



AMERICAN PUBLIC HEALTH ASSOCIATION
For science. For action. For health.

EXECUTIVE BOARD HANDBOOK

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Preface

This handbook serves as a reference for members of the American Public Health Association (APHA) Executive Board and other interested parties. It is intended to guide Board functions and operations for APHA members who serve on the Executive Board. Approximately one-third of the Executive Board membership turns over annually. Orienting new members in a timely manner is critical to enabling their full engagement while also facilitating the continuity of Board processes.

Key objectives of the handbook are to help Executive Board members develop a mutual understanding of their roles and responsibilities. It also serves as a reference for Board procedures and provides links to other important APHA documents and resources.

Realizing the APHA Mission and Vision

Congratulations on being a vital APHA leadership group member! By being elected or accepting an appointment to this Board, you will work with colleagues who have taken on major responsibility for the management and oversight of the APHA. This responsibility goes beyond your affiliations with a Member Unit (e.g., Section, Special Primary Interest Group [SPIG], Affiliate, Caucus, Forum, or Student Assembly). As an Executive Board member, you are expected to develop and maintain a perspective encompassing the whole of APHA – not an individual constituency. This is critical for the Executive Board to exercise its fiduciary responsibility for the Association.

You have been appointed or elected to serve in this role because you are held in esteem by your colleagues and perceived as knowledgeable, hard-working, possessing integrity, and are committed to the APHA mission, values, and strategic directions. You will work hard, expend time and energy, and come to appreciate the diversity of skills and experiences that your fellow Board members bring to the deliberations and decisions of the Executive Board. Whether your term is for one year or longer, you and your colleagues will work collaboratively to support and advance the mission and vision of the APHA.

The membership and the staff of APHA deeply appreciate your commitment and work. We recognize that your service takes time away from work, family, and home. However, you will find that your fellow Board members will become valued colleagues. Public health practitioners, whatever their work domain, are caring, capable and committed individuals. In addition, the staff of APHA stands ready to assist you in achieving the work of the Board on behalf of the organization and furthering the cause and mission of public health. Following are the APHA mission and vision statements as a continuing reminder of what we are striving together to accomplish. The APHA Strategic Plan will serve as a reminder of our specific priorities and pathways for action.

Vision

Optimal, equitable health and well-being for all.

Mission

To build public health capacity and promote effective policy and practice.

What We Do

APHA serves as a convenor, catalyst and advocate to build capacity in the public health community.

We champion optimal, equitable health and well-being for all. We speak out for public health issues and policies backed by science. We are the only organization that combines a 150-year perspective, a broad-based community and the ability to influence federal policy to improve the public's health.

Our Values

Community

We are a professional home for a diverse group of people who share a commitment to health and wellness. We believe we have greater potential for impact when we engage partners and community to solve problems, share new ideas and explore different perspectives.

Science- and evidence-based decision-making

Good data leads to sound decisions. The best policies and practices are based on research and evidence that demonstrate effectiveness. We embrace and promote research-based policies and practices that advance health equity and improve well-being.

Health equity and justice

We believe that everyone should be supported by policies, systems and infrastructures that give them the opportunity to attain their best health. This requires valuing all individuals and populations equally. It means addressing inequities in the places where people are born, live and age, and fighting to undo systemic oppression and discrimination at every level of authority and community.

Prevention and wellness

We believe that promoting wellness, preventing disease and injury, mitigating the impact of disasters through preparedness and response, and ensuring an environment where the healthy choice is the easy choice are critical investments that lead to an improved well-being and vitality – for individuals and communities.

Measurable progress in improving health

Our efforts must contribute to forward movement in improving health outcomes, equity and justice. We do this by championing evidence-based best practices and catalyzing innovative approaches. Sometimes we will leap forward. Other times we take small steps. But always, it is real progress.

Fortitude to preserve

Improving and safeguarding the health of the public is an ongoing endeavor – a long game – that is often as challenging as it is rewarding. We affirm and seek to bolster that collective resilience and courage of our membership and the broader public health community as we continue to strive to ensure all people have the opportunity to live healthy lives, often in the face of strong economic, political and social headwinds.

Strategic Plan Priorities

Build workforce capacity and effectiveness

Build a vital, versatile, empowered workforce with the skills and capacity to meet current and emerging public health needs.

Champion public health

Increase recognition of public health as critical to healthy, vibrant, equitable people and communities among policymakers, the public and other key players across all sectors.

Advance equitable public health practices and outcomes

Advance initiatives on behalf of members and the communities they serve to address and reduce the adverse effects of the social and structural determinants/drivers of health, including systemic racism and all forms of intersectional discrimination*, and to drive improvement in equitable and effective public health practices and outcomes.

Improve member engagement and satisfaction

Expand membership recruitment and improve retention by increasing the percentage of members who report being very engaged and very satisfied with their APHA membership.

Execute operational excellence

Optimize organizational staffing, infrastructure, governance and funding models to maximize member support and mission impact.

*Intersectional discrimination, in this context, refers to the complex constellation of overlapping and interdependent systems of discrimination or disadvantage that occurs as a result of systems of inequality based on gender, race, ethnicity, sexual orientation, gender identity, disability, class, religious/spiritual identity or affiliation, and other forms of discrimination “intersecting” to create unique dynamics and effects. There is a significant body of evidence-based work in the public health and social justice spheres. (Adapted from the work of Kimberly Williams Crenshaw).

Executive Board Composition

The APHA Executive Board composition, duties, and authority are spelled out in the Association’s Bylaws, which are regularly updated. The full document can be accessed on the APHA website: https://www.apha.org/~media/files/pdf/governance/gc/apha_bylaws.ashx.

There are 24 Executive Board members in total: 20 voting members and 4 members who serve ex officio without vote. Processes that generate the Executive Board membership are described below. The current Executive Board roster is available online at: <https://www.apha.org/about-apha/executive-board-and-staff/apha-executive-board>

Elected Members

The total number of elected positions on the Executive Board totals 17: 3 APHA Presidents, 12 Board members, the Treasurer, and the Speaker of the Governing Council.

- The Governing Council elects three new Executive Board members to a 4-year term each year at the Annual Meeting. Executive Board members may be re-elected, but not to consecutive terms.
- The Treasurer and Speaker of the Governing Council each serve a three-year term and may be re-elected by the Governing Council.

- In addition, the Governing Council elects the President-Elect, who serves on the Board for 3 years: year 1 as President-Elect, year 2 as President and year 3 as Immediate Past President.

All Board members, whether elected or appointed, participate fully in all Executive Board meetings and discussions.

Appointed (Ex-Officio) Members

In addition to the 17 elected Board members referenced above, there are 7 appointed (ex-officio) members. The advice from these appointed members is important to Executive Board deliberations. When serving as members of Executive Board workgroups or committees, all of these members have a vote.

APHA's Executive Director serves as an ex-officio member of the Executive Board **without** a vote. Appointed to the Executive Board for one year are the chairs of the Action Board, Education Board, and Science Board, who serve as ex-officio members **without** vote; and the chairs of the Intersectional Council, the Council of Affiliates, and the Student Assembly, serve as ex-officio **with** vote.

Board Terms and Turnover

In APHA, the Nominations Committee selects the nominees for the offices of President-Elect, Treasurer, Speaker, and Executive Board Member. The Nominations Committee selects the slate of candidates from nominations it receives from the membership, manages the campaign guidelines, and helps plan the various Candidates' Forums. Candidates campaign for election before and during the Annual Meeting. The Speaker handles the actual election as part of Governing Council business.

During the Annual Meeting, the Governing Council elects 3 individuals from a slate of 6 nominees to Executive Board Member. Elected members are often referred to as being in a cohort based on the year of their election. At least one year must elapse after completing a full term on the Executive Board before an elected member can stand for re-election as an Executive Board member. Exiting members are eligible to be nominated for the President-elect, Treasurer and Speaker positions. Terms for newly elected members begin at the close of the Annual Meeting when elected until the close of the Annual Meeting when the term expires. Therefore, each year 3 newly elected members rotate on to the Executive Board along with the new President-Elect (3-year term) and, in some years, the Treasurer (3-year term) and Speaker of the Governing Council (3-year term).

Executive Board members are prohibited from publicly endorsing candidate(s) for association-wide elected positions (President-elect, Executive Board Member, Speaker, and Treasurer). Remaining neutral allows the Executive Board to work effectively regardless of the election's outcome. Intersectional Council, Council of Affiliate, Student Assembly candidate endorsements should be signed and submitted by someone other than the Chair or Chair-Elect.

Executive Board Responsibilities and Authority

In addition to its fiduciary and legal responsibilities as defined by Massachusetts (where the Association is chartered) and District of Columbia (where the Association headquarters are located) law, the Executive Board's responsibilities stem from both Association Bylaws and corporate law.

Executive Board (Oversight)	Individual Board Member (Oversight)	Executive Director/Staff (Management)
Responsible for: <ul style="list-style-type: none"> • Defining the mission • Choosing and evaluating the Executive Director • Ensuring finances • Overseeing management • Ensuring compliance with law 	Responsible for: <p><u>Duty of Care</u></p> <ul style="list-style-type: none"> • Attending meetings • Being informed • Voting <p><u>Duty of Loyalty</u></p> <ul style="list-style-type: none"> • Handling conflicts of interest properly • Maintaining confidentiality <p><u>Duty of Obedience</u></p> <ul style="list-style-type: none"> • Ensuring wise use of resources to accomplish the mission 	Responsible for: <ul style="list-style-type: none"> • Implementing the Executive Board's vision of the mission • Managing staff • Utilizing APHA resources to implement the mission and the strategic plan

The fiduciary responsibilities are:

- **Duty of Care:** Exercise reasonable care as a steward of APHA. Be informed; be familiar with financial status; engage in meetings and functions.
- **Duty of Loyalty:** Give undivided to APHA when making decisions; act in the best interests of APHA. Do not use inside information for personal gain.
- **Duty of Obedience:** Be faithful to APHA's vision and mission; ensure that resources are used wisely to accomplish the mission.

