

The Committee/Task Force Chairperson – 2023

The role of the Chairperson is important in ensuring that the work of the committee is accomplished. As Chairperson, you are the principal point of contact between your committee, its individual members and the IAEE organization. An important ingredient in successful committee leadership is the ability to work with, motivate and lead your fellow committee members.

IAEE will assign a staff liaison to work with you to ensure the work of the committee is carried out. In order to enjoy a successful year, you and your staff liaison will create a plan for your committee which should be based on the committee's charge. The committee charge is the written set of goals and objectives that the IAEE Chairperson of the Board has developed for the committee. Each year the Chairperson-elect of the IAEE Board of Directors consults with staff and leadership before completing the charges to all committees.

Much of the work of your committee will result from your effective delegation of responsibilities to members of the committee. Committee members have been selected by the IAEE Chairperson for possessing the skills and interest to complete their assignments. Committee members must be fully and clearly informed of what is expected of them; crucial timetables, budgets, available resources and relationships with other committees must be clearly understood.

As Chairperson, you will need to establish committee reporting procedures designed to keep you fully informed of progress. Monitoring the work of your committee members is one of the most important tasks that you have.

Chairperson responsibilities:

A. You will preside at all meetings of the committee

1. The work of committees/task forces is primarily accomplished through virtual meetings. If there is a face-to-face committee meeting, it may be held in conjunction with an industry event. A time limit is generally set for the length of the meeting.

B. You will organize committee meetings

1. In close cooperation with your staff liaison, the agenda will be prepared and the staff liaison will provide it to all committee members, ideally at least one week before the meeting. You should identify the reference and supporting materials that accompany the agenda.
2. The staff liaison will notify members of the time and place of each meeting, even though a meeting schedule may already be established. It is important that these types of administrative communications take place through IAEE staff headquarters so that your committee may be properly supported at all times.
3. When special projects are to be discussed, make certain the principals involved are available and present. Again, make sure that the staff liaison is included.
4. You should define at the beginning of each meeting what the committee must accomplish at the meeting. It may be worthwhile to establish time limits for the discussion of each segment of the agenda to ensure that all work is covered. Remind members that you will adhere to the agenda. Issues that do not appear on the agenda will not be addressed. (The Chairperson may determine if an issue should be added to the agenda; time permitting. It remains the Chairperson's privilege to limit or prevent discussion of any issue not appearing on the agenda.)

C. You will delegate committee responsibilities

1. Carefully match capable people with tasks that must be performed. If you are unsure of an individual's abilities, consider creating a small sub-committee of members. In the event a sub-committee is formed, assign one person to chair the sub-committee. Give the sub-committee a

deadline for the completion of its work. Be very careful to give clear instructions of what you expect and seek feedback to ensure that everyone understands what is to be done, before they begin the task.

2. Ask for periodic and comprehensive reports of committee assignments. You should regularly monitor the work of the committee. Stay in touch with the members of your committee.
3. Require committee members to prepare year-end reports that include statements of accomplishments, problems and recommendations.

D. You will coordinate communications with IAEE Headquarters

1. There are proper channels of communication. The staff liaison and the board liaison are assigned to your committee to help support your activities, to serve as advisors and to facilitate communications.
2. Keep committee members informed of headquarters' activities and board policies. The IAEE Antitrust/Conflict of Interest/Data Protection-GDPR Guidelines document appears as an item on every agenda. **Review the IAEE Antitrust policy statement with the committee. It is vitally important that you understand the legal limitations that guide appropriate committee activity, including informal or formal discussions.**

E. You will provide support for IAEE's objectives

1. You are a key member of the IAEE leadership team. Your role is to provide leadership. This means you can be instrumental in helping advance IAEE's mission and purpose. Your role is to serve to inform, guide and educate. If questions arise, you pursue the answers from the appropriate individuals.

IAEE's Mission: IAEE globally promotes the unique value of exhibitions and events and is the principal resource for those who plan, produce and service the industry.

2. When your committee is engaged in important work or when you have achieved an important milestone, your staff liaison will have a media release prepared for your review. IAEE's Communications Department is prepared to help support the important work that you do by advising the industry appropriately.

