

Sign Research Foundation Board Expectations & Responsibilities

Board members of the Sign Research Foundation are leaders committed to the Foundation and its mission and volunteer their time and resources to benefit the Foundation. SRF's Board of Trustees are the stewards of the Foundation's vision and the assets that secure and sustain our well-being and growth. The affairs of the Sign Research Foundation are vested in the Board of Trustees which shall set policies, oversee finances, and take all necessary and proper steps to carry out the purpose of the Foundation and promote its best interest.

Desired Attributes:

- **Integrity:** Demonstrating zero tolerance for unethical behavior, both for themselves and their colleagues.
- **Independence:** Having no unique business, financial, or personal relationships — or hoped-for relationships — that create even the perception of a conflict of interest.
- **Mature Confidence:** Speaking out and actively participating in board and committee deliberations.
- **Corporate Manners:** Recognizing the difference between productively participating in discussions and counter-productively dominating deliberations through the volume or length of comments. Must be able to work with other members to create workable compromises.
- **A Sense of Context:** Making relevant, informed comments focused on the specific aspect of the issue being considered. Must be able to stay on topic.
- **Courage:** Willingness to do the right thing/make the right decision even if it is difficult or unpopular (i.e., no fence sitting).
- **Commitment:** Understanding that being an effective board member requires the time, the heart, and the standards to make the enterprise successful.

Terms of the Sign Research Foundation Board Member

- Board Trustees serve a three-year term.
- After the first term, a board member may be nominated for a second term if responsibilities and annual commitments are met.
- Trustees may be elected for up to two consecutive terms.
- If elected, Trustees may serve as an officer on the SRF Board of Trustees Executive Committee.
- The SRF Executive Committee is comprised of the Immediate Past Chair, Chair, and Secretary/Treasurer, and may include an incoming Secretary/Treasurer for continuity.

Annual Commitment

- Board members are expected to attend most board meetings. There are typically four board meetings per year, held quarterly. Additional board meetings can be called at the discretion of the Chair.
 - 1st Quarter: In-person Meeting at ISA Leadership Congress*
 - 2nd Quarter: Meeting at ISA International Sign Expo*
 - 3rd Quarter: Virtual Meeting
 - 4th Quarter: In-person Meeting at ISA Headquarters Office, Alexandria, VA

*Reimbursement for Board travel for in-person meetings is captured within the SRF annual budget. However, we do ask that board members cover their expenses whenever possible. Because we are a 501c3, any expenses not reimbursed are considered an in-kind donation by the Trustee and are tax-deductible to the extent the IRS allows.

Fiduciary Responsibilities

Duty of Care

- Be informed, prepared, and actively engaged.
- Review materials in advance, ask questions, and use good judgment in decision-making.

Duty of Loyalty

- Put SRF's interests first, ahead of personal, professional, or business interests.
- Avoid conflicts of interest and disclose potential conflicts promptly.
- SRF trustees may not use their position or SRF relationships to obtain private or corporate benefit, including influencing others for business advantage.

Duty of Obedience

- Act in furtherance of SRF's charitable and educational mission.
- Ensure SRF resources are used to advance SRF's purpose and comply with applicable policies and legal requirements.

Scope of Responsibilities

- Support the mission and strategic plans of the Foundation.
- Promote a positive public image of the Foundation and its Association, act as a fiduciary to the Foundation, always perform in good faith in the Foundation's best interest and serve as a positive ambassador and external spokesperson for the Sign Research Foundation in your region and within your affiliations.
- Supervise financial management by guaranteeing sufficient financial resources, reviewing and approving the annual budget, and minimizing exposure risk.
- Fully engage in strategic planning, including setting the organization's future mission and vision, monitoring progress, reviewing programs and services, establishing core values, approving operational or annual plans, and ensuring the presence of a capable and responsible Board.
- Set the annual research agenda and determine new grant opportunities.
- Follow and comply with Board-approved policies (e.g., anti-trust, travel reimbursement, harassment, conflict of interest, confidentiality, etc.).
- Submit an annual donation to the Sign Research Foundation in any amount. Reimbursable expenses may be designated as an SRF donation and counted toward this total.