

SBCA Chapter Presidents' Guide

Table of Contents

Introduction	3
Roles of SBCA and its Chapters	3
Chapter Administration Resources	6
Meeting Resources	7
Educational & Tradeshow Resources	15
Grassroots/Legislative Resources	16
Structural Building Components Magazine	18
Website Resources	18
Chapter Publications Co-Op	19
Chapter Publications Rebate	19
Chapter Seminars	19
Membership Resources	20
Publications Resources	20
SBC Connection	20
Additional Tips	21

Introduction

Thank you for volunteering to serve as a local SBCA Chapter President! This is a very important responsibility, and you are a key contact for SBCA staff as we strive to better communicate with each individual chapter. There are a large number of resources available to you, as well as a specific staff contact who will work very hard to support each chapter.

One goal of SBCA is to help local manufacturers be more successful in their businesses by acting collectively with their competitors on issues of common industry concern. A group of people working together to promote a common interest will create results more effectively than individuals working separately toward the same end, since there is no duplication of effort. Also, a unified group has more clout than individuals acting alone. Finally, an association brings credibility that an individual company cannot because an association is viewed as much less biased than a proprietary concern. Please read on for several resources you can use as you lead your local chapter.

Roles of SBCA and its Chapters

SBCA and its Chapters enjoy a relationship that is unified in purpose, yet simultaneously combines the importance of dealing with unique local and regional concerns that SBCA may not be able to effectively undertake. The objective is to allow SBCA to establish national policy and allow Chapters to establish local and regional policy in a manner consistent with such national policy. With such an objective in mind, this document is intended to begin to define the responsibilities of both SBCA and its Chapters without in any way affecting continued progress of both. The one theme that will remain constant in this process is the avoidance of duplicating work effort, providing efficient use of valuable resources, and the need to work closely and communicate continually.

Education

SBCA has created generic educational programs for members of Chapters to use to educate their marketplaces. These programs are not "set in stone," as SBCA recognizes that different marketplaces have unique local and regional concerns that need to be addressed in the educational process. We encourage Chapters to modify, reorganize and focus these generic educational programs by adding graphics, photographs, and text so that they become more meaningful in a Chapter's particular marketplace. At the same time, it is important, almost essential, that the Chapters forward proposed changes of any educational program modifications to enable SBCA as well as other Chapters to benefit from any work that is done.

Development of National Policies

Any time a Chapter undertakes policy, directly or through implication, such policy affects the industry as a whole. It is therefore important that SBCA participate in proposed policy making discussions. For example, it is quite possible that a Chapter may not have been exposed to all of the information that is available on a given topic and which is readily available from SBCA. Examples of issues where a Chapter should involve SBCA in discussions include: (1) local and regional fire legislation attempts, (2) OSHA fall protection issues, (3) lumber quota and U.S.

Customs' Service administrative interpretations, and 4) local or regional authorities attempts to impose unwarranted design responsibilities on component manufacturers through sealed placement plans, permanent bracing design, or otherwise. Clearly our goal here is to have a united front on all critical issues facing our industry and to provide all other chapters with work that has already been done by another chapter on a given issue. This allows us to maximize synergy for the benefit of all in our industry.

Industry Documents

SBCA and Chapters can work together effectively to create industry documents. For example, there may be an issue that recurs on a regular basis in a particular area. The local Chapter can convene and discuss the issue, develop a proposed response, and send the details of this response to SBCA. In turn, SBCA may be able to create a formal document, brochure, or pamphlet that can be handed out to customers either in a local or regional area or across the country. SBCA's Truss Technology in Building series was developed with this in mind. It was contemplated that members of local Chapters would work with SBCA to develop straightforward yet helpful graphical documents that would assist builders in solving common component related problems. Likewise, *SBCA Tech Notes* are a valuable resource for Chapters and are posted online at www.sbcindustry.com/technotes.php.

Legislative

SBCA has created a flowchart for communicating legislative and code issues between Chapters and SBCA. This flowchart is found later in this document.

