Board Commitment Forms - Samples

There is more and more interest by state and federal lawmakers to apply the American Competitiveness and Corporate Accountability Act of 2002 to nonprofit organizations. It is also known as the Sarbanes Oxley Act or “SOX.”

One aspect of the Act is to require board members to sign a commitment form regarding conduct, standards, confidentiality, performance, etc. Many nonprofit organizations have long required a board pledge.

A governance or executive committee, in accordance with bylaws, policies and state corporate requirements, should draft and recommend a board code of conduct to the full board of directors. It should become a policy to distribute consistently each year.

Usage

It is a responsibility of the nominating committee to present the commitment form to prospective board candidates and the slate of nominees. If the nominating committee does not carry out the responsibility, the chief elected officer should present the form, not the chief paid officer (staff.)

The samples herein have been contributed by association executives for education and information purposes. Save this information for review by a committee charged with developing a board commitment form. Be sure to use legal counsel.

[Bob Harris conducts board training, governance and operating reviews, and staff seminars.]
Responsibilities of Board Members

It is the board of directors’ responsibility to:

- Be aware of the mission, initiatives and services and your role in them
- Read and understand governing documents
- Respect confidentiality, fiduciary and conduct policies
- Know basic tenets of anti-trust and other relevant laws
- Abide by the canons of conduct
- Read meeting minutes and ensure they accurately reflect comments or votes
- Obtain and review financial reports and monthly reports
- Request that the Executive Director seek legal and auditor opinions when necessary
- Be responsive; invest your time and attention in the organization
- Be strategic; avoid tactical activities

Canons of Conduct for X Association Board Members

- Conduct yourself in a professional manner that reflects integrity, respect and a spirit of fair play
- Refrain from engaging in any activity that would violate confidentiality commitments or proprietary rights
- Abide by the bylaws and policies of X Association
- Use X Association’s name, data, documents and information only for purposes authorized by the Board of Directors
- Conduct yourself in a manner that is consistent with and not disruptive to the purposes of X Association
- Disclose any potential conflicts of interest
- Serve the interest of the larger community, setting aside personal benefit to you or your company
- Work hard and have fun along the way!
Mission Statement

The ___ Association serves its members and advances the association profession through a community of knowledge sharing, education, advocacy and business modeling.

Board of Directors Commitment Form

The following is a listing of Board of Director responsibilities. As a current Officer of Director of the Board, I am willing to make every effort to fulfill these responsibilities.

Please sign, date, and return this commitment no later than _____.

Overview

The Board of Directors is responsible for ensuring the organization’s long-term financial stability and integrity. Officers and Directors ensure that the organization fulfills its mission by doing quality work. Officers and Directors recognize that in order to foster the organization’s continued viability and growth, diversification of income sources is essential and I pledge to personally contribute needed resources and talents toward this end.

Responsibilities

- Support the mission statement.
- Read and understand the financial statements and otherwise assist the Board in fulfilling its fiduciary responsibility.
- Attend Board meetings and actively participate in decision-making.
- Share your area of expertise with the Board and staff.
- Be an advocate for the organization; promote it in ways appropriate to your profession and contacts.
- Maintain your membership, and in addition to membership, make a financial contribution appropriate to your circumstances.
- Obtain various means of support for the organization, such as sponsorships, advertisers, members, exhibitors, speakers, etc.
- Fulfill the duties of care, obedience and loyalty to the organization.
- Participate in regular assessments to improve board performance.
- Participate in strategic planning activities.
- Prioritize and monitor programs and services.
- Select the Executive Vice President and review his/her performance.
- Partner with the Executive Vice President to accomplish the mission.
- Serve on at least one committee or task force each year.
- Work to develop new leadership and recommend potential Board members to the board development committee.
- Avoid even the appearance of conflict of interest.
- Participate in the organization’s conferences and meetings.
Desired Skills and Experience

- Have knowledge of history, mission and goals.
- Knowledge of the community and commitment to maintaining a strong organization that is responsive to the membership.
- Working knowledge of bylaws and policies.
- Ability to handle organization business with tact, enthusiasm and commitment.
- Ability to communicate effectively.
- Ability to motivate committee members.
- Ability to take responsibility and follow through on assignments.
- Ability to work well with people individually and in a group.

Term of Service

Members of the Board of Directors are elected for various terms. Members may be re-elected according to the Bylaws.

Reimbursement

Directors are responsible for their own travel to and from meetings of the Board. There is no financial compensation for serving on the Board.

Time Commitment

Attend each board meeting, serve or assist on committees and be available to members, other leaders and staff, estimated to require 5 to 10 hours per month.

