



## **National Safety Council Board of Directors *Expectations/Commitments***

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

**Purpose:** A member of the Board of Directors is responsible for ensuring that the National Safety Council fulfills its mission by planning for the future, monitoring current operations and evaluating the organization. A board member must fulfill the fiduciary responsibilities of the Board of Directors, making organizational decisions that protect and further the mission.

### **Key Responsibilities:**

- Advance the mission of The National Safety Council
  - Actively promote the mission of the National Safety Council, contributing ideas and expertise.
  - Keep up-to-date on developments in the organization's field.
  - Be informed about the organization's mission, services, policies and programs; inform others about the organization and work to enhance the organization's public image.
- Select the Chief Executive Officer through an appropriate process.
  - Provide ongoing support and guidance for the executive staff,
  - Annually review performance.
- Ensure effective organizational planning.
  - Determine and monitor the organization's programs and services.
  - Participate in the development of a strategic plan to accomplish the mission, oversee its implementation and evaluate its success.
- Actively participate in all Board activities.
  - Attend board meetings and assigned committee meetings.
  - Review agenda and supporting materials provided via BoardPaq prior to board and committee meetings.
  - Serve on committees as assigned.
  - Suggest nominees to the Board who can make significant contributions to the work of the Board and to the organization.
  - Assess the Board's performance.
- Ensure adequate resources.
  - Make a personal financial contribution to the organization,
  - Manage resources effectively.
  - Carry out fiduciary responsibilities of the Board, such as reviewing the organization's annual financial statements and auditor's report.

**Elected by:**     Membership

**Term Length:**

Directors may be elected for a term of not less than one year or greater than two years. The term begins upon election at the Annual Council Meeting. Directors may serve for no more than seven total consecutive years unless waived by Nominating Committee due to extenuating circumstances. Time served as Chair, Vice Chair and Immediate Past Chair is not included in the total consecutive years. Upon completion of this term limit, there shall be a period of at least two (2) years in which the individual does not serve as an Officer or Director before the individual may again be elected to the Board.

If a director has a change in employment or retires, written notification to the Chairman of the Nominating Committee and CEO is required, along with an offer to resign from the Board. Continuation of Board position will be evaluated by the Nominating Committee.

**Time Commitment:**

- The Board shall meet in person at least twice in each fiscal year. One of these meetings may be in conjunction with the Annual Council Meeting.
- Committee meetings may also occur in person, by conference call or any other live electronic means.
- The Corporate Secretary shall provide notice of each meeting to every Director not less than ten (10) days prior to the meeting.
- Special Meetings of the Board of Directors may be called by the Chair of the Board at his or her discretion, or upon written demand of at least twenty-five percent (25%) of directors as served upon the Corporate Secretary. Such call shall state the purpose, time and location of the special meeting.

**Duties of the Board of Directors:**

- Duty of Care: Board members are expected to actively participate in organizational planning, decision-making, and make sound and informed judgments as a steward of the National Safety Council. The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances."
- Duty of Loyalty: The duty of loyalty is a standard of faithfulness; the Board must give undivided allegiance when making decisions affecting the organization. When acting on behalf of the organization, board members must put the interests of the National Safety Council before any personal or professional concerns and avoid potential conflicts of interest and may never use information gained through his or her position for personal gain.
- Duty of Obedience: The Board must ensure that the organization complies with all applicable federal, state and local laws and regulations and operates with the highest ethical standard. The duty of obedience requires board members to be faithful to the National Safety Council's mission; they are not permitted to act in a way that is inconsistent with the central goals of the organization.
- Other: In addition to its legal responsibilities, the Board acts in a fiduciary role by maintaining oversight of the non-profit's finances. One of the Board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission. The Board must also evaluate financial policies, approve annual budgets and review periodic financial reports to ensure that the National Safety Council has the necessary resources to carry out its mission and remains accountable to donors and the general public.

**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 and an additional \$5 million excess limit of liability.