

Sample Job Descriptions for Board Officers

Note: *Your board should have a thoughtful discussion on what role it wishes your officers to play and what criteria a person needs to possess to be nominated for a position. For example, research tells us that the most effective board chairs are facilitative leaders, able to inspire, build their team, delegate effectively, among other characteristics.*

GUIDING PRINCIPLES

Officers¹ of the Board provide essential and model leadership to Organization and their Board colleagues. They make the Board more effective by building a strong and collegial board team, by overseeing the Board excellence in governance, by ensuring confidence in the fairness of that process, and by ensuring access to information and accurate and accessible record of Board decisions and policies used to guide action and inform future deliberations.

Board officers keep the Board focused on strategically important questions and help the Board deal efficiently with less important issues.

No individual officer (or director) has or may exercise managerial authority over the staff. The Board instructs the Co-Directors only through a formal vote of the Board.

Officers and their roles

1. Chair of the Board of Directors (consider co-chairs)

The focus of the Chair of the Board is to create a high performing and high value Board of Directors. The Chair ensures the integrity and fulfillment of the Board's process.

The Board Chair, as the chief governance officer of the Board of Directors, has only the authority that the Board delegates by resolution.

The Chair facilitates board meetings in accordance with your manner of acting or delegates that role to from time to time to another director.

The Chair has no authority to supervise or direct the CEO unless given specific authority by the Board through written policy.

The Chair may represent the Board externally, with its approval, to ensure the advancement of Organization.

The Chair practices facilitative and collaborative leadership. In doing so, the Chair:

- sets an example for other directors
- builds a strong partnership with committee chairs
- keeps board deliberations focused on the future and on strategic vision

¹ Check with your state law on what officers are required and which positions cannot be filled by the same person.

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- engages the full participation of directors and nurtures a culture of collegiality
- ensures that the Board adopts annual goals & work plans
- models governing discipline by never making decisions that are rightly those of the full Board
- ensures that the Board follows its own rules as it does its work, including compliance with the bylaws
- ensures that deliberations are fair, open, thorough, timely, and orderly
- supports leadership development to ensure leadership transitions
- ensures evaluation is completed for the CEO

2. Vice Chair (this could be a co-chair)

The essential responsibility of the Vice Chair is to serve as a partner to the Chair and be well-informed and prepared to serve in that role in the event that the Chair is not able to complete his or her term.

The Vice Chair also assists the Board by serving as [choose a leadership function e.g. *liaison to Board committees/ Chairing strategic planning*]

The Vice Chair acts as the Chair, facilitating meetings, when the Chair is unable to attend.

3. Secretary

In general, the Secretary performs all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

The essential responsibilities of the Secretary are to ensure that:

- staff keep corporate records safely stored, accessible, and up-to-date
- minutes of the board meeting are accurately recorded and kept
- the Board policy manual is up-to-date, incorporating policy-decisions made during Board meetings and recorded in the minutes
- proper notice of meetings is given to the Board in accordance with the bylaws
- meeting agendas, minutes and other materials for meetings are distributed in a timely fashion

[Some organizations have the Secretary be the chair of the Governance Committee]

4. Treasurer

The Treasurer performs all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

The essential responsibilities of the Treasurer are to:

- facilitate strategic thinking within the Board to ensure the short- and long-term financial vitality of Organization
- develop financial literacy among the directors

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- ensure prudent asset management in accordance with financial objectives and Board-approved policy
- ensure that staff implement strong internal controls
- oversee development of and monitor compliance with Board-approved financial policies
- regularly report to the Board on the financial condition of the organization
- with the CEO, present an annual budget to the Board for its approval
- chair or participate on the Finance Committee and ensure that it achieves its annual board-approved goals and objectives