

Board Member Expectations

As Board members of APBS, it is expected that we:

Uphold the Board's Fiduciary Responsibilities

1. Duty of Care: Care (act responsibly, prepare diligently, make informed judgments, be accountable)
 - a. Is this in the best interest of APBS?
 - b. Read up/come prepared, show up, speak up/ask appropriate questions.
2. Loyalty (no conflicts of interest; disclosure of any that arise; recusal from those discussions; confidentiality; unity)
 - a. Am I serving APBS's interests as an organization rather than my own and those of various constituents?
 - b. Do I have any potential conflicts of interest (related to the first question above)?
 - c. Keep board matters confidential unless and until they are released to the public.
 - d. Support decisions made by the Board.
3. Obedience (comply with law; follow APBS's mission and bylaws; adhere to stated responsibilities and conduct)
 - a. Am I following the rules and behaving as a board member should?

What is a Conflict of Interest for Nonprofits?

A conflict of interest exists when a nonprofit board member has a personal interest that may influence them when making decisions. While the law focuses primarily on financial interests and provides some guidelines, nonprofit organizations contend with various potential and perceived conflicts of interest.

An actual or real conflict of interest arises when financial or other considerations compromise an individual's objectivity or ability to perform his or her responsibilities to the organization. Perceived or potential conflicts of interest exist in situations where the board member, or their family or friends, has financial interests or relationships with another individual or organization, which may result in his or her activities on the board appearing to be biased against the organization by that interest or relationship.

When the board of directors' duty of loyalty to stakeholders or the organization is compromised.

- It's crucial that board members maintain independence and transparency in their actions. This means not using compensation, personal or professional relationships, favors, or manipulation to influence others. Board members should be independent thinkers, not feeling pressured to agree with a dominant board. It's important for board directors to disclose their relationships with stakeholders upfront. This not only improves transparency but also helps prevent conflicts of interest. The boardroom should be a space free from egos, rule-breaking, disrespect, and toxic behavior.
- *Confidentiality:* When a board member's position gives them access to certain information that can be used to further their own interests outside the organization, such as passing on confidential details about a job opening or procurement contract to a friend or relative.
- *Benefits:* The organization's resources are used to provide certain services at a lower rate or for free to friends or family, but other people do not have the same access.

- *Employment*: Hiring friends or relatives over qualified candidates or creating job positions for them.
- *Financial Interests*: Having a direct or indirect financial interest in a vendor or partner that the organization is doing business with.

Maintain Confidentiality

This is part of the Duty of Loyalty. It is restated here because without it all else breaks down. Governance happens in the boardroom only. There should be no leakage of board business outside of the boardroom. Deliberations of the Board are highly confidential. In the ordinary course of fulfilling their responsibilities, Trustees will be exposed to highly sensitive and confidential information. All Board and Committee meetings are considered confidential unless otherwise stated. Trustees should not discuss the Board's deliberations or decisions with others, including other constituents of APBS. This includes past board members, founders, ex-officios, former staff members, former consultants, etc.), family members, or friends. In some instances, legal counsel will identify information and discussions as "privileged" and confidential, a designation that preserves the privacy of client-attorney deliberations. Violation of confidentiality may result in immediate separation of the offending Trustee from the Board.

Have No Conflicts of Interest and Disclose any that Arise

This is also part of the Duty of Loyalty. It is restated here because, similar to breaches of confidentiality, undisclosed conflicts destroy trust and, therefore, governance. Board members are required annually to complete a 'Conflict of Interest' form. Whether a conflict exists will be determined by the Executive Committee together with legal counsel based on the policy standards adopted by APBS. Trustees will fully disclose conflicts of interest, dual interests, and avoid even the appearance of conflict. Trustees are permitted and expected to recuse themselves from Board discussions and votes on transactions or policy matters when there is reasonable evidence of conflicts and must act in the best interests of the organization.

