

BOARD OF DIRECTORS

2021

ORIENTATION MANUAL

THE MISSION OF THE OSCA

“Our mission is to advance the chiropractic profession in the modern healthcare model, advocate for our future, promote unity among all Doctors of Chiropractic and protect the welfare of the patients we serve.”

THE VISION OF THE OSCA

“Ensuring Ohio chiropractic physicians are the preferred choice for neuromusculoskeletal care and educating the general public and policymakers that chiropractic should be the first approach in conservative treatment.”



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Ohio State Chiropractic Association

2021 Board of Directors

OFFICERS

President & Chair of the Board:	Dr. Darla Lammers, Ottawa, OH
Vice President:	Dr. Robert Ault, Hudson, OH
Treasurer:	Dr. Michael Cafaro, Mineral Ridge, OH
Secretary:	Dr. Charita Cooper, Marysville, OH

DIRECTORS

District 1 Director:	Dr. Bryan Royer, Toledo, OH
District 2 Director:	Dr. Paul Silcox, Fremont, OH
District 3 Director:	Dr. Paul Infield, Euclid, OH
District 4 Director:	Dr. Christopher Raymond, Youngstown OH
District 5 Director:	Dr. Jennifer Gilliam, Fairlawn, OH
District 6 Director:	Dr. Jeff Zaika, Mansfield, OH
District 7 Director:	Dr. Danielle Matson, Continental, OH
District 8 Director:	Dr. Kristene Clark, Greenville, OH
District 9 Director:	Dr. Scott Gosselin, Columbus, OH
District 9 Director:	Dr. Chris Mabry, Columbus, OH
District 10 Director:	Vacant
District 12 Director:	Dr. Candace Duty, Chesapeake, OH
District 13 Director:	Dr. James Byers, Waynesville, OH
District 14 Director:	Dr. Aaron McMichael, Canton, OH



STANDING COMMITTEES OF THE BOARD OF DIRECTORS

EXECUTIVE COMMITTEE

President & Chair of the Board:	Dr. Darla Lammers, Ottawa, OH
Vice President:	Dr. Robert Ault, Hudson, OH
Treasurer:	Dr. Michael Cafaro, Mineral Ridge, OH
Secretary:	Dr. Charita Cooper, Marysville, OH
Immediate Past President:	Dr. Jerrold Simon, Canal Winchester, OH
Speaker of the Board:	Dr. Aaron McMichael
Staff Liaison:	Dr. Brandy Spaulding

BUDGET & FINANCE COMMITTEE

Committee Structure

The Budget and Finance Committee shall consist of a chair appointed by the President of the Association and shall consist of at least five members from the Board of Directors. The chair may be either the Board Treasurer or a District Director.

CHAIR	Dr. Michael Cafaro
Member	Dr. Danielle Matson
Member	Dr. Paul Infield
Member	Dr. Jennifer Gilliam
Member	Dr. Charita Cooper
Member	Mr. John Somerville
Member	Mr. Rob Zirker
Staff Liaison	Dr. Brandy Spaulding



GOVERNANCE & NOMINATING COMMITTEE

Committee Structure

The Governance and Nominating Committee shall consist of a chair appointed by the President of the Association and shall consist of at least five members from the Board of Directors. The committee chair shall be a district director.

Chair:	Dr. Bryan Royer
Member:	Dr. Aaron McMichael
Member:	Dr. Candace Duty
Member:	Dr. Chris Mabry
Staff Liaison:	Dr. Brandy Spaulding

LEGISLATIVE & REGULATORY AFFAIRS COMMITTEE

Committee Structure

The Legislative & Regulatory Affairs Committee shall consist of a chair appointed by the President of the Association and shall consist of at least five members from the Board of Directors with no more than seven. The chair shall be a district director.

Chair:	Dr. Jim Byers
Member:	Dr. Christopher Raymond
Member:	Dr. Scott Gosselin
Member:	Dr. Kristene Clark
Member:	Dr. Paul Silcox
Staff Liaison:	Dr. Brandy Spaulding



AUDIT COMMITTEE

Committee Structure

The structure of the Audit Committee shall consist of at least three (3) members; one of which is from the Budget & Finance Committee. Other appointees may be from the Board of Directors or a public member. The President shall appoint a Chairman, and that appointment shall be approved by the Board of Directors. Neither the Treasurer nor the Chairman of the Budget & Finance Committee shall be eligible to serve on the Audit Committees

CHAIR	Dr. Scott Gosselin
Member	Dr. Jeff Zaika
Member	Dr. Jim Byers
Member	Dr. Danielle Matson
Staff Liaison	Dr. Brandy Spaulding

COMPENSATION COMMITTEE

Committee Structure

The Compensation Committee shall consist of the elected officers of the Association.

President & Chair of the Board:	Dr. Darla Lammers, Ottawa, OH
Vice President:	Dr. Robert Ault, Hudson, OH
Treasurer:	Dr. Michael Cafaro, Mineral Ridge, OH
Secretary:	Dr. Charita Cooper, Marysville, OH
Staff Liaison:	Dr. Brandy Spaulding

ETHICS COMMITTEE

Committee Structure



The Ethics Committee is structured according to the Bylaws.
The Ethics Committee shall consist of five (5) Doctors of Chiropractic who are members in good standing. The Ethics Committee shall administer and enforce the Code of Ethics.

Chair:	Dr. Gregory Rinehart, Shelby, OH
Staff Liaison:	Dr. Brandy Spaulding

EXTERNAL COMMITTEES, COUNCILS AND PROJECT GROUPS

COUNCIL ON REHAB

Chair:	Dr. Joseph Spaulding, Chillicothe, OH
Staff Liaison:	Nicole Ganim

COUNCIL ON PUBLIC HEALTH

This body shall consist of a chair or co-chairs appointed by the President of the Association and shall consist of at least three OSCA members with no more than seven. The chair or co-chairs shall appoint committee members with approval of the President.

Co-Chair:	Dr. Pat Ensminger, Warren, OH
Member:	Dr. Deb Skrzynecki
Member:	Dr. Aaron McMichael
Member:	
Staff Liaison:	Lora Morrison

OSCA EXECUTIVE OFFICE MANAGEMENT & STAFF



Executive Director:	Dr. Brandy Spaulding
Senior Director for Development & Marketing:	Lora Morrison
Director of Communications & Member Engagement:	Nicole Ganim
Office Coordinator & Assistant for Presidential Operations:	Tara D’Onofrio
General Counsel:	Daphne Kackloudis & Ashley Watson
Legislative Counsel:	Jeff DeLeone, Matt Forney & Shawn Nelson
Accountant:	John Somerville
Health Insurance Managing Agent:	Mark Ritchie
Financial Advisor:	Robert H. Zirker III

BOARD OF DIRECTORS

2021 Meeting Dates

Quarterly Board Meetings (via Zoom or In-person)
9am – 2pm

January – Thursday, January 21st
April – Thursday, April 15th
July – Thursday, July 22nd
October – Friday, October 1 (Convention Weekend)

Board of Directors Monthly Teleconference Calls
12pm start, 3rd Thursday of each month that we do not meet in-person (1 hour or less duration)

February – Thursday, February 18th
March – Thursday, March 18th
May- Thursday, May 20th
June – Thursday, June 17th
August – Thursday, August 19th
September – Thursday, September 16th
November – Thursday, November 18th
December – Thursday, December 16th

Executive Committee
Via Zoom
12:15pm on Friday, 7:30pm pre-board meeting



Or at the call of the chair

January 8th and 20th
February 12th and 26th
March 12th and 26th
April 9th and 14th
May 14th
June 11th and 25th
July 9th and 14th
August 13th and 27th
September 10th and 30th
October 8th and 22nd
November 12th
December 10th – in person

Budget and Finance

12:30pm on the 3rd Wednesday of each month Via Zoom
Or at the call of the chair

February 17th
March 17th
April 21st
May 19th
June 16th
July 21st
August 18th
September 15th
October 20th
November 17th
December 15th

Governance and Nominating Committee

TBD

12:00 on the 2nd Monday of each month via Zoom



Or at the call of the chair

February 8th
March 8th
April 12th
May 10th
June 14th
July 12th
August 9th
September 13th
October 11th
November 8th
December 13th

Legislative and Regulatory Committee

12:15 on the 2nd Tuesday of each month

Or at the call of the chair

February 9
March 9
April 13
May 11
June 8
July 13
August 10
September 14
October 12
November 9
December 14

