



# GOVERNANCE UPDATE

## Why did the Chamber go through a governance restructure?

Following a survey of our membership in the fourth quarter of 2021, the Chamber identified the need to become more nimble, efficient, and focused on responding to San Antonio's changing political environment. In addition, 78% of respondents indicated they believed the Chamber should examine our governance structure to be most effective.

To that end, we established the Governance Task Force, comprised of a diverse set of individuals with experience in for-profit and non-profit leadership to take a deep dive into governance and determine if there are any modifications the Chamber should make to make us more effective.

The Task Force reviewed the mission of the Chamber, best governance practices from industry experts, the structure of several Chambers throughout Texas and across the country to develop a model that was right for the San Antonio Chamber of Commerce. As a result of this analysis and research, the Governance Task Force recommended a framework for new governance, and the board voted this morning to approve the recommendation.

## How is this going to make the Chamber better?

Strengthening the Chamber serves all members.

We believe with a small Executive Board, we will be more agile, nimble, and better equipped to advocate on our members' behalf and address issues that are important to the business community.

With a larger Board of Investors, we will receive open and candid feedback and input on issues that our members are facing.

## Will Chamber Councils and Committees be affected by this change?

The annual Council and Committee Chair selection process will continue with Chamber staff recommendations and selection and approval process by the Chair and the Executive Board. Council and Committee Chairs will automatically be members of the Board of Investors.

There will be two new Executive Board-level Committees: The Governance, Nominating and Compensation Committee and the Finance and Audit Committee.

## What other steps is the Chamber taking to better serve its membership?

In addition to Board Restructuring, the Chamber team is developing a 3-year strategic plan to guide their work and future focus.

# BOARD OF INVESTORS

## What is the role of the Board of Investors?

Engagement and access are cornerstones of the Board of Investors, and they will continue to shape the Chamber's path.

Specifically, the Board of Investors will:

- Provide advice and contribute to the organization's culture, strategic focus, effectiveness, and financial sustainability, as well as serve as ambassadors and advocates.
- Receive updates from the Chair and President and CEO regarding the Chamber's ongoing work in order to provide feedback to inform the Chamber's direction.
- Provide input on the role of the Chamber in the community via their important roles in their respective company and as individuals involved in significant community and philanthropic endeavors.
- Continue to have direct access to the Chair and President and CEO.

## How do I qualify for the Board of Investors?

Member companies whose investment level is \$10,000 and more may automatically serve on the Board of Investors. In addition, there are 27 Board of Investor members who are selected from the general membership through the nomination process conducted by the Governance, Nominating and Compensation Committee.

## How frequently will the Board of Investors Meet?

The Board of Investors will meet quarterly, with one general membership meeting annually in conjunction with one of the Board of Investors Meetings.

## EXECUTIVE BOARD

### What is the role of the Executive Board?

The Executive Board will:

- Have a fiduciary responsibility, including duty of care, duty of loyalty and duty of obedience.
- Approve policy recommendations and direction.
- Have responsibility for President and CEO hiring, oversight and evaluation.
- Provide guidance and contribute to the organization's culture, strategic focus, effectiveness, and financial sustainability, as well as serve as ambassadors and advocates.

### How do I qualify for the Executive Board?

The Executive Board will consist of 15 members, including:

- The Chamber President and CEO.
- 6 members from companies with an investment level of \$25,000 and more.
- 4 members from companies with an investment level of \$10,000 and more.
- 4 members from the general membership through the nomination process conducted by the Governance, Nominating and Compensation Committee.

### How frequently will the Executive Board meet?

The Executive Board will meet monthly, except during the months of March, August and November.

### How will you ensure diversity on the Executive Board?

Diversity and inclusion are foundational to both the Executive Board and the Board of Investors. Because the Executive Board will consist of members at different investment levels and from the general membership, we are confident that we will have diverse and inclusive representation.