Hold Ourselves Accountable

The Board should be the standard bearer of performance accountability. We will police ourselves and hold ourselves accountable for the Board's performance. This includes objectively assessing our performance as a board and as individual board members, meetings, and committees, determining how to improve, and taking steps to do so.

Ensure Strategic Focus at the Appropriate Level/Stay in Governance Lane

This means that we will:

- a. Be active thought partners with the ED
- b. Approve and monitor strategic priorities in partnership with the ED
- c. Focus Board and Committee discussions on strategic issues
- d. Engage in issues early in the decision process
- e. Use dialogue, debate, and proper parliamentary process rather than authoritarian-style decision-making

In addition, the Board provides oversight and review of policies and plans to ensure legal and ethical compliance with all applicable internal and external rules and federal, state, and local laws and regulations. The Board defers to the ED and administrative staff to manage day-to-day

business. Trustees should retain independence from external and internal stakeholders in conducting the Board's oversight and policy responsibilities.

Act in Ways that Support a Healthy Board Culture

This means:

- a. Acting professionally and with decorum befitting a fiduciary of APBS.
- b. Depersonalizing issues. Do not take things personally. Do not make things personal.
- c. Being intellectually engaged and demonstrating a desire to learn.
- d. Being a team player and demonstrating a willingness to work collectively.
- e. Embracing APBS's commitment to diversity, equity, inclusion, and belonging by demonstrating respect, being welcoming to newcomers, considering the impact of your words on others, and always behaving in an inclusive fashion.
- f. Participating in discussions and ensuring everyone has an opportunity to speak and contribute.
- g. Being a careful and respectful listener.
- h. Effectively conveying, in written and verbal form, messages to other people in a clear, respectful, and unambiguous manner.
- i. Practicing compassionate interpersonal skills.
- j. Welcoming newly appointed or elected community Trustees and committing to building a relationship with them.

Convene Effectively

Attendance

To be the most effective team, we need all team members present at Board and committee meetings. We expect Trustees to attend all meetings of the Board and the meetings of Committees in which Trustees serve. At a minimum, Trustees must attend 75% of all Board meetings over the course of a year and be active participants in the Committee meetings on which they serve. Unless there are extenuating circumstances, Trustees who do not meet these requirements will be asked to resign or, if agreed upon by the Board Chair, to take a leave of absence for a specified period of time. Trustees unable to attend a meeting should notify the Board Chair and respective Committee Chair in advance. While this is not always possible, Trustees are encouraged to be present in a meeting from start to finish.

Preparation

The effectiveness of the Board is only as good as the participation of its members. In accordance with our Duty of Care, Trustees will prepare for all meetings by reviewing all materials in advance of the meeting - analytically reading, preparing questions/insights to the agenda topics, and responding when appropriate. To maximize discussion and minimize presentations, we presume that Trustees have read and reviewed carefully all materials distributed in advance.

Attentiveness

We will engage Trustees in significant discussions of consequential issues. This requires that the agenda be rich and Trustees be attentive, ideally single-mindedly, to the matters at hand. Therefore, except those assigned to taking minutes or accessing meeting documents, we discourage using PDAs and similar devices except in emergencies or searching for information relevant to topics under discussion. When circumstances require extended use of a PDA for business or personal reasons, we request that Trustees leave the meeting room.

There will be moments during deliberations when a Trustee turns to a colleague for clarification, information, or assistance. No one should hesitate to do so. However, lengthier discussions or so-called “sidebar conversations” should be avoided.

Discussions

Lively, animated discussions are vital to excellent governance. However, engagement without knowledge or without having done the advanced readings provided does not lead to productive discussions. We aspire to informed, robust discourse with broad participation. We encourage everyone to contribute, and we expect, under normal circumstances, that no single Trustee or a few Trustees will dominate the deliberations.