Benefits of Leadership Service

- Leadership is viewed as an opportunity to make a difference in the association management profession.
- Leadership provides an opportunity to identify needs and to support and achieve organization and professional goals.
- Leadership gains experience in building and working with teams.
- Leaders promote and develop leadership in others.
- Board of Directors helps to shape the organization’s direction and future.

Personal Commitment

I (print name) ____________________________________________, am willing to make every effort to fulfill the association Board of Directors responsibilities as outlined above.

Signature: ________________________________________________

Date: ________________________
Security Agreement

I, ____________________________, a member of the Board of Directors for the _____, understand that during the course of my service to ___, that I have a fiduciary responsibility to ____. That responsibility includes, but is not limited to exercising the duty of care, the duty of loyalty and the duty of cohesiveness in accordance with _____ policy.

While serving as a member of the _____ Board of Directors, I will have access to proprietary information that may or may not be confidential and that contains trade secret information. I may also be involved in the development of new technologies, products and services, and understand that the new technologies, products and services are the exclusive property of _____ and not that of any individual who participated in the development process.

Because of my access to proprietary information, I understand that I will be unable to engage in any activity that potentially directly or indirectly competes with any product or service offered or planning to be offered by _____ for a period of two (2) calendar years following the conclusion of my service to ______ as a member of the _____ Board of Directors.

__________________________________________
Member        Date
Board of Directors

__________________________________________
Executive Director        Date

Approved by the ____, date
CHAPTER BOARD OF DIRECTORS
ANNUAL AFFIRMATION OF SERVICE

1. I will commit to supporting and enhancing the mission, purpose, and goals of my chapter.

2. I will commit to attend chapter board meetings and to contribute as much as I am able.

3. I will commit to preparing for each board meeting as needed by reading all appropriate reports and/or minutes I receive and will commit to doing additional research about special topics as needed.

4. If unable to attend a scheduled meeting, I will provide adequate notice to one of the following: secretary, president, or committee chair.

5. I will commit to serving on and enhancing committees as assigned by chapter officers.

6. I will commit to conducting myself in a professional manner at chapter events and in interactions among all chapter board directors, chapter members, and volunteers.

7. I commit to strengthening the membership of the chapter by promoting it to colleagues and will commit to encouraging additional members to become involved as a volunteer of committees.

8. I will commit to continue being an ACHE affiliate in good standing.

9. I commit to conducting myself in an ethical manner and will not use, for my own gain or for the gain of others, confidential information shared during my term of service. Additionally, I will not disclose this information to those outside the chapter, unless it is required to do so on behalf of the chapter.

10. I will share concerns relating to the chapter, board, members, and volunteers in a prompt, proactive, and professional manner.

11. During the course of my term, if I find that I am no longer able to be a responsible and positive contributor to the chapter board, I will take it upon myself to discuss alternatives with the officers. A voluntary resignation to allow another person who can be more fully involved to serve in my place may follow this discussion.

Name: ________________________________

(Please print)

Signed: ________________________________

Date: _______ / _______ / _______

Please return signed affirmation to the chapter board secretary.
Board Member Agreement

Position: Director, Board of Directors

Term: Fours-Years; Renewable One Time According to Bylaws

Basic Duties, Responsibilities: Board Members are required to monitor finances, review and update the organization’s operational and strategic plans, help establish and support organization’s policies, and to give support and counsel to its programs and initiatives.

Board Members are expected to participate in two Board Meetings per year and in the quarterly conference calls. Ordinarily these duties entail at least 6 days of service per year and some travel.

Board Members are also expected to attend organization’s initiatives or sponsored programs where appropriate, and to represent the organization to their companies or institutions, to the dental communities and other communities of interest.

Additionally, Board Members are expected to make an annual financial contribution to the ___ Foundation and to lead or assist in developing new or continuing resources to the organization.

Expenses: Board Members will be reimbursed for the lowest available airfare to the meeting locations and for two nights in a designated hotel. Upon request, Board Members will be reimbursed for other expenses incurred while conducting official Board business. Additional contributed in-kind services/resources are welcome and highly encouraged.

Legal Responsibilities: Board Members are bound by the non-profit laws and regulations of the State of ______ and, as such, must carry out the functions described in the Board Member Agreement.

Liability: While serving on the Board, Board Members are covered by the Directors and Officers’ Insurance. The Directors and Officers’
Insurance is regularly updated and liability coverage increased as necessary.

Board Meetings: Board Meetings are held twice annually, in October (in conjunction with the xxx Meeting), and in June, and quarterly conference calls are conducted to fulfill the duties of the Board of Directors. Additionally, provisions exist for special meetings as necessary.

If a Board Member misses more than two consecutive meetings, he/she is requested to vacate their Board seat for a new member who can participate fully in the organizational duties.

I have read and understand the Board Member Agreement.
I agree to serve as indicated.

