

**Proposed Governance Plan  
for the  
Eastern Division of the National Ski Patrol**

**September 19, 2003**

The following represents the Governance Committee's detailed Proposed Governance Plan to address the 14 final points of the Transition Committee Final Report. The original Transition Committee point is presented in *italics*, followed by the Governance Plan concepts related to that point:

**Governance Plan**

The prime objective of the Governance Committee is to develop a new Governance Plan for the Eastern Division that: reflects current National Ski Patrol goals of leadership and member involvement; implements the Eastern Division Transition Team Report; and addresses member needs for responsive and responsible leadership, continuing education, and training by giving each member the right to vote for their Region and Division Leadership.

The goal of improving member involvement is achieved by allowing each patroller the opportunity to directly vote for their Region Director. This opportunity is provided in a simple way by having elections conducted at OEC refreshers, which every patroller is already required to attend annually. Because the Region Directors become the Division Board of Directors, each patroller is directly involved in selecting the Division governing body.

The role of the Region Directors changes significantly. Instead of directing all of the programs at the Region level, they are responsible for selecting the Division Program Supervisors who, in turn, are responsible for directing their programs throughout the Division. This will hopefully promote consistency in program delivery. It is assumed that Region Directors will nurture possible candidates within their respective Regions and will help provide the Division Program Supervisors with suggestions for suitable personnel for Region-level Program Advisors. In essence, the Region Director takes on the Quality Assurance function for the Region's programs. He/she is the conduit from the individual patrollers to ensure the Region's needs are directly conveyed to the Division Program Supervisors. If there are quality or availability issues with program delivery at the Region level, the Region Director has the responsibility to recognize it and to convey it to the Division Program Supervisor who, in turn, has the responsibility to address it through his/her program.

The Division Director position provides day-to-day operation management and a link to the National organization as Division liaison.

The Region Delegates provide a "checks and balances" function for the Board of Directors related to by-laws, dues, and budget issues. They also provide an important pool of talent to staff standing and special Eastern Division Committees. These positions also provide a means of cultivating prospective candidates for higher Region and Division positions.

*1. No geographic change to the current Eastern Division boundaries*

There are two sets of boundaries described in this point. The first boundary is the perimeter of the Eastern Division as it exists today. Under the current implementation plan, there will be no change to this boundary. The second set of boundaries are the individual Region boundaries within the Division. Again, no changes to these boundaries are proposed under this plan.

The Governance Committee recognizes however that there may be circumstances where Region boundary changes may be desired. An important underlying concept however is that the change be initiated by the affected Regions, not by the Eastern Division Board of Directors. All Regions affected by the Region boundary change may petition the Board of Directors to consider the change. Approval of the change requires a positive vote by two-thirds of the Board. An individual patrol may also petition, in writing, directly to the Board of Directors to consider a Region change for that patrol. At least two-thirds of the members of the patrol, who are registered in the Eastern Division, must concur with the requested change and a two-thirds positive vote by the Board is required for the change to be approved. **(Note: these concepts are in conflict with the current National By-laws, section 3.9)**

*2. Individual Region and sub-region structure is determined by that region*

Creation or dissolution of Region sub-structure, Sections for example, is the prerogative of the individual Region. A Region may create whatever administrative structure they feel best serves the Region members' needs. **(Note: these concepts may be in conflict with the current National By-laws, section 3.9)**

*3. Region Directors elected by the individual patrollers within that Region*

Each Region Director will be elected through popular vote of the active Region members. A plurality of the active members voting is required to confirm the Region Director. An active member shall be defined as a member with a NSP registration number reflecting primary membership in a patrol within the Region where the election is being held, excluding Alumni, Medical Associates, Candidates, and Inactive members. Members of the Professional Division may not vote in Eastern Division Region Director elections unless they are dual registered within the Region. Members with secondary registrations may only cast one vote in the region of their primary patrol.

Elections will have the following characteristics:

- A. Each Region shall form an Election Committee to oversee the election process, to distribute information regarding the election to the Region members and to submit the election results to the Division for recording.

- B. There must be a record of the votes
- C. Write-in candidates will be allowed
- D. Election votes will be cast at the OEC refreshers.
- E. A provision for absentee voting must be included. All absentee votes must be cast prior to the close of the last OEC refresher in the Region.
- F. Direct vote by individual Region members for the Region Director
- G. Ballots shall remain sealed until such time as all votes have been cast within the Region. Partial or preliminary election results within a Region will not be reported. All votes must be cast by Dec 31st of the year of the election.

