

## Ten Basic Board Responsibilities

1. **Determine mission and purposes, and advocate for them.** 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.
2. **Select the chief executive.** Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. **Support and evaluate the chief executive.** The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
4. **Ensure effective planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
5. **Monitor and strengthen programs and services.** The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
6. **Ensure adequate financial resources.** One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
7. **Protect assets and provide financial oversight.** The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
8. **Build and sustain a competent board.** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
9. **Ensure legal and ethical integrity.** The board is ultimately responsible for adherence to legal standards and ethical norms.
10. **Enhance the organization's public standing.** The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

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**POSITION DESCRIPTION  
FOR  
BOARD MEMBERS  
OF THE  
(NAME OF AGENCY)**

**TITLE:** Member, (Name of Agency), Board of Trustees

**REPORTS TO:** Board President

**PURPOSE:** To serve the board as a voting member, to develop policies, procedures and regulations for the operation of the (Name of Agency), to set the strategic direction of the (Name of Agency), ensure necessary resources and provide oversight for programs and performance.

**TERM:** The term of service for a member of the board of trustees shall be three calendar years and shall begin at the annual meeting or otherwise during the year in which the member is elected. One-third of the trustees shall be replaced or re-elected each year.

Following completion of a trustee's term, he or she shall be eligible for re-nomination and re-election for one additional full term.

**EXPECTED MEETING ATTENDANCE:**

- Make every effort to attend all (insert #) board meetings annually, whether in person or by electronic means. At a minimum, attend no fewer than (insert #) meetings a year.
- Attend standing committee meetings if a member (about (insert #) per year)
- Participate as an ad hoc committee member if appointed
- Attend board retreats, workshops, and other board development activities
- Attend and/or participate in a minimum of two of the following activities:
  - A
  - B
  - C
  - D
  - E
- Attend and/or participate in one or more of the following activities:
  - X
  - Y
  - Z

(over)

#### **OBLIGATIONS OF THE BOARD:**

- Determine the organization's mission and purpose
- Select the chief executive
- Support and evaluate the chief executive
- Ensure effective planning
- Monitor and strengthen programs and services
- Ensure adequate financial resources
- Protect assets and provide financial oversight
- Build a competent board
- Ensure legal and ethical integrity
- Enhance the organization's public standing

#### **SPECIFIC DUTIES:**

- Participate as a member of a team that: 1) includes administrative leadership, the board, and others, and 2) requires cooperation and teamwork to be effective
- Attend meetings and show commitment to board activities
- Be well-informed on issues and agenda items in advance of meetings
- Contribute skills, knowledge and experience when appropriate
- Listen respectfully to other points of view
- Participate in organizational decision-making
- Financially support the (Name of Agency) with a stretch gift commensurate with ability
- Be educated about the needs of the (type of client) served
- Assume leadership roles in all board activities, including fund raising
- Represent the (Name of Agency) to the public and to business and industry
- Leverage their relationships to be a bridge between the (Name of Agency) and its constituencies

(NAME OF ORGANIZATION)

**Board Member Statement of Understanding**

After careful and sincere consideration, I have accepted the invitation and have been inducted officially as a term member of the Board of Trustees of (Name of Organization). I am fully committed and dedicated to the vision and mission of (Name of Organization). I pledge to do my full part to ensure fulfillment of the mission. I understand that my duties, responsibilities, and obligations include the following:

1. The founding of (Name of Organization) as a public trust is rooted in the not-for-profit corporate statutes of (name of state).
2. I am personally and jointly responsible, with other board members, for the operation of (Name of Organization) in fulfillment of its mission in service to (description of who is being served).
3. I will be aware of the proposed and approved operating budget and also what the budget ought to be to ensure the highest quality in all programs, services, facilities, equipment, and staff requirements.
4. I pledge to do my part in actively reviewing and monitoring the budget through periodic reports and seeking necessary financial support to insure a balanced annual budget at least. I will also be active in the board's oversight responsibilities in all other areas of (Name of Organization)'s operation.
5. I am responsible to know the governing board bylaws and policies that determine the management and reputation of (Name of Organization).
6. I want to visit (Name of Organization) to learn more about its practices and values.
7. I will provide what is for me a substantial annual gift for budget operations. I will make a reasonable effort to participate in special fundraising events. I will consider capital fund and estate gifts as appropriate for me.
8. I will attend (Name of Organization)'s events as described in the Board Member position description.
9. I will actively promote (Name of Organization) among my business and professional friends, neighbors, and family to encourage their support.
10. I will engage actively in cultivation of friends for their generous support of (Name of Organization) in the name of philanthropy.

11. I will attend board meetings, serve on committees as appropriate, and be available in person and by phone.
12. I will be vigilant regarding of conflicts of interest and even the perception of a conflict of interest. As a Board member, I pledge to make decisions and take actions which are in the best interest of the entire organization and set aside any other loyalties. I understand that there may be occasions when I must declare a conflict of interest and recuse myself from voting on an issue.
13. I will be vigilant regarding the confidentiality of issues and actions that Trustees discuss. I understand that inappropriate conversations are unacceptable and are grounds for removal from the board.
14. In signing this document, I understand that there are no rigid standards of measurement or achievement for board members. This pledge is a statement of faith and trust among one another to perform to the best of our abilities.

This appointment will be a treasured honor.

Date: \_\_\_\_\_ Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Phone: home \_\_\_\_\_ office \_\_\_\_\_

In turn, (Name of Organization) is responsible to me as follows:

1. I will receive financial and appropriate dated reports regularly which I will read before meetings.
2. I will be able to discuss policies, programs, goals, objectives, and perceptions with staff members through the chief executive.
3. Board members and staff will respond to the best of their ability in straightforward, honest, moral, ethical, legal, and fiscal responsibilities as members of a public trust.

\_\_\_\_\_

\_\_\_\_\_

Board Chair

Executive Director

Date: \_\_\_\_\_

Date: \_\_\_\_\_

## **Building the Board of Trustees**

### **Board Member Recruitment Process**

One of the four primary functions of the Board Governance Committee is to identify, research, contact, nominate, and provide orientation for new members of the board of trustees. The other functions are to review and update the board's roles and responsibilities, organize continuous education for board members and periodically assess board effectiveness.

There is nothing so important than finding and securing the volunteer services of excellent trustees. This is far too vital a task to be done in a haphazard or superficial manner. Here are proposed steps to building a highly productive board:

#### **1. Maintain a Confidential File of Prospective Board Members**

- ◆ Executive director maintains a confidential file of prospective board members.
- ◆ Executive director, members of staff, all members of the board of trustees, and other top volunteers submit names of prospective board members anytime during the year. Board, staff, and volunteers will need to be encouraged several times a year to submit names for this file.
- ◆ Names come from business or social relationships, or simply from newspaper articles.
- ◆ Names and whatever information has been gathered about these people, e.g. a newspaper clip or a brief memo, are placed in the prospective board member file. It is not necessary to have complete information about candidates at this time.
- ◆ The Board Governance Committee starts the process of selecting nominees for the next class of board members or only to fill a vacancy, by going through candidates' names in the prospective board member file. This file is not to be the only resource, but it is a primary resource.

