

## **AMERICAN SMALL MANUFACTURERS COALITION BOARD OF DIRECTORS POLICY OF DUTIES**

Election to the American Small Manufacturers Coalition Board of Directors includes certain expectations of service which allow him/her to achieve the mission in which it was created. In order to effectively direct the organization towards achievement of this mission, it is imperative that Board members be able to demonstrate his/her commitment to the organization's mission, prior to his/her election. Potential Board candidates must be willing to commit and demonstrate the following:

1. An ASMC board member has to be politically knowledgeable and skilled at delivering results at the federal level.
2. An ASMC board member must be able to dedicate cash, staff, and time to serve on the ASMC Board and committee meetings (up to 15% time commitment per year).
3. An ASMC board member should have sufficient experience in the MEP system to understand and articulate broad concerns of MEP Centers and balance them with the needs of the entire MEP system.
4. An ASMC board member should have the credibility and respect of other members – sufficient to create action from colleagues.
5. An ASMC board member should be leading a good performing center and a Center in good standing with NIST.
6. An ASMC board member should be a leader in achieving ASMC required results, i.e. Dear Colleague Letter signatures, SME client testimony and letters.

Once elected, the ASMC Board is responsible for setting the mission and strategic direction of the organization and oversight of the finances, operations, and policies of ASMC. With regard to governance, the board:

- Ensures that its members have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of ASMC and its public purpose
- Has a conflict-of-interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal, or other means
- Is responsible for the hiring, firing, and regular review of the performance of its chief executive, and ensures that the compensation of the chief executive, the chief financial officer, and other senior management positions as the board deems appropriate is reasonable
- Ensures that the chief executive and appropriate staff provide the board with timely and comprehensive information so that the board can effectively carry out its duties
- Ensures that ASMC conducts all transactions and dealings with integrity and honesty
- Ensures that ASMC promotes working relationships with board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness, and openness
- Ensures that the organization is fair and inclusive in its hiring and promotion policies and practices for all board, staff, and volunteer positions

- Ensures that policies of ASMC are in writing, clearly articulated, and officially adopted
- Is responsible for engaging independent auditors to perform an annual audit of ASMC's financial statements, and has an audit committee that is responsible for overseeing the reliability of financial reporting (usually the responsibility of the finance committee), including the effectiveness of internal control over financial reporting, reviewing, and discussing the annual audited financial statements to determine whether they are complete and consistent with operational and other information known to the committee members, understanding significant risks and exposures and management's response to minimize the risks, and understanding the audit scope and approving audit and non-audit services
- Ensures that the resources of ASMC are responsibly and prudently managed
- Ensures that ASMC has the capacity to carry out its programs effectively

With regard to stewardship, ASMC manages its funds responsibly and prudently. The Board should therefore:

- Spend an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management
- Compensate staff, and any others who may receive compensation, reasonably and appropriately
- Not accumulate operating funds excessively
- Ensure that all financial reports are factually accurate and complete in all material respects

With regard to openness and disclosure, ASMC will provide comprehensive and timely information the media, and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about ASMC will fully and honestly reflect the policies and practices of the organization.

It is the responsibility of all directors, officers, and employees to comply with the code of ethical conduct and to report violations or suspected violations to the Chairman of the ASMC Board of Directors in accordance with the whistleblower policy. The compliance officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days, unless the submission of the violation is anonymous. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.