

I. Board Member Responsibility

Individual VAPA Board Members, have a fiduciary, legal and ethical responsibility to act in a way which ensures that VAPA operates in the best interests of the membership. This requires that each member act in good faith and exercise reasonable care in carrying out his or her legal, ethical, and fiduciary duties.

II. Legal Obligations of Board Members:

The VAPA Board is both responsible and liable for VAPA. The law requires that every Board Member follow the rule of the reasonably prudent person and the principle of good faith in carrying out their Board responsibilities.

The rule of the reasonably prudent person means that the Board will not:

- Mismanage VAPA by deviating from fundamental management principles, such as planning carefully for the future of VAPA, regularly reviewing the financial status of VAPA, and monitoring compliance with Board policies.
- Fail to govern by utilizing reasonable control systems to govern VAPA.
- Be involved in activities that provide personal gain to Board Members.

III. The principle of good faith means that Board Members will:

- Attend all Board and Committee meetings, either in person or through conference calls or electronic communication, to be a part of Board actions.
- Read and understand VAPA's / NAADAC's Policies and Procedures and Bylaws.
- Pay attention to corporate affairs and keep informed about organization activities.
- Ensure that VAPA is in compliance with legal requirements.
- Avoid self-dealing.

IV. The responsibilities of the VAPA Board Members are to:

- Ensure the perpetuation of the organization.
- Govern the organization's resources.
- Maintain, develop, and expand programs and service for the membership.

- Make decisions based not on personal interests, the interests of the member's company, or other special interests, but always on what is best for the majority of the membership.
- Act in good faith and in the best interests of the organization.
- Ensure the safety and protection of VAPA's assets and resources.
- Act as visionaries for the organization.
- Insure that the organization has sufficient resources and staff to carry out Board policies.
- Delegate to VAPA's Executive Director the responsibility for carrying out the Board's policies and procedures.

V. Authority of Board Members:

VAPA Board members have authority only when acting as a body in regular or special meetings of VAPA. VAPA will not be bound in any way by any statement or action by any individual VAPA Board member except when such statement or action is in pursuance of an adopted VAPA resolution or special instructions by VAPA, or under specified delegation of responsibility. Each member of the VAPA Board, together with other members of the Board, is legally and morally responsible for all activities of VAPA. All members of the Board share in a joint and collective authority, which exists and can only, be exercised when the group is in session and vote when a quorum is present.

VI. Board Member Commitment:

Serving as a Board member of VAPA involves a very special commitment. To meet that commitment, Board members are expected to:

- Ensure adherence to VAPA's vision and mission.
- Attend and actively participate in all of the Board's meetings, including conference calls and electronic communications, and notify the President or Vice President of anticipated absence.
- When absent from a meeting, review minutes, other handouts and results of the missed meeting.
- Do their homework to be prepared to participate fully in Board and committee meetings.

- Act only with the full Board, not individually unless authorized to do so by the full Board.
- Speak for the full Board only when the full Board sanctions their doing so.

VII. Board Member Rights:

Members of the VAPA Board are granted certain specific rights. All Board members have the right to:

- Receive notice of Board meetings and the agenda.
- Attend and participate in Board meetings.
- Examine VAPA's books, records, meeting minutes and financial statements.
- Place items on the Board meeting agenda at the appropriate time.

VIII. Board Member Conflict of Interest:

Board members have a duty to subordinate personal and individual business interests to the welfare of VAPA and those we serve. Conflicting interests can be financial, personal relationships, status, or power.

Board members are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, that might obligate or induce the Board member to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of VAPA in mind.

Board members may not have a significant financial interest in any property which VAPA purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which VAPA does business.

Since it is not possible to write a policy that covers all potential conflicts, Board members are expected to be alert for an avoid situations that might be construed as conflicts of interests.

Any possible conflict of interests on the part of any Board member should be disclosed to the other Board members and made a matter of record, either through an annual procedure, in writing or when the interest becomes a matter of Board action.

Any Board member having conflict of interest or possible conflict of interests should not vote or use his/her personal influence on the matter, and he/she should

not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure, the abstention from voting and the quorum result.

