

# **The League of Minnesota Cities**

## **Governance Handbook**

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October 1, 2004*

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## **I. GOVERNANCE PRINCIPLES**

- A. The Board governs the League with the best interests of all Minnesota cities as its first priority. In conducting its business, the Board maintains a focus on the mission of the League.
- B. The Board commits to conducting its business adhering to the highest ethical, legal, and fiduciary standards.
- C. A spirit of openness, candor, and mutual respect for the input and opinions of others are critical to the Board's ability to govern effectively. Board members are expected to spend the time necessary to attend meetings and come prepared and informed on the issues.
- D. Board members may serve on the Boards or as officers of other organizations that adopt legislative policies. However, because of the significant potential for incompatibility, persons applying for or holding an officer or chair position, serving on an executive committee, or otherwise serving as an official spokesperson for another organization that adopts legislative policies should not hold the position of League President, First Vice President, Second Vice President, or Immediate Past President.
- E. Board members are expected to respect the President's role as the elected head of the Board. The President has a unique responsibility to maintain an open, candid and productive relationship with the Executive Director. Board members are encouraged to communicate directly with the Executive Director on any issue, though they are expected to act in ways that do not interfere with the President's role as the primary liaison between the Board and the Executive Director.
- F. Board members are expected to actively participate as needed on Board committees and task forces. Attendance at committee and task force meetings is as important as attendance at Board meetings.

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## **II. ROLE OF THE BOARD**

A. In addition to duties set forth in the constitution, the Board is expected to fulfill the following roles:

- 1) Determine and uphold the League's mission.
- 2) Hire, support and assess the Executive Director.
- 3) Authorize League staff positions.
- 4) Ensure an effective strategic planning process.
- 5) Ensure adequate resources.
- 6) Develop, monitor and strengthen the League's programs and services.
- 7) Enhance the League's reputation through advocacy and action.
- 8) Ensure legal and ethical integrity, maintain accountability and exercise fiduciary oversight.
- 9) Recruit new Board members as needed to support the League's nominations process and orient new Board members after they are elected.
- 10) Create and eliminate committees and task forces as appropriate.
- 11) Assess the Board's performance.
- 12) Provide for leadership continuity.

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### **III. ROLE OF AN INDIVIDUAL BOARD MEMBER**

#### **A. General Expectations**

- 1) Know the League's mission, purpose, goals, policies, programs, services, strengths, and needs.
- 2) Perform duties of Board membership responsibly, and with energy and enthusiasm.
- 3) Be an active advocate on League legislative policies to his or her legislative delegations, and to other policymakers as appropriate.
- 4) Participate in the League's nominations process as needed and assist in identifying strong candidates for Board positions.
- 5) Approach all issues with an open mind, objectively evaluating all input and information.
- 6) Remain informed about trends in the field of municipal government.
- 7) Bring good will and a sense of humor to the Board's deliberations.
- 8) Serve in leadership positions and undertake special assignments willingly and enthusiastically.
- 9) Board members are expected to conduct themselves in their personal professional life in a manner that does not reflect poorly on the League or on themselves as leaders of the organization.

#### **B. Meetings**

- 1) Prepare for and participate in Board meetings. (Pursuant to the League's Constitution, the League Board may declare a member's seat vacant after 3 consecutive absences or 4 absences in any 12-month period, commencing July 1.)
- 2) Willingly serve on committees and task forces as needed.

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- 3) Actively participate in Board and committee discussions consistent with your knowledge, conscience and convictions.
  - 4) Maintain confidentiality of the Board's executive sessions and protect the disclosure of private and confidential information.
  - 5) Suggest agenda items periodically for Board and committee meetings to ensure that significant, policy-related matters are addressed.

### **C. Decision-making**

- 1) Each Board member is expected to be actively involved in Board discussions. Board members must share their opinions, listen to the opinions of others, and make an effort to see the issue from the variety of perspectives other Board members may bring. If a Board member holds a view that has not been voiced, it is his or her obligation to share that view during the Board meeting – not simply before or after the meeting.
- 2) Any Board member who believes that he or she has a financial conflict of interest on any decision must disclose such a conflict to the Board before discussion begins and recuse himself or herself from the discussion and the vote. For purposes of this Handbook, a conflict of interest is a known transaction or relationship which presents or may present a conflict between a Board member's obligations to the League and the Board member's personal, business, or other interests, including a Board member's duty to the city of which the Board member is an elected or appointed official.
- 3) In deciding how to vote, Board members are expected to take into account the collective interests of all Minnesota cities and to vote what they believe to be the common interest – in other words, to vote on Board actions with the best interests of all Minnesota cities in mind.

After a vote is taken, unless the decision violates his or her core values, each Board member is expected to support the majority decision of the Board. In all circumstances, regardless of how the individual Board member voted or his or her personal view of the Board's decision, he or

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she is expected to fully describe and accurately characterize the Board's discussions and the rationale behind the outcome of League deliberations.

#### **D. Speaking on League Board Matters**

- 1) If it is asked or inferred that an individual Board member speak on behalf of the League, Board members should defer to the President and other official spokespersons or refer to official League policies and positions.
- 2) Board members are expected to be available as needed, within reason, to testify or otherwise advocate for the League's official positions at the Minnesota Legislature, and they must not actively speak against the League's position. However, those Board members serving in designated seats by virtue of their roles as officers of other city organizations are allowed to fulfill their obligations as spokespersons for those other organizations, though it is expected that their advocacy will entail speaking for that organization's position and not actively speaking against the League's position.

