



## Guidance for Potential and New Board Members

This guidance document summarizes the expected time commitment and duties of Board members for the Bank-Fund Staff Federal Credit Union (BFSFCU or Credit Union). Individuals considering running for the Board should be aware that this is a non-remunerated position requiring a significant time commitment. In general, Board members need to commit approximately 12-24 hours per month to BFSFCU matters. In addition, Board members must act in accordance with their fiduciary responsibilities to the BFSFCU and its membership, the BFSFCU bylaws, and all other applicable laws and regulations.

### 1. Time Commitment

The regular time commitment expected of Board members includes:

- Monthly Board meetings with Senior Management (2-3 hours);
- Executive Sessions for Board members only, held monthly or as needed (1 hour);
- Board Committee meetings, held at least quarterly and often monthly (3-4 hours);
  - Please see *Board Committee meetings* section for more details.
- Review/preparation of materials for the above meetings (5-10 hours); and
- Periodic training in person or online, monthly or as needed (1-2 hours).

In addition, annual commitments include:

- Annual Meeting of all BFSFCU members (approximately 2 hours/year);
- Annual Strategic Planning Workshop for the Board and Senior Management (1-2 days/year).

Greater time commitments may be required of the Board President and Secretary due to their additional responsibilities; and of all Board members toward the end of the calendar year due to budget planning.

Attendance requirements: A strong attendance record is required to continue to serve on the Board. If a Board member fails to attend monthly Board meetings for three consecutive months or four meetings within a year, or otherwise fails to perform any of his/her duties as a Board member, that individual may be removed from the Board in accordance with the BFSFCU bylaws. For the effective functioning of the Board, Board members are generally expected to attend meetings of the Board and Board Committees in person, although participation in meetings via teleconference can be accommodated on an occasional basis.

Monthly Board meetings: These are normally scheduled as two-hour lunch meetings on the last Thursday of the month with the exception of November and December. Dates are approved prior to the start of the next calendar year. The duration of each meeting depends on the agenda. The focus of the monthly meetings is on operational issues and approval items. Preparation for the meeting involves a review of both the prior meeting minutes and the current



monthly Board package as well as preparation of questions related to the Board package and any Board Committee reports.

Executive Sessions: These meetings, which are for Board members only, may be scheduled each month to discuss and/or decide specific matters as needed.

Board Committee meetings: Board members (except for the President) are expected to serve on at least one of three standing committees: Human Resources, Finance, and Member Services and Technology. Some members serve on more than one committee. Each Committee has its own terms of reference, schedule of meetings, and yearly work plan; and typically handles and prioritizes the technical work on proposals that may be forwarded to the Board. Committee meetings are scheduled by each Committee's Chair, who is appointed by the President of the Board. Committee meetings are held at least quarterly but often monthly depending on the Committee's work program. Committee meetings are open to all Board members, whose attendance is encouraged; but only Committee members can vote on issues requiring a Committee decision.

Annual Meeting: The Annual Meeting of BFSFCU members is held each year in April. Items of business include reports from the Board, Management, Credit Committee, and Supervisory Committee, as well as the announcement of election results.

Strategic Planning Workshop: The Board and the Senior Management team meet annually for a Strategic Planning Workshop, which can run from one to two full days. Board member attendance at these workshops is critical, as this time is devoted to broader strategic issues and directions which cannot be fully addressed during the monthly Board meetings.

## **2. Duties**

Board members have a fiduciary responsibility to the BFSFCU as an institution as well as to its broad membership base. Each Board member must handle BFSFCU issues in a reasonable and prudent manner taking into account the safety, soundness, and long-term success of the BFSFCU.

Board members must maintain the confidentiality of internal BFSFCU matters, including but not limited to proprietary information, personnel matters, and other sensitive materials.

All Board member actions must be consistent with the BFSFCU bylaws as well as all applicable legal and regulatory requirements.

Any Board member who fails to perform any of his or her duties as a Board member may be removed from the Board in accordance with the BFSFCU bylaws.