These restrictions should not be construed as preventing the Board member from stating his/her position in the matter, nor from answering pertinent questions of other Board members, since his or her knowledge could be of assistance to the deliberations.

IX. Duty of Board Members Not to Compete:

A Board member may not use his/her position on the VAPA Board to prevent VAPA from competing with the Board member's business. It is expected that Board members, even after they complete Board service, will not share trade secrets, client lists, membership or other lists or other confidential information acquired by virtue of being a member of the Board.

X. Ethical Obligations of Board Members:

- Board members are required to act in an ethical manner. This means that Board members will:
- Recognize that the Board member's job is to ensure that VAPA is well managed, not to manage VAPA.
- Listen carefully to my fellow Board members, and those served by VAPA.
- Respect the opinion of other Board members.
- Respect and support the majority decisions of the Board.
- Recognize that all authority is vested in the Board when it meets in legal session and not with individual Board members.
- Keep well informed of developments that are relevant to issues that may come before the Board.
- Participate actively in Board meetings, conference calls or other electronic meetings and actions.
- Call to the attention of the Board any issues that the Board or members believe will have an adverse effect on VAPA or its members.
- Attempt to interpret the needs of VAPA constituents and properly and fairly interpret the actions of its constituents.

- Represent all constituents of VAPA and not a particular segment or special interest group.
- Consider themselves to be “trustees” of VAPA and do their best to ensure that VAPA is well maintained, financially secure, growing and always operating in the best interests of the membership and the profession.
- Treat all employees, consultants, and others working with VAPA, with respect and in compliance with VAPA policies.
- Always work to learn more about the Board member’s job and how to do it better.
- Declare any conflict of interests between their personal and individual business life and their position on the VAPA Board, and avoid voting on issues that appear to be a conflict of interests.

XI. Members of the VAPA Board will not:

- Be critical, in or outside of the Board meeting, of other Board members or their opinions.
- Use VAPA or any part of VAPA for their personal advantage or the personal advantage of friends or business associates.
- Discuss the confidential proceedings of the Board outside the Board meeting.
- Promise prior to a meeting how the Board will vote on any issue in the meeting.
- Interfere with the duties of the President or undermine the President’s authority with Board or staff.
- Indulge in personal relationships in interaction with the staff that would be deemed inappropriate in physical, emotional, or sexual behavior.

## **Conflict of Interest Policy**

1. Board members have a duty to subordinate personal and individual business interests to the welfare of the Association. Conflicting interests can be financial, personal relationships, business or professional.
2. Board members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, that might obligate or induce the Board members or employees to compromise their responsibilities to the Association.
3. Board members and employees are prohibited from knowingly disclosing information about Association to those who do not have a need to know or whose interest may be adverse to Association, either inside or outside Association. Neither Board members nor employees may in any way use such information to the detriment of Association.
4. Board members who have a significant financial interest in any property which Association purchases, or any direct or indirect financial interest in a supplier, contractor, consultant or other entity with which Association does business shall make such interests known to the Board and shall excuse themselves from Board discussion and voting in any matter affecting these interests.
5. Since it is not possible to write a policy that covers all potential conflicts, Board members and members and employees are expected to be alert for and avoid situations that might be construed as conflicts of interests.
6. Any possible conflict of interests on the part of any Board member should be disclosed to the other Board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.
7. Any Board member having a real or potential conflict of interest in regard to a matter before the Board should not vote, or use his/her personal influences on the matter, and should excuse him or herself from the discussion and vote on the matter.
8. All Board members and senior Association staff members will be asked to annually review and execute the Association conflict of interest policy.

Acknowledgment

I acknowledge that I have read and am familiar with the Association Board conflict of interest policy, and agree to fully comply with its terms and conditions. During the past year, I have not had an interest in or taken any action which would be in potential or actual conflict with Association except in such interest or action fully disclosed below.

**Board Member Name (Print):** \_\_\_\_\_

**Board Member Signature:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

**Date Received:** \_\_\_\_\_