



2023 BOARD OF TRUSTEES

Board of Trustees Roles and Responsibilities

Collectively, the Downtown Dayton Partnership (DDP) Board of Trustees assumes oversight responsibility for all activities of the DDP. The Board is responsible for establishing DDP policy, approving its annual work plan, determining the goals of the organization, and serving as advocates for downtown and the DDP.

Primary Roles:

Each board member should meet the following criteria:

- Have a demonstrated interest in the DDP's purpose, work program, and goals
- Have specific experience in and/or knowledge of finance, program development, public relations, downtown business activity, communications, or economic/housing development
- Be an official representative of a public- or private-sector organization in downtown, or a segment thereof
- Attend four board meetings per year
- Be a member of the Downtown Dayton Partnership, either through payment of the SID assessment, through annual voluntary dues, and/or representation of a partnering organization
- Serve as a goodwill ambassador for the Downtown Dayton Partnership and downtown Dayton

Major Responsibilities:

The Board of Trustees is responsible for:

Policy Administration:

- Establishing and/or continuing the legal existence of the organization
- Ensuring the organization fulfills legal requirements in conducting its business and affairs
- Adopting and administering bylaws
- Adopting policies that determine the purposes, governing principles, function and activities, as well as the course of action for the organization
- Developing, with the president, a work plan of goals, objectives, and activities for the organization

Finance:

- Approving and monitoring the finances of the organization
- Helping raise sufficient funds to ensure the organization can meet its objectives

Public Relations:

- Understanding and interpreting the organization's work program
- Giving sponsorship and prestige to the organization and inspiring confidence in its activities
- Serving as public advocates for economic, business, and housing development initiatives throughout the downtown area

Evaluation:

- Regularly reviewing and evaluating the organization's operations and standards of performance
- Monitoring the organization's activities
- Counseling and providing good judgment on recommendations brought forward by committees and/or the president



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Individual Standards:

A responsible Downtown Dayton Partnership board member:

- Understands the mission and vision of the DDP and promotes its goals and activities
- Supports board decisions even when he or she may differ personally with the majority decision
- Attends board meetings and participates in committees as needed
- Contributes knowledge and labor to the organization
- Offers opinions honestly, without reservation, and in a constructive way
- Does not commit more time to the organization than he or she can realistically give
- Delegates responsibilities to committees when appropriate
- Encourages orderly, systematic, and incremental implementation of the organization's work plan, discouraging the board from being distracted by secondary issues or projects not included in the annual work plan
- Encourages staff and other board members to express their opinions openly
- Is loyal to the organization and honors his or her commitment to it

Conflict of Interest Policy

The standard of behavior at the Downtown Dayton Partnership is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interests of the Downtown Dayton Partnership on one hand and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

The purposes of this policy are to protect the integrity of the Downtown Dayton Partnership's decision making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff, and board members. Upon or before election, each trustee shall make full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and shall be updated by each trustee as appropriate.

In the course of meetings or activities, each trustee must disclose any interests in a transaction or decision in which he or she — including business or other nonprofit affiliations, family and/or significant other, employer or close associates — will receive a benefit or gain. After disclosure, the trustee may be asked to leave the room for the discussion and may not be permitted to vote on the question.

It is understood this policy is meant to supplement good judgment, and each trustee is expected to respect its spirit as well as its wording.