Name: ________________________________

Signature: ________________________________

Date: ________________________________
Conflict of Interest Disclosure Statement

This form was approved and adopted in 2003, in accordance with Section # of the Bylaws. It will be distributed to each director, officer, and staff member prior to the October Board meeting each year and must be submitted at that meeting for subsequent review by the Executive Committee of the Board of Directors.

In completing this form, please consider the following guidelines from the bylaws:

1. Any potential conflict of interest that could result in a direct or indirect financial or personal benefit to a Director, officer or staff member must be disclosed in good faith or known to the Board of Directors or committee authorizing a contract or other transaction.
2. All questions as to whether a conflict of interest exists shall be resolved by a vote of the Board of Directors in which the interested individual may not vote.
3. The interested individual may participate in the information-gathering stage of the Board of Directors’ or committee’s discussion, but shall retire from the room in which the Board of Directors or a committee thereof is meeting and shall not participate in the final deliberation or decision regarding such contract or other transaction. Such interested individual may not vote on such contract or other transaction.
4. In connection with all actions taken by the Board of Directors with respect to any contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, firm, association, or other entity in which one or more of the directors or officers of the Association is a director or officer or has a substantial financial interest, affiliation, or other significant relationship, each such interested director or officer of the Association shall:
   ♦ disclose to the Board of Directors the material facts as to such director’s or officer’s interest in such contract or transaction and as to any such common directorships, offices, or significant financial interest, affiliation, or other significant relationship, which disclosure shall be duly recorded in the minutes or resolutions relating to such actions, and
   ♦ abstain from voting on any such contract or other transaction.

At present, I am aware of the following potential conflict of interest in regard to my position on the Board of Directors or staff (if none, leave blank):

__________________________________________________________________________
__________________________________________________________________________
__________________________________________________________________________
__________________________________________________________________________

If I become aware of a potential conflict of interest in the future, I will disclose this potential conflict to the President. I understand that, when in doubt, disclosure is recommended.

NAME (please print) _____________________________________________________
SIGNATURE _______________________________________ DATE _____________
Confidential Information Policy

In the course of serving on the Board of Directors or committees of X Association, you may obtain or have access to material, confidential and nonpublic information _________. This information is considered “inside information” and must be kept confidential. Using this inside information for personal gain or providing such information to others for their use or personal gain before such information is disclosed to the public is illegal.

Board and committee members should keep in mind that ________ is a publicly traded company. As a result, there are substantial legal restrictions on trading in ______ stock by persons who possess material, nonpublic information about the company. In addition, other improper use or disclosure of ______ inside information may violate federal and state laws.

Board and committee members should observe the following guidelines regarding inside information related to ______:

- Never use or disclose, for your own benefit or the benefit of your employer or another party, any inside information about ______ obtained through your service on the Board or a committee of the Association.

- Never buy or sell ______ securities, or direct someone else to do so when you have material, nonpublic inside information about the company. After the information has been made public, you must wait until the public has had time to become aware of it – approximately two full days following disclosure – before taking any actions on behalf of yourself or instructing others to take action.

- Never trade in another company’s securities if you believe that material, nonpublic information you have about ______ will, once publicly disclosed, affect the value of the other company’s securities.
Code of Ethics for Board and Committee Chairs¹
(Adapt to your organization’s needs)

**Rationale:** Principles and practices of the [Organization’s Name] Board of Directors and Committee Chairs to provide guidance and direction for effective governance.

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**Code:** Members of the Board of Directors are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the board of {Name of Organization}. Board members pledge to accept this code as a minimum guideline for ethical conduct and shall:

**Accountability**

1. Faithfully abide by the articles of incorporation, bylaws and policies of the organization.
2. Exercise reasonable care, good faith and due diligence in governing and managing affairs. *(Principles of Duty of Care, Loyalty and Obedience.)*
3. Fully disclose, at the earliest opportunity, in formation that may result in a perceived for actual conflict of interest.
4. Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.
5. Remain accountable for prudent fiscal management to association members, the board, and nonprofit sector, and where applicable, to government and funding bodies.

**Professional Excellence - Integrity**

6. Maintain a professional level of courtesy, respect, and objectivity in all matters and activities.
7. Strive to uphold those practices and assist other members of the board in upholding the highest standards of conduct.

**Personal Gain – Self-Dealing**

8. Exercise the powers invested for the good of all members of the organization rather than for personal benefit.

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¹ The Sarbanes Oxley Act recommends that corporate boards utilize a code of conduct. (rch)
Equal Opportunity – Diversity - Inclusivity

9. Ensure the right of all members to access benefits and services without discrimination on the basis of culture, geography, political, religious, or socio-economic aspects.

10. Ensure the right of all members to access benefits and services without discrimination on the basis of the organization’s volunteer or staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.

