



Association of Public Treasurers of the United States and Canada

Policy:	Board Member Role and Board Responsibilities
Strategic Objective:	Board Governance
Adopted:	August 20, 2020
Review Committee:	Executive Committee
Review Approval Date:	

Policy

The APT US&C Board of Directors is the legally incorporated entity with the authority and responsibility to govern the affairs of the association within the framework of the laws which authorize its existence. The board may carry out its duties directly, establish certain committees and/or enter into a contractual relationship with a management company to serve as the Executive Director to assist in its work. However, the board itself retains ultimate authority and accountability for the coordination, implementation and coordination of all association activities and efforts.

To ensure that the assets of APT US&C are adequately protected and maintained, the Board will work with the Executive Director to: avoid actions that would expose the organization, its board, or its staff to claims of liability; protect intellectual property, information, and files from unauthorized access, tampering, loss, or significant damage; and, receive, process, and disburse funds under controls that are sufficient to maintain basic segregation of duties to protect bank accounts, income receipts, and payments.

Procedure: Upon being elected as a new member to the APT US&C Board of Directors, individual board members will acknowledge, in writing, the acceptance and adherence of the board role and responsibilities policy as defined below:

Role of a Board Member

- Be an active participant in a body that functions effectively as a whole. Individual board members have no authority to act independently of the board except insofar as the bylaws or the board, by resolution, specifically mandate.
- Exercise the Duty of Due Diligence:
 - Be informed of the Association's bylaws, mission, values, code of conduct, and policies as they pertain to the duties of a director. Keep generally informed about the activities of the association, the issues that affect the association, and general trends in municipal treasury. Attend board meetings regularly, serve on committees of the board and contribute from personal, professional and life experience to the work of the board.



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- Exercise the Duty of Loyalty:
 - Act with honesty and in good faith in what the director reasonably believes to be the best interests of the association. Maintain solidarity with fellow directors in support of a decision that has been made in good faith, in a legally constituted meeting, by directors in reasonably full possession of the facts. Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the organization's bylaws and policies and statutory requirements.
- Exercise the Duty of Care:
 - Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances. Offer personal perspectives and opinions on issues that are the subject of board discussion and decision. Voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered by the board. Work cooperatively with the board, committees, and Executive Director. Know and respect the distinction in the roles of board and staff consistent with the principles underlying approved governance policies. Secure financial support of association activities through the solicitation of memberships, sponsorships and training participation.

Responsibilities of a Board Member

- Safeguard the mission and ensure the sustainability of the Association.
- Establish the Association's strategic direction and objectives and demonstrate commitment to achieve outcomes.
- Oversee the development and implementation of policies and procedures to provide consistency in the delivery of services.
- Ensure the guidance, support and evaluation of the Executive Director's duties and performance.
- Develop and sustain relationships with key stakeholders: members, affiliates, sponsors and other prospect partners.
- Serve as a knowledgeable advocate to identify, cultivate and solicit all individuals and entities eligible for membership or sponsorship support.

Printed Name: _____ Signature _____

Board Term: _____ Date: _____