



Board Director Duties & Responsibilities

Reports to: Membership
Supervises: Chief Executive Officer

Last reviewed: March 18, 2025

PURPOSE

On behalf of the members of OCCU (“Credit Union”), the Board of Directors (“Board”) is responsible for the safety and soundness of member funds. The Board accomplishes this oversight by creating, reviewing and approving Credit Union policies, strategic planning, CEO accountability, financial governance and regulatory compliance.

QUALIFICATIONS

- Be a member of the Credit Union.
- Be committed to fulfilling the time requirements.
- Comprehend the financial concepts and procedures critical to the Credit Union operation.
- Function effectively as part of a team.
- Possess a personal commitment to promoting the credit union movement.
- Use sound judgment and provide input based on concern for the members’ best interest.
- Support the credit union philosophy and credit union movement when representing the Credit Union.
- Satisfy any bonding requirements of the Credit Union.
- Agree to and abide by the terms of the Credit Union’s *Policy 2.6 Standards of Ethical Conduct*.
- Be eligible to vote in Credit Union elections and at membership meetings.
- Not be employed by the Credit Union, nor be employed by nor an officer of any other depository financial institution, within the past two (2) years.

DUTIES*

- **Duty of due care.** This responsibility generally requires that a director must discharge the duties with the care of an ordinary prudent person in a like position would exercise under similar circumstances. (ORS 65.357)
- **Duty of loyalty.** Directors have a duty to give their undivided loyalty to the organization. Decisions regarding the organization’s funds and activities must promote the organization’s public purpose rather than private interest.
- **Duty of obedience.** Directors have a duty to follow the organization’s governing documents (Articles of Incorporation and Bylaws) to carry out the organization’s mission and to ensure that funds are used for lawful purposes.

* *From the Secretary of State’s A Guide to Nonprofit Board Service in Oregon.*

SPECIFIC RESPONSIBILITIES

CEO OVERSIGHT

- Hire a CEO, analyze market compensation and determine a fair and reasonable total compensation package.
- Define the scope of the CEO's responsibilities and annually review their performance.
- Monitor the CEO's performance against established goals and objectives and provide feedback, evaluation, and take corrective action as necessary.
- In collaboration with the CEO, develop and maintain a succession plan for the CEO position.
- Ensure that the CEO requires compliance with laws, regulations, and ethical standards throughout the Credit Union.
- Facilitate effective communication and collaboration between the Board and the CEO.
- Approve policies to guide the CEO and management in the execution of their duties and responsibilities.

FINANCIAL OVERSIGHT

- Provide financial oversight by providing input to ensure the affairs of the Credit Union are conducted in a safe and sound manner. Understand the Credit Union's financial statements to participate in a meaningful manner in the direction and control of the Credit Union.
- Ensure the Credit Union maintains financial soundness and the Credit Union's assets are protected against unauthorized or illegal acts.
- Monitor the Credit Union's adherence to pertinent laws, regulations and sound business practices.
- Participate in the financial planning process and the establishment of the rolling forecast.
- Determine the capital requirements of the Credit Union. Review and approve financial plans and major expenditures to ensure financial stability and sustainability.
- In collaboration with management, identify, assess, and mitigate risks to the Credit Union to include credit, liquidity, interest rate, transaction, compliance, reputation and strategic.

GOVERNANCE

- Participate with management in the strategic planning process. In collaboration with management, set and oversee the organization's strategic direction and ensure its alignment with the vision and values of the Credit Union.
- Represent and advocate for the best interests of members.
- Represent the Credit Union in the community.
- Establish and maintain a governance framework in accordance with the Credit Union's Bylaws.
- Develop and maintain a committee structure to support the Board in fulfilling its responsibilities.
- Monitor and ensure the preparation, attendance and engagement of Board Directors during Board meetings.
- Define the qualifications and skill sets required for Directors, Associate Directors and Supervisory Committee Members.
- Facilitate the process of electing Directors and appointing Board Officers, Associate Directors and Supervisory Committee Members, in accordance with Credit Union Bylaws, including filling interim vacancies.
- Determine fair and reasonable compensation for Directors, Associate Directors and Supervisory Committee Members.

- Conduct regular evaluations of the Board's overall performance, as well as individual assessments of all Board Directors.
- Develop and implement plans for recruitment, succession and renewal of Board and Supervisory Committee positions.
- Appoint the Credit Union's Associate Board Members and Supervisory Committee Members.
- Act as a mentor to new Officials by actively supporting the onboarding process.
- Disclose conflicts of interest as defined by State and Federal Regulations and abstain from voting on matters which may involve a conflict of interest. Address conflicts of interest involving Officials promptly and transparently, ensuring integrity and accountability in governance.
- Set forth and uphold Standards of Ethical Conduct to guide the behavior and decision-making of Board Directors and Officials.
- Safeguard the confidentiality of all Credit Union information, respecting the privacy and security of sensitive data and information relating to Credit Union members.
- Foster an environment of mutual trust and civility among Officials, promoting effective collaboration and respectful discourse.
- Encourage the expression of diverse perspectives and opinions within the Board.
- Uphold decisions made collectively, speaking with unity and cohesion as "One Voice."
- Read and understand monthly Board packets and materials.
- Attend monthly and special Board meetings as well as any appointed Board committee meetings.
- Participate in Board discussions and deliberations representing and advocating for the best interests of members. Review Credit Union Bylaws and policies in accordance with regulatory requirements and the Board-approved review schedule, or as needed.
- Participate in Board training and education, as specified in *Policy 2.1 Education and Travel for Officials*, and become knowledgeable of Credit Union Bylaws and policies.
- Act with the highest moral and ethical standards in compliance with Credit Union Bylaws and policies.