

## **WKA Trustee Responsibilities and Guidelines**

The World Karting Association is a member owned organization. Its members delegate the governance of the Association to its elected Board of Trustees through the Code of Regulations. The Association and its Board are also regulated by the Non Profit Statutes of the State of Ohio. In addition to the Code of Regulations and Ohio Statutes, this document describes specific Trustee responsibilities and includes guidelines for conduct and effective performance.

All Trustees are expected to read, understand, and comply with the WKA Code of Regulations, Certificate of Incorporation, and Ohio Statutes as well as the regulations and guidelines spelled out in this document. WKA members who accept a nomination for the position of WKA Trustee, or who are appointed to the position, agree to perform the Trustee responsibilities and to support and operate within the regulations and guidelines described below.

### **Summary of Trustee Responsibilities**

The WKA Trustee:

- I. Acts with other board members to govern the organization and attain its mission
- II. Represents the views of his or her members to the Association
- III. Represents the Association to the members and the karting community in his or her district
- IV. Participates in the Association's management and operation as required
- V. Provides industry knowledge and experience

### **Trustee Responsibilities**

#### ***I. The WKA Trustee acts with other board members to govern the organization and attain its mission.***

The Trustees, acting together as a board, govern the Association. Governance is the board's most important function and includes the following elements:

- ⌘ Determine the Association's mission and purpose
- ⌘ Select the chief executive officer
- ⌘ Provide proper financial oversight
- ⌘ Ensure legal and ethical integrity and accountability
- ⌘ Assess board performance
- ⌘ Determine, monitor, and strengthen the organization's business plans, programs and services
- ⌘ Support the Chief Executive Officer and assess his or her performance.

Finally, the board is responsible for attaining the organization's mission. WKA's mission is "*Providing a safe, fair, consistent, fun, and affordable environment for the beginner, hobbyist, and future stars of motorsports to fulfill their racing dreams.*" WKA provides a "safe, fair, consistent, fun and affordable environment" through the rules and race procedures published in its annual Technical Manual, monthly Technical Updates, and other supplemental rules and guidelines. The WKA board is intimately involved in approving technical and competition committee proposals to improve these rules and race procedures. Fairness and consistency are also ensured through WKA's disqualification and disciplinary action appeals process. The WKA Trustees, acting as a board, are the final step in a member's appeal process.

***II. The WKA Trustee represents the views of his or her members to the Association.*** Trustees are elected by the WKA members within each district, and they are responsible for representing those members. To do this effectively, Trustees must be aware of their members' wants and needs. This awareness

may come from many sources. The District 2-cycle and 4-cycle Representatives provide input. The Trustees may attend local, district/regional, and national events in their districts. They may conduct surveys or make random phone calls. It is up to each Trustee to determine the most effective way to keep in touch with the members in his or her district based on the time available, geography covered, and personal skills and resources.

***III. The WKA Trustee represents the Association to the members and the karting community in his or her district.*** The Trustee is responsible for presenting WKA in a positive and supportive manner. The Trustee may attend race events, participate in trade shows, speak at award banquets, assist local and divisional series... anything to represent the WKA and promote the sport of kart racing within the district. The Trustee should also be **accessible** to the district members and open to hearing concerns and answering questions.

***IV. The WKA Trustee participates in the Association's management and operation as required.*** The WKA Code of Regulations specifically delegates responsibility for Association management to the President and Executive Committee. Trustees normally do not get involved in administrative issues except to monitor results and prohibit methods and actions not consistent with board policy. However, under some circumstances, it is appropriate for Trustees to become involved in Association management. This is especially true in smaller, primarily volunteer organizations such as WKA where human resources are limited. For example, the Association uses Trustee leadership skills in the direct management or guidance of the technical and competition committees. It may also use Trustees to lead and manage other committees or special projects as authorized by the Board of Trustees, President, or Executive Committee.

***V. The WKA Trustee provides industry knowledge and experience.*** WKA Trustees bring a broad range of knowledge, experience and skills to the organization. Among them may be racing, race officiating and promotion, kart shop operation, engine and chassis building, general business, financial, personnel, and legal. The Board of Trustees, Executive Committee, management, staff and volunteers all draw on these skills and experience in decision making and operation of the organization.

### **Limitations of Trustee Authority**

The WKA Trustee has no individual authority unless it is specifically delegated to him or her by the Board of Trustees, President, or Executive Committee. Trustees may not negotiate contracts, expend funds, or make commitments for the Association unless duly authorized. They should refrain from interfering directly in the day-to-day management of the staff or volunteers unless specifically authorized by the Board of Trustees, President or Executive Committee.

### **Trustee Guidelines**

#### **General Conduct**

As a result of their positions, WKA Trustees are highly visible to the WKA membership, the karting community and the general public. As a result, they are expected to behave with honesty and integrity whether they are acting in their role as WKA Trustee or in their professional and public affairs. To paraphrase an old business axiom, the advice to Trustees is, "Don't do anything that you would not be proud to see on Bob's 4-cycle, ekartingnews, or on the front page of your local newspaper."

#### **Learning the Job**

In the past, many new Trustees found that it often took the first year of their term to fully understand the responsibilities and to become effective. To help new Trustees become effective more quickly, the WKA now provides a one day orientation session the day before the first meeting of the Trustee's term of office. In addition, new Trustees are encouraged to talk to their predecessors and other trustees to get their perspective of the job. The WKA President and other officers and managers can also provide a perspective of the day to day operation of the organization as well as the issues that the Board of Trustees is currently facing. Finally, Trustees are encouraged to study the non profit literature.

