Board, Volunteer Committee Member, and Staff Actions Policy

Administrative Policy

Title:	Board, Volunteer Committee Member, and Staff Actions Policy
Document Type:	Administrative Policy
Purpose:	To define the scope of authority held by Board members, volunteer committee/task force members, and staff to act, speak, or make commitments on behalf of ACNM, and to protect the organization's reputation, legal standing, and financial integrity.
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File Location:	
Responsible Departments:	Executive, Board of Directors, Human Resources

1. **Definitions**:
   A. Board of Directors: The elected governing body of ACNM responsible for fiduciary oversight, strategic direction, and policy approval consistent with the Bylaws.
   B. Volunteer Committee/Task Force Member: An ACNM member appointed to serve on a standing committee, task force, work group, division, or affiliate operating under an approved charge or charter.
   C. Staff: Any ACNM employee or contractor, including full-time, part-time, and contract personnel, acting under the direction of the Chief Executive Officer (CEO).
   D. Delegated Authority: Authority to act, speak, or commit ACNM that has been expressly granted by Board vote, the Bylaws, an approved committee charter, or written delegation from the CEO.
   E. Duty of Care: The obligation to exercise the level of diligence an ordinarily prudent person would exercise in a similar position, including attending meetings, reviewing materials, and asking informed questions before acting.
   F. Duty of Loyalty: The obligation to put ACNM's interests ahead of personal or professional interests, including disclosing and recusing from conflicts of interest.
   G. Duty of Obedience: The obligation to comply with applicable law, adhere to ACNM's Bylaws and policies, and act as a guardian of ACNM's mission.
   H. ACNM Authorized Spokesperson Policy. Delineates who has responsibility and authority for speaking for ACNM.

2. **Scope**:

   This policy applies to all ACNM Board members, volunteer committee, task force, and work group members, and staff acting, speaking, or making commitments on behalf of the organization, regardless of whether the individual is compensated or the communication channel used.

3. **General Principle:**

   Authority to act on behalf of ACNM is not inherent in a title or role. It is granted by the Board of Directors, the Bylaws, an approved committee charter, or an explicit written delegation from the CEO.

   Board members, committee volunteers, and staff act as representatives of the organization, not as independent agents, whenever they identify themselves as speaking, writing, negotiating, or otherwise acting in an ACNM capacity.

   This policy is grounded in the duties of care, loyalty, and obedience as the legal foundation of nonprofit board service, and that the Board's collective fiduciary duty itself cannot be delegated, even as specific operational tasks.

4. **Authority of the Board of Directors**:

   The Board's role is to govern determining mission and strategy, selecting and evaluating the CEO, ensuring adequate financial resources, providing financial and legal oversight, building a competent board, and protecting ACNM's public standing. Day-to-day management is delegated to the CEO; Board members function as overseers of organizational performance rather than as implementers of daily operations. Individual Board members, including Officers, do not have unilateral authority to bind ACNM, commit its funds, or state an official ACNM position unless such authority has been expressly delegated by Board vote and reflected in meeting minutes, provided for in the Bylaws (e.g., signing authority of the President), or delegated in writing by the Board to the CEO for operational execution.

   Board members should raise matters requiring an organizational decision through the President or CEO for appropriate Board or committee action, rather than acting independently.

5. **Authority of Volunteer Committee, Task Force, and Work Group Members**:

   Committees, task forces, and work groups operate within the scope defined by their approved charge or charter and report through their designated staff liaison and/or Board liaison.

   Committee members may develop recommendations, draft materials, and conduct research within their charge for review by staff, the Board, or the relevant governance body; represent ACNM at meetings or events only when specifically designated to do so by the CEO or Board; and communicate externally on ACNM's

behalf, including with media, coalition partners, or government entities, only after the communication has been reviewed and approved through ACNM staff.

Committee members may not commit ACNM to a position, partnership, expenditure, or public statement without that approval. Draft work products remain internal until formally adopted or released by the Board or CEO.

6. **Authority of Staff:**

   Staff act under the direction of the CEO and within their assigned job responsibilities. The CEO holds authority for day-to-day operational decisions, contracts, and expenditures within Board-approved budgets and policies, and may delegate specific authority to staff members in writing.

   Staff members should confirm the scope of their delegated authority before entering into commitments on ACNM's behalf, particularly financial, contractual, or partnership commitments; route matters that exceed their delegated authority to the CEO or appropriate Board liaison; and ensure that public-facing communications follow ACNM's communications review process.

7. Public Statements, Media, and Social Media:

   Only individuals expressly authorized by the CEO or Board President, typically the CEO, designated staff, or the Board President, may speak to the media or issue public statements as an official ACNM position. The Board President may act as an alternate spokesperson for the organization when the CEO is unavailable or when Board-level matters are involved. Individuals contacted by media regarding ACNM business should direct the inquiry to the CEO or designated communications staff rather than responding independently.

   When posting on personal social media accounts, individuals who identify their ACNM role should make reasonably clear that personal opinions are their own and not an official ACNM position and should not share confidential or pre-decisional ACNM information.

8. Financial Commitments and Contracts:

   No Board member, committee volunteer, or staff member other than the CEO, or an individual with written delegated signing authority, may sign contracts, grant agreements, sponsorships, or other documents that financially or legally bind ACNM, including verbal commitments that create a reasonable expectation of a financial obligation. All contracts must follow ACNM's Board-approved procurement and signing authority thresholds.

9. Confidentiality:

   Board members, committee volunteers, and staff may have access to confidential information, including personnel matters, legal or pre-litigation matters, unpublished

financial data, member records, and pre-decisional Board or committee deliberations. This information must not be disclosed outside of the applicable governance or staff process except as required by law or expressly authorized by the CEO or Board.

10. Conflicts of Interest:

    This policy operates alongside, and does not replace, the ACNM Conflict of Interest Policy. Individuals must disclose actual, potential, or perceived conflicts of interest before participating in any discussion, vote, or action where such a conflict may exist, and must recuse themselves as directed by the Board or committee chair. Board members and senior staff shall complete a written conflict-of-interest disclosure statement annually, in addition to the ad hoc disclosures required above, in fulfillment of the duty of loyalty.

11. Use of ACNM Name, Logo, and Letterhead:

    ACNM's name, logo, letterhead, and credentials may only be used for official, approved ACNM business. Use of ACNM's name or identity to imply endorsement of an external product, service, employer, or personal venture is prohibited unless approved in writing by the CEO.

12. Reporting Concerns:

    Any Board member, committee volunteer, or staff member who becomes aware of an action taken, or a statement made, outside the scope of this policy should report the concern promptly to the CEO, or to the Board President if the concern involves the CEO, consistent with ACNM's Whistleblower Policy.

13. Related Resources:

    See the ACNM Conflict of Interest Policy, Whistleblower Policy, Gift Acceptance Policy, and Employee Handbook for related standards. This policy's treatment of Board, committee, and staff duties and authority is informed by BoardSource's Ten Basic Responsibilities of Nonprofit Boards and Recommended Governance Practices.

14. Enforcement:

    Failure to comply with this policy may result in disciplinary action, up to and including removal from a committee, removal from the Board consistent with the Bylaws, or termination of employment, as applicable, and does not limit ACNM's other legal or contractual remedies.

AMERICAN COLLEGE of NURSE-MIDWIVES

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August 10, 2026 Date	August 10, 2026 Date