Confidential Information

11. Respect the confidentiality of sensitive information known to board service and used for the purposes of governance and management.

Collaboration and Cooperation

12. Respect the diversity of opinions as expressed or acted upon by the organization board, committees and membership, and formally register dissent as appropriate.

13. Promote collaboration, cooperation, and partnership among association members.

Approved (Date)_______________________Signature: X________________________

Recommendation for Adoption and Usage: Read the requirements of the Sarbanes Oxley Act. Compare other organization Codes of Conduct. Appoint a task force to review and recommend a Code of Conduct to the board. Board discussion and approval. Nominating Committee to annually distribute to all nominees for review and signature. Maintain copy in the organization’s office and copy for each board member.
Code of Ethics
Board of Directors and Officers
Of the
_____________________

Service on the Board of Directors of a national organization is an important honor and responsibility. Much is expected of officers and the governing Board of the _______. The membership of the association relies on its officers and Board to act in its best interests, to be knowledgeable about and proactive on the issues facing the early childhood care and education industry, to study the questions before it and to base decisions on reliable information, to be a good steward of the resources of the association, and to be honest and trustworthy in all actions. To assure the trust and ethical expectations of the members of the _____ Association, I affirm the following:

Duty of Care

In all matters affecting the _____ Association, I will act in good faith and exercise my best efforts in the performance of my duties.

I will faithfully prepare for discussions and decisions that affect the association by reading information sent to me by the association officers and staff and by striving to be knowledgeable on issues of importance to the association and its members.

I will be responsible for disseminating information I receive as a Director to all members, with my primary responsibility to inform my constituency, i.e., state association, national, or regional company, or at-large members. (See attached examples)

I will make decisions based on factual data rather than unsubstantiated opinions.

I will make decisions based on what is in the best interest of all members of the association, rather than any one group, individual, or special interest.

I will be honest in doing the work of the association and in speaking on behalf of the association and its leadership in order to foster trust among association members and the public.

I will respect my fellow Directors and the members of the association, acknowledging differences of opinion, providing for open and respectful discussion, and making decisions only after listening to all points of view and all available data.

I will publicly support the majority decisions made by the Board of Directors.

I will refrain from any discussion of tuition, fees, wages, etc. that might be construed as an infraction of anti-trust law or price fixing.

I will support and encourage participation in all association programs including endorsed programs.
I will hold my own business to the highest standards of professionalism, quality, and integrity, because the manner in which I conduct my individual business affairs can affect the public image of the ________ Association.

**Confidentiality**

I will not disclose, beyond its intended scope, any information which is marked, designated, or treated as confidential by the Board, officers, or staff and which I receive as a Director of the ____________ Association.

I understand that my obligation to maintain confidentiality extends indefinitely beyond my term of office.

**Conflict of Interest**

I acknowledge that information, programs, research, services, and methods of operation are developed by ________ for all members and as a Director I am obligated to pass on this information to my constituencies. Therefore I will not expropriate for myself, my business, or another organization any information I receive as a result of my position as a Director of the ____________ Association prior to disseminating this information to my constituents. (See attached examples)

I will not create any program that is in direct competition with an ________ program including the ________, the _____ credential, the Annual Conference, or other programs that the association may develop in the future.

I will openly declare any actual or perceived conflict of interest that may result from my taking part in discussion or decision making on an issue before the association while having business, professional, or personal interests that could bias my decisions. I further acknowledge the Board of Directors has the sole responsibility for determining whether my interests constitute a conflict and if so what the remedy will be. (See attached example)

Signature of Director or Alternate Director ________________________________

Date ______________________________
**Example of Duty of Care:**

“I will be responsible for disseminating information I receive as a Director to all members with my primary responsibility to inform my constituency, i.e., state association, national, or regional company, or at-large members.”

_____ Director, John Doe, receives a notice on the _____ Board of Directors list serve about a grant available to child care centers in all states. John fails to pass this information on to his state association members.

- As the representative of the membership as a whole, John is obligated to pass on this information to his constituency, and in the spirit of leadership, should make a reasonable effort to do so immediately in order to equalize the opportunity among members, including himself.

**Examples of Conflict of Interest:**

“I acknowledge that information, programs, research, services, and methods of operation are developed by _____ for all members and as a Director I am obligated to pass on this information to my constituencies. Therefore I will not expropriate for myself, my business, or another organization any information I receive as a result of my position as a Director of the ________ Association prior to disseminating this information to my constituents.”

1. In the example above, John not only does not pass on the information he receives through the Board-only list serve, he applies for the grant for his own center.

   - John is taking advantage of information available to him in his capacity as a member of the Board of Directors of _____ and using this information for his personal gain.

2. _____ Board member John Doe conducts a training class for Field Counselors which is not the ________ prescribed training and/or charges a fee for the training.

