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ACRP BOARD OF TRUSTEES ORIENTATION GUIDE

The Association of Clinical Research Professionals (ACRP) is classified as a 501(c)3 non-profit corporation and its affairs are governed by a Board of Trustees elected by its membership. The ACRP Board of Trustees (ABoT) currently consists of fifteen (15) voting Trustees including: The Chair, Immediate Past Chair, Vice Chair, Treasurer, Public Member, and regular members. The ACRP Executive Director currently serves as the Board’s non-voting Secretary.

It is the Board's duty to carry out the objectives and purposes of the Association which include (i) defining, promoting and maintaining professional standards and best practices in the field of clinical research worldwide, (ii) promoting the dissemination of information, the exchange of ideas, and professional education for professionals in the field of clinical research worldwide, (iii) advancing and promoting the professional interests of its members, and iv) conducting any lawful business and engaging in any lawful act or activity consistent with Federal and State law, including the Ohio Nonprofit Corporation Act.

This orientation guide outlines expectations for your service on ACRP’s Board of Trustees and provides an overview of the association and its governance policies and structure. More information (including the organization’s bylaws, select policies, and committee charges) will be provided, and an orientation presentation held. Questions? Contact Director of Governance Christy Herz at christy.herz@acrpnet.org.

Table of Contents

Serving on the Association Board of Trustees	
Term of Office.....	Page 2
Meetings.....	Page 2
Responsibilities.....	Page 2
ACRP Leadership	
Board Core Values.....	Page 4
Leadership Code of Conduct.....	Page 4
Leadership Responsibilities Descriptions.....	Page 5
Governance Overview	
Principles of Good Governance Policy.....	Page 9
Fiduciary Responsibility Statement.....	Page 10
Trustee Compensation Policy.....	Page 11
Conflict of Interest Disclosure Policy.....	Page 11
Governance Structure.....	Page 12
About ACRP	
How we Help Your Career and Business.....	Page 14
Our Initiatives and Members.....	Page 14
ACRP Vision, Mission, and Goals.....	Page 14



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SERVING ON THE ASSOCIATION BOARD OF TRUSTEES

Term of Office

The term of office for a Trustee is two (2) years and a maximum of three (3) consecutive terms may be served. Trustees seeking re-election for a consecutive two-year term must be re-elected by the membership as part of the candidate slate. Trustees shall assume office at the commencement of the fiscal year immediately following their election and shall hold office for the term for which he or she is elected. Typically, terms of office begin January 1.

Meetings

ACRP will cover the cost of board meeting travel related expenses per the provisions in its corporate travel policy.

The Association Board of Trustees sets the meeting schedule each year. Typically, the ABoT meets by Webex/teleconference approximately four (4) times per year and in-person three (3) times per year, usually at ACRP's headquarters in Alexandria, VA (February and November) and at ACRP's Annual Conference (April). In person Board meetings are generally held on weekends. WebEx/Teleconferences typically take place during the work week and last up to two (2) hours.

Trustees are expected to actively participate in all meetings. A meeting agenda and advance materials are sent for review the week before each meeting. The time commitment of Trustees varies by assignment from as little as four to five hours per month to approximately three to four days per month. Trustees must be willing to assume additional duties/responsibilities, if necessary, and be able to independently follow through on tasks.

Board members are expected to attend and participate in ACRP's Annual Conference, including any scheduled board meetings or events and the annual membership business meeting. Board members are encouraged to help contribute to the educational content as well. A complimentary registration is provided to all ACRP Board members to enable them to come to the conference.

ACRP Board members should expect to serve on a least one committee, appointed by the Board Chair. Time commitment for committees vary but may include monthly teleconferences.

Responsibilities

The affairs of the Association are managed by its Board and it is the Board's duty to carry out the objectives and purposes of the Association; to this end, the Board may exercise all powers of the Association.

The ACRP Board has the responsibility to support its mission and vision, serve as strategic decision-makers, and hold the legal authority of its organization. The Board must balance its role as an oversight body with its role as a force supporting the organization and has adopted three overarching principles of governance:



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1. **Establish Strategic Direction** - developing and maintaining a focus on the organization's mission and vision and referencing them often during decision-making. Part of establishing strategic direction also includes ensuring effective planning through a philosophical and long-term approach.
2. **Ensure Necessary Resources** – ensuring adequate financial resources so that the organization remains financially viable; providing capable leadership at the board level through a board development plan as well as selecting, supporting and evaluating the executive director; and finally, enhancing the organization's public standing by promoting a positive public image.
3. **Provide Oversight** - monitoring and strengthening programs and services through thoughtful planning, monitoring, and evaluation. Financially, the board is also responsible for protecting the organization's assets through financial risk management oversight. Legally and ethically, the Board must oversee the integrity of the organization and accept its fiduciary responsibilities of the Duty of Care, Duty of Loyalty and Duty of Obedience.



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ACRP LEADERSHIP

This section provides a general overview of the core values and expectations of conduct for ACRP Trustees as well as the duties and responsibilities for each elected position. Two key governance policies are also included. It also provides a glimpse of the culture of the Association and highlights the leadership needs of ACRP. The Association expects leaders who will embrace a Leadership Code of Conduct, utilize knowledge-based decision making, and share ACRP's self-defined Board of Trustees' **core values**:

Integrity

We demonstrate honesty, fairness, and the highest standards of ethical behavior as the foundation of all we do.

Dedication

We are committed to focusing on the diverse needs of the professional clinical research community with an unwavering standard of dedication.

Courage

We applaud the courage to imagine what can be possible and welcome opportunities to pioneer innovative and dynamic solutions.

Collaboration

We encourage open and active dialogue, coordinated efforts, and diverse contributions that foster a successful environment.

Excellence

We expect quality, professionalism, and outstanding service to those we serve in order to build trusted and lasting relationships.

Leadership Code of Conduct - Board Members, Volunteer Leaders, and Staff Shall:

- Always be guided by ACRP's core values, envisioned future and strategic plan when making decisions for the Association.
- Be clear on outcomes expected and allocation of resources to be used to make those decisions happen.
- Demonstrate good faith, sound judgment, honesty, transparency and loyalty in our ACRP activities.
- In these activities, commit to ethical, strategic, and lawful conduct that exhibits uncompromising integrity and a lack of self-interest in a courteous and respectful manner.
- Do not engage in any conduct that is inconsistent with ACRP's best interest or that may impair any ACRP relationship, personal or business.



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- Prepare for all meetings: read the materials well in advance and gather the information needed for full participation.
- Work toward a practical consensus: focus on issues, not people, listen and learn, especially by giving fair and full consideration to all viewpoints, be willing to sacrifice one’s personal position and interest for the sake of the Association and its membership.
- Publicly support all Board decisions - raise any concerns in the Board room, not outside.

The following **Leadership Responsibilities Descriptions** provide detailed information on the role of the Board of Trustees each individual member of the Board, and each of the officer Trustees.

<u>Position</u>	<u>Responsibilities</u>
Board of Trustees	<ul style="list-style-type: none"> • Adopt or amend bylaws, subject to bylaw provisions • Designate the registered office • Approve any plan of merger, consolidation or dissolution • Establish basic corporate objectives • Ensure diligent attention is given to changes in assets of the corporation (i.e. capital investment, acquisitions, dispositions, etc.) • Ensure that the corporation’s disclosure documents are complete and accurate • Monitor management’s policies and procedures • Elect Corporate Officers • Appoint Committees • Participate in annual strategic planning • Recruit competent Board members from the clinical research community; encourage individuals to self-nominate • Monitor and strengthen programs and services • Stay informed of trends in the clinical research community • Participate in local Chapter meetings/events; offer to be guest speaker • Know ACRP’s mission, purpose, goals, programs, services, strengths and needs • Serve as an Ambassador for ACRP responsibly and diligently by telling its story, presenting its accomplishments and promoting its programs • Represent your professional community to ACRP; bring concerns, challenges, ideas, suggestions, acknowledgment when you believe there is merit • Monitor the performance of senior company executives • Oversight of Executive Director; determine his/her responsibilities, upon recommendation from the Executive Committee • Promote and build trust between the Board of Trustees and Executive Director



