

SOUTH SLOPE BOARD MEMBER EXPECTATIONS

1. **Overview of Director Roles:** Directors are responsible for leading South Slope Cooperative through significant changes. Directors represent members of the cooperative and perform the following important roles:
 - a. **Set direction:** The Directors approve the cooperative's mission and vision and review plans for the future. Board meetings focus on current operations and strategic discussions that have the most impact on the cooperative's success.
 - b. **Ensure oversight of fiscal, human and physical resources:** Review financial reports; approve budgets; evaluate and approve programs and activities.
 - c. **Provide oversight of the cooperative's progress:** Ensure legal compliance and accountability; hire, support, and assess the performance of the CEO; conduct periodic self-performance evaluations, board development, and succession planning.
 - d. **Engage in board education and outreach:** Directors must make decisions based on the needs and wishes of members consistent with the public interest and the long term viability of the cooperative. Directors may be asked to participate in member outreach programs and promote/communicate the cooperative's mission, policies, programs, and services to members. Directors are to seek out or assist in working with coalition partners that further the cooperative's mission.

2. **Director Duties and Responsibilities:** Directors are to understand and comply with the following duties and responsibilities:
 - a. **Duty of Care:** Directors must make informed decisions based on their knowledge of the industry and community needs. Board members are expected to make ethical decisions and conduct themselves in a business-like manner.
 - b. **Duty of Loyalty:** Directors must put the greater good of the cooperative above their own personal interests. Directors should strive to foster industry unity. Board members may not disclose information that is deemed confidential.
 - c. **Duty of Obedience:** Directors must comply with all applicable laws. Directors must comply with and promote the cooperative's Articles of Incorporation, Bylaws, mission, and company policies. South Slope will provide training and resources to help Directors understand these duties and responsibilities.

3. **Participation and Attendance:**
 - a. Directors will be prepared for, attend and participate in Board meetings, committees, task forces, and industry events. Board members should engage in free and critical discussion at Board meetings.
 - b. Directors will attend all Board meetings, strategic planning sessions, and the South Slope Annual Meeting. Action will be taken if a Director has more than one unexcused absence in a one year term.
 - c. Directors will serve on committees as needed.
 - d. Directors may be asked to communicate on behalf of the cooperative with legislators and regulators at the state and federal level.
 - e. Directors are expected to participate in at least one state industry meeting (ITA) and one national telecommunications association meeting (NTCA) each year during the first two board terms (6 years). South Slope encourages all board members to participate in industry-related meetings, regardless of their tenure on the board.

The South Slope Board President will monitor each board member's progress toward meeting these expectations. If a board member fails to meet any of these expectations, the Executive Committee will meet with the board member to discuss the situation.

By signing the form below, you agree to the board member expectations and certify that you meet the qualifications as listed in the bylaws:

Qualification. No person shall be eligible to become or remain a board member of the Cooperative who:

- a. is not a member and bona fide resident of the particular exchange area which he or she is elected from;
- b. is in any way employed by, or whose spouse is in any way employed by, or who has, or whose spouse has, a financial interest (other than a de minimus interest in a publicly held company) in: (i) a telecommunications carrier or other provider of voice, video or data services that competes with the Cooperative in the provision of voice, video or data services or similar businesses determined by the Board of Directors to be in competition with the Cooperative, or an affiliate or subsidiary of such a carrier; or (ii) a telecommunications carrier or other provider of voice, video or data services that leases, resells, or otherwise interconnects with or uses network elements of the Cooperative or an affiliate or subsidiary of such a carrier or provider; or
- c. is a current employee or former employee of the Cooperative.

Upon establishment of the fact that a director is holding office in violation of this Section, the Board of Directors shall immediately remove such director from office.

Signed:

Date:
