

NGB BOARD MEMBER GUIDELINES

Proposed by NGB/AAC Working Group (October 2014)

I. Purpose

These guidelines have been prepared by the Working Group of the National Governing Bodies Council (NGBC) and the Athletes Advisory Council (AAC) to assist in promoting governance best practices for board members of National Governing Bodies (NGBs). These guidelines include legal and fiduciary duties, basic board responsibilities and governing standards. A summary of several important governance best practices is also provided.

Individuals who contribute time, expertise, and knowledge with integrity can have a tremendous positive impact on their sport and the entire U.S. Olympic movement. Conversely, board members who neglect their responsibilities or perform or behave poorly can have an adverse effect. With that understanding, the Working Group developed a framework through which NGBs may address situations in which board members are not living up to the obligations of board membership.

The Working Group's goal was to develop guidelines and recommendations that would be supported by NGBs and their athletes. In addition to expectation setting, these guidelines also provide a proposed process by which board members not living up to their board obligations may be removed.

II. Legal Responsibilities

National governing bodies are nonprofit organizations. They are tax-exempt under section 501(c)(3) of the Internal Revenue Code, making them subject to the same basic standards as other nonprofits. NGBs, as nonprofits, hold public trust. As a result, NGBs and their board members are subject to strict ethical guidelines and public scrutiny. Board members must meet three well-established legal standards of conduct when carrying out board responsibilities. They are:

Duty of Obedience ensures that operations and resources are aligned to fulfill the mission. Programs and services must support the mission. This relates directly to upholding the "public trust."

Duty of Care requires responsible financial and legal stewardship when making board decisions and taking action.

Duty of Loyalty requires sole commitment to the best interests of the organization. For example, board members cannot "self-deal" or use their board position for personal gain. Complying with the Duty of Loyalty also means that a board member cannot favor the interests of a particular stakeholder group above the overall interests of the NGB. For example, a coach who serves as a board member can and should voice the perspectives of fellow coaches in board discussions. But when voting, that coach must consider all relevant factors, including other constituent voices, and vote for and act on what is best for the entire organization.

III. Ten Basic Board Responsibilities

The major responsibilities of nonprofit boards are listed in Robert T. Ingram's acclaimed book, "Ten Basic Responsibilities of Nonprofit Boards, Second Edition." His book, published by Board Source, is generally accepted and widely used. His list follows, with a summary that adapts the responsibilities to NGB boards.

1. **Determine mission and purposes.** Boards create and periodically review a statement of mission and purpose that is relevant in the current environment and appropriately serves its primary stakeholders.
2. **Select the chief executive.** Boards reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. **Support and evaluate the chief executive.** Boards ensure that the chief executive has the moral and professional support he or she needs to further NGB goals.
4. **Ensure effective planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring plan goals.
5. **Monitor and strengthen programs and services.** Boards determine which programs are consistent with the organization's mission and monitor their effectiveness.
6. **Ensure adequate financial resources.** Boards make sure the NGB has the resources needed to fulfill its mission.
7. **Protect assets and provide financial oversight.** Boards assist in developing an annual budget and ensuring that proper financial controls are in place.
8. **Build a competent board.** Boards articulate prerequisites for board candidates, orient new members, and periodically and comprehensively evaluate their own performance.
9. **Ensure legal and ethical integrity.** Boards are ultimately responsible for adherence to legal standards and ethical norms.
10. **Enhance the organization's public standing.** Boards clearly articulate the organization's mission, accomplishments, and goals to the public, and garner support from the community.

IV. Ten Governing Standards

Understanding board responsibilities is fundamentally important. Understanding *how* to perform them is equally important. The following governing standards are listed in no particular order. Board members are expected to perform them all.

1. **Understand and execute board responsibilities**, while respecting the authority and responsibility of the chief executive.
2. **Lead strategically with a forward focus**; collaboratively with the chief executive, set strategic direction and high-level priorities.
3. **Do not micromanage** by getting caught-up in day-to-day details; respect the chief executive's authority to lead and manage the NGB.
4. **Commit to the best interests of the entire NGB**, vote and act responsibly for the NGB and all its stakeholders, not exclusively for one stakeholder group.
5. **Support board decisions** once they are made.
6. **Honor confidentiality** requirements and commitments.
7. **Behave ethically**, taking care to disclose and act appropriately on any conflicts of interest.
8. **Behave courteously**; communicate succinctly and respectfully; listen attentively to others; proactively encourage and seek to understand diverse viewpoints.
9. **Regularly attend and prepare** for board meetings and activities.
10. **Serve as NGB advocate**, speak well of the NGB and other board members.