Local and regional legislation can potentially become one of the largest constraints our members face in the future. Managing proposed or pending legislation needs to become a significant part of our association culture and work effort. It is very easy for government to assume they have all the facts and are protecting an important constituent group. Too often, SBCA learns of new rules or laws that have been adopted after adoption and implementation. A prominent example of this problem are state and local laws to label buildings with "truss-type" construction.

Legal

SBCA's Legal Counsel Kent Pagel and his Houston, Texas, law firm of Pagel, Davis & Hill, P.C. are very well versed in the unique concerns of the structural building components industry. SBCA has developed and continues to update a Risk Management Seminar that members from across the country have attended and benefited from. *O*Risk – Online Risk and Liability Management is another program developed by Kent available to members. SBCA also utilizes a memorandum format prepared by Kent and his firm. These memorandums provide guidance on legal issues that may affect Chapters and Chapter members in the industry. SBCA encourages Chapters to utilize Kent as a key resource to provide guidance on any strategic or industry-wide issues they face. It is probable that he has dealt with the topic before through his work with SBCA, and has worked in conjunction with SBCA to develop an industry-wide approach/policy to the issue.

The Bottom Line

Communicate, Communicate, Communicate! The more we communicate, the more we can accomplish together. SBCA will endeavor to communicate on all issues that could influence our members through our industry publication *Structural Building Components Magazine*, our website, Chapter Focus, SBC Industry News, Legislative Alerts, State By State updates, and memos to Chapter members. We encourage Chapters to keep us informed about both local and national issues that are affecting them, since this will help us all to have a unified approach to the market!

Staff

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Chapter Administration Resources

Many chapters do not have administrative support staff, so chapter members are required to perform administrative tasks on a volunteer basis. In instances where chapters would like assistance with these functions, staff can provide assistance with such details as setting up speakers for meetings, working with hotels, creating agendas, sending out meeting notices, handling accounting, etc. The benefits include:

- A closer working relationship between the chapters and staff helps strengthen the industry associations at the local and national level.
- It will be easier to collect and share information on meeting topics and chapter projects from one chapter to the others. It will enhance the goal of staff to become a significant information resource for all of our chapters.
- This plan would remove the administrative burden so that chapter members could direct their energy and time into as many local projects as possible strengthening the local marketplace and hence benefiting all chapter members.

The following list provides a sample of services we currently perform. Chapters may pick and choose according to their specific needs. These services include:

- Chapter Meeting Administration Setting up regular meetings with hotels, finding and booking speakers, sending out announcements, tracking responses, following up on announcements and invoicing for the meeting.
- Accounting Dues accounting and follow-up, writing checks, accounts receivable and accounts payable operations.
- Chapter Teleconference Assisting in Board of Directors meetings and taking minutes, conducting board and committee teleconferences as needed.
- General Chapter Operations Creating logos, chapter literature and brochures, sending out surveys to chapter members, assisting in chapter membership drives, and setting up educational programs with building officials, specifiers and builders.
- Website Creation and Maintenance Designing new chapter websites, maintaining independent domains, updating and/or upgrading existing websites.

Note that chapters will only pay administration costs for the services that are beyond normal staff—chapter interaction (such as chapter meeting planning). Costs are based on the amount of times spent plus expenses (such as shipping charges, etc.). To simplify matters, a quarterly fee is charged. In 2004, we lowered our rates for providing the above services. They are:

- Two Meetings per year: \$200 per quarter,
- Three Meetings per year: \$350 per quarter,
- Four Meetings per year: \$500 per quarter.

Costs are closely monitored, and the chapters receive quarterly status reports. At the end of the year, the service is evaluated for each chapter and, if necessary, adjustments/reconciliation is made. Any unused funds collected are credited back to the chapter.

Chapter website creation has also entailed costs beyond the generic administrative fee, and in 2006 the development of new sites was projected to cost \$400 – \$600. Those charges are taken into consideration on the monthly statements and not billed separately for chapters where we handle administration; adjustments are then made later as necessary. Routine maintenance, however, is nearly indistinguishable for other staff time spent per quarter and is taken into account on the quarterly administration statements.