Guidelines for Chairing a Committee or Task Force

Even with capable committee members, clear goals to achieve and the support of the association staff, a committee without strong leadership may not reach its objectives.

During your term as Chairperson of the committee, consistent help comes to you from the staff liaison. To a great extent, your ability to work well with them will determine your success as chairperson of your committee and as a leader in your association.

The staff liaison is aware of the committee's activities and progress and will be able to advise you. Your staff liaison is there to help you solve problems and understand procedures.

The success you achieve as the leader of the committee also depends upon your ability to preside over and guide the meetings of the committee toward established goals. Consider the tips that follow which have been proven to be very effective:

- Always start the meeting on time and work strictly according to the published agenda that members have seen in advance. Include quorum status, antitrust guidelines, conflict of interest and Data Privacy/GDPR reminders under the *Call to Order* agenda item.
- The reason for the meeting should be stated briefly and clearly at the beginning.
- Make sure committee members receive and understand all the information relating to an issue, both the pros and cons.
- Keep a low profile while taking charge of the direction of the meeting. You preside in order to ensure that a good committee meeting takes place. Be careful about not dominating conversation on the issues. Your role is more facilitator. Review the committee's objectives relative to the objectives of the association.
- Keep the meeting moving, interest lags when action lags. Get as much participation as possible. Keep responses short; get members to make their point. Do not allow an individual(s) to dominate discussion. Ask those who have not contributed to provide their perspectives. Speak clearly. If you cannot be heard, you cannot exercise control.
- Insist on order. Do not permit anyone to make irresponsible statements. Comment immediately as may be appropriate.
- Talk to the group, not to individuals.
- Make sure that each individual taking the floor speaks clearly. Sum up what the speaker has said, entertain discussion, and obtain a decision.
- Control discussion by recommending further study.
- Retain control, but do not stifle free comment. Invite constructive criticism and even disagreement. Ask for support. Clarify issues by obtaining a consensus, then move on.
- Do not argue with the individual who has the floor. Ask questions if you disagree but remember as presiding officer you should remain neutral.
- If you have a comment, ask for the floor as a participant.
- When a formal motion is required, have the maker of the motion clearly state the motion, and ask for a second. It may be helpful to ask the maker of the motion to write the motion out for clarity. This eliminates any ambiguity.
- Make sure accurate minutes are kept of each meeting and that they are distributed to each committee member promptly.

Check at the end of the meeting to see if members feel that all relevant subjects have been adequately covered.

Staff Liaison

Responsibilities:

- A. Send out meeting notices to committee members, the Chairperson, and Chairperson-elect of IAEE a minimum of **one week in advance** of scheduled meetings when possible. The preferred method is using an Outlook Meeting Request for ease in making sure the meeting is noted on members' calendars and for tracking responses.
- B. Work with the committee chairperson to develop the meeting agenda. Send the agenda out in advance of the meeting, preferably with the meeting notice.
- C. Assemble all materials for the meeting. Make photocopied sets for face-to-face meetings.
- D. Assist with logistics as appropriate. If held at a committee member's office, provide guarantees for the number of members attending. If the meeting is by video or teleconference, make those arrangements. If the meeting is held at a hotel, the staff liaison is responsible for working with the IAEE exhibitions and events department to:
 - Secure a block of sleeping rooms, if required.
 - Make arrangements for a meeting room.
 - Plan breaks and any other food and beverage.
 - Provide appropriate advance information to committee members, other staff and guests regarding meeting and housing arrangements.
 - Supervise proper servicing of the meeting with respect to break and luncheon/dinner serving time, room environment, etc.
- E. Attend committee meetings and take and process minutes.
- F. Send out meeting minutes within **two weeks** of the meeting, after approval of the committee Chairperson, to all committee members, IAEE staff, and IAEE Board of Directors.
- G. Delegate assignments from the minutes as determined by the committee (to IAEE management staff, etc.).
- H. Keep committee chairperson informed of IAEE activities that affect their particular committee.

Board Liaison

In order to ensure effective communications between the board of directors and IAEE's network of committees, members of the board will be asked by the Chairperson of the board to serve in the role as board liaison to a designated committee(s) or task force(s).