DESCRIPTION OF BOARD POSITIONS

President

- The President shall be chairman of the board, preside at all Executive Committee meetings. The President shall be an ex-officio member of all committees and task forces of this Association except for the Ethics Committee. The President shall provide leadership in advancing the mission and purposes of the Association.
- The President is the official spokesperson for the OSCA Board of Directors. This role includes speeches, publications, communications, public appearances, and similar events. The President shall have discretion in accepting the speaking engagements and official visits. The President may seek the advice and counsel of the Executive Director in evaluating acceptance of the President's speaking engagements and official visits.
- The President is responsible for making all reasonable efforts to personify, by words and deeds, the highest professional and ethical standards for the chiropractic profession.
- Assist in the opening of the Annual OSCA Convention and deliver an inaugural address.
- Participate, ex officio and without the right to vote, in all committees, councils, taskforces and member resource groups.
- Nominate, subject to confirmation by the Board of Directors, committee chairs, member resource group chairs, taskforce chairs and standing committee members as outlined in the OSCA Bylaws. The President's personal impact on the Association, and a significant part of his/her legacy, are the selections and appointments of the members and chairs of the Association's committees, councils, taskforces, member resource groups and other OSCA entities. The performance of these appointees will result in the quality, success, and failure of the Association for more than the term of each President.
- Relationship with the Executive Director: The President may advise and counsel the Executive Director on matters of OSCA policies and practice. The President, where authorized by the Board of Directors regarding a specific issue, may additionally provide advice and counsel to the Executive Director regarding to take (or refrain from taking) specific action as directed by the Board. The Executive Director may assign, from time to time, a staff member as "Assistant for Presidential Operations" for the purpose of providing support to presidential officers.

Vice President

1. The Vice-President shall perform the duties of President in the temporary absence or disability of the President. He/she shall act as Immediate Past President in the temporary absence or disability of the Immediate Past President. In the absence of both the President and Immediate Past President, the Vice-President will act as President while the Secretary will act as Immediate Past President.
2. The Vice President shall oversee all committees, councils, taskforces and working groups of the OSCA. The Vice President, from time to time, may arrange meetings with all committee, council, taskforce and working group chairs to increase communication on Association business and to be provided updates. These meetings shall be titled 'Committee on Committees' with the Vice President acting as chair and the Executive Director of the OSCA or his/her designee acting as the Executive Secretary. It shall be the duty of the Vice President to communicate accordingly with the Association's President, Executive Director and other Officers of the Association on committee business.

3. The Vice President performs other such duties as the President assigns. These and other requested duties include representing the Association by giving speeches, publications, public appearances, and similar events.
4. The Vice President presides, in the absence of the President, at events at which the President would preside if present.
5. The Vice President shall oversee the Association's strategic plan and provide a semi-annual update to the Board of Directors.
6. The Vice President, in order to carry out his/her duties, may work with the Association's Assistant for Presidential Operations or another staff member designated by the Executive Director.

Treasurer

The Treasurer shall be responsible to coordinate the receipts and disbursements of all funds of the Association. The Treasurer shall serve on the Budget and Finance Committee and may also serve as the Chair of the Budget and Finance Committee. The Treasurer shall oversee the accounting for the receipts and expenditures of this Association. The Treasurer may have the duty to make such purchases, sales, leases, acquisitions, or dispositions of real and personal property as may be ordered or authorized by the Board of Directors and to execute on behalf of this Association, all documents and papers which may be required in connection with any such purchases, sales, leases, acquisitions or dispositions. The Treasurer shall supervise the payments of all bills of this Association as authorized by the Finance and Budget Committee and/or the Board of Directors and/or the Association's Chief Executive Officer. The Treasurer shall perform the duties of the Secretary in the temporary absence or disability of the Secretary. The Treasurer shall work with an executive office employee as an assistant in these duties.

Secretary

The Secretary shall be responsible to record, communicate, and publicize the proceedings and actions of the Executive Committee, Board of Directors, and the Association. The Secretary shall perform the duties of the Vice-President in the temporary absence or disability of the Vice President. The Secretary shall perform the duties of the Treasurer in the temporary absence or disability of the Treasurer.

Speaker of the Board

A currently serving District Director will be elected by the other District Directors to serve as a member of the Executive Committee and shall be known as the Speaker of the Board. The purpose of this position is to act a voice of the District Directors and a liaison between the District Directors and the Executive Committee. The Speaker shall chair all meetings of the District Directors. The Speaker of the Board is not an officer of the Association but a member of the Executive Committee and will function to facilitate communication between the Executive Committee and the District Directors. The Speaker shall not routinely vote on Executive Committee business with the exception that the Speaker shall vote to break all ties. The Speaker of the Board only has one vote in any issue before the Board of Directors. The term of the Speaker of the Board shall be for one year. It is recommended that the Speaker of the Board not serve in any Committee Chair position.

District Director

In addition to responsibilities as a Director of the Association, the District Director shall also be responsible for communicating with the Members in their Districts, and scheduling and attending District meetings. A District Director may, but shall not be required to, appoint an Assistant District Director to assist in these responsibilities, and the Assistant District Director must also be a member in good standing to be so designated. The District shall approve or reject said appointment within thirty (30) days thereof. If rejected, the District Director may appoint another member in good standing. The District shall then have fifteen (15) days to approve or reject said appointment.

DESCRIPTION OF BOARD OF DIRECTORS, COMMITTEES AND COUNCILS

Board of Directors

The affairs of the Association shall be managed by its Board of Directors. The Association will have a Board of Directors consisting of between 18 and 31 Members. The Directors will consist of the District Directors, the President, Vice President, Treasurer, Secretary, and Immediate Past President. Each Director will act in the best interests of the Association and in addition to general service, will be required to serve on a committee or committees of the Board from time to time. A Director shall perform his/her duties as a Director in good faith; in a manner he/she reasonably believes to be in the best interests of the Association, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a Director, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more directors, officers or employees of the Association whom the Director reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Director reasonably believe are within the person's professional or expert competency; or (c) a committee of the Association upon which he/she does not serve, duly established in accordance with these bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

The members of the Board of Directors and its Officers shall consider their primary duty to be policy-making board rather than a managerial board. The Officers through the President shall be responsible for advising the Executive Director on how to best accomplish the directives of the Board of Directors. The Officers shall notify the Board of Directors of their assessment of the Executive Director's performance at least annually. Members of the Board of Directors including officers shall not attempt to direct or manage the Executive Office staff.

All positions on the Board will perform those duties customary to such office including, but not limited to, the following:

- Maintain a strategic focus on issues in the profession.
- Stay focused on matters of governance such as strategic planning and setting direction.
- Share expectations with all members of the Board and Executive Office (EO).
- Take a leadership role in representing the association and the profession.
- Stay abreast of and communicate the constantly changing needs of the profession.

- Communicate association events, challenges, and board decisions back to the district.
- Stay actively involved in the ongoing planning and decision-making process.
- Attend meetings regularly and contribute to discussions.

Officers

The elected officers of the OSCA shall be: President, Vice President, Treasurer, and Secretary.

Executive Committee

The Executive Committee shall consist of the elected officers of the Association, the Immediate Past President and the Speaker of the Board. The Executive Committee shall administer projects approved by the Board of Directors of the Association. The Executive Committee shall also have the power to borrow money, upon the approval of the Board of Directors. The Executive Committee shall keep minutes of all meetings and provide actions to the Board of Directors of the Association at the Board meeting following such meeting or action. The Executive Committee shall be responsible for the day-to-day decisions that do not otherwise require action by the full Board, and to act in the case of an emergency issue. Meeting of the Executive Committee may be called by the President or a majority of the Executive Committee on a 48-hour notice for pressing issues. The 48-hour notification may be waived by unanimous consent of the Executive Committee members. The Board of Directors of the Association may affirm, modify, or revoke any actions taken by the Executive Committee.

Budget and Finance Committee

This committee is charged with approving the Association's operational budget and presenting it to the full board for approval. This committee also is charged with overseeing and making recommendations on the Association's finances and long-range planning. The specific charge to the committee is to be responsible for:

- Budget Preparation: Assist in the Budgeting Process, approving the annual budget, and then sending the approved budget to the Board of Directors for final approval.
- Revenues and Expenses: Monitoring revenues and expenses in relation to the established budget in conjunction with the Treasurer
- Investment Review: Recommending investment philosophy and policy to Board of Directors.
- Investments: Monitoring the investment manager's performance and recommending changing managers if the committee believes that such a change is warranted.
- Policy Formation: Developing and updating financial and operating policy for recommendation to the board of directors.

Governance & Nominating Committee

This committee is charged with reviewing all proposed changes in the Bylaws and other non-fiscal governing documents of the Association and recommending to the full board adoption or rejection of such proposals. The specific charge to the committee is to be responsible for:

- By-Laws and Policy & Procedure Manual:

- Develop and propose recommended changes to the Board of Directors
- Correct article and section designations, punctuation, and cross-references
- Make such technical and editorial changes as may be necessary to assure accuracy and readability of the Bylaws and Policy & Procedure Manual.
- Nominations: The Committee shall seek to proactively recruit candidates for officer positions who have met the qualifications for office and demonstrated positive leadership abilities in their service to the Association.

