

Review Areas:

**SAME National Governance Summary****2022 Review DRAFT**

Assessment: As of 25 July 2022

Satisfactory Needs Review 

| Governance Area | Decision Authority | Roles & Responsibilities | | | Reference | |
|--|--------------------|--------------------------|--|---|--|--|
| | | National Leader | National Office Lead* | Critical Responsibility | Title | Reviewed/Updated |
| Constitution versus Bylaws | BOD | President | Strategic & Stakeholder Relations | Original Constitution remains unchanged to reflect our original society purpose. Maintain currency of bylaws to govern the society. (industry standard approach). | Cert. of Incorporation Constitution Bylaws | 12-5-1924 11-14-17 5-9-22 |
| Governance vs. Management | BOD | President | Executive Director | Ensure all society leadership is trained adheres to the letter and spirit of our Governance and Management standard. | Annual Gov and Mgt Review with XC established Aug 2018 | |
| <i>Fiduciary Responsibility</i> | | | | | | |
| Nat'l Office Budget | XC | President | Executive Director | Sustain Financial health of the organization. | Bylaws VIII:1:b | 5-9-22 |
| Annual Audit | Treasurer | President | Executive Director | Confirm financial health independently. | Bylaws VI:5 | 5-9-22 |
| Annual Report to Membership | Executive Director | President | Dir. Communications & Marketing | Posts see direct connection from the work they accomplish to National goals. | Bylaws IX:1:a:iii | 5-9-22 |
| Financial Reserve Management | Treasurer | President | Executive Director | Ensure that Society can function in the face of negative circumstances. | Bylaws IX:a:ii (not explicit) | 5-9-22 |
| National Foundation Fundraising | Foundation BOD | Foundation President | Executive Director (Programs Director) | Grow financial resources to underwrite the Foundation's compelling purpose and support Society programs. | | Need policy: Define; clarify distinction vs Post fundraising, etc. |
| Investment Committee | XC | President | Executive Director | Sustain long-term financial growth of the Society. | Bylaws IX:1:a:ii (not explicit) | 5-9-22 |
| Grants | BOD | President | Executive Director (Programs Director) | Diversify revenue national streams by developing the Society's ability to win and manage grants to expand investments in strategic plan goals while balancing volunteer capacity. | Bylaws IX:1 | 5-9-22 Need Policy: build on first UEF win. |
| <i>National Strategic Plan</i> | | | | | | |
| BOD Responsibility | BOD | President | Executive Director | Ensure Strategic Plan drives the organization and is the basis for all decisions. Assess progress annually – determine corrective actions. | National Strategic Plan Bylaws V:1 | Jan, 2016 5-9-22 |
| Development and implementation of Plan | Posts | President | Executive Director | Posts participate in formation of plan and are ultimately responsible for executing the plan. | Bylaws IX:1 (not explicit) | 5-9-22 |
| Metrics & Evaluation of Progress | National Office | President | Executive Director (All Directors) | Progress can be measured and tracked. | Bylaws IX (not explicit) | 5-9-22 |

