

IUGA Board Members' Duty of Care

Introduction

As the reputation of the association is of the utmost importance, it is critical that IUGA conducts business in an ethical and transparent manner. As such, every board member must agree to uphold the highest level of integrity in relation to board activities. This document outlines the board member's commitment to IUGA and provides an understanding of the general board responsibilities. This document stresses the moral, fiscal, and legal role of board members.

Board members are the representatives and guardians of the association. There is an expectation of loyalty in prioritizing the needs of the association and carrying out the wishes of the entire membership. As such, the following activities are expected of every board member.

Serve as an ambassador for the board, the association, and members

- Know, effectively articulate, and strive to realize the mission, purpose, goals, and policies of IUGA and IUGA programs.
- Represent IUGA to the community.
- Lead by example in serving the needs of the association and its members and in representing the interests and ideals of the urogynecological field.
- Read and understand the bylaws, policies, financial reports, committee reports and other documents pertaining to the operations of IUGA.
- Fully, freely, and fairly share opinions at board meetings, while always supporting Board decisions outside the Boardroom.
- Be loyal to IUGA, always exercising board powers in the interest of IUGA, and not for personal interests.
- Welcome diverse points of view, not personalize disagreements, discuss issues, not personalities and avoid ad hominem (personal) attacks on board members, staff or other volunteers.

Attend and participate in Board and Committee Meetings.

- Participate in all scheduled board meetings and other relevant IUGA events including the Annual Meeting and in person board retreats.
- Read materials sent in advance of the board meetings.

Take an active role in determining the direction of the association.

- Act as a Board liaison to at least one committee. Attend all regular committee meetings and actively participate in the proceedings.
- Understand the values of IUGA and use them in making decisions. Preserve the investment of time and money made over years by all the donors and volunteers who founded the association and brought it to this point.
- Participate in establishing, approving, and monitoring implementation of organizational policies and programs.
- Support, advise, and participate in periodic evaluation of the IUGA Office.
- Assess IUGA performance and assist in setting strategic goals and objectives.
- Participate in votes (even if only abstaining).
- Learn about IUGA, read financial reports and other IUGA documents, and keep up-to-date on IUGA programs, finances, and management.
- Be accessible, at least by phone or e-mail, to staff and other board members as needed.
- Fulfill commitments within agreed-upon deadlines.

Ensure financial accountability

- Be fiscally responsible for the organization by being familiar with understanding, reviewing, approving and monitoring the financial statements and budget.
- Contribute to the financial well-being of IUGA and seek financial support from others for IUGA as well.
- Ensure funds are not misused or misappropriated on luxuries or to personally benefit members of the board.

Maintain confidentiality

- Treat all information and documentation received from IUGA and others in connection with service on the board with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with anyone other than board members, IUGA office staff, and attorneys of IUGA.
- Maintain confidentiality of all IUGA board meetings and other matters.
- Maintain the confidentiality of the private information of the organization, staff, clients, and other board members.
- Continue obligations of confidentiality, even after board term expires, with respect to information acquired as a consequence of board service.

Maintain transparency

- Abide in all respects by all rules and regulations of the association, including but not limited to the association's Articles of Incorporation and Bylaws.
- Obey all applicable international, federal, state and local laws and regulations, and fully cooperate with the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
- Conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and reasonable competence.
- Support operating as much as possible in an open and transparent manner, while keeping in mind that some issues must be kept confidential.

Avoid any conflicts of interest

- Agree to fully comply with the IUGA conflict of interest policy and to annually submit the conflict of interest disclosure form to the IUGA office at the beginning of every year.
- Act in the best interests of the association and not for personal or third-party gain or financial enrichment.
- Refrain from presenting at any sponsored industry event, session or symposium at any meeting organized by IUGA, endorsed by IUGA, or representing IUGA while serving as a board member.
- Refrain from abusing their position by using board membership or the association's staff, services, equipment, resources, or property for their personal or third-party gain or pleasure and shall not represent to third parties that their authority as a board member extends any further than it does.
- Refrain from soliciting or accepting gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special privileges to such donors.
- Maintain and promote high ethical standards including good-faith board decision making and avoiding an actual or perceived conflict of interest with other activities, interests, and/or organizations with which they may be involved.

Intellectual Property

- IUGA board members participate in the development, modification and refinement of written, electronic and other materials in furtherance of IUGA's purposes and mission (collectively, the "Intellectual

Property”), for good and valuable consideration. All intellectual property is completely, exclusively and irrevocably owned by the association.

- Upon termination of service, a retiring board member will promptly return to the association all documents, electronic and hard files, reference materials, and other property entrusted to the board member for fulfilling his or her job responsibilities.

Agreement Signature

By signing this contract and serving as an IUGA board member, the undersigned agrees to comply fully with the terms and conditions listed above and the conflict of interest policy. If a board member can no longer fulfill the duties and responsibilities outlined, he or she will be expected to resign from the board. Upon resignation, the resigning board member will assist in arranging the transfer any outstanding responsibilities to other members of the board. If he or she acts in bad faith, there is a possibility of personal liability in lawsuits brought by a private person, a business, a governmental entity, or even the organization itself.

Board member signature _____ Date: _____

Board member name _____ Position: _____

Board member term From _____ until _____