



HEALTHIER WORKPLACES | A HEALTHIER WORLD

Board Member Roles & Responsibilities

Approved December 1992; Revised November 2022; Revised November 2023; Revised March 2024

The AIHA Board has fundamental and legal responsibilities that cut across a broad spectrum. This is covered in an orientation session held in the spring before the new term begins.

Succinctly put, the Board:

- represents the broad membership of the organization
- establishes a vision and outlines goals to reach the vision
- creates and sets policy
- creates and dissolves volunteer groups
- articulates the mission and sustains the vision
- sets financial goals, ensures resources are appropriately managed, and allocates resources to meet goals
- develops, adopts, and provides direction on strategic plans and budgets
- selects and supports the CEO
- ensures effective organizational planning is in place
- determines, monitors, and strengthens programs, products, education, and services
- enhances the organization's public standing
- assists in recruiting, orienting, and mentoring new Board members
- monitors overall operations, including oversight and evaluation of progress across goals
- partners and communicates well with staff so that each department is doing what it is designed to do
- communicates with AIHA leadership (volunteer group chairs, local section presidents, etc.) about important decisions affecting AIHA, local sections, and student local sections
- represents AIHA in a professional manner to groups inside and outside of AIHA
- hosts meetings and conference calls around strategic issues
- prepares for meetings, votes promptly on e-ballots between meetings, serves on Board working groups as assigned
- attends the annual Leadership Workshop, as requested.

Further, under well-established principles of nonprofit corporation law, a Board member must meet certain standards of conduct and attention in carrying out his/her responsibilities to the organization. Several states have statutes adopting some variation of these duties that would be used in court to determine whether a Board member acted improperly. These standards are usually described as the **duty of care**, the **duty of loyalty**, and the **duty of obedience**.



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Duty of Care

The duty of care describes the level of competence that is expected of each Board member and is commonly expressed as the “duty of care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means a Board member has the duty to exercise reasonable care when making a decision as a steward of the organization.

Duty of Loyalty

The duty of loyalty is a standard of faithfulness. A Board member must give undivided allegiance when making decisions affecting the organization. This means a Board member can never use information obtained as a member for personal gain but must act in the best interests of the organization.

Duty of Obedience

The duty of obedience requires the Board to be faithful to the organization's mission. A Board member must act in a way consistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

Decision-Making Principles

The Board will endeavor to:

1. make evidence-based decisions;
2. have a bias for action;
3. strive to be inclusive of voices while ultimately focusing on voting/deciding;
4. respect the time and efforts of volunteer group work;
5. focus on strategy and leave the details to be worked out by staff and related stakeholders as needed.

Board Core Values

The Board has always conducted its business with a high degree of integrity, collaboration, trust, and respect. To continue to hold ourselves to the highest ethical standards and to capture these cultural values for future AIHA Boards, we have developed and approved the following statements, which are to be considered in addition to the AIHA Code of Conduct.

- We act with integrity and in a spirit of collaboration with each other and toward all AIHA members, volunteers, and staff. We work together with a common purpose in achieving objectives.
- We encourage, foster, and support diversity within the membership and leadership in AIHA and seek to develop a talent pipeline that embodies these cultural values and norms.
- We approach discussions, encourage a diversity of opinions, and make effective, member-focused decisions with respect for all.
- We respect the individual needs and concerns of Board members and are mindful of creating a fair and equitable Board environment.



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- We are careful and conscious of preparing Board members with new member orientation, distribution of meeting materials in advance, and completing a sense of the board or a formal vote when required. We solicit anonymous member feedback following each meeting.
- We come to each board meeting and activity prepared, on time, and with a strong sense of engagement and commitment.
- Our individual and Board actions are based on maintaining mutual trust.
- We respond to the needs and concerns of members, volunteers, staff, and the public.
- We hold ourselves accountable for conducting our business openly and honestly, ensuring our members are heard and acting transparently to keep members abreast of decisions and emerging issues.
- We maintain an [online process](#) for receiving input from members on topics they would like to have the Board discuss (available on the [Board Governance web page](#)). Following the Board meeting, we then communicate the outcome of these discussions back to the interested parties.
- We speak with one voice regarding board decisions.



Speaking With One Voice

It is each Board member's responsibility to ensure that their opinions and concerns are presented and understood when an issue is discussed and/or voted on. The Board will favor trying to reach consensus; however, there will naturally be disagreements and issues where total consensus is not achieved. We and the membership would not expect thirteen (13) people of diverse backgrounds and strong opinions to agree on every issue. These debates and disagreements should be conducted with due respect of others; alternative opinions should be "left at the table" when the debate is over.



