



BOARD OF DIRECTORS 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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OSCA BOARD OF DIRECTORS

2020

OFFICERS

<i>President & Chair of the Board:</i>	<i>Dr. Darla Lammers, Ottawa, OH</i>
<i>Vice President:</i>	<i>Dr. Robert Ault, Hudson, OH</i>
<i>Treasurer:</i>	<i>Dr. Michael Cafaro, Mineral Ridge, OH</i>
<i>Secretary:</i>	<i>Dr. Charita Cooper, Marysville, OH</i>
<i>Immediate Past President:</i>	<i>Dr. Jerrold Simon, Canal Winchester, OH</i>

DIRECTORS

<i>District 1 Director:</i>	<i>Dr. Bryan Royer, Toledo, OH</i>
<i>District 2 Director:</i>	<i>Dr. Ty Tracy, Fremont, OH</i>
<i>District 3 Director:</i>	<i>Dr. Paul Infield, Euclid, OH</i>
<i>District 4 Director:</i>	<i>Dr. Angela Ricciulli, Boardman, OH</i>
<i>District 5 Director:</i>	<i>Dr. Jennifer Gilliam, Fairlawn, OH</i>
<i>District 6 Director (Speaker of the Board):</i>	<i>Dr. Jeff Zaika, Mansfield, OH</i>
<i>District 7 Director:</i>	<i>Dr. Danielle Matson, Continental, OH</i>
<i>District 8 Director:</i>	<i>Dr. Ed (Richard) Myers, Troy, OH</i>
<i>District 9 Director:</i>	<i>Dr. Scott Gosselin, Columbus, OH</i>
<i>District 9 Director:</i>	<i>Dr. Chris Mabry, Columbus, OH</i>
<i>District 10 Director:</i>	<i>Dr. Rick Cox, Cambridge, OH</i>
<i>District 12 Director:</i>	<i>Dr. Candace Duty, Chesapeake, OH</i>
<i>District 13 Director:</i>	<i>Dr. Stephen Boyd, Hamilton, OH</i>
<i>District 14 Director:</i>	<i>Dr. Vince Brechbill, Canton, OH</i>
<i>District 14 Director:</i>	<i>Dr. Aaron McMichael, Canton, OH</i>



COMMITTEES OF THE BOARD OF DIRECTORS

EXECUTIVE COMMITTEE

<i>President & Chair of the Board:</i>	<i>Dr. Darla Lammers, Ottawa, OH</i>
<i>Vice President:</i>	<i>Dr. Robert Ault, Hudson, OH</i>
<i>Treasurer:</i>	<i>Dr. Michael Cafaro, Mineral Ridge, OH</i>
<i>Secretary:</i>	<i>Dr. Charita Cooper, Marysville, OH</i>
<i>Immediate Past President:</i>	<i>Dr. Jerrold Simon, Canal Winchester, OH</i>
<i>Speaker of the Board:</i>	<i>Dr. Jeff Zaika, Mansfield, OH</i>
<i>Staff Liaison:</i>	<i>Nicholas Strata</i>

AUDIT COMMITTEE

<i>Chair:</i>	<i>Dr. Scott Gosselin, Columbus, OH</i>
<i>Member:</i>	<i>Dr. Chris Mabry</i>
<i>Member:</i>	<i>Dr. Stephen Boyd, Hamilton, OH</i>
<i>Member:</i>	<i>Dr. Rick Cox, Cambridge, OH</i>
<i>Staff Liaison:</i>	<i>Nicholas Strata</i>

BUDGET & FINANCE COMMITTEE

<i>Chair:</i>	<i>Dr. Michael Cafaro, Mineral Ridge, OH</i>
<i>Member:</i>	<i>Dr. Jeff Zaika, Mansfield, OH</i>
<i>Member:</i>	<i>Dr. Stephen Boyd, Hamilton, OH</i>
<i>Member:</i>	<i>Dr. Aaron McMichael, Canton, OH</i>
<i>Member:</i>	<i>Robert Zirker III</i>
<i>Member:</i>	<i>John Somerville</i>
<i>Staff Liaison:</i>	<i>Nicholas Strata</i>