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<u>Position</u>	<u>Responsibilities</u>
Chair	<ul style="list-style-type: none"> • Serves a one-year term • Serve as the senior elected officer of ACRP; preside over all meetings of the ACRP Board of Trustees, Executive Committee and ACRP membership • Serve as the Chair of the Executive Committee • Serve as a member of the Finance Committee • Set Board goals and expectations • Oversee Board self-assessment • Maintain Executive Session Minutes • Assist in orientation of new Trustees • Coordinate annual review process for the Executive Director • With direction and assistance from ACRP staff and editors, author and submit a column for half of the issues of <i>The Clinical Researcher</i> • Work with the Executive Director <ul style="list-style-type: none"> - to develop the guiding principles, policies and mission for the organization - to develop meeting agendas along with input from the Executive Committee and Secretary - to conduct regularly scheduled calls to review organizational matters - annually review his/her job description • Foster a culture of trust and respect among all Trustees
Vice Chair	<ul style="list-style-type: none"> • Serves a one-year term • Serve as a member of the Executive, Finance, and Governance Committees • Serve as Vice Chair, Finance Committee • In the absence of the Chair, preside at any meeting of the ACRP Board of Trustees, Executive Committee and ACRP Membership • Work with Chair to shadow him/her throughout the year; prepare to assume the office of the Board Chair • Recommend all Committee and Board Liaison appointments for terms beginning at the start of your term as Chair. Consult with staff as needed • Recruit executive officers from existing Board of Trustee members • Perform duties as assigned by the Chair
Immediate Past Chair	<ul style="list-style-type: none"> • Serves a one-year term • Serves as a member of the Executive and Nominating Committees



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<u>Position</u>	<u>Responsibilities</u>
Treasurer	<ul style="list-style-type: none">• Serves as the board liaison to the Nominating Committee• In the absence of the Board Chair and Vice Chair, preside at any meeting of the ACRP Board of Trustees, Executive Committee or ACRP membership.• With data submitted from the Governance Committee, work with the Chair to contact any Board member who is consistently absent from Board meetings – assess the member’s continued interest in serving; report to the Chair on any agreed outcome• Perform duties as assigned by the Chair
Secretary	<ul style="list-style-type: none">• Serves a one-year term• Serve as a member of the Executive Committee• Serves as the Chair of Finance Committee• Work with Executive Director to ensure the proper oversight of ACRP finances• Ensure ACRP’s operating budget is prepared and distributed to the Board of Trustees, for consideration and approval, before the beginning of the budgeted fiscal year• Review annual audit results and report to the Board of Trustees• Evaluate financial impacts of Board decisions; make recommendations to the Board on financial matters• Work with the Executive Director to present the consolidated financial report to the ACRP membership during the Annual Business meeting• Work with the Executive Director and Secretary to develop Finance Committee agendas• Ensure financial reports are prepared and distributed at each Board of Trustees meeting• Perform duties as assigned by the Chair



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Position	Responsibilities
Public Member	<ul style="list-style-type: none"> • Custodian of the seal of the Association • With approval of the Board and Committee Chairs, prepare and distribute all meeting agendas, minutes and materials • Ensure that the seal is affixed to all necessary documents • Ensure all meetings adhere to Robert’s Rules of Order • Track Board attendance • Serves a two-year term on ACRP Board of Trustees • Serves as a member of the Governance Committee • Must be at least 21 years old; non-clinical research professional; representing a for-profit or industry association • Eligible to serve as an officer • May not be a member of ACRP and/or certificant of the Academy
Board Liaison	<ul style="list-style-type: none"> • Serve one-year term • Content and Nominating Committees and the Academy of Clinical Research Professionals Board of Trustees each have a board liaison • Immediate Past Chair serves as the Board Liaison to the ACRP Nominating Committee • Point of Contact between Board and/or Committee • Provides reports on Committee activities • Advise Committee, serve as a voting member (Content and Nominating Committee) • Liaison to the Academy of Clinical Research Professionals Board of Trustees is a non-voting member of the Board



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GOVERNANCE OVERVIEW

The Association aims to excel in best governance practices for nonprofit organizations. Volunteers on the Board are expected to support the governance policies established by the ABoT to support such practices. Important policies include The Principles of Good Governance Policy, the Fiduciary Responsibility Statement, the Trustee Compensation Policy, and the Conflict of Interest and Disclosure Policy.