As stated in the bylaws, the Executive Board in addition to its fiduciary and legal responsibilities as defined by Massachusetts (where APHA is chartered) and District of Columbia (where APHA headquarters are located) law, shall have the following powers and duties:

- A. To hire, set compensation for, set expectations for, and evaluate the Executive Director of the APHA (Bylaws Article VI, Section 7A).
- B. To appoint the Editor-in-Chief of the *American Journal of Public Health* (Bylaws Article VI, Section 7B).
- C. To act as Trustee of the Association's properties according to its duty of loyalty including the purchase, sale, and lease of Association real property and the granting of a security such as a mortgage (Bylaws Article VI, Section 7C).

- D. To approve budgets for APHA and work to make summaries of budgets available to APHA members annually (Bylaws Article VI, Section 7D).
- E. To establish internal policy within the purview of its fiduciary and oversight role as a governing board of a 501c3 organization (Bylaws Article VI, Section 7E).
- F. To recommend methods for the procurement of funds. This includes a schedule of dues to be approved by the Governing Council (Bylaws Article VI, Section 7F).
- G. To set strategic direction for APHA (Bylaws Article VI, Section 7G).
- H. To conform to the policy statements adopted by the Governing Council between meetings of the latter and to adopt interim policy statements which shall be in effect until the next meeting of the Governing Council (Bylaws Article VI, Section 7H). Policies refer to policy statements that articulate APHA's position on public health issues to impact legislation and regulation as in (Bylaws Article V, Section 6A).
- I. To act in an advisory capacity to the Executive Director as requested and in the execution of the Executive Board's other responsibilities (Bylaws Article VI, Section 7I).
- J. To approve the establishment or discontinuation of Forums and to recognize or remove recognition from Caucuses. To approve internal policy governing these functions. To approve policy governing the removal of Forum leadership (Bylaws Article VI, Section 7J).
- K. To prescribe procedures for establishing eligibility for individual membership; elect Agency members by three-fourths vote; and recommend Honorary Membership for approval by the Governing Council (Bylaws Article VI, Section 7K).
- L. To coordinate, review, and act on recommendation of Standing Committees, the APHA boards, the Council of Affiliates, and the Intersectional Council (Bylaws Article VI, Section 7L).
- M. To recommend the establishment of new APHA boards and standing committees to the Governing Council. To establish and appoint special APHA committees and task forces with time-limited functions (Bylaws Article VI, Section 7M).
- N. To appoint members of APHA boards and standing committees with the exception of the Joint Policy Committee and the Committee on Membership, chair-designates of APHA boards in (Bylaws Article VII), and Chairs of APHA Standing Committees (Bylaws Article VI, Section 7N).
- O. To direct the issuance of APHA publications (Bylaws Article VI, Section 7O).
- P. To act on professional standards on behalf of APHA (Bylaws Article VI, Section 7P).
- Q. To approve rules and regulations relating to the governance of the Sections or delegate this responsibility to the Intersectional Council Steering Committee (Bylaws Article VI, Section 7Q).
- R. To monitor representation within APHA and transmit a report of its proceedings and transactions to the Governing Council. Prior to nominating or appointing any member to a vacancy on any Board, Council, Standing Committee, task force, special committee, or other position, special consideration shall be given to ensuring diversity of representation (Bylaws Article VI, Section 7R).
- S. To endorse annually the proportional representation of Section and unaffiliated members of the Governing Council (Bylaws Article VI, Section 7S).
- T. To terminate the membership in APHA of any member determined by the Executive Board to reflect discredit upon APHA (Bylaws Article VI, Section 7T).
- U. To set the location and/or technology for the annual meeting and other member meetings

(Bylaws Article VI, Section 7U).

V. To approve and judicate APHA's Code of Conduct. (Bylaws Article, VI, Section 7V)

Some Executive Board duties apply throughout the year, some annually, and others happen only when changes in existing procedures and policies are indicated. Other responsibilities of the Executive Board derived from Association Bylaws include but are not limited to:

- Determine procedures for individuals to be eligible for regular membership (Article III, Section 1A), for individuals to be recognized by Honorary Membership (subject to approval by a three-fourths vote of the Governing Council (Article III, Section 1D), and for agency members (Article III, Sections 2B & 2C) and Affiliated Associations (Article IX, Section 3).
- Determine dues rates for Agency Members (Article X, Section 1C) and the capitation rate for dues paid by Affiliated Associations subject to approval by two-thirds vote of the Governing Council (Article X, Section 1D).
- Discontinue membership for nonpayment of dues or because of conduct judged to discredit the Association and to recommend that the Governing Council discontinue membership or affiliation of any constituent (Article III, Section 3).
- Receive advice from the Sections with respect to the Association and membership of the Action Board, the Science Board, Councils, Task Forces, and Standing Committees (Article IX, Section 1Hvi).

As established in corporate law, the Executive Board has responsibility for the corporate affairs of APHA and delegates to its Executive Director the overall management of the corporation and its affairs. At times, the Executive Board may delegate authority to its Executive Committee or another committee for matters occurring between Executive Board meetings. This is likely to happen with the Finance or Governance Committees depending on the work needed. The Executive Board also has the ultimate legal responsibility for the Association. Its duty of loyalty to the Association above all other interests requires the Executive Board to ensure that APHA remains true to its purpose and mission as expressed in its Strategic Plan. The Executive Board's fiduciary duty requires the Executive Board to oversee financial and investment matters of the Association, to protect its assets, and to provide financial resources for its programs and activities in keeping with its mission, vision, and nonprofit status.

Indemnification of Executive Board Members

When acting as a Board body according to its duties and responsibilities and in accordance with the laws and regulations, the individual members of the Executive Board are indemnified from being sued. The indemnification does not apply if an Executive Board member acts outside of the role as a member of the Executive Board or commits a criminal or other unlawful act. The Association carries a director and officer insurance policy of appropriate amount available for review by contacting the Chief Financial Officer.

Duties of Loyalty and Fiscal Responsibility

Duties of loyalty and fiscal responsibility are vested solely in the Executive Board. The Association Bylaws identify critical functions of the Executive Board that endure over time and that distinguish

Executive Board functions from those of other Association components, including the Governing Council. The Executive Board also maintains other responsibilities acquired by organizational custom and/or necessity to implement sound management principles.

As part of its responsibilities, the Executive Board works to ensure the fiscal health and well-being of the Association. All Executive Board members are expected to contribute financially to the Association and assist in the identification, cultivation, and maintenance of financial donors. The level of financial giving will vary according to the circumstances of the Board member.

Elected Executive Board members are voting members of the Governing Council, thus allowing for both voice and votes from the Board perspective. In the Governing Council, Executive Board members act within the functions of the Governing Council. As needed, they may represent the Executive Board before the Governing Council with reports and motions for adoption by the Governing Council. Governing Council responsibilities include, but are not limited to, establishing policy, electing voting members of the Executive Board, and electing Association officers. The Governing Council is the body with the authority to amend the organization's bylaws as needed. In amending bylaws, the Governing Council may not relieve the Executive Board of its corporate duties of loyalty to the Association and fiduciary responsibilities.

The Executive Board is required to act in concert with Association policies but may also make interim policies and take actions on its authority (i.e., that do not require approval by the Governing Council). A major component of the Executive Board's fiduciary responsibility is hiring the Executive Director, who is responsible for the day-to-day management and function of the Association, oversight of staff and operations, and furthering the mission. Because of its fiduciary responsibility, certain actions of the Executive Board are required and governed by law. There are provisions of Federal law, specifically Sarbanes-Oxley (Sarbanes-Oxley Act of 2002, <https://www.sec.gov/about/laws/soa2002.pdf>), that dictate parameters for finance and audit. The Executive Board also is required to ensure that the Association complies with the laws of the Commonwealth of Massachusetts in which the Association is chartered, and the District of Columbia, the jurisdiction in which it is headquartered. For further guidance on their responsibilities, Executive Board members should review the Commonwealth of Massachusetts Attorney General's Guide for Board Members of Charitable Organizations (Appendix A).

Executive Board Membership Expectations

All elected or appointed Executive Board members must have a current APHA membership. Executive Board members are also expected to be members of their local affiliates. This expectation aligns with the requirement of APHA membership for affiliate leaders (e.g., ARGCC, President).

Executive Board Activities

Executive Board activities include in-person and virtual Executive Board meetings, committee meetings and Governing Council meetings. Board members are automatically members of the Governing Council. In addition, the Executive Board holds an annual orientation for new members

and participates in standing committee meetings, and ad hoc committee meetings when necessary. Board members participate in various special functions at the Annual Meeting. The APHA Executive Assistant, Marlene Sue-Ling whose contact information appears on the cover page of this handbook, provides staff support for Executive Board activities. Depending on the responsibilities, the Executive Board and its committees may also communicate with other staff. The Executive Board meeting calendar for the ensuing year is issued on the Wednesday (last day) of the Annual Meeting.

Board Meetings

The Executive Board has in-person meetings up to three times per year for 2-to-3-day periods. Meetings are usually in January and May—in Washington DC, and in the fall at the site of the Annual Meeting on Thursday and Friday immediately prior to the Annual Meeting and on Wednesday (last day) of the Annual Meeting. The January and May meetings are usually held on a Sunday afternoon through Tuesday. The Executive Board meets virtually during the interim between in-person meetings and also with the Governing Council at mid-year.

The Board Chairperson chairs all meetings with assistance from the Vice-Chair. All Board members are expected to attend and participate fully in all meetings (both in-person and virtual meetings) of the Executive Board. Prior to attending the meeting, Board members are expected to have read all meeting-related materials distributed in advance of the meeting. These materials may include financial reports, committee and workgroup reports, and background information pertinent to APHA or Executive Board actions. Members are asked to coordinate their travel schedules with the meeting agenda. APHA covers transportation, housing and meal costs for the January and May meetings, and housing and meal costs during the Executive Board meeting prior to the Annual Meeting.

Meeting dates are posted on the Executive Board page on the APHA website:

<https://www.apha.org/about-apha/governance/apha-boards-and-councils/executive-board>

Draft minutes from the Executive Board meetings are sent to the Chair, Vice-Chair and Executive Director for review, and then distributed to all Board members for review and comment.

Executive Board meeting minutes are posted on the APHA website once the Board approves at a subsequent meeting. It is important for all Board members to review the minutes and respond with any modifications in a timely manner. Once minutes have been approved the following Board members assist in their further dissemination:

- **Speaker** shares link to approved minutes with Governing Councilors.
- **Intersectional Council Chair** shares approved minutes with ISC-Steering Committee members for further dissemination to sections.
- **Council of Affiliates Chair** shares approved minutes with Council of Affiliate for further dissemination with Affiliate ARGCS.
- **Student Assembly Chair** shares approved minutes with Student Assembly leaders.