CAMPAIGN COMMITTEE

<i>Chair:</i>	<i>Dr. Jerrold Simon, Canal Winchester, OH</i>
<i>Member:</i>	<i>Dr. Bryan Royer, Toledo, OH</i>
<i>Member:</i>	<i>Dr. Robert Leonard, Westlake, OH</i>
<i>Staff Liaison:</i>	<i>Nicholas Strata, Nicole Ganim</i>



GOVERNANCE & NOMINATING COMMITTEE

<i>Chair:</i>	<i>Dr. Bryan Royer, Toledo, OH</i>
<i>Member:</i>	<i>Dr. Jeff Zaika, Mansfield, OH</i>
<i>Member:</i>	<i>Dr. Jennifer Gilliam, Fairlawn, OH</i>
<i>Member:</i>	<i>Dr. Charita Cooper, Marysville, OH</i>
<i>Member:</i>	<i>Dr. Scott Gosselin, Columbus, OH</i>
<i>Staff Liaison:</i>	<i>Nicholas Strata</i>

LEGISLATIVE & REGULATORY AFFAIRS COMMITTEE

<i>Chair:</i>	<i>Dr. Vince Brechbill, Canton, OH</i>
<i>Member:</i>	<i>Dr. Danielle Matson, Continental, OH</i>
<i>Member:</i>	<i>Dr. Paul Infield, Euclid, OH</i>
<i>Member:</i>	<i>Dr. Rick Cox, Cambridge, OH</i>
<i>Member:</i>	<i>Dr. Jennifer Gilliam, Fairlawn, OH</i>
<i>Staff Liaison:</i>	<i>Nicholas Strata, Dr. Brandy Spaulding</i>

ETHICS COMMITTEE

<i>Chair:</i>	<i>Dr. Gregory Rinehart, Shelby, OH</i>
<i>Staff Liaison:</i>	<i>Nicholas Strata</i>

COMPENSATION COMMITTEE

<i>President & Chair of the Board:</i>	<i>Dr. Darla Lammers, Ottawa, OH</i>
<i>Vice President:</i>	<i>Dr. Robert Ault, Hudson, OH</i>
<i>Treasurer:</i>	<i>Dr. Michael Cafaro, Mineral Ridge, OH</i>
<i>Secretary:</i>	<i>Dr. Charita Cooper, Marysville, OH</i>
<i>Immediate Past President:</i>	<i>Dr. Jerrold Simon, Canal Winchester, OH</i>
<i>Speaker of the Board:</i>	<i>Dr. Jeff Zaika, Mansfield, OH</i>
<i>Staff Liaison:</i>	<i>Nicholas Strata</i>

COMMITTEES OF THE MEMBERSHIP

PAYMENT POLICY ADVISORY COMMITTEE

<i>Chair:</i>	<i>Dr. Brandy Spaulding, Chillicothe, OH</i>
<i>Member:</i>	<i>Rob Zirker, Bowling Green, OH</i>
<i>Member:</i>	<i>Dr. Michael Cafaro, Mineral Ridge, OH</i>
<i>Member:</i>	<i>Dr. Aaron McMichael, Canton, OH</i>
<i>Staff Liaison:</i>	<i>Dr. Brandy Spaulding</i>

MEMBER ENGAGEMENT COMMITTEE

<i>Chair:</i>	<i>Dr. Pat Ensminger, Warren, OH</i>
<i>Member:</i>	<i>Dr. Steven Boyd, Hamilton, OH</i>
<i>Member:</i>	<i>Dr. Charita Cooper, Marysville, OH</i>
<i>Member:</i>	<i>Dr. Brent Unger, Canton, OH</i>
<i>Member:</i>	<i>Dr. Jefferey Donay, Urbana, OH</i>
<i>Member:</i>	<i>Dr. Ed Myers, Troy, OH</i>
<i>Member:</i>	<i>Dr. Angel Ricciulli, Boardman, OH</i>
<i>Staff Liaison:</i>	<i>Nicole Ganim</i>



PROFESSIONAL COUNCILS

COUNCIL ON WOMAN IN HEALTHCARE & CHIROPRACTIC PEDIATRICS

Chair: Dr. Elizabeth Julius, Oregon, OH
Staff Liaison: Nicole Ganim

COUNCIL ON REHAB

Chair: Dr. Joseph Spaulding, Chillicothe, OH
Staff Liaison: Lora Morrison

COUNCIL ON YOUNG PROFESSIONALS

Chair: Dr. Kelly Duffner, Wyoming, OH
Staff Liaison: Lora Morrison

COUNCIL ON PUBLIC HEALTH

Co-Chair: Dr. Pat Ensminger, Warren, OH
Member: Dr. Jud Sprandel, Canton, OH
Member: Dr. Aaron McMichael, Canton, OH
Member: Dr. Ron Vargo, Canton, OH
Staff Liaison: Lora Morrison

OSCA EXECUTIVE OFFICE

MANAGEMENT & STAFF

<i>Executive Director:</i>	Nicholas Strata, MBA
<i>Assistant Executive Director:</i>	Dr. Brandy Spaulding, DC
<i>Senior Director for Development & Marketing:</i>	Lora Morrison
<i>Director of Communications & Member Engagement:</i>	Nicole Ganim
<i>Office Coordinator & Assistant for Presidential Operations:</i>	Tara D'Onofrio
<i>General Counsel:</i>	Daphne Kacklondis
<i>Legislative Counsel:</i>	Jeff Deleone, MBA, Matt Forney & Shawn Nelson
<i>Accountant:</i>	John Somerville, CPA, MBA
<i>Health Insurance Managing Agent:</i>	Mark Ritchie
<i>Financial Advisor:</i>	Robert H. Zirker III



DESCRIPTION OF BOARD POSITIONS

Office of the President

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.

The President assists in the opening of the Annual OSCA Convention and delivers an inaugural address.

The President participates, ex officio and without the right to vote, in all committees, councils, and taskforces and member resource groups.

The President nominates, 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

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.

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

The District Director shall 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.

Committee & Council Chair

It is the expectation of the committee chair to work in concert with the will of the board along with seeking input and guidance from staff. Chairs are expected to meet four times per year; either in person or via telecommunications. Chairs are expected to communicate with committee and council members and the appropriate staff person assigned to the committee or council on a regular basis. Additionally, committee and council chairs are expected to provide quarterly committee reports; preferably at the in-person board meetings. Chairs must follow the bylaws and the association's policies and procedures for guidance in conducting their committee and council meetings.



DESCRIPTION OF THE BOARD OF DIRECTORS, COMMITTEES & 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.

Executive Committee

The Executive Committee shall consist of the elected officers of the Association, the Immediate Past President and 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 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.

Budget & Finance Committee

To approve an annual budget that reflects the strategic priorities of the OSCA; to help oversee investments and management of OSCA assets and to counsel the Board of Directors on matters that affect the financial viability of the organization.

Governance & Nominating Committee

To develop and propose recommended changes to the association's bylaws and policies and procedures manual and to act as the Association's nominating committee.

Legislative & Regulatory Affairs Committee

To further the association's strategic plan by monitoring advocacy and lobbying efforts for the Ohio General Assembly, Ohio regulatory agencies, Congress and federal regulatory agencies regarding chiropractic physicians place in health-care delivery.



Audit Committee

To provide oversight to the Association's finances and internal controls.

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.

Payment Policy Advisory Committee

The Payment Policy Advisory Committee provides guidance to OSCA staff and OSCA board members on private insurance, personal injury and workers compensation policy and reimbursement.

Member Engagement Committee

The Member Engagement Committee provides guidance on establishing general policies, programs, and procedures to secure and retain members.

Council on Young Professionals

The council builds the capacity of the OSCA by engaging and supporting chiropractic students, newly licensed DC's, and those who have been practicing for some time. This can be accomplished by networking, engaging and hosting continuing education pertinent to young professionals.

Council on Women in Health & Chiropractic Pediatrics

The council's purpose is to increase awareness and effectiveness with women in chiropractic along with those practicing chiropractic pediatrics. This may be accomplished by identifying ways to increase the number of women in leadership positions, hosting continuing education focused on women's health and practice issues and pediatrics along with providing research as it relates to women's health and chiropractic pediatrics.

