



BOARD MEMBER RESPONSIBILITIES

ROLE

A Board Member serves as a voting member of the Board of Directors of the Marshall Economic Development Corporation (MED). In that capacity, they develop policies, procedures, and regulations, as well as monitor the financial performance and economic development programs of MED. They are supportive of MED's Type A governing organization adopted by the Citizens of the City of Marshall in 1991.

TERM

Terms shall be for three (3) years with members eligible to serve two (2) consecutive terms. Any former member of the Board of Directors may be considered if there has been at least one year's absence from serving on the Board.

BOARD MEMBER RECRUITMENT

The ideal candidate shall have experience and or qualifications for prospective business and industry knowledge to include:

- Current or past experience with business or industry-related fields involving Type A Economic Development served sectors
- Good general budgetary and financial experience providing a good understanding of acceptable business risks versus rewards for local community governments in the recruitment of new businesses and/or expansion of current businesses.

PROCESS FOR APPOINTMENT

MED Board of Directors will accept applications at any time for interest in serving on the MED Board and will review them as terms become available. The MED board members and staff will evaluate the applicant's availability to fulfill the board member's expectation of service guidelines. The MED Board of Directors will ask for interviews of evaluated applicants. The MED Board of Directors will approve of nominations to bring before the City Commission of Marshall for consideration of approval of the appointment.

TIME COMMITMENT

- Attend all meetings of the board, called at the discretion of the Chairman or Executive Director when necessary actions must be taken. Meetings normally are held on the last Wednesday of each month at 3:00 p.m. at the MED office and conference room, 100 N Bolivar St, Ste 206, Marshall, Texas 75672.
- Participate in MED new board member orientation and training
- Serve on at least one MED committee
- Attend scheduled economic development retreats, planning sessions, workshops, or other scheduled activities
- Attend, support and participate in any other special activities in which the Board has a significant role
- Attend City Commission meetings when MED is making a presentation or seeking approval for projects

- Serve as a representative of the MED at site visits by economic development prospects when called upon to do so. Typically, the Chairman and the Chair of the Business Development Committee serve in this capacity unless unavailable

OBLIGATIONS

- Must be a resident of Harrison County and preferably of the City of Marshall, if possible
- If employed or self-employed, must be employed in, by, or own, manage, or operate a business or venture located in Harrison County, Texas
- Must not serve in an elected capacity according to MED Bylaws adopted by the City of Marshall
- Must not be an employee in direct service with the City of Marshall or Harrison County, except as stated in the MED Bylaws
- Fully understand and support the purpose and goals of MED, a Type A EDC
- Discharge the duties of Director as outlined in the Bylaws of MED
- Participate in the establishment of policies for MED
- Monitor MED's financial performance
- Represent MED to the public and private sector, where needed, and serve as an advocate for MED and the business community
- Bring personal/professional expertise - and that of others - to support the organization
- Commitment to open and honest discussion of policy alternatives and project deliberations
- Compliance with EDC Code of Ethics, Conflict of Interest Statement, Confidentiality Guidelines, and General Operating provisions (Attachments A, B, and C)

EXPECTED TIME COMMITMENT PER MONTH*

Hour preparation plus monthly Board meeting	3 hours
Participation in another committee or workgroup	3 hours
Related reading/ancillary meetings	2 hours
Total of potential minimum time	8 hours per month

**** Officers and Committee Chairs generally spend more time with staff as needed.***

Statement of understanding of Marshall Economic Development Board service commitments

I, _____ do hereby acknowledge, understand, and have accepted the above and the following attachments related to MED's Code of Ethics, Conflict of Interest Statement, Confidentiality Guidelines and General Operating provisions and understand that MED Board is a working Board.

Signed this _____ day of _____, in the year _____.

MED Board Member

(Signature required upon appointment approvals)

Attachment A
Marshall Economic Development Corporation
Code of Ethics

General Conduct

The staff and Board of Directors of the Marshall Economic Development Corporation (MED) are expected to conduct themselves in a fair and honest manner, acting in good faith to avoid conflicts of interest and the appearance of conflicts of interest, respecting the confidentiality of clients, maintaining personal integrity in all professional relationships, and acting as good financial stewards of the investments made in the organization.

Conflicts of Interest

Employees and Board members will perform their duties conscientiously, honestly, and in accordance with the best interest of MED, the City of Marshall, and Harrison County as a whole. Employees, Board members of MED committees, and directors must not use their positions or confidential knowledge gained as a result of their position for private or personal advantage. Board members and staff are expected to disclose any actual or potential conflict of interest at the first available opportunity and registering such conflict in writing for record-keeping.

Conflicts of Interest Policy

The purpose of the conflicts of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of MED.

Definitions

1. **Interested Person** - Any voting Board member who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest** - Any person has a financial interest if the person has, directly or indirectly, through business, investment, or immediate and/or extended family:
 - a. An ownership or investment interest in any entity with which MED has a transaction or arrangement, or
 - b. A compensation arrangement with MED or with any entity or individual with which MED has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which MED is negotiating a transaction or arrangement, or
 - d. A Board member who serves as a trustee, board member, or in an advisory capacity for an entity seeking assistance, or
 - e. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the governing board decides that a conflict of interest exists.
3. **Family** - Immediate family includes an unemancipated child of a voting board member residing in the household and the Board member's spouse, if not legally separated. The extended family includes lineal descendants, lineal ascendant, sibling, spouse's lineal descendant, spouse's lineal ascendant, spouse's sibling, and the spouse of any of these persons.