   - John Doe is taking advantage of his position as a Director to profit when he charges a fee which is contrary to _____’s policy and interest. ____ provides this training free of charge.

   - John Doe is not using the prescribed training approved by ____ and therefore is negatively impacting the integrity of the ____ program.

3. _____ Director Mary Doe uses association-developed programs, data, papers, or other intellectual property (correspondence, procedure manuals, methods of operation, curriculum, presentations) without permission of the association and/or without citing the association as the creator or fails to report unauthorized use by his/her state association or company.

   - Even though the association material Mary uses may not be copyrighted, it is unethical to use the association’s property for one’s own benefit or to misrepresent the origin of the material. If the material is copyrighted, Mary’s actions are also illegal.
“I will openly declare any potential conflict of interest that may result from my taking part in discussion or decision making on an issue before the association while having business, professional, or personal interests that could bias my decisions. I further acknowledge the Board of Directors has the sole responsibility for determining whether my interests constitute a conflict and, if so, what the remedy will be.”

1. Director John Doe owns a printing company. He lobbies the Membership Committee to have his company print the new membership brochures.

   • John must disclose his financial interest in the printing company. The Chair of the Membership Committee should then ask John to excuse himself from debate in committee and not to discuss the printing of the brochure with any Committee member.
Board Member Pledge - Sample

Read this commitment prior to accepting a nomination to the board or prior to installation. If you have questions about your responsibilities, discuss them with the president or executive director. Please read and sign below.

I will exercise the duties and responsibilities of this office with integrity, professionalism and respect. I pledge:

1. To attend all board, committee and task force meetings on which I serve. I understand that failure to attend three (3) consecutive board meetings is cause for dismissal from the board.

2. To become familiar with the organization’s governing documents, policies and positions so that I can be an informed representative when called upon.

3. To come prepared to discuss the issues and business to be addressed at scheduled meetings, having read the agenda and relevant background material when applicable.

4. To maintain confidentiality of information received for governance and decision making at board meetings.

5. To observe the rules of order and display courteous conduct in all board, committee and task force meetings.

6. To work with and respect the opinions of my peers who serve on this board, and to leave my personal prejudices out of discussions and decisions.

7. To always act in the best interest of the organization, the membership, leadership, volunteers and staff.

8. To represent this organization in a positive and supportive manner at all times and in all places.

9. To act as a resource in identifying trends, issues, opportunities and challenges facing the organization, community and membership that may deserve the attention of the board and staff.

10. To serve on or act as liaison to at least one committee and keep the board informed of its progress and goals.

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1 Refer to bylaws.
11. To avoid conflicts of interest between my position as a board member, and my professional and personal life. If such conflict does arise, I will declare that conflict and refrain from voting in matters in which I have conflict.

12. To support in a positive manner all actions taken by the board of directors even when I am in a minority position on such actions.

13. To maintain a professional business relationship with the organization’s staff and any contractors.

14. To refrain from impeding the work of committees or staff based on the responsibilities and authorities for which they have responsibility.

15. To comply with local, state and federal laws and to protect the interests and property of the organization.

________________________________________________________________________
Signature_________________________ Date__________________________

Note: Bob Harris, CAE, provides templates and best-practices for adaptation in the management and governance of nonprofit organizations. Additional resources are available at www.nonprofitcenter.com.
Board-Staff Commitment to Responsibilities

Foreword
The Board of Directors and Chief Executive Officer/Staff are a team working to achieve the organization’s mission and goals.

The Board’s responsibility is that of governance and leadership --- setting policy and direction while advancing the mission. The Chief Executive Officer (CEO) and staff responsibility is to manage administrative efforts. Together their actions add value to and protect the organization.

The “Board-Staff Pact” serves as a checklist or reminder as to the responsibilities of all persons.

Pact
WHEREAS, Serving on the Board is the voluntary responsibility for governance and leadership;

WHEREAS, Members have a right to demand that their organization conduct its affairs in an efficient, competent, and innovative fashion, responsive to members and stakeholders;

WHEREAS, Effective governance and management requires maximum commitment and performance by both the Board and the CEO;

WHEREAS, Such an effort will require that the Board and CEO recognize and focus on their distinct duties;

NOW, THEREFORE, In consideration of the above, we agree to:

Board of Directors

A. Attend leadership orientation and educational opportunities that enhance governance.

B. Commit adequate time to prepare and attend meetings.

C. Make all decisions based on knowledge and fact; exercising due diligence.

D. Respect the confidentiality of information and documents required for governance.

E. Govern strategically by focusing on the future; allocating a majority of time on issues with long-term impact for the organization and the communities it serves.