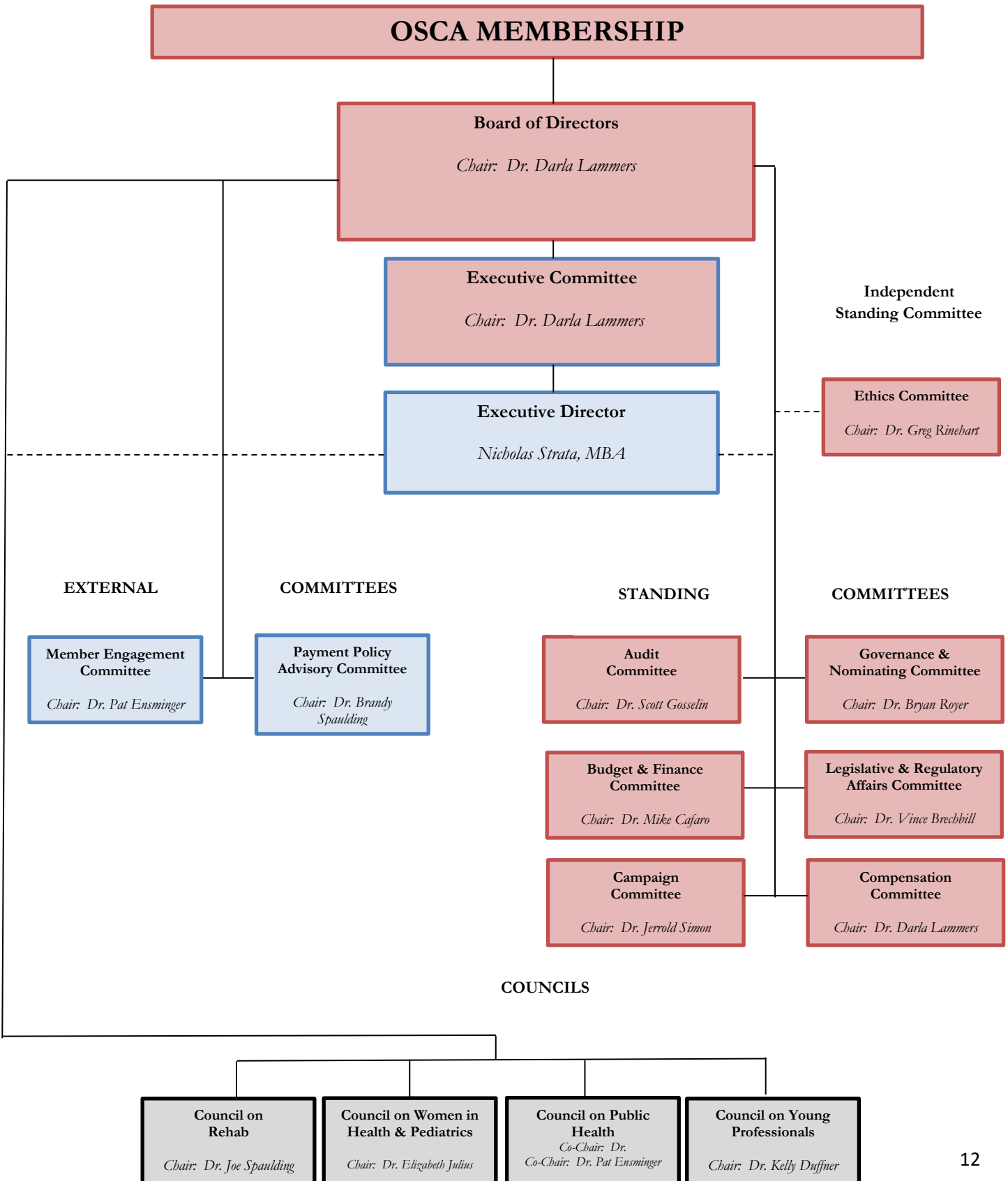
Council on Rehab

The council's purpose is to increase awareness and effectiveness among Ohio licensed DC's who practice chiropractic rehab. This may be accomplished by hosting continuing education focused on chiropractic rehab and practice issues and along with providing research as it relates to chiropractic rehab.

Council on Public Health

To provide OSCA members with the tools to raise awareness of Ohio's Public Health system and that Chiropractic is a recommended first approach to acute and chronic pain and should be used before highly addictive opioids.