The role of the board liaison is to:

- A. Assist the committee Chairperson by providing a communications bridge to and from the board of directors.
- B. Be the resource on IAEE board policy. (*Includes Antitrust, Conflict of Interest and Data Privacy/GDPR*)
- C. Coach and mentor both the Chairperson and members of the IAEE committees. One of the responsibilities of the IAEE directors is to identify the future leadership of the association and to provide encouragement and training to them. The board liaison is well positioned to accomplish this important objective.

- D. Convey new IAEE Board policies and information to the Chairperson and committee and to ensure that these policies are followed.
- E. Act as a “sounding board” for the committee Chairperson and committee members. Recommendations that may ultimately come before the IAEE Board of Directors can be discussed first with the board liaison, who may furnish important guidance and advice.
- F. Identify additional information resources for the Chairperson and the committee within the IAEE organization.
- G. Help facilitate the work of the committee in cooperation with the Chairperson.

Conclusion:

The role of the board liaison can be a key ingredient to organizational success. The delineation of roles between the committee Chairperson and the board liaison must, at all times, remain clear. It is not the intention of the IAEE Board to be a co-Chairperson of committees, but to make board resources available to the committee Chairperson and members.

Should questions arise, the board liaison is encouraged to contact the Chairperson of the Board or the IAEE President.

General Committee and Task Force Policies and Procedures

The following committee policies have been adopted by IAEE to establish continuity in the committee operations.

1. While most of the committees/task forces will only meet via video and teleconference, some may have one face-to-face meeting.
2. Certain committees/task forces require more frequent meetings or may choose to meet at a different time of year based on their charge and any special requirement or projects.
3. All committees/task forces will have detailed time commitment information in their specific charge.
4. **Committee members** may serve three consecutive one-year terms before rotating off the committee for at least one year. The officers shall hold a term for one year or until a replacement has been appointed.
5. For the purposes of continuity (in some cases), the Chairperson of a committee will participate on the committee as Immediate Past Chairperson the year following his/her year as Chairperson.
6. **Task force member** terms are for one year or until the work of the task force has been completed. Task Forces are appointed by the Chairperson of the Board for specific purposes and may consist of several members from other existing standing committees.
7. Committee/task force members are recruited from the membership-at-large. Each member appointed should be prepared to contribute their time and skills to fulfill the charge of the committee.
8. From time to time, a committee or task force may require participation from a representative with a specialized area of expertise who is a non-member. An exception will be made for those special cases.
9. Committee/task force members should be ready and willing to participate, including accepting individual assignments as requested by the Chairperson.

10. It is not the intent that committee officers will *automatically* succeed upward each year.

11. Per the IAEE Bylaws, the Chairperson of the Board shall appoint all standing committees, subcommittees and/or task forces, as necessary, which are not in conflict with other provisions as stated in the Bylaws. The general process is detailed below:

- IAEE members can express interest at any time during the year by visiting the IAEE website: <http://www.iaee.com/about/governance/committee-interest-form/>
- The incoming chairperson, board members, chapter leaders, staff liaisons and other IAEE members can recommend a member for a committee or task force.
- The incoming chairperson, along with the Executive Vice President & COO will review the recommendations for each committee/task force determining the needs to fulfill the charges.
- Invitations are extended in the fall with all committees/task forces being finalized by December when confirmations are sent.
- Whenever possible and as long as the annual work of the group is not too far a long, IAEE attempts to place all persons expressing interest to participate. In most instances, if the person has not been engaged staff will introduce them first to the chapter for engagement.

12. Recurring non-attendance at scheduled meetings, unless approved in advance by the Committee/Task Force Chairperson, may result in removal from the committee/task force. It is understood that there may be special circumstances that may arise.

13. Every attempt will be made by the Chairperson of the Board to avoid appointing individuals to more than one standing committee, or to a committee which requires more active participation than the individual can give.

14. A Board of Directors Liaison will be appointed annually by the Chairperson of the Board to each committee and task force. Since there are more committees/task forces than liaisons available, the liaisons may be appointed to more than one committee. The President and CEO, in consultation with the Chairperson of the Board, will appoint Staff Liaisons to committees/task forces.