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Having participated in the debate, each director and officer should agree to support the Board's decisions since the decisions are reached through a deliberative process. Board members should agree to support such decisions and not actively speak against or act counter to the decisions. This does not mean you give up the right to your personal opinion; if asked directly you should answer honestly, fairly representing the Board's decision while expressing your individual thoughts. Your obligation is to support the Board actions but not necessarily indicate your philosophical agreement with all its actions.

Conflict of Interest

It is the policy of the Board to carefully review all existing contracts with directors and officers for potential conflicts of interest. While serving on the Board, any new business contracts with AIHA must be peer reviewed. In addition, such officers and directors must abstain from Finance Committee deliberations affecting their potential contracts.

A conflict-of-interest policy is necessary to identify any potential conflicts directors and officers may bring to the boardroom based on relationships, alliances, or affiliations with third parties that might otherwise affect their perspectives on a particular issue. The IRS Form 990 includes one question about whether AIHA has a written conflict of interest policy. All directors and officers must sign our Conflict-of-Interest Disclosure Form annually. Copies are kept on file with the Executive Office.

Due to their strategic nature, all volunteers serving on the **AIHA Board** as well as "national" level committees shall *refrain* from concurrently serving on the *Boards of Directors of ACGIH and ASSP* during their tenure. Other organizations may apply as deemed appropriate by the AIHA Board. National level committees include, but may not be limited to, the **Finance Committee, Board Nominating Committee, Named Awards Selection Committee, and Content Portfolio Advisory Group**.

Board members should decline any nominations for AIHA named awards or Fellows during their active tenure.

Assessment and Actions

Each member of the AIHA Board upon election and installation assumes a professional and fiduciary responsibility to the membership of the AIHA. Included in these responsibilities are requirements to represent and pursue the best interests of the Association, its members, and the profession actively and honestly. Officers and directors are expected to carry out all duties required by the Bylaws of AIHA, and any additional assignments made by the President. Officers and directors should participate actively in Board decision-making and support formally derived decisions of the Board. Personal involvement as a member of a volunteer group or other professional activities is commendable; however, during service on the Board it is expected that Board members' association time and energies be directed to Board activities and assignments. Board members may participate in volunteer groups during their term of office but not as full members. It is the responsibility of the Chair of the Board Nominating Committee to formally notify all candidates for election to the AIHA Board of this policy, so they are fully aware of their responsibilities.



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The AIHA President is responsible for evaluation of performance of officers and directors of the Board. If the President becomes aware of issues related to the activity or integrity of a member of the Board, this knowledge must be discussed with that individual. If there is not an adequate resolution of the issue during this discussion, the facts should be presented to the Board as an agenda item at the next scheduled meeting. The affected officer or director will receive special notice of the meeting within the provisions of the Bylaws. The affected officer or director must be offered an opportunity to comment on any issue germane to performance, activity, or integrity.

Upon hearing the facts related to performance, activity, or integrity of an officer or director and the rebuttal by the charged officer or director, the Board may take no action, vote to reject the charge, vote to request the resignation of the officer or director, or consistent with the Bylaws, propose the removal of the officer or director. All such actions will be performed following generally accepted requirements for fairness, advanced notification, full discussion, and the requirements of the AIHA Bylaws current at the time.

Possible Causes for Action

- Sexual harassment of an employee or member of AIHA
- Misuse of office
- Misappropriation of funds or equipment of AIHA
- Failure to carry out duties specified in the Bylaws of the Association
- Failure to attend and participate in two or more regularly scheduled meetings of the AIHA Board in a twelve-month period without prior approval of the President; such approval would be based on significant and unavoidable personal or business conflicts
- Actions clearly identified as harmful to the profession and/or the Association

Suggested Avenues to a Board Leadership Role

The Board is always looking for new volunteers who have a passion for AIHA and an innate desire to see it grow and prosper. The following are recommendations for aspiring young leaders to pursue:

- First, obtain your CIH credential. Although not a written requirement, everyone who has or is currently serving on the Board has earned this prestigious certification.
- Get involved in your Local Section. Become an elected leader.
- Join and actively participate in one or more of AIHA's Technical Committees, other Volunteer Groups, and/or Special Interest Groups. Assume a leadership role and establish a name for yourself.
- Speak at AIHA Connect and/or other key events. Serving as a subject matter expert helps elevate your presence in the AIHA community.
- Network with AIHA Board members. Gain a better understanding of what it's like to serve on the Board by discussing your interests with a current or recent Director or Officer.
- Demonstrate leadership in your job. Examples include serving as moderator and/or speaker at AIHA Connect and other allied industry events, publishing, conducting cutting-edge research, teaching, or mentoring young professionals.



