



## **National Safety Council Board of Directors Profile and Expectations**

### **MEMBERSHIP**

All Directors must represent a dues-paying organization or be a dues-paying individual member.

### **DIRECTOR BACKGROUND**

Directors should possess senior leadership/management experience. Directors should be aligned with the Council's mission, and actively sponsor the execution of the Council's strategic plan toward achievement of that mission. Directors may possess a variety of skills and knowledge, including corporate management, operations, safety, finance, marketing, sales, legal, and fundraising, among others. If a Director has a change in employment, NSC requires written notification to the Chairman of the Nominating Committee, with a copy to the CEO, along with an offer to resign.

### **GOVERNANCE**

The Board of Directors is the governing body of the Council. All Directors must act in the best interests of the Council. The Board's duties and responsibilities include:

- Oversee the direction of the Council's activities to fulfill its mission;
- Approve policies and positions of the Council that address its mission;
- Oversee the management of the finances of the Council, by adopting budgets, receiving and approving financial reports;
- Ensure that the Council operates with the highest ethical standards; and,
- Regularly attend Board of Director meetings

The Board of Directors has at least fifteen and not more than thirty members.

### **NOMINATING PROCESS**

Members of the National Safety Council recommend candidates for nomination. Nominations are evaluated by the Directors' Nominating Committee, including an interview with at least one of that Committee's members. The Nominating Committee then selects a slate of nominees to be voted upon by the full membership of the Council at the annual meeting. Directors' terms are for one or two years, and begin with the meeting in the fall.

**Nominations must be received by the Council no later than February 28, 2014.**

### **MEETINGS**

#### **Board of Directors**

The full Board of Directors meets in person at least two times each year: (1) at the time and location of the Council's Congress and Expo, usually in September or October, with meetings spanning at least two full days; and (2) in March or April, usually at the time and location of the Council's Green Cross Award fundraising dinner, with meetings spanning two full days. All Directors serve on at least one Committee. Committee meetings are discussed below. Meeting materials are provided in advance, and Directors are expected to be familiar with those materials before the meeting, to encourage meaningful discussion at the meetings.

## Committees

There are seven standing committees of the Board of Directors: Executive, Nominating, Audit, Personnel & Compensation, Strategic Planning, Trustees, and Delegates. Meetings are often held at the time and location of the two Board of Directors meetings, but meetings via telephone conference or web conference are often held at other times of the year. Following are general guidelines for meeting frequency for each committee:

<b><u>COMMITTEE</u></b>	<b><u>REQUIRED MEETINGS</u></b>	<b><u>ADDITIONAL MEETINGS via Conference Call</u></b>
Executive	2	1
Nominating	1	3
Audit	2	0
Personnel and Compensation	1	1
Strategic Planning	1	1
Trustees	2	2 - 4
Delegates	2	0

Directors are assigned to committees by the Chair of the Board.

## Committee Duties and Responsibilities

### Executive Committee

Composed of the Chair and Vice Chair of the Board, the Chair of all other standing committees, another member to be selected by the chair and the CEO, the Executive Committee:

- a. Oversees the business and financial affairs of the Council between Board meetings;
- b. Provides direction, counsel, and guidance to the Chief Executive Officer;
- c. Acts on behalf of the full Board of Directors between Board meetings, when a special meeting is not required. The Executive Committee may not modify any action taken by the full Board of Directors.

### Nominating Committee

- a. Selects a slate for Elective Officers and other Directors;
- b. Reports all nominations for the Board of Directors and Elective Officers to the Corporate Secretary at least ninety (90) days before the Annual Council Meeting;
- c. Places selected candidates in the "Report of the Nominating Committee" for distribution to, and voting by, the Council members; and,
- d. Reports the results of the balloting at the Annual Council Meeting.

### Audit Committee

- a. Seeks, interviews, and appoints a public accounting firm to perform an independent audit of the Council's annual financial statements, and receives and approves the report of that independent auditor;
- b. Enforces and monitors a code of ethics policy for Directors, Elective Officers, and employees of the Council.

#### Personnel & Compensation Committee

- a. Establishes compensation levels for the Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer and other key employees; and,
- b. Provides direction for the Council's retirement benefit plans, merit pools, and overall benefit costs.
- c. Ensures that processes are in place for the development and periodic performance evaluation of all employees.

#### Strategic Planning Committee

Provides direction, counsel, and guidance to Council executive management for the development of strategic plans to achieve the Council's mission, subject to approval by the Board of Directors.

#### Trustees

- a. Solicit donations to encourage, promote, and finance activities and programs that further the mission of the Council;
- b. Educate the corporate and philanthropic community of the need to support the Council's mission; and,
- c. Lead by the example of their personal donation, and that of their member organization, if applicable, to educate the Council's members and Directors on the value of the Council's mission.

#### Delegates

The Delegates have at least twelve members, all of whom, with the exception of the Chief Executive Officer, shall be representatives of voting members. Each Division has at least one representative. The Delegates:

- a. Review information on unintentional deaths and injuries to identify leading causes toward which the Council shall direct programs and activities;
- b. Provide direction, counsel, and guidance to the Board of Directors regarding causes and solutions to the identified areas of need;
- c. Propose policies and position statements to be adopted by the Board of Directors and promoted by the Council;
- d. Inform and assist in the execution of the Council's strategic plan; and
- e. Support the mission and goals of the Council.

### **FINANCIAL SUPPORT**

Each Director is expected to make an annual financial contribution to the Council, of a minimum of \$1,000. Directors are also expected to encourage their company to contribute and to assist the Council in raising additional funds.

### **CONFLICT OF INTEREST POLICY**

Each Director is required to sign a statement disclosing any conflicts of interest that may affect their role as a Director of the National Safety Council.

### **DIRECTORS AND OFFICERS LIABILITY INSURANCE**

The Council maintains Directors and Officers Liability insurance policies, with a \$5 million limit of liability through Great American E&S Insurance Company, and an additional \$5 million excess limit of liability through CNA Insurance Company.

---

*Interested parties should complete the Director Information Request form and forward it to June Quercia, [June.Quercia@nsc.org](mailto:June.Quercia@nsc.org), or by fax to 630-285-9113 no later than February 28, 2014.*