



Association of Public Treasurers of the United States and Canada

Policy:	Board Oversight and Authority
Strategic Objective:	Board Governance
Adopted:	August 20, 2020
Review Committee:	Advisory Committee
Review Approval Date:	November 16, 2023

Policy

Under the authority of the APT US&C Bylaws (Article VI, Section 2), members of the Board of Directors are responsible for the leadership and oversight of the Association. This includes, but is not limited to the following procedures. If there is any obvious, or unresolved apparent conflict between these policies and the bylaws, the provisions of the bylaws shall take precedence.

Procedures

- **Board Member Orientation:** New members of the board will participate in a board orientation within 30 days following the election. Orientation will include, but is not limited to, the dissemination and review of bylaws, policies/procedures, prior board meeting packets (a minimum of two), access to website resources and board page. At the discretion of the President, the Executive Director or other designee will be responsible to conduct the orientation.
- **Code of Ethics and Conflict of Interest:** Following the election, all officers and directors elected to serve on the board will sign the Code of Ethics and Conflict of Interest statements to be kept on file in the Association corporate office. These documents will be reviewed annually at the new board's first meeting. The board has the authority to update these documents as necessary.
- **Committee Chair Assignments:** The President will make Committee Chair assignments and communicate said assignments no later than 30 days following the annual election. Committee Chairs will be given the written descriptions of the role of the Committee Chair and responsibilities of the Committee. Committees are responsible to the Board of Directors and all recommended actions must be taken to the board for final approval before implementation.
- **Communications:** All communications sent on behalf of APT US&C will be prepared on the official APT US&C letterhead. A copy of the letterhead will be available on the APT US&C website private board page. A record of official communications will be maintained by the Executive Director for reference.
- **Insurance:** The Association will maintain the following insurance policies to protect the Association, its elected and appointed directors, the Executive Director, and all persons acting as an agent on behalf of the Association:
 - Directors and Officers Liability, Professional Liability, General Liability and Crime

Copies of all policies will be available to the board.



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- **Meetings**
 - **Decision-Making Process:** A quorum is required for the transaction of any business of the Association. Decisions will ideally be made through consensus leading to a formal vote to record the decision. A favorable vote of a majority of the members present is required for approval. Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. Directors will welcome and respect the diverse views of all board members, maintain confidentiality as required, and offer public support for Board decisions.
 - **Minutes:** Official business of APT US&C will be documented with meeting minutes, including all board and committee meetings, and contain the following action items: date, time, and location of the meeting; attendee names: present and absent; time the meeting was called to order, adjourned and recessed; and each action item voted on including the name of the person making the motion, second, and outcome of the vote (Motion Carried, Motion Failed). All negative votes should be recorded by name if requested by any board member at the time of the action.
 - **Schedule:** The board will make every effort to meet on a monthly basis with a required minimum of two in-person meetings per year. The President will set the meeting schedule and share with the board members no later than 30 days following the annual election or prior to the start of the new fiscal year. The first board meeting will be conducted in person within 48 hours of the annual election. A mid-year board meeting will be held in person at a future or prospective site of an annual conference.

- **Policy Review and Amendment:** Create, implement and monitor policies and procedures to achieve the objectives of the Association. All policies and procedures will be reviewed at least every two years with recommendations presented to the Board of Directors for review and approval. The Executive Director will be responsible for maintaining a policy review schedule. A majority vote from the board constitutes acceptance of recommended changes. All policies will be formatted to include the name of the policy, strategic objective, date the policy was adopted, committee responsible for review and the review approval date.

- **Working Relationship with Executive Director:** The Executive Director works cooperatively with each board and committee member but is ultimately responsible to the President to carry out the objectives of the Association. The board relies upon the ability, training, expertise and experience of the Executive Director to plan for and coordinate services and programs for the Association. The inclusion of the Executive Director at all board and committee meetings is essential to the effective work of the Association.