



The Board's basic responsibility is to set the strategic direction of the credit union and to monitor (or oversee) the CEO's implementation on a routine basis. The Board's oversight functions involve monitoring the credit union's business and affairs including financial performance, the CEO's performance, corporate and risk management policies and compliance with legal obligations and credit union policy.

Board members have a fiduciary responsibility to the Credit Union, responsibility to each other, to the members of WECU, and to the employees of WECU.

Expectations of the Board as a Whole:

1. To hold itself accountable, on behalf of WECU members, by ensuring that every action it takes is consistent with the Board's policies and WECU bylaws.
2. To speak with one voice and recognize that the Board has one employee only: the CEO.
3. To commit itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.
4. To have loyalty to members, unconflicted by loyalties to staff, other organizations, or any personal interest as a consumer.
5. To actively discipline themselves and other members of the Board of Directors by identifying board actions and conditions that run counter to the Board's governance policies or WECU Bylaws.
6. To hold to all terms and conditions of the Oath of Office and Commitment to Serve.

Expectations of the Board Member:

1. To respect the confidentiality appropriate to all issues of a sensitive nature.
2. To become familiar with the Board's policy manual and with WECU's Bylaws.
3. To attend board meetings regularly.
4. To prepare for the board meetings and potential deliberations by reading the agenda and related items. It is the responsibility of each board member, if not prepared, to notify the Board Chair at the appropriate place in the agenda.
5. To participate in board meetings, in policy decision-making, and in ad hoc committees, if appointed.
6. To bring to the Board issues for discussion and consideration.
 - a. Meeting discussion content will be only those issues, which, according to board policy, clearly belong to the board to decide or to monitor.



GP-4

- b. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
7. To support the legitimacy and authority of the final determination of the board on any matter, irrespective of the member's personal position on an issue.
8. To invest personal energy and skills in the purposes and objectives of WECU, seeking opportunities where individual skills and abilities can be appropriately applied to the Board's work.
9. To adhere to, and to exhibit, WECU's Core Values and Organizational Behaviors, as defined in the Board-approved strategic plan.
10. To show respect for others and their right to disagree.
11. To avoid conflict of interest with respect to fiduciary responsibility.
(See GP-12 Conflict of Interest)
 - a. If the board is to decide upon an issue about which a board member has an unavoidable conflict of interest, that board member shall withdraw without comment not only from the vote but also from the deliberation.
12. To not use their position as a Board member to unduly influence employment decisions in the organization for themselves, family members, or close associates.
13. To understand that a board member's interaction with the public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
14. To bring to the Chair's immediate attention any condition or action that they believe violates the Board's governance policy, or WECU bylaws.

Board Meeting Attendance

1. Board Meeting Frequency and Quorum
It is the Board's intention to meet monthly. A majority of the total number of board members must either be physically present or engaged in the meeting by using CMC (Computer Mediated Communication) technology for the transaction of business of a regular meeting.
2. If a board member is absent from more than one-fourth of the regular board meetings in a rolling 12-month period in a term without being reasonably excused by the board, s/he shall no longer serve as a director for the period remaining in the term.
3. An excused absence takes an approved motion of the board and may be extended in the following situations:
 - a. Official WECU business, to include required meetings and training conferences. This includes travel days (one day prior to official start date and one day after the official end date of the conference if more than 250 miles from WECU's main office.)
 - b. A medical condition requiring rest and confinement of the board member.

- c. Casualty or accident beyond the board member's control that physically prevents him/her from attending (snow storm, bridge out, car wreck, flat tire, house burned down, etc.)
 - d. Work commitment.
 - e. Family emergency requiring the board member's presence for physical or emotional support.
4. While a physical presence at all scheduled board meetings is strongly encouraged, teleconference and/or video attendance may allow a board member to be considered present if the Board Secretary determines the board member contributed to the meeting to the same extent as those physically present. If the Board Secretary determines the board member did not contribute to the same extent as those physically present, the Board member will be considered unexcused. The Secretary will ask if anyone objects to considering the board member present or excused for that meeting.

In Addition:

1. Board members' guidelines, policies, and procedures will, generally and as appropriate, be aligned with those to which WECU employees are subject.
 2. A board member may not attempt to exercise individual authority over the organization; board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 3. Board members are required to have at least a working familiarity with basic finance and accounting practices or show the aptitude and commitment to achieve working knowledge within 6 months of election, including the ability to read and understand the credit union's balance sheet and income statement and the ability to ask, as appropriate, substantive questions of management and auditors.
 4. Board members are required to have at least a working familiarity with common business technologies,* have a reasonable understanding of how to use those technologies, or show the aptitude and commitment to achieve working knowledge within 6 months of election or appointment, including the ability to use (e.g.) Skype or Zoom for any CMC (Computer Mediated Communication) board attendance.
*“Common business technologies” is defined as the ability to use a personal computer, use common business software, use email and browse the internet.
 5. Communication, Collaboration and Tools
 - WECU will provide a secure platform to facilitate online communication, collaboration and document retention for the Volunteers in support of their work.
 - The intent of this platform is to enhance and support the board's dialogue; not to replace nor substitute face-to-face discussion.
-



GP-4

- Board members are expected to use this platform to communicate and to review policies and agendas.
- Board members are expected to check this platform a minimum of every three days. Common sense will dictate each user's participation.
- Board members are expected to read every discussion; silence will be interpreted as no opinion or as having no additional comment on the topic.
- If there are discussion items that need to be attended to urgently, the board chair, or designee, will send an e-mail asking for time-sensitive response to platform discussions.

To distinguish its own unique job from the tasks of staff, the Board will focus on the following:

1. Written governing policies which, at the broadest level, address:
 - A. **Governance Process:** Specification of how the Board conceptualizes, carries out, and monitors its own tasks.
 - B. **Board-CEO Relationship:** How power is delegated and its proper use monitored; the CEO's role, its authority and accountability.
 - C. **Executive Limitations:** Constraints on CEO authority that establish the prudent and ethical boundaries within which all CEO activity and decisions must take place.
2. Overseeing the development of WECU's Vision, Mission, Guiding Principles, and Strategic Plan.
3. Assessing the results of the Board-approved Strategic Plan.
4. Ensuring that WECU avoids unacceptable actions and situations as prohibited in board Executive Limitation policies.