See: <https://apha.org/about-apha/governance/apha-boards-and-councils/executive-board/executive-board-minutes>

Executive Board Attendance Policy

All Executive Board members are required to sign a yearly attestation that they understand the duties of their position, financial requirements, and the attendance requirements noted below, as well as confirm they will adhere to the APHA Code of Conduct.

Attendance Expectations

All Executive Board members are expected to be present at all regular meetings of the Board (6 per term), as well as committee meetings of those committees of which they are a member (the number of committee meetings varies annually). Appointed Executive Board members are not required to serve on committees of the Executive Board. However, should they choose to do so, their attendance is expected at all meetings.

If a member is unable to attend a full Board meeting, they are required to notify the Executive Board Chair and APHA Executive Assistant in advance of the meeting. If a member is unable to attend a committee meeting, they are required to notify the Committee Chair and Committee Staff Liaison in advance of the meeting. Appointed Executive Board members may request the Chair-Elect or Vice-Chair of the member unit they represent (i.e. Student Assembly, ISC, CoA, Education Board, Science Board, Action Board) attend in their place if possible. If approved, the appointed member is responsible for prepping their alternate in advance of the meeting and debriefing with them following the meeting. In the event of an absence due to an emergency, members should notify the appropriate contact (as indicated above) as soon as possible following their absence.

Meeting agendas will be provided to members in advance of the meeting and members unable to be in attendance should contact the Executive Board or Committee Chair in advance with any questions or comments they have concerning agenda items.

Attendance will be included in all Executive Board and committee meeting minutes. Those in attendance will be marked with a check; those whose absence was appropriately notified in advance will be marked with an E (excused) and those absent without notification will be marked with a U (unexcused).

Committee Meeting Absence – Follow-up

Committee meeting minutes and/or recordings (if not Executive Session) should be made available to all members following Committee meetings. Absent members should take care to review meeting minutes and contact the Committee Chair with questions.

Following one (1) unnotified absence or two (2) notified absences of a committee member (within a term year), the Committee Chair should call the member to discuss their attendance issue with the aim to aid the member in remaining engaged with the committee. Alternative arrangements for engagement may be agreed to (for example having the member communicate questions, feedback etc., directly with the Chair in advance of and following meetings) at the discretion of the

Committee Chair but these arrangements should be share with the Executive Board Chair.

Following this conversation, if the individual finds themselves unable to continue in the role on the committee, they must notify the Committee Chair and Executive Board Chair, Vice-Chair, and the Executive Director in writing of their desire to be reassigned to an alternative committee whose meeting schedule better matches with their availability. Committee reassignments will be made at the discretion of the Executive Board Chair and Vice-Chair. Appointed Executive Board members may alternatively resign from their committee assignment by notifying the Committee Chair and Executive Board Chair, Vice-Chair, and the Executive Director.

If a member fails to respond the Committee Chairs outreach and/or has an additional unexcused absence in the term year, the Committee Chair should notify the Executive Board Chair who should also attempt to contact the individual and may report a Code of Conduct violation. Repeated absences with no attempt to communicate with leadership may constitute a Code of Conduct violation and result in the removal of the individual from the Committee and/or Executive Board.

Executive Board Meeting Absence – Follow-up

Members who are absent from an Executive Board meeting should contact the Chair prior to the meeting to inquire as to the proceedings and address any questions they may have.

Following one (1) unnotified absence or two (2) notified absences of a Board member from a meeting of the full Executive Board (within a term year) the Executive Board Chair should call the member to discuss their attendance issue with the aim to aid the member in remaining engaged on the Executive Board. Alternative arrangements for engagement may be agreed at the discretion of the Executive Board Chair and Vice-Chair to include, but not limited to, virtual meeting attendance (in the case of in-person meetings), having the member communicate questions, feedback etc., directly with the Executive Board Chair in advance of and following meetings, or in the case of an appointed Executive Board member having the respective member unit Chair-Elect or Vice-Chair attend in the Chair's place.

Following this conversation, if the individual finds themselves unable to continue in the role on the Executive Board, they must notify the Executive Board Chair and Executive Director in writing of their desire to resign. Per Article VI. Section 5 of the APHA Bylaws, should a vacancy occur among Elected Members of the Executive Board (as a result of a resignation), the Board, after consultation with the Nominations Committee, shall appoint a new member to serve until the annual meeting of the Governing Council at which time the vacancy will be filled by election.

If a member fails to respond to the Executive Board Chair's outreach, and/or has an additional unexcused absence in the term year, the Executive Board Chair may report a Code of Conduct violation. Repeated absence with no attempt to communicate with leadership may constitute a Code of Conduct violation and result in the removal of the individual from the Executive Board.

Working with APHA Staff

APHA has an outstanding and committed staff who work diligently to support APHA, its members, affiliates, and mission and are highly valued as team members. During Executive Board meetings, various APHA department heads meet with the Executive Board to update Board members on issues, accomplishments, and progress toward goals. There may be occasions to meet with other staff who support committee work and Association outreach, such as the editorial staff of *The Nation's Health* and the *American Journal of Public Health*. APHA endeavors to pay competitive wages, but there will be times when staff leave for higher-level positions, growth opportunities, or personal reasons. As new staff come on board to do the work of the APHA, Executive Board members may need to make extra efforts to aid in new staff orientation and should be welcoming and helpful.

A key aspect of working with staff is the differentiation of Executive Board roles from staff roles. Conceptually, the distinctions are clear. The Executive Board focuses on vision, strategy, and policy; staff exercises leadership in the specification, implementation, and management of activities to realize the vision and mission. In other words, the Executive Director and staff are responsible for the day-to-day operations of the APHA, and the Executive Board is responsible for oversight of the Association as a whole, in conjunction with the Executive Director. In practice, the distinctions are sometimes difficult to make. Board discussion may inadvertently drift into issues of management and staff oversight. This extension of Executive Board involvement does not allow the Executive Board and the organization to function optimally. The Executive Director directs APHA staff in their roles and responsibilities and for the day-to-day management of the organization. The Executive Board is expected to evaluate and work effectively with the Executive Director.

Board Member Participation at the Annual Meeting

There is an Executive Board meeting before the beginning of the Annual Meeting. For this meeting, APHA covers the costs of lodging for nights required for Board meeting attendance and meals. Meeting registration, transportation to the Annual Meeting, and lodging for the other nights are at the member's expense.

In addition to attending and participating in the meeting, Board member responsibilities during the Annual Meeting are usually communicated to each member by the Executive Assistant.

Among the responsibilities of the Executive Board are:

- Attending the opening and closing general sessions and awards sessions.
- Attending all meetings of the Governing Council, having read the provided background material.
- Serving as chairs or facilitators of break-out roundtable sessions (when held). These discussions are used to gather data and perspectives on issues important to the Executive Board and APHA.
- Visiting the booths in the exhibit hall to thank the vendors for supporting the APHA Annual Meeting.

Board members sit in the front of the room in both the Governing Council sessions and the opening/closing sessions. During the opening session, reserved seating for Board members is available at the front of the room. At the general sessions, Board presence serves the purpose of showing support for invited speakers and awardees. In the Governing Council meetings, Board seating arrangements acknowledge the Board's leadership role in the Association. Such seating also positions Board members where they may more easily reach the stage to make their reports to the Council.

Internal Board Processes

Roberts Rules of Order

The most recent edition of Roberts Rules of Order guides the proceedings of the Board, and a quorum (majority of voting members) is needed for the Executive Board to conduct business. In Appendix B is information about the targeted Robert's Rules Motions for the APHA Executive Board.

Building the Executive Board Meeting Agenda

The Chair of the Board, in consultation with the Executive Director and the Vice Chair, creates the Board meeting agenda. Particular care is given to identifying fiduciary and structural or other aspects of the Board's responsibilities that need attention. Priority may also be given to items proposed by the ex-officio groups (e.g., the Action Board, Science Board, Education Board, Intersectional Council, and Council of Affiliates) or from other APHA Committees when they have items for Executive Board information⁷ or action, given that these components are a primary means for the board to obtain input from the Association at-large.

Board members wishing to have items placed on the agenda for discussion should contact the Board Chair. Depending on the agenda and the priorities of agenda items, the topic may be placed on the agenda or deferred to a future conference call or face-to-face meeting. The Board Chair will work with the member proposing the item to determine how much time is needed and whether the item requires action by the Executive Board. The meeting agenda and support materials are provided to members prior to each meeting so that members can prepare for the meeting. Some Board meetings devote time to education or retreats to allow for visioning. At each in-person meeting, time is set aside for generative discussion on topics selected by the Board Chair based on suggestions from Board members.

Board work is supported by many APHA staff. The Executive Assistant acts as the primary staff liaison to the Executive Board. Other staff members support specific committees and provide important information or briefings at meetings.

Board Meeting Evaluations

The Governance Committee is responsible for the Board meeting evaluations. The form of the evaluations may vary. This is conducted as needed throughout the year. Results are tabulated and

reviewed by the Governance Committee. The Governance Committee chair discusses the results with the Board Chair if needed.

Election of Board Officers

During an Executive Session at the Annual Meeting, Executive Board members vote for a Chair and Vice-Chair of the Executive Board. The roles of Chair and Vice Chair of the APHA Executive Board represent important leadership positions within the Association. These leaders must possess the following skills to effectively execute the duties of their positions: solid skill and experience facilitating both in-person and virtual meetings; a firm understanding of APHA's use of Robert's Rules of Order; the ability to effectively manage the Executive Board's meeting time; and the diligence to follow-up on Executive Board matters.

The Executive Board 's Vice-Chair can run for Executive Board Chair in subsequent years but does not ascend to this position automatically. All elected Board members are eligible to serve in these positions, assuming they will be continuing on the Executive Board during the ensuing year. Board members interested in running for the positions of Chair and Vice Chair must complete the Executive Board Officer Nomination form six weeks before the Executive Board Meeting at the Annual Meeting and return it to the Executive Board's current Chair. The Executive Assistant will disseminate all nomination forms two weeks prior to the Annual Meeting Board Meeting. During the Executive Session, candidates will give speeches of no more than three (3) minutes. Executive Board Members will vote anonymously via paper ballot, with the results tabulated by the current Chair and outgoing Executive Board members and announced following the conclusion of Executive Session.

