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# DESCRIPTIONS AND DUTIES OF BOARD MEMBERS

Position Title: Board of Directors – At-Large Members

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## DESCRIPTION AND DUTIES:

Board members have fiduciary duties such as: duties of care, duty of loyalty and duty of obedience.

Board members steer the organization towards a sustainable future by adopting sound, ethical and legal governance and financial management policies, as well as ensuring NARA has adequate resources to advance its mission and fulfilment of goals.

## SPECIFIC RESPONSIBILITIES:

1. Adheres to NARA's core values and mission. Understands NARA history and ensures transparency.
2. Maintains knowledge of NARA Bylaws and policies.
3. Participates in strategic planning activities and promotes NARA's strategic plan.
4. Attends and participates in meetings and conference calls of the Board of Directors and meetings of the Association.
5. Reviews all relevant material prior to conference calls and meetings of the Board to be suitably informed in order to actively participate in decision making.
6. Makes decisions in the best interest of the Association and not in his or her self-interest.
7. Ensures that minutes of board meetings are taken and reviewed as a board.



8. Ensures Association records are kept in order and investigate if something doesn't seem right.
9. Ensures the Board takes care of the Association by ensuring prudent use of all assets, including facility, people, and good will; and provide oversight for all activities that advance the Association's effectiveness and sustainability.
10. Ensures the Association obeys applicable laws and acts in accordance with ethical practices.
11. Helps ensure ongoing financial health of the Association and understands the content and significance of the Association's financial statements and audits.
12. Ensures the Board hires and set the compensation of the Association Management Company and the Executive Director to run the day-to-day management activities of the Association.
13. Carries out specific assignments as requested. Serves on at least one committee.
14. Model the behavior described in the NARA Code of Ethics and provide a signed declaration to the Executive Director.
15. Complete a Disclosure Statement in accordance with the NARA Disclosure of Conflict of Interest policy prior to participating on the Board and to advise the Board of any potential conflicts of interest during a Board decision and vote.

**ADDITIONAL INFORMATION:**

1. Time Commitment. Each year the Board of Directors convenes for a mid-year meeting and for an Annual Meeting in conjunction with NARA's Professional Development Seminar and Conference 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 an active participant on all committees or task forces that they are assigned to.
2. Expense Reimbursement. The Board of Directors members are required to request reimbursement for all expenses for all Board of Directors meetings, from their employer first. If an employer cannot reimburse a Board member for all or part of his/her travel expenses, NARA's budget may permit reimbursement for travel for these meetings. Lodging expenses may also be covered by NARA in accordance with NARA's policies and as budget permits. Expenses for meals connected with attendance at Board Meetings are the responsibility of the Board of Directors member.