

Revised 3/2011

**ASSOCIATION OF PROFESSORS OF GYNECOLOGY AND OBSTETRICS
BOARD OF DIRECTORS
STATEMENT OF INDIVIDUAL MEMBER RESPONSIBILITIES**

As members of the APGO Board, you are entrusted with individual responsibilities as a part of your appointment. The obligations of board service are considerable, and extend well beyond the basic expectations of attending meetings, participating in fundraising initiatives and making monetary contributions. Board members are expected to meet higher standards of personal conduct on behalf of their organization than those usually expected of other volunteers.

This document is meant to serve two purposes: to assist in the process of recruiting new Board members by clarifying expectations before candidates accept nomination, and to provide criteria by which the nominating committee and officers can review the performance of incumbents who are eligible for reelection or reappointment.

Prospective and incumbent Board members should commit themselves to:

General Expectations

- Know the organization's mission, purposes, goals, policies, programs, services, strengths and needs;
- Perform duties responsibly and conform to a level of competence as expected by the officers;
- Suggest possible nominees to the Board who are clearly women and men of achievement and distinction who can make significant contributions to the work of the Board and the organization's progress;
- Serve in leadership positions and undertake special assignments willingly and enthusiastically (Usually two to three assignments per year);
- Avoid prejudiced judgments on the basis of information received from individuals and urge those with grievances to follow established policies and procedures (All matters of potential significance should be called to the attention of the executive director or an officer, as appropriate);
- Follow trends in the field of medical education;
- Bring goodwill and a sense of humor to the Board's deliberations.

Meetings

- Prepare for and participate in Board, committee and task force meetings, including appropriate organizational activities (It is expected that Board members will attend **all** meetings; however, members **must** attend three meetings every two years, or eligibility for membership will be revoked);
- Ask timely and substantive questions at Board, committee and task force meetings consistent with your conscience and convictions, while supporting the majority decision on issues decided by the Board;
- Suggest agenda items periodically for Board, committee and task force meetings to ensure that significant, policy-related matters are addressed;
- No member of the Board shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Association, and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board. Violation of this confidentiality policy is a violation of a fiduciary duty and may have legal consequences. It will also have practical consequences, such as loss of trust by the other members of the Board.*

Relationship with Staff

- Counsel the executive director as appropriate and support him or her through often difficult relationships with groups or individuals;
- Avoid asking for special favors of the staff, including special requests for extensive information, without at least prior consultation with the executive director, officer or appropriate committee or task force chair person;

Avoiding Conflicts

- Serve the organization as a whole, rather than any special interest group or constituency. Regardless of whether or not you were invited to fill a vacancy reserved for a certain constituency or organization, your first obligation is to avoid any preconception that you “represent” anything but the organization’s best interests;
- Avoid even the appearance of a conflict of interest that might embarrass the Board or the organization, and disclose any possible conflicts to the Board in a timely manner;
- Maintain independence and objectivity and do what a sense of fairness, ethics and personal integrity dictate, even though not necessarily obliged to do so by law, regulation or custom;

- Never accept (or offer) favors or personal gifts from or to anyone who does business with the organization;

Fiduciary Responsibilities

- Exercise prudence with the Board in the control and transfer of funds;
- Faithfully read and understand the organization's financial statements and otherwise help the Board fulfill its fiduciary responsibility;

Fundraising

- Give an annual gift according to personal needs (A \$1,000 voluntary annual contribution has been established by the APGO Board of Trustees); and
- Assist by implementing fundraising strategies through personal influence with others (corporations, individuals, and foundations).

Required Meetings

Board members are expected to attend the annual Board meeting (February/March) and an interim Board meeting (August). In addition, each Board member will have assigned tasks or representative duties. Board members are encouraged to support the Faculty Development Seminars (winter) by attending this workshop and a concurrent meeting of the board. Board member are also encourage to support the work of all standing committees and task forces.

A Board member should expect to devote approximately seven days per year on Board and/or APGO business. Costs of attending the **Interim Board meeting in August** are covered by APGO.

Adapted* from *Ten Basic Responsibilities of Nonprofit Boards*. National Center for Nonprofit Boards (NCNB), 1996.
*<http://www.asaecenter.org/PublicationsResources/EUrelated.cfm?ItemNumber=11611>, Model Board of Directors Code of Ethics, 2007.