



NPC Organizational Structure and Governance Model

Frequently Asked Questions (October 2024)

This document helps answer questions individuals may have about the National Panhellenic Conference's (NPC) organizational structure and governance model.

Governance and Management

1. How is NPC governed?

The NPC Board of Directors leads the organization and has responsibility for overseeing its affairs. Directors establish corporate policy, set the strategic direction, oversee and secure resources and monitor organizational performance.

The Council of Delegates elects five members of the board and the chair of the Corporation, acts on proposals that are specific to Unanimous Agreements and College and Alumnae Panhellenic operational policies, and amends and/or ratifies all bylaws amendments, among other responsibilities outlined in the NPC Bylaws.

The current NPC organizational structure and governance model took effect on July 1, 2019, as a result of a vote of the NPC Board of Directors during the 2018 NPC annual meeting. The NPC Board of Directors, which was then made up of one representative from each member organization, adopted a proposal in which the directors would move away from day-to-day operational and management responsibilities to focus more on setting the strategic priorities of the Conference. The size of the board also was changed from 26 members to seven (five elected and two appointed in rotation) and an elected chair.

2. How is NPC managed on a day-to-day basis?

The NPC Board of Directors hires the chief executive officer (CEO) to manage the day-to-day affairs of NPC. The CEO then hires the NPC staff. The staff is charged with daily management and operational tasks to help carry out NPC's purpose, mission and vision. All staff members work closely and with NPC volunteers to accomplish their work. The NPC staff is divided into teams by operational specialty to help facilitate the work.

3. What is the difference between governance and management?

As defined in the book "Govern More, Manage Less: Harnessing the Power of Your Nonprofit Board" (Second Edition) by Cathy A. Trower, Ph.D.:

Governance is the distribution of legitimate authority to influence and enact policies and decisions; it defines who has the power, who is in charge and who is responsible. To govern is to exercise sovereign authority; to make and administer public policy; to exercise a deciding or determining influence on. The board governs to exercise its sovereign authority over the organization. Its primary governing roles include setting the direction, ensuring adequate resources and overseeing the health of the organization.



Management is the practice of directing or supervising. To manage is to direct or exert control; to handle, administer or be in charge of. The board delegates the management role to the chief executive who becomes responsible for the daily operations of the organization.

Governance	Management
Board responsibility	Staff (or volunteer committee) responsibility
Longer-term focus (3-5+ years)	Shorter-term focus (12-18 months)
Less tangible work	Solve a problem
Set vision (that aligns with mission)	Improve something
Provide context for operational work	Actions aligned with strategic plan

Board of Directors

1. What is the composition of the NPC Board of Directors?

Per the NPC Bylaws, the Board of Directors shall have seven voting directors, five elected by majority vote of the Council of Delegates and two appointed by two member organizations in rotation in order of admission to NPC. If a member organization in rotation declines participation on the board at the start of the term, the next member organization in order shall appoint a member. The CEO of NPC shall serve on the Board of Directors ex-officio without vote. Election shall be by ballot except when there is but one nominee for each position, then voting may be by voice or acclamation.

After the seven directors are elected and appointed, the Council of Delegates elects one director to become the chair. The directors then elect a treasurer, board committee chairs and the NPC Foundation trustee/liaison at their next meeting. The NPC CEO serves as corporate secretary.

2. Why can't a director serve on the Board of Directors and as a delegate simultaneously?

The NPC Bylaws state that a director shall not simultaneously serve as a voting member of her respective member organization's governing body. They also state that a director shall not simultaneously serve on the Council of Delegates. The reason for this is that directors represent themselves as individuals, not their member organizations. Their responsibility is to NPC and to make decisions in the best interest of the Conference or all member organizations, not what is in the best interest of their own member organizations. Directors should be thinking about the good of the entire community over their member organizations.

Any corporation/organization has the purview to set eligibility requirements for service and to develop position descriptions. Several different individuals, including NPC's legal counsel with expertise in Indiana-based nonprofit governance, have noted a conflict exists if a person is serving as an NPC director and serving in the same capacity for a member organization (who are the members of the corporation). The director's duty of care and loyalty would be divided and that makes it almost impossible for her to perform at the highest level.

NPC (the corporation) cannot create the same requirement for the Council of Delegates. In this situation, the delegate represents the member organization, and the organization has the right name any person it wants as a representative.



