

SAMPLE Draft Board and Board Member Job Description

The Board of Directors is responsible for the entire care, control, and governance of (organization). Our Board governs with leadership and vision. It creates policy, maintains the highest ethical standards in accordance with our values, discovers and responds to changing needs in our community, makes a measurable impact, and serves as principal fiduciaries and wise stewards of our resources. The Board is responsible for its own excellence in governance in pursuit of our mission.

We can only achieve these goals through the commitment, participation and good faith of every member.

I. Specifically, the duties of the Board include:

<u>The Duty of Care</u> requires board members to be reasonably informed, participate in decision-making, act in good faith, and with the care of a prudent person in similar circumstances.

Board members should fulfill this duty by:

- Attending board meetings, adequately prepared
- Serving on and participating in the work of at least one committee
- Using independent judgment
- Reviewing and approving the annual budget to agreed upon priorities and constraints
- Frequently reviewing the financial condition and policies and otherwise acting to ensure our short and long-term financial health
- Complying with all statutory, regulatory and reporting requirements
- Reviewing, understanding and complying with all governing documents, such as the bylaws
- Ensuring the accuracy of all public financial statements, e.g. annual audit and 990
- Obtaining sufficient information to understand an issue under discussion and before voting

<u>The Duty of Loyalty</u> requires board members to act in the best interest of their organization and not in their own interests or those of another, and to place the interests of their organization before their own personal and professional interests.

Board members are expected to fulfill this duty by:

- Ensuring all proposed actions will be in the best interests of our organization
- Observing all aspects of our conflict of interest policies
- Maintaining the confidentiality of Board deliberations and protecting the confidentiality of proprietary information
- Never using the property or intellectual capital of our organization for personal gain or benefit
- Acting in accordance with the mission, governing documents, strategic plan and board approved policies

II. To achieve excellent governance and community leadership, **other obligations of Board Members include**:

- Making an leadership contribution annually to the best of your ability
- Supporting board and staff activities to raise organizational resources

Tool for Change SM



- Supporting activities to increase community awareness
- Attending high profile events
- Helping to Identify future board candidates
- Partnering with leadership to advance our strategic objectives
- In relation to staff, observing the boundaries of board member roles outside of board meetings
- Contributing to the collegiality of the Board/Staff team
- Actively promoting our organization within your sphere of influence
- Advocating for our interests among government and elected officials