

5. SHARED GOVERNANCE: MEMBER COUNCIL

Scope

These policies describe the shared governance structure of the Institute with respect to the Governing Board and the Member Council. These policies specifically describe the authority, role, recruitment, member selection, meetings, executive sessions, and rules of decorum and debate for the Member Council.

Governing References

- NIGP Bylaws- Article II (Member Council), Article III (Officers), Article IV (Councils)

General

A. Guiding Principles of the Institute's Governance

The Institute's governance is led by a Governing Board which has the ultimate responsibility for setting the organizational direction, ensuring adequate resources, and providing program oversight. It has devolved certain powers, as described in this section, to its Finance Council, its Member Council, and its Talent Council. In combination, these four bodies represent the governance of the Institute

B. Powers and Authority

All powers and authority specifically granted to the Member Council are devolved from the Governing Board which has the sole responsibility for adding, deleting, or modifying the Member Council's powers in its best interest.

1. Setting direction

- a. Establishing the eligibility and conditions for agency and individual membership;
- b. Establishing and determining conditions for agency and individual membership revocation including provisions for due process;
- c. Establishing and maintaining standards of professional conduct including a code of ethics; and

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- d. Establishing the eligibility and conditions for chartering, maintaining, reinstating, and terminating a NIGP chapter affiliate.
2. Providing program oversight
 - a. Establishing and managing key relationships between the Council, the Institute, and its members, committees, and chapter affiliates.
 - b. Establishing mechanisms for continuous growth of young professionals, and improved diversity, equity, and inclusion among members.
 - c. Creating opportunities and venues for connecting with members, listening, capturing, and advocating for evolving needs and association trends to help ensure the Institute is providing most current, relevant, and meaningful benefits and structure for its members, while increasing opportunities for improving diversity and developing the next generation.
 - d. Overseeing and providing clear, regular, thoughtful guidance, support and direction to the committees, task forces and working groups that report to the Member Council, sharing successes, strategies, and challenges with NIGP staff or Governing Board as appropriate, seeking input and assistance for removing obstacles while ensuring close alignment.
 - e. Recommending, establishing, and overseeing various Institute awards, within Board Policy to help ensure individuals, teams, communities, the profession, and the act of cultivating innovation, growth, volunteerism, and excellence are championed and recognized.

C. Composition

1. The Member Council shall be comprised of eleven (11) voting members.
2. The Governing Board shall be responsible for appointing all members to the Member Council through recommendations offered by the Talent Council. The Governing Board shall endeavor to appoint members to the Member Council who reflect the diverse demographics of the NIGP membership to include, but not limited to, gender, ethnicity, age, geography, and agency type.

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3. In its best interest, the Governing Board may appoint Thought Leaders as non-voting advisors of the Member Council. These Thought Leaders are in addition to the eleven (11) voting members. For each Thought Leader advisor, the Talent Council may recommend a specific individual(s) to the Member Council prior to approaching the candidate(s) as a means for seeking pre-approval of the Thought Leader. With the Governing Board's approval, the Talent Council is not required to bring the Thought Leader candidate back to the Governing Board for final approval.
4. The Chapter Ambassador Committee shall appoint an individual within its membership to serve as the Committee Chair. This individual shall serve as a non-voting advisor to the Member Council. This individual is in addition to the eleven (11) voting members.

D. Qualifications

1. The Talent Council shall be responsible for establishing the minimum eligibility criteria for the Member Council candidates; subject to ratification by the Governing Board in accordance with this policy. The Talent Council may also establish additional knowledge, skills, and abilities for Member Council candidates. Such additional credentials shall be publicly posted by NIGP to ensure transparency.
2. For public procurement professionals:
 - a. Minimum Qualifications:
 - (1) Currently employed in the public sector with direct or indirect procurement-related responsibilities; and
 - (2) Holds Institute membership either through a Public Agency or as an Individual.
3. Waivers and Allowances
 - a. Candidates applying to Member Council positions are expected to fully comply with all the eligibility requirements at the time of application and continuing through his/her term if appointed.
 - b. If a sitting Member Council member fails to maintain one or more of the eligibility requirements during his/her term, the member shall inform the Member Council Chair of the situation to include the date of the lost eligibility. The Member Council member may either resign his/her position on the

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Council or may, in his/her best interest, be allowed to re-establish all eligibility requirements within six (6) months following the date of the lost eligibility. If eligibility is not re-established within the six (6) month period, the Member Council member shall automatically vacate his/her position.