V. Governance Best Practices

Over the years, NGBs have evolved from operating as simple volunteer driven sports organizations to operating more like businesses. Increasing legal and fiduciary responsibilities and the desire for systematic ongoing success requires this shift.

A. Roles & Responsibilities

Highly performing NGBs clearly define roles. Job descriptions that articulate roles and responsibilities for board members (and also for officers, chief executives, and committee chairs) should be developed, distributed and presented in a comprehensive board member orientation. These should be reviewed by all concerned annually. Board powers and key responsibilities are codified in NGB bylaws. NGBs are required to comply with the Ted

Stevens Olympic and Amateur Sports Act, USOC bylaws and to operate in accordance with nonprofit best practices. *See Appendix A for sample job descriptions.*

B. Board Recruitment

Board recruitment is strategic and proactive. NGBs should recruit individuals who are highly capable of performing board responsibilities and who they believe will act in accordance with best practices and governing standards. Where constituents drive the selection of board member candidates, the constituent group should keep this in mind. Careful consideration must be given to what each board candidate can contribute in terms of skills, experience, and sound judgment for the organization as a whole.

Well-qualified board members possess the highest personal values, judgment and integrity. They understand athletic competition, Olympic ideals and may be familiar with the business, financial, and other challenges that face the NGB. They may have a strong background in finance, marketing, fundraising, audit, management, communications, and sport. Before accepting a board position, candidates should be informed of board responsibilities and be asked if they are prepared to commit the necessary time and effort to fulfill them well. *See Appendix B for standard board member qualifications.*

C. Constituency Based Board Members

Many NGBs appoint or elect board members who represent various constituencies. The intent is to bring diverse viewpoints from within the NGB community to the board table for insightful discussion. However, there are a few caveats of this practice. The first is that conflicts of interest are inherent in stakeholder-based boards. Conflicts of interests are in and of themselves not bad. Rather, it is how they are addressed that is important. *See Appendix C to understand how to handle these responsibly.*

Second, whether a board member is recruited by the NGB or by a constituent group, it is critical that the individual brought forward meets the same standards of being highly capable of performing board responsibilities and is committed to acting in accordance with governing standards and for the benefit of the organization as a whole.

D. Athletes as Board Members

Athletes are key stakeholders to the NGB. The Ted Stevens Olympic and Amateur Sports Act requires that at least twenty percent of an NGB's board is comprised of athletes who are actively engaged in amateur athletic competition or who have represented the United States in an international amateur athletic competition in within the preceding ten (10) years. Athlete requirements for board membership are further defined in the USOC bylaws and NGB bylaws. It is critically important that athlete representatives on NGB boards are held to the same standards as all other board members. Given that athletes may be actively

competing or just beginning their professional careers, particular attention should be given to whether the athlete being put forward has the time, flexibility and focus to perform board service. To ensure participation, NGBs are to cover travel costs for athlete members to attend board meetings.

E. Ethics and Conflicts of Interest

Avoiding real or perceived conflicts of interest is a board imperative. The board develops and follows ethics and conflict of interest policies that are applicable to NGB stakeholders, including staff, volunteers, board and committee members. These stakeholders certify compliance annually, which includes completion of conflict of interest disclosure forms. See *Appendix C to gain insight into ethical considerations and conflicts of interest and how to handle them honorably.*

F. Fiduciary Responsibility

Financial oversight is a crucial board responsibility and includes, but is not limited to:

- Approving budgets.
- Hiring independent auditors to conduct annual audits.
- Approving any loans, accumulations and restricted accounts.
- Overseeing bank accounts, investment advisors and/or endowments.
- Monitoring sales transactions and checking for any unrelated business income.
- Complying with legal and fiduciary laws and regulations.
- Overseeing compensation, benefits and liability.
- Approving capital campaigns and fund raising goals.

G. Strategic Planning

Board members partner with the chief executive to set strategic direction and measure progress. NGBs that consistently achieve organizational and sport success work within a strategic framework that sets goals based on high level priorities, articulates measurable objectives, and rewards performance. The value of strategic planning lies not only in creating a plan document, but also in the planning process itself. If done well, this process provokes productive thought, sparks compelling dialogue, and fosters stakeholder collaboration and commitment to the success to benefit the entire NGB.

H. Fund Raising

Increasingly, NGBs are engaging in direct fund raising activities. Typically, staff directs and manages fund raising efforts, but board members assist. Board members are well aware of fund raising goals and can readily articulate reasons to give. It is a standard best practice for every board member to contribute personally. Many funders require 100% board giving before considering a funding request. Contributions may be in dollars, time and/or expertise. However, individual board member gifts do not afford undue influence or power.