#### **2. Research Prospective Board Members**

- ◆ The Board Governance Committee selects names from the prospective trustee file, gathers additional names from other sources, and begins conducting more thorough research on the candidates.
- ◆ More names are selected than positions are available in the next class of trustees or in the case of filling a single vacancy.
- ◆ Names not selected are returned to the prospective trustee file. Names kept in this file for several years without being selected for research are discarded.
- ◆ Research is done through confidential interviews with trustees and other volunteers and friends, including the people who submitted the names.
- ◆ Various printed resources, e.g. social and business directories, and Internet searches are also used.
- ◆ The chief executive takes a leading role in conducting this research in close collaboration with members of the Board Governance Committee.
- ◆ After a dossier has been built for each person selected for further research, the Board Governance Committee prioritizes the names and might pare the number of people who have been researched.
- ◆ In the case of a very small board of trustees, the Board Governance Committee might inform the board or executive committee verbally about the names being considered. This communication is not put into writing.
- ◆ Care should be taken to avoid lobbying by current trustees for individuals on the list.
- ◆ It is premature and inappropriate for the board to vote on these names at this point. They are only receiving information about this important work of the Board Governance Committee. The integrity of the process must be kept intact.

**3. Understand the Rationale for Conducting an Interview**

- ◆ With rare exceptions due to distance or some other unusual situation, a person should never be offered a position on the board through a telephone call or a letter. This has the effect of reducing the status and importance of trusteeship at the organization.
- ◆ The importance placed on the process of recruiting trustees by a board is directly proportional to the importance the prospective board member will place on his/her service to the organization.
- ◆ Prospective board members are approached personally through an appointment in their home, office, or at a neutral site, e.g. a restaurant.
- ◆ The place of business of the organization is not normally a good site for such an appointment. It is better to have this meeting in the prospective trustees' choice of a meeting environment so he/she does not feel trapped or under pressure.
- ◆ A site visit to the organization can be a good idea after the person has been approached in a preliminary meeting.

**4. Make an Appointment with Each Prospective Board Member**

- ◆ Always request an appointment with each prospective board member.
- ◆ Be forthright about the purpose of the meeting.
- ◆ The chair of the Board Governance Committee asks the board chair or some other board member who knows the person to call and say something like,
- ◆ *"We want to visit with you to share information about our organization and to discuss our interest in you to possibly be a candidate for our board of trustees."*
- ◆ Never say, *"We want to come to ask you to serve on our board."* The Board Governance Committee does not have this authority.
- ◆ The Board Governance Committee talks to this person to determine if there is mutual interest in this person being a trustee nominee.
- ◆ The entire board votes to elect its members.

**5. Form Interview Teams & Prepare Materials**

- ◆ The chief executive along with the chair of the board or some other member of the Board Governance Committee compose the team to call on the prospective board member.
- ◆ A board member who is not on the Board Governance Committee might team up with the chief executive if special circumstances warrant, but a close friendship between a board member and the prospective trustee is not necessarily a good reason.
- ◆ A two-person team is usually best. Too many people from the organization can inhibit the free flowing dialogue that is desirable in such a meeting.
- ◆ The chief executive takes briefing materials about the organization to the meeting to leave with the prospective trustee.
- ◆ Briefing materials are not to provide exhaustive documentation of the organization. A few carefully selected pieces should include:
  - A general information brochure,
  - A list of current members with business and professional affiliations, and
  - Concise financial information that would not be considered confidential in nature.

**6. Interview the Prospective Board Member**

- ◆ The chair or other board member:
  - Opens the meeting by telling the person that his/her name has been suggested as a possible trustee.
  - Does not say that the person has been actually nominated to the board.
  - Talks briefly about the importance of board membership at the organization, the vision, and general mission of the organization.
  - Says a few words about how meaningful trusteeship is to him/her with the organization.
- ◆ The chief executive:
  - Provides a good summary of the program and goals of the organization.
- ◆ The chair/trustee regains the conversation and outlines the responsibilities of being on the board.
  - These are the responsibilities in the written compact or statement of understanding between the organization and a board member.
  - This document is not usually shared with the prospective trustee at this time.
  - The chair/trustee verbalizes the points in the document, e.g. a trustee is expected to maintain a good attendance at board meetings, a trustee is expected to make an annual gift to the organization commensurate with ability, etc.
- ◆ Care is taken in this meeting to assure that the person being considered for trusteeship has sufficient opportunity to ask questions and to say what is on his/her mind about the organization. Too formal a presentation by the visiting team could overbearing and a detriment to the person's consideration.
- ◆ The chair/trustee or chief executive:
  - Does not ask for a decision in the interview.
  - Tells the prospective trustee that they want him/her to think about the opportunity for service to an exceptional organization by being a member of its board of Trustees.
  - Ask the prospective trustee to give careful consideration to permitting the Board Governance Committee to place the person's name in nomination to the board.
  - Agrees with the person to have another conversation in a few days or a week to learn of his/her decision or to answer any further questions.
  - Leaves the briefing materials.

