



2026 Board of Directors Orientation

Texas REALTORS®

January 15, 2026 | 10:00 – 11:00 a.m. | Zoom



This Board Governs in a Time of Real Pressure

Boards navigate unprecedented regulatory scrutiny, rapid technological disruption, and heightened stakeholder expectations.

Rapid Industry Change

Business models, technology, and competitive forces are evolving quickly.

Higher Expectations of Governance

Boards must demonstrate sophisticated judgment, transparency, and accountability.

Decisions Carry Long - Term Impact

Choices shape the Association's relevance, sustainability, risk management and credibility.



Context Shapes Decisions

Governance operates in a rapidly shifting environment (legal, tech, financial, competitive). Understanding this context is vital for informed decisions.

Litigation and Regulatory Pressure

Increased scrutiny on practices and disclosures. Heightened regulatory attention.

Technology Shifts

AI, data analytics, and digital platforms reshape real estate and association value.

Association Sustainability

Evolving membership models, revenue, and value propositions for market relevance.

Changing Business Models

Member real estate practices are evolving. Association strategies must adapt.



Confidence, Clarity, and Responsible Judgment



This orientation equips you for effective board service. It demands preparation, role clarity, and confident judgment on complex matters.

01

Understand Your Role

Define governance; understand Board authority limits.

02

Know Where Your Judgment Matters

Recognize critical Board decisions; assess their impact on the Association.

03

Prepare to Participate Effectively

Foster preparation and engagement for meaningful contributions.





Board of Directors Orientation 2026

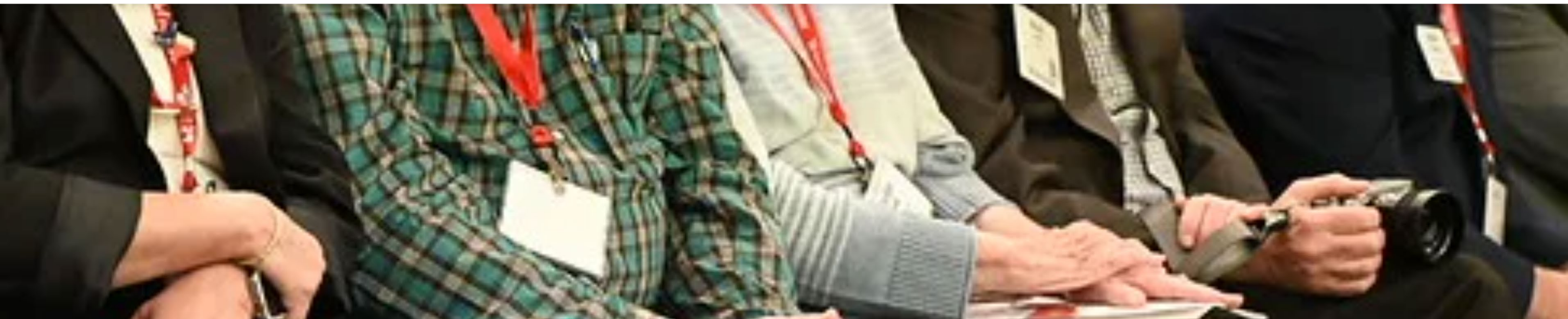
9 questions

[Change Kahoot](#)

