

Science Atlantic Board Agreement

(Approved May 14, 2025)

This Board Member Agreement ("Agreement") is entered into by and between Science Atlantic ("Organization") and the undersigned Board Director ("Board Director"), effective as of the date below.

1. Roles and Responsibilities

- a. Maintain the confidentiality of information obtained as a Director of the Board, and respect confidentiality policies that pertain to membership and board discussions
- b. Attend Board meetings and serve on committees as applicable
- c. Be prepared for and participate in meetings
- d. Speak with one voice when decisions have been reached by the Board
- e. Support fundraising initiatives
- f. Act in the best interests of the organization and avoid conflicts of interest
- g. When unavoidable, declare conflicts of interest as they arise
- h. Understand the roles and responsibilities of being a Board Director
- i. Be familiar with the organization's [by-laws](#), [policies and procedures](#), [strategic plan](#), [mission](#), etc.
- j. Keep informed about the organization's financial activity and legal obligations
- k. Bring skills, experience and knowledge to the organization

2. Term

- a. The term of the Board Director's appointment will be three years, unless otherwise terminated as provided in Section 6 or renewed at the Directors' discretion.

3. Attendance

- a. The Board Director agrees to attend at least 75% (5 of 7) Board meetings per year and participate in any special meetings and the Annual Members Meeting.
- b. If a Director is unable to attend a meeting, the Director will notify the Board Chair or Executive Director in advance.

4. Conflict of Interest

- a. Science Atlantic recognizes that there is an inherent conflict of interest for directors given that they are also members of their home institution. In the case of a conflict in policy between Science Atlantic and the home institution of someone within the Membership, the Member Institution is the overriding authority, and the conflict shall be addressed via the Institutional Representative (the institution's Dean of Science or equivalent), unless that policy could cause harm to Science Atlantic. In the case of a Member Institution's policy conflicting with the best interests of Science Atlantic, the Director must disclose the conflict of interest.
- b. Board Directors must act in the best interest of the organization and actively avoid situations where personal interests or relationships interfere with acting in good faith on behalf of the organization. A Board Director may not engage in activities that are in conflict with the interests of Science Atlantic, that may negatively impact the reputation of Science Atlantic, or that interfere with their job performance as a Director. A Board Director must disclose any involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest. Disclosure should be to the Chair of the Board or the next available authority figure and must occur as soon as is reasonably possible once the conflict of interest surfaces. Written disclosure is preferable; should the conflict of interest surface arise in a meeting, it will be recorded in the meeting's minutes.
- c. Directors must place the interests of Science Atlantic above personal self-interest in all dealings with Science Atlantic, and may never use information obtained through membership for personal gain.

5. Confidentiality

- a. Science Atlantic's Board Directors must maintain the highest standards of confidentiality regarding information obtained directly or indirectly through involvement with Science Atlantic. This includes information about volunteers, Board Directors, Division members, member organizations, funders, donors, partners, conference attendees, and employees, as well as projects and initiatives of Science Atlantic. Board Directors must avoid inadvertent or intentional disclosure of confidential information through casual or public discussion, which may be overheard or misinterpreted.

6. Resignation and Removal

- a. A Board Director may resign at any time by providing written notice to the Board Chair.
- b. Directors should regularly self-assess their level of contribution and future ability to contribute to the Board and step down if necessary.
- c. The Members (Institutional Representatives) may by special resolution at a meeting of the Members, remove any Director before the expiration of their term of office for reasons including (but not limited to) violating the by-laws and policies of Science Atlantic. Notice of intention to pass such a motion must be given in accordance with the by-laws.
- d. The Directors may, by special resolution at a meeting of the Board, remove any Director before the expiration of their term of office, for reasons including (but not limited to) violating the by-laws and policies of Science Atlantic. Notice of intention to pass such a motion must be given in accordance with the by-laws.

7. Commitment to Diversity and Inclusion

- a. Diversity and inclusiveness shall remain as our fundamental principle in our organizational structure including board directors, Division membership, selection of judges, student awards, and in the selection of invited speakers.
- b. Science Atlantic is committed to encouraging and supporting event organizers in inviting high quality speakers to present at our events. We strongly encourage event organizers to consider the diversity of invited speakers such that they are inclusive of factors including but not limited to race, language, religious belief, colour, gender identity, gender expression, mental or physical disability, sex, marital status, education level, ancestry, ethnicity, age, place of origin, family status, source of income, receipt of public assistance, sexual orientation, Indigenous identity, or conviction for an offence for which a pardon has been granted or in respect of which a record suspension has been ordered.
- c. By establishing a policy of diversity and inclusion, we hope to inspire all young scientists to pursue STEM (Science, Technology, Engineering, and Mathematics) research and careers.

8. Indemnification

- a. To the fullest extent permitted by law, Science Atlantic agrees to indemnify the Board Director against any liability, loss, or damage incurred as a result of performing their duties as a Board Director, provided that such acts or omissions were made in good faith and in the best interest of Science Atlantic.

9. Code of Conduct

- a. The Board Director agrees to adhere to [Science Atlantic's Code of Conduct](#), which emphasizes ethical behavior, respect for all individuals, and the promotion of Science Atlantic's values. The Board Director will not engage in behavior that could harm the reputation of Science Atlantic or undermine its objectives or its members.
- b. Board meetings are a space for contribution, collaboration, and thoughtful discussions. Directors should respectfully allow for fair consideration to opposing viewpoints and should always conduct themselves in a professional manner.

10. Social Media

- a. Science Atlantic uses social media in its work and recognizes that individuals within its Membership and staff may also use social media either as part of their position in Science Atlantic or in their private lives. Science Atlantic encourages the responsible use of social media that reflects the role of the Membership and staff as ambassadors for the organization.
- b. The Board must not post disparaging, defamatory, or inappropriate statements about Science Atlantic, its initiatives (including conferences), or any of its other staff, member institutions, or individuals within the Membership. Directors should also avoid social communications that might be interpreted in a way that could damage the reputation of Science Atlantic, even indirectly.
- c. Improper conduct over social media by directors, including content posted and/or shared on personal channels with one's name clearly listed, may result in formal review and/or termination of one's role and affiliation with Science Atlantic, depending on the severity.

11. Financial Contribution

- a. While the Board Director is not required to make a financial contribution, the Board Director is encouraged to contribute to fundraising efforts and/or make an annual personal donation to Science Atlantic including referrals to prospect donors. This contribution amount is at the discretion of the Board Director, and Science Atlantic encourages support based on the Board Director's capacity.

12. Amendments

- a. This Agreement may be amended or modified only in writing and with the mutual consent of the Board Director and Science Atlantic. This document will also be reviewed every two years for any inaccuracies.

13. Acknowledgment

By signing this Agreement, the Board Director acknowledges that they have read, understand, and agree to the terms outlined above.

Board Director Name:

Board Director Signature:

Date:

Board Chair Name:

Board Chair Signature:

Date:
