

Angels Hockey Board of Directors

Governance Model

1. Core Fiduciary Duties

These are the legal duties every nonprofit board member owes to the organization.

Fiduciary Duties of a Board Member

Each Board member shall faithfully uphold the following duties:

- **Duty of Care** – Make informed decisions by reviewing materials, asking questions, attending meetings, and exercising reasonable judgment.
 - **Duty of Loyalty** – Place the interests of Angels Hockey above personal, family, business, or team interests.
 - **Duty of Obedience** – Ensure the organization operates in accordance with its mission, By-laws, Board policies, and all applicable laws and regulations.
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2. Decision-Making Principles

Board members *should* make decisions by asking:

- Is this in the best interest of Angels Hockey as a whole?
- Does this support our mission?
- Is this financially responsible?
- Is this legally and ethically sound?
- Would I support this same decision if I had no personal connection to or benefit from the outcome?

Governance must remain objective.

3. Conflict of Interest Statement

Given the number of parents on the Angels Hockey Board, this is worth stating explicitly.

Board members shall disclose and appropriately manage any actual or perceived conflicts of interest, including matters involving their own child, family members, businesses, or other organizations.

When appropriate, Board members shall recuse themselves from discussion and voting.

4. Board Philosophy

The Board governs through active stewardship, informed oversight, and accountability.

The Board of Directors is ultimately responsible for the health, integrity, financial stability, and legal compliance of Angels Hockey. While the Board delegates the management of day-to-day operations to the Executive Director and hockey and gaming staff, it **does not delegate its fiduciary responsibilities**.

Effective governance requires Board members to actively participate in the work of governance by:

- Understanding the organization's mission, By-Laws, and governing policies.
- Becoming familiar with North Dakota charitable gaming laws and regulations.
- Understanding the organization's Internal Control Manual and the Board's responsibilities within those controls.
- Reviewing financial statements, gaming reports, and compliance information before Board meetings.
- Asking thoughtful questions and exercising independent judgment.
- Participating in strategic planning and policy development.
- Serving on Board committees and completing committee work between meetings.
- Monitoring organizational performance and ensuring the Executive Director has the resources and support necessary to fulfill the Board's direction.
- Continuously identifying opportunities to strengthen governance, reduce organizational risk, and improve the long-term sustainability of Angels Hockey.

The Board governs through active engagement, not operational management. Oversight requires participation, preparation, and accountability.

Board membership is not an honorary position. It is a working position of public trust. Every Board member accepts legal, ethical, and fiduciary responsibilities on behalf of the organization. Service requires preparation, participation, continual learning, and a commitment to governing in the best interests of Angels Hockey. Each Board member is expected to actively contribute to the work of the Board while supporting a culture of accountability, transparency, and continuous improvement.

Board Member Signature: _____ Date: _____

Board President Signature: _____ Date: _____

Executive Director Signature: _____ Date: _____