Altrusa International, Inc. Board Member Manual

Introduction

This manual is intended as a guide for Altrusa International Board Members as it summarizes key responsibilities of Board members. It is an overview of those responsibilities and to properly carry out the duties of a Board member all Board members need to become familiar with and use the International Bylaws and Policies manual.

When making decisions it is important that Board members reference both the International Bylaws and Policies and the Long Range Strategic Plan. Being a Board member is rewarding but requires a serious commitment of time and resources as you attend Board meetings serve on task forces and act as the communication vehicle as you visit District Conferences, to name a few duties.

Duties of Board Members

As an Altrusa International, Inc. Board member you are a part of the Governing body of the Association. There are three basic duties of a Board member that are common to all Boards.

1) Duty of care – A Board member has the duty to exercise reasonable care when making a decision for the organization. Reasonable care is what an “ordinarily prudent” person in a similar situation would do.
   ✓ This requires that Board members through attendance at Board and committee meetings, stay informed about the activities of Altrusa in order to make informed decisions when voting.

2) Duty of Loyalty – A Board member acts in good faith and never uses information gained through the position for personal gain and must always act in the best interests of the organization and maintain confidentiality.
   ✓ This simply means that Board members must be dedicated to Altrusa’s mission and put the interests of Altrusa above self-interest or any constituency group (District or Club). If there is an issue that comes before the Board that creates a conflict of interest for a member they need to recuse themselves from discussing and voting on the matter.
3) Duty of Obedience – A Board member must be faithful to the organization’s mission. They may not act in a way that is inconsistent with the organization’s goals.

✓ In other words, the Board must act in accordance with Altrusa’s rules and policies, in other words the Articles of Incorporation, Bylaws and Policies. In addition, the Board must comply with state and federal laws.

The Basic Board Responsibilities: While the Association Manager handles the day-to-day administration, the Board has the ultimate responsibility for overall policymaking and setting direction.

This is not an exhaustive list of activities but rather a sampling of some of the activities that help board members fulfill their responsibilities to Altrusa International, Inc.

1) Determine Mission and purpose – create and review the mission statement assuring it states the organizations goals, objectives and primary constituents served

✓ Keep informed of the activities of Altrusa, the mission, goals, programs and services, bylaws and policies as well as the strengths and challenges
✓ Actively participate in the robust review of the LRSP

2) Select/support/evaluate/terminate Association Manager – must have consensus on Association Manager responsibilities, assure that have most qualified person, conduct an annual review, provide any support needed

✓ Participate in the annual evaluation of the Association Manager
✓ Give the board president feedback, either regarding things that are going well or areas of concern, in regards to the Association Manager

3) Ensure effective planning – actively participate in planning process and assist with implementing & monitoring plan’s goals

✓ Review progress made in the Long Range Strategic Plan
✓ Assess progress in membership considering membership gain/loss, new club building, clubs reaching charter strength
✓ Support and guide Altrusa International in a direction that is in the best interest of Altrusa and the membership
4) Monitor and strengthen programs and services – determine which programs are consistent with mission and monitor effectiveness
   ✓ Evaluate the effectiveness of overall Board member visits to District Conferences
   ✓ Review District strengths and challenges in areas such as membership, new club building, service, retention, leadership, status of clubs

5) Protect assets and provide proper financial oversight – board assist with developing annual budget and ensuring that proper financial controls are in place.
   ✓ Work to protect Altrusa International resources to ensure ongoing success of the organization (financial and intellectual)
   ✓ Review financial health of Altrusa International including status of reserves and budget
   ✓ Review and update the Financial Procedures Manual every biennium
   ✓ Assure a timely audit is done annually

6) Build a competent board – have some written expectations for board members, orient new members, and periodically evaluate board performance.
   ✓ Expect all board members to attend every board meeting
   ✓ Complete all tasks and projects assigned
   ✓ Assure that you act in accordance with policies and procedures of Altrusa International
   ✓ Bring respect of others, courtesy and a sense of humor to the Board deliberations, in addition to thoughtful consideration of the topic at hand
   ✓ Participate in annual Board/organization review

7) Ensure legal and ethical integrity – board is ultimately responsible for adherence to legal standards and ethical norms.
   ✓ Adhere to the highest standards of honesty and integrity, operating in a professional and ethical manner with the best interests of Altrusa at heart
   ✓ Avoid any conflict of interest between the duty to Altrusa and any potential personal gain
   ✓ Commit to ethical and professional execution of duties
   ✓ Read, sign and abide by the conflict of interest policy
✓ Maintain loyalty to Altrusa International above any special interest, personal, local or District

8) Enhance the organization’s public standing – clearly articulate the organization’s mission, accomplishments and goals to the public and get support from the membership and world-wide community.
   ✓ Promote Altrusa International and always represent Altrusa in a positive light
   ✓ Help assure that there is clarity in the use of the trademarked logo
   ✓ Be a positive ambassador for Altrusa International at the District Conference Visitations
   ✓ Schedule time to talk with the District Governor, allowing them to share concerns and needs, during the conference visitation

Board Structure & Committees:

The current Board and Committee Structure are addressed in the International Bylaws and Policies and for detailed information that is the reference to use. This is intended to be an overview provided for your convenience. For detailed information please reference the Bylaws and Policies Manual.

