



Board Policy Concerning Trustee Communications

Effective 10 May 2024

1. **Purpose:** This policy delineates the privileges afforded individual trustees to use Alumni Association communications channels and provides guidance to trustees on their official communications with others. Official communications are those that utilize the Association's communications channels as facilitated by Association's professional staff. The communications channels include but are not limited to the Association's website, e-mail system, print publications and digital communications and media.
2. **General Principles and Standards:**
 - a. The Board exercises its powers as a collegial body and encourages robust, civil, and mutually respectful discourse among trustees and non-trustee committee members, and with Association staff.
 - b. Trustees owe duties of care and loyalty to the Association and to its mission, as provided under Maryland law. When acting in an official capacity, trustees communicate with others in a manner that comports with these duties.
 - c. Trustees ensure that their official written communications are accurate, complete, and respectful in tone, and conform to the criteria set forth herein. Trustees do not divulge Board confidences, nor shall they disclose to any other party or make any announcement about formal action taken by the Board until such action has been communicated through official channels.
 - d. Trustees take care not to express their personal opinions as Board positions.
 - e. The Association's communications channels are maintained under the day-to-day control of the President and the Association's professional staff, who are responsible to ensure the integrity, security, and legal use of those channels.
 - f. The Board recognizes that intemperate trustee communications can subject the Association to civil liability.
 - g. Only the Chair and the President, and their respective designees, are authorized to speak for the Board and the Association. Trustees shall refer to Association management all inquiries from the media including news outlets and other forms of mass communication, as well as external organizations.



- h. Individual trustee actions, including third party communications, should be in keeping with the Board of Trustees Standards of Conduct, consistent with the Alumni Association mission, nonprofit status, and other Board policies.
- i. While the Board of Trustees is in Closed or Executive Session, all deliberations, opinions of other Board members, and content discussed is confidential and will not be disclosed unless authorized by the Board. This is critical to ensuring a full and robust discussion of sensitive topics while the Board is in Closed or Executive Session.
- j. Recording any Board session, conversation with other Board members, or any other deliberations associated with the Board without the prior approval of the Chairman or consent of other Board members is strictly prohibited and will be grounds for removal under Section 4.10 of the bylaws.

3. Criteria for Dissemination: All trustee communications intended for release over one or more of the Association’s communications channels shall meet the following criteria:

- a. Be accurate and complete in all material respects;
- b. Support the mission of the Association;
- c. Use a respectful and professional tone;
- d. Relate to the business of the Board;
- e. Omit personal opinion not delineated as such;
- f. Not divulge Board-confidential material;
- g. Comply with relevant laws; and
- h. Conform to communications infrastructure limitations.

4. Scope and Frequency:

- a. The scope of permissible trustee use of Association communications channels is as set forth below, but is subject as well to the requirement that such communications be on a “not to interfere” basis with the Association’s print and digital content distribution schedule as determined by the Association’s Executive Vice President of Engagement and Communications.

<i>Trustee Category</i>	<i>Scope of Distribution</i>
Chair	Unlimited
Vice Chair	Unlimited
President	Unlimited
Regional *	Members residing in their respective regions



Chapter *	Members in their respective chapters
Class *	Members in their respective class and decade organizations
Shared Interest Group *	Members of Board-approved SIGs
Board-Selected *	As determined by the Chair

* In furtherance of their duties as trustees

5. Execution with Respect to the Association’s Communications Apparatus:

- a. Trustees wishing to use the Association’s communications channels shall submit their proposed communications to the Chair of the Communications Committee (the “Comms Chair”) for review under the criteria specified in this policy. The Comms Chair may delegate as much of the review to management as he or she deems appropriate. Unless the Comms Chair gives specific notice to an originator of the need for a longer review time, reviews under this subparagraph shall be completed, and feedback reported to the originator, within three (3) business days.
- b. If the Comms Chair (or delegated management) determines that a proposed communication fails to conform to the criteria set forth in this policy and therefore requires modification, the originator may accept such determination or, instead, appeal to the Vice Chair of the Board.
- c. The decision of the Vice Chair on such questions may be subject to further appeal by either the originator or the Comms Chair to the Chair of the Board, whose determination shall be final.

6. Policies Specific to Regional Trustee Elections:

- a. Candidates for Regional Trustee elections who are not sitting trustees are subject to the Board Policy Concerning Trustee Communications.
- b. The Board Secretary shall communicate campaign communications guidance to all regional trustee candidates in advance of their active election cycle. This guidance shall reference this Board Policy and set forth the ways in which candidates may communicate to their constituency using the Association’s communications channels.
- c. Candidates for Regional Trustee elections who are sitting trustees may not advocate for their candidacy outside of the guidelines referenced in 6b.
- d. Regional trustee candidate communications disseminated via the Association’s communications channels shall include the following header: “This is a campaign message from a candidate for a United States Naval Academy Alumni Association



Regional Trustee position. The views expressed in the message are those of the author alone and do not represent an official position of the Alumni Association.”

- e. If the Comms Chair is a candidate for a Regional Trustee position, then the Communications Committee Vice Chair shall review all campaign communications in place of the Comms Chair.
7. **Enforcement:** Trustees whose official communications fall short of the complying with the principles and standards expressed in this policy may be subject to sanction by the Board up to and including removal under Section 4.10 of the bylaws.