Section 2: Board, Executive Committee and Executive Director

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2.1 Role of the Board

Role of the Board

- Acts as the fiduciary and guardian of the organizational assets
- Reviews and approves SRNT's program budget
- Establishes short- and long-term goals
- Assesses progress toward goals
- Assumes stewardship responsibility for SRNT's finances
- Sets policies for the overall management and operation of the agency

Expectations of Board Members

- Attend regularly scheduled board meetings
- Participate in committee work as requested/assigned
- Become informed about the policies and programs of SRNT
- Participate in fundraising activities and special events sponsored by SRNT
- Contribute financially according to ability
- Participate in board orientation activities
- Act as an informed advocate of SRNT
- Vote according to one's individual conviction, challenge the judgment of others when necessary, yet to be willing to support the decision of the board and work with fellow board members in a spirit of cooperation
- Recognize that the President, alone, speaks for the board
- Maintain the confidential nature of board deliberations and avoid acting as spokesperson for the entire board unless specifically authorized to do so
- Comply with the Board-approved conflict-of-interest policy
- Refrain from actions and involvement that might prove embarrassing to the organization and to resign if such actions or involvement develops
- Make judgments always on the basis of what is best for the organization as a whole

Support for the Board

SRNT will provide each member of the board with the following:

- Access to the management of SRNT, as needed for proper operation of the board
- Ample notice of all meetings
- Minutes of all board meetings
- Relevant information to conduct his or her job as a board member
- To the extent allowed by law, indemnification from liability for a board member's reasonable and necessary actions
- Reimbursement for reasonable expenses in conducting and attending to board business, in accordance with board policy
- D&O insurance liability coverage
- Respect for his or her time
- The use of his or her talent effectively

2.2 ***Role of the President***

The responsibility of the board president is, primarily, to ensure the integrity of the board's process. The president is the spokesperson for the board itself, other than in specifically authorized instances when others fill that role. The President ensures that the board operates within its own rules and those legitimately imposed upon it from outside. Business meetings will focus on policy clearly belonging to the board, not the staff. The president has no authority to make policy decisions for the board, but is expected to help the executive director interpret board policy.

The president presides at all meetings of the organization, and of the executive committee and board of the organization. The president will exercise general supervision over the affairs of the organization and is an ex officio member of all committees of the board. He or she has the authority to sign with the executive director, in the name of the organization, all contracts authorized either generally or specifically by the board. The president performs duties as outlined in the Bylaws and other duties as may be assigned by the board.

In the absence of the president, the president–elect will perform the duties of the president.

2.3 Role of the President-Elect

The President-Elect will:

- Attend all board meetings
- Serve on the executive committee
- Serve on the membership committee
- Carry out special assignments as requested by the president
- Understand the responsibilities of the board chair and be able to perform these duties in the president's absence.
- Participate as a vital part of the board leadership

In the President's absence the President-Elect will:

- Presides at meetings of the board
- Serves as chair of executive committee
- Carry out other duties as described in the Bylaws

2.4 Role of the Secretary/Treasurer

In his or her role as secretary, the secretary/treasurer will:

- Ensure that the original or a copy of the bylaws as amended or otherwise altered to date is kept at the principal office of the organization
- Ensure that a book of minutes of all meetings of the directors and meetings of committees will be kept at the principal office of the organization, or at such a place as the board may determine; minutes will record time and place of meeting, the names of those present or represented at the meeting, and the actions taken by the board (including the name of the persons making motions and seconds)
- Ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law
- In general, perform all duties incident to the office of the secretary and such other duties as may be required by law, by the articles of incorporation, or by the bylaws, or which may be assigned to him or her from time to time by the board.

In his or her role as treasurer, the secretary/treasurer:

- Serves as financial officer of the organization and as chair of the finance committee
- Manages, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Works with the Executive Director and Finance Manager to ensure that appropriate financial reports are made available to the board on a timely basis
- Assists the executive director in preparing the annual budget and presenting the budget to the board for approval
- Reviews the annual audit and answers board members' questions about the audit
- Approves expenditures within guidelines approved by the board

2.5 Board Compensation Policy

Board members serve without compensation. However, board members are allowed reasonable reimbursement of expenses incurred in the performance of their duties, in accordance with board policy.

2.6 Expense Reimbursement Policy

Whenever possible, board members are expected to bear all travel-related costs associated with attending board meetings held in conjunction with the annual meeting. If additional in-person meetings or other SRNT-related travel is required, SRNT will reimburse travel according to the guidelines, below.

Attendance at regional or co-sponsored conferences is not required, and therefore must be approved by the President. Approval of such travel will be dependent upon organizational finances; the specific need for and/or role of the Board member at the event; and whether or not other representatives of SRNT (specifically the president or the executive director) will be in attendance.

