



MACo
Board
Member
101

1

What do I need to know?

- MACo Organization and Structure
- Duties & Responsibilities
- Role in Organizational Operations

2

MACo is the Mothership

- MACo has service agreements with the Trusts (HCT, PCT, WTC) to provide administrative and lobbying services on each Trusts' behalf.
- The Trusts pay MACo for these services, which includes employees. All employees are MACo employees!
- You (MACo Board) approve these agreements every June.
- Each Trust also has a separate Board of Trustees. They also approve the agreements.
- Every county is a member of MACo!



Who is on the MACo Board?

Executive Committee

- President, First VP, Second VP, Urban County Rep, Fiscal Officer, and the Immediate Past President

District Chairs

- Elected chairperson from each of the 12 districts
- Regional districts have authority and responsibility to call district meetings and adopt resolutions
- Chairs and vice-chairs are elected by majority vote of member counties in district

Association Reps

- Elected county official associations with no fewer than 29 members may designate a voting member of the Board

Three Primary Duties of a Board Member

DUTY OF
CARE

DUTY OF
LOYALTY

DUTY OF
GOOD FAITH

5

Duty of Care

Duty to exercise the same skill and care that an ordinarily prudent person would under similar circumstances.

Reasonable person standard.

Increased standards of duty of care based on "day job" (i.e. attorney, accountant, manager, etc.)

A board member is considered to have met the standard of duty of care if they rely on information provided by the experts in the area.

6

Duty of Loyalty

Board members must act in the best interest of the organization they are serving.

Must disclose any real or perceived conflicts of interest.

7

Duty of Good Faith

- Good faith belief that you are acting within the scope of authority.
 - Bylaws
 - Enabling legislation or documents
- Protect confidentiality.
- Carry out organization's mission in accordance with the stated purpose.

8

Responsibilities of Board Members

From the Bylaws (highlights):

- Develop policies of the Association with input from membership
- Supervision of Executive Director
 - Employ and remove (after due process)
 - Approve ED's staff policy manual
- Financial oversight
 - Approve budget, recommend dues, fees, and assessments, authorize and review audits
- Function as nominating committee for Offices of second VP and fiscal officer

Rainbows and Unicorns,
otherwise known as
Strategic Planning



9

Final Thoughts

- You may be sued as a Board member, but you have the right to be indemnified.
- What hat are you wearing?
 - When acting in the role of a board member, you must set aside how something would affect your county to determine your decisions as a board member.
 - If the action will affect your County only, consider recusing yourself
- Any questions?
- Thank you for serving!

10