Chair of the APHA Executive Board

Essential functions of the APHA Executive Board Chairperson include but are not limited to the following:

Executive Board Meetings:

- Sets the agenda of the Executive Board in collaboration with the Board members (particularly committee chairs), including the APHA Executive Director and Chief of Staff.
- Schedules meetings of the Executive Board.
- Establishes a format for video meetings that encourage participation and allows for multiple voices to be heard.
- Attends all meetings of the full Executive Board.
- Engages in regular communication with the Executive Director on a monthly basis with updates/news (typically by a scheduled call).
- Facilitates meetings of the Executive Board, ensuring the appropriate degree of bilateral communication between the Executive Board and APHA senior leadership.

Executive Board Committees:

- Establishes committee and other workgroup assignments as necessary with the input of the members of the Executive Board (e.g., Vice-Chair and Board Secretary).
- Partners with committee chairs to make sure that Executive Board functions are carried out

and work plans and regular reports document activities.

- Ensures the Executive Board is informed of both progress/achievement as well as challenges/deficits experienced by the association as they relate to macro-operations, the strategic plan, legal issues, and fiscal issues.
- Facilitates opportunities for full engagement by all members of the Executive Board.
- Chairs the Executive Committee of the Executive Board.
- Serves as an ex-officio member of all standing committees of the Executive Board.
- Reviews the annual performance evaluation of the Executive Director with the ED in conjunction with the Chair of the Personnel Committee and report to the full board.

Other Responsibilities:

- Conducts new Board member orientation in conjunction with the Executive Director.
- Appoints Board liaisons to the various components of the Association.
- Represents the Executive Board at meetings such as the Council on Education for Public Health (CEPH).
- With the advice of the Speaker of the Governing Council, ensures that the work of the Executive Board is reported appropriately to the Governing Council (written and oral annual report included in Governing Council meeting at the Annual Meeting).
- Establishes a relationship with the President of APHA such that both individuals are providing a unified message in terms of governance.
- Leads by example to build a cohesive Board team that is able to disagree vigorously but productively and then move on without residual ill will.

Time Commitment: The week-to-week time commitment will vary dramatically from some weeks where there is no focus on APHA to others where it could reach 8-10 hours.

Vice Chair of the APHA Executive Board

Essential functions of the Vice Chairperson of APHA's Executive Board include but not limited to the following to:

- Serves as Chairperson pro tem in the event the Chairperson is unable to discharge the duties of the position.
- Assists the Chair in the facilitation of the Executive Board meetings, e.g., keeping a speaker queue and monitoring the agenda for time issues.
- In collaboration with the Chair, takes action to encourage engaged participation by all members of the Executive Board.
- Serves on the Executive Committee of the Executive Board and Chair the Governance Committee. *Note, Vice Chair committee assignments may be shifted based on Executive Board needs and at the discretion of the Chair.*
- As Chair of the Governance Committee ensures an annual review of the Executive Board Handbook.
- Leads the planning and implementation of Executive Board engagement activities.

Time Commitment: The time commitment will vary depending upon the needs of the Chair, and from month to month.

Conflict of Interest

Executive Board members must sign APHA's Conflict of Interest (COI) form at the beginning of each new Executive Board year and must complete that form again at any time when an actual, potential, or perceived COI arises. This Executive Board COI form is available to Board members at all times. Board members will be reminded to alert the Board Chair and Chair of the Executive Board Governance Committee to any conflicts or potential conflicts of interest during any given meeting (face-to-face or virtual). The Executive Board's Governance Committee will determine whether a conflict exists. If so, the Executive Board member(s) will recuse themselves from voting on any relevant issue but may participate in the discussion and offer suggestions. [See the Conflict of Interest document](#) for a full discussion of processes relevant to monitoring the Executive Board COI.

Whistleblower Policy

Addendum to APHA's Whistleblower Policy Statement as detailed in the APHA Staff Handbook, Section 8.5.

APHA's Whistleblower Policy Statement in the APHA Staff Handbook (Section 8.5) states,

“APHA will investigate any possible fraudulent or dishonest use or misuse of APHA resources or property by management, staff, volunteers, or members. Anyone found to have engaged in fraudulent or dishonest conduct is subject to disciplinary action by APHA up to and including civil or criminal prosecution when warranted. All members of the APHA community are encouraged to report possible fraudulent or dishonest conduct (i.e., to be a whistleblower). An employee should report his or her concerns to a director, manager, or supervisor. If for any reason an employee finds it difficult to report his or her concern to a director, manager or supervisor, the employee can report it directly to the Director of Human Resources. Directors, managers, or supervisors are required to report suspected fraudulent or dishonest conduct to the Director of Human Resources. For more information about definitions, rights and responsibilities, procedures, and contacts read the following.”

Since the current Whistleblower Policy is silent on reporting by “volunteers,” this Addendum provides necessary guidance.

APHA has many “volunteers,” which in general include Executive Board members.

An **APHA Executive Board member** should report their concerns to the Executive Director of APHA. The Governance Committee of the Executive Board will be assembled to review evidence as appropriate, and leadership and legal counsel will be contacted as appropriate.

A **Governing Councilor** should report their concerns to the Speaker of the Governing Council, who will contact the Executive Director. An ad hoc committee will be assembled to review evidence as appropriate, and leadership and legal counsel will be contacted as appropriate.

A **Section Volunteer** should report their concerns to the Chair of the Intersectional Council, who will contact the Executive Director. An ad hoc committee will be assembled to review evidence as appropriate, and leadership and legal counsel will be contacted as appropriate.

An **Affiliate Volunteer** should report their concerns to the Chair of the Council of Affiliates, who will contact the Executive Director. An ad hoc committee will be assembled to review evidence as appropriate, and leadership and legal counsel will be contacted as appropriate.

Other **general APHA volunteers in categories not listed above** should report their concerns to the APHA Director of Human Resources, who will contact member unit leaders and legal counsel as appropriate.

Operational Principles

The Board functions in a way that displays the core values that are fundamental to the mission of APHA and public health, noted in the opening section of the Executive Board Handbook

Transparency

The Executive Board strives to be transparent in all of its actions, including its work in support of the Governing Council and the APHA membership-at-large. APHA members are welcome to observe Executive Board meetings except when the Board is in Executive Session.

The principle of transparency is also modeled through the internal working of the Executive Board. Members do their best to be clear with one another about their intentions, seeking clarification when necessary. Free speech is a core value of well-functioning democratic organizations. Individuals on the Executive Board are free to express their point of view objectively and respectfully about the decisions and recommendations of the Executive Board as a whole by having their name associated with specific items and positions in the minutes of the Executive Board meeting if they wish to do so. The Executive Board strives to articulate its decisions and recommendations professionally, representing its deliberations and the best interest of the Association.

When presenting a decision or recommendation to the Governing Council, the Chairperson of the Executive Board is the usual spokesperson who will summarize the deliberation and decision.

After Executive Board meetings, talking points will be provided and include, where applicable, both majority and minority points of view. The purpose of these processes is to support the provision of consistent messages about Executive Board actions to the broader APHA membership. Once a decision by the Executive Board has been made, all members are expected to support it. If there continue to be concerns, a member can bring the issue back to the Executive Board for further discussion.

Open Door Meetings and Executive Session

There are no closed meetings in the American Public Health Association except those in Executive Session. [APHA's policy on Executive Session](#) can be found on the APHA website. Social gatherings and receptions are not considered meetings and are not subject to an open-door policy.

Notice of Executive Board meetings shall occur at least two weeks prior to the scheduled meeting and include the location, agenda, and contact person to whom questions may be addressed.

As noted above, any member in good standing is allowed to attend meetings, at his/her own expense, if the meeting is being held in person. The Association is not required to provide teleconferencing or other remote access. Space constraints may limit attendance, although space accommodation will be available. Attending a meeting does not imply a right to participate in the meeting. The Executive Board will determine participation at Executive Board meetings.

An Executive Session may be called for the following aspects of Executive Board work to discuss and decide on appropriate action on:

- personnel issues,
- litigation issues,
- real estate transactions (proposed or pending),
- contract negotiations (proposed or ongoing),
- criminal investigations,
- compliance with federal or state law,
- membership revocation,
- member unit status or revocation,
- code of conduct concerns and/or
- voting strategies, policy endorsements, nominations, and budgets.

There must be a clearly stated justification for entering the Executive Session. A request for an Executive Session must be included on the agenda. Only members of the Executive Board may be present at an Executive Session of the Executive Board except in situations as determined by the Chair and Vice-Chair of the Executive Board.

Voting may not occur in an Executive Session except to leave or to continue the session or in the case of a decision on a code of conduct violation. A simple majority is required to enter, continue, and exit the Executive Session.

Members who wish to appeal a decision to enter an Executive Session of any Association group do so by filing a complaint in writing to Governance@apha.org. The Executive Board will review all complaints and make a final determination. The Executive Board may rescind any decision made by a group improperly in Executive Session.

Executive Board Committees

Board members are required to take on committee or workgroup assignments in addition to their participation in Executive Board activities overall. The Executive Board may form working committees, some of which may be ongoing year-to-year, and others temporary to address a specific priority or task. The Executive Board may form an Executive Committee to function between meetings; the Executive Committee can be activated at the discretion of the Board chair.

Standing Committees

The Executive Board has established the following Standing Committees for the Board members:

- Executive Committee
- Committee on Social Responsibility
- Development Committee
- Finance and Audit Committee
- Governance Committee
- Personnel Committee
- Strategic Plan Implementation Committee
- Membership Committee of the Executive Board (this committee is under review)

The APHA Executive Director serves as an ex-officio member of all standing committees.

Elected Board members are appointed to committees by the Board chair and are required to serve on a minimum of two committees. Considerations in making committee assignments include the representation of cohorts (i.e., starting year of Board service); links with other committees and workgroups; expertise and experience of the individual members; group diversity; and recommended committee compositions. Some committee assignments may continue for the 4-year term of an elected Board member, however, elected Board members will serve on the same committee for at least two years. Due to existing APHA obligations, appointed ex-officio members are not required to participate on Executive Board committees but can do so at their discretion. It is recommended that ex-officio members serve on no more than one (1) committee.

Each year at the first committee meeting, the committees identify their work plans for the coming year and make individual assignments as necessary. It is expected that committee deliberations will be conducted outside of Executive Board time virtually or by email unless there is a specific meeting time scheduled during the Executive Board meeting. Normally, the committee chair will report back to the Executive Board on progress or results of the work undertaken and final decisions or recommendations. When such work is done in advance, reports should be submitted to the Board chair and the staff liaison in time to be included in the upcoming board meeting materials. If a committee or workgroup decides to bring forth a motion for the Executive Board to vote on, the chair of the committee should notify the Board chair so that sufficient time and priority are given to the item. If a recommendation or decision has cost implications for APHA, the report should include an estimate of the financial impact. If uncertain about potential costs, the Treasurer should be contacted. If a recommendation or decision has legal implications for APHA, the report should advise and provide suggested actions or requests for further advice as

appropriate.

Non-Executive Board Member Participation on Committees of the Executive Board

The Executive Board Committees will consist of Executive Board members (including the committee chair) appointed by the Chair of the Executive Board.

In rare instances, an APHA member who is not on the Executive Board may be appointed to an Executive Board Committee. A request for the appointment of up to two additional non-Executive Board APHA members to committees may be submitted by the Chair of that Committee. Justification should be provided demonstrating that the individuals being recommended will provide expertise not present on the Executive Board directly related to the charge and purpose of the Executive Board Committee.

The Chair of the Executive Board Committee should make the appointment request to the Chair of the Executive Board who will ultimately decide whether the member will be appointed. The appointment of any non-Executive Board APHA member to a Committee of the Executive Board will be until the conclusion of the Executive Board year they were appointed. Members may be reappointed for up to three (3) consecutive years.

The Chair of the APHA Committee on Membership, a representative from the ISC and CoA will serve as members of the Membership Committee of the Executive Board (Note: The Membership Committee of the Executive Board is currently under review). These groups will submit the name of the individual who will serve in this capacity to the Chair of the Executive Board at the start of each Executive Board year.

Expected Participation on Executive Board Committees

Committee participation is expected for elected Executive Board members (see page 14). Appointed Executive Board members are not required to serve on Committees; however, the majority identify a committee on which they would like to serve and are appointed to that committee by the Chair of the Executive Board.

Please see “Executive Board Activities” section for more information about attendance expectations for committee meetings.

Committee Descriptions

Descriptions of the scope of responsibility and activities of current APHA committees are below:

Executive Committee

The Executive Committee is chaired by the Executive Board Chair. Additional members of this committee include the Vice-Chair of the Executive Board, the Treasurer, President, President-Elect, Immediate Past President, the Speaker of the Governing Council, and the Executive Director. Meetings of the Executive Committee are convened at the discretion of the Board Chair.

The Executive Committee is charged with conducting urgent or necessary business on behalf of the Executive Board between meetings. The Executive Committee, in collaboration with the Personnel Committee, is charged with determining the compensation package for the Executive Director. The Executive Assistant is the staff liaison for this committee.

Committee on Social Responsibility

Members of this committee include Executive Board members including the chair of the Development Committee, and the Treasurer and Executive Director who sit ex-officio on the committee. The Committee on Social Responsibility (CSR) chair will seek input and expertise from non-executive board members on an as needed basis, particularly for matters such as ethical questions and related topics. The CSR's primary purpose is to evaluate prospective corporate, foundation, organizational and individual donors to APHA and/or its Components (e.g., Sections, SPIGS, SA) and Affiliates to assure that the philosophies, missions, values, and practices of such entities are either shared or at minimum not in conflict with those of APHA. In fulfilling its function, CSR creates, maintains, and modifies tools (e.g., APHA Guidelines for Gifts and Donations, evaluation tool template, etc.) to facilitate its evaluator processes; collaborates with the Development and Finance and Audit Committees of the Executive Board; and serves as a resource to APHA Components and Affiliates. The Development Manager is the staff liaison to this committee.

Development Committee

Members of this committee include Executive Board members with additional representatives including the chair of the Committee on Social Responsibility and the Treasurer who serve as ex-officio on the committee. The Chair will seek input and expertise from non-executive board members on an as-needed basis, particularly for matters such as planned giving and major gift giving and related topics.

The purpose of the Development Committee is to oversee and advise on strategic development activities. The committee informs the Executive Board of the next steps while also engaging the Executive Board in supporting and expanding these efforts. Additional responsibilities include, but may not be limited to:

- Overseeing the development process
- Setting, monitoring, and working with staff and Board to achieve Executive Board fundraising goals
- Developing and working with staff and the Executive Board to implement the Development Committee work plan
- Working with the Executive Board and staff to identify entities to refer to CSR for review
- Exploring, through Networking and Research & Development, new opportunities and best practices to achieve and expand fundraising/development goals

The Development Committee collaborates with the Finance and Audit Committee and the Committee on Social Responsibility. The committee is a resource to APHA staff, who do most of the day-to-day fundraising activities of the Association. The Development Manager is the staff liaison to this committee.

Finance and Audit Committee

The Finance and Audit Committee is chaired by the Treasurer. The purpose of the committee is to provide financial oversight for the Association and bring its findings to the Executive Board. Additionally, the committee works to improve the budget process, the budget document, financial activities, and the audit process. Additional responsibilities include, but may not be limited to:

- Overseeing the budget process and the overall oversight of APHA financial policies
- Reviewing the proposed budget for recommendation to the Executive Board for approval
- Monitoring budgetary activities
- Overseeing the of auditing process
- Reviewing the annual audit and making recommendations to the full Executive Board
- Reviewing and monitoring of financial practices
- Overseeing the Reserve Fund policies and practices
- Overseeing the investment policies and practices
- Monitoring compliance with 501(c)(3) requirements related to financial matters

The Finance and Audit Committee meets a legal requirement of Sarbanes- Oxley. The Finance and Audit Committee works closely with the APHA Chief Financial Officer (CFO). In addition, APHA retains investment and finance advice from an outside firm working with health organization. The CFO is the staff liaison to this committee.

Governance Committee

The Governance Committee is chaired by the Vice Chair of the Executive Board. The committee typically comprises at least one individual from each of the four cohorts of Board members (1st, 2nd, 3rd, & 4th-year members). Additional members with particular expertise or interest in governance may be assigned to the committee at the discretion of the board chair. The committee monitors and evaluates Executive Board processes, governance, and accountability and develops and maintains a board ethics guide, including the Executive Board's Conflict of Interest policy processes and transparency expectations. As needed, a subset of members of this committee serve as the Conduct Committee of the Association. Additional responsibilities include, but may not be limited to:

- Conducting an evaluation of the Executive Board meetings as needed, reviewing and reporting the results back to the board members
- Developing recommendations for improving Board operations based on evaluation results
- Considering other resources, organizations, and best practices for ideas to improve the effectiveness and efficiency of Board operations
- Convening when needed to address concerns about Board operations referred to committee
- Providing a confidential or anonymous mechanism for concerns to be expressed to or between Board members
- Serving as an ethics review committee to develop processes and to hear and consider complaints expressed to or about executive Board members
- Developing, monitoring, evaluating and modifying the Executive Board COI policy, processes and agreement form, and assuring its accessibility to members at all times
- When referred to it, considering a situation of actual, potential or perceived COI by a Board

member, or actions to be taken when a conflict is recognized after an Executive Board vote has been taken

- Developing, monitoring, evaluating and modifying the Executive Board’s Whistleblower policy
- Implementing an evaluation of Executive Board processes with members at the end of their term on the Executive Board
- Implementing the Code of Conduct policies and procedures

The Governance Consultant is the staff liaison to this committee.

Personnel Committee

The Personnel Committee is typically chaired by a 3rd or 4th year Executive Board member. When possible, the committee comprises one individual from each of the 4 Executive Board classes. The committee is charged with evaluating the Executive Director and periodically assessing staff attitudes and perceptions about the quality of work life in the organization. When needed, the committee may be involved in the search for a new Editor-in-Chief of the *American Journal of Public Health* or a new Executive Director; however, there may also be a separate search committee. The ultimate responsibility for a search for a new hire belongs to the Executive Board. They are usually delegated to a separate committee that reports to the full Executive Board and seeks the full board's approval. The Human Resources Director is the staff liaison to this committee.

Strategic Plan Implementation Committee

Members of this committee typically include only Executive Board members. The Strategic Planning Implementation Committee helps guide the Association’s implementation of its strategic plan. The committee champions the strategic plan and engages with staff leads for the plan’s strategic priorities. The Executive Director appoints the staff liaison to this committee.

Membership Committee of the Executive Board (currently under review)

Members of this committee include Executive Board members with additional representation including the chair of the APHA Committee on Membership and representatives from the ISC and COA. The purpose of the Membership Committee of the Executive Board is to monitor, identify gaps, and provide guidance and feedback to APHA membership efforts, as it relates to the APHA Strategic Plan. The committee works closely with the Director of Membership Services and Component Affairs. The Director of Membership Services is the staff liaison for this committee.

Workgroups

Workgroups are created to address specific issues and are time-limited in their charge. Workgroups are generally formed in two different ways: the Executive Board decides that there is a need to form a workgroup to address a specific issue, or the Governing Council votes to have the Executive Board explore or examine an issue. The Executive Board chair usually designates the chair and assigns members to these working groups. Engagement in these workgroups may or may not count toward Executive Board service. Establishing a workgroup requires a motion that includes: the purpose of workgroup, the membership of the workgroup, the expected

delivery/outcome of the workgroup, and a time frame in which the workgroup will accomplish the work.

Other Board Member Responsibilities and Opportunities

Social Events

Dinners are arranged for the evenings during Board meetings to allow Board members to become better acquainted and relax after a long day of deliberation. Attendance at Executive Board dinners is not required but is strongly encouraged. If members are going to be absent from the dinners, e.g., because they live within commuting distance of the meeting or use the opportunity to visit with family members or friends in the area, they should let staff know as far in advance as possible to adjust reservations and minimize costs.

