

# Board Member Roles & Responsibilities

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*Approved December 1992; Revised October 2019*

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 committees
- 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
- 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 task forces as assigned

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 which 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**.

### **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 that a Board member owes 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 that 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 is not permitted to act in a way inconsistent 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 and avoid “analysis paralysis”.
3. Support an *adequate solution* unless the evidence requires an *optimal solution*.
4. Strive to be inclusive of voices while remaining nimble in voting/deciding.
5. Respect the time and efforts of small group work.
6. Focus on strategy, and leave the details be worked out by staff and related stakeholders as needed.

### **BOARD CULTURAL VALUES**

The Board has adopted a set of cultural values. The policy states:

*The AIHA Board of Directors 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 make effective, member-focused decisions.*

- *We trust one another, and our individual and corporate actions are based on maintaining mutual trust.*
- *We come to each board meeting and activity prepared and on time and with a strong sense of engagement and commitment. We seek to develop future engaged leadership.*
- *As servant leaders, we respond to the needs and concerns of members, volunteers, staff, and the public.*
- *We conduct our business openly and with transparency.*
- *We encourage diversity of membership and leadership in AIHA.*
- *We value each other's time and we conduct debates with respect for all. We encourage diversity of opinion but speak with one voice regarding board decisions.*

### **SPEAKING WITH ONE VOICE**

It is each director's responsibility to ensure that his/her 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 people of diverse backgrounds and strong opinions to agree on every issue. These debates and disagreements should be conducted with due respect of other directors; alternative opinions should be "left at the table" when the debate is over.

Having participated in the debate, each director and officer should agree to support the Board's decisions for what they are—Board decisions 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 a 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 you philosophically agree 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 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 a question about not only whether AIHA has a written conflict of interest policy in effect, but also about the process we use to manage conflicts. 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 ASSE* during their tenure. Other organizations may apply as deemed appropriate by the AIHA Board. National level committees include but may not be limited to: **Finance Committee, Board Nominating Committee, Named Awards & Honors Committee, and Content Priorities Advisory Group.**

Board members should consider declining any nominations for AIHA named awards or honors during their active tenure.

Refer to Attachment A for a complete listing of national committees. For more information, visit the **Conflict of Interest Policy & Disclosure Statement.**

### **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 actively and honestly represent and pursue the best interest of the Association, its members and the profession. 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 on volunteer groups during their term of office but not as full members. It is the responsibility of the Chair of the Nominating Committee to formally notify all candidates for election to the AIHA Board of this policy so that they are fully aware of their responsibilities.

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 anyone, 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 of AIHA.
- Misuse of office.
- Misappropriation of funds or equipment of AIHA.
- Failure to carry out duties specified in the Bylaws or the AIHA.
- 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 AIHce 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
- Demonstrate leadership in your job. Examples include serving as moderator and/or speaker at AIHA and other allied industry events, publishing, conducting cutting-edge research, teaching, mentoring young professionals.

### **ATTACHMENTS**

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

## ATTACHMENT A AIHA NATIONAL LEVEL COMMITTEES

### FINANCE COMMITTEE

- **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
- **Leadership 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:** Managing Director, Finance

### EXECUTIVE COMMITTEE

- **Purpose:** Evaluates the performance, the strategic goals and the compensation for the CEO.
- **Number of members:** 6 Directors
- **Leadership positions:** Current 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:** Director, HR

### BOARD NOMINATING COMMITTEE

- **Purpose:** Reviews and selects candidates for Board
- **Positions:** Immediate Past President (Chair); Vice-President, and one (1) at-large director in his/her 3<sup>rd</sup> 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
- **Terms and tenure:** One-year terms
- **Staff Liaison:** CEO (ex-officio)

### **NAMED AWARDS & HONORS COMMITTEE**

- **Purpose:** Reviews and selects candidates for Fellows and the following named Awards: Alice Hamilton, Edward J. Baier Technical Achievement, Distinguished Service to AIHA, Donald C. Cummings Memorial, and Kusnetz
- **Positions:** Immediate Past President (Chair) who selects members; Past Past President (Co-Chair); Vice-President; 3<sup>rd</sup> Year Director, open call process for four (4) at-large members, President (ex-officio), CEO (ex-officio)
- **Terms and tenure:** One-year terms
- **Staff Liaison:** Senior Manager, Membership & Professional Communities

