



## Board of Directors Nomination Information Package

### The Opportunity

Serving as an American Whitewater Director is an exceptional opportunity to help foster the continued growth and development of a highly respected nonprofit organization. While serving as a Board Director requires both commitment and energy, it is a rewarding and fulfilling opportunity and a great way to give something back to the paddling and environmental community.

### The Organization

American Whitewater, Inc. (AW) is the only national advocate for the preservation and protection of Whitewater Rivers throughout the United States. Founded in 1954, AW has a rich 50+ year history representing the interests of human-powered recreational river users and using ecological and science-based data to achieve goals within our mission:

*AW's mission is to conserve and restore America's whitewater resources and to enhance opportunities to enjoy them safely.*

AW is a membership organization representing a broad diversity of individual whitewater enthusiasts, river conservationists, and more than 100 local paddling club affiliates across America.

Our success is the direct result of a sustainable model that leverages the skills and expertise of a highly motivated professional staff working closely with “on the ground” volunteers that have local knowledge and passion to protect their home rivers. This volunteer model allows American Whitewater to be the national thought leader in river stewardship.

American Whitewater is a 501 (c)(3) nonprofit corporation governed by a 12 member Board of Directors. The Board provides strategic direction, fiduciary oversight and governance of the organization’s operations. Directors are elected by the general membership and serve three year terms (maximum of 4 terms).

AW’s day to day operations are led and managed by an Executive Director, who reports to the Board of Directors. In addition to the Executive Director we currently have 7 paid staff members including a national stewardship director, regional stewardship directors, and administrative staff.

See the current [About](#) AW section on our website for financial information, stewardship initiatives, annual reports and recent accomplishments.

### Director's Duties and Responsibilities

American Whitewater’s Directors are the trustees of organization and act as fiduciaries for the members we serve. The Directors are responsible for all outcomes of the organization including:

- Strategic direction and initiatives



- Monitoring operational performance including the fiscal health of the organization and mission fulfillment
- Performance review and salary administration for the Executive Director
- Working with the Executive Director to make sure the organization has the necessary resources to fulfill its mission.

American Whitewater's bylaws and constitution empowers the organization's Board of Directors to provide this governance and leadership:

*"The powers, duties and responsibilities of proper management of the affairs of this organization shall be vested in a Board of Directors, to be elected to staggered terms by the individual dues-paying members of the organization."*

The Board of Directors normally meets twice each year in person. Typically these meetings occur in the spring and fall. The Board also holds an annual December conference call to approve the operating budget and conduct other organizational business. Board members are expected to attend both meetings and participate in the December conference call. Occasionally organizational needs will dictate additional meetings but this is rare.

Other duties and responsibilities of a Director include:

- Appropriately prepare for, attend and contribute to all board meetings and conference calls. This includes reading and reviewing all materials and information provided in advance of meeting.
- Abide by AW's "Conflict of Interest" policy
- Represent the interests of American Whitewater members in fulfilling AW's mission.
- Maintain appropriate confidentiality regarding all AW business.
- Understand and comply with AW's Constitution and Bylaws
- Never exercise authority as a Board member except when acting in a meeting with the full Board or the Executive Committee or as specifically delegated by the Board.

Board Members that do not fulfill these commitments will be contacted by the President to discuss their responsibilities and may be asked to resign from the Board prior to the expiration of their term.

### **Conflict of Interest Policy**

Employees and board members of AW have an obligation to conduct business without any actual or potential conflicts of interest. An actual or perceived conflict of interest occurs when a board member or an employee is in a position to influence a decision that may result in personal gain or gain for a relative as a result of business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the board member or employee is similar to that of persons who are related by blood or marriage.

No presumption of a conflict is created by the mere existence of a relationship with outside firms. However, if a board member or an employee has any influence on any material business



transactions, it is imperative that he or she discloses to an officer of the organization as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

Personal gain, and thus a conflict, may result not only in cases where a board member, an employee, or a relative has a significant ownership in a firm with which AW does business, but also when a board member, an employee, or a relative receives any substantial gift, or special consideration as a result of any transaction or business dealings involving AW.

If a perceived conflict of interest is present, board members and staff must disclose and recuse themselves from voting and decision-making. It is an expectation for the board / staff member in question to leave the room during a vote on the issue.

### **Board Candidates Qualifications and Requirements**

Director Candidates must be committed to promoting and inspiring responsible river stewardship and as a result, make a difference in the future of America's whitewater rivers. AW continually seeks Director Candidates with the following attributes:

- An individual AW member in good standing
- A deep passion for rivers and AW's mission
- Demonstrated common sense in pursuing the mission
- Inherent leadership, management and interpersonal skills, patience, a good sense of humor, and the ability to participate in and sustain collaborative group efforts
- The ability to commitment to attend and participate in meetings and fulfill all of the duties and responsibilities enumerated above
- The ability and willingness to be an AW ambassador in the greater paddling community and promote AW membership and participation
- The ability and willingness to get involved and contribute to AW projects in their local community or sphere of influence
- Contribute annually at the Ender Club level or higher

AW board members are often key influencers within their areas of expertise and each director is expected to use his/her expertise to support the growth and development of the organization. This includes helping to open doors for the organization and building relationships critical to long-term success.

AW seeks to balance the geographic representation on our board to reflect our membership and ongoing river stewardship initiatives and will sometimes solicit Director Candidates from a specific geography in order to achieve this balance.

We will also solicit specific professional skills sets in potential Director Candidates based on current organizational needs such as: financial skills and expertise, specific legal or regulatory expertise, marketing expertise, specific scientific or other expertise. These specific needs will change from year to year and will be delineated in the annual *Call for Nominations*.



### **Board Member Travel Stipend**

AW recognizes the significant financial and time commitment required of its Directors. In an effort to allow more AW members the opportunity to serve AW will reimburse Directors up to \$500 to cover the cost for travel to and from the Board meetings. Lodging and most meals (with the exception of alcoholic beverages) at board meetings are provided by AW.

### **The Nomination and Selection Process**

AW's standing nominating committee includes the current Vice President, the 2 most recent past Presidents and is chaired by the Vice President. It is the nominating committee's responsibility, along with the Executive Director, to determine the current organizational needs (i.e. skills sets or geography, the number of seats to be elected, etc.) and issue a *Call for Nominations* each spring. The call for nominations appears in the March/April Journal, is posted to the website and is sent to the membership via email. Affiliate club Presidents will also receive a letter seeking nominations from the Club's leadership.

Any AW member or affiliate club can submit a nomination and an individual member is free to nominate themselves. Nominations are due by July 1 each year.

In order for a Candidate to be considered the nomination must include:

1. Completed Director Candidate nomination form and questionnaire (see attached).
2. At least 2 letters of recommendation from AW members in good standing.
3. A quality photograph of the Candidate suitable for use in creating a ballot and updating our website

All nominations must be submitted electronically by July 1. The nominating committee will review all the nominations and select a final slate of candidates to recommend for election to our membership. Normally a ballot will include 4 Director Seats each year, some new and some returning. Occasionally a ballot will include more than 4 seats to accommodate situations where a Director resigns prior to their term's expiration.

The committee's review may include an interview (via phone or in-person) and Candidates may sometimes be invited to participate in a Board meeting as a guest to meet the entire Board.

Once vetted by the nominating committee successful Candidates will be placed on the ballot and voted on by the membership. Board terms begin January 1, last three years, and end on December 31.



## Board Nomination Form and Questionnaire

Questionnaire, letters and quality digital photo are due by July 1. Please send completed questionnaire to Mark Singleton: [mark@americanwhitewater.org](mailto:mark@americanwhitewater.org).

Your Name:

Mailing Address:

Email Address:

Daytime Phone:

Cell Phone:

### Questionnaire:

1. Are you a member of American Whitewater? Y N
2. How many years have you been an AW member?
3. Why did you join AW?
4. What is your current occupation and employment status?
5. Provide a brief written statement of your interest in being an American Whitewater Director.
6. Please explain any specific experience you possess relevant to a position on the American Whitewater Board (other board service, business background, industry background, financial experience, legal or regulatory expertise, marketing experience, fund raising experience, etc.)?
7. Which specific priorities or attributes identified in this year's call for Nominations do you possess?
8. Where would you like to see American Whitewater head in the next three years (stewardship projects, positioning, member outreach etc.)?
9. Please describe any river stewardship projects that you have been involved in and what role you played in those efforts?
10. Please provide any additional information or comments you feel that the nomination committee might find useful as we consider your nomination.
11. Please provide a short biographical (500 words or less) statement and message to the membership to be published in the journal and on the website. This will also be used on the ballot.
12. I certify that all of the above information is true and correct. Furthermore I attest that I have read the Board of Directors Nomination Information Package and that I am able to fulfill the duties and responsibilities described therein and that I understand and will abide by American Whitewater's Conflict of Interest Policy.

Signature\_\_\_\_\_ Date\_\_\_\_\_



### **Other Required Information**

Please submit the following information along with this completed questionnaire:

1. Two (2) letters of recommendations from current AW members.
2. A quality digital photo of you to use on our website, the Journal and ballot.