To ensure the best outcomes, Board and Committee Chairs, along with Trustees, must manage different viewpoints, conflict, and dissent proactively and productively:

- **Dissent.** An essential ingredient of participation in a meeting is for the participants to benefit from a full discussion of the pros and cons of issues proposed for decision by vote. In fact, the absence of healthy debate and dissent in discussions frequently leads to faulty decisions. By advocating responsible dissent, leaders create a climate where passive acceptance of issues will be challenged. Accordingly, Trustees are encouraged, without fear of reprisal, to offer alternative points of view to the prevailing sense of the meeting, the status quo, or to decisions previously made or to policies in place. Honest and constructive dissent is welcomed in an environment of mutual trust that encourages an open and free exchange of ideas.
- **Registering Dissent.** There are several appropriate ways to register dissent. In all cases, in strict confidence, dissent may be registered:
 1. In the meeting where the discussion is taking place (most appropriate)
 2. With the Board President
 3. With the Committee Chair
 4. With the ED

With each option, Trustees must approach dissent with the intent of a constructive outcome. Registering dissent with other APBS constituencies or any member of the public is inappropriate. To do so will undermine the integrity and effectiveness of the Board.

Decisions

In many instances, the result of a discussion will be discernment, guidance, or refinement of previous decisions. In other instances, discussions culminate with a vote. Before we decide formally, the Board will make every effort to reach a consensus. When that cannot be achieved, a majority vote prevails. Where there are split votes, we expect all Trustees to publicly support the decision or action taken by the Board.

Abstentions

Abstaining from a vote may signal lack of knowledge to make an informed vote, ambivalence, mild disapproval, or conflict of interest—thus, abstentions should be rare. If information is lacking, the Board should define what is lacking and request it well before a vote is taken. If a Trustee is ambivalent, they should say so and why so that the matter can be addressed. Mild disapproval should be stated during the dialogue rather than waiting for the vote. Conflicts of interest should be

declared before voting time and the Trustee with the conflict recused. Because of the obvious “conflict,” Trustees would abstain from voting on their own term renewals or on their becoming an officer, etc.

Support the ED

Reciprocity defines the relationship between the ED and the Board. In a collaborative fashion, the board considers what the ED suggests and, in turn, suggests what the ED might consider while thinking through challenging issues; first-guess together upstream not second-guess downstream. Effective governance occurs when the best thinking of the ED and the best thinking of the board converge on important issues. The board delegates day-to-day management to senior officers, oversees operations to ensure accountability, and monitors progress toward strategic objectives.

Advocate for APBS

A primary way that Board members support the organizations they serve is to advocate on their behalf.

Communicate Effectively

A Balanced Approach

Trustees must strike a balance between the equally undesirable extremes of daily engagement with staff and constituents and distant detachment from employees and other stakeholders. On the one hand, we want to ensure that Trustees are sufficiently well-informed and that Board members have channels to convey their concerns to the appropriate executive officers. On the other hand, we do not want to overwhelm staff with personal requests, reports, or recommendations from Trustees. Finally, we want to ensure that Board members focus on governing and leave the managing to the professional staff. To strike a proper balance, we expect timely and pertinent communication on the part of management, and we expect sensitivity on the part of Trustees to administrative lines of authority and to the time demands of requests for information or resolution of personal concerns.

Requests for Information or Recommendations from Individual Trustees

When a Trustee desires additional information or wishes to propose a particular course of action, we ask that the request or recommendation be directed to the relevant Board officer or Committee chair.

Emails should occur during regular business hours and not on weekends.

Trustees should not write emails to all other Trustees. What is communicated to all Trustees should be coordinated through the Board President, Executive Committee, or ED.

Grapevine Information

Important information from constituents should be shared with the ED or Board President. Trustees should assure the source that the matter has been channeled to the relevant person. Trustees should not attempt independently to either verify the information or resolve the problem.

Representing APBS and Responding to the Media

When Board members are acting in their capacity as representatives of APBS, they should ensure that their communication is aligned with APBS and Board priorities and reflects the aspirations of the institution rather than simply their personal goals or opinions. All media inquiries should be

directed to the ED. The Board and the organization speak as a single entity through the ED. No Trustee or self-appointed group of Trustees shall speak on behalf of the Board or APBS.