacity:
 - What is the primary objective of this agenda item?
 - What goal(s) does this item support? (How does this fit in our mission, advance our goals, and serve our members/audiences?)
 - What resources will be required? (staff, financial, time, volunteers, consultants...)
 - What is the ROI (return on investment)?
 - How will success be measured and recognized?
 - What should we consider eliminating to give ourselves the capacity to advance this objective?
- If our discussion begins to go astray, the President/Chair will try to bring the issue back to focus, but the Directors/Trustees may also assist by asking how does the proposal fit into advancing our mission, vision and goals?

ONE VOICE

- At the end of a vote and/or meeting, the Board should take a moment to recap the results and agree on any key messages.
 - This should include what remains confidential and what should be communicated and by whom (President/Chair or staff).
- Once a vote is taken, all Board Members should support the decision. It is important that the Board speak with one voice, regardless of how individual members voted during the meeting.
- The President/Chair is the BSA/AIA and Foundation Board spokesperson and the person with the authority to speak on behalf of the BSA/AIA. President/Chair may delegate their authority to speak.
- Board Members should assume they do not have the authority to report information or speak on behalf of the BSA/AIA, unless the President/Chair has given them that authority. All Board

members should respect the confidentiality of the Board discussions and documents. If asked, Board Members may say, "I'm not able to speak on behalf of the BSA, but I am willing to give my personal opinion..."

- One caution to Board members - "Rump Sessions" or meetings discussing BSA business between Board meetings should not happen, unless they are scheduled meetings of standing or appointed committees/task forces. Directors/Trustees of the Board have limited authority to act from "gavel to gavel" or when the meeting is happening.

BSA Board Procedures

<u>BEFORE THE MEETING</u>	<u>ITEM</u>	<u>ITEM</u>	<u>ITEM</u>	<u>WHAT YOU SAY</u>	<u>NEED A SECOND</u>	<u>VOTE</u>	<u>MINUTES</u>
The meeting agenda is prepared and posted on the BSA Board webpage and sent electronically one week in advance of the meeting.					N/A	N/A	Yes
Board sponsor a proposal or motion	Proposals require a Board sponsor who may be any current Board member. Proposals should be submitted 10 days prior to the meeting to be included in the agenda	Proposals from non-Board members may be considered by identifying a Board sponsor.	If no Board member is willing to sponsor, the proposal is not considered by the Board at that meeting but may be considered at future meetings if sponsored.	Sponsor makes a motion. "I move that"	Yes	Majority	Yes
Anyone who wishes may "sponsor" a proposal by sending an issue to the President/Chair and the Executive Director	Proposals should be sent ten days (10 days) prior to the meeting to be sent in the agenda.	Last minute proposals may be sent 24 hours before a meeting, but will not appear on the agenda and consideration is at the discretion of the President/Chair		Sponsor makes a motion. "I move that"	Yes	Majority	Yes
Proposals should include:	Title: - subject line of the issue A specific motion (in one sentence) with recommended action full text of the proposal any required background information	For example: I move the BSA accept xxx and allocate \$xx to this project.					
	If possible:	Pros and cons of the issue Possible alternatives					

CONSENT AGENDA

Consent Agenda	Items that do not require discussion or debate and typically receive unanimous consent, may be bundled into a single agenda item and considered collectively	This can include: meeting minutes, approval of reports, routine appointments, information reports, and correspondence requiring no action.	Motion is in the agenda. The President/Chair asks if there are any objections to the consent agenda items. If none, the President declares the items approved	President/Chair asks "Are there any objections to the Consent Agenda? The agenda is approved."	No	No vote	Yes
Objection to Consent Agenda item	If a Board member objects to an item in the Consent, they may request it be removed from the consent and debated and voted separately	The item is removed from the Consent Agenda and debated individually. The Board follows the motion process above	The President/Chair again asks if there are any objections to the rest of the consent agenda. If none, the President declares the agenda approved.	"President/Chair [name]- I object to the Consent Agenda and move that xxx be considered independently from the agenda."	No	Majority	Yes

MEETING OPENING

The President/Chair calls the meeting to order				President/Chair "I call this meeting to order, do we have a quorum?"	No	No vote	Yes
A quorum is determined	If there is no quorum, the President/Chair may proceed with non-decision business, while awaiting a quorum.	If there is no quorum, the President/Chair may decide to discuss the issue, but no decision may be taken at this meeting and considered at next meeting where quorum is present.			No	No vote	Yes