### Participation

To effectively carry out the five responsibilities listed above, WKA Trustees are expected to attend all board and committee meetings and conference calls, board retreats and planning sessions, orientation sessions and other board development activities. The Trustees are also expected to review meeting agendas and supporting information in advance of the meetings and be prepared to discuss and cast an informed vote on the issues. In the event that a Trustee is unable to attend any event, he or she is responsible for briefing his or her 2-cycle or 4-cycle Representative and sending that individual to the Trustee meeting.

Trustees are also expected to serve on committees and task forces as needed. If they are called on to chair a group, they are expected to prepare meeting agendas; call meetings; ensure that the agenda and support materials are distributed in advance; conduct the meetings in an orderly, fair, open, and efficient manner; ensure that the meeting activities are recorded in minutes; and report progress and results to the Board of Trustees.

### Being Constructive

As stated above, the Trustees are responsible for governing the Association. Being effective in carrying out this responsibility requires providing constructive criticism about how the Association is organized, its general management and operation, and its policies and practices. It also requires positive and constructive ideas about how to improve. It is up to the Trustees to be well informed on issues and to know when and how to present such criticism, ideas, and solutions effectively.

### Supporting Board Action

Once the Trustees discuss and vote on an issue, they are all expected to support the action, regardless of how they voted individually. They are also expected to maintain the confidentiality of the issues discussed in board meetings.

### Support What Is in the Association's Interest

As stated above, each Trustee is responsible for representing the views of his or her members to the Association. That said, each Trustee is also responsible for listening to and considering the views of the other Trustees and casting informed votes in favor of what appears to be in the best interest of the Association as a whole.

### Communicating Outside of Board Meetings

Because Board of Trustee members participate in board meetings and are closer to the Association's operations, WKA members, the karting community in general, and the media are likely to believe any statement made by a Trustee. Therefore, it is important that Trustees refrain from making off-hand statements, repeat rumors or gossip, or make unjust criticism of others, as these statements may be taken as authentic. Trustees must be very discreet in what they say and do.

### Avoiding Cliques or Factions

The WKA Board of Trustees has worked in a unified and cohesive manner. In part, this is because the members have approached their responsibilities as individuals, considering each proposal and voting on it based on its merits. The Trustees have and should continue to avoid forming cliques or entering into factional politics. Cliques and factions are detrimental to the Association, and the Trustees are responsible to the Association as a whole.

### Trustee Liability

As in any organization, Trustees are responsible for their individual actions. If they act honestly, ethically, without conflict of interest, and in the best interests of the membership, they should not have any liability issues. In addition, Trustees are given limited protection under the non profit statutes, and the WKA carries \$5,000,000 in Directors and Officers Insurance.

### Conflict of Interest

Frequently, Trustees are asked to consider motions, proposals, appeals, and disciplinary actions that present a potential conflict between WKA and their personal or professional interests. In cases where such a conflict arises, Trustees must declare the conflict to the Board and should abstain from voting in those matters.

### Disciplinary Action

The Board of Trustees is wholly responsible for disciplining its own members for non compliance with the Code of Regulations and these guidelines, for non performance of duties, or for behavior unbecoming a WKA Trustee. If a Board member's behavior or action is called into question, the Board will form a Disciplinary Action Committee made up of three experienced Trustees. This committee will conduct an impartial investigation, seek advice and guidance from the WKA legal counsel, and report back to the full board with a recommendation for any appropriate action. The Board may remove an individual member with a simple vote and select another representative from that Trustee's district.

### Board Guidelines

#### Effective Meetings

In order to conduct effective meetings, the Trustees must function within approved meeting guidelines. Although *Robert's Rules of Order* is a source for many meeting rules and procedures, *Robert's Rules* were designed primarily for parliamentary organizations and are probably too cumbersome for use in WKA's Trustee Meetings. However, there are certain commonly accepted meeting guidelines that help facilitate effective meetings. Some of these include but are not limited to:

- ‡ Having an agenda and staying on topic

- # Not participating in side conversations
- # Waiting to be called on by the meeting chairman before speaking
- # One person talking at a time
- # Respecting the opinions of others

### Notice of Proposals

Except in extreme circumstances, proposals for board action should be provided with supporting information to the Trustees three to four weeks prior to each scheduled meeting. This gives the Trustees time to review the proposals, ask questions, get input from constituents, and make an informed decision. Experience has shown that the board's best decisions are made following this process. Hurriedly passed motions, those made on the spur of the moment, are often ill conceived and later regretted. It is better to table a motion than make a decision without complete information, thorough discussion, or conducting due diligence.

### Mid-year Rule Changes

It has been a Board policy to avoid mid-year rule changes. The generally accepted exceptions include changes made to reflect a manufacturer's specification change, corrections and clarifications to existing rules, and safety related issues. It is also a practice that the Board provides a minimum of 30 days notice before a rule change or new rule goes into effect.

### Confidentiality

Finally, it is a Board practice not to discuss decisions made in a Board meeting until the minutes of the meeting have been distributed and approved by the Trustees

### Sources

Note: The information in this document has been gathered from a number of sources including:

- € The WKA Code of Regulations
- € The Ohio Non Profit Statutes
- € The Trustee Role document presented at the November 2005 Board Meeting
- € WKA Board Meeting Minutes
- € The WKA Guide for Newly Elected Trustees
- € The WKA Trustee Commitment to Serve document
- € A search of several books and monographs on non profit operation