

3. GOVERNING BOARD POLICIES

- A. Scope:** This section policies describe the governance structure of the Institute which is led by the Governing Board which has the ultimate responsibility for setting the organizational direction, ensuring adequate resources, and providing program oversight.

The Board has devolved certain powers to its Finance Council, its Member Council, and its Talent Council. In combination, these four bodies represent the shared governance of the Institute.

These policies specifically describe the authority, role, recruitment, member selection, meetings, executive sessions, and rules of decorum and debate for the Governing Board.

B. Governing References

1. NIGP Bylaws References
 - Composition of Governing Board: Article II.2
 - Terms of Governing Board: Article II.5
 - Officer Positions: Article III.1

C. Powers and Authority of the Governing Board

1. Setting direction
 - a. Setting the vision, mission, and purpose of the Institute;
 - b. Defining the strategic plan; and
 - c. Establishing goals, objectives, and broad-based policies.
2. Ensuring adequate resources
 - a. Selecting the Chief Executive Officer and approving the contractual agreement between the Governing Board and the CEO, assessing the CEO's performance, and determining provisions for separation or termination; and

- b. Establishing the budget philosophy and approving annual budget appropriations.
- 3. Providing program oversight
 - a. Appointing:
 - (1) Members and officers to the Governing Board;
 - (2) Members to the Finance Council, Member Council, Talent Council, and NIGP Representatives to independent boards and councils; and
 - (3) NIGP representatives to the NIGP Certification Commission;
 - b. Recommending candidates to serve on the CARE Advisory Board as senior public procurement practitioners, subject to appointment by the CARE Steering Council;
 - c. Pursuing continuous involvement and improvement in diversity, equity, and inclusion initiatives throughout the Institute;
 - d. Ratifying resolutions, position papers, and position statements recommended by the Member Council;
 - e. Selecting an independent auditor for the Institute and approving the annual audit after review and recommendation by the Audit Task Force;
 - f. Conducting an appeals process for revocations of membership or chapter charters after such action is deemed appropriate by the Member Council; and
 - g. Approving joint ventures with third parties.

D. Qualifications to Serve on the Governing Board

- 1. For all candidates:
 - a. Holds a bachelor's degree from an accredited university with a master's degree preferred; and
 - b. Restricted from also serving on a NIGP Council or Commission while serving on the NIGP Governing Board concurrently (effective July 1, 2026).
- 2. For public procurement officials:
 - a. Served on a procurement-related non-profit board for a minimum of three (3) years;
 - b. Currently employed in the public sector with direct or indirect procurement-related responsibilities;

- c. Holds active Institute membership either through a Public Agency or as an Individual; and
 - d. Holds a current professional certification that is aligned with procurement and requires, through the application process, either formal education and/or work experience and further requires, through the recertification process, continuing education hours/credits.
- 3. For thought leaders:
 - a. Demonstrated expertise in assessing market share and new opportunities for growth and expansion in alignment with NIGP's strategic plan;
 - b. Demonstrated skills in new business development including the use of internal and external resources to fulfill the mission of the Institute and achieve intended results; and
 - c. Certifies that he or she will not personally benefit, nor be employed by an organization that could materially benefit, from the decisions made by the Governing Board.
- 4. All public procurement members on the Governing Board are expected to fully comply with all the eligibility requirements through his/her term. If a public procurement member fails to maintain any of these qualifications:
 - a. He/she shall notify the Governing Board Chair or the Chief Executive Officer of the situation to include the date of the lost eligibility;
 - b. If the member leaves public service to pursue employment or other opportunities outside the public sector, he/she shall resign from the NIGP Governing Board effective the date they leave public service.
 - c. If the member loses his/her public procurement position but intends to re-establish all qualifications, he/she shall either resign his/her position on the Governing Board or may, in his/her best interest, be allowed to re-establish all qualification requirements within six (6) months following the date of the lost eligibility. If qualifications are not re-established within the six (6) month period, the Governing Board Chair shall declare that the position has been vacated and shall notify the Chair of the Talent Council that said seat is open for recruitment.

E. Appointments

1. The NIGP Talent Council is responsible for the continuous recruitment and evaluation of candidates for all member appointments made by the Governing Board.
2. Prior to the beginning of a new term, the Talent Council submits a slate of candidates to the Governing Board for its appointments.
3. Except for Thought Leader recruitments and other conditions when the Governing Board explicitly waives competition in advance of a specific recruitment, the NIGP Talent Council shall submit a competitive slate for each Governing Board seat that will become vacant on July 1st.
4. At an official meeting and by majority vote, the NIGP Governing Board shall either appoint or reject candidates from the slate.
 - a. Unless required by majority vote of the Governing Board, a confidential ballot is not required for voting purposes.
 - b. If a Board member's candidacy is on the slate presented by the Talent Council, the Board member shall refrain from casting a ballot for his/her candidacy which has the effect of reducing quorum requirements.
 - c. The Governing Board can only consider candidates placed on the slate by the Talent Council.
5. If a Governing Board member resigns his/her seat on the Governing Board before his/her term ends, the same policy for initial appointments shall apply.