REQUESTING PERMISSION TO SPEAK AT THE MEETING

Any speaker should request permission from the President/Chair to speak. How to obtain permission to speak	Wait until the last speaker is finished.	When speaking: Direct all comments to the President/Chair; and Be brief and to the point	In a debate, each member has the right to speak twice on the same question, as long as any member who has not spoken on that question does not request to speak.	Raise your hand. If online - put comment in "chat" you would like to speak. Or address the President/Chair (or because we are informal) their first name and say "I would like to speak to ..."	No	No vote	No
--	--	--	--	---	----	---------	----

	State your position in an affirmative manner (avoid personalities and stay on subject)						
The President/Chair may set a time limit	The time limit may be for the entire board to debate the proposal	The President/Chair may ask the members if they wish to extend debate by 5 minutes. This is decided by a vote.	The President/Chair may end debate and call for a vote if there is no new discussion on the issue.	No	No vote	No	
	A time limit may be set on individual speakers and the President/Chair may ask a speaker to wrap up if they exceed the limit.	Any Board member may ask the Board to reconsider the President/Chair's decision. There is no debate, but a thumb's up/down vote.	"President/Chair [name], I appeal to the Board to reconsider the President's/Chair's decision to end debate."	Yes	Majority	No	
Conflict of Interest and Abstain	A conflict may exist when a Board member or employee participates in the deliberation and resolution of an issue while, at the same time, they have a professional, business, volunteer, or other interests that could inappropriately bias their decision making.	The Board member should disclose the potential conflict and may either recuse themselves or ask if it is considered a conflict. The President/Chair is charged with determining whether or not there is a conflict of interest.	If a conflict of interest is determined either at the meeting or prior to the meeting, the Director shall leave the room and not be present for the discussion and vote.	"President/Chair [name] - Before debate on this issue, I ask the Board to consider a possible conflict of interest..."	No	Majority	Yes

<p>Any member may question the President/Chair's decision. In this case the Board discusses and votes, without the said member, on whether or not a Conflict exists. The decision of the Board is final.</p>	<p>The meeting minutes will clearly indicate that the Director involved identified a conflict and did not participate in the debate or vote.</p>	<p>"President/Chair [name] - I appeal the President's decision. "</p>	<p>Yes</p>	<p>President determines</p>	<p>Yes</p>
--	--	---	------------	-----------------------------	------------

MOTIONS/PROPOSALS FOR BOARD CONSIDERATION

<p>The sponsor of the proposal, or their designee provides a brief introduction</p>	<p>This should be no more than 1 minute and include the specific request of action (motion).</p>	<p>If the sponsor, their designee or no other sponsor is present to speak to the issue, it is tabled until the next meeting</p>	<p>Yes</p>	<p>Majority</p>	<p>Yes</p>		
<p>Preliminary decision on whether the Board will accept or consider a proposal</p>	<p>The President/Chair requests a "sense vote" by either voice or hands from the Board prior to any further discussion.</p>	<p>If there is unanimous support for the proposal, it is accepted with no further discussion</p>	<p>Minutes reflect the Board voted in favor of the proposal/motion.</p>	<p>President/Chair asks "Who votes now in favor of the proposal?"</p>	<p>No</p>	<p>Unanimous</p>	<p>If approved - Yes</p>
<p>If majority, but not unanimous, support the Board will discuss the proposal.</p>	<p>If not a unanimous vote in favor of the proposal, The President/Chair asks who would like to discuss the proposal further?</p>	<p>If the majority want to debate the proposal, the President/ Chair sets 10 minutes of time for discussion.*</p>	<p>At the conclusion of 10 minutes the Board votes, unless the President/Chair or Board determine to extend debate</p>	<p>President/Chair asks "Who would like to discuss the proposal before voting in favor or against?"</p>	<p>No</p>	<p>Majority</p>	<p>No</p>
	<p>After debate ends (generally set for 10 minutes with possible extentions), the President/Chair calls for a vote. Otherwise, the proposal is returned to the sponsor for further work.</p>			<p>President/Chair asks "Who is in favor of the proposal say aye(or raise hand)? Who is opposed, say no (or raise hand)? Who abstains?"</p>	<p>No</p>	<p>Majority</p>	<p>Yes</p>