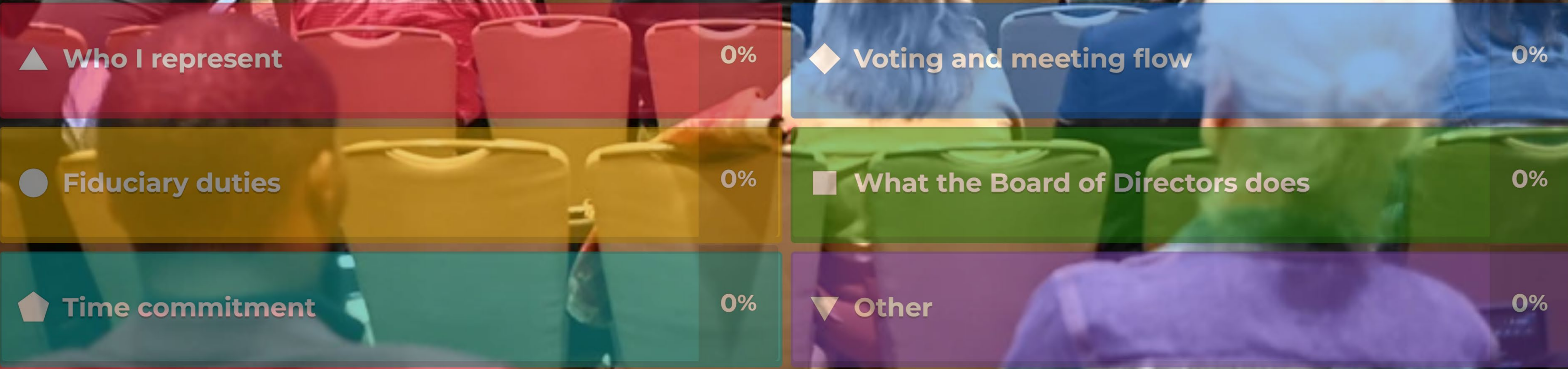
ⓘ Change to Slide Show View to play this kahoot.



In one word, what should the Board of Directors ultimately protect? (*Examples: trust, integrity, members, future*)



What part of being a Director feels least familiar right now?



What is your biggest concern heading into this year?

 **HYATT
REGENCY**
AUSTIN

▲ 0

◆ 0

● 0

■ 0

▲ Enforcement trends

0%

◆ Compliance

0%

● Separating signal from noise

0%

■ Risk exposure

0%

The Board of Directors Governs the Association

Governance and management are distinct functions. The Board's role is to set direction, establish boundaries, and ensure the Association remains aligned with its mission and members' interests.

Sets Direction on Reserved Matters

Decisions on bylaws, dues, strategic priorities, and major financial commitments.

Does Not Manage Day-to-Day Operations

Staff executes daily operations. Board intervenes only if a governance issue arises.

Delegates Authority Intentionally

Authority flows through formal structures: Executive Board, committees, CEO.



Board of Directors: Composition and Terms



Board Composition

The Board is composed of Regional Vice Presidents, Executive Board appointees, and elected Directors.



Term Limits

An elected Director may not serve three consecutive full three-year terms.



Term Start

Directors serve three-year terms beginning December 1 following election.



Life Service

Past Chairmen of the Board serve on the Board of Directors for life.



The Board of Directors meets two times per year

Meetings occur at:

- Winter Meeting
- Shaping Texas Conference

Board of Directors meetings are **in-person only**

These meetings are where **the Board exercises its reserved governance responsibilities**



Attendance Is Required

Board of Directors meetings are in-person only. There are no proxy votes and no substitutions.



Replacement Policy

If a Director cannot attend and an important vote is expected, the local association—through confirmation by the Association Executive—may replace the Director. This replacement is permanent, not temporary.



Board Meetings: Check-In and Quorum Matter

Directors must arrive early and check in at Board of Directors meetings to ensure quorum and validate votes. Check-in is required for vote validity. If voting devices are used, they are distributed at check-in.

- **Governance integrity is paramount:** Thorough check-in ensures valid participation and robust decision-making.



How Board Votes Are Taken

Most Board votes are conducted by voice vote. In years with contested officer races or significant, close, or controversial issues, Texas REALTORS® may use electronic voting devices. These devices are provided by the same vendor used by NAR to ensure familiarity, accuracy, and accountability.

📄 Emphasizing **integrity** and **reliability** in every decision, ensuring fair and precise outcomes.



Authority Is Intentionally Distributed

Ensures clear authority flow and accountability at every level.



Board of Directors

Reserved responsibilities per Bylaws. Governs strategic & fiduciary matters.



Executive Board

Delegated authority between Board meetings. Operates within Board boundaries; reports actions.



Leadership Team (Texas REALTORS® Officers)

Makes non-policy decisions between Executive Board meetings.