F. Conflict of Interest

1. As a condition of service on the NIGP Governing Board, each Governing Board member shall sign NIGP's Conflict of Interest policy, which obligates a Governing Board member to recuse himself/herself from voting on any action brought before the Governing Board during the Governing Board member's term that may bring real or perceived personal and/or financial benefit to himself/herself. This restriction does not preclude the right of the Governing Board member to participate in the discussions leading to the vote.

2. Alleged violations of this Conflict of Interest policy shall be addressed in the Procedures Manual.

G. NIGP Officers

1. Appointment

- a. By March 31st prior to the expiration of the current Chair-Elect's term, the Governing Board shall appoint, from within its membership, the subsequent Chair-Elect who has served on the Governing Board for at least one (1) full year before seeking candidacy as Chair-Elect.
- b. The Chair-Elect shall serve in this capacity until the current Chair completes his/her term or vacates his/her position as Chair; whichever occurs first. In the case of a vacancy, the Chair-Elect shall become Chair and shall complete the former Chair's term; at which time, the Chair serves a full two-year term.

2. Terms

- a. All officers shall retain all qualification requirements throughout their terms.
- b. The Chair and Chair-Elect shall serve a non-recurring, two-year term on July 1st.
- c. The Treasurer shall serve a two-year term on July 1st and is limited to three consecutive terms
- d. The Chief Executive Officer/Secretary of the Board shall have terms that coincide with his/her employment contract.

3. Roles

- a. The Chair of the Governing Board shall have general supervision of the affairs of the Corporation and shall generally perform such duties as devolve upon such office. Specific functions are listed in the Procedures Manual.
- b. Chair-Elect of the Governing Board shall serve as Chair for Governing Board meetings when the Chair is absent or wishes

to speak on an issue or when the majority of the Governing Board determines that the Chair is incapacitated on a temporary basis. Specific functions are listed in the Procedures Manual.

- c. Treasurer of Institute shall conduct the financial policies of the Institute as established by the Governing Board. Specific functions are listed in the Procedures Manual.
 - d. Chief Executive Officer shall manage the activities of the Institute under the direction of the Governing Board and shall generally perform such duties as usually devolve upon such office. Specific functions are listed in the Procedures Manual.
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- 1. The Governing Board authorizes the Chief Executive Officer to appoint and terminate all members of staff, supervise their work, and monitor and evaluate their performance.
 - 2. As the Chief Executive, it is understood that this individual is also the Secretary of the Board; a corporate officer to whom the board has delegated responsibility for custody of the minutes of the board's meetings and members' meetings and for authenticating the records of the corporation.
 - 3. In the performance of these roles and responsibilities, the Institute recognizes both the informal relationship between the Governing Board and Councils and staff and the importance of protocol between these bodies. Accordingly, the Procedures Manual shall outline the relationship between the Governing Board and staff.

H. Meetings of the Governing Board

- 1. The Governing Board shall convene regularly scheduled and special meetings on their own adjournment and as often as they shall be summoned by the respective Chair. In the absence of the Chair, a meeting may be called by written request of three members of the Governing Board.

2. The members of the NIGP Governing Board are expected to attend all meetings. The Procedures Manual shall outline a process to address situations where Governing Board members fail to attend meetings.
3. A notice announcing a meeting date and time shall be sent to each Board member by written or electronic correspondence or other electronic means at least fifteen (15) calendar days prior to the meeting; provided, however, 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.
4. Agendas and Governing Board packets shall be distributed to the Governing Board members at least seven (7) calendar days before each Board meeting. Copies of the aforementioned documentation shall be available upon request from the NIGP Secretary/Chief Executive Officer.
5. Pursuant to the NIGP Bylaws, meetings shall be conducted in accordance with the current edition of Robert's Rules of Order.
6. Upon approval by a majority of Governing Board members, the Chair or any member of the Board may call an executive session to enable frank discussion among Board members on sensitive or confidential issues affecting the Institute. Such closed meetings shall not be used as a means of avoiding public discussion of controversial topics or hiding conflict among Board members. The Procedures Manual shall provide a process for conducting Executive Sessions.
7. The minutes of each Board meeting shall be prepared and distributed.

I. Appeal of a Board Action

1. Any member of the Institute in good standing has the right to appeal any formal action taken by the Board. The appeals process shall be provided in the Procedures Manual.

J. CEO Evaluation

1. As near as practical to the beginning of each fiscal year, the Governing Board Chair will establish, in accordance with the NIGP Strategic Plan, goals and objectives of the CEO.
2. As shortly as practical, after the end of each fiscal year, the Governing Board will assess the CEO's performance based on a process identified in the Procedures Manual.

K. CEO Succession Plan

1. The CEO is responsible for developing and updating a detailed Emergency Succession Plan that can be implemented in the event of an emergency, short-term disability, or termination/retirement. The plan shall be included in the Procedures Manual.