<p>If the majority vote "yes" the proposal is implemented.</p>	<p>Minutes reflect the Board voted in favor of the proposal/motion.</p>	<p>President/Chair "The motion passes and..." stating the action and next step including who may communicate the decision</p>	<p>N/A</p>	<p>Majority</p>	<p>Yes</p>
<p>If the majority of the Board opposes the proposal, there is no further discussion at the meeting and it is returned to the sponsor for to be reworked.</p>	<p>Minutes reflect the Board opposed the proposal/motion.</p>	<p>President/Chair "The motion does not pass and it is returned to the sponsor for reconsideration with the possibility of being added to a future agenda." Board may articulate why it is not approved.</p>	<p>No</p>	<p>Majority</p>	<p>Yes</p>
<p>If the President/Chair feels additional time for debate is necessary, they extend the conversation.</p>		<p>President/Chair "Recognizing the strong interest in this topic, the President will extend discussion by x minutes." (standard is 5 minutes)</p>	<p>No</p>	<p>Majority</p>	<p>No</p>
<p>If any member(s) would like to extend debate, they are given time to briefly state their objections..</p>		<p>"President/Chair [name] - I appeal the decision to close debate and request the Board extend the debate for an additional x minutes." (meeting standard is 5 minutes)</p>	<p>Yes</p>	<p>Majority</p>	<p>No</p>

Speaking to a motion or proposal	Generally, Board members should speak once to an issue and then allow others the opportunity to speak. Board members may speak twice to a proposal or motion	Board members are encouraged to keep their comments to a maximum of 2 minutes (meeting standard). If another person has made your point, we encourage you to pass on further addressing that point.	To speak more than twice to an issue, the Board member needs the permission (majority vote) of the Board.	"President/Chair [name]- I have spoke twice to this issue and request permission to speak again with new information"	Yes	Majority	No
Request clarification or information	Any Board member may request clarification to best understand a proposal or motion.			"President/Chair [name]- Point of information - Can the sponsor please clarify...."	No	No vote	No

AMENDMENTS

"Friendly" Amending a proposal	Amendments must relate to the subject presented in the main motion.	The proposal sponsor may choose to, or not to accept the amendment. If accepted, the amendment is incorporated into the main motion and noted in the minutes.	If the amendment is not accepted the proposal remains the same.	"President/Chair [name] - I move to make a friendly amendment to the sponsor by"	No	Majority	Yes - if accepted
Amending a proposal	If a "friendly" amendment is rejected, a Board member may ask the Board to consider the recommended amendment.	Debate on the proposal is suspended, and debate on the amendment is held (following procedures above).	If the amendment is accepted, it is incorporated into the main motion. Debate and voting then returns to the main motion.	"President/Chair [name]- I move to amend the motion by..."	Yes	Proposal Sponsor	Yes - if accepted

VOTING

Prior to the vote	The President/Chair or Secretary will read the motion to ensure everyone knows clearly what they are voting on.	Any member may ask for specific clarification to understand what they are voting on		President/Chair "Before we vote, I ask the Secretary to read back the motion..."	No	N/A	The exact motion should be in Minutes
There are three methods for voting	By voice – if the vote is close the President/Chair may request one of the other methods. A Board member may also request a show of hands for a close vote.	By show of hands – Board Members are asked to raise their hands and be counted.	By roll call – individual Board Members names are read and they may vote yea, nay or abstain. This approach is rarely used by the Board.				
Verify a Voice Vote	Any member may request verification of a vote by either a show of hands or roll call vote.			"President/Chair [name] - I call for a verification of the vote by..."	No	No vote	Yes
Documentation	Proposals and the vote to accept or not accept are recorded in the minutes	The tally of votes is not recorded - only the approval or rejection of the proposal	Minutes will be reviewed and approved at the next Board meeting.				
<u>ADDITIONAL RULES</u>							
Distractions	Any member may comment on distractions interfering with the Board's ability to fulfill it's responsibilities (noise, temperature, etc.)	There should be no debate and the issue should be addressed immediately		"President/Chair [name] - I request xxx be addressed before continuing..."	No	No vote	No
Need to recess	Any member may request a brief recess for the Board, particularly during long meetings	There should be no debate and the President can declare a recess or the Board can vote to recess		"President/Chair [name]- I move that we recess for 5 minutes before continuing the meeting."	Yes if the President does not recess	Majority	No