Before you begin your work on an IAEE committee or task force, there are three very important issues that are often forgotten.

- The committee Chairperson is responsible for the overall effectiveness and communication of the committee; not the only person expected to do the work.
- When work assignments are given and accepted, the success of the committee depends on the individual's follow-through and completion of the task.
- The more effective a committee is the more important and recognized it becomes. More individuals will want to serve, and the job becomes easier for each participant.

Understanding these issues, you are now ready to assume the role as a key player on a committee or task force.

Guidelines for Committee and Task Force Members

The role a committee/task force member plays is an important one. The success of each depends on the contributions made by every one of its members.

Consider the following suggestions as you approach your role in committee participation.

- Study the agenda carefully before you come to the meeting. Ask for clarification if any items are unclear.

- Determine what the exact purpose of the meeting is and decide in advance how and what you will contribute to it.
- Stick to the agenda during the meeting. Bring up new business only at the appropriate time.
- Keep your replies short and to the point.
- When on teleconferences, state your name before speaking.
- Speak in a voice everyone can hear. Wait until you have the attention of all the committee members before you begin your remarks.
- Repeat your remarks if you think they were not heard and if your remarks are lengthy or involved, sum them up at the end of your discussion.
- Do not hesitate to comment, criticize constructively or disagree. Know your subject and ask for support from members who believe as you do.
- If you disagree with the speaker, make your comments at the proper time.
- If you have a comment, ask for the floor rather than joining in aimless group discussion. If what you have to say is a genuine contribution and really does make a difference, do not let it get lost in confused conversation.
- There may be dissenters on some subjects. Ask them to summarize their convictions in a direct statement. This permits a more thorough examination of an idea that could be highly constructive when completely understood.
- Hurriedly passed motions usually do not receive the consideration they deserve. Better to table them until the next meeting, when they can be discussed in detail, than to pass a motion you might regret after.

Antitrust, Conflict of Interest and Code of Ethics

Antitrust Statement

It is essential that you observe certain ground rules as you participate in committee meetings. As you know, the antitrust laws prohibit or make highly imprudent the discussion of a number of matters at meetings. There can be no discussions among you at committee meetings or in any other place concerning: the price paid or charged by the organizations you represent; other terms or conditions established by your organization, such as credit terms, markups, commissions, or profits; the geographic area in which your organization is seeking or may seek to do business; the persons or organizations with whom your organization will or will not do business; or production costs and plans.

Any departure from these ground rules could result in severe civil and criminal penalties to you as an individual, to your organization, and even to IAEE. Indeed, Federal sentencing guidelines mandate jail sentences for antitrust violations and call for criminal fines.

Conflict of Interest Guidelines for IAEE Members in Leadership Positions

The support for high standards of honesty, integrity, impartiality, and conduct of members of the IAEE committee and task force members is essential to assure the proper performance of IAEE's responsibilities to the entire membership and the exhibition industry.

IAEE committee and task force members shall avoid any action which might result in, or create the appearance of, using an IAEE position for private gain; giving preferential treatment to any person or business; losing independence or impartiality; or, affecting adversely the confidence of the membership or the industry in the integrity of IAEE.

No IAEE committee or task force member shall knowingly use his/her official position to participate in an official IAEE act, when such act would further, directly or indirectly, the member's beneficial interest without a full disclosure of that fact prior to any official action.

The "beneficial interest" of an IAEE committee or task force member includes direct or indirect benefit to the member, family, partners, company and/or employer, or others with whom the member has financial or business ties.

An IAEE committee or task force member shall not solicit, accept, or receive any compensation including any gift, gratuity, favor, entertainment, loan, or any other thing of monetary value nor shall he/she permit any such compensation to accrue to his/her beneficial interest from any source, the receipt or accrual of which would occur by virtue of influence improperly exerted from his/her leadership position.

An IAEE committee or task force member shall not use any information obtained as the result of participation personally and substantially in an official IAEE act, for his/her beneficial interest, directly or indirectly. An IAEE committee or task force member shall not engage in, directly or indirectly, and financial or business transaction as a result of, or primarily relying on, information obtained through his/her official IAEE position.