Meeting Resources

List of possible topics:

Putting a Human Face on the Structural Building Components Industry – discuss making a difference in your community.

Legislative Issues

OSHA Regulations – Fall Protection & Ergonomics

Softwood Lumber Agreement

"Smart Growth" Initiatives

Issues that the SBCA Legislative Committee is involved with.

Local Homebuilders Association Speaker

Local Lumber Dealers Association Speaker

Meetings with State & Local legislators

Fire Issues

Develop mailing list of training groups and plan seminars/TTWs

Schedule plant tours and seminars for the fire service

Distribute Carbeck CDs

Get on fire official organization's speaking schedule

Joint Meetings with:

Local HBA's, CSI, ASCE, Structural Engineers Association, AIA, etc.

Field Trips/Plant Tours

Tour members' component manufacturing facilities

Organize lumber/panel plant mill tours

Tour supplier plants

Supplier presentations

Lumber

Plates

Hangers

I-joists

SBCA Programs available to chapters/individual companies

In-Plant SBCA QC

Operation Safety

ORisk

TTT

CTW

Design Responsibilities

Selling our Industry

Seminars

Risk Management

Safety Seminar

Workers' Comp

Marketing/Education

Develop mailing lists for all groups for Truss Technology workshops

- Builders
- Building Officials
- Architects/Engineers
- Fire Service
- Local Region Chapter Marketing campaigns

Develop Truss Plant Tours for:

- Builders
- Building Officials
- Architects/Engineers
- Fire Service

Component Technology Workshop Planning

Job Costing/other accounting issues

Plate supplier business programs

Bar coding

Time and motion management

Set-up management

Truss plant flow management

Shipping

State Regulations

Presentation by DOT

Trailer Company New Product Presentations

Chapter Planning

Need good databases of contacts

Sketch out the plan for chapter educational programs

Sketch out plan for trade shows for the chapter to attend

Plan for submission to get on speaker list for local organizations like CSI, AIA, ASCE, Building Official Groups, Builders Association, etc.

Review Local Projects for Images/Pictures to enhance Industry Educational Programs

Tour Local Truss and Stick-Frame Projects and Critique—How can the industry do things better for the builders.

Industry Management

Work with SBCA and other Chapters on: Standard Bid Form & Standard Checklist to use for Bids.

Considering day-to-day operations, what other areas do you wish as a manager everyone did the same way to lessen confusion in the market place? Develop a standard industry approach for items like this.

Insurance Issues

Staff Leasing

Workers' Comp

Credit Insurance

General Liability

Reducing Insurance Costs

Chapter Meeting Sign-In Sheet and Anti-Trust Statement (attached)

SBCA Chapter Meeting Sign-In Sheet

Chapter:			
Date:			
Time:			
Place:			
The following attendees of the SBCA Chapter meeting acknowledge their reading of, and compliance with, the SBCA Antitrust Law Policy.			

Chapter Presidents Guide Page 11	

SBCA Antitrust Law Policy

The Structural Building Components Association (SBCA) throughout its history has complied with the antitrust laws and is not subject to any consent decree, cease and desist order, or any other mandate or prohibition of any agency of government or any court with respect to the antitrust laws.

In order to assure continued compliance with both the letter and the spirit of the antitrust laws, participants in the SBCA are reminded of the following important SBCA policy:

Although the antitrust laws do not preclude members of the SBCA from lawfully engaging in a great variety of collective activities, the antitrust laws do encompass certain conduct which is prohibited because it is unreasonable per se. The prime example is, of course, agreement with regard to price. Any conduct by competitors which has the purpose or effect of either raising, depressing, fixing, pegging, or stabilizing the price of a product or service is unlawful. Also, concerted action which may affect a price, including matters relating to production, terms and conditions of sale, the distribution of a product or the division of markets, is likewise prohibited by the antitrust laws.

Either an explicit or tacit understanding between competitors that could affect the price of products or operate to impede free and open competition is forbidden. In order to prove any such unlawful activity, it is not necessary that there be evidence of a formal agreement or understanding more often than not, such proof is circumstantial and a violation of the antitrust laws may be found because of a course of dealing between competitors or between members and their customers.