Appealing a ruling of the President/Chair	Any member may question the President/Chair's decision. The Board allocates up to 5 minutes to discuss the appeal and votes. The decision of the Board is final.	The member must identify why the appeal is made and the relevancy to the issue at hand.		"President/Chair [name] - I appeal the President's decision. "	Yes	Majority	Yes - if approved
Postpone discussion for a specific period of time during the meeting (often for an individual to be present, or sequence of topics)	During the meeting, the President/Chair may postpone discussion on a proposal or business topic			The President/Chair "We will postpone discussion on xxx until...."	No	Majority	No
	A Board member may also request a topic be postponed.	The proposal or topic must be addressed before the conclusion of the meeting.		"President/Chair [name]- I move we postpone discussion on this topic until..."	Yes	No vote	No
Temporarily suspend consideration of an issue (not discuss it during the meeting)	A Board member may request a proposal or topic be tabled for the meeting	Debate on the proposal is suspended until the temporary suspension proposal is approved/rejected (following procedures above)	The decision is noted in the Minutes	"President/Chair [name]- I move we table the motion until...."	Yes	Majority	No
Recommend studying an issue further before voting	A Board member may request the topic be examined more closely and refer to either an existing committee or new task force	Debate on the proposal is suspended until the committee proposal is approved/rejected (following procedures above)	The decision is noted in the Minutes	"President/Chair [name]- I move that we refer this matter to a task force or committee who will report back to the Board by..."	Yes	Majority	Yes
<u>CLOSING THE MEETING</u>							
Before concluding the meeting	The President/Chair should recap the Board's decisions and review any key messaging	This should include what information should remain confidential, and what is communicated and by whom					

Closing the meeting

The President/Chair will ask if there is any other business for the Board?

If there is no business, the President may close the meeting. Time will be noted in the minutes

President/Chair "Unless there is an objection, we are adjourned."

No

No Vote

Yes

Seeking Board Action and Making Board Reports

This memo is meant to provide basic guidelines for anyone offering a report of any kind to the BSA board of directors, and for anyone seeking board review, approval or other action on a committee or task force recommendation or proposal.

Board agendas tend to fill up quickly and meeting time is limited. That means that reports to the board and solicitations for board action must be succinct and clear or they're not likely to get the attention they deserve.

The BSA board is a policy-making body, not a committee. It is important the materials that come before it for action, clearly state what kind of action is being sought: approval or modification of a policy proposal, advice on committee dilemmas, or other action. The board, because it deals with such a broad range of issues that affect the BSA's architect members and our public and allied professional constituencies, is interested to learn as much as possible about what is transpiring in the BSA, the profession-at-large, and the building industry in general, and enabling effective committee and constituent engagement.

When making a report to or request of the board, in writing or in person, it may be helpful to follow this format:

- Identify yourself and any others (committees, groups, or other individuals) for whom you are speaking
- Identify the purpose of your presentation (an informational report, a solicitation of board action/approval, or other purpose)
- State clearly what it is you want from the board: a vote, advice, encouragement, etc.
- Summarize the key issues (and provide back-up materials/handouts as appropriate)
- Describe the options you believe present themselves to the board; that is, describe the available courses of action as you perceive them and, if appropriate, tell the board which you think is the most appropriate alternative and why.

Please call Eric White at 617-391-4005 for details on board agendas and how to get on them, how and when to provide handouts, and any other questions

BSA/AIA Board Composition

Following the 2020/21 revisions to the BSA/AIA Bylaws, the BSA/AIA Board of Directors was reconfigured to identify who is targeted for the 20 Directors.

The Board representation be broken into four categories of “Leadership,” “Strategy,” “Voices,” and “Public,” each category consisting of five representatives.

Leadership: President, President-elect, past-President, Secretary, and Treasurer. These five positions would be elected by the membership.

Strategy: Five Directors, each with a focus on the BSA’s key strategic areas. These focus areas may shift as the organization’s needs shift. Presently the key strategic areas could include: advancing architecture, equity & justice, environment, advocacy, and membership/knowledge communities. These five Directors would be elected by the membership.

Voices: Include key membership voices that are important for the organization in our decision-making process and include: Affiliate Director (elected by membership), Associate AIA Director (elected by membership), Fellows Director (nominated by Fellows and elected by membership), BosNOMA Director (selected by BosNOMA), and Architecture School Director (selected by the Schools).

Public: BSA Foundation Liaison (selected by Foundation), two (2) Public Directors (elected by membership), and two (2) Student Directors.

All non-leadership position titles are identified as “Director.” The Secretary and President-elect, working with the BSA/AIA Governance Committee, are charged with working with the Board to identify the needs of the organization and to communicate this to the Nominating Committee in early January. The Nominating Committee is charged with identifying candidates with the knowledge and skills to advance the BSA’s goals.