### **NOTE: The following awards are managed by separate committees:**

- **Social Responsibility Award Committee (co-sponsored by Apex Companies, LLC):** Chaired by President + 1 or 2 Past Presidents; Bureau Veritas Representative; 2 Reps from Social Concerns Committee; 2 Reps from Environmental Issues; 2 Reps from Stewardship and Sustainability (Committee reps have been the standing Chair and Vice Chairs of those Committees)
- **Yant Award Committee (co-sponsored by MSA):** Chaired by “Past” Past Board President + 4-5 past presidents chosen by the Chair of the Nominating and Awards Committee
- **Smyth Award Committee:** Chaired by one of the current Presidents of the three organizations (on an annual rotation) + current Presidents/Chairs of AIHA, ABIH, and ACGIH

### **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:** Currently 8 total
- **Leadership positions:** Chair, Vice Chair
- **Terms and tenure:** Each CPAG member serves a three-year term. Terms are staggered to assure that one-third of the members are new each year.
- **Board Liaison\*:** One
- **Staff Liaison:** Director, Education

### **CONFERENCE PROGRAM COMMITTEE (CPC)**

- **Purpose:** Responsible for helping to select the education sessions for AIHce
- **Number of members:** 12, selected from an open call to AIHA and ACGIH memberships
- **Leadership positions:** Chair
- **Terms and tenure:** Each CPC member serves a three-year term. Terms are staggered to assure that one-third of the Committee members are new each year.
- **Board Liaison\*:** One
- **Staff Liaison:** Director, Education

### **CONTINUING EDUCATION COMMITTEE (CEC)**

- **Purpose:** Selects the Professional Development Courses for AIHce
- **Number of members:** 12, selected from an open call to AIHA and ACGIH memberships
- **Leadership positions:** Chair, Vice Chair, Past Chair
- **Terms and tenure:** Each CEC member serves a four-year term. Terms are staggered to assure that one-third of the Committee members are new each year.
- **Board Liaison\*:** One
- **Staff Liaison:** Director, Education

### **LOCAL SECTIONS ADVISORY GROUP**

- **Purpose:** Promotes continued growth, well-being, and operating efficiencies of AIHA Local Sections (LS).
- **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 on the Local Sections Advisory Group will have an equal voice. (NOTE: A representative of the Local Sections Advisory Group may be asked to attend AIHA National Board meetings as an invited guest should the agenda warrant their engagement)
- **Terms and tenure:** The local section representatives will serve a two-year term with their terms being staggered to assure that one is elected each year. The two student local section representatives will be selected each year
- **Board Liaisons\*:** Two
- **Staff Liaisons:** Manager, Local Sections & Professional Community

*\*Board Liaisons are not official members of committees, but rather serve in an oversight capacity.*



## **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 on Executive Development Committee
- Serves as President of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- 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 his/her absence
- Serves on Finance Committee, Executive Development Committee
- Serves as President-Elect of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- 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, Executive Development Committee
- Serves as Vice-President of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- Serves a one-year term of office

### **PAST PRESIDENT**

- Serves as chair of the Awards and Nominations Committee
- Perform such other duties delegated by the Board of Directors or assigned by the President
- Serves on Executive Development Committee
- Serves as Past President of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- 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 on Executive Development Committee
- Serves as Treasurer of the AIHF (Foundation) Board of Trustees and Guideline Foundation Board of Directors
- 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
- Serves a one-year term of office during the last year of the term of office of the Treasurer

## **SECRETARY**

- Ensures that 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 that annual reports of committees are filed with the records of the Association
- Oversees the registration of proxies for all official membership votes
- Supervises the conduct of ballots
- Assures that all notices are given in accordance with the provisions of these 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
- 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
- Serves a one-year term in office during the last year of the term of the office of the Secretary

## **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 that these directors 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 anyone else, they should discuss and receive permission from CEO and President.*