Procedures

1. **Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall remain in the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists. In the event of a tie or if there is any question, the MED attorney will be consulted for a legal determination of a conflict.
3. **Procedures for Addressing the Conflict of Interest**
 - a. As described above, an interested person shall abstain from voting on any transaction or arrangement involving the possible conflict of interest. That person will be allowed to provide their opinion on the transaction or arrangement to the Board of Directors.
4. **Violations of the Conflict of Interest Policy**
 - a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member the opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board shall ask the member to abstain from voting or remove themselves from active participation in the matter of the conflict of interest.
5. **Annual Statements**
 - a. Each Director and staff shall annually sign a statement which affirms the following:
 - i. Has received a copy of the Board member expectation statement, conflict of interest and confidentiality policy
 - ii. Has read and understands the statements and policies
 - iii. Has agreed to comply with the policy, and
 - iv. Understands that MED is a non-profit, quasi-governmental entity and in order to maintain its federal tax exemption, it must engage primarily in activities to promote economic development within Harrison County and to provide other services incidental thereto, and for the transaction of any other lawful businesses permitted to be carried on by corporations qualified for tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time.
Understands that MED is also governed by the Texas Local Government Codes 501 and 504, Texas Tax Code 313 Texas Economic Development Act, and local rules and procedures approved by the Marshall City Commission and MED Board of Directors as specified in the MED Articles of Incorporation and MED Bylaws developed upon MED's creation in 1991.

Attachment B
Marshall Economic Development Corporation
Confidentiality Guidelines

1. Board of Directors and staff have fiduciary duties of loyalty and care, which includes refraining from disseminating information to others that could harm the prospect or MED. Board of Directors and staff are expected to sign MED confidentiality agreements.
2. Board of Directors and staff must always refrain from disclosure of confidential information until deemed appropriate by the prospect. Disclosure of confidential information is prohibited by any communication means, including but not limited to e- mail, web posting, hard copy document, or verbal communication.
3. Board of Directors and staff must keep sensitive matters confidential until projects are completed as defined by the Economic Development Act. Accordingly, they agree to keep confidential, during and after their service on the Board, all sensitive information discussed regarding all projects until such time that it is subject to the Open Records Act. This commitment to confidentiality includes, but is not limited to:
 - Project Development and Discussions
 - Contract terms for Recruitment
 - Financial information on prospects, existing businesses, or other potential businesses receiving assistance from MED
 - Discussion regarding Board member nominations
4. All information shared or discussed in executive session or closed meetings shall be treated as confidential and shall not be disclosed unless explicitly permitted by the prospects or completion of a project. MED will make every effort to specifically note which information, analyses, reports, and other materials and associated Board discussions/deliberations are confidential. However, Directors and staff are expected to exercise reasonable caution, prudence, and common sense in determining which information should be kept confidential. Questions should be directed to the Chairman of the Board, Executive Director, or the MED Attorney.
5. The level of protection/security that should be applied to MED's confidential matters is the same as the Board or staff would apply to his/her own confidential matters. This includes all reasonable protections of electronic, hard copy information, and verbal communications.
6. Board and staff members understand that any violation of this confidentiality policy could result in a potential lawsuit against MED and public/private confidence in the organization.

Attachment C
Marshall Economic Development Corporation
General Operating Principles

- **Accountability** - MED must be accountable first to the City Commission of the City of Marshall, the organization, and indirectly, but ultimately to the citizens of Marshall who elected the commissioners.
- **Commitment to strategic decision making:** As noted by the MED strategic plan developed and approved by the Board of Directors for economic development, MED shall follow a policy-driven approach to economic development built on four focus areas: attraction, retention and expansion, workforce development/training, and property development.
- **Mutual trust between City of Marshall Council Members and MED Board:** The City Council members need to understand that MED is operating strategically for the common good of the City of Marshall and the entire county as well as providing them with factual, honest recommendations for projects. MED Board members and staff will not engage in political activities in their official capacity as board member or employees of MED
- **Effective:** MED Board members and staff must have an efficient process that is effective in implementing the MED strategic plan. The strategic plan will be amended at least every 3 years or at such a time that requires a change in the plan.
- **Flexible:** MED was created to be able to have flexibility outside of regulations for Texas rules governing local municipalities so as to react quickly for project development and recruitment.
- **Avoid conflicts of interest:** Nothing can destroy the public trust of a public institution quicker than when citizens feel that decisions of the voting members are tainted by actual or appearances of conflicts of interest.
- **Transparency and community input:** Everything the Board does needs to be done openly, with the exception of required confidentiality needed in certain recruitment and other business prospect or client relationships. Public input is encouraged.
- **Public acceptance:** Ultimately, to be effective, the MED Board needs to be seen as consistently following the above-stated principles.