BOARD OF DIRECTORS RESPONSIBILITIES/EXPECTATIONS/QUALIFICATIONS

The AAVMC Board of Directors, herein referred to as the Board, and its members are responsible for guiding and governing the Association. Their role is different from that of the AAVMC staff.

Primary Functions of the Board

- *Governance* – Through the authority granted in the Articles of Incorporation and Bylaws, the Board is responsible for governing the organization. Governance implies setting the direction, mission, and strategies of the Association, and providing oversight over the implementation of the AAVMC strategic priorities and Board-designated policies.
- *Policy and Position Development* – The Board has the final authority to adopt policies and positions in areas given to the Board by the Articles of Incorporation and Bylaws.
- *Visionary* – The Board sets the course for the organization well into the future, guided by the strategic plan.
- *Fiduciary* – The Board has the responsibility to protect the organization and its resources by preventing and managing risks, ensuring compliance with legislation, directing the appropriate use of its resources, and making every effort to prevent Association insolvency

Responsibilities of the Board

- Determine the strategies and direction of the Association, in keeping with its mission and purpose, and after due consideration of the Assembly and relevant stakeholders
- Select the Chief Executive Officer
- Direct and support the Chief Executive Officer and assess his/her performance
- Ensure effective organizational planning
- Ensure effective appropriate use of resources
- Ensure effective and ethical fiscal management
- Determine and monitor programs and services
- Ensure legal and ethical integrity, prevent and manage risks, and maintain accountability
- Recruit and orient new Board members; assess Board performance

Duty of Obedience, Loyalty, and Care

The Board as an entity and individual Board members must meet certain standards of conduct and attention in carrying responsibilities to the Association:

- *Duty of Obedience* – Forbids acts outside the scope of corporate powers. The Board must comply with state and federal law, and conform to the Association's charter, Articles of Incorporation, and Bylaws. Board members must be faithful to the mission of the AAVMC and the decisions of the Board.
- *Duty of Loyalty* – Dictates that Board members must act in good faith and must not allow their personal interests to prevail over the interests of the Association. Making present, potential, or apparent conflict of interests known must be a continuous disclosure on the part of the individual Board member and must include adherence to the Association's conflict of interest policy.

- *Duty of Care* – Requires Board members to be diligent and prudent in managing the Association's affairs. Board members must handle the Association's duties with such care as an ordinary prudent person would use under similar circumstances.

Board Member's Responsibilities/Expectations

General Expectations

- Know the Association's mission, purpose, goals, policies, programs, services, strengths, and needs.
- Identify nominees with appropriate skill sets for the Board.
- Participate actively on committees and/or task forces.
- Serve in leadership positions and undertake special assignments.
- Make decisions based on best available information and without bias.
- Urge those with grievances and complaints to follow established policies and procedures for their resolution.
- Ensure currency with issues of importance to the Association, solicit input from the Assembly on these issues, and bring such knowledge to Board decision-making.

Meetings

- Exercise due diligence to ensure effective conduct at meetings.
- Prepare for and participate in Board and committee meetings and other association activities.
- Ask timely and substantive questions while supporting the majority decision.
- Maintain confidentiality of the Board's executive sessions.
- Communicate Board decisions and positions with approval of the Board.
- Bring agenda items periodically for Board and/or committee meetings to ensure that significant strategic plan and policy related matters are addressed.

Relationship with staff

- Counsel, guide, and support the Chief Executive Officer.
- Ensure staff are not directly approached for assistance without prior consultation with the Chief Executive Officer, President, or Committee chairperson

Avoiding conflict

- Serve the Association as a whole, rather than special interest groups.
- Disclose any possible potential, perceived, or appearance of conflicts of interest to the Board and ensure they do not impact on decision making.
- Maintain independence and objectivity and act with a sense of fairness, ethics, and personal integrity.
- Gifts or favors from or to anyone who does business with the Association are never given or accepted.

Fiduciary responsibility

- Exercise prudence as a member of the Board in the control and use of funds.
- Read and understand the Association's financial statements and otherwise help the Board fulfill its fiduciary responsibility.

Fundraising

- Assist staff by supporting the implementation of fundraising strategies.

Competencies and Skill Sets Desired on the Board

The following competencies will help determine selection of candidates for Board positions:

- Do candidates have proven (demonstrated) leadership skills?
- Can they guide the Association into the future?
- Can they effectively direct the Association's resources to achieve its goals and objectives?
- Do they have the ability to inspire and empower others?
- Can they build teamwork among peers with different needs and interests?
- Do they understand their governance responsibilities?
- Do they understand the duties and functions of a Board and the role of a director?
- Do they understand the duties of care, loyalty, and obedience and how to effectively abide by them?
- Can they demonstrate their governance experience on other Boards?
- What have they done to show that they can make judgments in the interests of the entire membership and deal with conflicting interests?
- Do they have experience with financial management?