

Lutherans Concerned/North America Expectations for Board Members for 2010-2012 Term

- Being on the Board of Directors (Board) is a public role.
 - Board members' names are required to be listed in various legal filings (such as the US Internal Revenue Service Form 990 filing) which are records available to the public.
 - Additionally, Board members' names and roles are listed in many Lutherans Concerned/North America (LC/NA) publications (such as *Concord*, press releases) and at events.
 - Board members are listed on the LC/NA website.
 - For specific representative positions (i.e. Bisexual Representative, Transgender Representative), the director must be "out" as "Bi", "Trans", etc., as appropriate. For other positions, there is not a requirement to specifically state (or be "out" about) a director's sexual orientation or gender identity.
- Fundraising and development are critical parts of the Board member's role.
 - Board members are expected to be (and maintain) active membership in LC/NA.
 - Board members are expected to make a *substantial to them* contribution to LC/NA during their time on the Board.
 - Board members are expected to assist with additional fundraising efforts. These may include helping with grant request proposals, hosting fundraising events, attending local fundraising events, soliciting others to contribute, etc.
 - Board members are expected to participate in major fundraising campaigns. There is not a specific size donation, but 100% Board participation is expected.
- Board meeting attendance is expected.
 - The full Board of Directors meets 2-3 times per year (generally 5 times per biennium). These meetings typically run from first thing Friday morning through mid-afternoon Sunday. Thus, members normally fly in Thursday night and fly out Sunday late afternoon or early evening. The expectation is that Board members will attend each Board meeting for the full meeting time (*including Sundays*).
 - Meeting locations vary. We try to have at least some rotation around North America each biennium. Most meetings are held in the United States, but some are in Canada (and in the future, some may be in Mexico). Therefore, Board members should be able to travel to meetings in any of those locations.
 - Meeting accommodations vary. Traditionally, LC/NA Board meetings used "hosted housing" in various cities. Recently, we have found that the benefits of "retreat-style" meetings have outweighed the additional costs. Either way, single- or double-occupancy rooming (with no bed sharing unless requested by couples) is the norm. To the extent feasible, requests for specific roommates and other special requests/needs will be honored.
- Additional meeting attendance/representation is also expected.
 - Board members are expected to register for and attend the biennial LC/NA Assembly when they are nominated as well as the Assembly at the end of their term.
 - Board members may be expected to attend at least **1** additional meeting such as African American Lutheran Association (AALA), ELCA Lutheran Student Movement (LSM) Gathering, ELCA or ELCIC Churchwide Assemblies, etc., per year as a "representative of" Lutherans Concerned. This attendance may include staffing a booth/display, speaking at a workshop, or simply being present and visible.
- Participation on conference calls & email discussions is expected.
 - Because the Board members live all across the North American continent and only meet in person a couple of times per year, electronic communication is critical to the organization's operation. Board members are expected to regularly read Board email messages and respond in a timely manner as appropriate (i.e. email "voting," etc.).
 - From time to time the Board also meets via conference call. Members are expected to call in and participate in these "meetings" just like the in-person meetings. They are considered legal meetings of the Board.
- Normal and customary expenses related to serving on the Board are reimbursed.
 - From the LC/NA Reimbursement Policy:

It is the policy of Lutherans Concerned / North America (LC/NA) to reimburse expenses incurred by its employees, volunteers, and others when so directed by LC/NA for all authorized and pre-approved travel-related activities and expenses.
 - From the LC/NA Policies and Procedures Handbook:

Travel to Board meetings is reimbursed according to the following policy: The suggested deductible for travel expenses is \$100 per Board meeting; more if you can afford it, less if you can't. Reimbursement will be for the best available advance-purchase economy airfares or the least expensive fare utilizing another mode of transportation.

However, under no circumstances should a qualified person reject a call to serve solely for financial reasons. As God's people we are called to give of our gifts. Money is but one of those gifts.
 - All Board members are expected to submit a Meeting Expense Report **within 60 days** after each meeting regardless of whether any reimbursement is requested. It is important for the organization to know how much it is actually costing for meetings. Additionally, it is important for us to be able to document to potential grantors that Board members make a significant in-kind/financial as well as time contribution.

