



# NRMCA

## BOARD POSITION DESCRIPTION

### REPORTS TO:

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NRMCA Membership

### POSITION DESCRIPTION:

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The Board of Directors of NRMCA formulates broad policies that govern the activities of the Association that are in the best interest of the membership and the entire industry. Individual directors are responsible both to their constituencies and to the membership as a whole.

### GENERAL RESPONSIBILITIES:

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- I. Represent the industry in their local areas and provide input on needs and views.
- II. Represent the general membership and provide input toward developing recommended solutions to issues of the industry.
- III. Actively participate in deliberations of the Board toward establishing policy & fiscal responsibility.
- IV. Support through participation those activities and programs of the Association.
- V. Support NRMCA bylaws, policies and regulations.
- VI. Advise the Officers and staff concerning issues that affect the Ready Mixed Concrete Industry in their areas.
- VII. Actively promote the benefits of Association membership.

### SPECIFIC RESPONSIBILITIES:

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- I. Attend and participate in all Board meetings (two per year, spring and fall).
- II. Act as liaison to their state associations as well as attending the regional state association meetings held by NRMCA.
- III. Promote benefits of national membership at state association meetings.
- IV. Actively recruit new and retain existing members for both national and respective state associations, with a target of at least one new member each year.
- V. Mentor one member each year as assigned (a company of similar size outside your market area).
- VI. Serve on Association committees, including membership, and encourage other employees to participate on committees also.
- VII. Participate directly or have appropriate personnel participate in industry concrete promotion efforts.
- VIII. Support the Association's Political Action Committee – CONCRETEPAC thru voluntary participation in its (a) Major Donor Program, (b) Corporate Sponsorship Program and (c) Producer Member Goals. Sign Prior Authorization as an "individual" and consider signing for company participation and/or solicitation in CONCRETEPAC programs. Non U.S. citizens are exempt from this provision.

- IX. Support of the RMC Research & Education Foundation to include a personal pledge, support of a corporate pledge, and support of fundraising activities.
- X. Support, by participation, Association Benchmarking Surveys - specifically the financial industry data, compensation, information technology, fleet maintenance, safety, environmental and monthly key metric surveys, and the Producer Confidence Index (PCI).
- XI. Support, by participation, of Association Certification Programs in operations, technology, and sustainability.

## NRMCA CONFLICT OF INTEREST POLICY

### SECTION 1. PURPOSE:

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The National Ready Mixed Concrete Association is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for member support. Consequently, there exists between NRMCA and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of NRMCA honestly and prudently, and of exercising their best care, skill and judgment for the sole benefit of NRMCA. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with NRMCA or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

### SECTION 2. PERSONS CONCERNED:

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This statement is directed not only to directors and officers, but to all employees who can influence the actions of NRMCA. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning NRMCA.

### SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

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Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to NRMCA.
2. Persons and firms from whom NRMCA leases property and equipment.
3. Persons and firms with whom NRMCA is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Members and others supporting NRMCA.
6. Agencies, organizations, and associations which affect the operations of NRMCA.
7. Family members, friends, and other employees.

### SECTION 4. NATURE OF CONFLICTING INTEREST:

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A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with NRMCA.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with NRMCA.
3. Receiving remuneration for services with respect to individual transactions involving NRMCA.
4. Using NRMCA's time, personnel, equipment, supplies or good will for other than NRMCA-approved activities, programs, and purposes.

5. Receiving personal gifts or loans from third parties dealing or competing with NRMCA. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

## SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:

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The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of NRMCA.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

## SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

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Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if she or he is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the [board or a duly constituted committee thereof]. Disclosure involving directors should be made to the board chair, (or if she or he is the one with the conflict, then to the board vice-chair) who shall bring these matters to the [board or a duly constituted committee thereof].

The board [or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to NRMCA. The decision of the board [or a duly constituted committee thereof] on these matters will rest in their sole discretion, and their concern must be the welfare of NRMCA and the advancement of its purpose.

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