F. Eliminate committees and practices that are inconsistent with the organization’s mission and goals.
G. Be attentive to trends, issues, opportunities and challenges affecting the organization and members.

H. Formulate a strategic plan that focuses on the needs of members, the trade, profession, or community represented.

I. Ensure that future leaders are developed and motivated to govern the organization.

J. Respect the authority and responsibility entrusted to committees, staff and the CEO; refraining from impeding their progress.

CEO and Staff

A. Develop a staff team that promotes excellence, professionalism, and dedication to the organization.

B. Exceed the bounds of job descriptions by bringing to the organization the highest levels of skill.

C. Faithfully report the status of goals, programs and operations to the Board in a clear concise manner.

D. Accept complete responsibility for the administration with energy, vision and passion.

E. Ensure that all duties are carried out in a manner consistent with local, state and federal laws, governing documents and the budget; ever guided by the interests and needs of members.

F. Respect and respond to members and inquiries in a timely and professional manner.

G. Recommend to the Board opportunities and funding for professional development, as well as competitive compensation levels.

H. Protect the intellectual and tangible property of the organization and maintain documented systems of management operations for training, consistency and perpetuity.

Signatures:

Board Chair ___________________________  CEO ___________________________

Note: Adapted by Bob Harris, CAE for discussion purposes in board effectiveness. For additional management and governance samples visit www.nonprofitcenter.com or e-mail bob@rchcae.com.
Board of Directors Position Description

If you, as a nominee or current Director are willing to make every effort to fulfill these responsibilities, please sign, date, and return this commitment no later than July 1, 2004.

Overview:
Members of the XXX Foundation Board of Directors are responsible for ensuring the XXX Foundation’s long-term financial stability and integrity. Directors ensure that the XXX Foundation fulfills its mission by doing quality work. Directors recognize that in order to foster the XXX Foundation’s continued viability and growth, diversification of income sources is essential and they pledge to personally contribute needed resources and talents toward this end.

Responsibilities:

- Support the mission of the XXX Foundation
- Read and understand the XXX Foundation’s financial statements and otherwise assist the Board in fulfilling its fiduciary responsibility
- Attend board meetings and actively participate in decision-making
- Share your area of expertise with the board and staff
- Be an advocate for the XXX Foundation; promote the XXX Foundation in ways appropriate to your profession and contacts
- Maintain XXX Foundation membership, and in addition to membership, make a financial contribution appropriate to your circumstances
- Obtain financial support for the XXX Foundation to ensure adequate resources
- Fulfill the duties of care, obedience and loyalty
- Participate in regular assessments to improve board performance
- Participate in strategic planning activities
- Prioritize and monitor the XXX Foundation’s programs and services
- Select the Executive Director and review his/her performance
- Partner with the Executive Director to accomplish the mission
- Serve on at least one committee or task force each year
- Work to develop new leadership and recommend potential board members to the board development committee
- Avoid even the appearance of conflict of interest
- Participate in the XXX Foundation’s bi-annual National Conference
- Assist the XXX Foundation in interpreting the needs of the XXX community

Desired Skills and Experience:
Knowledge of XXX Foundation history, mission and goals  
Knowledge of the XXX community and commitment to maintaining a strong Foundation that is responsive to the membership  
Working knowledge of XXX Foundation bylaws  
Ability to handle all XXX Foundation business with tact, enthusiasm and commitment  
Ability to communicate
effectively □ Ability to motivate committee members □ Ability to take responsibility and follow through on assignments □ Ability to work well with people individually and in a group.

**Term of Service:**
Members of the Board of Directors are elected for a three-year term, serving from July 1 through June 30 of the third year. Directors are elected by voting members of the Foundation. Members may be re-elected for a second three year term, based on their ability to continue to fulfill board responsibilities.

**Time Commitment:**
Two local board meetings per year (8-12 hours each, not including travel time), one conference call meeting per year (3 hours), 8-10 hours per month for committee or task force assignments.

**Benefits:**
Opportunity to make a difference in the XXX community □ Opportunity to measurably support XXX Foundation goals □ Gain or enhance experience in building and working with teams □ Increase knowledge of XXX Foundation activities and resources □ Develop leadership in others □ Help to shape the XXX Foundation’s direction and goals.

**Personal Commitment:**

I (print name) __________________________, am willing to make every effort to fulfill the XXX Foundation Board of Directors responsibilities as outlined above.

________________________________________ ________________________

Signature Date
Board Commitment Form  
(Sample)  

As a Member of the Board of Directors, I will:  

- Perform my duties so as to honor the trust of the membership that elected me.  
- Comply with all applicable statutes and regulations applying to non-profit organizations and the terms of the articles of incorporation, the bylaws, and the policies adopted by the Board.  
- Protect the interests of the association as determined by its Board, its mission, and prudent business practice.  
- Refrain from using my position on the Board for my own personal advantage or the advantage of any special interests inside or outside of the association.  
- Protect the confidentiality of private or confidential information to which I become a party as a member of the Board, i.e. member lists, financial information, public policy goals, etc.  
- Refrain from asserting authority as a Board member except when participating in a meeting of the Board or as the Board delegates to me; recognizing the chair of the Board has the final authority.  