ASSOCIATION STRUCTURE



MEETING SCHEDULE

BOARD OF DIRECTORS (In-Person)

<i>January 16th, 2020:</i>	<i>Cambria Hotel Columbus-Polaris (9100 Lyra Dr, Columbus)</i>
<i>April 16th, 2020:</i>	<i>Cambria Hotel Columbus-Polaris (9100 Lyra Dr, Columbus)</i>
<i>July 16th, 2020:</i>	<i>Renaissance Columbus Westerville-Polaris Hotel (409 Altair Pkwy, Westerville)</i>
<i>October 16th, 2020:</i>	<i>Renaissance Columbus Westerville-Polaris Hotel (409 Altair Pkwy, Westerville)</i>

BOARD OF DIRECTORS (Teleconference)

<i>March 26th, 2020:</i>	<i>Teleconference</i>
<i>June 25th, 2020:</i>	<i>Teleconference</i>
<i>September 24th, 2020:</i>	<i>Teleconference</i>
<i>December 10th, 2020:</i>	<i>Teleconference</i>

EXECUTIVE COMMITTEE

<i>January 10th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>February 14th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>March 13th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>April 10th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>May 8th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>June 12th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>July 10th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>August 14th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>September 11th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>October 9th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>November 13th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>December 11th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>

Or at the call of the chair

BUDGET & FINANCE COMMITTEE

<i>January 15th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>February 19th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>March 18th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>April 15th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>May 20th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>June 17th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>July 15th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>August 19th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>September 16th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>October 21st, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>November 18th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>December 16th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>



Or at the call of the chair

LEGISLATIVE & REGULATORY AFFAIRS COMMITTEE

<i>January 6th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>February 3rd, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>March 2nd, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>April 6th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>May 4th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>June 1st, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>July 6th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>August 3rd, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>September 7th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>October 5th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>November 2nd, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>December 7th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>

Or at the call of the chair

GOVERNANCE & NOMINATING COMMITTEE

<i>January 7th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>February 4th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>March 3rd, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>April 7th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>May 5th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>June 2nd, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>July 7th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>August 4th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>September 1st, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>October 6th, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>November 3rd, 2020 at 12:15 PM:</i>	<i>Teleconference</i>
<i>December 1st, 2020 at 12:15 PM:</i>	<i>Teleconference</i>

Or at the call of the chair

INTRODUCTION TO BOARD GOVERNANCE

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

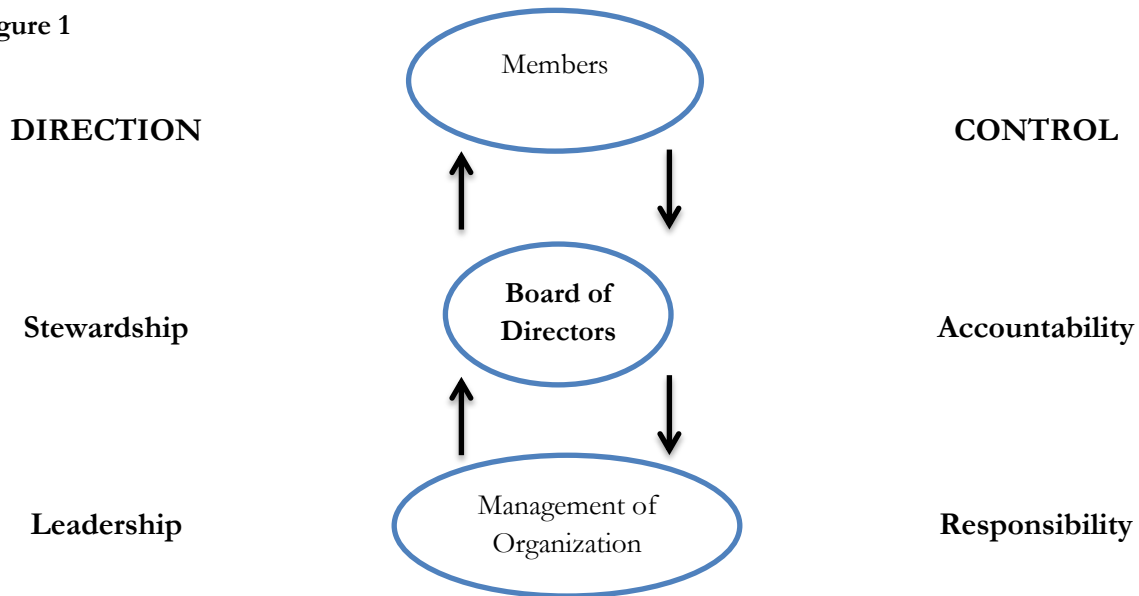
STEWARDSHIP – As stewards, boards act for others, have authority over their organization, and are trustees of the organization’s mandate as well as its resources. A board therefore has ultimate authority for its organization. As a result of this stewardship, a board needs to honor the trust that has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