The appointed Directors (BosNOMA, Architectural Students, Architectural School, and BSA Foundation) are generally two or three year positions. However, the BSA/AIA will review the representation with the appointing organization each year

It is important to note that the BSA looks to engage the schools in collaborating and advising the BSA on direction and strategy. A committee of school representatives meets regularly with BSA staff and provides the Board with important strategic feedback.

Executive Director
Ex-officio, non-voting

PRESIDENT

PRESIDENT -
ELECT

PAST-
PRESIDENT

LEADERSHIP

SECRETARY

TREASURER

**BSA/AIA BOARD
OF DIRECTORS**

DIRECTOR

AFFILIATE
DIRECTOR

DIRECTOR

STRATEGY

DIRECTOR

BOSNOMA
DIRECTOR

VOICES

ASSOCIATE
AIA DIRECTOR

DIRECTOR

DIRECTOR

FELLOWS
DIRECTOR

ARCH SCHOOLS
DIRECTOR

PUBLIC
DIRECTOR

PUBLIC
DIRECTOR

PUBLIC

FOUNDATION
LIAISON

STUDENT
DIRECTOR

STUDENT
DIRECTOR

Arch Student Committee

BAC Rep	MIT Rep
MCAD Rep	NEU Rep
HGSD Rep	WIT Rep

Arch School Committee

BAC Rep	MIT Rep
MCAD Rep	NEU Rep
HGSD Rep	WIT Rep

Resolution by Board of Directors of the Boston Society of Architects

As elected Secretary of the Boston Society of Architects, I hereby certify that the following vote was taken on _____, 2022.

RESOLVED: The Board of Directors establishes the Finance Committee Charter, as follows:

Composition – The Finance Committee shall consist of at least five members appointed by the Board, including the Treasurer, who shall be the Chair of this committee.

Duties – The Finance Committee shall be responsible for development of sound financial plans for adoption by the Board of Directors, as well as generally supervising the financial affairs of Boston Society of Architecture (the “Organization”), including investments. To the extent a review report or annual audit examination is required under Massachusetts law, the Committee shall recommend to the Board of Directors the independent public accountant to be retained to conduct the examination. Because of the unique relationship between the BSA Chapter and the BSA Foundation, coordination of reporting and planning with the BSA Foundation Finance Committee is also a core duty and responsibility of the BSA Finance Committee

The Committee shall:

- a. Review the Organization’s projected long term financial requirements and goals and make recommendations to the Board as needed;
- b. Prepare and recommend the adoption of the annual budget, including a procedure for reviewing Executive Compensation;
- c. Review quarterly operating and investment financials of both BSA and Foundation against the combined budget and report to regular meetings of the Joint Boards;
- d. Lead all needs related to annual audit including researching and hiring audit firm, and reviewing the audit and recommending approval to the Board;
- e. Develop financial policies and plans for the Organization; and coordinate with the BSA Foundation finance committee as appropriate;
- f. Ensure proper procedures are maintained to ensure the safety of the Organization’s assets;
- g. Be responsible for developing, with Investment Advisor, an Investment Policy Statement, which should be reviewed and updated as needed;
- h. Ensure that the Organization’s annual state and federal financial reports, including the IRS Form 990, are reviewed by the Board of Directors and filed per government requirements;
- i. Carry out such other tasks as the Board of Directors may specified.

Signed by the Secretary of the Board,

Resolution by Board of Trustees of the BSA Foundation

As elected Secretary of the BSA Foundation, I hereby certify that the following vote was taken on _____, 2022.

RESOLVED: The Board of Trustees re-establishes the Finance Committee Charter, as follows:

Composition – The Finance Committee shall consist of at least five members appointed by the Trustees, including the Treasurer, who shall be the Chair of this Committee.

Duties – The Finance Committee shall be responsible for development of sound financial plans for adoption by the Board of Trustees, as well as generally supervising the financial affairs of BSA Foundation (“Foundation”), including investments. To the extent a review report or annual audit examination is required under Massachusetts law, the Committee shall recommend to the Board of Trustees the independent public accountant to be retained to conduct the examination. Because of the unique relationship between the Boston Society of Architects (“BSA”) and the BSA Foundation, coordination of reporting and planning with the BSA Finance Committee is also a core duty and responsibility of the BSA Foundation Finance Committee.