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| National Industry-Government Engagement Plan | XC | President | Dir. Programs & IGE | Formalize and track process for IGE issues, awareness, and solutions arising from COIs, Posts, and EAG. Provide value to members and stakeholders. | National IGE Plan | Routine brief to XC for approval |
| National Governance Cycle | BOD | President | Executive Director (Strategic & Stakeholder Relations) | Minimize time and energy required of volunteer leaders while maximizing impact of strategic direction at the national and post level. Ensure predictability for volunteer leaders. | National Governance Cycle Slides | Integrate Foundation-BOD Interfaces |
| Membership | BOD | President | Dir. Membership & Meetings | SAME is a membership organization. Manage members in a manner that serves member needs and informs Society leadership of member needs to support decision making. Implement the most efficient and effective means of managing members (database) at national and post levels. | Bylaws III Membership Business Procedures Guide | 5-9-22 May 2022 |
| Events | XC | President | Dir. Membership & Meetings / Dir. Programs & IGE | Leverage the opportunities for face to face meetings to maximize value to members and grow revenue so support National Office and investments in strategic plan activities. Support Post events with expertise to help manage risk to members. | Bylaws IV Event Concept Papers | 5-9-22 Prior to each event |
| National Strategic Partnerships | Executive Director | President | Strategic & Stakeholder Relations | Establish national partnerships in order to create opportunities for expanded relationships at all levels that contribute to the SAME Strategic Plan. | Partnering Philosophy Bylaws X:3, IX:1:a:i | 4-12-18 5-9-22 |
| National Foundation | BOD | FDN Past-President | Executive Director (Programs Director) | Foster investment in SAME by members and stakeholders by separating purpose of financial resources (philanthropic objectives of the Society executed by the Foundation vs the operational requirements of the SAME National Office). | Bylaws VIII:3 Foundation Bylaws Society-Foundation MOU <ul style="list-style-type: none"> • Society Request for Foundation Support • Implementation Plan | 5-9-22 July 22 11-27-20 1-19-22 In progress |
| National Leadership | | | | | | |
| Terms & Qualifications | BOD | President | Executive Director | Leadership is qualified to lead the Society. Terms ensure that leadership does not become stagnant and that all members have an opportunity to lead. Early Termination for those not meeting requirements. | Bylaws V:3, VII:4 | 5-9-22 |
| Nat'l Officer Selection | Members | President | Executive Director | Recruiting (succession) – all national leaders actively encourage qualified candidates seek nomination. | Nat'l Leadership Nominating Procedures | 9-27-21 |
| Voting Procedures | National Office | President | Executive Director | Elections are fair, transparent, and reflect the needs of members. | Bylaws VII Nat'l Leadership Nominating Procedures | 5-9-22 9-27-21 |

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| Academy of Fellows | BOD | President | Strategic & Stakeholder Relations | Leverage and fully integrate all Fellows (Fellow, Distinguished, Emeritus) energize and support the Society's Strategic Plan. | Bylaws VIII:2 AOF Operations Manual | 5-9-22 9-27-21 |
| Board of Direction | | | | | | |
| Board of Direction Member Selection & Election | VPs | President | Executive Director | Board is composed of individuals that understand their role, responsibilities, accountability, terms and authority and can translate the National Direction into action. | Bylaws V:3, VII Nat'l Leadership Nominating Procedures | 5-9-22 9-27-21 |
| Executive Committee Membership | President | President | Executive Director | XC is composed of strategic representatives from the board that can make certain decisions and distill decisions for the BOD consideration. | Bylaws VIII: 1 | 5-9-22 |
| Community of Interest Support and Management | BOD | NOs COIs | Dir. Programs & IGE | Committees & Councils supplement national office support by providing operational, technical or mission support. Operationalized COIs increase member engagement and membership. | Bylaws VIII:5 COI Ops Manual COI Evaluation | 5-22-18 Nov. 2019 In progress |
| RVP Support and Management | BOD | NO RVPs | Dir. Membership & Meetings | RVPs translate National Direction to Posts and report Post contributions to National. Provide accountability of Post legal compliance. | RVP Manual Bylaws X | Summer 2020 5-9-22 |
| Director Support and Management | BOD | President | Executive Director (Programs Director) | Elected and Appointed Directors expand on Society initiatives that are growing or need extra attention. President assigns directors based on passions and needs of the Society. | Bylaws V:3 (not explicit) | 5-9-22 Need to propose Bylaws change to be explicit in President's assignment of directors. |
| Service Liaison Officers | BOD | President | Strategic & Stakeholder Relations | SLOs convey Society direction to services and communicate service needs to Society. | Bylaws V:2, VIII:4 | 5-9-22 |
| Terms & Qualifications | BOD | President | Executive Director | BOD is qualified to lead the Society. Terms ensure that members do not become stagnant and that all members have an opportunity to lead. Early Termination for those not meeting requirements. | Bylaws V:3 | 5-9-22 |
| National Office | | | | | | |
| Management of Executive Director | BOD | President | NA | Ensure continuity over time of the best possible executive director leadership for the Society (strategic direction) and the National Office (office leadership). | Bylaws IX XD Employment Contract XD Succession Model | 5-9-22 8-4-2014 Need process model; Incorporate performance mgt practices. |

**The Executive Director is the final authority on all National Office Actions and Responsibilities; National Office Staff Directors are delegated support responsibilities.*