Legislative and Regulatory Committee

The Legislative and Regulatory Affairs (L&R) Committee stands up for Ohio's chiropractic profession by helping elect and re-elect Ohio's state representatives and senators who support the Ohio State Chiropractic Association's (OSCA) public policy agenda. By electing pro-chiropractic legislators, the OSCA is given the unique opportunity to shape public policy in favor of the chiropractic profession. Additionally, L&R gives our legislative staff the ability to play a significant and effective role while meeting with legislators in and around the Ohio Statehouse.

This committee is charged with:

- Approving political candidate contributions in excess of \$500
 - The L&R Committee, at the call of the chair, shall meet or telecommunicate to discuss the distribution of C-PAC funds to current or potential Ohio General Assembly or any statewide candidates. The L&R Committee must approve any political contributions exceeding \$500.00. All decisions are made by majority rule.
 - Political contributions not exceeding \$500.00 shall be made by the OSCA Executive Office.
 - The OSCA should make contributions to legislators who believe in conservative healthcare but also to the leadership of both the Ohio House and Ohio Senate. Additionally, they should consider making contributions to the chairs, vice-chairs and members of the following General Assembly committees:
 - Ohio House Health and Aging Committee
 - Ohio Senate Medicaid, Health and Human Services Committee
- Oversee the Association's candidate endorsement process
 - The L&R Committee, at the call of the chair, shall screen candidates seeking an endorsement from C-PAC.
 - The C-PAC shall make endorsements to candidates based on the following:
 - A candidate's completed C-PAC questionnaire
 - A candidate's philosophy on key issues
 - A candidate's voting record, if applicable
 - The candidate's potential to win
 - Any recommendations from the local chiropractors and associations

- A candidate's interview with the Executive Director and C-PAC chairman
- A candidate's interview with the Chiropractic Political Action Committee
- The L&R Committee shall make decisions to endorse candidates based on a majority ruling from committee.
- Monitor proposed legislation and regulatory policies that may impact the profession.
- Monitor lobbying and related advocacy programs to secure action on legislative or regulatory policies
 - The L&R Committee, at the call of the chair, shall discuss any legislative or political affairs that may have a direct or indirect effect on the chiropractic profession.
- Responsible for recognition related to Legislative & Regulatory Affairs, specifically annual awards.
 - **Donor of the Year Award:** Each year the OSCA shall recognize the largest contributor to C-PAC with the Donor of the Year Award. The award shall be presented at the OSCA annual convention meeting and is based upon donations during the previous C-PAC year. This award shall be presented by the L&R Committee chair.
 - **Advocate(s) of the Year Award:** Each year the OSCA shall recognize the legislator(s) that has advocated for and impacted the profession in the most positive way. This award will be on the recommendation of the ED and voted on by the committee.

Audit Committee

The Audit Committees function shall be to oversee the integrity of the organization's financial accounting process and systems of internal controls regarding finance, accounting and use of assets, overseeing the independence and performance of the independent auditors and staff with finance responsibilities, provide an avenue of communication among the organization's independent auditors, management, staff, and governing board, conduct any investigation appropriate to fulfill its responsibilities, and directly access the independent auditors as well as anyone in the organization. The committee may recommend to the Budget and Finance Committee that it retain, at the organization's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

Committee Functions

- Ensures the association's financial reports are received, monitored, and distributed correctly
- Oversees the organization's internal controls, including management's compliance with applicable policies and procedures and risk management
- Oversees the independent audit process, including engaging the independent auditor and receiving all reports and management letters from the auditor



- Reviews the annual information returns (IRS Form 990 and forms) and recommends it for approval, signature, and submission by the appropriate officer. The audit committee also transmits the returns to the board for its review before signing and submitting it.
- The board president may delegate other authority and/or duties to the Audit Committee

Compensation Committee

This committee is charged with setting and approving the compensation of the Executive Director. It shall be the Compensation Committee's responsibility to approve the compensation of all other employees.

Committee Structure

The Compensation Committee shall consist of the elected officers of the Association.

Committee Functions

- The Compensation Committee shall determine a method for researching and determining an appropriate salary structure for the Executive Director, and they shall report that method to the Board of Directors,
- The Compensation Committee shall report to the Budget & Finance Committee only a line-item total of employee compensation that shall be used for budgeting

Ethics Committee

The Ethics Committee shall develop such rules, regulations and procedures as appropriate for the good of the Association and effective supervision for compliance with the Code of Ethics, with such recommendations to be subject to approval by the Board. The specific charge to the committee is to be responsible for:

- Investigate and adjudicate charges that any member has violated a provision of the Code of Ethics.
- Offer its services as a mediation panel or mediator where an informal mediation of a complaint is appropriate.
- Development and dissemination of materials and programs to educate the chiropractic profession on matters of ethics.
- Periodically assess and review the Code of Ethics and recommend changes.

Council on Rehab

- **Purpose:** To increase the awareness and effectiveness of rehab principles, requirements and protocols involved with chiropractic rehab. With a strong initial emphasis on the issues associated with running a rehab practice.

- **Goal:** To establish a platform for chiropractors in the state of Ohio to be able to confidently implement rehab strategies that will improve the outcomes of their patients, using strong evidence informed decision-making skills. To facilitate that information with continued education for the chiropractic rehab professional with current research, think tank sessions, and lectures.

Council on Public Health

Committee development of projects, initiatives, or communications requires the approval of the Board of Directors or the President or the Executive Director.

Functions

- Collaboration with the Ohio Public Health Association to provide Chiropractic specific projects throughout the state of Ohio. At least one Council member shall maintain OPHA membership at OSCA expense.
- Assist the EO to communicate and coordinate activities with the membership.

Appointment to Special Committees:

Board of Directors agree that appointments to special committees or recommendations for appointment from the OSCA should be a member in good standing and a member of the Board of Directors when possible. The President and Chairman of the Board may nominate a member in good standing with the consent of the Board of Directors.

- General X-Ray Machine Operator Examination Review Committee (Ohio Department of Health)
 - Recommendation
- Health Care Quality Assurance Advisory Committee (Ohio Bureau of Workers Compensation)
 - Recommendation
- Contractor Advisory Committee (Centers for Medicare and Medicaid Services)
- Radiation Advisory Council

INTRODUCTION TO BOARD GOVERNANCE

As a director, you may or may not bring previous experience in board governance practices to the table. Effective governance practice related to how an organization can effectively lead an organization.

STEWARDSHIP: As stewards, boards act for others, have authority over their organization and are trustees of the organization's mandate as well as its resources. A board therefore has ultimate authority for its organization. As a result of this stewardship, a board needs to honor the trust that has been placed in it.

LEADERSHIP: Governance fulfills a leadership function in society. As leaders, boards are expected to reflect the value system and priorities of the community from which they are drawn. Through the



board, individuals accept the challenge to develop positive relationships, ensure respect between parties and build a sense of belonging in the group.

RESPONSIBILITY: Having a fiduciary responsibility, boards are expected to manage the resources of the organization efficiently and effectively to accomplish the desired aim. Board members are expected to be reliable, and to allow appropriate factors and considerations to affect their judgment, including consideration of the effect of their decisions on others. They are also expected to devote the personal time and energy to ensure that governance is appropriate and adequate.

ACCOUNTABILITY: Boards are ultimately accountable for the actions of their organization. Accountability is the responsibility to answer for the discharge of responsibilities that affect others in important ways. It requires that boards understand who is responsible for what, what performance is to be achieved, and what information needs to be shared to ensure appropriate decision-making.

LEGAL RESPONSIBILITIES OF NON-PROFIT BOARDS

Duty of Care: A board member has a responsibility to be active in the organization's affairs. At a minimum, that means attending and participating in board and committee meetings. Board members should conduct themselves with the level of care, skill and diligence exercised by prudent people. Board members who know the facts, analyze the probable result of their actions, exercise sound judgment and keep reasonable records fulfill their duty of care.

Duty of Loyalty: The duty of loyalty requires that the interest of the charity and its objectives take precedence over a board member's personal interests or those of family or friends. Trustees or board members always must act fairly and in the best interest of the organization without concern for their own interests.

Duty of Compliance: Board members have a duty to be faithful to the organization's purpose and mission. They also must adhere to the organization's governing documents and to laws and regulations that relate to the charity and its operations.

Duty to Manage Accounts: Board members are responsible for the board's financial stability and accountability. They accomplish this primarily by establishing procedures to help the organization operate in a fiscally responsible manner.