Accept my Personal Responsibility to:  

- Attend the meetings of the Board and of Board committees to which I have accepted appointment.  
- Review all information and materials sent to me in connection with Board business and to provide to the Board my best attention and judgment.  
- Conduct myself so as to reflect credit on the association and the Board of Directors.  
- Respect the integrity and abilities of my fellow Board members and strive to advance the unity and harmony of the Board, recognizing all actions, whether or not I agree, belong in one to the board and not to individuals.  
- Tender my resignation from membership on the Board if I am, or become, unable to serve in accordance with the provisions of this commitment.  

______________________________  ____________________________  
Date  
Board Member Signature
Board Policy

Policy Name: Board Commitment to Serve the Association

Approved by BOD: November 8, 2000

Effective Date: November 8, 2000

I do not have a conflict of interest in serving on the ____________________ Board of Directors. If a conflict arises in the future, I will alert the Board and either refrain from participating in a specific action or, if necessary, resign from the Board of Directors.

In addition, I commit to:

- Maintain mutual respect for other members of the Board of Directors and association staff;
- Maintain business confidentiality;
- Handle fiduciary responsibilities in a responsible manner;
- Properly and fairly represent association to the membership, the general public and the media and make every effort to assist association in achieving a positive public image;
- Ensure that all activities initiated on behalf of association are consistent with the mission, policies, Bylaws and/or articles of incorporation;
- Not use my relationship with association to enhance personal opportunities, to elicit favor with a special interest group, and/or receive personal gifts or compensation except when approved by the Board of Directors;
- Represent the interests of all association members and not any separate constituencies.

I understand the responsibilities of serving on the association Board of Directors. I am committed to the association mission. I will make every effort to attend all meetings of the Board of Directors and to respond in a timely fashion to all mail ballots of the Board.

_____________________________  __________________________
Director                                      Date

Please return a signed copy of this form either by mail or fax to:
BOARD MEMBER COMMITMENT FORM

This form will serve as a commitment form for each member of the Board of Directors outlining expectations and responsibilities for each board member. A board term is three years and individual may serve up to two consecutive terms. Please review the statements below, placing your initials beside each to confirm your agreement and sign below. This form is to be completed and returned to the office.

__________ I understand the mission, shared vision and goals, and programs and I am committed to helping our organization accomplish our shared vision.

__________ I have a sphere of influence, which will contribute to the further development of the board and committees, by identifying potential members and I will assist in the recruitment of nominees to serve in the future.

__________ I understand that I am expected to be familiar with organization’s yearlong Annual Issues Program, and will attend one session in the first year of board service, if I am not a graduate of the program.

__________ I will commit to successfully recruiting two to three program candidates per year, either within or outside of my employing organization/institution/corporation.

__________ I will make a minimum financial contribution of $##. I will partner with the executive director to the fullest extent in identifying $## in other contributions available to the organization, including but not limited to access to corporate or foundation contributions or in-kind contributions.

__________ I will demonstrate leadership skills and will serve in leadership positions and/or undertake special assignments enthusiastically and willingly when asked – serving on at least one committee and following through on all commitments.

__________ I support the team concept and am willing to collaborate with other Board members in the agreed upon direction of the organization. I can serve the organization in a non-partisan way.

__________ I will develop and maintain an ongoing understanding of the organization’s needs, assess the external environment and trends, and participate in strategic planning for the future.

__________ I will prepare for and participate in board and committee meetings – whether by conference call or in-person. The quarterly schedule in-person board meetings can be met with required attendance of three out of four meetings. I will regularly participate in three to four board conference calls, annually.

__________ I will help the board fulfill its fiduciary responsibility by reading and understanding the financial statements and in meeting other legal requirements.

Signed: ____________________________________________  Dated: ____________________

Please PRINT Name:_____________________________________________________________
Association Board Member’s Code of Conduct

Robert A. Hall, CAE
Executive Director, American Academy of Cosmetic Dentistry

In discussions with colleagues in Association Management, we often note that new Board members are ill informed as to the full range of responsibilities of service on the Board. Using input from several colleagues, and my observations of Boards in the associations I’ve managed over the past 21 years, I drafted the following “code of conduct” (for want of a better term). Association executives are free to use it and to edit it as they see fit for use with their associations.

Having been selected by my peers to serve on the Board of NAME OF ASSOCIATION, and being fully aware of the high honor bestowed upon me, I pledge to do my utmost to adhere to the following Code of Conduct.