E. Selection

1. Candidates may only serve on one Board or Council concurrently; provided however, that the Chair of the Member Council shall also serve on the Governing Board concurrently in a voting capacity.
2. The Talent Council shall be responsible for the on-going recruitment of potential members for the Member Council.
 - a. The Talent Council shall develop and maintain a process for recruitment that optimizes transparency, impartiality, and accessibility.
 - b. The Talent Council shall also assess the current composition of the Member Council to determine the diversification strategies during each recruitment effort.
3. The Governing Board shall be responsible for appointing all members to the Member Council; with such decisions made during a duly conducted Governing Board meeting.
4. To ensure continuity of leadership, the current Chair and Chair-Elect of the Member Council shall be exempted from a competitive selection process during the period when he/she is either Chair-Elect or Chair.
5. By no later than November 1st preceding the expiration of a Member Council member's term, the Talent Council Chair shall query whether the member is interested in serving an additional term; if eligible.
6. If an incumbent is eligible for, and wishes to seek, an additional term, the Talent Council shall consider this individual; with the understanding that the Talent Council is not obligated to submit this individual's candidacy to the Governing Board. By no later than the November 30th preceding the expiration of a Director's Term, the Talent Council shall also notify NIGP members of the opportunity to submit their credentials for serving on the Member Council. Such notification shall be prominently announced through NIGP's communications network and candidates shall be provided a minimum of twenty-one (21) calendar days to submit their candidacy.

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7. By no later than the last day of March, the Talent Council shall submit a slate of Member Council candidates to the Governing Board.
8. The Talent Council has the option, in its best interest, to rank-order its slate of candidates when the slate is presented to the Governing Board.
9. By no later than April 30th preceding the expiration of a Council member's term, the Governing Board shall endeavor to meet to finalize all Council appointments. The Governing Board shall only consider candidates nominated by the Talent Council.

F. Terms

1. The term of each Member Council member shall be for three years. Terms shall be staggered so that approximately one-third of all seats are set to expire on June 30th. This practice ensures greater continuity for the Council. New terms begin on July 1.
2. No member shall serve more than two consecutive terms unless elected to be the Chair-Elect of the Member Council during his or her first two terms, in which case, the member shall remain on the Council as a voting member through his or her service as Chair-Elect and, subsequently, as Chair.
3. Service for the unexpired term of another Council member shall not count against the limit of two consecutive terms unless the service for the unexpired term was for more than twenty-four (24) months.

G. Leadership

1. Eligibility

The Chair shall be a public procurement practitioner who holds active membership in the Institute and a current professional credential that is aligned with procurement and:

- a. Requires, through the application process, either formal education and/or work experience; and
- b. Requires recertification which includes continuing education hours/credits.

2. Selection

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- a. By no later than March 31st preceding the expiration of the current Chair-Elect's term, the Member Council shall elect, from within its membership, the subsequent Chair-Elect who shall meet all eligibility requirements established for the Chair at the time of election.
 - (1) In addition to all other eligibility requirements, a candidate for the Chair-Elect must have completed at least twelve (12) months of service on the Member Council.
- b. Such an election shall occur during a duly convened meeting with a quorum present. The selection shall require a majority vote. Once elected, this individual shall begin his or her term on the succeeding July 1st as Chair-Elect and shall remain in this role until the current Chair completes his or her term or vacates his or her position as Chair; whichever comes first. In the case of a vacancy, the time accrued shall not count against the Chair's ability to serve a full two-year term.

