**The Council Chairperson – 2024**

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

IAEE will assign a staff lead and staff liaison(s) to work with you to ensure the council's work is done. In order to enjoy a successful year, you and your staff lead(s) will create a plan for your council which should be based on the council’s charge. The council’s charge is the written set of goals and objectives that supports the plan.

The council will abide by the IAEE’s Bylaws, Article IX that outlines the Councils’ authority which includes electing a chair to serve as an ex-officio (non-voting) member of the IAEE Board of Directors. The chair of the council may report to the IAEE Board Directors at their meetings. The council will abide by the IAEE Anti-Trust, Confidentiality, Data Protection, and Conflict of Interest Policies.

Much of the work of your council will result from your effective delegation of responsibilities to members of the council. Council members have been selected by the council’s nominating committee or nominating process and fit the criteria and interests of serving the council. Council members must be fully and clearly informed of what is expected of them; crucial timetables, budgets, and available resources must be clearly understood.

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

Chairperson responsibilities:

## You will preside at all meetings of the council.

1. The council's work is mainly accomplished through virtual meetings. If there is a face-to-face council meeting, it may be held in conjunction with an industry event. A time limit is set for the meeting length.

## You will organize council meetings.

1. In close cooperation with your staff lead, the agenda will be prepared, and the staff lead will provide it to all council members, ideally at least one week before the meeting. You should identify the reference and supporting materials that accompany the agenda.
2. The staff lead 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 your council may be properly supported.
3. When special projects are to be discussed, make certain the principals involved are available and present. Again, make sure that the staff lead is included.
4. You should define at the beginning of each meeting what the council 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.)

## You will delegate council 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 committee of members. In the event, a committee is formed, assign one person to chair the committee. Give the committee a deadline for the completion of its work. Be 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 council and committee assignments. You should regularly monitor the work of the council and stay in touch with the members.
3. Require council 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 lead and the staff liaison(s) are assigned to your council to help support your activities, to serve as advisors and to facilitate communications.
2. Keep council members informed of headquarters' activities and board policies. The IAEE Antitrust, Conflict of Interest, and Data Protection document(s) appears as an item on every agenda. **Review the IAEE Antitrust policy statement with the council. It is vitally important that you understand the legal limitations that guide appropriate council 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.*

1. When your council is engaged in important work or when you have achieved an important milestone, your staff lead and/or staff liaison(s) will have a media release prepared for your review. IAEE's Communications Department is prepared to support the important work that you do by advising the industry appropriately.

**Guidelines for Chairing a Council**

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

During your term as Chairperson of the Council, consistent help comes to you from the staff lead and staff liaison(s). The staff lead is aware of the council's activities and progress and will be able to advise you. Your staff lead is there to help you solve problems and understand procedures.

The success you achieve as the council leader also depends on your ability to preside over and guide the council meetings toward established goals. Consider the tips that follow which have been proven to be effective and considered to be association best practices:

* 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 protection reminders under the *Call to Order* agenda item.
* The reason for the meeting should be stated briefly and clearly at the beginning.
* Make sure council 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 council meeting. Be careful about not dominating conversation on the issues. Your role is more facilitator. Review the council’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.
* Ensure 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 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 council member promptly.
* Check at the end of the meeting to see if members feel that all relevant subjects have been adequately covered.

**Staff Lead**

The Staff Lead plays an important role in the work of the Council. The staff person will be a trusted advisor to the council chairperson and will be able to provide and access information to help with strategy development and implementation. In addition, the staff lead will:

A. Send meeting notices to council members at least **one week in advance** of scheduled meetings when possible. The preferred method is using a Teams Meeting Request for ease in making sure the meeting is noted on members’ calendars and for tracking responses.

B. Work with the council chairperson to develop the meeting agenda. Send the agenda before the meeting, preferably with the meeting notice.

C. Assemble all materials for the meeting.

D. Assist with logistics as appropriate. If held at a council member’s office, provide guarantees for the number of members attending. If the meeting is held virtually or through teleconference, make those arrangements. If the meeting is held at a hotel, the staff lead is responsible for working with the IAEE Events Staff to:

* Secure a block of sleeping rooms, if required.
* Arrange a meeting room.
* Plan breaks and any other food and beverage.
* Provide appropriate advance information to council members, other staff and guests regarding meeting and housing arrangements, including arrival and departure information and responses to invitations.
* Supervise proper servicing of the meeting regarding break and luncheon/dinner serving time, room environment, etc.

E. Attend council meetings, take and process minutes.

F. Send out meeting minutes within **two weeks** of the meeting, after approval of the Council Chairperson, to all council members and IAEE staff.

G. Delegate assignments from the minutes as determined by the council (to IAEE management staff, etc.).

H. Keep council chairperson informed of IAEE activities that affect their particular council.

**General Council Policies and Procedures**

The following council policies have been adopted by IAEE and its Bylaws to establish continuity in the council operations.

1. While most of the council meetings will meet virtually, some may have a face-to-face meeting(s).
2. Certain councils 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.

1. The number of council members shall not consist of more than 15 people.
2. No member of the council shall serve more than two consecutive terms.
3. No council chairperson shall serve more than two consecutive terms.
4. **Council members** may serve three-year or lesser terms for no more than two consecutive terms.
5. For the purposes of continuity (in some cases), the chairperson of a council will participate on the

council as Immediate Past Chairperson the year following their year as chairperson.

1. Council members are recruited from the IAEE membership-at-large and fit the criteria to be a member of the council. Each member appointed should be prepared to contribute their time and skills to fulfill the charge of the council.
2. Sometimes, a council may require participation from a representative with specialized expertise who is a non-member. An exception will be made for those special cases.
3. Council members should be ready and willing to participate, including accepting individual assignments as requested by the chairperson.

 11. It is not the intent that council officers will *automatically* succeed upward each year.

1. Recurring non-attendance at scheduled meetings, unless approved in advance by the council

chairperson, may result in removal from the council It is understood that there may be special circumstances that may arise.

Before you begin your work on an IAEE Council, there are three very important issues that are often forgotten.

* The council chairperson is responsible for the overall effectiveness and communication of the council, not the only person expected to do the work.
* When work assignments are given and accepted, the success of the council depends on the individual’s follow-through and completion of the task.
* The more effective a council 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 your council.

**Guidelines for Council Members**

The role that a council member play 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 council 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 a video or teleconferences, state your name before speaking.
* Speak in a voice everyone can hear. Wait until you have the attention of all the council 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 an 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 a 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. It is 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 council 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 council 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 council members is essential to assure the proper performance of IAEE’s responsibilities to the entire membership and the exhibition industry.

IAEE council 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 council member shall knowingly use their 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 council 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 council 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 their leadership position.

An IAEE council 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 council member shall not engage in, directly or indirectly, financial or business transactions as a result of, or primarily relying on, information obtained through their 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 council member at a duly convened meeting.

**DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST**

An IAEE council 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 council 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 council members, the disclosure shall be provided to the chair of the council. 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 council 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 council 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 council 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 members 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 council meeting shall reflect that the conflict disclosure was made to the board, the vote taken and, where applicable, the abstention from voting and participation bythe 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 council 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 council 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.

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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.