



PDA BOARD MEMBER ROLES AND RESPONSIBILITIES

Approved by the Board of Directors on December 11, 2023

With the arrival of our new CEO, the PDA Board is transitioning from a working board to a governing board with the primary roles of providing strategic direction, governance, and oversight to guide the organization towards achieving its mission. This involves hiring and supervising the President & CEO, setting policy, ensuring fiscal responsibility, and safeguarding the organization's long-term sustainability.

With this transition, we must be clear about the roles and responsibilities of individual Board directors. It's important to remember that ***Board members have no individual authority or responsibility related to PDA and its operations.*** They may act only as a member of the full Board as it executes its responsibilities.

Individual PDA Board Members should fulfill their responsibilities as follows:

- Prepare for, attend, and engage during Board meetings.
- Participate on at least one Board committee.
- Understand and support PDA's mission, vision, and values.
- Abide by the Member Code of Conduct and Conflict of Interest policy.
- Comply with established policies.
- Support the President & CEO.
- Monitor implementation of PDA's strategic plan.
- Abide by the duties of care, loyalty, and honesty.
- Act as an ambassador for PDA and advocate for its mission.

Individual PDA Board Members may not:

- Get involved in the day-to-day operations of PDA.
- Sign contracts on behalf of PDA.
- Direct or make special requests of the President & CEO, staff, legal counsel, or chairs of national committees. Ideas, questions, and concerns of Board members must be taken to the Board Chair or the President & CEO as appropriate.
- Initiate new committees, programs, or task forces without the knowledge and approval of the President & CEO or Board as appropriate.

Failure to abide by the above may lead to discipline up to and including removal from the Board.