



FACILITY NOTIFICATION CENTER ASSOCIATION

GOVERNANCE

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PREAMBLE

The following Governance Model is designed to help the Facility Notification Center Association (FNCA) Board, hereafter referred to as the FNCA Board, effectively interpret its By-Laws and Constitution. Above all, this document seeks to set out the rules for how the FNCA Board will function and operate. By no means should this document be construed to supersede or contradict any documents of incorporation, governance models, etc. for FNCA members or other participating entities.

OVERVIEW

Governance is the set of processes, customs, policies, laws, and institutions that affect the way people direct, administer or control an organization. It includes the relationships among the many players involved (the stakeholders) and the organizational goals.

Across the non-profit world, the structure and form in which organizations operate to achieve their missions and mandates can vary widely. How exactly a particular organization decides to govern itself depends on numerous factors. With relatively new or small organizations, it is common to see a working Board with directors involved in normal, day-to-day operations.

The intention of this document is to outline a governance model that represents the international interests of all FNCA members.

This model is designed to be flexible and work with the diverse interests that exist across the US, Canada, and International Notification Centers. Over time, it is anticipated that additional binding accountabilities will need to be added to the model to ensure the effective delivery of mandates to all stakeholders and the relevant government bodies.

RATIONALE OF THE FNCA BOARD

The rationale of the FNCA Board is for a stakeholder group with four underpinning purposes:

- First, there is a need for the inclusion of the diverse state, regional, national, and international Notification Center interests.
- Second, there is a need for working relationships with influential national entities and organizations. The FNCA Board and Leadership Committee ensures these important entities are considered in the process. This dedicated inclusion also ensures information is collected and disseminated to the greatest degree possible across the country.
- Third, there is a need to better utilize the collective strength of national and international organizations to influence federal, regional, state / provincial, and local policy makers/regulators to support damage prevention measures that mitigate risks to underground facilities.
- Fourth, and most important, the FNCA Board and Leadership serves as a common platform to amplify the voice of the Facility Notification industry ensuring a more coordinated effort to spread underground safety and damage prevention best practice across the US, Canada, and the rest of the world.

ROLE OF THE FNCA BOARD

Essentially, the FNCA's Board and the Leadership Committee's primary role is to govern the association, champion the national and international priorities of the Notification Centers, and/or interface with national level stakeholders. The FNCA Board, guided by its Leadership Committee, sets the broad strategy with a focus on the larger issues while delegating the operational details to working committees or back to the local-alliances and/or other participating stakeholders. Typical priorities include but are not limited to the following:

- Acting as the unified Facility Notification voice on behalf of all member entities
- Governance body for the Trade Association
- Improving Best Practices
- Promoting damage reporting
- Planning national conferences or symposiums
- Standardizing regulatory legislation at the governmental level
- Advocating the integrity of the One-Call Facility Notification process.
- Other projects pertaining to a national and international scope or mandate.

LEGAL STATUS

FNCA is a legal entity (effective 2020). It has also obtained 501(c)(3) tax exempt status as recognized by the IRS. Under this provision, it has been determined that FNCA is a public charity.

From a governance perspective, the FNCA Board and Leadership Committee are responsible to the members for evaluating progress on national priorities. The Board is directly accountable to the stakeholders for its work, activities, and conduct of its members.

GOVERNANCE MODEL DESCRIPTION

The FNCA Governance Model is built on a federated model. For purposes of this document, we adopt the following definition of federated governance:

A federation (Latin: foedus, foederis, 'covenant') is a union comprising several self-governing societies, which in this case are the individual Facility Notification Centers, united by a central ("federal") FNCA Board.

BOARD MEMBERSHIP

The FNCA Board is drawn from the FNCA Leadership Committees and appointments to a maximum of 15. This governance body is fiduciarily accountable, makes all policy decisions and oversees the operations of the FNCA as per the organization's By-laws.