3. The NPC Bylaws delineate responsibilities for the chair, treasurer and secretary. What are the responsibilities for the remaining five director positions? Do they have oversight of specifically assigned areas (a division of labor, so to speak) or act as generalists?

The board's role and legal obligation is to oversee the administration of the organization and ensure NPC fulfills its mission. In this capacity, the board monitors, guides and enables good management. The legal duty of care assigned to the board means the board has decision-making authority regarding matters of corporate policy, direction, strategy and governance of NPC.

Directors must understand that governing and volunteering are different. Their job is to make sure the voice of all stakeholders, including member organizations, are represented at the board table while performing the duty of care, loyalty and obedience to the Conference that is required by law.

As a result, the remaining five director positions act as generalists and are assigned duties as needed, including serving on board committees. One director also serves as a liaison to the NPC Foundation Board of Trustees.

Council of Delegates

1. What is the responsibility of the Council of Delegates?

Per the NPC Bylaws, the Council of Delegates has the authority and responsibility to:

- Elect five members of the Board of Directors and the chair of the Corporation;
- Adopt and amend Unanimous Agreements and College and Alumnae Panhellenic operational policies;
- Adopt and amend the Council of Delegates operational procedures;
- Approve all dues, fees and other financial obligations assessed to the member organizations;
- Take final action on any recommendations arising from any disciplinary investigation by the Board of Directors. Final action may be censure or removal from membership as provided in Article II, Section 4.
- Approve all applications for admission of member organizations and the removal of member organizations;
- Amend and/or ratify all bylaws amendments; and
- Have all other authority as defined in the bylaws.

2. How is business conducted by the Council of Delegates?

The Council of Delegates meets during the NPC Annual Membership Meeting between Jan. 1 and June 1 each year. The Council of Delegates also meets for a regular meeting between Aug. 1 and Nov. 1 each year. During these meetings, which typically are hosted in person, the delegates may take action on proposals related to its authority and responsibility as outlined in the NPC Bylaws.



The NPC Bylaws also provide for special meetings of the Council of Delegates as well as the option to take action without a meeting by written consent. Additionally, the Council of Delegates may also meet for less formal gatherings, typically hosted virtually, for discussion but no business.

Committees

1. What is the process for NPC to solicit and appoint volunteers to Standing or Special Committees?

The NPC chief operating officer (COO) is responsible for the process of soliciting volunteers and making recommendations regarding committee appointments. This process typically takes place on years opposite of the board election/appointment process.

The chair of the board, with approval from the directors, appoints the chairs of each Standing Committee. The CEO then appoints the members of each Standing Committee.

If the board establishes a Special Committee, the chair and the members of the Special Committee are appointed by the CEO.

2. Why is the member organization's approval required for committee chairs and committee members? An NPC staff hire is not approved by the employee's member organization. Why is there a different process for volunteers?

NPC seeks member organization approval for committee appointments to ensure the member is in good standing, which is also part of the NPC staff hire process. In addition, some volunteer positions may require financial support from the member organization to attend training or meetings so NPC seeks approval to ensure that commitment can be met.

3. How are Standing Committees supervised?

The NPC Bylaws allow staff to supervise and make recommendations regarding committees. The board, as part of their oversight role, makes the official committee appointments. The NPC COO and the board receive regular updates on the work of the committees.

NPC Family

1. What is the NPC family?

The NPC family is composed of member organization delegates, inter/national presidents, executive directors/CEOs and chief panhellenic offices as well as the NPC Board of Directors, NPC staff, NPC Standing Committee members, NPC Foundation trustees and past NPC chairs and directors (under the governance model). Special committee members and a select group of business partners also may include in NPC family communications, as applicable.



2. What is the role of the chief panhellenic officer?

Each member organization has a chief panhellenic officer who is responsible for communication between NPC and the member organization regarding matters of College or Alumnae Panhellenic operations. The chief panhellenic officer may be a volunteer or a staff role.

3. How is the NPC family kept informed of NPC developments?

NPC family members receive regular communication from NPC leadership and staff, including in the weekly NPC Update email message. Anyone who attends NPC events, such as the NPC Annual Conference or Area Advisor Training, will receive relevant updates from NPC during those events.

Financial Model

1. What are NPC's revenue sources?

NPC receives financial support and generates revenue through membership dues and fees, program fees, registration and meeting income, partnership program income, publication and insignia sales, royalties and contribution income.

2. What are NPC's expenses?

NPC's expense categories include advocacy, conferences and meetings, education and training, governance and management and general.