Role Description - Board Member

The Board of Directors of , in active collaboration and partnership with the Executive Director, shall frame the issues and think creatively of opportunities and challenges to be met for to be an exemplary organization.

The legal duties and responsibilities of the Board Members are generally outlined in the by-laws. Each board member should be conversant, and compliant, with the bylaws.

Most fundamentally, each director has a duty of loyalty, duty of obedience, and a duty of care. The following provisions list many of the specific responsibilities and actions required to meet those legal and ethical duties, and effectively govern the organization.

# Responsibilities of the Board

## Governance

1. Adopt, and regularly review the organization’s mission and vision statements, and review management’s performance in achieving them.

2. Adopt, and regularly review, the organization ’s statement of ethics and values and monitor the organization’s performance in accordance with those principles.

3. Adopt, and regularly review, broad written policies reflecting the mission and values of the organization, within which the executive director is authorized to manage the organization and to develop and implement operational plans to carry out the mission.

4. Regularly assess the environment for the nonprofit sector, and develop, in partnership with the executive director, strategies to be responsive.

5. Hire, monitor, appraise, advise, stimulate, support, reward, and, if deemed necessary or desirable, replace the executive director.

6. Ensure that management succession is properly planned.

7. Meet as a board as outined by the bylaws. Focus on “what matters most,” and apply the knowledge and experience of individual board members to the major challenges facing the organization.

8. Establish committee structure; adopt, and regularly review, committee charters.

9. Annually review and approve the executive committee’s performance review of the executive director, and establish compensation based on recommendations of the executive committee.

10. Ensure that the organizational strength and employee base can sustain the mission and achieve long-range goals.

11. Approve appropriate compensation and benefit policies and practices.

12. Propose prospective board members and fill vacancies as needed. Ensure adequate orientation of new members. Ensure adoption and adequacy of board leadership succession plan.

13. Periodically conduct self-review of board performance (including its composition, organization, and responsibilities) and take steps to improve its performance.

14. Ensure that the organization has established appropriate policies to define and identify conflicts of interest throughout the organization and is diligent in its administration and enforcement of those policies.

15. Review compliance with relevant material laws affecting the organization and its programs and operations.

## Finance & Administration

1. Ensure that the organization ’s financial structure and funding plans will adequately support its current needs and long-range strategy.

2. Ensure that the board is carrying out its fiduciary responsibilities, such as reviews of periodic and annual financial statements, funding plans, budgets, and financial goals.

3. Review results achieved by management compared with the organization ’s mission, strategic plan, and annual and long-range goals. Compare performance to that of other statewide nonprofit associations.

4. Approve major actions such as capital expenditures on all projects over authorized limits and major changes in programs and services.

5. Ensure that the board, its committees, members, donors, and the public are adequately informed of the financial condition of the organization and its operations through internal and published reports, or other appropriate method.

6. Ensure that published reports properly reflect the operating results and financial condition of the organization.

7. Appoint independent auditors, review audit reports, and review management letters with the executive director.

8. Ensure that adequate risk management policies are established and implemented.

# Responsibilities of Each Individual Board Member

1. Be loyal to the organization, always exercising board powers in the interest of the organization, and not for the interest of the individual director or others.

2. Be informed about the organization ’s mission and vision, strategic and operating plans, policies, and programs. Work with the rest of the board to review, approve and oversee the organization ’s mission, and review performance in achieving it. Be an avid proponent of the mission, and inform others about ORGANIZATION, its mission, vision, and programs.

3. Ensure legal and ethical integrity, and maintain accountability and transparency to members, funders, donors, other constituents, and the general public.

4. Prepare for, attend, and participate actively in board and committee meetings, and special events. Serve on committees and undertake special assignments willingly and enthusiastically when asked. Provide candid and constructive advice, comments, and criticism. Ask timely and substantive questions at board and committee meetings consistent with conscience and conviction, while supporting the majority decision on issues decided by the board.

5. Make a personal contribution once a year at a level reasonable to the individual.

6. Individual, dues paying, membership in the organization by a board member is optional, and not required. Organizational membership in the organization by an individual board member’s employer is encouraged, but not required.

7. Be familiar with and follow conflict-of-interest policies and submit an annual conflict of interest disclosure form.

8. Participate in the generation and approval of policies focusing on mission, finances, and income. Ensure that programs are consistent with the mission.

9. Suggest possible nominees for election to the board, who can make significant contributions to the work of the board and the organization.

10. Keep up to date on developments in and affecting the nonprofit sector.

11. Provide moral and professional support, and be available as resources, to the executive director. Respect existing time commitments and priorities of staff.

12. Avoid involvement in all political campaigns in the name of the organization, unless directed by the board or executive director to question or present an advocacy issue on behalf of the organization to a potential candidate.

13. Maintain confidentiality of the board’s executive actions.

Adopted by Board of Directors –