The Principles of Good Governance Policy was created to assist Trustees by enhancing their decision making, increasing their accountability, and enabling them to provide strong leadership. The intent of this policy is to provide balance to the ABoT in its role as an oversight body with its role as a force supporting ACRP. This policy is as follows:

The ABoT functions at its most effective level of governance when it creates new opportunities that add significant value to the organization; engages in high-level strategy by challenging and supporting efforts to advance the mission of ACRP; draws from each Trustees unique talent while fostering high levels of performance; and forges a dynamic relationship with the Executive Director. To achieve exceptional governance, the ABoT will:

1. Govern in constructive partnership with the Executive Director, recognizing that the effectiveness of the board and executive director are interdependent. This partnership will be built through trust, candor, mutual respect, and honest communication.
2. Shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values. The ABoT will treat questions of mission, vision, and core values as statements of crucial importance to be folded into deliberations.
3. Continuously engage in strategic thinking to hone the direction of ACRP. The ABoT will align organizational goals with strategic priorities as well as use them for assessing the Executive Director, driving meeting agendas, and shaping board recruitment.
4. Institutionalize a culture of inquiry, respect, and constructive debate that leads to sound and shared decision making based on analysis.
5. Apply rigorous conflict-of-interest procedures and place the interests of the organization above themselves when making decisions. The ABoT will not allow their votes to be unduly influenced by loyalty to any one person or by seniority, position, or reputation of fellow board members or staff.
6. Promote an ethos of transparency by ensuring that stakeholders and interested members of the public have access to appropriate and accurate information regarding



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finances, operations, and results. The ABoT will also extend transparency internally, ensuring that every board member has equal access to relevant materials when making decisions.

7. Promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight including an independent audit to ensure accountability and sufficient controls; to deepen their understanding of the organization; and to reduce the risk of waste, fraud, and abuse.
8. Link bold visions and ambitious plans to financial support, expertise, and networks of influence. The ABoT will link the annual business plan and budget to strategic planning and approve activities that can be realistically financed with existing or attainable resources, while ensuring that the organization has the infrastructure and internal capacity it needs.
9. Measure the organization's progress towards its mission and evaluate the performance of major programs and services. The ABoT will gauge efficiency, effectiveness, and impact, while simultaneously assessing the quality of service delivery, integrating benchmarks against peers, and calculating return on investment.
10. Purposefully structure the board to fulfill essential governance duties that support organizational priorities and invest in practices that can be thoughtfully adapted to changing circumstances.
11. Evaluate their individual and collective performance of the Board and Executive Director and assess the value that is added to the organization. The ABoT will embed learning opportunities into routine governance work and in activities outside of board meetings.
12. Utilize the correlation between mission, strategy, and board composition to energize itself through planned turnover, thoughtful recruitment, and inclusiveness of diversity, experience, and fresh perspectives.

The Fiduciary Responsibility Statement states that all members of the Association Board of Trustees have the responsibility to act prudently in their handling of the Association's resources. As a fiduciary of ACRP, Trustees must maintain financial accountability of the organization and exercise due diligence to oversee that the association is well-managed. Fiduciary responsibility of the ABoT requires each board member to stay objective, responsible, honest, trustworthy, and, as stewards of public trust, always act for the good of the association rather than for the benefit of themselves. Trustees should exercise reasonable care in all decision making, without placing the organization under unnecessary risk.

Further, the legal standards by which all actions taken by non-profit board leaders are judged – both as individual members and as a collective board – are defined as the duty of care, duty of loyalty, and duty



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of obedience. ACRP, through its purchase of Directors and Officers Insurance, may be able to hold its Trustees harmless from lawsuits if they operate within the legal bounds of their fiduciary responsibilities.

The Duty of Care

Duty of care requires board members to be reasonably informed about the association's activities, participate in decisions, and do so in good faith and with the care of an ordinarily prudent person in a similar position. ACRP Trustees may exercise the duty of care by reading relevant documents; preparing in advance for board meetings; obtaining information, before voting, to make sound decisions; exercising independent judgment; reviewing the association's finances and financial policies; and ensuring compliance with state and federal filing requirements.

The Duty of Loyalty

Duty of loyalty requires board members, when acting on behalf of their organization, to give undivided allegiance to the organization, without regard to personal interest, business interest, or the interest of any other region or organization. In practice, ACRP Trustees may exercise the duty of loyalty by adhering to the ACRP Conflict of Interest policy and signing the Annual Disclosure Form; avoiding the use of corporate opportunities for personal gain or benefit; and maintaining the confidentiality of information about ACRP.

The Duty of Obedience

Duty of obedience requires that board members act within the scope of legal authority of federal, state and local laws, as well as adhere to the organization's articles of incorporation, bylaws and mission. ACRP Trustees may exercise their duty of obedience by ensuring compliance with all regulatory and reporting requirements, examining all documents that govern ACRP and its operations, and making decisions that fall within the scope of the mission and governing documents of ACRP.