**7. Follow Up with Prospective Trustees**

- ◆ Follow up with the prospective board member in an appropriate time frame.
- ◆ This conversation can be by phone or in person.

**8. Vote on a Slate**

- ◆ If the person agrees to permit his/her name to be placed in nomination for election to the board, the Board Governance Committee moves the name forward along with others through the board's process for electing new board members.
- ◆ The Board Governance Committee may bring more names to the board for consideration than there are positions to be filled. In this situation, an assessment of the areas of expertise needed by the organization is presented along with qualifications of prospective board members which meet those needs.
- ◆ The Board Governance Committee states the term length for which each prospective trustee is being considered.
- ◆ The board votes to determine who will be asked to serve as trustees.

9. **Inform Prospective Board Members of the Board's Decision**

- ◆ As soon as the prospective board member is elected, he/she receives a congratulatory and welcoming phone call from the chair of the board.
- ◆ An official letter of notification along with the board member's position description and statement of understanding follow this call promptly.
- ◆ A phone call from the chair of the board is made to any prospective trustees who are not selected to serve on the board. The chair of the board:
  - Expresses appreciation for their interest in and consideration of the board position,
  - States that it was not possible to elect all qualified candidates to the board.
  - If appropriate, asks if the prospective candidate might participate on a specific committee or with a specific project.
  - If appropriate, asks if the prospective candidate's name may be retained for consideration as a trustee at a later time.

10. **Orient and Train New Trustees**

- ◆ All new board members receive a thorough orientation before attending their first board meeting.
- ◆ The orientation can be held an hour or two before the board meeting begins, but is most effectively held a few weeks before the new trustees' first board meeting.
- ◆ The orientation meeting:
  - Is usually one to two hours in length.
  - Provides an overview of the organization by the chief executive and a tour of facilities and/or programs, if appropriate.
  - Allows staff members opportunities to talk about their particular roles and responsibilities.
  - Includes a presentation on board operation and responsibilities by the board chair or a member of the Board Governance Committee.
  - Provides an opportunity to distribute and review the board member's manual which has been prepared for each new trustee. The manual is more extensive, particularly with respect to financial information, policies, procedures, board minutes, and historical information than the materials given to the prospective board member when he/she was approached about possible board membership.

11. **Assess Individual Board Members and the Board as a Whole**

- ◆ In keeping with its responsibility for assessing individual board members and the board as a whole, the Board Governance Committee is attuned to the activity level of trustees throughout the year.
- ◆ Should a board member appear to have problems actively participating on a committee, on the board, or making a financial contribution to the organization, the Board Governance Committee takes responsibility for approaching the board member and working with him/her to maximize their experience with the organization.

12. **Understand the Value of the Board Recruitment Process**

- ◆ The process of selecting excellent candidates for the board and engaging them correctly in their service to the organization is the single most critical function in the organization. The board is the foundation upon which all else is built.
- ◆ A strategic, well conducted process for identifying and recruiting Trustees ensures commitment to the mission of the organization at the highest level, and as a result, the generation of highly effective programs that benefit the community.

