I. The Role of the Board of Directors
The WEPAN Board of Directors is responsible for overseeing the mission and purpose of the organization. Its duties include participation in strategic planning and making policy decisions, then securing the financing of them and the monitoring of their execution. Members must be willing to attend the requisite meetings, follow through on commitments, and participate fully in the decision-making process. The board also presents the organization’s image to the community and solicits its support in achieving WEPAN’s goals. The board plays a key role in advocating on WEPAN’s behalf, advising WEPAN, and advancing WEPAN and its vision and mission.

II. Responsibilities of the Board as a Collective Governing Body
The WEPAN Board of Directors represents the public trust by ensuring that WEPAN carries out the purpose for which it was established and as expressed in its mission statement, and that it does so in a responsible and accountable fashion.

Three Legal Duties of a Board
The fundamental responsibilities of WEPAN’s Board of Directors derive from three legal duties — care, loyalty, and obedience. These duties mean that board members must make prudent, educated, and independent decisions; place the organization above their personal preferences; and remain faithful to the mission of the organization.

- **The Duty of Care** requires that board members “be reasonably informed about the organization’s activities, participate in decisions, and do so in good faith and with the care of an ordinarily prudent person in similar circumstances.” This has to do with attendance at board meetings and with participation in the work of the board.

- **The Duty of Loyalty** requires that board members “exercise their power in the interest of the organization and not in their own interest or in the interest of another entity, particularly one in which they have a formal relationship.”

- **The Duty of Obedience** requires that board members “comply with applicable federal, state, and local laws; adhere to the organization’s bylaws; and remain guardians of the organization’s mission.” Decisions to authorize activities beyond the scope of the mission may have tax or other implications.

Beyond these legal duties, emerging standards for organizational governance include effectiveness and efficiency as well as transparency. Effectiveness implies getting results; efficiency deals with the way in which boards use resources, such as organizational resources or the time set aside for meetings. Transparency refers to communication and information flow that enables both internal and external parties
to understand the why and how of organizational decisions. This is a crucial factor in establishing and maintaining public and member trust.

**Leadership and Governance**
Leadership is the ability to inspire and guide others toward building and achieving a shared vision. Governance means to steer, influence, and control. The Board as a group has collective duties—four major responsibilities in the life of the organization:

- **Set Direction**
  - Set vision, mission and purposes
  - Plan for the future
  - Insist on strategic planning
  - Provide for board succession and development
  - Establish policy

- **Ensure Resources**
  - Ensure adequate fiscal, human and physical resources
  - Ensure good management

- **Engage in Outreach**
  - Provide outreach between board and stakeholders

- **Control**—Provide legal and fiduciary oversight on behalf of the people served, the organization’s members and supporters, and the public
  - Monitor the organization’s progress
  - Ensure legal compliance and accountability
  - Hire, support and assess the performance of the chief executive
  - Assess board performance
  - Preserve organizational independence
  - Serve as court of appeals

**III. Expectations of Individual WEPAN Board Members**
The following statement sets forth the expectations the board needs from its directors.

1. Become familiar with and committed to the major responsibilities of a governing board.

2. Support the WEPAN’s revenue-generating and fundraising efforts through:
   - Personal giving in accordance with your means;
   - Participation in the membership development process by encouraging high level memberships from board members’ own organizations and reaching out to other organizations to encourage membership;
   - Participation in the fundraising process by connecting WEPAN with potential funders and assisting with cultivation and stewardship

3. Devote time to learn how WEPAN functions — its uniqueness, strengths, needs, and its place in the engineering ecosystem — and share your knowledge.
4. WEPAN is a small-staff organization with an ambitious mission, and therefore relies on the work of its board for both strategic and operational results. To be most effective, WEPAN’s board members are expected to carefully prepare for, attend, and actively participate in all board meetings and task force committee assignments. Each Board Member is expected to be a liaison to at least one committee with a maximum of participation on two committees.

5. Accept and abide by the legal and fiscal responsibilities of the board as specified by the articles of incorporation, bylaws, and state statutes and regulations.

6. Vote according to your individual conviction, to 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; to recognize that the board president alone speaks for the board.

7. Maintain the confidential nature of board deliberations and to avoid acting as spokesperson for the entire board unless specifically authorized to do so.

8. Understand the role of WEPAN’s board as both a policy-making body and an operating board, and to avoid participation in administration and management operations.

9. Learn and consistently to use designated channels when conducting board business.

10. Comply with the conflict-of-interest policy and disclosure developed by the board.

11. Refrain from actions and involvement that might prove embarrassing to the organization and to resign if such actions or involvement develops.

12. Make judgments always on the basis of what is best for the organization as a whole.

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4 American Dietetic Association Leadership Statement.

Updated April 2016