ACRP's Trustee Compensation Policy prohibits compensation to Trustees: "Members of the Board, excluding the Secretary when occupied by the ACRP Executive Director, shall serve without compensation for their service as Trustees, Committee members, and Officers. Trustees shall be allowed reasonable reimbursement of expenses incurred in the performance of their board-related duties, including attendance at board-authorized meetings and conferences. Upon election and for the duration of his/her term on the Board, a Trustee may not receive any honorarium for non-board related ACRP activity. Further, Trustees requesting reimbursement of travel expenses must adhere to the **ACRP Corporate Travel Policy**.

Finally, ACRP asks all its volunteers and board members to annually disclose potential conflicts of interest per the **Conflict of Interest and Disclosure Policy**. The policy and disclosure form will be provided to all board members.



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Governance Structure

Board of Trustees

The affairs of the Association shall be managed by its Board. It shall be the Board's duty to carry out the objectives and purposes of the Association; to this end, the Board may exercise all powers of the Association. The Board shall be subject to the restrictions and obligations set forth by statute and in the Association's Articles of Incorporation and Bylaws.

The total number of voting Trustees shall be established from time to time by the Board, but in no event shall consist of fewer than four (4) or greater than seventeen (17) Trustees, and shall include (i) the Chair, ex officio with vote (ii) the Immediate Past Chair, ex officio with vote and (iii) up to fifteen (15) individuals, one of whom shall be a Public Member, who shall be elected by the Active Members in accordance with Section 2(c) below ("Elected Trustees"); one Elected Trustee shall be named the Vice-Chair, and one elected Trustee shall be named Treasurer of the Association in accordance with Article VI, Section 1 below. One elected Trustee or a designated staff member shall be named Secretary. If the Secretary is a staff member, he/she shall serve in a non-voting capacity and will not be considered a trustee member of the Board nor counted as part of the total number of seventeen (17) allowable seats on the Board. The Chair, Vice-Chair, Immediate Past Chair, Treasurer, and Secretary, if a voting trustee member of the Board, are hereinafter collectively referred to as the "Officer Trustees." The Executive Director of the Corporation shall be invited to attend all meetings of the Board in a non-voting capacity; and the Secretary (if at the time the Secretary is not an Elected Trustee) shall be invited to attend all meetings of the Board in a non-voting capacity. The number of Trustees shall be subject to change from time to time by majority vote of the Trustees; provided that no reduction in the number of Trustees shall of itself shorten the term of a Trustee in office.

Affiliate Organizations

ACRP has a master service agreement with the Academy of Clinical Research Professionals, a separate business entity. ACRP provides the following association management services to the Academy:

- Leadership (Board of Trustees)
- General Administration (headquarters, business filings, policies)
- Governance (nominations/elections, nonprofit documentation)
- Accounting/Financial Management
- Communications (PR, website, marketing)
- Awards
- Certification Program

Committees

The Board may define and create one (1) or more Board Committees, each of which shall consist of only Trustees and shall have no less than three (3) members, to perform tasks specified by the Board. The Board may also define and create other non-board committees not having and exercising the authority of the Board in the management of the Association, to perform tasks specified by the Board. Each committee operates under a charge, developed and approved by the Board, that builds a stronger



