Northeast Deaf and Hard of Hearing Services Board Service Requirements

Terms of Service:

Regular board members serve for a term of 3 years. Each year elections are held for officer positions, which are Chairperson, Treasurer, and Secretary.

Requirements for Board Service:

1. Establish the general policies that govern the operation of the Northeast Deaf Hard of Hearing Services, Inc. (The organization).
2. Develop a long range plan for The organization, which includes:
   a. A clear and current mission statement.
   b. Regular opportunity to monitor The organization’s progress in relationship to the plan.
3. Select and appoint the Executive Director of The organization.
   a. Encourage and support that individual.
   b. Evaluate the performance of the Executive Director on a regular basis.
4. Manage and control the property, affairs and business of The organization.
5. Supervise the annual budget.
6. Actively raise funds for on-going operations, projects, and programs.
7. Provide continuous self-evaluation and renewal to the Board of Directors.

Responsibilities of Individual Board Members:

1. To be strongly committed to the mission and goals of The organization.
2. To work to secure understanding and acceptance of The organization.
3. To be knowledgeable about The organization’s operation, services, strengths, and weakness.
4. To actively participate in fundraising efforts to ensure The organization's on-going success and growth.
5. To be objective and constructive in evaluating The organization's personnel, programs, problems, and policies. The proper channel for all reprimands, criticisms, or directives regarding The organization is through the Chairperson of the Board of Directors, who will inform the Executive Director.
6. To budget time and plan ahead in order to attend the meetings of the Board of Directors and the committees to which one is appointed.
7. To recommend others who can serve on the Board of Directors.
8. To respect the work and authority of the Board of Directors; maintain the confidentiality of the deliberations of the board; and support the majority action of the Board of Directors.

9. To devote a minimum of 4 hours per quarter and/or equivalent financial support to the growth and development of The organization and its employees.

10. To visit the center within the first 8 weeks of becoming a member of the Board of Directors in order to become familiar with The organization's personnel, operations, and location.

**Conflict of Interest Policy:**

Any possible conflict of interest on the part of any member, director, office or employee in the Corporation, or a member of the immediate family of any such person, shall be disclosed in writing to the Board of Directors. In addition, when a director has any interest in any transaction that involves a specific issue before the Board of Directors, any potential conflict of interest shall be made of record through complete and full written disclosure to the Board of Directors.

Notwithstanding any of the foregoing, a transaction involving a director or officer, or a member of the immediate family of any such person, shall be prohibited unless it is in the best interests of the Corporation, the transaction is for goods or services in the ordinary course of business of the Corporation for the actual and reasonable value (or for a discounted value) of the goods or services, the transaction is fair to the Corporation, and the appropriate actions as set forth herein are taken.

When a transaction involving a director or an officer, or a member of the immediate family of any such person, exceeds Five Hundred Dollars ($500.00) but is less than Five Thousand Dollars ($5000.00) in a fiscal year, the transaction must be approved by a two-thirds (2/3) vote of the Disinterested Directors (as hereinafter defined) without the participation, voting, or presence of any director or officer with a financial interest in the transaction or a director or officer who has had a pecuniary benefit transaction (as defined in RSA 7:19a, I(c) with the Corporation in the same fiscal year.

When a transaction involving a director or an officer, or a member of the immediate family of any such person, exceeds Five Thousand Dollars ($5000.00) in a fiscal year, then:

(i) the two-thirds vote of the Disinterested Directors is required.

(ii) prior to the consummation of the transaction, the Corporation must publish notice of the transaction in a newspaper of general circulation in the community in which the Corporation's principal office is located or in a newspaper of general circulation throughout the State of New Hampshire.

(iii) prior to the consummation of the transaction, the Corporation must provide written notice of the transaction to the Office of the Director of Charitable Trusts of the Office of the New Hampshire Attorney General.
The minutes of the meeting in which a transaction is considered to be undertaken pursuant to this conflict of interest policy shall reflect the disclosure that was made, the abstention from voting of the interested parties and the actual vote itself.

Every new director will be advised of this policy upon assuming the position of director and shall sign a statement acknowledging and understanding of and agreement to this conflict of interest policy. The Board of Directors will comply with all requirements of New Hampshire law concerning conflicts of interest related to non-profit entities, and such New Hampshire are hereby incorporated into and made part of this conflict of interest policy by reference.

For the purposes of this conflict of interest policy, a Disinterested Director is a director who does not have a financial interest in the transaction under consideration and has not been involved in a different transaction subject to this Conflict of Interest Policy within the same fiscal year.

Notwithstanding anything herein to the contrary, under no circumstances is the Corporation to make any loans to any director or officer of the Corporation.

**Committees:**

**Nominating Committee:**
- The Board of Directors may designate members of the board to serve on a Nominating Committee. The members of the Nominating Committee will present a list of potential Board members to the Board of Directors. From this list the Board will vote on each nominee. The Board of Directors will have the power to reorganize members of the Nominating Committee—fill vacancies or discharge a person from the Nominating Committee.

**Executive Committee:**
- The Executive Committee consists of the Chairperson of the Board of Directors, the Secretary, the Treasurer, and the Executive Director. The Executive Committee will meet bimonthly.

**Ad Hoc Committees:**
- Special focus committees will consist of volunteer Board members who shall form as the needs of The organization and/or the Deaf/Hard-of-Hearing communities arise. These committees may include outside individuals, such as community leaders, community members, or other volunteers.

**Compensation Policy:**
- Members of the Board, the Nominating Committee, and the Executive Committee or other committees of the Board of Directors shall receive no compensation for their services as members of the board or of any committees.

For more information about anything related to serving on The organization's Board of Directors, please contact the Nominating Committee Chairperson, Mike Ritter via email.