



## AMERICAN RED CROSS BOARD OF GOVERNORS

### BOARD MEMBERSHIP GUIDELINES

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#### OVERVIEW

Board members are selected based on their commitment to the mission as well as their individual expertise in relation to the needs of the organization and the composition of the Board as a whole. It is essential to identify and nominate board members with the leadership and experiential abilities to perform their duties as board members. Additionally, to be effective, board members must have a clear understanding of the expectations and level of commitment required of membership on the Board of Governors of the American Red Cross, and be capable of meeting those requirements.

Board members are required to meet the independence standards outlined in Section 2.3 of the Amended and Restated Bylaws. Each year Board members are required to execute a certification of commitment to the Code of Business Ethics and Conduct, complete a Conflict of Interest Disclosure Questionnaire, and sign the Board Member Annual Affirmation of Service. Board members also complete an Individual Self-Assessment and a Peer Evaluation for use by the Governance Committee when considering Governors for re-election.

#### BOARD MEMBER EXPECTATIONS

1. Commitment of time to:
  - a. Attend and participate in board meetings,
  - b. Participate on at least one committee,
  - c. Accept special assignments or leadership positions, and
  - d. Stay informed on issues and read materials.
2. Acknowledge that missing three consecutive board meetings without reasonable cause and approval by the Chairman of the Board can be grounds for removal from the Board of Governors.
3. Provide notification of any changes in employment to the Chair of the Governance and Board Development Committee or the Chairman of the Board so the Governance and Board Development Committee can consider whether my ongoing service as a member of the Board is appropriate.
4. Understand the authority, duties, and responsibilities of the Board of Governors as outlined in the Congressional Charter and the Bylaws.
5. Hold others and yourself accountable for the American Red Cross mission, financial viability and effectiveness of the organization.
6. Avoid conflicts of interest and other unethical behavior.

7. Focus on governance and oversight issues.
8. Support board decisions.
9. Treat board matters confidentially.
10. Make a personal financial contribution and engage in fundraising.
11. Demonstrate a commitment to diversity.