

**SLEEP RESEARCH SOCIETY**

**Expectations for Directors**

# **Overview of the Role of the Board**

The role of the Board of Directors (the “Board”) of the Sleep Research Society (the “Society”) is to (i) direct the affairs of the Society and (ii) set expectations about the tone and ethical culture of the Society. In doing so, Directors are expected to apply their scientific, healthcare, and business judgment and act with due care, in good faith and in accordance with the best interests and mission of the Society.

The Board of Directors has three primary legal duties known as the “duty of care,” “duty of loyalty,” and “duty of obedience.”

1. The **duty of care** requires that nonprofit board members be reasonably informed about the organization's activities, participate in decisions, and do so in good faith and with the care of an ordinarily prudent person in similar circumstances. In short, the duty of care requires the board - and individual board members - to pay attention to the organization's activities and operations.
2. The **duty of loyalty** requires board members to exercise their power in the interest of the organization and not in their own interest or the interest of another entity, particularly one with which they have a formal relationship. When acting on behalf of the organization, board members must put the interests of the organization before their other personal and professional interests.
3. The **duty of obedience** requires that board members of a nonprofit organization comply with applicable federal, state, and local laws, adhere to the organization's bylaws, and remain the guardians of the organization’s mission.

The Board has the following duties:

1. Execute the mission and vision of the Society.
2. Formulate key Society policies and organizational goals.
3. Develop and implement a strategic plan for the Society, focusing both on near-term and longer-term challenges and opportunities.
4. Establish and monitor metrics for achievement of Society goals and performance.
5. Maintain regular communication with the membership, informing them of pertinent Board actions, activities, and outcomes as well as the fiscal health of the Society.
6. Establish and empower committees and task forces to aid with the achievement of the Society's mission, attainment of goals, implementation of the strategic plan, and fulfillment of policies.
7. Oversee the Governance Review process.
8. Review and approve the Society’s budget and financial objectives.
9. Provide oversight and ensure the integrity of internal and external audit processes, financial reporting and record keeping.
10. Ensure that an ethical culture of trust, honesty, and integrity is promoted throughout the Society.
11. Adhere to the Society’s Policies.
12. Keep confidential all non-public information that relates to the Society’s business, unless disclosure and/or use of such information is authorized by the Board of Directors. Such information includes, but is not limited to, information regarding the finances and operations of the Society, donor lists, mailing lists and any information relating to fundraising (including fundraising efforts, plans, ideas and proposals), minutes, reports, and materials of the Board and its committees, and other documents identified as confidential by the Society.
13. Ensure that compliance systems and processes designed to promote legal and ethical compliance are reasonably effective and monitor the Society’s compliance with relevant laws.

# Director Qualification Expectations

## Minimum Director Qualifications

Using input from the Nominating Committee, the Board is responsible for selecting the members who will be placed on the ballot for election to the Board. The Board will review the appropriate experience, qualifications, attributes and skills required of Directors in the context of the Society’s current circumstances and the Board’s needs at least every three years.

The Board expects that all Directors will, at minimum:

1. Be a member in good standing of the Society, committed to the Society’s mission and programs and in full compliance with the Society’s Conflict-of-Interest Policy.
2. Have relevant research experience.
3. Have experience or knowledge with respect to at least one area of the Society’s operations or area of board responsibility, such as strategic planning, financial management, technology, fundraising and development, public or government relations, scientific offerings and career development.
4. Be collaborative, with a strong orientation to the future and a commitment to improvement, organizational and personal learning, innovation, organizational sustainability, and intelligent risk-taking.

## Additional Qualifications for Society Leadership

* 1. Senior leaders should play a central role in setting values and directions, communicating, creating, and balancing value for all stakeholders, and in creating an organizational focus on action. They should strive to create an environment for empowerment, agility, and learning.
  2. Senior leaders must strive to build a culture of member engagement, developing the organization’s future leaders, and recognizing and rewarding contributions by committee members and staff. They should personally engage with key stakeholders. Senior leaders should continue to enhance their personal leadership skills. They should participate in organizational learning, the development of future leaders, succession planning, and in the recognition of opportunities and events that celebrate the membership.
  3. Development of senior leaders will likely include personal mentoring and/or participation in leadership development courses.

# Directors Responsibilities

Directors are expected to exercise appropriate diligence in providing managerial oversight and decision-making, and are expected to:

1. Attend and actively participate in the entirety of all Board meetings,. Further, it is expected that all in-person meetings will be physically attended unless excused by the President and/or Executive Director
2. Review and thoughtfully consider issues raised in all meeting materials and agendas in advance of the Board meeting.
3. Fully consider financial implications of all Board actions and make financially sound decisions consistent with the Society’s strategic plan.
4. Request/review other information from Directors, staff, and trustworthy and reliable experts, keeping within the Society’s confidentiality policy, where appropriate before making decisions or taking actions.
5. Be sensitive to indications of potential problems or concerns and make further inquiry until reasonably satisfied that the Board is dealing with those concerns appropriately.

# Other Expectations of the Directors

Together, the Board is expected to:

1. Meet at least four times per year.
2. Conduct self-evaluation and an annual performance review of each committee.
3. Maintain minutes of Board and committee meetings.
4. Review and approve policies and procedures relating to the work and structure of the Board.
5. Approve major engagements with respect to public policy and other external affairs activities.
6. Provide for the orientation of new Directors and make available continuing director education opportunities as appropriate.

In addition, Directors are expected to:

1. Join and participate as Board liaison of a Society committee or task force, if assigned.
2. Act as an ambassador for the Society to the general public, government agencies, and clients.
3. Advise the President and Executive Director upon any change in the Director’s professional responsibilities (such as resignation or change of employment) and prior to accepting an invitation to run for or serve on another Board of Directors.
4. Act as a mentor to other Directors.
5. Suggest to the Nominating Committee any potential Board candidates who fulfill the Board’s criteria for Directors and who could make significant contributions to the Board and the Society.
6. Contribute financially to the Society’s Foundation, according to ability.
7. Attend the Society’s annual meeting.

# Confidentiality

Pursuant to their fiduciary duties of loyalty, obedience, and care, Directors have an obligation to keep confidential all non-public information obtained by a Director that relates to the Society’s business. Directors must not use or disclose such information to any person or entity during or after service, except with written authorization of the Board or as may be otherwise required by law or regulation.

# Board Interaction With Media And Public Relations

The President and Executive Director are the primary communicators on behalf of the Society with donors, employees, clients, suppliers, the media, and others. To maintain consistency of message and protection of confidential information, requests for information or comment from the Board should be directed to the Executive Director. Other Directors should not communicate with representatives of the media regarding Society issues unless duly authorized by the President.

# Tenor Of Boardroom Deliberations

Achieving an atmosphere in which full and frank discussion can thrive, and consensus can ultimately be reached, is a challenge. It is the responsibility of the Board to act in the best interests of the Society. An environment of trust is essential to open discourse. Accordingly:

1. Any potential conflict of interest with the Society or its deliberations should be fully disclosed before such deliberations wherever possible.
2. Directors should seek to participate and express disagreement in an open and collegial manner, with developing consensus and resolution as the ultimate goal.
3. Directors should seek diverse opinions within the Board, including promoting input from as many Board members as possible for any given discussion.
4. Matters discussed in confidential executive sessions may only be disclosed to other Directors present at those deliberations unless duly authorized by the President.

As a nominee for the SRS Board of Directors, I understand the commitment fully. I am able to commit to the timeline and schedule to perform the duties of the SRS Board of Directors.

NAME (Printed): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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