

# OUR NON-PROFIT ORGANIZATION'S BOARD OF DIRECTORS

## Responsibilities of the Board

Your organization's Board of Directors has many important responsibilities. Though they may vary from organization to organization, the following is description of the responsibilities and duties of most boards.

1. **Determine the organization's mission and purpose.** It is the board's responsibility to create a statement of mission and purpose, and to review it periodically for accuracy and validity. This statement should set out the organization's goals, means, and primary constituents served. Each board member should fully understand and support it.
2. **Select the organization's chief executive,** then appoint, review, and (if necessary) dismiss that individual. The board must also ensure that the chief executive, who has responsibility for the administration of the organization, receives the moral and professional support he or she needs to further the organization's goals
3. **Ensure effective organization planning.** As steward of the organization, the board must actively participate with the staff in an overall planning process, and assist in implementing the plan's goals. The board should help management to develop business plans, policy objectives, business strategies, and priorities.
4. **Ensure adequate resources.** One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board should work in partnership with the chief executive and development staff to raise funds from the community.
5. **Manage resources effectively.** The board, in order to remain accountable to its donors and the public, and to safeguard its tax-exempt status, must assist in developing the annual budget and ensuring that proper financial controls are in place.
6. **Determine, monitor, and strengthen the organization's programs and services.** The board's role in this area is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness. By constantly reviewing the organization's work, the board ensures the organization's capacity to carry out its programs.
7. **Enhance the organization's public standing.** The board is the organization's primary link to the community. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as garnering support from members of the community, are important elements of a comprehensive public relations strategy
8. **Ensure legal and ethical integrity and maintain accountability.** The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. The board must establish pertinent policies and procedures (e.g., personnel policies, grievance procedures), and adhere to provisions of the organization's bylaws and articles of incorporation.

**9. Recruit and orient new board members, and assess board performance.** The board must select new board members and orient them to their responsibilities, and the organization's history, needs, and challenges. By evaluating its performance, the board can recognize its achievements and determine which areas need to be improved. As the organization grows and improves, the governing board must also evolve to meet changing needs and circumstances.

### **Selecting Board Members**

Because the Board of Directors plays such an important role in your organization, you must apply stringent standards in your search for board members, and look for individuals who:

- Can bring a variety of skills, experience, and diversity to the organization.
- Have backgrounds and contacts that differ from but complement those of the other directors. This diversity is vital to maintaining a balanced board composition.
- Have concern for your organization's development, and are willing to learn about the substantive program area of the organization.
- Are prepared to set aside any potential conflict between their personal or individual business interests to support the well-being of the organization.
- Have a developed sense of values and personal integrity.
- Are sensitive to and tolerant of views and opinions different from their own
- Are friendly, responsive, and patient, and have a sense of humor
- Work well with individuals and groups
- Can listen, analyze, and think clearly and creatively.
- Are not hesitant to ask questions.
- Are willing to prepare for and attend board and committee meetings.
- Will take responsibility and follow through on assignments.
- Are willing to contribute personal and financial resources to the organization, and to cultivate and solicit outside funds.
- Can open doors in the community.
- Can recruit board members and other volunteers
- Are willing to develop skills they need in order to be effective board members

### **Responsibilities of Individual Board Members**

Within larger framework of board responsibilities, the individual board members you have chosen must each fulfill certain obligations to the organization. Those obligations include:

- Attend all board and committee meetings and functions, and be prepared to participate
- Stay informed about board and committee matters; review and comment on minutes and reports
- Stay informed about the organization's mission, services, policies, and programs
- Keep up-to-date on developments in the organization's field.
- Follow developments in the community, economy, government, etc. that may affect the organization

- Serve on committees and offer to take on special assignments.
- Make a personal financial contribution to the organization.
- Participate in organizational fundraising.
- Inform others about the organization.
- Get to know other members; build working relationships that contribute to consensus.
- Suggest nominees to the board who can make significant contributions to the work of the board and the organization.
- Follow conflict of interest and confidentiality policies.
- Assist the board in carrying out its fiduciary responsibilities such as reviewing the organization's annual financial statements.
- Participate actively in the board's annual evaluation and planning efforts.

Keep in mind that:

- **Board members have no individual authority separate of the board.**
- **Board members are expected to support decisions of the board, regardless of personal desires and/or opinions.**

### **Board Member Job Descriptions**

Besides being members of the board, several of your board members will be asked to take on additional responsibilities as office holders and/or committee members. Here are some of the responsibilities associated with specific board positions:

#### ***Chair***

- Serves as the chief volunteer of the organization.
- Is a partner with the chief executive in achieving the organization's mission
- Provides leadership to the board.
- Chairs meetings of the board after developing the agenda with the chief executive.
- Encourages the board's role in strategic planning.
- Appoints committee chairs, in consultation with other board members.
- Serves *ex officio* as a member of committees, and attends their meetings when invited.
- Discusses with the chief executive issues of concern to the board or the organization.
- Helps guide and mediate board actions with respect to organizational priorities and governance.
- Monitors financial planning and financial reports.
- Plays a leading role in fundraising activities.
- Formally evaluates the performance of the chief executive; informally evaluates the effectiveness of the board members.
- Evaluates annually the performance of the organization in achieving its mission.

#### ***Vice Chair***

- Is typically a successor to the Chair
- Reports to the Chair.
- Performs Chair responsibilities when the Chair cannot be available.
- Works closely with the Chair and other staff.
- Participates closely with the Chair to develop and implement officer transition plans.

### ***Committee Chair***

- Sets the tone for the committee work
- Ensures that committee members have the information they need to do their jobs
- Oversees the logistics of committee operations
- Reports to the board's Chair.
- Reports to the full board on committee decisions/recommendations
- Works closely with the chief executive and other staff as agreed to by the chief executive
- Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
- Initiates and leads the committee's annual evaluation.

### ***Secretary***

- Maintains records of the board and ensures effective management of organization's records.
- Manages minutes of board meetings
- Ensures minutes are distributed to members shortly after each meeting.
- Is sufficiently familiar with legal documents (e.g. articles, by-laws, IRS letters) to note their applicability during meetings.

### ***Treasurer***

- Manages the finances of the organization.
- Administrates fiscal matters of the organization.
- Provides the annual budget to the board for approval.
- Ensures development and board review of financial policies and procedures.

*Sources consulted in compiling this information include:*

Ten Basic Responsibilities of Nonprofit Boards. Washington, DC: National Center for Nonprofit Boards, 1996.

Six Keys to Recruiting, Orienting, and Involving Nonprofit Board Members. Washington, DC: National Center for Nonprofit Boards, 1995.