

## **Duties of the Certification Council Director**

(Excerpted from ABC's *Policies & Procedures Manual* Chapter 3)

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### **Article I Duties of the Board of Directors**

#### **Section 1—Summary of Board of Directors Position**

The Board of Directors is charged with the general supervision, direction, and control over the organization in matters both temporal and corporate.

#### **Section 2—Knowledge and Skill Requirements**

A Board of Directors member must:

1. Have extensive knowledge of the policies and procedures of the organization, including but not limited to the *Articles of Incorporation*, current *Bylaws* and *Policies and Procedures*, and *Robert's Rules of Order Newly Revised*.
2. Be aware of resources available.
3. Have good interpersonal, problem-solving, and critical thinking skills.
4. Be a team player, a good listener, and communicator.
5. Have an open mind and the ability to think creatively.
6. Make decisions in a timely and knowledgeable manner.
7. Represent the organization in a professional manner both internally and externally.
8. Have organizational and leadership abilities.
9. Visualize beyond the present, look at the organization as a whole, and make decisions that are in the best interest of the organization.

#### **Section 3—Key Duties and Responsibilities of the Board of Directors**

1. Approve positions on issues affecting the organization.
2. Develop, implement, and evaluate the strategic plan, and report the progress of the strategic plan to the membership on a regular basis.
3. Approve, abolish, or amend rules, policies, and procedures governing operations and activities of any parts or divisions within the organization within the framework of the Bylaws.
4. Hire the Chief Executive Officer.
5. Approve the annual budget and amend as necessary during the year.
6. Adopt the final audit report.
7. Provide leadership, direct, supervise, support and evaluate the performance of the Committee Chairs and volunteers, as appropriate.
8. Cultivate personnel to serve as appointed and elected volunteers of the organization.
9. Perform other such duties as may be assigned by Board of Directors.

#### **Section 4—Key Duties and Responsibilities of Individual Board Members**

In addition to those outlined in the specific Board Position Descriptions, a Board of Directors member is expected to:

1. Communicate the expectation for standards, the policies, principles, vision, and the strategic plan both internally and externally.
2. Represent the organization at meetings, conferences, and celebratory events.
3. Promote organization at every opportunity.
4. Review quarterly and annual financial statements of the organization and participate in budgetary discussions for the purpose of ensuring adequate resources and the allocation of same are available to accomplish the objectives of the strategic plan.
5. Review reports from Board of Directors members, Committees, Task Forces, Staff, and other relevant entities promptly so as to be able to make informed decisions upon matters being presented to the Board of Directors.
6. Stay abreast of current issues and trends relevant to non-profit organizations or other significant issues that may affect the overall welfare of the organization.
7. Write and deliver speeches and presentations, as needed.
8. Perform other such duties as may be assigned by Board of Directors.

#### **Section 5—Administrative Responsibilities**

1. Read and respond to correspondence as appropriate.
2. Respond to telephone, fax, and e-mail messages in a timely manner either directly or by referral to an appropriate responder.
3. Maintain records and information necessary to the fulfillment of these duties and responsibilities.
4. Prepare and submit:
  - Reports to the membership on a regular basis the progress of the strategic plan
  - Budget Requests
  - Reports to the Board of Directors as appropriate
  - Follow-up reports on meetings and visits as necessary
  - Expense Reports

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### **Article VIII Duties of the Certification Council Director**

#### **Section 1—General Duties**

The Certification Council Director shall maintain oversight of the Certification Committee and any other committee as designated by the Board of Directors.

#### **Section 2—Specific Assignments**

The Certification Council Director shall:

- Serve as chair of the Certification Committee.
  - Present a report at each Board meeting on the concerns and activities of the Certification Council.
  - Make at least one presentation on the Association per year in their geographic area.
  - Preside over all Certification Council meetings.
  - Report any volunteer performance issues to the President.
  - At a minimum, contact assigned committee chairs prior to each Board of Directors meeting to discuss committee concerns and potential issues to be summarized and reported to the Board of Directors.
  - Review assigned committee chair reports to determine committee concerns and potential issues to be summarized and reported to the Board of Directors.
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## **Article XIV Statement of Fiduciary Responsibility**

It shall be the policy of the Association of Boards of Certification (“ABC”) that all of its members of the Board of Directors which purposes of this Article shall also include the Treasurer (“the Board”) and the members of its committees and task forces shall scrupulously avoid any conflict between their own respective individual interests and the interests of ABC, in any and all actions taken by them on behalf of ABC in their respective capacities. The members of the Board of Directors and committee and task force members of ABC understand the importance of serving ABC to the best of their ability and with the highest degree of undivided duty, loyalty, and care. Accordingly, the Board adopts the following policy for all members of the Board and for all committee and task force members:

1. All members of the Board and committee and task force members of ABC are committed to furthering the best interests of ABC and shall avoid conflicts of interest with ABC. Board members and committee and task force members shall not profit personally from their affiliation with ABC, or favor the interests of themselves, relatives, friends, supporters, or other affiliated organizations over the interests of or bring their interests into conflict or competition with the interests of ABC. “Conflicts of interest” include direct, indirect, actual, apparent, and potential conflicts of interest.
2. Whenever a member of the Board or a committee or task force member shall discover an opportunity for material business advantage which is relevant to the activities of ABC and in which ABC has a reasonable expectancy, the opportunity belongs to ABC and the individual shall present such an opportunity to the Board. Only at such time as the Board by recorded vote determines not to pursue the matter and relinquish such an opportunity may the individual consider it a matter of possible personal benefit.
3. Whenever the Board of Directors is considering a matter that presents an actual or apparent material conflict of interest for any member of the Board requests that ABC forego a corporate opportunity that he or she wishes to take for personal benefit or for the benefit of another organization, the individual shall fully disclose his or her interest in the matter. The disclosure shall be recorded promptly in writing and shall be recorded in the minutes of the Board of Directors meeting. The officer or Director shall either (i) abstain from voting and be disqualified from participation in all deliberation and voting on all Board actions relating to the conflict or corporate opportunity, or (ii) ask the Board to determine whether

an apparent conflict of interest is considered by the Board to be an actual material conflict of interest. With respect to Board consideration of the conflict, the Board member shall abstain from and be disqualified from participating in and voting on the determination of whether the issue presents a material conflict of interest for, with, or to ABC. The vote shall be recorded in the minutes. Upon each situation in which the Board determines an actual conflict of interest exists, the interested officer or Director shall abstain and be disqualified from voting on the matter.

4. Any member of the Board having a conflict of interest on any matter involving ABC or requesting that ABC forego a corporate opportunity that he or she wishes to take for personal benefit or for the benefit of another organization shall not be counted in determining the quorum for the meeting at which the matter is to be acted on, in relation to that particular matter. The minutes of meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
5. Upon commencing service with ABC, members of the Board and committee and task force members shall be advised of this Statement of Fiduciary Responsibility immediately upon election or appointment.
  - a) If any member of the Board or committee or task force member of ABC is affiliated with or serves as an officer or director of any other organization with a similar mission to that of ABC, he or she shall inform ABC of such affiliation.
  - b) Each year, all members of the Board and committee and task force members shall file with the Board of Directors a statement disclosing the existence of material business, financial, and organizational interests and affiliations they or persons close to them have which reasonably could be construed as related to the interests of ABC.
  - c) All new members of the Board and any new committee or task force member, shall file such statements with the Board of Directors within 21 days of the commencement of their service with ABC.

These disclosure statements shall be retained as part of the permanent records of ABC. Disclosure Statements that the President deems possibly present a conflict of interest shall be referred to the Board of Directors for possible action. The original disclosure statements will be kept at the Association office and remain confidential to the Board.

6. All ABC members of the Board and committee and task force members shall refrain from appropriating information about ABC business and business opportunities learned during Board or committee meetings or business or other volunteer activities, including any information not available to all prospective bidders, to seek personal work or business for an employer or business colleagues.
7. All ABC members of the Board and committee and task force members shall refrain from serving as liaison on behalf of ABC with any potential association business partner without authorization of ABC or using ABC authorization to conduct business on one's own behalf.
8. Upon approval by vote of the Board, all members of the Board shall conduct Board matters in confidence.
9. Board members, committee and task force members, and personnel shall not accept favors or gifts exceeding \$250 in monetary value from anyone who does business with ABC. Board members shall read and understand the articles of incorporation, bylaws, corporate policies, and financial statements. The Board of Directors of ABC shall routinely verify that all state, federal, and local tax payments, registrations, and reports have been filed in a

timely and accurate manner. Board members shall fully prepare for and participate in Board and relevant committee meetings. Board members shall be cautious and protective of the assets of ABC and insure that they are used in the pursuit of the mission of ABC.