The Committee shall:

- a. Review the Foundation’s projected long term financial requirements and goals and make recommendations to the Board as needed;
- b. Prepare and recommend the adoption of the annual budget, including a procedure for reviewing Executive Compensation;
- c. Review quarterly operating and investment financials of both BSA and Foundation against the combined budget and report to regular meetings of the Joint Boards;
- d. Lead all needs related to annual audit including researching and hiring audit firm, and reviewing the audit and recommending approval to the Board;
- e. Develop financial policies and plans for the Foundation; and coordinate with the BSA Finance Committee as appropriate;
- f. Ensure proper procedures are maintained to ensure the safety of the Foundation’s assets;
- g. Be responsible for developing, with Investment Advisor, an Investment Policy Statement, which should be reviewed and updated as needed;
- h. Ensure that the Foundation’s annual state and federal financial reports, including the IRS Form 990, are reviewed by the Board of Trustees and filed per government requirements;
- i. Carry out such other tasks as the Board of Trustees may specified.

Signed by the Secretary of the Board,

Resolution by Board of Directors of the Boston Society of Architects

As elected Secretary of the Boston Society of Architects, I hereby certify that the following vote was taken on _____, 2022.

RESOLVED: The Board of Directors instructs the Executive Director to engage Nardella & Taylor to complete the Annual Audit for each organization for the year ending 12/31/21, as well as the corresponding and required tax filings.

Signed by the Secretary of the Board,

Resolution by Board of Trustees of the BSA Foundation

As elected Secretary of the BSA Foundation, I hereby certify that the following vote was taken on _____, 2022.

RESOLVED: The Board of Trustees instructs the Executive Director to engage Nardella & Taylor to complete the Annual Audit for each organization for the year ending 12/31/21, as well as the corresponding and required tax filings.

Signed by the Secretary of the Board,

2017 BSA Board Assessment

As this is the last meeting of the 2017 BSA Board (other than the annual meeting) and some members will be transitioning off the Board and new members will be joining, we thought it would be useful to get your feedback on a few items including your experience on the Board, and thoughts on the future work of the BSA. Please complete the following survey questions:

The BSA Board, like most non-profit Boards, has three main responsibilities:

- Strategic – Set the organization direction
- Position & Policy – articulate the organization’s stance
- Fiduciary – Ensure the necessary resources
- Governance – Provide appropriate oversight

In assessing the BSA Board’s performance this year, consider the following questions:

1. Was my role as a BSA Board member clearly defined so I could contribute effectively?
2. Were BSA Board meetings productive to setting the future direction of the organization?
3. Was I sufficiently involved in the decision-making process?
4. Were the strategic priorities relevant to the organization?
5. Was the Board fully engaged in the development, planning and implementation of strategy?
6. Are BSA financial matters being properly overseen and managed?
7. What recommendations do I have to improve the process?
8. What was the BSA’s most significant accomplishment in 2017?
9. What is the most important area of concern the BSA should be attentive to for the future?
10. What recommendations do you have for 2018?

Process for evaluating the BSA and BSA Foundation Executive Director

1. The Executive Director review process will become a yearly process marked by the following milestones:
 - a. The January BSA and BSA Foundation Board packets will include the Executive Directors key areas of responsibility and the goals that have been agreed upon. The goals will be measurable and based upon the ED's primary areas of responsibility.
 - b. Throughout the year the BSA President and BSA Foundation Chair will provide feedback to share with the Executive Director.
 - c. The Executive Director will complete a self-evaluation to share with the two Boards for their October meeting.
 - d. At the October BSA and BSA Foundation Board meetings, the President and Chair will seek input from the Boards for the Executive Director's review.
 - e. In October/November the President and Chair will seek staff input for a 360 assessment.
 - f. The BSA President and President-elect, along with the BSA Foundation Chair and Vice-Chair will meet with the Executive Director to assess performance and set goals for the coming year.

2. Performance standards
 - a. Performance standards will be built upon two critical areas:
 - i. The goals set out from the previous year
 - ii. The six key areas of ED responsibility – delivery on mission, strategy and goals; administrative and HR oversight; Community relations; Financial/Legal management; Fundraising; and Governance.

3. Follow up
 - a. Copies of all written evaluations are given to the ED and to the Controller who maintains all personnel records.
 - b. Boards will discuss how/if salary increases/bonuses will be tied to the evaluation.
 - c. Process will be evaluated and improved upon through discussions between the Boards, Board leadership and ED.

Key areas for assessment of the Executive Director

Below are the key areas of responsibility for the BSA and BSA Foundation Executive Director. These responsibilities essentially cover strategy, external affairs, financial oversight, fundraising, staff and working with the Boards.