Staff

Executes strategy, manages operations, implements Board directives. Accountable to CEO.



How Governance Work Flows

Committees exist to engage members, deliberate issues, develop ideas, and advance the strategic plan. Committees report their work to the Executive Board and the Board of Directors. If committee work affects policy or bylaws, it requires approval by the Executive Board and, in some cases, the Board of Directors.

Key governance bodies:

The Executive Board

Serves as the primary policy- setting body and meets five times per year.

The Board of Directors

The highest-level governing body, meets twice per year, and retains specific responsibilities under the bylaws.

The Leadership Team (Officers)

Day- to- day governance is largely delegated to them.

Staff

Handles day- to- day operations.



Which of these decisions is NOT reserved for the Board of Directors?

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Answers

▲ Dues Increase

◆ Amending the Travel Policy

● Approving strategic plan

■ Changing regional boundaries

🏠 Approving expenditures of more than 10% of budget

▼ Electing Officers

Certain Decisions Stay with the Full Board

Bylaws reserve key responsibilities to the Board of Directors, defining the Association's structure, finances, and strategic direction. No individual may act unilaterally on these matters.

Bylaws
Amendments to governing documents require Board approval and member ratification.

Strategic Plan
Board sets multi-year direction, aligning with member needs and industry realities.

Dues Increase
Setting membership dues is a fiduciary responsibility with direct financial and member impact.

Major Reserve Expenditures
Capital projects and significant reserve draws require Board authorization.

Regional Boundaries
Changes affect representation and require deliberate Board consideration.

Officer and Regional Elections
Board certifies leadership elections and ensures compliance with procedures.



Effective Directors Prepare and Participate

Board service demands discipline, curiosity, and deep engagement.

Unpreparedness risks uninformed decisions.

Preparation is the baseline for responsible governance.

1 Review Materials

Read packets thoroughly. Identify questions.

2 Engage Thoughtfully

Ask clarifying questions. Challenge assumptions. Contribute experienced perspective.



When you vote as a Director, who do you represent?

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Answers

Participants, type your answer!

Local Perspective Informs, but the Association Comes First

Regional Directors provide invaluable local insight. However, fiduciary responsibility demands prioritizing the Association's broader interests over regional preferences when conflicts arise.

This inherent tension ensures decisions reflect the collective good.



Local Insight Is Valuable

Regional dynamics strengthen Board decision-making.



Fiduciary Responsibility Is Broader

Duty to the entire Association; its interests prevail.



Tension Is Normal

Balance competing interests transparently and in good faith.



Which of these is **NOT** your fiduciary duty as a member of the Board of Directors?

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Answers

▲ **Loyalty:** Association's interests ahead of personal or outside interests

◆ **Care:** Act with informed judgment, diligence, and good faith

● **Obedience:** Follow the law and the association's governing documents

■ **Representation:** Advocate for individual members or constituencies

The Foundation of Board Service

Fiduciary duties are legal obligations. Violating them creates personal liability and institutional risk.