3. Roles and Responsibilities

- a. The Chair shall serve a non-recurring, two-year term on July 1st.
- b. The Chair shall serve as ex-officio, voting member of the Governing Board representing the Member Council. In this capacity, the Member Council Chair commits to serve at least twelve (12) months in this capacity before being considered as a candidate for a regular member or Officer of the Governing Board.
- c. The Chair shall set the agendas and preside at all meetings of the Member Council. The Chair shall also call additional meetings of the Member Council as required.
- d. The Chair-Elect shall conduct meetings of the Council when requested by the Chair due to the Chair's absence or desire to speak on an issue.

H. Vacancies

- 1. The Governing Board is responsible for filling vacancies on the Member Council.
- 2. When the Chair of the Talent Council is informed of a vacancy within

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the Member Council, the Talent Council shall be responsible for submitting a slate of Member Council candidates for each vacancy within sixty (60) calendar days.

3. Submittals shall be provided at least seven (7) days prior to the meeting of the Governing Board when the vacancy is scheduled to be filled.
4. The Governing Board is bound by the same process described for end-of-term vacancies, specifically:
 - a. The Board shall only consider candidates nominated by the Talent Council;
 - b. The Board has the right to reject any or all candidates and send the recruitment back to the Talent Council; and
 - c. The Board shall conduct its deliberations within the context of an official meeting where a quorum and majority vote are required.
5. Any person so appointed shall serve for the unexpired portion of the term; with no assurances that he or she will be appointed to a full term once the unexpired term is completed.

I. Member Council Meetings

1. The Member Council shall determine when and where to hold their regular in-person meeting(s).
2. The Member Council shall meet telephonically from time to time in their best interests. Such teleconferences shall be considered official meetings for the purpose of deliberating issues and taking formal actions.
3. The Institute shall, to the extent feasible, provide sufficient dollars through the budget appropriation process to cover travel-related expenses allowable under policy for members of the Member Council.

J. Council Member Expectations

1. The members of the NIGP Member Council are expected to attend all in-person meetings as well as all telephonic or video conferencing

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meetings. These expectations include:

- a. Preparing for each meeting by carefully studying the agenda and supporting materials;
- b. Participating effectively in the meetings and in the best interest of the Institute; and
- c. Assuming leadership roles in all Council activities

2. Council Member Attendance

- a. Appointed Council Members who fail to attend three (3) consecutive meetings without an excuse shall have resigned his/her position on the Council following the third consecutive absence.
- b. To be excused from a meeting, the member is required to submit a written explanation for the absence to the Chair. A written explanation shall be provided to the Chair in advance of the meeting unless an emergency exists; in which case, the notification shall be provided no more than seven (7) days following the meeting date. The Chair shall determine whether the absence is excused or unexcused.
- c. All excused absences shall be recorded within the official minutes of the affected meeting.

3. Meeting Notice

A notice announcing a meeting date and time shall be sent to each Council member by written or electronic correspondence or other electronic means at least fourteen (14) days prior to the meeting. If the Chair elects to establish a meeting calendar for the year, the announcement of said calendar shall constitute official notification of the intent to conduct a meeting. The NIGP Staff Liaison assigned to the Council by the Chief Executive Officer shall be responsible for issuing the notification for Member Council meetings.

4. Agendas, Recommendations and Suggestions

Board packets, including staff reports, summary of recommendations and suggestions with documentation shall be distributed to the Council members at least seven (7) calendar days before each Council meeting via mail, email, fax transmission, or secured Internet posting. Copies of the aforementioned documentation shall be available upon request from the NIGP staff liaison.

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5. Minutes of the Meeting

The minutes of each Council meeting shall be prepared and distributed within fifteen (15) calendar days after the meeting.