An "official IAEE act" means any deliberation, decision, or action on any question, matter, proceeding, or controversy in which the IAEE is a party or has a direct and substantial interest brought before an IAEE committee or task force member at a duly convened meeting.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST

An IAEE committee or task force member is under a continuing obligation to disclose any potential conflict of interest as soon as it is known or reasonably should be known.

An IAEE committee or task force member shall disclose the existence of such a potential conflict of interest in writing, providing all material facts relevant to the resolution of the potential conflict of interest.

Disclosure statements will be submitted as follows. For committee or task force members, the disclosure shall be provided to the chair of the committee. The chair's disclosure shall be provided to the Chairperson of the IAEE Board of Directors or its equivalent. Copies also shall be provided to the president of IAEE.

PROCEDURE FOR REVIEW OF POTENTIAL CONFLICTS OF INTEREST

Where a potential conflict exists between the interests of IAEE, its affiliates and/or subsidiaries and an IAEE committee or task force member with respect to a specific proposed action, policy or transaction, the board of directors shall consider the matter during a meeting of the board. IAEE shall refrain from acting until such time as the proposed action, policy or transaction has been approved by the disinterested members of the board of directors. The following procedures shall apply:

An IAEE committee or task force member who has a potential conflict of interest with respect to a proposed action, policy or transaction of IAEE, its affiliates and/or subsidiaries shall not participate in any way in, or be present during, the deliberations and decision-making vote of the committee or task force with respect to such action, policy or transaction. However, the party shall have an opportunity to provide factual information about the proposed conflict and/or action, policy or transaction. Also, the board may request that the interested party be available to answer questions.

- The disinterested members of the board of directors may approve the proposed action, recommendation or transaction upon finding that it is in the best interests of IAEE, its affiliates and/or subsidiaries. The board shall consider whether the terms of the proposed action, transaction or policy are fair and reasonable to IAEE, its affiliates and/or subsidiaries and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.
- Approval by the disinterested members of the board of directors shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. The IAEE board member shall not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance.
- The minutes of the committee meeting shall reflect that the conflict disclosure was made to the board, the vote taken and, where applicable, the abstention from voting and participation by the interested party.
- Whenever possible, the minutes should frame the decision of the board in such a way that it provides guidance for consideration of future conflict of interest situations.

VIOLATIONS OF CONFLICT-OF-INTEREST POLICY

If the board of directors has reason to believe that an interested party has failed to disclose a potential conflict of interest, it shall inform the person of the basis for such belief and allow the person an opportunity to explain the alleged failure to disclose.

If the board decides that the interested party has in fact failed to disclose a possible conflict of interest, the board shall take such disciplinary and corrective action as the board shall determine.

FOR IAEE MEMBERS IN LEADERSHIP POSITIONS

Conflict of Interest Policy - Affirmation of Compliance (required)

Available on website or by contacting Beverly Benbow, Director: Governance, Board and Committee Administration bbenbow@iaee.com

I have received and carefully read the Conflict-of-Interest Policy for committee and task force members of IAEE and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict-of-Interest Policy. I further understand that IAEE is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes without personal inurement by committee or task force members.

I hereby state that I do not have any conflict of interest, financial or otherwise that may be seen as competing with the interests of IAEE, nor does any relative or associate have such a potential conflict of interest; nor shall I, any relative or associate benefit from any action, policy or transaction made by IAEE in a manner that has not been previously disclosed.

If any situation should arise in the future that I think may involve me in a conflict of interest, I will promptly and fully disclose in writing the circumstances to the Chairperson of the Board of Directors of IAEE in accordance with the Conflict-of-Interest Policy.

Printed Name

Signature/Date

Code of Ethics Statement

IAEE members pledge to conduct themselves professionally with honesty and integrity in their business practices.

We will carefully monitor conduct by asking:

- Is this legal?
- Is there sufficient disclosure of essential facts so that the parties can make informed choices?
- How will it make me feel about myself, my organization, and my industry?

In the conduct of our business, we will aim to treat others as we would expect others to treat us.