Care

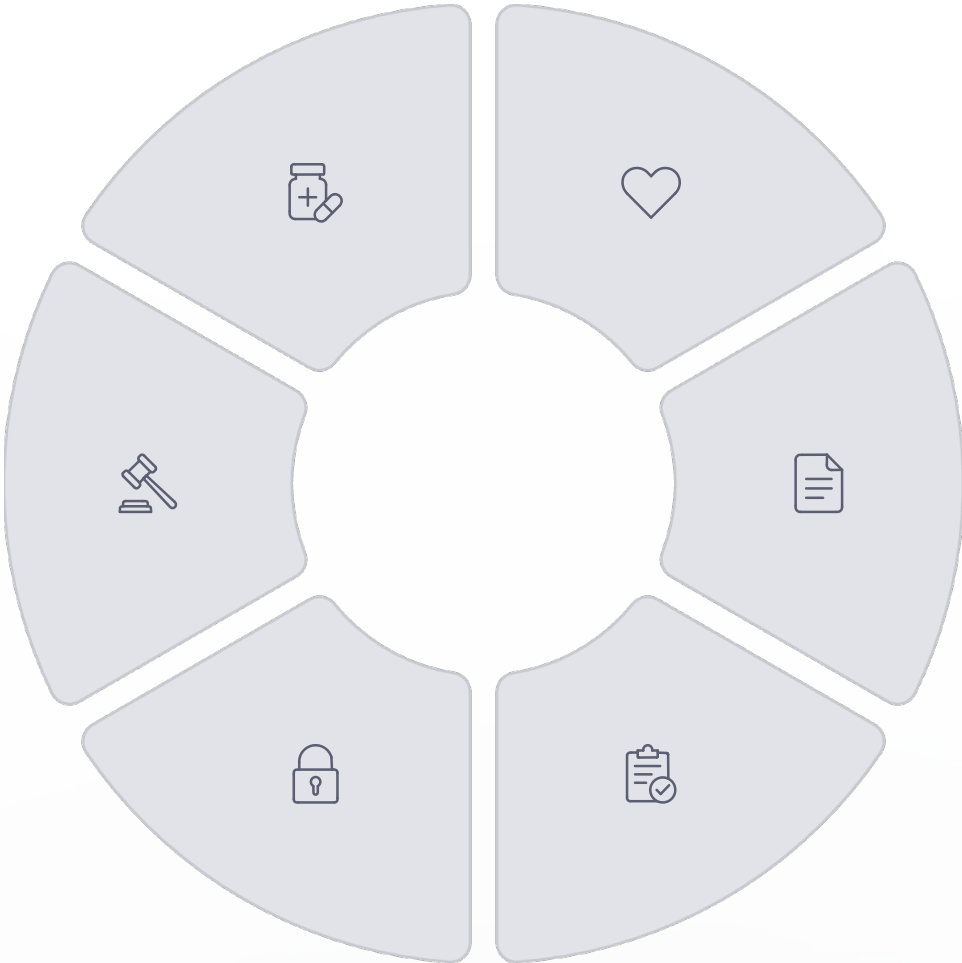
Act with reasonable diligence and attention.

Business Judgment Rule

Protects directors acting in good faith, informed, and in the Association's best interest from liability.

Confidentiality

Protect sensitive Board discussions and materials.



Loyalty

Prioritize Association interests; avoid conflicts or disclose immediately.

Disclosure

Reveal material information affecting Board decisions, including conflicts.

Obedience

Ensure compliance with laws, regulations, and governing documents.



You learn information in a meeting that could affect a Board decision, but it hasn't been formally reported.

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Answers

▲ Ask for guidance before the vote

◆ Keep it confidential

● Use it quietly in deliberations

■ Share it with leadership

These Duties Guide Judgment

Fiduciary duties are not theoretical. They manifest in daily Board conduct:

- Preparation and disclosure
- Deliberation
- Prioritizing Association welfare over personal interests or politics

Internalizing these duties leads to:

- Better decisions
- Reduced institutional risk
- Increased member trust
- A culture of accountability

→ **Act in Good Faith**

Decide with honesty & integrity.

→ **Stay Informed**

Review, question, understand issues.

→ **Disclose What Matters**

Immediately disclose all conflicts.

→ **Follow Governing Documents**

Comply with bylaws & policies.



Input Happens Before and During Winter Meeting and Shaping Texas Conference

Directors are informed by regional engagement at Winter Meeting (February) and Shaping Texas Conference (August/September).

This input process is structured, deliberate, and essential for representative governance.

Zoom Regional Caucuses in Advance

Virtual caucuses before meetings:

- Discuss agenda items
- Gather member input
- Identify regional concerns

Upcoming
Virtual Caucus:
Feb 2 @ 2:00p
CDT

In-Person Regional Caucus Forum

Held day before Board meetings for direct input from members and caucus leadership.





A Critical Preparation Opportunity

The Regional Caucus Forum/Town Hall bridges member input and Board deliberation. It's a forum for dialogue and feedback, not a voting session, held before Board convenes.