- a. The NIGP Staff Liaison assigned by the Chief Executive Officer shall be responsible for the recording of the proceedings, including any major issues and actions taken by the Member Council.
- b. The preparation of a draft copy of the minutes shall be given to the Chair for review and approval prior to the production of a final draft copy for distribution to, and approval by, the Council members.
- c. Documentation of minutes. Minutes shall be the permanent record of the Council meeting and shall reflect a clear, accurate, brief, and objective representation of the Council's primary issues, actions, directives, and decisions. Minutes shall include the basic following items:
 - (1) The date and place of the meeting and the time when the meeting was called to order by the Chair;
 - (2) The name of the Chair;
 - (3) The names of members present, excused, and absent without notification;
 - (4) The existence or absence of a quorum;
 - (5) All rulings made by the Chair;
 - (6) All proper motions, including the name of the maker of the motion and the person who seconds the motion;
 - (7) The results of all votes taken;
 - (8) The names of any person abstaining from any vote;
 - (9) A list of all reports and documents introduced during the meeting (copies of these reports being attached to the official minutes); and
 - (10) The time of adjournment.

The minutes may include a brief addendum showing required follow-up activities that also identifies the person responsible for the action and the date by which it will be completed.

d. Distribution of Minutes:

A summary of approved actions taken at a Council meeting shall be available to NIGP members vis-à-vis the NIGP Website.

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K. Conflict of Interest

1. As a condition of service on the NIGP Member Council, each Council member shall sign NIGP's Conflict of Interest policy, which obligates a Council member to recuse himself/herself from voting on any action brought before the Council that may bring real or perceived personal and/or financial benefit to himself/herself. This restriction does not preclude the right of the Council member to participate in the discussions leading to the vote.
2. Alleged violations of this Conflict of Interest policy shall be reported directly to the Member Council Chair or Chair-Elect for confidential investigation and due process.
 - a. If the Member Council Chair or Chair-Elect determines that a Council member violated this policy, the Member Council shall conduct its investigation within an executive session to determine its course of action including any disciplinary measures.
 - b. If the Member Council Chair is the subject of the conflict of interest, the Chair-Elect shall conduct the investigation.

L. Rules and Decorum in Debate

Pursuant to the ***NIGP Bylaws***, meetings shall be conducted in accordance with the current edition of ***Robert's Rules of Order***.

Unless amended by two-thirds (2/3) vote of the Council members, the Council shall adhere to the following rules of debate:

1. Members shall speak no more than twice on the same subject.
2. Members shall not speak a second time until everyone interested has spoken the first time.
3. There shall be a 10-minute limit on speeches (frequently a limit of two or three minutes will be adopted).
4. The maker of the motion shall have the first right to speak.
5. All remarks shall be germane to the subject on the floor.
6. Remarks shall be addressed to and through the Chair.

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7. Personal remarks shall be avoided.
8. Only one member shall have the floor at a time.
9. Members shall not speak against their own motion but may vote against them.
10. Debate shall only be stopped using a motion to call for the question. This motion requires a second, is not debatable, and requires a two-thirds affirmative vote.
11. Members shall make motions in accordance with the ranking of motions identified in Robert's Rules of Order.

M. Relationship Between the Council and Staff

1. The role and responsibilities of the Member Council is outlined in this Section of the Board Policy Manual.
2. The role and responsibilities of the Chief Executive Officer are to manage the activities of the Institute under the direction of the Governing Board and in accordance with this Section of the Member Council Policy Manual.
3. The Chief Executive Officer shall appoint a staff liaison(s) to the Council and its Committees for the purpose of coordinating work efforts between staff resources and the Institute's respective committees.
4. In the performance of these roles and responsibilities, the Institute recognizes both the informal relationship between the Member Council and staff and the importance of protocol between these bodies. Accordingly, members of the Member Council shall communicate directly with the Member Council Chair and the Chief Executive Officer on matters affecting:
 - a. Directives to initiate or terminate specific actions
 - b. Directives involving regulations or policies
 - c. Staff disciplinary measures
 - d. Staff performance