BOARD RESPONSIBILITIES
For Sample Organization

Board members shall be appointed for three-year terms and staggered so that annually at least one third of the directorships become available.

The board shall:

Set the policy for the organization by:

- Determining the organization's mission and purpose: It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
- Ensuring legal and ethical integrity and maintaining accountability: The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
- Ensuring effective organizational planning: The board actively participates in the overall planning process, approving the strategic plan, and assisting in implementing and monitoring the plan's goals.
- Providing oversight for the organization's programs and services.
- Documenting policies and decisions to create an organizational memory.

Monitor operations by:

- Hiring and periodically evaluating the executive director (ED).
- Working with and providing support and counsel to the executive director.
- Approving the annual budget and ensuring that proper financial controls are in place.
- Adopting a clear set of personnel policies that govern the internal human relationships within the organization, and a compensation scheme complete with benefits that is incorporated into the organization's annual budget.
- Approving major contracts and grants, and ensuring that contract obligations are fulfilled.
- Monitoring and strengthening programs.
- Troubleshooting as necessary.

Ensure adequate resources by:

- Fundraising: One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission by directly donating to the organization and soliciting donations.

Enhance the organization's public image and standing by:

- Advocating for the organization: The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the local and broader communities.
- Serving as a public voice for the organization.

Build an effective board by:

- Recruiting and orienting new board members and assessing board performance.
- The board has a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
- Replacing board members when a vacancy arises.

Individual board members shall:

General Expectations

- Know the mission, vision, goals, policies, programs, services, strengths and needs.
- Perform duties of board membership responsibly and conform to the level of competence expected from board members. Use your best judgment, put your personal and professional interests aside for the good of the organization, and remain true to the mission.
- Serve on a minimum of one board or advisory committee and undertake assignments willingly and enthusiastically.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and organization's progress.
- Follow the trends in the specialty area of the organization.
- Bring good will, perspective and a sense of humor to the board's deliberations.
- Demonstrate an ability to listen, analyze, think clearly and creatively, ask mindful questions, work through differences, work with people individually and in a group, and be self-reflective.
- Through your role as an ambassador for the organization, help to spread awareness, thereby increasing participation in its programs and support from funders.

Meetings and communication

- Attend all board and appropriate committee meetings and functions. If you must be absent, notify the chair in advance and take the responsibility for offering relevant input and remaining current on issues.
- Prepare for and participate in board and committee meetings, including appropriate organizational activities.

- Ask timely and substantive questions at board and committee meetings. Support the majority decision on issues decided by the board.
- Maintain confidentiality of the board's discussions, and speak for the board or the organization only when authorized to do so.
- Suggest agenda items periodically for board and committee meetings to ensure that significant, policy-related matters are addressed.
- Respond in a timely manner to all e-mails from the board and staff.

Fundraising

- Contribute to fundraising efforts by making a personally meaningful contribution.
- Solicit funds from individuals, foundations and corporations on behalf of the organization, and participating in fundraising events and other activities.

Fiduciary Responsibilities

- Exercise ethical prudence with the board in the control and transfer of funds.
- Faithfully read and understand financial statements and otherwise help the board fulfill its fiduciary responsibilities.

Relationship with staff

- Counsel the ED as appropriate and support him or her through difficult times or relationships with groups or individuals.
- Avoid asking special favors of the staff, including special requests for extensive information, without at least prior consultation with the ED, board or appropriate committee chair.

Avoiding conflicts

- Avoid even the appearance of a conflict of interest that might embarrass the board or organization, and disclose any possible conflicts to the board in a timely fashion. Sign the Conflict of Interest Statement on an annual basis.
- Maintain independence and objectivity and do what a sense of fairness, ethics and personal integrity dictate, even though not necessarily obliged to do so by law, regulation, or custom.
- Never accept nor offer favors or gifts from or to anyone who does business with the organization

Adapted from *Ten Basic responsibilities of Nonprofit Boards*, BoardSource, 2003.