1. Development & Delivery (Mission, strategy, goals)

- a. Provide leadership in ensuring the delivery of the mission, strategy and goals.
- b. Meets or exceeds annual goals
- c. Provides analysis, evaluation and assessment of activities to achieve goals
- d. Maintains and utilizes a working knowledge of developments and trends in the field.
- e. Keeps the Boards informed of progress, concerns and needs related to mission, strategy and goals.

2. Administration and Human Resources management

- a. Establishes and uses an effective management team and system
- b. Ensures compliance with personnel policies and state/federal regulations.
- c. Provides clear work assignments, delegating appropriate levels of authority and encourages staff development.
- d. Attracts, keeps and motivates diverse and high quality staff.

3. Community relations

- a. Serves as an effective spokesperson for the organizations
- b. Establishes and builds good, cooperative working relationships with AEC and design community, civic and government leaders and related organizations.

4. Financial Management

- a. Assures adequate control and accounting of all financial systems
- b. Prepares a budget that is reasonable and realistic in coordination with staff and Boards
- c. Maintains, executes and ensures compliance with federal, state and local regulations and requirements including all necessary legal documents.

5. Fundraising

- a. Develops realistic, ambitious fundraising plans
- b. Meets or exceeds revenue goals ensuring that funds are available for the organization to carry out work.
- c. Establishes positive relationships with donors, funders, foundations and others involved in fundraising.

6. Governance

- a. Works well with the Boards providing appropriate, adequate and timely information.
- b. Provides support to Boards' committees
- c. Keeps the Boards informed on the condition of the organization.

Succession planning

The primary purpose of this document is to prepare the BSA and BSA Foundation for an unplanned departure of the executive director. Key Board transition processes are identified in both the BSA and BSA Foundation by-laws. This document identifies the plans to address succession of the Executive Director in the event of either an unplanned absence or planned departure. The document includes:

- Identify the process for dealing with:
 - A temporary, unplanned short-term absence (3 months or less)
 - A temporary, unplanned long-term absence (longer than 3 months)
 - A permanent, unplanned departure
 - A permanent, planned departure
- Identify individuals who might stand in during an emergency situation.
 - A key component of the plan includes identifying those individuals who can stand in and providing the appropriate preparation for those people including training, readings, and familiarization with important job functions.

Emergency Succession Planning

1. **What is the succession plan in the event of a *temporary, unplanned short-term absence (3 months or less)***
 - a. Who notifies the Board of the executive director's unplanned absence?
 - i. *The Executive Manager is responsible for notifying the BSA and BSA Foundation Boards. In the event s/ he is not available, the controller will notify the Boards.*
 - b. What process will the Board take to appoint an Acting Executive Director?
 - i. *We recommend the Boards each designate a key individual, outside of the President and Board Chair, to serve as an advisor to the and Acting Executive Director(s).*
 - c. Do we create a standing appointee to the position of Acting Executive Director? (Should Executive Director responsibilities be divided among several designated appointees?)
 - i. *We recommend Billy Craig, Operations Managing Director, the Acting Executive Director for the BSA; and Pamela de Oliveira-Smith, Communications Managing Director, be the Acting Executive Director for the BSA Foundation. The two will work together to oversee operations and supervision.*
 - d. Who are the first and second back-ups for the position should the stand-in be unable to assume the position?
 - i. *We recommend first back-up for the BSA is Ben Cohen, Managing Director of Finance / Controller, and backup for the BSA Foundation be Victoria McKay, Managing Director of Institutional Advancement.*
 - e. What is the plan by the Executive Director to provide training for appointees? Who is responsible for implementing this plan?