Each Region will identify an alternate to serve as Region Director should the elected Region Director be unable to serve or otherwise complete their term. The Region Election Committee will submit the name of this alternate to the Division along with the Region Director election results. If necessary, this Alternate Region Director will serve as Region Director until an election for Region Director is held at the next refresher cycle. The Region may select this Alternate in any manner they wish, providing the Alternate meets the minimum Region Director qualifications as described below.

Region Director candidates must be active registered patrollers in the Region where the election is being held, at the time of the election. Members of the Professional Division may not run for the Region Director position unless they are dual registered within the Region. The candidate must have been an active, registered Patroller for a minimum of 5 seasons and have achieved Senior Alpine, Senior Nordic, or Certified status. Alumni members do not qualify to serve as Region Directors. Members currently registered as Auxiliary Patrollers may become Region Director candidates if they have met the requirements described above at some point in their patrol career. (The Committee felt that the RD should have knowledge of a broad segment of the programs for which they will be required to provide administration. By having completed the programs in the Senior Alpine, Senior Nordic, or Certified programs, a working knowledge of these programs would have been gained.) Regions may not further limit or apply additional requirements to these Region Director qualifications. **(Note: these concepts may be in conflict with the current Policy and Procedures 6.4.1(A))**

Region Director assumes their post on April 1<sup>st</sup> following the election.

Region elections within the Division will be structured so that approximately one-half of the Regions hold their Region Director elections each year. Eight Regions will hold their elections on even numbered years and seven Regions will hold their elections on odd numbered years. Currently nine Regions hold their elections on even numbered years. Because of this, one of these Regions will have to alter their current election cycle. The Governance Committee felt that the one year term served by the affected Region Director to reset the election distribution should not count against the total term limit of three consecutive terms. In other words, the affected Region Director, if continually elected, could serve for seven consecutive years. The nine Regions currently holding elections on even years are NVT, SVT, CT, EMARI, WAPP WNY, ME, SNY, and EPA

#### *4. Region Directors serve as Division Board of Directors*

A Region Director's term shall be two years. A maximum of three consecutive elected terms may be served. The RD will serve as one of the Board of Directors for the Eastern Division and is expected to participate in BOD issues and matters as defined below and elsewhere within this document. Should the elected Region Director not be able to serve the complete term, the Alternate Region Director identified by the Region, under the provisions of Article 3 shall take the elected RD's place.

The Board of Directors shall:

- A. Manage the Division in a financially responsible fashion
- B. Prepare and document a strategic plan for the Division
- C. Periodically measure the effectiveness of Division programs in meeting the plan
- D. Insure the needs of the members are being met
- E. Insure that members have reasonable access to high quality programs
- F. Periodically examine the requirement for new or updated programs to meet the changing needs of the Eastern Division Patrollers.
- G. Operate within the constraints of the Eastern Division By-laws.
- H. Appoint Division Nomination and Election Committees
- I. Appoint standing and special committees

A minimum of 10 Board members must be present to form a quorum of the Board. Video or teleconferencing, or any technology that will allow open discussion and a simultaneous voice vote of the Board, will be considered an acceptable means for a member to be "present".

#### *5. Board of Directors can elect up to four parliamentary officers; Division Director, Vice-Chairman, Secretary, Treasurer*

These officers are further described as follows:

Division Director – The Division Director does not have to be elected from the Board of Directors, however he or she must meet the qualification criteria for a Region Director. The Division Director serves as the chairman of the board. The Division Director is elected for a two-year term. The Division Director may serve a maximum of three consecutive two-year terms. The Division Director votes only in the case of a tie. The Division Director is elected by a simple majority vote of the Division Board of Directors. If the Division Director candidate is from the Division Board, he or she may cast a vote in the election. If this is the case, the other candidates may also cast one vote each in the election for themselves. The Division Director will be elected on odd numbered years at the Annual Meeting. This meeting will be held in the spring of each year. A candidate for Division Director must declare their candidacy or be nominated by March 1<sup>st</sup> of the year of the election. The Division Election Committee must receive a candidate's written nomination by this March 1<sup>st</sup> deadline. A slate of candidates and their platforms will be presented to the Board members prior to Annual Meeting, when the

election will take place. The Division Director may be recalled by a 2/3 majority vote of the Board of Directors.