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Attachments

- A: AIHA National Level Committees
- B: Board Officer Roles
- C: Board Liaison Roles
- D: Local Section Engagement
- E: Volunteer Group Parameters



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Attachment A

AIHA National Level Committees

Note: This list is **NOT** comprehensive of all volunteer groups that are formed to advance the mission of the association. Consult <https://www.aiha.org/get-involved/volunteer-groups> for an updated listing. Where noted, Board Liaisons serve in an oversight capacity but are **NOT** official members of these groups. Refer to **Attachment C** for further information.

Board Nominating Committee (BNC) (listed in Bylaws, Article X)

- **Purpose:** Reviews and selects candidates for the Board
- **Positions:** Immediate Past President (Chair), Vice-President, and one (1) at-large Director in the Director's 3rd year of office. Should the at-large Director be unable or decline to serve, the Past President shall select the next senior-most Board member (*excluding the President or President-Elect*); open call process for four (4) at-large members. President and President-Elect serve in an ex-officio capacity.
- **Terms and tenure:** One-year terms for two (2) at-large members, two-year terms for the other two (2) at-large members
- **Staff Liaison:** Chief Executive Officer

Conference Program Committee (CPC)

- **Purpose:** Responsible for helping select the education sessions for AIHA Connect.
- **Number of members:** 14 selected by CPC leadership from an open call to AIHA membership
- **Leadership positions:** Chair, Vice Chair and Past Chair
- **Terms and tenure:** Three-year terms, staggered to ensure one-third of the committee members are new each year.
- **Board Liaison:** One
- **Staff Liaison:** Chief Learning Officer

Content Portfolio Advisory Group (CPAG)

- **Purpose:** Provides input and advice to the AIHA Board and staff regarding the association's body of content (e.g., documents, courses, publications) on industrial hygiene and occupational and environmental health and safety.
- **Number of members:** 6 to 10 AIHA members
- **Leadership positions:** Chair, Vice Chair and Past Chair
- **Terms and tenure:** Members serve a minimum of 3 years. If selected to serve as vice-chair or chair, their tenure on CPAG will be extended. For example, if a CPAG member serves as chair in their third year, they would be expected to serve an additional year as past chair. Terms are staggered to assure one-third of the members are new each year.
- **Board Liaison:** One.
- **Staff Liaison:** Chief Learning Officer



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Continuing Education Committee (CEC)

- **Purpose:** Selects the Professional Development Courses for AIHA Connect
- **Number of members:** 12 selected by CEC leadership from an open call to AIHA membership
- **Leadership positions:** Chair, Vice Chair, and Past Chair
- **Terms and tenure:** Four-year terms, staggered to ensure one-third of the committee members are new each year
- **Board Liaison:** One
- **Staff Liaison:** Chief Learning Officer

Executive Committee (EC) (listed in Bylaws, Article IX)

- **Purpose:** Evaluates the performance, strategic goals, and compensation for the CEO
- **Number of members:** 6 Officers
- **Leadership positions:** President (Chair), Past President, President-elect, Vice President, Treasurer, and Secretary
- **Terms and tenure:** Members from Board by position remain on the Executive Committee as they move through the chairs
- **Staff Liaison:** Chief Executive Officer

Finance Committee (FC) (listed in Bylaws, Article XI)

- **Purpose:** Assists AIHA Board to fulfill its fiduciary obligations by providing financial oversight
- **Number of members:** 8 or 9 depending on whether it is a year in which we have a Treasurer-elect
- **Positions:** Treasurer (Chair), President-elect, Vice President, Treasurer-elect, two other Directors, and three non-Board Members
- **Terms and tenure:** Officers and Directors as their time in Board positions dictate, 3-year staggered term for the non-Board members
- **Staff Liaison:** Chief Operating Officer

Local Sections Advisory Group (LSAG) (listed in Bylaws, Article XII)

Purpose: Promotes continued growth, well-being, and operating efficiencies of AIHA Local Sections (LS) and AIHA Student Local Sections (SLS).

- **Number of members:** Exact number will vary based on circumstances. Includes representation from local sections and student local sections. At a minimum, there will be two representatives each from the local sections and student local sections.
- **Leadership positions:** Each member of LSAG will have an equal voice. (NOTE: A representative of LSAG may be asked to attend AIHA National Board meetings as an invited guest should the agenda warrant their engagement.)



