



Board of Directors Duties and Responsibilities

Purpose:

The purpose of this Statement is to set forth the standards of conduct and responsibilities of the Barren Inc. Barren County Chamber of Commerce (the “Agency”) Board of Directors in furtherance of efficient operations to promote and assist economic growth in Barren County and fulfill the purpose of the Agency as set forth in the General Municipal Law.

Roles and Expectations:

It is the responsibility of the Board members to execute direct oversight of the Agency’s Executive and the effective and ethical management of the Agency. Board members are expected to understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Agency. In executing their role, Board members shall adhere to the fiduciary duties of care and loyalty which they owe to the Agency.

- A. Duty of Care: A Board member must perform his or her duties, including those duties as a member of any committee of the Board upon which he or she may serve, in good faith and with that degree of care which an ordinary prudent person in like position would use under similar circumstances.
- B. Duty of Loyalty: Board members are bound by their duty of undivided and unqualified loyalty to the Agency, a duty which encompasses good faith efforts to ensure that their personal profit is not at the expense of the Agency.
- C. Adopt policies and procedures for the Agency and review on an annual basis
- D. Board members may exercise and fulfill these duties by:
 - a. Understanding the Agency’s role in the economic development & business community;
 - b. Regularly attending and constructively participating in meetings of the Board and related committees;
 - c. Reviewing and understanding the materials provided in advance of meetings and any other materials provided to the Board from time to time;
 - d. Informing oneself prior to making decisions by utilizing material information reasonably available; and
 - e. Remaining reasonably accessible to the President & CEO on specific issues which may not require the attention of the entire Board but where an individual Board member’s insight may be helpful;
 - f. Review and monitor the implementation of financial and management controls

Board Member Conflicts:

- A. Conflicts of Interest: Board members are required to conduct themselves in compliance with the Conflict of Interest Policy of the Agency. Board members will be required to sign and disclose any potential conflicts or interests.
- B. Personal Loans: Board members may not accept or approve any personal loans from the Agency.
- C. Decorum: Board members must not engage in conduct or make any public statement likely to prejudice the functions of the Agency or harm, defame or otherwise bring discredit upon the Agency.
- D. Separation of Board and Management: No Board member may serve as the Agency's Executive or hold any other equivalent position while also serving as a Board member.
- E. A Board member or Board nominee:
 - a. Is not, and in the past two years has not been, employed by the Agency or an affiliate in an executive capacity;
 - b. Is not, and in the past two years has not been employed by an entity that received remuneration valued at more than \$15,000 for goods or services provided to the Agency;
 - c. Is not a relative of the President & CEO; and is not, and in the past two years has not been a lobbyist registered under the state or local law and paid by a client to influence the management decisions, contract awards, and rate determinations or any other similar actions of the public authority or affiliates.

Board Committees and Composition:

The Board of Directors may appoint standing and ad hoc committees. Committee appointments are based on a Board member's skills, profession, and/or career experiences. The committee structure suggests that Board appointees have experience or skills related to the tasks of each committee.