With regard to any SBCA meeting, there must never be *any discussion* among those attending or any formal or informal agreement of any sort, with respect to the following:

- Any price to be charged with respect to a product or service.
- · Any allocation of markets or customers.
- Any coordination or cooperation with respect to bids or requests for bids.
- Terms or conditions of sale, including credit or discount terms.
- Distribution of products or services.
- Control of the production of any product or the level of production.
- · Profit levels or profit margins.
- The basis for arriving at any price.
- The exchange of price information with respect to any specific customer.
- Any action which would unreasonably restrain trade.

SBCA staff is regularly advised and reminded of principles of antitrust law as they have evolved and may affect the truss industry. Staff is alert to any discussion or topic which might result in a potential restraint of trade, and should any discussion arise at a meeting which might be construed as inappropriate, staff has been instructed to alert those present that the particular topic under discussion should not be pursued further.

Additional Information to Discuss at Chapter Meetings:

OPERATIONAL MEMORANDUM - RECORDS RETENTION

(From Kent Pagel, SBCA Legal Counsel)

I understand SBCA has fielded calls from members on the subject of records retention. "Rules of Thumb" regarding corporate records retention will vary from state to state and by federal enforcement jurisdiction. With respect to corporate records, a member should check with their attorney. With respect to financial records, a member should check with their accountant. Note further that the IRS has some guidelines on what should be retained and for how long. The IRS furthermore looks for adequacy and accuracy in record keeping.

With respect to the component manufacturing industry, many may want to know how long to retain shop drawings, placement plans, and other documents relating to the sale, design, manufacturing, and delivery of their components. Again state law must be consulted, although generally state law will not address these issues. The determination of how long to keep records is usually the choice of the individual company. Even with respect to engineering documents, the informal searches that we have made in the past generally suggest that no law governs the length of retention issue. I need to advise however that some state engineering boards take the position that engineering records need to be retained indefinitely. We could undertake a national search of each state to confirm whether any specific law applies, but this would take a great deal of time and involve a somewhat significant expense. It may very well behoove the individual chapters to make such inquiries of the respective state engineering boards in their regions.

RECORDS RETENTION: HOW LONG AND WHAT TO KEEP

Corporate/Finan	cial/Operational Records	Number of Years

Articles of Incorporation Permanently
Audited Financial Statements Permanently
Bylaws/Corporate Minutes Permanently
Copyrights and Trademarks Permanently
Current/Expired Service Contracts 7 Years or Permanently

General Ledgers (Cash and Disbursement)

7 Years of Permanently

Insurance Policies–General

Insurance Claims/Accident Reports, etc.

IRS Taxpayer Reports/Notices
Legal/Tax Correspondence
Payroll Journals/Summaries

Payroll Tax Returns

Pension Plan Trust Agreements Pension/Profit Sharing Returns

Personnel Records–General 5 Years After Termination unless a

claim is outstanding

Permanently

Permanently

Permanently

Permanently

Permanently

Permanently

7 Years

3 - 7 Years

Property Tax Returns Permanently

Sales/Property Agreement Letters
Sales and Use Tax Returns
Tax Returns and Backup
Kent J. Pagel
E-Mail KJP@PDHLAW.COM
KJP/cjr
S:\PDH Files\1998\SBCA\General\1204.ltr 2.wpd

Permanently
7 Years or Permanently
7 Years or Permanently

OPERATIONAL MEMORANDUM - CREDIT REPORTING BY SBCA CHAPTERS

(from Kent Pagel, SBCA Legal Counsel)

At the Board of Directors' meeting conducted in Mobile, Alabama on May 2, 1998, SBCA was asked whether it was permissible for its chapters to implement "credit reporting programs" and whether such programs were valid under the anti-trust laws. The answer is yes, provided certain guidelines are followed. What is important is the credit reporting arrangement must not be a disguise for an agreement not to compete, or a group boycott or some other type of competitively damaging scheme. Otherwise the activities of credit reporting groups are common among associations and have been recognized by the courts to be a legitimate function of associations.