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- **Terms and tenure:** The local section representatives will serve a two-year term, staggered to ensure one is elected each year. The two student local section representatives will be selected each year.
- **Board Liaison:** One
- **Staff Liaison:** Executive Assistant to CEO/Senior Manager, Local Sections & AIHF

Named Awards Selection Committee

- **Purpose:** Reviews and selects candidates for the following named Awards: *Alice Hamilton Award for Social Responsibility, Edward J. Baier Technical Achievement Award, Donald E. Cummings Memorial Award for Outstanding OEHS Practice, Kusnetz Award for Outstanding Achievement by an Early Career Professional, and Yant Award for Outstanding International Service*
- **Positions:** Immediate Past President (Chair) who selects members; Past Past President (Co-Chair), four (4) at-large Full members, President (ex-officio), and CEO (ex-officio)
- **Terms and tenure:** One-year terms
- **Staff Liaison:** Director, Membership



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Attachment B

Board Officer Roles

President

- Presides at all meetings of the Association, Board of Directors, and Executive Committee
- Serves as a general ambassador for the Association; represents the Association officially at meetings of allied organizations, both domestic and international
- Serves as President of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- Attends the AIHA Leadership Workshop and Future Leaders Institute
- Serves a one-year term of office

President-Elect

- Automatically succeeds the President upon completion of the President's term of office
- Performs any other duties delegated by the Board of Directors or assigned by the President, including substituting for the President in the event of the President's absence
- Serves on Finance Committee
- Serves as President-Elect of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- Attends the AIHA Leadership Workshop and may attend Future Leaders Institute
- Serves a one-year term of office

Vice-President

- Automatically succeeds the President-Elect upon completion of the President-Elect's term of office
- Performs any other duties delegated by the Board of Directors or assigned by the President
- Serves on Finance Committee
- Serves as Vice-President of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- May attend the AIHA Leadership Workshop
- Serves a one-year term of office



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Past President

- Serves as chair of the Named Awards Selection Committee
- Perform such other duties delegated by the Board of Directors or assigned by the President
- Serves as Past President of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- May attend the AIHA Leadership Workshop
- Serves a one-year term of office

Treasurer

- Chairs the Finance Committee and shall be responsible for the preparation of an annual budget for approval by the Finance Committee before being submitted to the Board of Directors for final approval
- Presents an annual financial report, audited by independent certified public accountants for the Association, at the Annual Meeting of the membership
- Performs all duties incident to the office of Treasurer and any other duties as may be from time to time assigned by the President or the Board of Directors
- Serves as Treasurer of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- May attend the AIHA Leadership Workshop
- Serve a two-year term of office

Treasurer-Elect

- Serves as assistant treasurer
- Automatically succeeds the Treasurer upon completion of the Treasurer's term of office
- Performs such duties as are delegated by the Board of Directors or assigned by the President or Treasurer
- Serves on Finance Committee
- May attend the AIHA Leadership Workshop
- Serves a one-year term of office during the last year of the term of office of the incumbent Treasurer

Secretary

- Ensures minutes of the meetings of the Board of Directors and Executive Committee are recorded and retained in a manner consistent with the Association's record retention policy
- Ensures annual reports of committees are filed with the records of the Association



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- Oversees the registration of proxies for all official membership votes
- Supervises the conduct of ballots
- Assures all notices are given in accordance with the provisions of the Bylaws or as required by law
- Serves as custodian of the records of the Association
- Performs all duties incident to the office of Secretary and any other duties as delegated by the Board of Directors or assigned by the President
- Serves as Secretary of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- May attend the AIHA Leadership Workshop
- Serves a two-year term of office

Secretary-Elect

- Serves as assistant secretary
- Automatically succeeds the Secretary upon completion of the Secretary's term of office
- Performs any duties as delegated by the Board of Directors or assigned by the President or Secretary
- May attend the AIHA Leadership Workshop
- Serves a one-year term in office during the last year of the term of the office of the incumbent Secretary



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Attachment C Board Liaison Roles

The Board Liaison roles are strategic in nature—engagement, advocacy, and recognition. Roles and responsibilities are noted below. The Board Liaison should help reinforce (via the group’s chair and vice-chair) and move forward a committee’s initiatives in support of AIHA’s strategic priorities/overarching mission. *Keep in mind these liaisons DO NOT necessarily need to attend meetings of the groups they are assigned unless directed by CEO or President. If asked to attend by staff or others, they should discuss and receive permission from the CEO and President.*

At times, an issue may arise that requires a response from either staff or the AIHA President. Issues vary widely, so it is hard to have one process for response. However, in general the following process should be followed to help improve the efficiencies involved and ensure there is clear, transparent dialogue between all parties:

1. If a Board liaison is apprised of an issue, they should inform the VG leadership directly that they will inform via email the CEO’s executive assistant (and cc the CEO). Emails should NOT include a cc: to VG members.
2. For matters that span VGs (e.g., an advisory group and a committee), the assigned board liaisons should discuss and assign one individual to communicate the concerns to staff, rather than individually emailing. The list of liaisons is readily available on the Board SharePoint site. This step reduces email traffic.
3. The executive assistant will assess the situation and route it to the appropriate staff member(s) depending on the nature of the issue.
4. If multiple staff members are involved in the response, one individual shall take the lead in communicating a detailed response back to the VG leadership. This may be the executive assistant. NOTE: If the issue is sensitive and/or is of a non-administrative nature, the CEO will generally respond and cc: the president.
5. Should the president receive a direct email or call from a VG member, they have the authority to respond directly and cc: the CEO as a courtesy. Additional follow-up from staff may be required. Certain matters may be elevated to the EC or full board's attention as warranted.



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Board Liaisons to Volunteer Groups: The Board Liaison is the primary conduit between the board and the Volunteer Groups. VGs are organized into seven (7) Color Councils or stand-alone task forces and advisory groups. Each Color Council or stand-alone group is comprised of volunteer group leadership and is assigned a Board member to act as the Board Liaison, who:

- Communicates with one voice/message regarding AIHA policies, procedures, and initiatives regardless of one's opinion
- Communicates with assigned volunteer groups following any Board action affecting them
- Provides input and guidance on volunteer-related activities such as document proposals and project funding requests
- Evaluates submissions for the annual AIHA Project Team Excellence Awards Program
- For VGs such as the Principles of Good Practice (PGP) Advisory Group, member liaisons may be established between the Advisory Group and selected VGs who are contributing subject matter expertise to the PGP document. In such cases, the Board Liaison for these groups may be asked to confer with the various member liaisons as part of their oversight role.

Board Liaison to Local Sections: As a link to the Local Sections Advisory Group, the Liaison:

- Communicates with one voice/message regarding AIHA policies, procedures, and initiatives regardless of one's opinion
- Serves as an advocate for the Local Sections and Local Sections Advisory Group at AIHA National Board meetings
- Communicates with the Local Sections Advisory Group following any Board action affecting the sections
- Provides input and guidance on Local Section related activities such as governance documents, bylaws, and regional events and meetings
- Attends annual Local Sections Business Meeting at AIHA Connect



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Attachment D

Local Section Engagement

Board members are encouraged to visit their own local section as schedules permit, to present an AIHA National update and/or a technical talk.

Board members should keep their technical presentation up to date. Staff will keep current the AIHA National presentation and include talking points for the presenter's use.

Board members may be requested to visit a local section that is struggling. Staff will routinely scan the local section network for issues of this nature, and through the Executive Office, make recommendations for where (and when) these types of visits are warranted.



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Attachment E Volunteer Group Parameters

The chart below summarizes several types of volunteer/member groups. Please note:

- There are no fees to join any group.
- The “**Board member Serves?**” column signifies whether a Board member is permitted to actively participate in the group (vs. serving solely as a liaison).
- Project Teams refer to organized groups of members assigned to lead a specific volunteer group activity, such as a Body of Knowledge (BoK) Structural Framework project. Except as noted for **Local Sections Advisory Group (LSAG)** and the **Finance Committee**, Volunteer Groups are **NOT** specified in the Bylaws.

Volunteer Group Type	BOD Approval to Form?	Membership	Board Liaison Role?	Board Member Serves?
Advisory Group (LSAG in Bylaws)	Yes	May include non-members (Chair shall be an AIHA National member)	Yes	No
Task Force	Yes	May include non-members (Chair shall be an AIHA National member)	Yes	No
Panel (e.g. Standards Advisory, Academic Accreditation)	Yes	AIHA National members only	Yes	No
Committees: Technical, Prof Dev, Internal Ops (Finance Cmte in Bylaws)	Yes	AIHA National members only	Yes (through Color Councils)	No
Working Group	Yes	May include non-members (Officers shall be AIHA National members)	Yes (through Color Councils)	No
Special Interest Group	Yes	AIHA National members only	Yes (through Color Councils)	Yes
Project Team (e.g., Body of Knowledge / Structural Framework)	No	May include non-members (Chair shall be an AIHA National member)	No	No
Board Working Group	Yes	Board members, and as necessary AIHA National Members.	No	Yes