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DESCRIPTIONS AND DUTIES OF BOARD MEMBERS

Position Title: Board of Directors – At-Large Members

(All content applies to all Officers as well.)

Introduction

At-Large Members of the NARA Board of Directors play a crucial role in guiding the organization's strategic direction and governance. Elected in accordance with NARA's bylaws, these members contribute their expertise and leadership to ensure the organization's mission and values are upheld. Serving as key decision-makers, At-Large Members actively participate in board discussions, policy development, and oversight of NARA's governance. Their broad perspective and diverse experience help shape the future of NARA while fostering transparency, ethical leadership, and organizational excellence.

All areas outlined in position descriptions are intended to be at the board governance level and not to be interpreted or applied at an organization's operational or management level. The only exception would be the NARA Continuity of Operations Plan, which is used in the event of a catastrophic event negatively impacting NARA's critical operations.

Duties and Responsibilities:

Governance & Ethical Leadership

- Commitment to NARA's Mission & Core Values – Upholds and actively advances the organization's mission, ensuring transparency in decision-making and governance.
- Legal & Ethical Responsibilities – Maintains compliance with NARA's Bylaws, policies, the Code of Ethics for Regulators and Code of Ethics for the NARA Board of Directors.
- Fiduciary Duty & Governance Oversight – Ensures prudent use of NARA's resources, adopting sound financial governance practices and ethical governance policies to support long-term sustainability.
- Duty of Diligence (formerly "Care") – Actively participates in decision-making, remains informed, and ensures organizational activities align with NARA's mission.
- Duty of Integrity (formerly "Loyalty") – Prioritizes the interests of NARA above personal or professional considerations, avoiding conflicts of interest.

- Duty of Accountability (formerly "Obedience") – Ensures compliance with applicable laws and adherence to NARA's policies, mission, and governance standards.

Board Participation & Strategic Leadership

- Engagement in Strategic Planning – Contributes to shaping and promoting NARA's strategic initiatives and long-term goals.
- Meeting Attendance & Participation – Actively engages in Board meetings, conference calls, and organizational meetings to provide informed input. Participates in all board motion votes unless a valid and reasonable reason for abstaining is provided.
- Preparation for Decision-Making – Reviews all relevant materials prior to meetings to ensure well-informed contributions to discussions and resolutions.
- Collective Decision-Making – Acts in the best interest of NARA, ensuring decisions are made objectively, rather than based on personal gain.
- Ensuring Proper Recordkeeping – Ensures meeting minutes are accurately documented and reviewed by the Board. (Regarding records: this includes meeting minutes, and financial statements.)

Financial & Organizational Oversight

- Resource Stewardship – Ensures the prudent use of organizational assets, including facilities, personnel, and goodwill, to support NARA's effectiveness.
- Financial Health & Compliance – Helps safeguard NARA's financial stability, understanding the significance of not-for-profit financial statements and audit processes.
- Executive Oversight – Oversees the hiring, compensation, and performance evaluation of the Executive Director and CEO.
- Committees, Ethics & External Representation – serves on committees, including as Chair and/or Board Liaison, and represents the organization externally in a professional and ethical manner at all times.
- Committee Service & Special Assignments – Serves on at least one committee and carries out specific assignments as requested.
- Ethical Conduct & Declarations – Models behavior aligned with the NARA Codes of Ethics for both Regulators and Board of Directors and provides a signed declaration to the Executive Director and CEO annually.
- Conflict of Interest Disclosure – Submits a Disclosure Statement per NARA's policy and informs the Board of any potential conflicts prior to, and/or during discussions, decisions, and votes.

- External Advocacy & Representation – Represents NARA in engagements with educational institutions, and other relevant organizations, as requested.

Knowledge Required by Position:

- NARA's Mission, Values & History – Deep understanding of the organization's guiding principles, regulatory role, and historical development.
- Bylaws, Policies & Ethical Standards – Familiarity with NARA's governing documents, policies, and adherence to the Code of Ethics for Regulators and Code of Ethics for the NARA Board of Directors.
- Governance & Board Leadership – Knowledge of not-for-profit board governance, fiduciary responsibilities, and best practices for ethical governance.
- Financial Stewardship & Oversight – Understanding not-for-profit financial statements, audits, and budget development to ensure organizational sustainability.
- Strategic Planning & Organizational Development – Awareness of long-term strategic initiatives and how NARA drives regulatory effectiveness.
- Stakeholder & External Relations – Familiarity with key industry organizations, educational institutions, and regulatory stakeholders relevant to NARA's work.
- Committee Structure & Board Governance – Understanding the function of NARA committees and their role in supporting organizational success.
- Transparency & Conflict of Interest Policies – Ability to ensure open communication, ethical decision-making, and proper disclosure practices.
- Legal & Compliance Knowledge – Awareness of applicable laws and regulations affecting NARA and the broader regulatory landscape.
- Leadership Transition & Succession Planning – Knowledge of processes ensuring seamless transitions within Board leadership.

Additional Information:

1. Time Commitment. Each year the Board of Directors convenes an in-person mid-year meeting and an Annual Meeting in conjunction with NARA's Annual Licensing Seminar or by other methods as deemed necessary. Board members are expected to participate on all conference calls which usually occur monthly. In addition, they are expected to be active participants on all committees or task forces that they are assigned to.
2. Expense Reimbursement. The Board of Directors members should request reimbursement for all travel-related expenses related to Board of Directors meeting attendance from their employer first. If an employer cannot reimburse a Board member for all or part of their travel expenses, NARA's budget may permit reimbursement for travel expenses (including

transportation, lodging, meals, and reasonable incidentals) for these meetings. Board members should request reimbursement from NARA in accordance with NARA's policies.