It is recommended that in administering a credit reporting program the SBCA chapters observe the following:

- The credit group should be utilized only for credit purposes.
- The program should be of a voluntary nature.
- The information must be accurate *this is extremely important*.
- Creditors should generally not be identified in the reports.
- Utilize standard credit ratings and terms. Terms such as "given to attorney for collection" and "notice of bankruptcy received" are also acceptable.
- If an amount owed is disputed or denied by a customer or account debtor, this should be made known on the report.
- Credit information should relate only to past due accounts, and information that is no longer current should be discarded.
- Pass on to any inquiring member any explanatory statements which the account debtor may submit (such as a dispute as to acceptability of product sold).
- Do not use the credit group as a means of boycotting or blacklisting particular customers.
- Do not determine whether or not members should sell to delinquent debtors the members must be left free to determine on the basis of their individual judgment whether to sell to delinquent debtors.

Otherwise comply with the anti-trust policies of SBCA and the recommended anti-trust policies for the SBCA chapters.

Educational & Tradeshow Resources

Since the association is viewed as an independent entity with no proprietary interest and no strong product sales bias, it is easier to:

- Provide education on the features and benefits of truss construction to contractors, architects and engineers and, simultaneously, expand the market for the use of our products.
- Educate local building officials in the features and benefits of trusses, and their proper use.
- Educate fire officials about the structural building components industry, especially on the fire performance of trusses.
- Prepare promotional material for all manufacturers to use. We can provide promotional materials with a consistent message to the marketplace at a reasonable cost to produce.
- Work with local technical schools to provide educational materials.
- Participate in tradeshows.
- Educating *yourselves* in a variety of topics.
- Sample memo:

Sample Fax Memo:

To: ITMA Membership

From: Ray Noonan Jr

Subject: Education Committee

Date: June 12, 1998

Today we mailed copies of the *Metal Plate Connected Wood Truss Handbook - Second Edition, Framing the American Dream Video* and *MPC Fire Trusses: Fire Performance, Tactics and Strategy Video* to the eight Universities and Junior Colleges on the attached list. We have asked that those institutions consider the materials as resources for Building Design segments of future class curriculum.

We need to know the names of more Junior colleges, especially from Central and Western Iowa, so that we can deliver the same materials to them during this time of year when they are planning class curriculums.

Please fax them to my attention at 319.852.7391.

Hope everyone is having a good year!

Grassroots/Legislative Resources

We can limit the amount of national legislation that is adverse to the structural building components industry and/or small business interests by meeting with the staff of the local congressional offices of your Representatives and Senators, or with the Representatives and Senators themselves when they are in their home state. We can influence the way OSHA, the Department of Labor, EPA, etc. impact our industry.

The same applies to state government. Usually there are key state legislators with whom we can meet. Doing this our industry has a higher profile within state government, which allows us to learn more easily about adverse legislation and have a means to influence it. At the state level we can influence agencies like DOT, Department of Labor, etc.

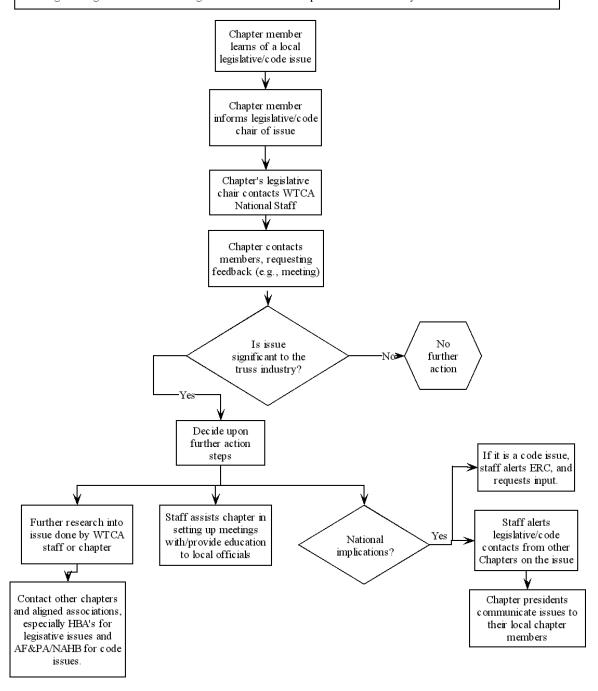
It is also important to stay abreast of local ordinances and building code changes that are adverse to the structural building components industry. These changes are often the most difficult track, and can greatly restrict the use of our products. Once local ordinance and building code changes are implemented, they are very hard to remove. A prominent example is state and local efforts to label buildings with "truss type" construction. Chapters have the opportunity to meet with key groups in their state to build alliances instead of adversarial relationships through the development and maintenance of good lines of communication. The more we find out about adverse local actions, the more we can work on resolving issues during the development phase rather than after implementation.

