

# **Board Information**

## I. Board Roles and Responsibilities

See attached descriptions

## II. Board Structure

- Officers
- Committees and task forces
- Meetings – attendance
- Conflict of Interest
- Other

## III. Skill/Slots outline

- Marketing
- Finance
- Government
- Fundraising
- Networking
- Other

## IV. Board Recruitment and Nomination Process

- Appointment nominating committee
- Define slots/skills
- Recruitment process
- Recommend slate
- Appoint
- Orientation

## **Board Member Job Description**

*The following description was adapted from materials from BoardSource.*

1. Regularly attends board meetings and important related meetings.
2. Makes serious commitment to participate actively in committee work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
6. Is an active participant in the committee's annual evaluation and planning efforts.
7. Participates in fund raising for the organization.
8. Reviews and approves:
  - annual budget
  - monthly to quarterly financial statements
  - annual audit
  - contracts and leases
  - annual performance review of Executive Director
  - salary of Executive Director
  - Minutes of all meetings
  - Annual Meeting – set and conduct
  - Strategic plan – three to five years
9. Hires and fires the Executive Director

## **Position Title: Member, Board of Directors**

### ***Function:***

- Provide governance to the organization, represent it to the community, and accept the ultimate legal authority for it.

### ***Duties: Planning***

- Approve the Institution's philosophy and review management's performance in achieving it.
- Annually assess the environment and approve the Institution's strategy in relation to it.
- Annually review and approve the Institution's plans for funding its strategy.
- Review and approve the Institution's five year financial goals.
- Annually review and approve the Institution's budget.
- Approve major policies.

### ***Organizations***

- Elect, monitor, appraise, advise, support, reward, and, when necessary, change top management.
- Be assured that management succession is properly being provided.
- Be assured that the status of organizational strength and manpower planning is equal to the requirements of the long range goals.
- Approve appropriate compensation and benefit policies and practices.
- Propose a slate of directors to members and fill vacancies as needed.
- Annually approve the Performance Review of the CEO and establish his/her compensation based on recommendations of the Personnel Committee and Chairman of the Board.
- Determine eligibility for and appoint Board Committees in response to recommendations of the Nominating Committee.

- Annually review the performance of the Board and take steps to improve its performance.

### ***Operations***

- Review the results achieved by management as compared with the Institution's philosophy, annual and long range goals, and the performance of similar institutions.
- Be certain that the financial structure of the Institution is adequate for its current needs and its long-range strategy.
- Provide candid and constructive criticism, advice, and comments.
- Approve major actions of the Institution, such as capital expenditures and major program and service changes.

### ***Audit***

- Be assured that the Board and its committees are adequately and currently informed - through reports and other methods - of the condition of the Institution and its operations.
- Be assured that published reports properly reflect the operating results and financial condition of the Institution.
- Ascertain that management has established appropriate policies to define and identify conflicts of interest throughout the Institution, and is diligently administering and enforcing those policies.
- Appoint independent auditors subject to approval by members.
- Review compliance with relevant material laws affecting the Institution.

## **Board Chair Job Description**

*The following description was adapted from materials from BoardSource.*

1. Is a member of the Board
2. Serves as the Chief Volunteer of the organization
3. Is a partner with the Chief Executive in achieving the organization's mission
4. Provides leadership to the Board of Directors, who sets policy and to whom the Chief Executive is accountable.
5. Chairs meetings of the Board after developing the agenda with the Chief Executive.
6. Encourages Board's role in strategic planning
7. Appoints the chairpersons of committees, in consultation with other Board members.
8. Serves *ex officio* as a member of committees and attends their meetings when invited.
9. Discusses issues confronting the organization with the Chief Executive.
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
11. Reviews with the Chief Executive any issues of concern to the Board.
12. Monitors financial planning and financial reports.
13. Plays a leading role in fundraising activities (*nonprofit only*)
14. Formally evaluates the performance of the Chief Executive and informally evaluates the effectiveness of the Board members.
15. Evaluates annually the performance of the organization in achieving its mission.
16. Performs other responsibilities assigned by the Board.

## **Vice Chair Job Description**

*The following description was adapted from materials from BoardSource.*

This position is typically successor to the Chair position. In addition to the responsibilities outlined in the Committee Member job description, this position:

1. Is a member of the Board
2. Performs Chair responsibilities when the Chair cannot be available (see Chair Job Description)
3. Reports to the Board's Chair
4. Works closely with the Chair and other staff
5. Participates closely with the Chair to develop and implement officer transition plans.
- 6.** Performs other responsibilities as assigned by the Board.

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## **Committee Chair Job Description**

*The following description was adapted from materials from BoardSource.*

1. Is a member of the Board
2. Sets tone for the committee work.
3. Ensures that members have the information needed to do their jobs.
4. Oversees the logistics of committee's operations.
5. Reports to the Board's Chair.
6. Reports to the full Board on committee's decisions/recommendations.
7. Works closely with the Chief Executive and other staff as agreed to by the Chief Executive.
8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
9. Initiates and leads the committee's annual evaluation.

## **Board Secretary Job Description**

*The following description was adapted from materials from the National Center for Nonprofit Boards. Note that materials apply to both for-profit and nonprofit unless otherwise noted.*

1. Is a member of the Board
  2. Maintains records of the board and ensures effective management of organization's records
  3. Manages minutes of board meetings
  4. Ensures minutes are distributed to members shortly after each meeting
  5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings
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## **Board Treasurer Job Description**

*The following description was adapted from materials from the National Center for Nonprofit Boards. Note that materials apply to both for-profit and nonprofit unless otherwise noted.*

1. Is a member of the Board
2. Manages finances of the organization
3. Administrates fiscal matters of the organization
4. Provides annual budget to the board for members' approval
5. Ensures development and board review of financial policies and procedures