Board Members (directors) must be in good standing and are typically appointed on a staggered two-year term to ensure continuity. All Board members are directly accountable to their organization and to the FNCA Board as a whole; provided, however, that all members of the FNCA Board have a variety of fiduciary obligations to FNCA and may need to abstain on FNCA matters if the Board member's obligations to FNCA

conflict with their obligations to their organizations.

New Member Alliance Provision

When a new member joins, it is understood they will automatically be granted entry into the FNCA Leadership Committee and will be provided representation as outlined above.

LEADERSHIP COMMITTEE (CEO/ED)

Fiscal Stewardship

The FNCA is an independent entity and collects membership fees as its primary source of revenue. It is understood the FNCA will not accept revenue if it means displacing a provincial/states investment. Specific funding formulas and/or in-kind donations from members shall be prescribed in the association's membership agreement.

The FNCA Board will be responsible for the following specific activities:

- maintaining adequate financial records such that the financial activities of the FNCA can be reported;
- providing an accounts receivable and payable function;
- providing financial statements; and
- providing regular financial context to members in regard to the Board's activities.

As a matter of policy, the FNCA Board will not borrow funds or run a deficit without super-majority Leadership Committee assent.

Process for Electing the FNCA Board of Directors

1. Member Partners:

Directors shall be elected at the annual membership meeting to hold office until the next annual membership meeting and until the director's successor is elected and qualified, or until the director's death, resignation, or removal. In order to establish staggered terms, the first directors shall be divided as equally as possible into three (3) groups, with one group serving an initial term of one (1) year, a second group serving an initial term of two (2) years, and the remaining group serving an initial term of three (3) years.

2. Leadership

Committees, sub-Committees, Task Forces, Stakeholder Groups would typically hold a meeting (or series of meetings) prior to formal FNCA Board meetings; allowing each group to synthesize information, act in unison and contribute subject matter expertise and strategic counsel as one united voice. Members represent the interests of their organization and are in good standing from a By-laws perspective (including dues paid). In terms of function, these Leadership groups are encouraged to consider information, reach a consensus on positions and determine a suitable individual to act as the official Leadership representative to the Board. This system allows each group to have as many members as they feel are necessary.

It is recommended that Leadership representatives possess some of the following attributes:

- be duly elected and/or under hire;
- be accountable to their Center;
- be committed to a national approach, and;
- possess a thorough understanding of stated FNCA operational principals.

Regardless of the process involved, the provinces/states and Leadership agree to have their members in place by January 1st of each year. All parties may change their elected representatives, as they deem appropriate.

Term of Office and Accountability

There is no specific term of office prescribed. All parties may, at their discretion, have individuals serve multiple terms on the Board and Leadership. In all cases Board members are directly accountable to their Centers.

Role of Elected Board Members

Board members and Leadership representatives are responsible for the following core responsibilities:

- Paying annual membership dues.
- Collecting national priorities from their province/state Alliance or National Stakeholder Group representative constituency.
- Providing the FNCA Board with regional views, opportunities, and challenges of a national nature.
- Providing service to the FNCA Board, i.e. attending meetings, participating on initiatives, committees, sub-committees, task forces as required, etc.
- Reporting national activities and decisions back to their Center on a regular basis.
- Electing a FNCA Board Chair and Executive Team.
- Performing other duties as may be assigned by the FNCA Board Chair.

Appointing the FNCA Board Chair

The main officer position on the FNCA Board shall be the Chair. The FNCA Board Chair will be elected from the FNCA Board members at their Annual Meeting in October. A Chair shall serve for two years unless re-elected for a subsequent term. There is no limit on the number of terms a Chair can maintain.

In addition to the Chair, other Officer positions shall include the Vice-Chair, Secretary and Treasurer, and Leadership.

Officer Positions

Role of the Chair (Two-Year Term)

The FNCA Board Chair is responsible for the following specific activities:

- Being a member of the Board.
- Ensuring Board governance effectiveness and accountability.
- Coordinating meetings.
- Collecting and setting agenda items.