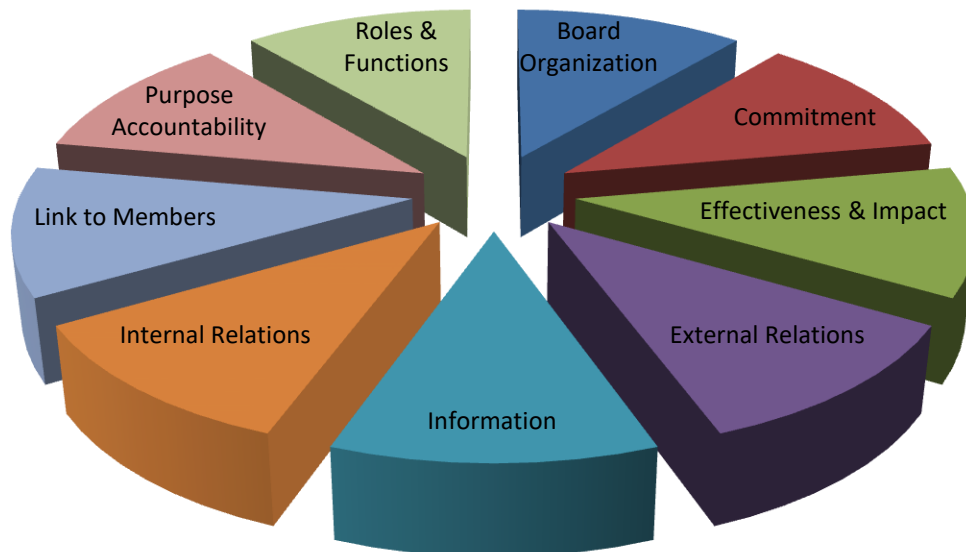
ACCOUNTABILITY – Boards are ultimately accountable for the actions of their organization. Accountability is the responsibility to answer for the discharge of responsibilities that affect others in important ways. It requires that boards understand who is responsible for what, what performance is to be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

Figure 1



Within the four pillars of corporate governance, there is a core perspective on what it is that a board should do. Drawing on this, and based upon a review of leading research, perspectives and practices of board governance, it has been identified a set of attributes that operationalize each of the four pillars. Incorporating both a structural and behavioral perspective to board governance, these attributes represent the attributes of an effective board (Figure 2). In general, the more a board fulfils each of these attributes, the more effective it is. **Figure 2 – Attributes of an Effective Board Stakeholders**

Attributes of an Effective Board



LEGAL RESPONSIBILITIES OF NON-PROFIT BOARDS

OVERVIEW

“In carrying out their functions for the corporation, directors are subject to two primary obligations: a duty of care and a duty of loyalty.

The duty of care and the duty of loyalty are the common terms for the standards that guide all actions a director takes. These standards are derived from a century of litigation principally involving business corporations, but are equally applicable to nonprofit corporations.”

DUTY OF CARE

“The duty of care calls upon a director to act in a reasonable and informed manner when participating in the board’s decisions and its oversight of the corporation’s management.

The duty of care requires that first, a director be informed; and second, a director discharge his duties in good faith, with the care that an ordinary prudent person in a like position would reasonably believe appropriate under similar circumstances.”

DUTY OF LOYALTY

“The duty of loyalty requires directors to exercise their powers in good faith and in the best interests of the corporation, rather in their own interests or the interests of another entity or person.

By assuming office, the director acknowledges that with regard to any corporate activity the best interests of the corporation must prevail over the director’s individual interests or the particular interests of the constituency selecting him or her. The basic legal principle to be observed here is a negative one: The director shall not use a corporate position for individual personal advantage.