Board Fundraising Activities: APHA Get-or-Give Policy

To demonstrate their commitment to APHA's mission and to help reach the Association's fundraising goal, all Board members agree to each make an annual donation. A hundred percent (100%) participation in gift giving by all Executive Board members, elected and appointed, is crucial for many grant requirements and matching donations. Traditionally, contributors to not-for-profit organizations look at the level of Executive Board support for the organization as a measure of Executive Board commitment. It is recognized that various Executive Board members have different financial circumstances. Board members should give at whatever annual amount they can, but each should make an individual donation. Board members are strongly encouraged to give the largest amount they can to APHA, and the first opportunity to give is at the January Executive Board meeting. All pledges and/or contributions should be made prior to June 30 to ensure inclusion in the APHA Annual Report.

Board members may be invited to help cultivate giving throughout the year, e.g., National Public Health Week (first full week in April), the end of the fiscal year (June 30), the APHA Annual Meeting, and the end of the calendar year.

- Contributions may be made from the Board member's private resources or raised in any manner that does not conflict with the APHA Guidelines for Gifts and Donations or may otherwise compromise the Association.
- Contributions may be scheduled in a series of smaller gifts or payments.

The Get-or-Give policy does not establish a minimum donation amount as participation in leadership giving is emphasized to ensure the inclusion of all Board members regardless of financial circumstances. In the case of financial hardship, a Board member is expected to "get" a contribution, i.e., influence the contribution of a third party, e.g., a mentor or colleague, to make a contribution to APHA. In this case, the "hard credit" will go to the donor who made the contribution payment, and the "soft credit" will go toward the Board member who influenced the donation, thereby fulfilling the Board's expectation that each Board member makes an annual contribution to APHA.

Additionally, Board members may also be invited to help cultivate legacy and major gifts for APHA.

The Development Committee and development staff will develop appropriate processes to generate annual fundraising leads based partly on Board member contacts. Leads may include individuals (members and non-members), corporations, foundations, or governmental fundraising sources. The Development staff will provide each Board member with an updated annual fundraising menu highlighting the Association's current and most pressing fundraising needs and other association background materials to support Board member lead-generation efforts. The quarterly development report will provide an update on the achievement of fundraising goals.

Each Board member will be asked to participate in personally thanking individual, corporate, foundation, and governmental donors as deemed appropriate by APHA staff via phone calls, email, and/or mail to ensure healthy stewardship and nurture external relations. The Development staff will provide each Board member with the essential list of contacts, contact information, necessary materials and supplies, and contextual information as part of the quarterly Fundraising Report.

Other Contributions

The Executive Board traditionally hosts a staff appreciation event during the May Board meeting. This is one way the Executive Board thanks the staff for their hard work supporting APHA. To cover the costs of this event, Board members may be asked to contribute a sum of money (usually \$50) to cover the cost of the event.

Representing APHA

Board members may be asked to represent APHA in various capacities. Sometimes Board members are invited to sit on other Executive Boards, Federal Task Forces, or regulatory bodies. APHA appointees to outside groups are encouraged to check with APHA to determine what history the association has with the other group or what emphasis the Association may want to take at such meetings. In addition, it is important that such appointees provide feedback to APHA about the activities associated with the appointment. Some such appointments may extend beyond or follow the term of APHA Executive Board service. However, it is still good practice to check with APHA and keep staff apprised of issues raised that might impact APHA or the public health profession.

Representing the Executive Board

When there is a need for representation of the Executive Board, generally, the Chair of the Executive Board serves in this capacity. Other Board members, namely the Vice Chair or a member of the Executive Committee may be asked to do so if the Chair is unavailable.

Responding to APHA E-mails

As a member of the Executive Board, you may at times receive contact from members, outside organizations, and the public. It is APHA practice that all communication directed to the Executive Board is responded to by the Executive Director of the Association. If you are contacted requesting your comment, support, etc., please direct the correspondence to the Executive Director and Executive Board Chair/Vice Chair to determine the appropriate response.

Leadership Appointments Process

The Executive Board approves the final slate of appointments generated by the APHA Leadership Appointment Process. The process of identifying and appointing APHA members to the various Boards and committees of the APHA is traditionally accomplished by the President-Elect and the Executive Director, based on the nomination of individuals by their Sections, SPIGS, Caucuses, and Affiliates, or self-nomination. This process includes appointments to the Action, AJPH Editorial, Education, Publications and Science Boards, APHA Standing Committees designated in Bylaws, and other APHA Committees and ad hoc Association Committees or Task Forces. Guidance about leadership opportunities appears on the APHA website in January of each year and the January-June issues of *Inside Public Health* and the Affiliate newsletters. Board members are not eligible to be appointed through this process while serving on the Executive Board. However, they may serve beginning in the year following their term on the Executive Board. They should encourage other members, and members of their liaison groups, to identify and apply for Executive Board s or committees on which they would like to serve. Information is also available on the APHA website at: <http://www.apha.org/about-apha/governance/leadership-appointment>.

Evaluating the Executive Director

One of the responsibilities of the Executive Board is completing an annual evaluation of the Executive Director. The Executive Director is the only APHA staff member hired by the Executive Board (Bylaws Article VI, Section 7A) and they are vested with the authority to hire and oversee all other APHA staff. The Executive Board does not become involved in evaluations or human resource issues for other APHA staff except in unusual circumstances. The Executive Director's evaluation is designed and administered by the Personnel Committee. The committee may amend or change the evaluation but essentially consists of the rankings of all Board members plus the Executive Director's self-assessment. In years when the APHA staff is surveyed, this information is also considered when evaluating the Executive Director's overall leadership and the Executive Director's ability to address the needs and concerns of the staff.

Selection of *American Journal of Public Health* Editor-in-Chief

The Executive Board is responsible for appointing (Bylaws Article VI, Section 7B) the Editor-in-Chief of the *American Journal of Public Health*, the official journal of the Association. Once the Executive Board appoints the Editor-in-Chief of the Journal, it is the responsibility of the Executive Director to negotiate a contract and hire them. In addition to the Editor-in-Chief, the Executive Board has the responsibility of appointing an Editorial Board of not less than six members to serve for no longer than two, three-year terms consecutively except under unusual circumstances. The Executive Board will also designate the Editorial Board's chair and chair-designate.

Executive Board Review of Appeals of Joint Policy Committee (JPC) Decisions

The fundamental purpose of appeals to the Executive Board is to ensure that no procedural irregularities occurred in the policy-making process for a specific policy proposal. The purpose is not to revisit the strength or weaknesses of scientific findings outlined in the policy proposal. Such scientific review is the responsibility of the JPC; it is not the responsibility of the Executive Board. Procedural irregularities could include (but are not limited to) the following: a) a disagreement about a missed deadline; b) a reviewer, Science Board, or JPC member's failure to report a conflict of interest; or c) an irregularity in Science Board or JPC voting procedures.

Appeal Submission

The author(s) of a policy that has been disapproved or combined by the JPC with another policy may appeal that JPC decision to the Executive Board. Requests for such appeal must be made in writing to the Executive Director and the Chair of the Executive Board for consideration by the Executive Board by the date and mechanism specified in the letter notifying the author of the disapproval. The information to be submitted in the appeal letter is

1. Specific description of why the author(s) is (are) claiming that the JPC process (as outlined in the [APHA Policy and Procedures on the APHA website](#)) was not followed. If the author(s) claim(s) procedural irregularities, the author(s) need(s) to outline the specific departures from procedures.
2. The original proposed policy statement as an attachment.
3. The disapproval letter from the JPC as an attachment.

Appeal Distribution

The Executive Director and the Chair of the Executive Board will ensure that a copy of the appeal is sent to the JPC.

APHA staff will verify that the appeal letter was submitted on time and that the required elements, as described above, were included in the appeal letter. If these guidelines have not been followed, the appeal will not go forward.

If the appeal passes staff review for completeness, the Executive Committee (EC) of the Executive Board will review the appeal to determine if it meets the requirements for an appeal described above. If the EC agrees that the appeal meets the criteria for an appeal, the documents will be distributed to the full Executive Board. An appeal agenda item will be added to the agenda of the next Executive Board meeting (held via teleconference). If the EC finds that the appeal does not meet the procedural criteria, the authors will be notified that their appeal will not go forward.

Appeal Review

A designated author is permitted to present their case verbally, based on the criteria for their appeal, to the Executive Board. Time will be allotted for questions and answers. Five minutes will be allotted for the author to present the appealed case. An additional five minutes will be allotted for questions and answers by the Executive Board. A JPC Co-Chair will then present the viewpoint

of the Joint Policy Committee and will have five minutes allocated for questions.

Subsequently, on the call, the Executive Board will deliberate on the JPC appeal in executive session. (The author(s), JPC staff and JPC co-chairs may not participate in or listen to the EB decision-making process.)

The Chair of the Executive Board will communicate the Executive Board's reasons for its decision in writing to the author(s) and to the JPC within 7 days of its decision.

If the Executive Board decides to uphold the appeal, it may request the author(s) to work with the JPC and the Science Board [if appropriate] to revise and improve the proposed policy within 30 days of the date of notification of the upheld appeal. The revised submitted policy statement will then re-enter the policy process and will be included in the public hearings, reviewed by the JPC and will be available to the Governing Council for the Tuesday policy statement votes.

If the Executive Board does not uphold the appeal, the recommendations of the JPC will remain and no further appeal can be made.

Appendix A:
Commonwealth of Massachusetts Office of the Attorney General –
Guide for Board Members of Charitable Organizations

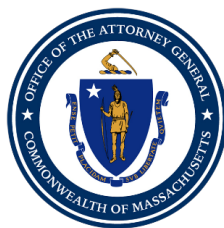
OFFICE OF THE ATTORNEY GENERAL

**GUIDE FOR
BOARD MEMBERS
OF CHARITABLE
ORGANIZATIONS**

DECEMBER 2022

ATTORNEY GENERAL'S GUIDE FOR BOARD MEMBERS OF CHARITABLE ORGANIZATIONS

December 2022



Office of the Attorney General
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www.mass.gov/ago

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INTRODUCTION

This guide is provided by the Attorney General's Office to help board members of charitable nonprofit organizations carry out their important responsibilities. As a board member you have both the privilege and the responsibility of participating in the governance of an organization that is operated not for the benefit of private individuals, but for the benefit of the public. As the agency of the Commonwealth charged with protecting the public's interest in your organization's activities, the Attorney General's Office deeply appreciates your willingness to serve as a board member and recognizes that your hard work and dedication perform an extremely important service for all citizens of the Commonwealth.