- Distributing the meeting agenda.
- Striking and dissolving working committees on behalf of the Board.
- Delegating the responsibility for recording action agreements.
- Conveying the FNCA Board’s messages to external parties (see FNCA Communication Protocol).
- Coordinating, in collaboration with the Board as a whole.

Role of the Vice-Chair (Two-Year Term)

This position is typically successor to the Chair position. Responsibilities include:

- Being a member of the Board.
- Performing Chair responsibilities when the Chair cannot be available (see Chair Job Description).
- Reporting to the Board's Chair.
- Working closely with the Chair and other staff.
- Participating closely with the Chair to develop and implement officer transition plans.
- Performing other responsibilities as assigned by the Board.

Role of the Secretary (Two-Year Term)

The responsibilities of the Secretary include:

- Being a member of the Board or Leadership.
- *Maintaining records of the Board and ensuring effective management of organization's records *(either directly or through an approved designate).
- Managing Board meeting minutes.
- Ensuring Board meeting minutes are distributed to members shortly after each meeting.
- Being sufficiently familiar with legal documents (articles, by-laws, etc.) to note applicability during meetings.

Role of the Treasurer (Two-Year Term)

The responsibilities of the Treasurer include:

- Being a member of the Board.
- *Managing finances of the organization *(either directly or through an approved designate).
- Administrating fiscal matters of the organization.
- Providing annual budget to the Board for members' approval.
- Ensuring development and Board review of financial policies and procedures.
- Reviews issues of concern to the board with the Executive Committee
- Monitors financial planning and reports
- Annually evaluates the performance of the organization in achieving its mission and objectives
- Is the primary spokesperson and representative for the organization locally and internationally
- Annually reviews matters of governance relating to the board’s structure, role, and relationship to management

Role of the Committee Chairs (Term Determined by the Board)

The responsibilities of the Committee Chair’s include:

- Setting the tone for the committee work.
- Ensuring that members have the required information to do their jobs.
- Overseeing the logistics of committee's operations.
- Reporting to the Board's Chair.
- Reporting to the full Board on committee's decisions/recommendations.
- Assigning work to committee members, setting the agenda, leading the meetings, and ensuring distribution of meeting minutes.
- Initiating and leading the committee's evaluation.
- Initiating sub-committees and task forces as appropriate.

Executive Committee Job Description (Two-Year Term)

With the exception of the Committee Chairs, the Executive Committee manages the day-to-day operations of the Board of Directors and has some delegated decision-making authority (from the Board). The scope and authority of the Executive Committee is derived from the Board of Directors, the Governance Model and the By-laws and Constitution. The Executive Committee is therefore fully accountable to the Board for all its actions. The Executive Committee will keep the Board apprised of any substantive decisions.

Board Member Job Description (Three-year term/staggered)

A Board member represents the highest level of authority and is the only entity entitled to vote.

The responsibilities of a Board member include:

- Attending Board meetings and important related meetings on a regular basis.
- Making a serious commitment to participate actively in committee work.
- Volunteering for and willingly accepting assignments and completing them thoroughly and on time.
- Staying informed on committee matters, being well prepared for meetings, and reviewing/commenting on minutes and reports.
- Getting to know other committee members and building a collegial working relationship that contributes to consensus.
- Participating actively in the committee's annual evaluation and planning efforts.
- Subscribing to the mission and vision of the FNCA.

Leadership Committee Job Description

Leadership member responsibilities include:

- Attending Leadership Committee meetings (aka CEO/ED Committee) and important related meetings on a regular basis.
- Active engagement at Board meetings and in discussions when asked to do so.
- Making a serious commitment to participate actively in committee work.
- Volunteering for and willingly accepting assignments and completing them thoroughly and on time.
- Staying informed on committee matters, being well prepared for meetings, and reviewing/commenting on minutes and reports.
- Getting to know other committee members and building a collegial working relationship that contributes to consensus.