**BOARD LIAISONS TO VOLUNTEER GROUPS:** Volunteer Groups are organized into six (6) Color Councils. Each Council is comprised of volunteer group officers and is assigned a Board member to act as the Board Liaison, who:

- Communicates with one voice/one message regarding AIHA policies, procedures, and initiatives regardless of one’s opinion
- Chairs quarterly color council conference calls and serves as an advocate for volunteer group-related items at board meetings
- Communicates with assigned volunteer groups following any Board action affecting them
- Provides input and guidance on volunteer-related activities such as document proposals, business plans and project funding requests

**BOARD LIAISONS TO OTHER GROUPS:**  
***(E.G., NATIONAL LEVEL COMMITTEES -- CPAG, ERPG, STANDARDS ADVISORY PANEL)***

One (1) Board Liaison is assigned to each Committee:

- Communicates with one voice/one message regarding AIHA policies, procedures, and initiatives regardless of one’s opinion
- Serves as an advocate for these groups at board meetings
- Communicates with the leadership of these groups following any board action affecting them
- Provides input and guidance on volunteer-related activities such as document proposals, business plans and project funding requests

**BOARD LIAISONS TO LOCAL SECTIONS:** As a link to the Local Sections Advisory Group the Liaisons:

- Communicate with one voice/one message regarding AIHA policies, procedures, and initiatives regardless of one’s opinion

- Serve as an advocate for the Local Sections and Local Sections Advisory Group at AIHA National Board meetings
- Communicate with the Local Sections Advisory Group following any Board action affecting Local Sections
- Provide input and guidance on Local Section related activities such as governance documents, bylaws, and regional events and meetings

*For all the above, as one's schedule permits, participate on regional and section conference calls and attend the Local Sections Advisory Group meeting at AIHce. Strive to attend Leadership Workshop and Future Leaders Institute.*

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

1. The “*Director Serves?*” column (far right) signifies whether a Director is permitted to actively participate in the group (vs. just serving as a liaison)
2. Volunteer Groups (VGs), i.e., Technical or Administrative Committees, include Advisory groups (e.g., CPAG) and the Standards Advisory Panel
3. Working Groups (WG) include the Emergency Response Planning Guides (ERPG) Group
4. Community Groups refer to discussion groups established on AIHA’s new online community framework (known as *Catalyst*)
5. Project Teams refer to organized groups of members assigned to a specific project as identified in a VG business plan.

**OVERVIEW OF VOLUNTEER GROUPS, WORKING GROUPS, SPECIAL INTEREST GROUPS, TASK FORCES, COMMUNITIES AND PROJECT TEAMS**

Group Type	In Bylaws	Convened By	BOD Approval	Members	Purpose	Pay to join?	Lifespan	Board Liaison Role?	Director Serves?
<b>VG</b>	Yes	President	Required	Nat'l AIHA only	General	No	Not defined	Yes	No
<b>WG</b>	No	President	Not required	Anyone	Specific	No	Not defined	Yes	Yes
<b>TF</b>	No	President	Not required	Nat'l AIHA only	Specific	No	Defined	Maybe	Yes
<b>SIG</b>	No	President	Not required	Nat'l AIHA only	General	Yes	Not defined	Yes	Yes
<b>Community</b>	No	President	Not required	Nat'l AIHA (with limited access to local section only members)	General	No	Not defined	Maybe	Maybe
<b>Project Team</b>	No	Staff	Not required	Nat'l AIHA only	Specific	No	Not defined	Maybe	No

**ATTACHMENT D**  
**LOCAL SECTION ENGAGEMENT**

First and foremost, it is the AIHA Board’s goal to visit each local section at least once in a three-year period.

Board members (including officers) are expected to visit their own local section, plus one other local section each year. This additional local section may be based on various factors, including duration of time since the previous visit by a representative from AIHA National or a specific request for a technical topic in which a Board member may be considered an expert.

Board members should keep their ‘canned’ technical presentation up to date. Staff will keep the AIHA National presentation current and include talking points for the presenter’s use. Staff will also develop a brief current video that can be aired at local sections that do not require an AIHA representative to be physically present.

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.