I. Assessment

Chief Executive

The Board, or a subset of the board, should manage the chief executive's job performance annually. The job description, any performance goals and review process should be established and agreed upon with the chief executive at least one-year in advance of the review. Board members must commit to supporting the chief executive's efforts toward goal achievement, while simultaneously holding him or her accountable to those goals. Constructive feedback, both positive and developmental, should be given regularly throughout the year.

Board Members

The Board should engage in a self-assessment program. In addition to assessing the chief executive's performance every year, boards should assess their own performances. There are several ways this may be done. A survey could be administered on paper at a board meeting, or through a simple online tool. Individual board members may evaluate the board's performance as a whole, using board member responsibilities and governing behaviors as the baseline. Results should be reported to the board and discussed at a meeting. Board members should note areas of good performance and commit to improving as needed.

VI. Removal of Board Members

Board members are required to comply with applicable laws and regulations as they fulfill their duties and responsibilities. They are also expected to conduct themselves in accordance with best practice governing standards. As responsible stewards of the NGB, they should also work to ensure that their fellow board members do the same. Boards have the authority to remove poorly performing and/or unethical members. *Note: grounds for removal of board members and the process of removing them may apply also to Officers, and Standing Committee Members.*

A. Grounds for Removal

Best practices recommend that Board Members may be removed by the board for any of the following reasons:

- Failure to perform basic responsibilities, or doing so improperly.
- Failure to act in accordance with board governing standards.
- Failure to perform fiduciary obligations.
- Inappropriate disclosure of confidential information.
- Violation of NGB bylaws, or NGB rules, regulations or policies.
- Causing another to violate NGB bylaws, or NGB rules, regulations or policies.

- Engaging in conduct that is detrimental to the NGB or which is inconsistent with the best interests of the sport or of the NGB's athletes. *Note: This does not apply to board members who, in good faith, express minority viewpoints within board meetings while conducting themselves in accordance with the governing standards.*
- Engaging or having engaged in criminal misconduct.

B. Removal Process

It is the Working Group's recommendation that, in order to ensure a fair and transparent removal process, with support and buy-in from across the Olympic movement, the following process, at a minimum, be used:

- A member may not be removed without receiving written notice in advance of the meeting where the proposed removal action is scheduled for review and vote.
- The notice must specify the grounds for the proposed removal, and the position from which the board proposes to remove the member.
- Any member who is the subject of the proposed removal will have the opportunity to be heard, in person or telephonically, by the board in advance of the vote.
- Any decision of the board in favor of removal of a member will require at least a 2/3 vote of the entire board, excluding the member who is the subject of the vote.
- The board may remove a member from one or all positions on the board, including director, officer or standing committee member; provided, however, that a board decision to remove a director from the board shall simultaneously remove that director from any officer and standing committee position they may have concurrently held.
- Certain states require that constituency-based board members may be removed only by a vote of the constituency. In those cases, boards must, of course, comply with state law. It is recommended, however, that where the Board has the authority to remove the Board member, and such member is removed, the Board inform the relevant constituency leaders of the reasoning behind the board's action.
- Board members shall not be removed from the board or suffer harassment, retaliation or any adverse consequence due to vigorous, but respectful disagreement during board debate or the holding and expression of different viewpoints in board meetings.
- If an athlete board member is removed, the athlete should be replaced expeditiously, as the Act requires at least 20% athlete representation on NGB boards

NGB/AAC WORKING GROUP

NGB Council:

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APPENDIX A

Sample Job Descriptions

- **Board Members**

- Perform the “Ten Basic Responsibilities of Nonprofit Boards”.
- Govern in accordance with “Board Governance Style”.

- **Chair (President)**

- Assures integrity and fulfillment of the board’s duties.
- Sets all meetings and meeting agendas with chief executive.
- Presides over board meetings, facilitating discussion to ensure that the board focuses on priorities and not details.
- Manages board actions so that they consistently comply with NGB rules and those imposed upon it from outside authorities.
- Helps guide and mediate board actions, including the conduct of other board members.
- Encourages the board's role in strategic planning.
- Reviews organizational priorities with chief executive.
- Appoints committee chairpersons in consultation with other board members and chief executive.
- Acts as spokesperson with the chief executive.
- Manages chief executive’s formal performance evaluation.
- Has no individual authority to make decisions about policies created by the board.
- Manages annual board self-assessment.

- **Vice Chair (Vice President)**

- Acts in the absence of chair/president.
- Performs other responsibilities as assigned by the chair.

- **Board Treasurer**

- Oversees effective management of organization finances and fiscal priorities.
- Performs other responsibilities as assigned by the chair.