- Participating actively in the committee's annual evaluation and planning efforts.
- Subscribing to the mission and vision of the FNCA.

Termination of the Chair, Vice Chair, Secretary, Treasurer or President

These positions can only be terminated by a super-majority “non-confidence vote” of the Leadership Committee. The vote will be conducted by secret ballot and will be maintained by a mutually agreeable third party.

FNCA Board Decision-Making Process

The FNCA Board is comprised of delegated members from the Leadership Committee that have their own respective memberships, constitutions/bylaws and governance models in place to make decisions. Therefore, any decision-making process employed must be flexible enough to take these factors into account while simultaneously respecting the integrity of the process and the need for the FNCA Board to be able to make decisions.

The model that best accomplishes this process is a majority / super-majority decision-making model (Majority/super-majority) which is hereby defined as a group decision-making process that not only seeks the agreement of most participants, but also the resolution or mitigation of minority objections. All Board Members must be provided the opportunity to participate for a decision to be considered valid and/or made. Ex officio members are an integral component of any discussion and should be equally involved at the table at this stage.

Board Members may choose to opt out or abstain from a particular decision so a decision can be reached (in essence they agree to live with the decision). In instances where majority / super-majority cannot be reached, the decision will be deemed a protracted disagreement. There is no set time period for a particular decision-making process.

The Dilemma of Member Approval

As stated above, this model serves the national priorities of the FNCA and where there is entrenched disagreement, this model is challenged.

Quorum

For a Board of Director’s meeting to be considered duly convened, a majority of the directors present and then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

Proxy and Proxy Voting

A proxy is a person who represents a member by virtue of a document acknowledging their authority. Board Members shall provide their proxies to the Chair prior to the Annual General Meeting.

A proxy vote is a ballot cast by the acknowledged authority of the company's primary designate who can't attend a meeting, or who doesn't want to vote on an issue.

External Communication

The FNCA Board speaks authoritatively when it is duly convened. Statements by individual Board members made externally have no official weight unless officially delegated by the Board. In other words, the Board speaks with one voice or not at all. The "one voice" principle makes it possible to know what the Board has said, and what it has not said. Unless delegated to the President, the Chair shall be the main person responsible for conveying the Board's messages to external parties and shall be directly accountable to the Board for the content and delivery. For further information, please consult the Communication Protocol.

Governance / Operations Interface

The FNCA's Governance Model is built in alignment with Carver's Model of Board Governance and operates under Robert's Rule of Order. In this respect, there is a clear separation between Operations and Governance. Given the limited resources on the operational side, Board members will serve on working Board sub-committees, both in a governance and an operational capacity.

The main interface in this model is the Chair of the Board. The Chair collects the views of the Board members and works in collaboration with the Executive Team. The Chair is responsible for interpreting the broad strategic direction from the Board and implementing it operationally vis à vis the Committee Chairs. While the Chair is accountable to the Board as a whole, the Executive Committee is collectively responsible for the FNCA's mission, vision, budget, strategic plan and accompanying business plan.

Committee Structure

Given the limited capacity for the Board to carry out specific initiatives, ad hoc committees and the like will be created from time to time. Committees and their members receive their authority from the FNCA Board and exist solely at the Board's discretion. The FNCA Board shall have the power to create or dissolve committees with the knowledge and agreement of the Board of Directors.

Each committee will have a Board Liaison drawn from the Board membership and / or Leadership. Committees will be structured in alignment with the organization's national priorities and/or special purposes. Each committee will be responsible for building terms of reference that will be submitted to the Chair for subsequent Board ratification. If the committees require resources, the Board as a whole will be responsible for securing the resources in the context of the overall resource available.

Committee Co-Chairs will report out to the Board and Leadership as requested or as prescribed on at least an annual basis.

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