1) Board Structure: The Board consists of the International President, President-Elect, Vice President, Treasurer, Immediate Past President and four (4) International Directors. All of the Board positions are elected by the Convention delegates and serve for one biennium

2) Officers: The officers are the International President, President-Elect, Vice President, Treasurer and Immediate Past President

3) Ex-Officio Members: The Legal Advisor and the Association Manager are Ex-Officio members of the Board; they have no vote. The Chair of the BRR Committee also participates in all Board meetings as an observer/advisor

4) Parliamentarian: A credentialed Parliamentarian, appointed by the President, is in attendance at Executive Committee and Board meetings to provide guidance in parliamentary procedure during meetings
5) Executive Committee: The International President serves as Chair of the Executive Committee which consists of the officers of the Board, and the ex-officio members (legal advisor and association manager).

6) Finance Committee: The Treasurer serves as Chair of the Finance Committee. The President-Elect and three other members are appointed by the International Board of Directors. The Association Manager serves as an ex-officio member without a vote.

7) Personnel Committee: The Immediate Past President serves as the Chair of the Personnel Committee. The members of the committee are the remaining officers of the Board with the legal advisor and the Association Manager serving as ex-officio members.

International Committees:

1) Appointments: Committee Chairs are appointed by the President-Elect and presented to the Board of Directors (Policy 34) one year prior to the commencement of the biennium unless otherwise stated in policy.

2) Standing Committees: The standing committees are Service Development, Leadership Development and Training, Membership Development, Communications and ASTRA. Each of the committees has a Chair and a Vice Chair as well as committee members. The Chairs and Vice Chairs are involved in the development and implementation of the biennium programs.

3) BRR: The Chair is appointed by the President-Elect and two committee members are elected by the Board of Directors at the post-convention Board meeting.

4) United Nations Representatives and Alternates: The representatives are appointed by the President-Elect and approved by the Board of Directors.

5) International Clubs-at-Large Committee: This committee operates as a sub-committee of International Membership Development Committee and consists of three members serving three bienniums. The President appoints one member to this committee each biennium.
6) Nominating Committee: Elected by Convention Delegates.

7) Other Committees: Other committees and task forces may be created by the President to carry out specific tasks/duties and are normally time limited in their work.

Relationship of Board and International Office:

1) Association Manager: The Board of Directors employs the Association Manager who is accountable to the Board through the International President. This is the only employee of the Board and the Board has the authority to hire, set compensation and terminate this position. The Association Manager supervises the staff, participates in the review and updating of policies, the LRSP and is responsible for implementing the policies and directives of the Board.

2) Staff: The Association Manager is responsible for supervising the overall planning, directions and coordination of staff activities and programs to assure that the goals and objectives as well as member needs are met. The Association Manager has the authority to hire, set salary compensation (within the appropriate salary range and per policy) and terminate staff members.

3) Board Role
   - Govern
   - Make Policy
   - Develop, review & revise plans
   - Works through Association Mgr.
   - Annual performance review of Association Manager

Association Manager Role
   - Manage
   - Implement Actions
   - Guide the implementation of plans
   - Supervises/Coordinates staff
   - Facilitates Board of Directors activities/meetings

4) Association Manager Performance Review: The President will conduct an annual performance evaluation of the Association Manager. This evaluation shall include input from the Board of Directors and will be focused on the performance of the duties and responsibilities detailed in the job description.
Long Range Strategic Plan:

The Long Range Strategic Planning Committee is responsible for monitoring the implementation of the LRSP and assisting the Board in updating the plan as needed (policy 61). The President-Elect and the International Program Committees use the plan to create the biennium programs that address key strategies. It is the responsibility of each Board member to familiarize themselves with the LRSP and participate in a robust review of the plan, in the fall, following the International Convention.

Meetings of the Board: Each year of the biennium there will be one face-to-face meeting and one teleconference meeting of the Board. Other meetings may be scheduled to handle business that cannot wait for the regularly scheduled meeting; these will be teleconference meetings. The face-to-face meetings are normally scheduled in July and during the convention year occur just prior and immediately following the convention at the site of the convention. The second meeting is scheduled for teleconference and will be held in January or early February.

1) Agenda procedures: Prior to each meeting of the Board the International Office will notify the Board Members of the development of an agenda and request reports to be emailed in as well as any items to be discussed. Any items requested to be on the agenda will be subject to final approval by the President. Members of International Committees and District Governors are also able to recommend items for the agenda.

2) Attendance: Every member of the Board is responsible to attend and be prepared to participate in Board meetings. Board items are posted on the International website and should be reviewed prior to the Board meeting. Policy 23 address the costs covered for travel to and from International Board Meetings.

3) Minutes: Minutes are taken by staff at each Board meeting per policy. The President appoints a reading committee to review the minutes for accuracy (see policy 31) and the process described in policy is followed.

4) Mail Ballots: When the Board needs to make a decision between the regularly scheduled Board Meeting the President can direct that a mail
ballot (email or fax) be sent to the Board Members. Any vote taken in this manner must be ratified at the next regularly scheduled Board meeting.

To conclude, as stated in the beginning of this manual this is a brief overview of Board responsibilities and is not intended to cover all aspects of being an International Board Member. It is up to each one of you to further explore the Bylaws and Policies, read minutes of meetings, review financial reports and ask questions for clarity.

Serving on the International Board is an honor and a privilege; it is an opportunity to work hard work alongside a special group of women for the betterment of Altrusa. So welcome aboard, let’s make the 2013-2015 a biennium of growth through Altrusa service!