While portions of this guide may be helpful and applicable to all nonprofit organizations, it should be emphasized that it is specifically designed for board members and trustees of those nonprofit organizations (e.g., charitable nonprofit corporations, trusts, unincorporated associations, and LLCs) that are "public charities." What constitutes a public charity is not widely understood, and people are often surprised to learn that these organizations range in size, scope and complexity from our largest universities and health care systems to small, neighborhood-based social service organizations. As a general rule these otherwise diverse organizations are linked not just by nonprofit status, but also because they operate on an exclusively charitable basis and collect, hold and expend funds solely for the benefit of the public.

Examples of nonprofit organizations that **are** public charities include philanthropic organizations as well as most of our hospitals, colleges and universities, social service providers, cultural organizations, parent-teacher associations/organizations, and youth sports leagues. Examples of nonprofit organizations that **are not** public charities and are therefore not regulated by the Non-Profit Organizations/Public Charities Division of the Attorney General's Office, include chambers of commerce, labor unions, social clubs, civic associations and similar organizations that benefit only their members. If you have any doubt regarding your organization's status, you should consult legal counsel or contact the **Non-Profit Organizations/Public Charities Division** of the Attorney General's Office at (617) 963-2101.

Often we are asked what we believe are the most important things board members can do to best serve their organizations. Here are our recommendations in key areas of stewardship. While this guide is not intended to prescribe the exact manner in which a Massachusetts public charity board must function, and while we recognize that the size, form and structure of boards vary greatly, we believe that this guide will help all board members and trustees do their jobs well.

I. BOARD MEMBERS HAVE RESPONSIBILITIES

If you are a member of the board of directors of a charitable organization, you and your fellow board members are responsible for governing the organization.

The law imposes upon you two primary duties: the duty of care, and the duty of loyalty. The **duty of care** means that you must act with such care as an ordinarily prudent person would employ in your position. The **duty of loyalty** means that you must act in good faith and in a manner that you reasonably believe is in the best interest of the organization, in light of its purposes. Because a charitable organization exists to further a charitable mission, it is appropriate to view these fiduciary duties as **duties you owe to the charitable mission** of the organization at least as much as, and in some circumstances even more than, to the organization itself.

As discussed throughout this guide, it is your job to oversee the executive director (ED) or chief executive officer (CEO) and other senior leaders, and to see that the organization is faithfully carrying out its charitable purposes without extravagance or waste.

THIS MEANS:

- You should evaluate your existing commitments and obligations to ensure that you have adequate time and energy to dedicate to your role on the board.
- You should attend board meetings and meetings of committees on which you serve. You should make sure that you receive detailed information beforehand about matters that are going to be voted on at a meeting.
- You should carefully read all of the material that you receive and prepare yourself to ask questions.
- You should use your own judgment and not simply take the word of your CEO or fellow board members.

- Your entire board should periodically complete a self-assessment about how well the board is performing its oversight and leadership functions. Among other criteria, a good self-assessment will take into consideration your organization’s mission and industry, consider how well the organization is furthering its charitable purposes, and evaluate the organization’s diversity, including, but not limited to diversity in leadership and representation from the community the organization serves. To get started, your board may consider using a self-assessment tool. For example, resources related to board self-assessments can be found at <https://www.councilofnonprofits.org/tools-resources/self-assessments-nonprofit-boards>.

IN SHORT:

You are responsible for helping ensure your organization is fulfilling its charitable purpose and you should be aware of and informed about every major action the charity takes.

II. EDUCATE YOURSELF

Board members of a charity should be knowledgeable about their role in the governing process, the mission of the organization, and the unique operational, legal, and financial issues facing the organization.

THIS MEANS:

- You should have a copy of, and be familiar with, the articles of organization of your organization and the bylaws of your board. Understand the organization's indemnification policy and any insurance policies that may apply.
- Board members should regularly attend training on fiduciary obligations, sub-sector specific trainings relevant to your organization (e.g., higher education, health care, animal welfare), and trainings on good governance practices, including diversity and equity issues, implicit or unconscious racial or ethnic biases, and other matters that impact effective board composition and functioning.
- Particular attention should be given to providing orientation to new board members.
- Programs and materials should draw on the expertise of specialists in the fields related to your board responsibilities.
- The organization should have a board manual which should include, among other things, governing documents, copies of the most recent regulatory filings (e.g., IRS Form 990 and audited financial statements), budget, and other orientation materials, including this guide.

IN SHORT:

As a board member, you must take the initiative to educate yourself on an ongoing basis about your role and responsibilities, and the board as a whole must take responsibility for its own training and orientation.

III. YOU HAVE THE RIGHT TO INFORMATION

In order to carry out your legal responsibilities as a board member, you must be able to make informed judgments about important matters affecting the organization. The law permits you to reasonably rely on information from the organization's staff, lawyer, auditor, outside advisors, and board committees in making those judgments. If you do not have adequate information, you have the right to get it.

THIS MEANS:

- You have the right to have reasonable access to management.
- You have the right to have reasonable access to internal information of the organization.
- You have the right to have reasonable access to the organization's principal advisors, such as its auditors or attorneys, for example.
- Senior management must be willing to facilitate board access to the books and records of the organization.
- Senior management must be willing to facilitate communications between the board and the principal advisors of the organization.
- The board has the right, if necessary, to engage the services of outside advisors at the organization's expense to assist it with a particular matter.

IN SHORT:

You have the right to obtain the information you need to carry out your responsibilities as a board member.

IV. PAY CLOSE ATTENTION TO FINANCIAL MATTERS

As a board member you have primary responsibility for making sure that the charity is financially accountable, that it is not allowing charitable assets to be used inappropriately or diverted to private interests, that it has mechanisms in place to keep it fiscally sound, and that it is properly using any restricted funds it may have.

THIS MEANS:

- The board should make sure that a realistic annual budget is developed.
- The budget should be developed early enough that the entire board can be involved in its review and approval before the beginning of the fiscal year.
- The board has an obligation to act as a responsible fiscal steward, regularly considering the organization's short- and long-term financial health and acting accordingly.
- The board should be sure that the charity has adequate internal accounting systems and controls. At a minimum, the board should discuss and approve all delegations of its signatory authority, put these delegations in writing, and review them annually. In addition, the board should consider requiring board action on large or especially significant contracts or grants, and on all transactions involving real estate, borrowing, or sale/disposal of large assets. Board members should expect management to produce timely and accurate income and expense statements, balance sheets, and budget status reports, and should expect to receive these in advance of board meetings. These reports ought to be easily understood by the majority of board members and board members should take an active role in reviewing and questioning the information in them.
- The board should require periodic confirmation from management that required filings with relevant government agencies, such as the Internal Revenue Service, the Secretary of the Commonwealth, and the Non-Profit Organizations/Public Charities Division of the Attorney General's Office, are up to date. The board should also ensure that employee

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withholdings, insurance premiums and wages are properly and timely administered.

- The board should consider the value of having independent audits and maintaining standing audit and finance committees. However, if these committees are established, the full board should still receive and act on the report of the independent auditor, receive periodic financial reports, and approve the budget.
- The board should make sure that fundraising is done honestly and with integrity. The board also should make sure that any contract with an outside professional fundraiser is fair and reasonable, and that the fundraiser's performance is monitored.
- The board should confirm that any restricted gift to the charity is separately accounted for, and that the funds are being used in accordance with the terms of the restriction. If the terms of any existing restriction on funds conflict with the organization's mission or public policy (e.g., restrictions that are discriminatory overtly or in operation), the board should direct management to seek modification of those terms, which may be available by judicial modification, by agreement of the donor, or in some cases, by administrative modification through the Attorney General's Office. The board should ensure that the organization has a system in place to prevent the acceptance of gifts with restrictions that conflict with the organization's values, public policy, or the public good (e.g., restrictions that could exacerbate racial and ethnic inequities).

IN SHORT:

The board should be informed about all aspects of the organization's finances and is ultimately responsible for the financial health and integrity of the organization.

V. MAKE SURE YOUR BOARD IS VITAL AND DIVERSE

A charity's board should be vigorous and responsive to the mission of the charity. You should make sure that your board's process for selecting new members assures diversity of viewpoints and representation, and allows for rotation of board members and officers (e.g., by including term limits for board members and officers). As a board member, you are responsible for ensuring that the public and charitable role of the organization will be carried out in a way that is effective in furthering the mission of the charity and that avoids or ameliorates apparent or actual inequities, including in access to the organization's services.

A nominating process that invites openness, variety, and change is important to achieving this goal. The board should develop an equitable and inclusive board recruitment practice that encourages a diverse pool of candidates.

THIS MEANS:

- Your nominating process should reach candidates whose commitment, skills, life experience, background, perspective, or other characteristics will serve the organization and its needs.
- The nominating process should actively seek out and recruit board members who reflect diverse racial and ethnic backgrounds, experiences, and skills. Importantly, representation on the board should include individuals connected to and reflective of the community that the organization is serving.
- The board should regularly review qualifications for new board members, including any financial contribution expectations to ensure that they do not deter consideration of a more diverse group of candidates.
- A larger candidate pool may result if you include non-board members as well as board members on your nominating committee.
- Term limits for board members are an effective way to ensure board vitality.

If your board does not have term limits, board members should be reviewed

periodically to confirm that they remain interested in and suitable for the board and that they are still able to commit the necessary time to their role on the board. Rotation off the board, assignments to off-board committees, and designation as emeritus members are other ways to achieve a vigorous board while retaining the value long-time board members can bring to the organization.

IN SHORT:

To avoid becoming labeled as a closed club for “insiders only,” choose board members who have an interest in the organization’s mission, represent diverse viewpoints and diverse racial and ethnic backgrounds, experiences, and skills.

VI. CHOOSE AND EVALUATE YOUR ORGANIZATION'S LEADERSHIP CAREFULLY

Hiring the organization's leadership, including its CEO or ED, is one of the most important tasks you have as a board member. It is the job of the board to engage in a selection process that will allow the board to find the right person to carry out the charity's purpose efficiently and effectively, and to do so through equitable recruitment, hiring, and compensation practices that encourage a diverse pool of applicants.