**SEPARATE & SHARED RESPONSIBILITIES OF THE BOARD CHAIR & CHIEF EXECUTIVE**

<u>Responsibility</u>	<u>Board Chair</u>	<u>Chief Executive</u>	<u>Shared</u>
<b>Policy and Planning</b>	<ul style="list-style-type: none"> <li>In cooperation with chief executive, works with the board to establish guiding principles, policies and mission.</li> <li>Initiates regular review of strategic plan and mission</li> <li>Works with chief executive and board to establish metrics and measure success</li> </ul>	<ul style="list-style-type: none"> <li>Along with staff is responsible for carrying out the mission and implementing the strategic plan.</li> <li>Provides administrative support for the board's policy-making activities.</li> <li>Helps to create policies and guidelines for consideration by the Board</li> </ul>	<ul style="list-style-type: none"> <li>Create policies and guidelines</li> <li>Develop mission &amp; vision statements</li> <li>Outline organizational values</li> </ul>
<b>Budget &amp; Finances</b>	<ul style="list-style-type: none"> <li>Working with appropriate board members, oversees the budget of the organization and is ultimately responsible for the integrity of its finances.</li> <li>Ensures board oversees independent outside audits &amp; internal audits</li> </ul>	<ul style="list-style-type: none"> <li>Proposes budgets to the board</li> <li>Responsible for managing programs according to board-adopted financial policies and budget guidelines</li> </ul>	<ul style="list-style-type: none"> <li>N/A</li> </ul>
<b>Board Meetings</b>	<ul style="list-style-type: none"> <li>Leads and facilitates board meetings by making sure that               <ul style="list-style-type: none"> <li>The agenda is closely followed</li> <li>Every board member has the opportunity to participate in discussions</li> <li>The board uses proper decision-making procedures.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Prepares the agenda in close consultation with the board chair</li> <li>Ensures board members have good and concise information and meeting materials</li> <li>Participates actively in board meetings as appropriate</li> </ul>	<ul style="list-style-type: none"> <li>Develop meeting agenda</li> </ul>
<b>Committee Work</b>	<ul style="list-style-type: none"> <li>Is generally an ad hoc member of all board committees</li> <li>Works to structure a committee system that contributes to the board's effectiveness</li> </ul>	<ul style="list-style-type: none"> <li>Sits in on appropriate committee meetings</li> <li>Makes sure committees have the staff support and information they need to do their jobs</li> </ul>	<ul style="list-style-type: none"> <li>Review committee system and individual committees to ensure alignment with mission and strategic goals</li> </ul>
<b>Board Development</b>	<ul style="list-style-type: none"> <li>Takes the lead in building and maintaining a strong board by:               <ul style="list-style-type: none"> <li>Setting goals and expectations</li> <li>Cultivating leadership among individual board members</li> <li>Working with governance or nominating committee to make board development a priority</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Works closely with the board chair and committee leaders to put together programs and activities that nurture future board leaders while keeping all board members engaged</li> </ul>	<ul style="list-style-type: none"> <li>Keep all board members engaged in the work of the organization</li> </ul>