- LC/NA is moving toward a policy where all travel and expenses are fully reimbursed.
 - In the meantime, we continue to suggest that Board members who are able continue to contribute something toward meeting expenses.
 - LC/NA provides pre-paid long distance telephone cards for the Board members to use.
 - When requested by the Executive Director or Board to represent LC/NA at meetings other than Board meetings, there is not an expected deductible.
 - Since there will be a short Board meeting immediately preceding Assembly 2012, travel and the additional associated costs (housing, meals) for the Board meeting portion are treated as a Board meeting and will be reimbursed (there is still a suggested \$100 deductible). At present, the Board members are expected to pay for their Assembly 2012 registration fee.
- Board members are expected to conduct themselves in a professional manner.
 - Board members, officers and employees of LC/NA are expected to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of LC/NA, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. Board members may be required to sign a Code of Ethics document.
 - The Board generally uses the consensus model of decision-making. Thus, Board decisions should be “something that [every Board member] can live with.” During Board discussions, everyone is encouraged to participate and voice opinions. However, once a decision has been made, *all* Board members and staff are expected to publicly support the decision.
 - While serving on the Board, members will become aware of confidential and/or sensitive information solely due to serving in their position on the Board. Board members are expected to keep such information confidential.
 - Board members should not act upon 2nd-hand, 3rd-hand comments, rumors, accusations, etc.—instead, the “source” should be contacted directly to determine the “true story.” Board members, staff members, and volunteers should *NEVER* be manipulated against each other.
- The duties of Board members are varied.
 - Per LC/NA’s Constitution, the duties of the Board of Directors are:
 - The Board of Directors shall oversee the finances of the corporation by establishing and categorizing the amounts of membership dues, by adopting a budget and by utilizing other appropriate means.
 - The Board of Directors has the authority to delegate specific tasks to appointed members or groups of members.
 - In the absence of an authorized Chapter, the Board of Directors may authorize a "contact person(s)" as a representative of Lutherans Concerned/North America in a particular geographic region.
 - The Board of Directors has the authority to establish procedures for the periodic review of Chapter status and for the certification or decertification of Chapters.
 - LC/NA indemnifies and holds harmless its directors, officers, agents and employees, in the manner and to the full extent provided by Section 1.0875 of the Illinois General Not for Profit Corporation Act, for all claims, actions, causes of action or any other matter for which such indemnification is permitted by the Illinois General Not for Profit Corporation Act. This indemnification shall include the duty to defend any such person for claims arising out of such conduct to the extent permitted by law. LC/NA may, in the discretion of the Board of Directors, obtain insurance commonly known as directors' and officers' liability insurance and company reimbursement insurance with such coverage as the Directors, in their discretion, shall deem appropriate.
 - In 2004, the Assembly approved a change in the structure of the Board that eliminated the regional representation positions and replaced them with job-specific positions. Long term, the job-specific positions will decline as staff members are hired to assume those responsibilities; and, eventually, the Board will become a policy/governance board of five to seven persons that will oversee the Executive Director and staff.
 - During this time of transition for the organization, many of the director positions are “functional” positions (i.e. Director of Communications, Director of International Programs, etc.). These positions have been specifically selected to help meet organizational needs which would otherwise be unmet with the current available staff. When working in such a role, the Board member is, in essence, working for the organization under the direction of the Executive Director.
- LC/NA maintains Directors’ and Officers’ Insurance to protect both the organization and the individual Board members from legal fees and damages which may arise from serving on the Board.
- Exceptions will be handled on a case-by-case basis.
 - It is recognized and understood that serving as a director is a **volunteer** position. And, over the course of a 2-year term, many things in a person’s life may change. Therefore these expectations are just that—**expectations**—not hard and fast rules.
 - When considering serving as a director, if you have issues or concerns about any of these expectations, please discuss those concerns with either a member of the Nominating Committee, a Co-Chair, or the Executive Director.