#### **E. Relationship with Staff**

- 1) Provide advice and support to the League's Executive Director.
- 2) Avoid asking for special favors of the staff, including special requests for extensive information, without prior consultation with the Executive Director or President.

#### **F. Managing Conflicts**

- 1) Serve the organization as a whole rather than any special interest group or constituency.
- 2) Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate.
- 3) Except in limited circumstance permitted under Minnesota law, never accept (or offer) favors or gifts from (or to) anyone who does business with the League.



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## **G. Accountability and Fiduciary Responsibilities**

- 1) Exercise prudence with the Board in the control and transfer of funds.
- 2) Read and understand the organization's financial statements and otherwise help the Board fulfill its fiduciary responsibility.

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## **IV. ROLE OF MEMBERS SERVING IN DESIGNATED SEATS**

### **Purpose of Designated Seats**

The purpose of designated seats for certain organizations serving metro-area cities, greater Minnesota cities, and small cities, as well as the cities of Minneapolis and St. Paul, is to ensure that the diverse perspectives of Minnesota cities are fully and continually reflected in Board deliberations. These Board members are encouraged and expected to bring to Board deliberations their own views and those of the entities that recommended them. However, as a League Board member, each of these individuals has the preeminent responsibility and duty to govern and make decisions based on what they believe to be in the best interest of all Minnesota cities.

### **Expectations**

- The expectations and obligations of Board members serving in designated seats are identical to those of other Board members, as delineated in the Governance Principles, Role of the Board and the Role of an Individual Board Member, with the sole variation being that identified in Part III, Section D.2. of this Governance Handbook.
- Those Board members designated for Board service by affiliate organizations are expected to be a two-way communication conduit between the League and those organizations.

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## V. ROLE OF THE LEAGUE PRESIDENT

- A. Ensure that the Board and individual Board members fulfill their responsibilities for the governance of the League and adhere to the Board's Governance Principles.
- B. Serve as a lead spokesperson for the League and ensure that Board actions are effectively communicated. The President has an even greater responsibility than other Board members to support and defend Board actions and to not deviate by conveying individual views or dissent.
- C. Serve a central role in the League's lobbying efforts.
- D. Serve as a primary representative of the League at League events and other member activities.
- E. Be a partner to the Executive Director in helping to achieve the League's mission. Provide support and encouragement to the Executive Director. Facilitate an annual review of the Executive Director's performance and compensation, in cooperation with the Board's Personnel Committee.
- F. Facilitate a productive, mutually respectful relationship between the Board and staff.
- G. Chair meetings of the Board, ensuring that the Board functions effectively, interacts with staff optimally, and fulfills all of its duties, including reaching timely decisions. In leading discussions, work to ensure that all members participate and that all points of view are fully expressed before a vote is taken. Discuss with the Executive Director his or her suggestions related to Board agenda items.
- H. Chair the Executive Committee and report back to the Board on Executive Committee actions and activities.

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- I. Ensure that a well-functioning nominations and elections process is in place for new Board members.
  - J. Serve as a liaison between the Board and Executive Director and communicate to the Board any concerns that may arise.
  - K. Ensure that processes are in place to continually evaluate the pace, direction, and organizational strength of the League.
  - L. Ensure periodic evaluation of the Board's governance, including its structure, membership and overall functioning, in cooperation with the Governance Committee.
  - M. Take a leadership role in ensuring leadership succession plans for the Board and Executive Director.
  - N. Fulfill such other assignments as the President and Executive Director agree are appropriate and desirable for the President to perform, consistent with Board policy or direction.
  - O. Appoint members of Board committees and task forces.
  - P. Preside at the annual business meeting and all other meetings of the League. The President may designate others to preside instead.
  - Q. Appoint League representatives to such non-League committees as may be appropriate.
  - R. Represent the League to the National League of Cities as appropriate and needed.

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## **VI. ROLE OF THE LEAGUE FIRST VICE PRESIDENT & SECOND VICE PRESIDENT**

- A. Fulfill any delegable roles and responsibilities of the President as requested by the President. In the absence of the President, the First Vice-President shall act as President. In the absence of both the President and the First Vice-President, the Second Vice-President shall act as President.
- B. Commit significant effort toward learning League programs, services and responsibilities in active preparation for succession to the office of League President.
- C. Fulfill all roles and responsibilities of individual board members in an exemplary manner.
- D. Assist in leadership of the organization.
- E. Act as primary spokespersons for the League.
- F. Serve as members of the Executive Committee.
- G. In the case of the First Vice President, chair the Finance Committee.
- H. In the case of the Second Vice President, serve as chair of the 4M Fund Advisory Committee.

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## **VII. ROLE OF THE LEAGUE IMMEDIATE PAST PRESIDENT**

- A. Serve as a member of the Executive Committee.
- B. If possible, chair the League Nominating Committee.
- C. Serve as a member of the League Governance Committee.
- D. Fulfill any delegable roles and responsibilities as requested by the President.