- **Secretary**

- Keeps the minutes of the proceedings of the board.
- Sees that all notices are duly given in accordance with the provisions of bylaws or as required by law.

- Is custodian of the corporate records.
- Performs all duties incident to the office of secretary.
- Performs such other duties as from time to time may be assigned by the chair.

- **Assistant Secretary (Optional)**

- Performs responsibilities listed in the secretary's job description - this position is filled by a staff person instead of a board member.

Note: some NGBs have only one officer--Chair/President. Staff performs duties of other officers as appropriate.

- **Committee Chair**

- Sets tone for committee work.
- Ensures that committee members have information needed to do their jobs.
- Oversees the logistics of committee's operations.
- Reports to board chair.
- Reports to full board on committee's decisions/recommendations, if requested.
- Works closely with chief executive and other staff as agreed to by chief executive.
- Assigns work to committee members, sets the agenda, runs committee meetings, and ensures distribution of meeting minutes.
- Initiates and leads the committee's annual evaluation (if standing committee).
- Performs other responsibilities as assigned by the chair.

- **Committees**

Effective committees are:

- Created for a specific purpose, then disband when the job is completed.
- Given specific working parameters, such as:
 - Measurable goals.
 - Budget guidelines (if a budget relevant and/or available).
 - Timeline & persons responsible.
 - Reporting requirements.
- Instructed that their work is given serious consideration, but recommendations may be accepted or rejected by the board and/or chief executive.

- **Chief Executive (Chief Executive Officer/Executive Director)**

- Leads with vested authority to make decisions on behalf of management.
- Is responsible for all staff functions, directly and indirectly.
- Oversees the hiring and firing of staff and staff's ethical and competent implementation of board policies, guidance and strategic direction.

- Determines size and compensation of professional staff in accordance with NGB's compensation policies and guidelines established by the Board.
- Co-creates strategic direction with the board.
- Develops a strategy for achieving the mission, goals and objectives, and presents the strategy for board approval.
- Is responsible for resource generation and allocation.
- Coordinates international activities.
- Acts as spokesperson with the chair.
- Prepares and submits quadrennial and annual budgets to the Board.
- Performs all functions as usually pertain to a chief executive.

APPENDIX B

Board Member Qualifications

- **Vision and Leadership**

- Guidance in areas of personal expertise.
- Ability to help create and shape long-term strategy and policy to support the NGB in achieving its mission.

- **Advocacy/Stewardship**

- Willingness to engage personally on behalf of the NGB and maintain a sense of values and concern for the NGB and its stakeholders.
- Ability to promote the views, interests and goals of the NGB to enhance its presence, both domestically and internationally, without forgetting the interests of the NGB's stakeholders through effective balancing of responsibilities and loyalties.

- **Character/Integrity**

- A character that is honest, open, sincere and trustworthy.
- No material conflicts of interest.

Note: Many NGBs require routine background checks for board candidates.

- **Independent Directors**

Independent directors who have no material relationship with the NGB are desirable because they offer the following:

- Fresh strategic perspectives and new ideas.
- Skills and knowledge currently not available within organization.
- Independent and objective views.
- Ability to tap into new funding sources.
- Free of "political" issues and ties.

Many NGBs define the requirements for independent status in their bylaws.

NGBs do not discriminate on the basis of race, religion, national origin, gender, age, orientation, handicap or veteran status. All qualified applicants will be given equal opportunity.

APPENDIX C

Ethics and Conflict of Interest

- Commit to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.
- Represent “unconflicted” loyalty to the interests of the NGB and all its stakeholders; this accountability supersedes any conflicting loyalty such as that to a specific constituency group and membership on other boards or staffs.
- Avoid conflict of interest with respect to fiduciary responsibility.
- Avoid self-dealing or any conduct of private business or personal services between any board member and the organization, except as procedurally controlled, to assure openness, competitive opportunity, and equal access to inside information.
- Absent himself or herself without comment, deliberation or vote when the board is to decide upon an issue about which a member has an unavoidable conflict of interest.
- Avoid using their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign; sitting board members and committee members may not be considered for open staff positions. Board members may be considered for employment by the NGB no less than one year after vacating their seat on the board. The board may, by a two-thirds (2/3) vote, determine that a lesser period of time is appropriate in extenuating circumstances.
- Annually disclose involvements with other organizations, with vendors, or any other associations that might produce a conflict or be perceived as producing a conflict.
- Attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
- Interact with the public, media, or other entities except to repeat explicitly stated board decisions.
- Give no consequence or voice to individual judgments of CEO or staff performance.
- Respect the confidentiality appropriate to issues of a sensitive nature, and do not breach the confidentiality of board executive sessions.