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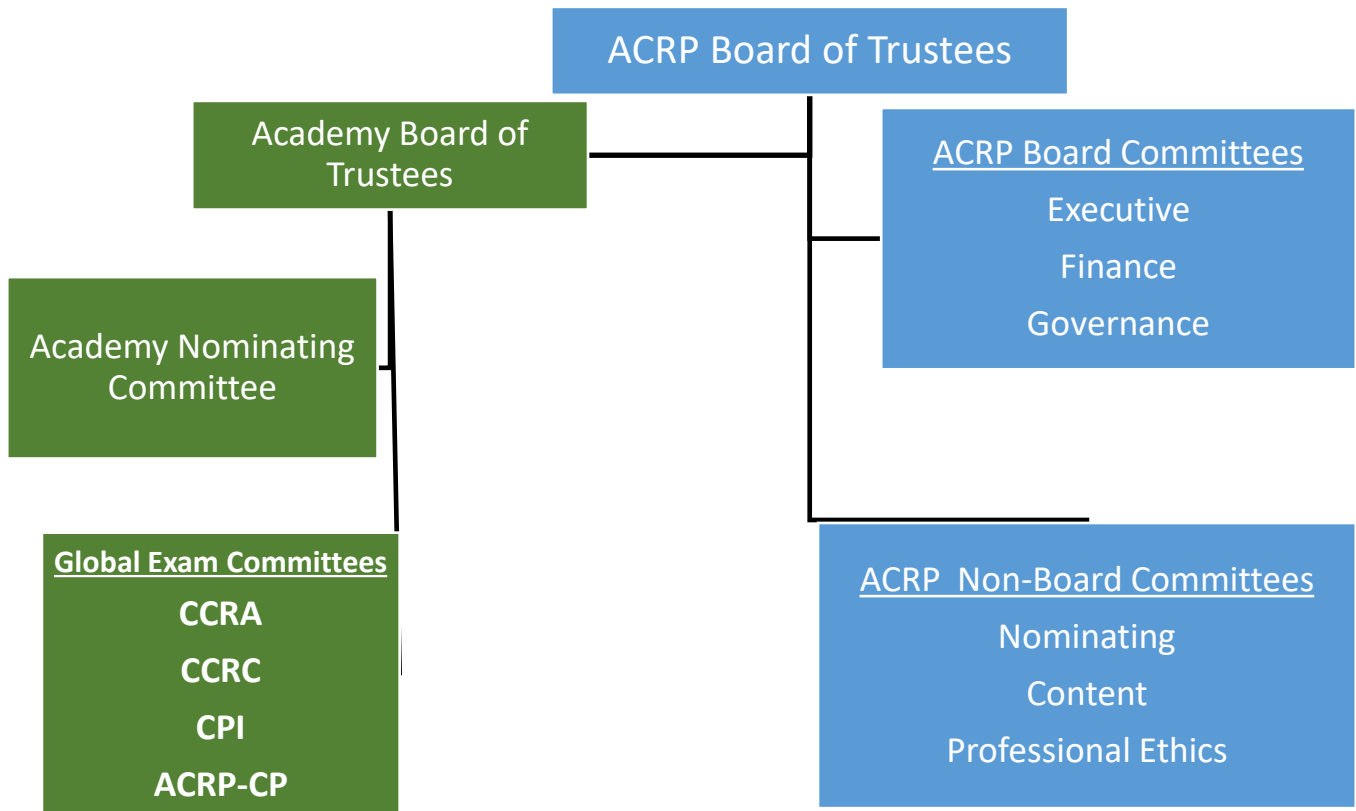
connection between each committee and the Board. ACRP Committees are integral in the development of long-term Association goals as well as the progression towards those goals.

ACRP Board Committees:

- Executive Committee
- Finance Committee
- Governance Committee

ACRP Non-Board Committees:

- Nominating Committee
- Content Committee
- Professional Ethics Committee





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ABOUT ACRP

In clinical research, people are everything. ACRP raises clinical research standards and accelerates careers. Better people. Better results.

How we help your career.

ACRP is where gold standard clinical researchers begin. And belong. Being part of the ACRP community means you are the gold standard in clinical research, and you have the qualifications to prove it. With support and tools to help you every step of the way, ACRP springboards your career onwards and upwards.

How we help your business.

ACRP makes your people better so your business can soar. Having the best people gives you the best of both worlds: lower costs and risk, and higher quality, efficiency, and certainty. That's why gold standard talent leads to gold standard progress – to the next stage, next trial, or next product launch – helping your business change the world for the better.

Our Initiatives

We are improving quality in clinical research by directly impacting the professionals conducting clinical trials. We are leading innovation in clinical research workforce development by setting standards for professional competence and building and validating competence in the workforce.

Our Members

Located in more than 70 countries, ACRP's 13,000 diverse members work in a variety of practice settings, roles, and specialty areas, with a wide range of experience in clinical research. What's common about them all is their dedication and commitment to promoting excellence in clinical research.

ACRP Vision, Mission, and Goals

Vision: Clinical research is performed responsibly, ethically, and professionally everywhere in the world.

Mission: ACRP promotes excellence in clinical research.

Goals:

1. Serve as the preferred source for quality tools, resources, and best practices that support the clinical research community.
2. Serve as the gateway for the exchange of ideas and expertise across the clinical research community.
3. Champion the interests and perspectives of the clinical research community.

Visit www.acrpnnet.org for more information.