10. Board members shall never exercise authority as Board members except when acting in meetings with the full Board, or as delegated by the Board.
11. Upon commencing service with ABC and annually thereafter, all members of the Board of Directors and committee and task force members shall file with the Board of Directors a statement identifying any training activities related to the materials in the ABC examinations. Disclosure Statements that the President deems possibly present a conflict of interest shall be referred to the Board of Directors for possible action. The original statements will be kept at the Association office and remain confidential to the Board.
12. All members of the Board of Directors, and committee and task force members shall permanently hold all matters pertaining to all ABC examinations in the strictest confidence, and shall not discuss, disclose, report, or express in any way matters concerning the evolution, development, production, administration, scoring, or reporting of such examinations. These matters include but are not limited to examination questions and answers, scoring standards, identity of candidates, performance of candidates, results of examinations or any evaluations of examinations. No members of the Board of Directors, or committee or task force members shall release any materials connected with any ABC standardized examination to any person or entity, or make examination materials available for any purpose whatsoever, except as specifically authorized by ABC. All members of the Board of Directors, and committee and task force members shall not copy or retain any question or material for their personal files and shall keep examination materials under secure conditions. Anyone who violates this policy may be subject to legal action.

*(Disclosure Statement and Acknowledgment begins on next page)*

**DISCLOSURE STATEMENT AND ACKNOWLEDGMENT**

This statement is made pursuant to the policy of the Association of Boards of Certification (“ABC”) that each member of the Board of Directors of ABC, staff or committee or task force member shall disclose any potential conflict of interest on the part of such individual, or on the part of his or her immediate family, which may exist in connection with any transaction or proposed transaction to which ABC is or will be a party; and shall disclose any training activities related to the materials in the ABC examinations.

A copy of the Statement of Fiduciary Responsibility shall be furnished to each individual who is presently serving ABC or who may hereafter become associated with ABC. Statements of Fiduciary Responsibility that are deemed by the President to present a conflict of interest shall be referred to the Board of Directors for possible action. ABC shall maintain in its files a copy of completed Disclosure Statement and Acknowledgment signed by each individual.

I. The following is a list of all organizations which will, or which may be expected to, engage in transactions with ABC in which I or a member of my immediate family have any substantial financial interest (by way of ownership, employment, or otherwise) or in which I act as a director, partner, trustee, or officer:

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II. The following is a list and description of all training activities related to the ABC examinations in which I am engaged or expect to be engaged during the term of my service with ABC.

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*(continued)*

*(Disclosure Statement and Acknowledgment, continued)*

**THIS SECTION MUST BE READ AND COMPLETED**

I acknowledge that I have received and read the Statement of Fiduciary Responsibility of the Association of Boards of Certification. To the best of my knowledge, I do not have any actual, apparent or potential conflicts of interest, and am not involved in any training activities related to the ABC examinations, which are not listed on the Disclosure Statement above; and I agree to abide by the Statement of Fiduciary Responsibility, as applicable to me. I understand that it is my responsibility to inform ABC in writing of any change in circumstances relating to the Statement of Fiduciary Responsibility.

ABC Board Members only: In the event that any matter comes before the ABC Board of Directors involving any matter in which I or a member of my immediate family have a substantial financial interest (by way of ownership, employment, or otherwise), or any transaction with any entity in which I act as a director, partner, trustee, or officer, I shall notify the Board of Directors, as the case may be, of the existence and extent of such interest or capacity, and I shall refrain from voting and from using my personal influences thereon. I shall, of course, make available to the other members of the Board, as the case may be, any pertinent information in my possession with respect to such matter that may be properly disclosed.

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Signature \_\_\_\_\_ Date \_\_\_\_\_

Name (Printed) \_\_\_\_\_

*(Article XIV begins on next page)*

## **Article XV Conflict of Interest Policy**

Any individuals participating in volunteer activities or otherwise seeking to partner with ABC should refrain from:

- Appropriating information about association business and business opportunities learned during Board or committee meetings or business – information not available to all prospective bidders – to seek personal work or business for an employer or business colleagues.
- Seeking to convert association business, business opportunities and sponsorships into private, personal or organizational business opportunities.
- Serving as liaison on behalf of ABC with any potential association business partner without authorization of ABC or using ABC authorization to conduct business on one's own behalf and thus exceeding one's authority.
- Directing ABC staff to provide access to business information or business opportunities for personal use and aggrandizement or for the use and aggrandizement of one's own firm or employer.
- Seeking preferential treatment from ABC for a business colleague or partner that may directly or indirectly benefit oneself.

The Board of Directors may require individuals subject to this Article to sign a fiduciary duty statement.