
NW Seaport Board of Directors Job Description

Title: Member, Board of Directors

Purpose: To determine policies, procedures and regulations for NW Seaport; to ensure sufficient funds to finance the organization and its program; and to monitor the performance of the organization.

Personal Attributes

- Commitment to the vision, goal, and core values of Northwest Seaport (NWS), including its mission: "Northwest Seaport is a non-profit organization dedicated to the preservation and interpretation of the maritime heritage of Puget Sound and the Northwest Coast and to the development of maritime-based educational programs and opportunities for the broad community."
- Willingness to give time, effort and resources to the work of the organization
- Strength of character
- Inquiring and independent mind
- Practical wisdom
- Mature judgment
- Reputation for integrity and hard work
- Respects colleagues
- Respected by colleagues
- Interact in a professional manner
- Vision and ability to think strategically about the future
- Good communication skills

Participation Expectations: Directors must be able to devote the time and energy required to serve on the Board. The following are expectations regarding director attendance and participation in NWS activities.

1. **Board meetings:** There are 12 Board meetings per year, generally the second Monday of each month. Attendance is expected.
 - a. Voluntary absences longer than three (3) consecutive months and involuntary absences of longer than six (6) consecutive months will result in in the Board asking the Board member to leave the Board.
2. **Board committees:** Each director is expected to serve on at least one Board committee.
3. **Retreats:** Each director is expected to attend all retreats held annually.
4. **Membership:** Each director must be a member of NWS and maintain an annual fee-paying membership.
5. **D&O Insurance:** Each director must make a donation to NWS for the director's pro rata share of the annual premium for the D&O Insurance of NWS.

6. **Fundraising and Donations:** Each director must raise funds for NWS, whether by participating in fund raising activities, such as Tugboat Happy Hour, supporting grant applications, or by obtaining event sponsorships, such as for the Classic Workboat Show. Each board member is expected to make a monetary contribution that is personally significant.
7. **Volunteering:** Each board member will participate in at least two community events each year and document all volunteer hours.

Fiduciary Obligations: Directors are expected to fulfill their fiduciary obligations to NWS, which include duties of good faith, care, loyalty, and confidentiality. The following are specific expectations that pertain to those fiduciary duties.

1. **Be thoroughly informed about NWS.** Study all aspects of the business of NWS and the operations of NWS. Seek information on a regular basis from other Board members and staff.
2. **Take the time necessary to be an effective board member.** In addition to fulfilling the attendance expectations described above, a director must spend the time necessary to understand the issues, so that the Board member has a sound basis for input and decisions. Board members are expected to prepare for meetings by reading and studying materials in advance.
3. **Participate constructively in Board matters.** Promote open dialog among directors, staff, and outside resources to ensure that all perspectives and potential courses of action are explored prior to taking action. To promote active participation by all Board members, Board members should engage in Board discussions constructively, with a focus on the substance of issues, rather than the details or the personalities involved. Each Board member is expected to work with members of the Board to resolve differing viewpoints in an open manner. It is the responsibility of all Board members, not just the Chair, to ensure successful meetings.
4. **Practice courtesy and civility.** Board members often have differing viewpoints and experiences. Each Board member is expected to be open-minded enough to consider fairly the perspectives and opinions of others, without regard to that Board member's personal relationships with them or any preconceptions as to their views. Each Board member must do their best to establish and maintain civil, courteous, and mutually trusting relationships among all Board members and staff.
5. **Respect the staff.** Each Board member is expected to treat staff as professionals and as valuable members of the team, showing a high level of respect for each individual. The roles of the Board and staff should be kept clearly separated.
6. **Act in the best interest of NWS.** In all Board matters, each Board member is expected to pursue the greatest good for NWS, rather than to pursue or advance proposals for personal gain or private agendas. Board members

must avoid self-serving actions or even the appearance of self-serving actions.

7. Scrupulously avoid conflicts of interest. A conflict of interest occurs whenever a Board member's position is used to advance a Board member's personal, private, business or financial interests. Each Board member is expected to disclose any interest that may conflict with or limit the ability of the Board member to act solely in the best interest of NWS. A Board member must annually complete a conflict of interest statement and abstain from participating in a decision in which the Board member has a conflict of interest.
8. Maintain strict confidentiality. Each Board member is expected to be extremely diligent in maintaining the confidentiality of all non-public NWS information. All information disclosed to a director concerning the operation of NWS, or the actions or deliberations of the Board, is presumed to be confidential and must not be disclosed to persons outside of the Board unless the Board collectively concludes the information may be disclosed. Each Board member must observe the confidentiality obligations imposed by third parties and not expose NWS to liability by misusing confidential information of others. Each Board member's duty of confidentiality continues after the Board member leaves the Board.
9. Maintain the integrity of the Board. Once a decision has been reached by the Board or a Board action taken, a Board member is expected to support the legitimacy of the Board's final decision or action, regardless of how the Board member voted on the issue. A Board member must in no way undermine the Board's decision.
10. Maintain the integrity of the Organization. Board decisions or actions may be revisited due to new information, elapsed time, changes to applicable law, regulation, or policy, and other factors. To revisit a previous board decision a best practice approach shall be employed where ample notice is provided, alternative viewpoints are sought out, and analysis of alternatives is provided to directors prior to a scheduled board meeting. Enough time shall be allowed for review prior to a board meeting or the issue will be tabled until the next board meeting.

Collaboration: Northwest Seaport operates within a strong community of maritime heritage organizations in the Pacific Northwest. These groups are stronger, and can collectively deliver public service and public benefits, by working together in a collaborative manner. Directors are expected to promote collaboration among groups and support other groups individually or as the Board deems appropriate as an organization. Directors shall address conflicts that might arise between Northwest Seaport and other organizations in a confidential manner, unless the board determines that outside organizations should be informed of such conflict.

I understand and agree to comply with:

- The Bylaws and Articles of Incorporation
- The Board liability insurance program



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- Conflict of interest policy
 - Equal opportunity and avoidance of discrimination

Signature

Date

Print Name