Please see the following flowchart developed by SBCA's Legislative Committee in order to outline steps a chapter should take when a member hears of a legislative issue affecting the industry.

Communicating Legislative/Code Issues Chapter

Chapters prepare to handle legislative/code issues by:

- determining priority of legislative/code issues.
- appointing legislative chair to monitor legislative/code issues on local level.
- aligning itself with other local associations (e.g., homebuilders, A/E, lumber dealers) to keep abreast of their issues.
- inviting local legislators to their meetings to discuss issues of importance to the industry



Structural Building Components Magazine

This is your magazine! We want to receive articles from chapters relating to issues concerning the local area, because this could affect all truss manufacturers. Staff is also willing to take any concept and work with you to develop the article. We can interview you or work from an outline of key points. Please discuss this with your chapter!

Routine updates for *Chapter Corner* may also be written by staff and based on your chapter meeting minutes. Simply make sure that we are on your minutes distribution list. Please add chapters@sbcindustry.com to all announcements you distribute within your chapter.

Editorial Schedule and deadline for submitting chapter updates for the *Chapter Corner* section and potential articles for the *Chapter Spotlight* column:

Jan/Feb: Wall Panel Manufacturing (text due mid-Nov)

March: Personnel and Safety (text due mid-Jan)

April: Grassroots Activities plus Annual Membership Listings (text due mid-Feb)

May: Design and Engineering Advancements (text due mid-March)

June/July: Legal and Legislative Issues (text due mid-April)

August: Equipment and Materials Handling (text due mid-June)

Sept/Oct: Industry History and BCMC Show Guide (text due mid-July)

Nov: Handling, Installing and Bracing plus Supplier Showcase (text due mid-Sept)

Dec: Manufacturing Issues and Quality Control (text due mid-Oct)

Website Resources

The Chapter section on SBCA's website is located at: www.sbcindustry.com. Currently, each chapter has "a page" on the SBCA site where a chapter contact and information from *Structural Building Components Magazine* is posted. Regular updates to this content on the site are provided to chapters at no charge.

Several chapters are establishing their own sites, most with the assistance of SBCA. The chapter websites created and maintained with staff assistance include: Michigan – www.sbcamich.com, Missouri – www.mtfachapter.com, North Carolina & South Carolina – www.sbcacarolinas.org, Texas – www.mtmachapter.com, Wisconsin – www.mtmachapter.com, Northwest – www.nwtfa.com, Minnesota – www.mtmasbca.com, Colorado – www.ctmachapter.com, Ohio – www.sfwtca.org. Simply contact Anna (608/310-6719 or astamm@qualtim.com) for estimates on costs and options. As with chapter administration, your chapter will only be charged for the staff time spent on your website. We will work with you to develop the online resources your chapter members have prioritized.

Chapter Publications Co-Op

SBCA established publications cooperatives to help chapter members benefit from quantity discounts when purchasing products and publications each month.

Previously, chapter members would ask to have their orders "held for co-op" and orders would be processed once a month. Now, everything is automatic! Each company receives the products it purchases and an invoice at the time the order is processed. Nothing is held for processing and all applicable discounts are applied at the end of the month as a credit back to each chapter member.

