

# BOARD OF DIRECTORS POLICIES

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## Director Job Description

### Expectations of The Board as a Whole

The mission of the Alaska Safety Alliance is to ensure the availability of a highly trained workforce, sufficient to staff Alaska's industries safely and competitively, now and in the future.

As the highest leadership body of the organization and to satisfy its fiduciary duties, the Board is responsible for

- determining the mission and purposes of the organization
- selecting and evaluating the performance of the Executive Director
- strategic and organizational planning
- ensuring strong fiduciary oversight and financial management
- fundraising and resource development
- approving and monitoring programs and services
- enhancing the Alaska Safety Alliance's public image
- assessing its own performance as the governing body

### Expectations of Individual Board Members

Each individual Board member is expected to

- know the organization's mission, policies, programs, and needs
- serve as active advocates and ambassadors for the organization and fully engage in identifying and securing the financial resources and partnerships necessary for ASA to advance its mission
- leverage connections, networks, and resources to develop collective action to fully achieve ASA's mission
- give a meaningful personal financial donation
- help identify personal connections that can benefit ASA's fundraising and reputational standing, and can influence public policy
- prepare for, attend, and conscientiously participate in Board meetings
- participate fully in one or more committees, as needed
- follow the organization's bylaws, policies, and Board resolutions
- disclose potential conflicts before meetings and actual conflicts during meetings
- maintain confidentiality about all internal matters of ASA

## Board of Directors Attendance Policy

This policy is intended to support full engagement of all Board members. Regular attendance by all Board members is expected for the direct benefit of the Alaska Safety Alliance and for the benefit of advancing the organization's goals. This policy has been reviewed and authorized by the Board.

Directors who are unable to attend a regular quarterly Board Meeting are expected to contact the ASA office and provide notice of their absence. Directors unable to attend in person are encouraged to attend by teleconference or online meeting. A conference line number and/or online meeting login information shall be included on each meeting agenda and on the calendar invitation that is emailed to every Director.

Directors who are unable to attend a meeting may also choose to send a delegate. Delegates from the same represented company or organization as the elected Director have full standing at the meetings to participate in the deliberations and decisions of the Board. Delegates attending on behalf of elected Director also have the same voting authority while acting as a delegate.

The Executive Committee or full Board will promptly contact any Director if any of the following situations exist:

- A Director has two un-notified absences in a row ("un-notified" means the member did not notify the Chair or ASA staff before the meeting of their planned absence)
- The member has three notified absences in a row
- The member misses one-half of the total number of Board meetings in a twelve-month period

The Director's response will be shared by the Chair of the Board with the entire Board at the next Board meeting. In that meeting, the Board will decide what actions to take regarding the Director's membership on the Board. If the Board decides to remove the Director, removal will be conducted per the ASA Bylaws. The Board will promptly initiate the process to begin recruiting a new Director.

## Board Giving Policy

The Alaska Safety Alliance, like most nonprofit organizations, relies on donations as a portion of the total revenue and as a tangible show of support for the organization's mission.

As organizational leaders, Directors have the responsibility of setting an example for giving and creating a culture that promotes generosity. To achieve this, it is the policy of the Alaska Safety Alliance Board of Directors for all active Directors to give an annual financial gift at a level that is reflective of their circumstances and other commitments. Personal gifts are to be given to the Executive Director or the Board Treasurer in the first quarter of each calendar year. The amounts will be kept completely confidential and reported in financial statements only in the aggregate.

## Conflict of Interest Policy

### Article I

#### Purpose

The purpose of the conflict-of-interest policy is to protect the Alaska Safety Alliance's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Alaska Safety Alliance or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Article II

#### Definitions

##### 1. Interested Person

Any Director, principal Officer, or member of a Board appointed committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which ASA has a transaction or arrangement,
- b) A compensation arrangement with ASA or with any entity or individual with which ASA has a transaction or arrangement, or

- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ASA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

When an ASA Member is directly engaged in substantially similar activities, or offers substantially similar services and/or products as ASA, as a core line of a for-profit business, a significant conflict of interest exists. Therefore, such a Member is ineligible to be nominated, appointed, or elected to a position with ASA as Director, Principal Officer, or member of a Board appointed committee with governing Board-delegated powers.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

## Article III

### Procedures

#### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing Board or committee shall determine whether ASA can obtain with reasonable efforts a more advantageous transaction

or arrangement from a person or entity that would not give rise to a conflict of interest.

- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in ASA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy

- a) If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Article IV

##### Records of Proceedings

The minutes of the governing Board and all committees with Board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Article V

##### Compensation

- a) A voting member of the governing Board who receives compensation, directly or indirectly, from ASA for services is precluded from voting on matters pertaining to that member's compensation.

- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ASA for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ASA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## Article VI

### Annual Statements

Each Director, principal Officer, and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands ASA is a non-profit and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## Article VII

### Periodic Reviews

To ensure ASA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to ASA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## Article VIII

### Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, ASA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.



## Conflict of Interest Policy Acknowledgement Form

The standard of behavior at Alaska Safety Alliance (“ASA”) is that all staff, volunteers, and Board members scrupulously avoid conflicts of interest between the interests of ASA on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of ASA’s decision-making process, to enable our member companies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff, and Board members.

During meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family, and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

By signing below, I acknowledge that:

1. I have received a copy of the ASA Board Conflicts of Interest Policy,
2. I have read and understand the Policy,
3. I agree to comply with the Policy, and
4. I understand ASA is a nonprofit 501(c)(3) and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Printed Name: \_\_\_\_\_