Held Day Before Board Meeting

Directors receive immediate input before deliberating on reserved matters.

No Votes Taken

Consultative forum; informs, does not bind. Board retains decision-making authority.

Designed for Input and Feedback

Members voice concerns. Directors listen. Staff clarifies. Enhances governance quality.



Preparation Drives Value

Board meetings (Winter, Shaping Texas Conference) are critical for strategic decisions and policy debates that define the Association's direction. Effective governance relies on Director preparation and engagement. Unpreparedness compromises decision quality; preparation demonstrates respect for the process, fellow Directors, and members.

1

Review Materials

Read board packets in advance.

Understand issues and prepare questions.

2

Engage in Discussion

Ask clarifying questions.

Offer informed perspectives; challenge assumptions.

Silence is not neutral.

3

Be Intentional with Time

Board time is finite.

Focus on governance matters.

Trust staff with operational details.



Personal Accountability

- Board service requires individual accountability, not just collective responsibility.
 - Define the kind of leader you intend to be.
 - Hold yourself to that standard.
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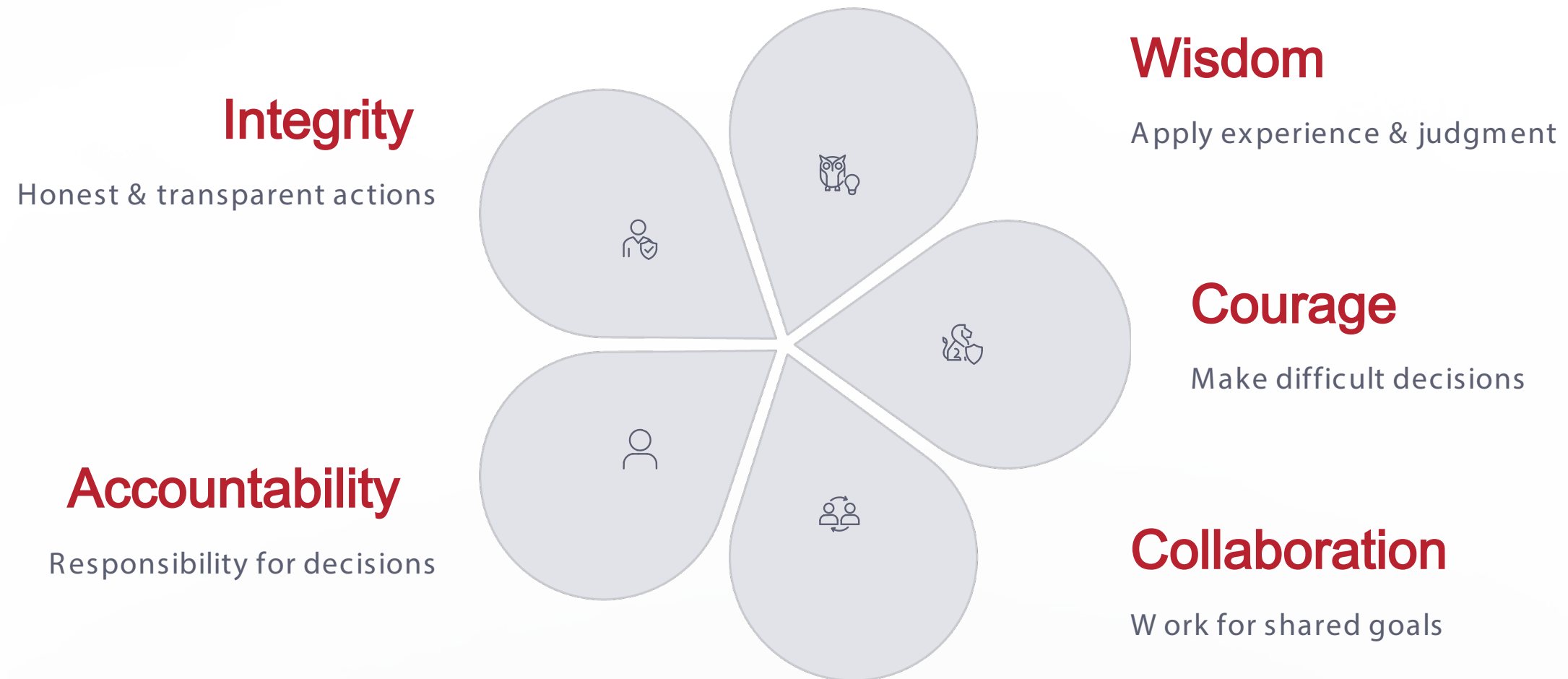
In one word, what kind of
Director do you want to be?

Let this question guide your preparation, participation, and judgment throughout your term.



The Board's Collective Strength

- Governance is a collective act, built on diverse individual perspectives.
- Board strength comes from thoughtful deliberation, respectful challenge, and cohesive decisions.
- Personal accountability and collective responsibility are mutually reinforcing.



Key Board- Related Dates

Winter Meeting

1

Virtual Regional Caucus: February 2 at 2:00 p.m. Central
(contact ccate@texasrealtors.com if no invitation)

Regional Caucus Town Hall: February 8 at 3:00 p.m. in
Austin

Board of Directors meeting: February 10 at 9:00 a.m. in
Austin

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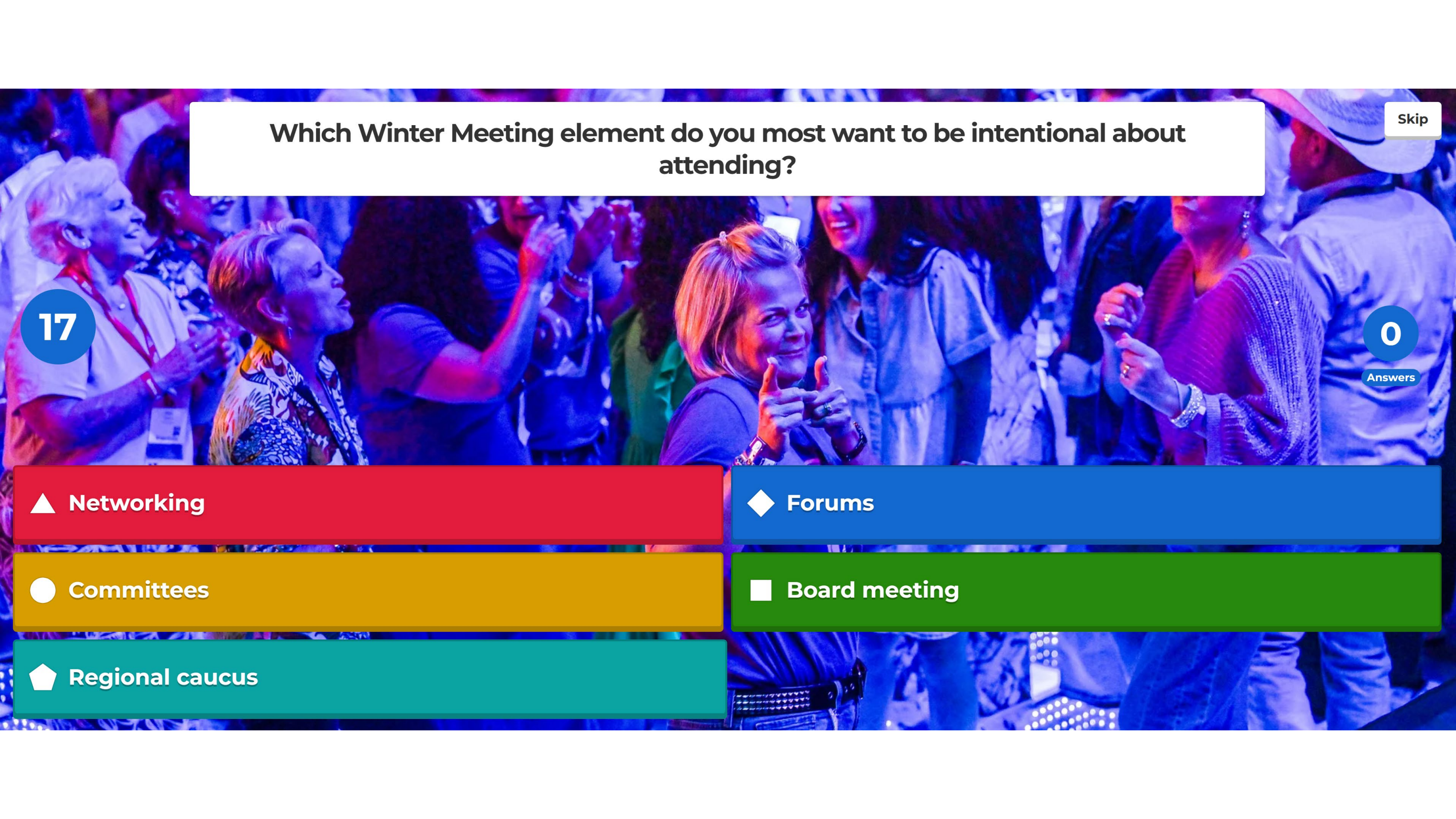
Shaping Texas Conference