The potential savings to chapter members are great. All SBCA publications are included in the co-op as well as other products and even educational courses. The best part is that no effort is required on the part of the company submitting the order – the discounts will be credited back at the end of the month automatically.

To check out the savings over any time period, you may view this pubs co-op savings table online. You may also view your company's savings for this (and future) time periods after you login at www.sbcindustry.com

Chapter Publications Rebates

Chapter members purchasing SBCA products may also earn money for the chapter treasury. To help support our Chapters, the SBCA Board developed the chapter rebate policy. Until the end of 2003, Chapters whose members purchased over \$1000.00 in a quarter received a \$100 rebate. At the end of each quarter, SBCA cut checks to any chapter achieving the sales goal for that quarter.

In 2004, the chapter rebate went up! The incremental scale per quarter is now:

Purchase:	\$1,500	\$150 Rebate
	\$2,500	\$250 Rebate
	\$5,000	\$300 Rebate
	\$10,000	\$500 Rebate
	\$20,000	\$1,000 Rebate

As in the past, as long as your chapter membership is recorded in our database, we are able to track these purchases automatically. Simply by placing routine orders, chapter members are supporting their local associations.

Chapter Seminars (Call Staff for more Information)

- Truss Technician Training (Levels I, II, and Plan Reading)
- Risk Management Seminar
- Safety Seminar
- Workers' Comp
- Component Technology Workshops
- Others Depending upon Specific Marketplace Issues

Membership Resources

Membership Applications – The SBCA membership application includes chapter dues for all chapters. If you would like a customized version of this application that contains specific information on your chapter, please let us know.

Potential Member Packets – Members of SBCA interested in chapter membership can be sent information packets on the benefits of chapters. Please contact Anna (608/310-6719 or astamm@qualtim.com) for the chapter applications and/or packets.

Publications Resources

The Component Industry Information Binder:

This binder of sample publications has been handed out by many chapters at tradeshows and seminars. Contents include the BCSI booklet, all *B-Series Summary Sheets*, *Truss Technology in Building* fact sheets, *Commentary for Permanent Bracing of Metal Plate Connected Wood Trusses*, JOBISTE PACKAGE, What We Learned by "*Framing the American Dream*" and additional publication samples. A second version contains all of our cold-formed steel components information and a CFSBCSI booklet, too.

Staff can personalize this binder for your individual chapter, adding or removing items specifically for your audience.

Professional's Guide to the Structural Components Industry:

Larger than the Component Industry Information binder, this contains everything in that binder plus: *Structural Building Components Magazine*, an SBCA Membership Directory, and the Metal Plate Connected Wood Truss Handbook (Third Edition). Customization options include using the chapter logo and adapting the title to a particular audience.

Please note that shipping charges will be invoiced to the chapter for all binders.

In addition, you may consider charging attendees for binders distributed by the chapter at seminars. Many building departments would add reasonable requests to their budgets.

SBC Connection

All chapters are encouraged to conduct their meetings with *SBC Connection*. The costs are minimal – only \$0.04 per minute per caller. Staff will set up the online site for posting and reviewing meeting materials. Staff members with information pertinent to your meeting topic (e.g., building codes, green building, etc.) will be able to participate along with your chapter members. Simply contact staff for assistance with implementing this approach in your chapter.

Additional Tips

Always keep in mind that this is your chapter and you can work together to make it great. It only takes a few committed individuals to make a difference.

The following is adapted from a presentation on board trends presented at the Directors' Summit by Julie Daum, managing partner, U.S. Board Services Practice, with Spencer Stuart, an executive search firm specializing in boards of directors and senior management.

CHARACTERISTICS OF HIGH-PERFORMING BOARDS

Independent directors with a diversity of perspectives and skills to support the CEO and the strategic plan.

A knowledge of the role of governance and a willingness to avoid tactical discussions in favor of strategic issues.

An understanding of external factors affecting the organization.

Willingness to provide candid and constructive feedback and challenges to management.

Committees with clear charters and informed committee leadership.

A willingness to hold management accountable for performance and a clear and viable succession plan.