THIS MEANS:

- The board should form a search committee at the beginning of the hiring process for any leadership positions, including the CEO or ED position. If the board does not create a written job description for the position prior to hiring, it should at least develop a profile of the sort of leader it believes the organization's mission and current needs require.
- The board should regularly consider whether there is representation from diverse racial and ethnic backgrounds in its leadership, including representation from individuals connected to and reflective of the community that the organization is serving.
- A majority of the search committee members should be board members, but it may be beneficial to include staff members, a diversity officer, or others knowledgeable about the organization and its mission on the committee.
- If the size of the board permits, the entire board should interview the final candidates and participate in contacting their references.
- The entire board should make the final decision to hire the CEO or ED.
- After the CEO or ED is hired, the board should periodically review and assess their performance and commitment to the organization, keeping in mind that the board has the authority to discharge as well as hire senior leadership.

IN SHORT:

Board members should actively participate in hiring the organization's leadership and should do so through equitable recruitment, hiring, and compensation practices that encourage a diverse pool of applicants.

VII. GET INVOLVED IN SETTING EXECUTIVE COMPENSATION

The board is responsible for setting the compensation of the organization's CEO and, where appropriate, other senior managers. When setting executive compensation, you should be mindful that the public, which supports the charity and uses its services, is interested in knowing the amount. This information is provided to the public on the Attorney General's Office's Form PC and the Internal Revenue Service Form 990, both of which are posted on the Attorney General's Office's filing search page at <https://www.mass.gov/service-details/search-public-charities-filings>. In addition, Forms 990 are available on the Internal Revenue Service search page at <https://apps.irs.gov/app/eos/> as well as third party sites like <https://www.guidestar.org/> and <https://www.charitynavigator.org/>

In addition, both the IRS and the Non-Profit Organizations/Public Charities Division from time to time scrutinize the reasonableness of a charity's executive compensation and the process used by the board to determine this compensation. Complaints of excessive compensation or private benefit, whether from regulators or from the public, can expose the organization and its board members to legal action and risk reputational harm.

THIS MEANS:

- Every board member should know what members of senior leadership are paid, including the value of any non-salary compensation, such as the use of an automobile, retirement funds, etc.
- Even if a compensation committee is used, the entire board remains responsible for compensation decisions and must be fully informed. In setting compensation, you should consider the performance of your CEO and senior managers and the compensation provided to other similarly situated executives in the field. If the board chooses to engage a compensation consultant to gather or review this information, it should not rely solely on the recommendations of the consultant. Board members are responsible for determining what level of compensation is

reasonable for their organization, taking into account other important factors such as the concerns of donors, the impact on the charity's mission and finances, and the organization's reputation. In evaluating the impact compensation may have on the organization's reputation, the board should take into consideration the perception of senior leadership's compensation as a whole, including any compensation that leaders receive from positions held because of, but outside of, their role at the charity (e.g., for-profit board membership compensation).

IN SHORT:

Your process for setting executive compensation, the amount of such compensation, and the terms of such compensation should all be well documented, approved by the full board, and be sensitive to public concerns and regulatory oversight.

VIII. BEWARE OF CONFLICTS OF INTEREST

As a member of the board, you may find yourself in situations in which your board service conflicts with another aspect of your personal or professional life. For example, you, a business you control or benefit from financially, a member of your family, or a close friend may be considering whether or not to engage in a transaction with the organization on whose board you are sitting. Further, you may serve on other boards and the work of those organizations may overlap or could appear to compete with one another. Although not an exhaustive list, situations such as these present a potential conflict between your own interests and your duty as a board member to be absolutely loyal to the organization and its mission. It also may look questionable to the public.

Because of these problems, a board member should be cautious about entering into a business relationship with the charity the board member is overseeing, and the charity's board should be very cautious about allowing the charity to enter into such a relationship. Such a transaction should not occur unless the board determines it is clearly in the best interest of the charity. Prior to the board vote, the board member should fully disclose their financial interest to the entire board, and the conflicted board member should not vote on any aspect of the arrangement or be present when the board is deliberating or voting on any aspect of the arrangement. Upon notice of the conflict, the entire board should consider whether the proposed transaction or relationship is clearly in the best interest of the charity, including consideration of the public perception of any such transaction and the impact that may have on the charity's reputation.

THIS MEANS:

- You should ensure that your board has a policy for dealing with conflicts of interest.
- The policy should include a procedure for the annual written disclosure by all board members, senior leaders and key decision makers in the organization of their business involvements with the charity and their other board memberships and business interests, both for-profit and charitable.

The information disclosed should be circulated to all board members and be updated throughout the year as necessary. The Attorney General's Non-Profit Organizations/Public Charities Division requires that the value and terms of these related party transactions be disclosed on the organization's annual Form PC filing.

- Your conflict-of-interest policy should address the issues raised if board members or other senior managers have or might acquire investments that may affect or be affected by the charity's investment or operational decisions. In addition, it should address other conflicts that can be reasonably foreseen, based on the organization's charitable activities. For example, a grant-making organization should consider how to address grant applications from an entity that has an employee or board member serving on the grant-making organization's board.
- In addition to the disclosure of financial interests and conflicts of interest, the policy should also include a procedure for the withdrawal from discussion and voting by the board member or senior leader with a conflict. This procedure should be followed whenever the charity enters into a business transaction with a board member or senior leader, or with an entity in which a board member or senior leader has an interest.
- It may be advisable to obtain an outside evaluation or appraisal of any major business transaction that is being proposed between the charity and a board member or leader or any entity in which a board member or leader has an interest. This evaluation is to assure that the proposal is feasible, the terms are favorable to the charity, and the potential pitfalls of such a transaction, including any potential harm to the charity's reputation, have been identified.
- The board should carefully consider the pros and cons of entering into relationships, such as management contracts, the creation of subsidiary entities (whether they are for-profits or nonprofits), and other transactions that involve inherent conflicts of interest because the board's duties of care and loyalty are being divided among several entities or delegated, even in part, to another entity.
- Because of the sensitivity of conflict-of-interest issues, you may want to require that transactions involving these issues receive a greater-than-majority vote.

IN SHORT:

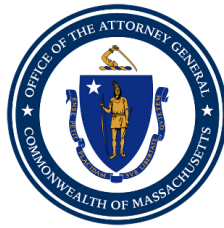
Any conflicted transaction should be scrutinized very closely by the board, both because of the dynamic it creates within the board and because of the predictable skepticism with which the public and regulators will view the transaction, no matter how scrupulously a careful policy is followed.

IX. OTHER RESOURCES TO ASSIST YOU IN YOUR RESPONSIBILITIES

The Attorney General's website provides access to a number of useful publications, advisories, guidance documents, and reports produced by the Non-Profit Organizations/Public Charities Division. These may be viewed online or downloaded from <https://www.mass.gov/information-for-existing-charities>. In addition, all forms and instructions issued by the Division are also available on the website at www.mass.gov/ago/charities.

For further education and information, consider the following resources:

- IRS Educational Resources and Guidance for Exempt Organizations: <https://www.irs.gov/charities-non-profits/educational-resources-and-guidance-for-exempt-organizations>
- Board Accountability and Best Practices: <https://www.councilofnonprofits.org/tools-resources-tags/Accountability>
- Board Governance and Planning: <https://boardsource.org/>
- Diversity, Equity, and Inclusion Guidance: <https://www.councilofnonprofits.org/tools-resources-categories/diversity-equity-and-inclusion>
- Association of Governing Boards of Universities and Colleges: <https://agb.org/>
- Lawyers Clearinghouse: <https://www.lawyersclearinghouse.org/>
- Massachusetts Nonprofit Network: <http://massnonprofitnet.org/>
- Nonprofit Profiles:
 - o <https://guidestar.org/>
 - o <https://www.charitynavigator.org/>



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**Appendix B:
Targeted Robert's Rules Motions for the APHA Executive Board**

To support the overall effectiveness of the APHA Executive Board, while ensuring a congenial, not overly formal work environment during meetings, the Governance Committee has recommended that these motions be used during the board meetings to facilitate discussion and decision-making.

Privilege Motions By Rank

When any one of these motions is immediately pending, those above it are in order and those below it are not in order.

6. Previous Question (Second Required, Cannot Be Discussed, 2/3 Vote)

The purpose of previous question is to close debate. The motion is “I move the previous question.” If approved, the body moves immediately to consider the main motion.

5. Limit or Extend Debate (Second Required, Cannot Be Discussed, 2/3 Vote)

This type of motion can be used to limit the debate to a certain time, to limit the number of times a member can speak or to limit the amount of time an individual member can speak. It cannot be debated but can be amended. Both the limit debate motion and any amendment **must** be seconded.

4. Commit or Refer (Second Required, Can Be Discussed, Majority Vote)

The purpose of this motion is to refer an issue to a committee. The motion can be debated but the debate must focus on the referral process not the main motion.

3. Postpone to a certain time (Second Required, Can Be Discussed, Majority Vote)

During debate a member may move to postpone discussion to a certain time. The motion is “I move to postpone consideration of the question until ____.” A second is not required. The motion is debatable, but it is only the question of postponement that can be debated not the main motion. Normally a member cannot move to postpone an item beyond the next scheduled meeting.

2. Amend a Motion (Second Required, Can Be Discussed on Debatable Motion, Majority Vote)

The purpose of an amendment is to modify the wording in the main motion without changing the entire meaning of the original motion. The chair can rule an amendment out of order if it changes the meaning of the original motion. The amendment is voted on before the main motion.

1. Main Motion (Second Required, Can Be Discussed, Majority Vote, Unless Otherwise Stated)

A main motion is a formal statement of a proposal or question to the body for adoption. A main motion must be seconded unless proposed by a committee and once seconded cannot be withdrawn without permission of the body. The proposal or question should be in writing so that the body knows the proposal or question being considered.

Non-Ranking Motions

Whether these motions are in order depends upon the business already under consideration and what purpose they may serve when introduced.

- **Withdraw a motion (Majority Vote)**

A seconded motion can be requested to be withdrawn by the originator, no second is needed, no debate, no amendments, majority vote to approve.

- **Point of Order (Chair Ruling)**

A member identifies a possible rules violation by raising a point of order. The point is raised by stating “I rise to a point of order.” A second is not required. The chair considers the point and rules on the point of order.

- **Question of Privilege (Rule By Chair)**

If a situation is affecting a right or privilege of the body or a member (e.g. quorum, conduct, disturbance) a member can raise a question of privilege. Often the issue can be taken care of informally by the chair, otherwise it should be put to a vote with a motion.

Adopted October 2016

Revised December 2023

Revised October 2024

Revised January 2025