Virtual Regional Caucus: TBD

Regional Caucus Town Hall: TBD in San Antonio

Board of Directors meeting: August 30 at 9:00 a.m. in San
Antonio





Which Winter Meeting element do you most want to be intentional about attending?

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Answers

▲ Networking

◆ Forums

● Committees

■ Board meeting

🏠 Regional caucus

Travel and Reimbursement Expectations

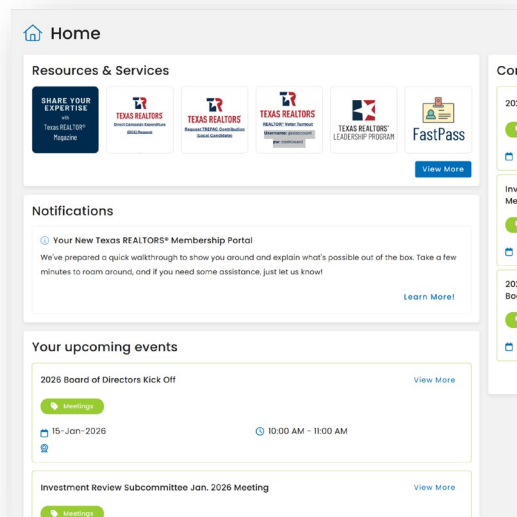
Texas REALTORS® Board of Directors meetings occur at Winter Meeting and Conference. There is a general expectation that engaged members attend these conferences.

Texas REALTORS® does not cover travel expenses. In many cases, local associations offer reimbursement.



Resources and Support

Texas REALTORS® provides Directors with resources, staff, and expertise to fulfill fiduciary responsibilities effectively.



Board Portal and Materials

Secure portal for all board packets, documents, policies, and reference materials.



Staff Support

Staff available for procedural questions, background information, and agenda clarification.



Legal Counsel

Advises on governance, compliance, and fiduciary responsibilities.



In one word, what do you want your service on this Board to be known for?

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Answers

Participants, type your answer!



Your Service Matters

- Engaged members shape the future of Texas REALTORS® and real estate across the state.
- Decisions, questions, and judgment have lasting consequences for members, industry, and communities.
- This is serious and deeply meaningful work.
- Demands preparation, integrity, and courage.
- You are entrusted with governing an institution vital to members, the profession, and the public.

📌 **Govern well:** Prepare thoroughly, engage thoughtfully, exercise sound judgment, and represent with integrity. Significant responsibility, great opportunity.

Thank you for your service to Texas REALTORS®.



Questions Are Always Welcome



- This orientation is a starting point, not a conclusion.
- Questions will arise during your term
- Ask questions; seek clarity from staff, legal counsel, or fellow Directors.
- Asking questions shows diligence, not uncertainty.
- Curious and engaged Directors make better decisions.

"The important thing is not to stop questioning. Curiosity has its own reason for existing."