When attending the SRNT conference, Board members are expected to cover their travel expenses, ad they would encounter these expenses regardless or their Board position. However, if Board members are required to arrive one or more days prior to the start of the conference in order to participate in required meetings, SRNT will cover the additional expenses if requested by individual Board members.

Reimbursement is allowed for reasonable, ordinary, and necessary expenses incurred in connection with approved expenses or travel on behalf of SRNT. Any exception to this policy must be approved by the president.

If a board member is unable to bear such costs, in whole or in part, the member should inform the executive director. Expenses up to $1,000 (US) will be reimbursed without further approvals. Requests for reimbursement greater than $1,000 must be approved by the president.

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So that the amount of the reimbursement is not considered taxable income to the recipient, SRNT will reimburse lodging and other travel-related expenses on an actual basis provided that the amount is reasonable and receipts are attached.

SRNT will reimburse members traveling on official organization business the cost of round-trip coach-class travel, housing cost, and meals up to the amount allowed by the State Department based on the city in which expenses are incurred. Guest travel, housing, and meals are generally not reimbursable.

The organization's travel mileage reimbursement is equal to the current IRS reimbursement amount.

For domestic travel, staff will be reimbursed for food and incidental expenses according the per diem rates used by the Federal government. For international travel, staff will be given per diem, according to the Federal rates, in advance of travel; receipt reconciliation for meals and incidental expenses will not be required. Staff must provide documentation that they actually traveled to such conferences.

2.7 Board Self-Assessment

The purpose of board self-evaluation is to identify those areas of board functions that are working well and those that may need improvement. The board self-evaluation speaks to

the board as a whole, as well as to individual members and is the evaluation process of the overall effectiveness of the board as a decision-making group.

The following process will be used:

- Two evaluation forms (one for self and one for overall board) will be distributed to all board members annually; self-evaluations will not be shared with the full group
- The completed overall board evaluation forms will be submitted to the executive director at least 4 weeks prior to the meeting at which the evaluation will be discussed.
- The board will develop a remediation plan based on the combined evaluations.

2.8 Executive Committee

The president, president-elect and past president make up the Executive Committee. The Executive Committee is authorized to act on behalf of the board when situations arise that are time sensitive or in cases of emergency, and/or to review important policy issues prior to presentation to the board. Specifically, the Executive Committee:

- Meets when an emergency situation demands rapid reaction from the board and it is impossible to convene the full board
- Acts as the legal representative for the board during emergencies
- Makes decisions for the board during an emergency
- Notifies the rest of the board of the emergency as soon as possible and informs the board of the committee's actions and decisions

2.9 Executive Director

The executive director is assigned to SRNT by its management company, in consultation with the board of directors. The executive director is responsible for the overall administration and management of SRNT operations; management of staff; and supporting the volunteer leadership of SRNT. The executive director reports to the board president and to the president/CEO of the management company.

Responsibilities

1. Management and Administration
    a. Develop and administer operational policies.
    b. Oversee all programs, services, and activities to ensure that program objectives are met.
    c. Ensure compliance with funding sources and regulatory requirements.
    d. Provide information for evaluation of the organization's activities.
2. Fiscal
    a. Develop, recommend, and monitor annual and other budgets.
    b. Ensure effective audit trails.
    c. Approve expenditures.

d. Provide for proper fiscal record keeping and reporting.
e. Prepare and submit grant applications and funding proposals as appropriate.

3. Personnel
   a. Supervise staff in IT, Meetings, Finance, Marketing and Membership
   b. Oversee any and all disciplinary actions.
4. Board Relations
   a. Assist the board president in planning the agenda and materials for board meetings.
   b. Initiate and assist in developing policy recommendations and in setting priorities.
   c. Facilitate the orientation of new board members.
   d. Staff board committees as appropriate.

2.10 Management Company Review

SRNT contracts with an association management company to provide staff and operational support, including meeting planning, conference registration, membership, finance, website, graphic design, and board support. A contract between SRNT and the management company clearly states what services are to be provided and at what annual cost. All SRNT records are maintained in the home office. SRNT does not own any property or equipment.

Generally, the board is responsible for setting the vision and strategic direction for the Society. Staff is responsible for developing strategies and procedures for carrying out the board's directives, as well as maintaining the day to day operations of SRNT as described in the contract. The executive director is the primary liaison with the management company and its staff, although the president may certainly be in contact with the president/CEO of the management company.

The SRNT Board will conduct an annual review of its management company. The purpose is to identify those areas of board functions that are working well and those that may need improvement.

The following process will be used:

- An evaluation form will be distributed to all board members
- The completed evaluation forms will be submitted to the secretary/treasurer at least 4 weeks prior to the meeting at which the evaluation will be discussed with the president/CEO of the management company
- The combined evaluations will be shared with the president/CEO of the management company at least 2 weeks prior to the meeting at which the evaluation will be discussed
- The management company will develop a remediation plan based on the combined evaluations and present to the board within 4 weeks