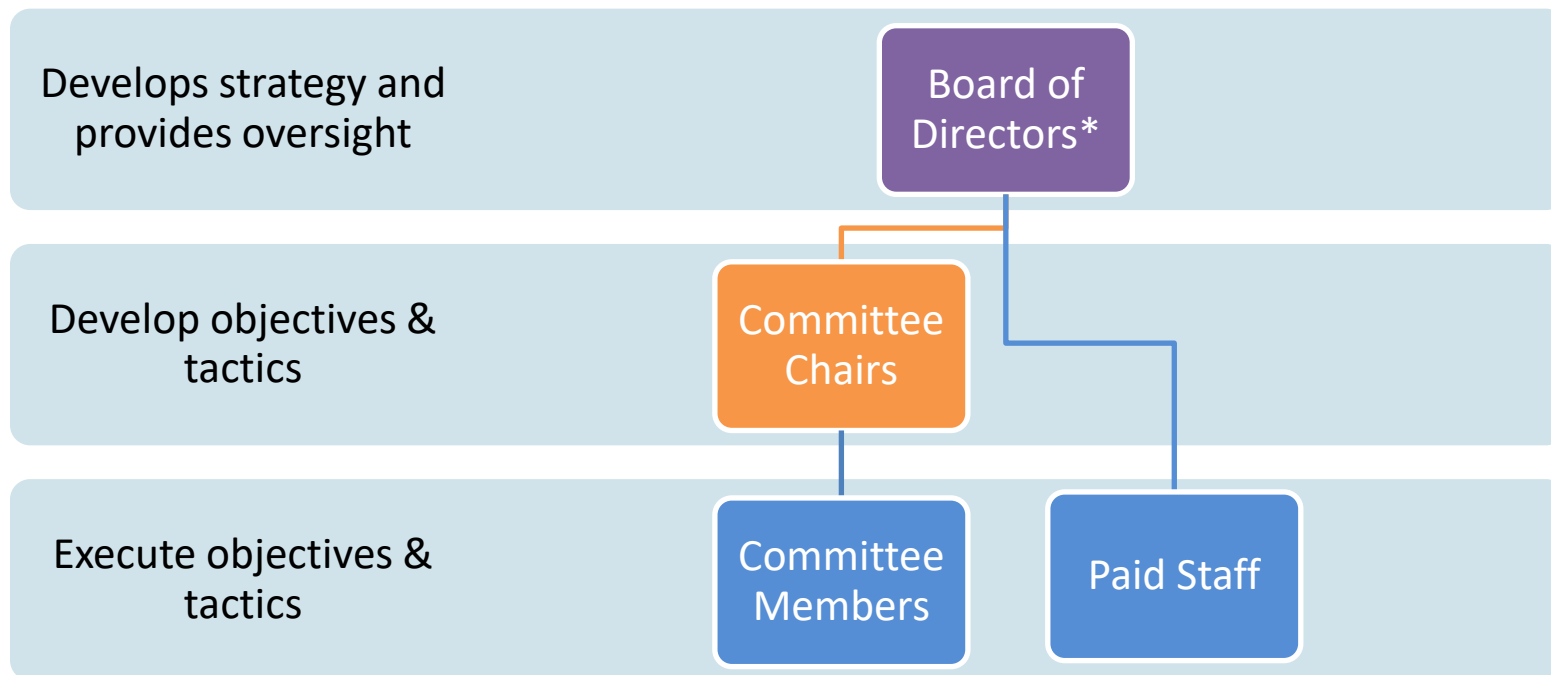


Component Board of Directors Responsibilities

The Board of Directors provides oversight and strategic direction for the component organizations. Committee leaders should manage the development of objectives to meet the strategic plans and work with their committee members and paid staff, when applicable, to accomplish these goals. Board members should only execute objectives and tactics when they are assigned to a committee and identified as a task lead, otherwise doing so may result in neglect of board duties and legal responsibilities (duty of care, duty of loyalty, duty of obedience and fiduciary responsibilities).



*Based on the Component bylaws, the paid Executive Director may operate as a member of the Board of Directors.



General Responsibilities

Think of the job that needs done then define the needed positions. Avoid filling positions and then creating the job description. Be strategic in allocating the work in alignment with the Components strategic goals. The responsibilities below are not for one position, but can be used to create job descriptions. Some responsibilities will be assigned to multiple positions, while others will fall under the scope of only one.

Communication Expectations

- Monitor, review and appropriately respond to all daily electronic, written, and phone communications received.
- Respond to membership, leadership, staff and external inquiries and requests as related to Component operations.
- Send monthly membership reports, subscription lists, new member welcome communications, and conference call and board notifications as needed.
- Help develop, review, approve and disseminate surveys for members and/or leaders.
- Manage eblast communications.
- Participate in Component conference calls in advisory capacity. Attend face to face meetings (component meetings, HOD, spring AOHC meeting, etc) as needed.

Financial

- Review and track all monthly financial statements.
- Create, disseminate and monitor sponsorship invoices.
- Create and communicate the annual budget
- Assist Component treasurer on procedures/issues as necessary.
- Create, review, edit, approve, and file sponsorship letters of agreement, independent contractor agreements, requests for proposal, contractual bids if requested by Component.
- Including but not limited to annual meeting contracts, including speaker agreement templates, industry/non-industry project contracts, newsletter advertising contracts.
- Exercise prudence with the board in the control and transfer of funds.

Procedural

- Review and approve edits submitted by Component leaders to Component minutes, bylaws, job descriptions, surveys, scholarship criteria, etc.