Assistant Division Director – The Assistant Division Director will serve as the vice–chairman of the board. The Assistant Division Director must be elected from the seated members of the Board. The ADD is elected by a simple majority of the Board. Term limits, ADD election voting and declaration of candidacy will be as described for the Division Director. The ADD election will be held on the same years that the Division Director election is held.

Treasurer – The Treasurer may be appointed by the Board. The Treasurer does not have to be a member of the Board. If the Treasurer is a member of the Board, he/she will retain their voting rights. If the Treasurer is not a member of the seated Board, they will have no voting rights. It is recommended that the Treasurer have appropriate financial experience to oversee the Division’s finances.

Secretary – The Secretary may be appointed by the Board. The Secretary does not have to be a member of the Board. If the Secretary is a member of the Board, he/she will retain their voting rights. If the Secretary is not a member of the seated Board, they will have no voting rights. The Secretary may also hold the Administrator’s position as described elsewhere in this document.

*6. Board will meet at least twice a year but may meet more frequently*

The Board will meet at least once a year at the Annual Meeting, but may meet more frequently. The Annual Meeting will be held each year in April. All issues requiring approval by the Region Delegates will be considered at the Annual Meeting. (We understand that this is a variation from what the Transition Team recommended, but the Governance Committee feels that it provides the greatest flexibility for the Board.) The minutes of each of these meetings will be recorded and posted on the Division web site within 30 days of the meeting. Matters discussed in executive session will not be posted.

*7. Division Director is responsible for overseeing the day-to-day operation of the Division*

These day-to-day operations are considered to include the following tasks. These tasks are not meant to be all inclusive, but to provide examples of the day-to-day tasks of the Division Director:

- a. Follows the objectives of the Board of Directors
- b. Makes regular contact with the Board of Directors
- c. Reports decisions made to the Board of Directors
- d. Manages support services such as Awards, Memorial Fund, Web Site, etc.
- e. Acts as a liaison with the National office
- f. Acts as a liaison with Program Supervisors
- g. Distributes Division calendar of events
- h. Appoints special committees

Examples of tasks that are not to be considered day-to-day tasks for the Division Director are:

- i. Appointment or removal of Program Supervisors
- j. Oversight of Trail Sweep
- k. Appointment of Treasurer, Administrator, or Secretary
- l. Appointments to standing committees

Again, this list is not all inclusive, but is intended to provide examples of the tasks that are not within the purview of the Division Directors authority.

The Division Director will recommend appointments for the following Division positions to the Board of Directors who will ratify the appointments:

- a. Trail Sweep Editor
- b. Awards Advisor
- c. Alumni Advisor
- d. Historian
- e. Legal Advisor
- f. Memorial Fund Advisor
- g. Medical Advisor
- h. Web Master
- i. Certified Administrator (Because the Certified Program has its own set of approved by-laws and Certified Members elect their own Certified Chair, it is the intent of this Governance Plan that the Board of Directors continue to accept the Certified by-laws as currently written or amended by its members and that the elected Certified Chairman be accepted as the Administrator for the Certified Program.)

8. *Either a sitting Board member or another active patroller can be the Division Director*

Candidates must meet the Eastern Division minimum criteria for Region Director as described elsewhere in this document. (Note: these concepts may be in conflict with the current Policy and Procedures 6.2.3)

9. *If current Region Director becomes Division Director, he must resign as Region Director and another elected by Region*

If a Region Director is elected as Division Director, he/she must vacate the office of Region Director. Until an election is held at the next refresher cycle in the Region, the Region Director will be replaced by the Alternate Region Director. This Alternate Region Director will hold a seat on the Board of Directors until a new Region Director is elected at the next available refresher cycle to serve out the remainder of the originally elected RD's term. (It is possible that a Region could have an election three years in a row. The first to elect an RD, the second to replace an RD who has been elected Division Director, and a third to put their election timing back on track so that approximately one-half of the RD's are elected each year.)

*10. Board will create a Division Administrator position*

The Board will appoint a Division Administrator. The Division Administrator may serve as the Board of Directors' Secretary if the Board chooses to combine these positions. The Division Administrator will not have a vote.