Responsibility	Board Chair	Chief Executive	Shared
<b>Board Recruitment &amp; Orientation</b>	<ul style="list-style-type: none"> <li>Works with the governance or nominating committee to identify and recruit new board members</li> </ul>	<ul style="list-style-type: none"> <li>Helps to identify, cultivate, and recruit new board members</li> <li>Works with committee leaders to structure board orientations</li> </ul>	<ul style="list-style-type: none"> <li>Identify skills, expertise and attributes needed for the board</li> </ul>
<b>Board Evaluation</b>	<ul style="list-style-type: none"> <li>Responsible for making sure the board has opportunities to reflect regularly on how well it is meeting its responsibilities – through a board self-assessment</li> </ul>	<ul style="list-style-type: none"> <li>Works closely with the chair and the governance or nominating committee to create an evaluation process</li> </ul>	<ul style="list-style-type: none"> <li>Assess results and consider improvement in collaboration with governance committee</li> </ul>
<b>Staff Oversight, Compensation and Evaluation</b>	<ul style="list-style-type: none"> <li>Oversees the hiring, evaluation and compensation of the chief executive</li> <li>Works to develop a succession plan for the chief executive's position</li> </ul>	<ul style="list-style-type: none"> <li>Is responsible for oversight and evaluation of all other staff and is the arbiter of staff salaries</li> </ul>	<ul style="list-style-type: none"> <li>N/A</li> </ul>
<b>Fundraising</b>	<ul style="list-style-type: none"> <li>Guides the work of the board to secure funds</li> <li>Oversees the development of fundraising policies</li> <li>Encourages and supports fundraising efforts of the development committee and board members</li> <li>Solicits contributions from board members and selected outside contributors</li> </ul>	<ul style="list-style-type: none"> <li>Coordinates the organization's overall fundraising effort while personally soliciting potential donors, frequently in partnership with the board chair and other appropriate board members</li> </ul>	<ul style="list-style-type: none"> <li>Solicit contributions from outside donors; set the case for – and the amount of – a capital campaign based on determined strategic objectives</li> </ul>
<b>Public Relations &amp; Communications</b>	<ul style="list-style-type: none"> <li>Along with the rest of the board, promotes the work of the organization in conversation, speeches, interviews, etc.</li> <li>In the event of a controversy or crisis, only the chair can speak for the board</li> </ul>	<ul style="list-style-type: none"> <li>Is generally the official spokesperson for the organization</li> <li>In partnership with staff, coordinates the organization's official public relations and communications program and supports board members efforts</li> </ul>	<ul style="list-style-type: none"> <li>With board and staff, develop message that conveys the organization's mission effectively and can be used consistently by board and staff</li> </ul>

Adapted from The Handbook of Nonprofit Governance, BoardSource 2010

## **Board Fundraising Culture Assessment**

1. Are prospective board members made aware of their fundraising responsibilities before they are elected to the board?  
yes    no    sort of / maybe / not certain
2. Are fundraising responsibilities and personal giving included in the board member expectation agreement?  
yes    no    sort of / maybe / not certain
3. Do all or almost all board members make a yearly personal “stretch” gift to the organization’s annual fund?  
yes    no    sort of / maybe / not certain
4. Does the board chair personally solicit board members annually to ensure appropriate board giving? Does the board chair take time to personally cultivate and steward appropriate higher level prospects and donors?  
yes    no    sort of / maybe / not certain
5. Does the executive director take time to personally cultivate and steward appropriate higher level prospects and donors?  
yes    no    sort of / maybe / not certain
6. Does the board’s fundraising committee organize the board’s fundraising rather than actually doing the fundraising itself?  
yes    no    sort of / maybe / not certain
7. Is the organization’s mission statement clear, concise, and compelling? Can all or almost all board members recite it?  
yes    no    sort of / maybe / not certain
8. Beyond just reciting the organization’s mission statement, can at least 80 percent of board members convincingly articulate the case for support of the organization?  
yes    no    sort of / maybe / not certain
9. Does the director of development (or other staff person) identify appropriate cultivation and stewardship opportunities for board member participation?  
yes    no    sort of / maybe / not certain

10. Have the chief executive and director of development presented a clear fundraising strategy to the board and solicited board input?  
yes    no    sort of / maybe / not certain
  
11. Do the chief executive and board chair organize meeting agendas to give clear priority to fundraising?  
yes    no    sort of / maybe / not certain
  
12. Do the chief executive and board chair plan annually for board training opportunities in fundraising?  
yes    no    sort of / maybe / not certain
  
13. Do the chief executive, board chair, and director of development publicly acknowledge and recognize board members who are fulfilling their fundraising responsibilities?  
yes    no    sort of / maybe / not certain

From David Sternberg, *Fearless Fundraising for Nonprofit Boards*, Second Edition (BoardSource, 2