- Review and approve edits submitted by Component leaders to Component webpages, new member letters, non-renewed member promotions, artwork/text for event displays, marketing materials, brochures, fact sheets, consumer education pieces, meeting program brochure, exhibitor prospectus, annual report.
- Coordinate the review of any new project submissions, monitor projects through completion.
- Assist in coordinating Component-funded leaders to attend budgeted meetings. Coordinate housing, travel authorizations and other details.
- Assist with coordinating annual meeting registration.

General Expectations

- Know the Component's mission, purposes, goals, policies, programs, services, strengths and needs.
- Suggest nominees for board positions.
- Serve in leadership positions or undertake special assignments willingly when asked.
- Avoid prejudiced judgments on the basis of information received from individuals and urge those with grievances to follow established policies and procedures through their supervisors.
- Follow trends in the ACOEM's field of interest.
- Bring a sense of humor to the board's deliberations.

Meetings

- Prepare for and participate in board and committee meetings, and other Component activities.
- Ask timely and substantive questions while supporting the majority decision.
- Maintain confidentiality of the board's executive sessions.
- Speak on behalf of the board when asked to do so by authorized persons.
- Suggest agenda items periodically for board and committee meetings to ensure that significant policy related matters are addressed.

Avoiding Conflict

- **Serve the Component as a whole, rather than special interest groups.**
- Avoid even the appearance of a conflict of interest and disclose any possible conflicts to the board president in a timely fashion.
- Maintain independence and objectivity and do what a sense of fairness, ethics and personal integrity dictate.
- Never accept or offer favors or gifts from or to anyone who does business with the Component.

Governance Components

What is governance?

According to BusinessDictionary.com, governance is an establishment of policies, and continuous monitoring of their proper implementation, by the members of the governing body of an organization. It includes the mechanisms required to balance the powers of the members (with the associated accountability), and their primary duty of enhancing the prosperity and viability of the organization.

Why is governance important?

It is the responsibility of the Component board of directors to provide oversight and strategic direction for the organization. Governance is the process through which this strategic leadership is provided. It entails the functions of setting direction, making policy and strategy decision, overseeing and monitoring organizational performance, and ensuring overall accountability. Nonprofit governance involves multiple functions and engaging multiple stakeholders.

It is the governing board that ultimately is accountable for all acts undertaken in the name of the organization, whether or not those acts are formally approved or implemented by the executive committee or board itself. This accountability exists regardless of the size or the nature of the organization.

Governance is essentially a decision process grounded in the assumption that organizations can cause desired results to occur by choosing appropriate courses of action. Fundamentally, governance and strategic leadership are about making informed organizational choices. Choices about:

- Why the organization exists.
- What it aims to accomplish.
- The best ways to achieve those results.
- The resources needed to do those things.
- How the organization will secure them.
- How the organizational leaders will know whether they are making a difference.

Strategy is the process of selecting courses of action. These courses of actions are selected from goals and outcomes set by the organization. The outcome of these actions informs the executive committees or board if the strategy choices will result in organizational success.

Effective governance and strategy are integral to the sustainability and long-term effectiveness of a nonprofit operations. To be successful, nonprofits (like all organizations) must continuously review the link between what the organization does and the needs and interests of the membership. The Component must ensure the group is providing the services needed and valued by the membership, and in ways that are consistent with the organization's mission and values.

What documents ensure successful governance?

The ACOEM recommends the Component maintain the following governing documents to build a foundation for strong governance:

- Mission and Vision
- Bylaws or Guiding Principles
- Strategic Plan
- Committee and Position Descriptions
- Policies

Governance Terms and Definitions

Action Steps/Tactics

Steps that describe how the association will commit its resources to accomplishing the goal. They bring focus to operational allocation of resources, including specific guidelines that list the task, the responsible person for the task and the date the task will be completed. Strategies and action steps are the tactical components of the strategic plan.

Annual Plan of Work

Plans developed to keep the strategic, long range plan current. Annual plans are based on the strategic foundation of the organization and provide specific plans for the current year.

Assumptions

A perceived knowledge about the future of the organization based on the environmental trends, internal capabilities and resources and member needs.

Financial Plan

A plan that outlines the organization's financial goals and serves as a companion piece to strategic plans. Financial plans should address issues such as increasing net worth.

Goals

Summary statements that describe the principal programs and accomplishments the organization will achieve in order to realize its vision and fulfill its mission.

- Goals are general, non-quantifiable; may be short or long term and are evaluated annually.

- Goals pervade and are validated by the vision. Goals are strategic in nature.

Internal Capabilities and Resources

The association's current availability of human and financial resources.

Mission

The "reason for being" or why an organization exists. A mission statement may include a brief summary of what the organization does to meet the need of its existence. It should answer, "What we do . . . our purpose is . . . "

Objectives

Statements that provide more detail and support the goals. Strategies should be "SMART," (Specific, Measurable, Attainable, Results, Time-determined) and describe what we want to happen. Strategies are usually "milestones" along the way when implementing strategies.

Outcomes

Tangible results produced by the implementation of the tactics or strategies.

Strategic Plan

A long range plan that spans 3 to 5 years, with measurable strategies for the initial one to two years; fluid in nature so plan can be reviewed and updated annually as needed.

Trend

A statement that describes the direction of change; is usually gradual and long term that is expected to shape the future of an organization, a region, a nation or society in general. Trends are expressed as sentences with subjects and verbs so the reader will know the direction of the change, its strength and often its effect. There are two types of trends to monitor - members' interests (trends in the sector, industry, or profession) and the association's operating environment (external trends in the macro environment and the association sector).

Vision

A vision is guided by dreams; inspires and directs all aspects of the organization's preferred future and establishes the potential impact an organization has in the future. A well-conceived vision consists of two major components – core ideology and envisioned future. The core ideology on core values/purpose is unchanging while the envisioned future is what we aspire to become, to achieve.

Both the mission and vision statements are philosophical in nature. The mission describes the organization in the present and the vision guides the future.