- i. The Executive Director meets periodically with the designees to familiarize them with primary responsibilities including work with the Board (working with Executive Assistant); strategic directions and planning; finances (working with the Controller); Fundraising (working with the Development Director); and important external relationships. The Executive Director is responsible for implementing the training.
 - f. What specific authority and restrictions will the appointee(s) have? Will appointee(s) have the same authority as the regular Executive Director or are certain authorities restricted?
 - i. The appointees will have the same authority as the Executive Director with caution around:
 - 1. Hiring/Firing – unless already in the works, or dire emergency
 - 2. Major unplanned MOU/partnership agreements, purchases or expenses
 - g. What is the compensation package for the Acting Executive Director during their interim role?
 - i. Standard practice is a temporary salary increase to the entry level salary of the E.D. or to 10% above his/her current salary, whichever is greater. Depending upon the length of time, this may be adjusted in their paychecks or paid as a bonus.
 - h. Board oversight and support of the Acting Executive Director
 - i. The Board will be alerted to any special support needs of the Acting E.D.s as well as monitoring their work.
 - i. What is the communication plan and who should be notified in the event of an unplanned absence?
 - i. Board members from both the BSA and Foundation will be notified by the executive manager. Staff will be notified by the Acting Executive Directors.
 - ii. Key government and civic leaders and officials, foundation, donors and supporters, and press will be reviewed annually by the executive director and a list will be maintained in the BSA Shared drive “governance” “succession planning”
- 2. What is the succession plan in the event of a *temporary, long-term, unplanned absence* (longer than 3 months)**
 - o The procedures are the same as the short-term absence. The Boards should meet with the Acting Executive Directors to give consideration to temporarily back-filling the management position(s) left vacant by the Acting Executive Directors? This recognizes the Acting Executive Director may not reasonably be expected to perform the duties of both positions.
- 3. What is the succession plan in the event of a *permanent unplanned absence*?**

- The procedures are the same as the long-term temporary absence. The Boards should appoint a Transition and Search Committee to plan and carry out a transition to a new executive director.
- 4. All plans should be approved by the Boards of both the BSA and the BSA Foundation.**
- The plan should be signed by the BSA President, BSA Foundation Chair, the Executive Director and the appointees designated in the plan.
 - The plan should be reviewed annually by the BSA and Foundation Boards to identify any personnel changes.
 - Copies of the plan should be made available on the BSA and BSA Foundation Boards webpages, the Executive Director, and the Controller.

Departure-Defined Succession Planning

Typically succession planning for a longer-termed E.D. should begin two to three years before the departure date (most successful search firms require 18 months to complete a good transition). Key elements to successful “departure-defined succession” planning are:

1. Deal with personal and professional barriers for the departing ED, for example:
 - Future employability concerns;
 - Inadequate retirement savings;
 - Unfinished business in the current job; and/or
 - Loss of identity and status attached to current job.
2. Set the departure date.
3. Form a Succession Planning Committee.
4. Prepare a communications plan (how soon to tell whom and by what means).
5. Identify agency vulnerabilities via a “sustainability audit.”
6. Design and implement strategies to address the vulnerabilities.
7. Identify the agency’s broad strategic directions three to five years out.
8. Solidify the management team in light of agency vulnerabilities and skills demanded by the strategic directions.
9. Build the Board’s leadership abilities.
10. Back-up key executive relationships.
11. Put finances in order.
12. Build financial reserves and secure multi-year program funding.
13. Agree on the parameters of the ED’s emeritus role-if one is set up.
14. Set the executive search strategy, i.e., decide whether or not to use an executive recruiter.

Finding the successor

- Are there any internal candidates with the interest and ability to take on the role?
- Does the organization need an interim executive director to address the transitional needs?

Strategic leader development

- Create a strategic vision and clear sense of long-term goals and directions
 - Identify the leadership competencies necessary to achieve the vision, goals and directions
 - Create professional develop plans to assemble a pool of talented staff members who can meet future leadership needs
- Job Descriptions
 - Include core skills required for each position
 - Develop personal skill-building plans to fill gaps in skill sets
 - Create professional development plans for those who have the potential to assume greater responsibilities.

Succession Plan Check List:

- A strategic plan is in place with goals and objectives for the near term (up to three years), including objectives for leadership talent development.
- The board evaluates the executive director annually on general performance and achievement of strategic goals.
- The board, based on its annual self-evaluation, is satisfactorily performing its major governance jobs—financial oversight, executive support and oversight, policy development, and strategic planning.
- The executive’s direct reports, based on annual evaluations, are judged as solidly skilled for their positions.
- The top management cohort, as a high performing team:
 - Has a solid team culture in place in which members support one another and can reach decisions as a group efficiently and harmoniously;
 - Shares leadership of the organization with the executive in having significant input to all major agency decisions;
 - Can lead the organization in the absence of the executive; and
 - Has authority to make and carry out decisions within their respective areas of responsibility.
- Another staff person or board member shares important external relationships (major donors, funders, community leaders) maintained by the executive.
- A financial reserve is in place with a minimum of three months’ operating capital.
- Financial systems meet industry standards. Financial reports are up to date and provide the data needed by the board and senior managers responsible for the agency’s financial strength and viability.
- Operational manuals exist for key administrative systems and are easily accessible and up to date.
- Top program staff has documented their key activities in writing and have identified another staff person who can carry their duties in an emergency.