*11. Board appoints all Division Program Supervisors*

Under this Governance Plan, a Program will be considered anything that requires Instructor Development and instructor credentials. Examples of Programs would include, but not be limited to:

- a. Outdoor Emergency Care
- b. Ski and Toboggan
- c. Mountain Travel Rescue
- d. Avalanche
- e. Instructor Development

A Program Supervisor must be an Instructor Trainer in that program and must be registered in the Eastern Division as an active patroller.

The Board of Directors will re-affirm all Program Supervisor appointments annually. No patroller shall serve more than 6 consecutive years as a Program Supervisor.

*12. Board appoints standing committees for liaison with programs*

Every program will have a liaison contact from the Board of Directors. This contact may be a single Board member or a committee of Board members. (See item 14 for further description of minimum staffing requirements for the committees.)

*13. Division Program supervisor appoints program staff*

The Division Program Supervisor may appoint whatever staff that they feel is required to meet the objectives of the Board of Directors, however a minimum of one program advisor, who is registered in that Region, will be appointed by the OEC Program Supervisor, Ski and Toboggan Supervisor, and Instructor Development Supervisor for each Region so they may serve as a contact person regarding that Program in their Region. (Because of the size and participation in these programs by patrollers, The Governance Committee felt it was important to have a contact for each of these programs at the Region level. The Governance Committee suggests that there be a program representative in each Region, if possible, for the remaining programs as well.)

Although the Division Program Supervisor has the ultimate say regarding who will staff their program, it is the intent of this plan that the Program Supervisor consult with a Region's Director when selecting program advisors who will be working at the Region level.

(Note to Finance Committee, we believe all program funding should come through the Division)

*14. Recognizing the long history and contribution of Section Chiefs and Assistant Regional Representatives, it is resolved that the Implementation Committee shall develop a proposal which will maintain for the Section Chiefs and Assistant Regional Representatives some influence in the decision making process at the Division level*

Each Region will be allocated a number of Region Delegates equal to the number of members able to vote in Division elections, as of the 2003 Spring Officers Meeting, not including the Region Director's vote. Each Region must elect these Region Delegates. (It is the Governance Committee's recommendation that the By-laws Committee draft an outline Regional By-laws document. Regions then may use this outline as a base to create Region By-laws that address election of the Region Delegates and selection of the Alternate Region Director)

Region Delegates shall have an opportunity to influence the Division decision making process in the following ways:

A. The staffing of the Division Committees who will work with the BOD will require people and expertise beyond the numbers represented by the 15 members of the BOD. Region Delegates represent a significant number of knowledgeable, interested and motivated potential committee members. Their participation on Division Committees provides a key opportunity for them to gain exposure at the Division Level and for their continued leadership development. Therefore, all Program and Standing Committees of the BOD will include among their staff at least two Region Delegates. Special committees will include at least one.

B. It is the responsibility of Regional Delegates to attend the Annual Meeting and vote on the following:

- i. Division By-laws changes
- ii. Changes in members Division membership dues
- iii. The Division budget

If a Region Delegate is unable to attend the Annual Meeting, the delegate's voting authority may be granted, via written proxy. This proxy may be given to any other current voting member who was elected by the patrollers who elected the delegate who is unable to attend. (Under this plan, unlike current practice, a person may carry more than one vote to the Annual Meeting.)

C. The Regional Delegates shall offer advice regarding topics under discussion by the Board of Directors. It is anticipated that the BOD will utilize the Region Delegates as a "sounding board" prior to the implementation of new programs or policies.

Within 5 years of the implementation of this Governance Plan, and every 5 years thereafter, the Eastern Division Board of Directors will review the allocation of Regional Delegates to determine if the distribution is equitable based upon distribution of membership. Apportionment

of the Region Delegates will be listed in the Division By-laws so that a change in Delegate apportionment shall be voted on as a By-law change. All Eastern Division By-laws changes will require a two-thirds vote of the Board of Directors, including the Division Director, and the Region Delegates approving the change. Proposed by-law changes shall be warned and distributed to all voting members a minimum of 30 days prior to the Annual Meeting.

*This plan is respectfully submitted to the membership of the Eastern Division of the National Ski Patrol by the Governance Committee:*

*Patricia Watson*

*John Tuttle*

*Peter Neefus*

*John McManus*

*Richard Knight*

*George Hannon*

*Robert Hamilton*

*Richard Hamlin, Chair*