- I understand that membership on the Board is not a right I have earned, but a privilege bestowed by my colleagues to allow me to serve them and our mission. I am the servant of the association members, not their master. I pledge to fulfill that role.

- I understand that I have a fiduciary responsibility to the membership to oversee the finances of the NAME OF ASSOCIATION. I pledge that I will make myself aware of association non-profit accounting principles, read and understand the association’s financial reports, and obtain any information I need from the staff to fulfill this obligation.

- I understand that funds contributed to NAME OF ASSOCIATION through the dues of members and by other donors are done so to further the mission and good works of NAME OF ASSOCIATION, not to personally benefit members of the Board. I understand that the expenditure of funds on luxuries for Board Members for travel, meals, accommodations, gifts and other special perks takes funding from the purposes which the donors intended, and that such misuse of funds is as serious as misappropriation of funds. I pledge to be more frugal and responsible with the members’ money than I am with my own.

- I understand that the most important principle of leadership is to set the example, and that the Association’s staff and other volunteers will establish their own work ethic and fiscal responsibility based on what they see of my conduct. I pledge to always be an example of dedication, probity and frugality for staff and other volunteers.

- I understand that the true measure of a leader is one who knows and look out for the welfare of his or her followers. I pledge to know and look out for the welfare of the Association’s members and staff.

- I understand there may be issues discussed at Board meetings that could damage individuals or the Association if discussed outside the Boardroom, and I pledge to maintain confidentiality of such items. But I also understand that the members are the owners of the Association and have a right to know how their association is operating. I pledge to support
operating in as open and transparent a manner as is possible, while keeping in mind that some issues must be kept confidential.

- I understand that I have a responsibility to fully and fairly share my opinions at board meetings, but that I also have a responsibility to support Board decisions outside the Boardroom. I pledge to do so.

- I understand that to fulfill my fiduciary responsibility to the membership, I must be fully knowledgeable about the association. I pledge that I will read and understand the bylaws, policies, financial reports, committee reports and other documents pertaining to the operations of NAME OF ASSOCIATION, and that I will devote the time necessary to stay current and to participate in Board meetings and conference calls.

- I understand that I have a responsibility to apprise the Board any conflicts of interest that I may have, and to recuse myself from voting where a conflict exists. I pledge to avoid both the appearance and the actuality of any conflict of interest.

- I understand that it is a violation of my fiduciary responsibility to the membership to appropriate to myself opportunities that rightfully belong to the association, or to usurp opportunities and appointments for myself that should be open to the membership. I pledge not to do so.

- I understand that anti-trust violations could cause great harm to the association and to individual Board members. I pledge that I will not participate in any action, meeting or discussion that I believe could, or have been advised by staff or Association counsel could give even the appearance of being a potential anti-trust violation.

- I understand that my authority as a member of the Board is only in the Boardroom, and that I have no management authority or responsibility for the association outside of my participation in Board decisions. It is the staff’s responsibility to manage the association. It is the Board’s collective responsibility to set the strategic direction for the NAME OF ASSOCIATION, to establish policies relating to ends, means and executive limits, to allocate resources and monitor financial performance, and to hire and oversee the chief staff executive. I understand that no one else can fulfill these Board responsibilities. I pledge I will devote myself to helping the Board fulfill these strategic responsibilities.

- I understand that perception is reality. I pledge to conduct myself in all things relating to the Association in such a manner that I would not be embarrassed to have my conduct fully reported as the lead story in the association’s publications.

- I understand that members will look to me for their cues about the NAME OF ASSOCIATION. I pledge I will be an enthusiastic cheerleader and booster of the NAME OF ASSOCIATION.

- I understand that much of the success of NAME OF ASSOCIATION will depend on Board dynamics. I pledge I will welcome diverse points of view, that I will feel free to disagree
without being disagreeable, that I will not personalize disagreement, that I will discuss issues, not personalities and that I will avoid ad hominem attacks on board members, staff or other volunteers.

- I understand that Board service is my opportunity to make a lasting contribution to my association, to the PROFESSION/TRADE/INDUSTRY it represents and to the membership. I pledge I will work to leave the Association better, stronger and more fiscally sound that I found it at the start of my Board service.

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Reprint permission granted. Please send a copy of the publication in which the article appears to Robert A. Hall, 709 Harrington Drive, Madison WI 53718.

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Robert A. Hall, Executive Director of the American Academy of Cosmetic Dentistry, has served 22 years as an association executive following five terms in the Massachusetts Senate. He may be reached at bobh@aacd.com or www.aacd.com. Reprint rights granted with credit.
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EMAIL bob@rchcae.com for more info on strategic planning, board seminars and staff training