



Board Member Roles and Responsibilities

Your Basic Duties as a Board Member

Ask Yourself...Are You Fulfilling Your Basic Duties as a Board Member?

As a board member of a charitable nonprofit in New York State, your fiduciary responsibilities revolve around three basic duties: the duty of care, the duty of loyalty, and the duty of obedience. Consider:

Duty of Care This duty is fulfilled when a board member acts in good faith in all dealings with, and on behalf of the organization. An individual's actions are measured against the "reasonable person" standard; in other words, how an ordinarily prudent person acts in similar circumstances. Consider:

- Am I sufficiently informed to decisively vote on matters?
- Are board & committee meeting minutes sent to & reviewed by members in advance?
- Are periodic financial reports, including comparisons with budget amounts, received regularly?
- Are board meetings organized to allow adequate discussion of policy related issues?
- Do we take the steps necessary to manage risks throughout the organization?
- Are approved plans monitored to assure accomplishment of objectives?
- Are financial budgets developed & approved before the start of the fiscal year?
- Is the organizational structure adequate to assure an efficient & effective operation?
- Are internal financial controls in place?
- Are we meeting our auditory requirements?
- Am I familiar with the audit? Are all my questions answered to my satisfaction?
- Are the personnel policies legally compliant & fully adhered to?
- Are we getting the most out of our investments? (endowment, working capital, & restricted funds)

Duty of Loyalty This duty involves acting in the best interest of the organization at all times. Most board members are familiar with the need to avoid conflicts of interest that is clearly stated in state law. Consider:

- Do I regularly attend board meetings & committee meetings?
- How strong is my allegiance to the organization?
- Have I avoided conflicts of interest with the organization?
- Is there policy & procedures for handling conflicts of interest in the bylaws?
- If there are common or overlapping boards for affiliated entities, are decisions evaluated from the perspective of all the involved entities?
- Am I willing to invest my personal resources & use my influence in the interest of the organization?

Duty of Obedience Nonprofits have an obligation to operate in a manner that fulfills the stated purpose or mission as defined in the articles of incorporation, bylaws, application for tax-exempt status, and other official documents. Board members have a duty to follow the direction set by these governing documents, as well as to oversee compliance with laws and regulations that affect the organization. Consider:

- Have I read & do I understand the charter and bylaws?
- Did I review the mission statement & other documents?
- Am I informed about significant contractual lawsuits or potential claims on assets?
- Do I know the intended beneficiaries of the exempt activities?
- Am I satisfied that resources are dedicated & used in accordance with the organization's mission and purpose?
- Is there a system in place to assure compliance with local, state, and federal laws & regulations, & am I familiar with these laws & regulations?

Board Member Position Description

Guidelines on Expectations and Responsibilities

SUMMARY: As a member of the Board of Directors, you assume responsibility for ensuring that the organization's fulfills its mission to...

Specifically, Board Members are expected to do the following:

- Support and uphold the mission and values and goals of SLC Arts.
- Actively participate in defining and implementing the organization's strategic vision and plans for the future.
- Contribute an average of 6 hours monthly.
- Attend monthly board meetings.
- Actively participate in at least one Board committee.
- Support and become familiar with our programs. Attend programs whenever possible.
- Be a confident ambassador for the organization.
- Support fundraising efforts.
- Join SLC Arts as a basic member at the current rate.
- Make a financial gift of personal significance.
- Be familiar with the organization's bylaws, personnel policies, and other key policies guiding governance and operational practices.
- Understand and respect Board-Staff boundaries.
- Participate in the annual evaluation of the Executive Director.
- Assist in identifying prospective board members.

In general, Board Members responsibilities are expected to fulfill their legal and fiduciary responsibilities by completing the following:

SERVICE:

- To prepare for, and attend in their entirety, Board meetings.
- To serve in leadership positions and Committee assignments willingly and enthusiastically when asked.
- To bring a sense of humor to the Board's deliberations.
- To apply obedience to the law of the governance documents, a duty of care and loyalty to the organization.

POLICY AND PLANNING:

- To participate in the development and establishment of policies through which the work of the organization is accomplished.
- To suggest policy-related agenda items for meetings and ask timely and substantive questions, while supporting the majority decision on matters decided by the Board.
- To help ensure effective organizational planning by reviewing, critiquing and approving annual budgets and work plans, as well as long-range plans.
- To identify changing consumer, constituency and stakeholder interest and build stakeholder investment.

FINANCES:

- To ensure the organization's long-term financial stability and integrity.
- To adopt an annual budget that is responsible financially.

- To ensure that periodic audits of the organization's finances are conducted and otherwise assist the Board to fulfill its fiduciary responsibility.

DEVELOPMENT:

- To make every effort to ensure that the organization has the resources to meet current and long-term financial solvency.
- To make a financial gift to the organization that is personally significant.
- To understand and support the organization's fund development efforts, even if you are not expected to ask for funds yourself.
- To use every opportunity to heighten the profile of the organization in the community and to its members/constituents.

INTEGRITY:

- To maintain independence and objectivity and serve with a sense of ethics and personal integrity.
- To fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest; or information of fact that would have significance in Board decision-making.
- To exercise the powers invested for the good of all members of the organization, or of the entity you represent, rather than for personal benefit.
- To respect the confidentiality of sensitive information known due to Board service.
- To respect the diversity of opinions as expressed or acted upon by the Board, its committees and membership, and formally register dissent as appropriate.
- To promote collaboration, cooperation, and partnership among the board, staff, and members.

SELF-ASSESSMENT:

- To participate in the Board periodic assessment of its own performance and recommend improvement in such areas as composition, organization, tenure, retention, and responsibilities.

Position Description: Board President

The President of the Corporation is the chairperson for the board of directors who:

- Serves as the chief volunteer officer of the organization
- Is the only person authorized to speak for the board except for the executive director, other than in specifically authorized materials
- Ensures that the board behaves consistently with legal and contractual obligations and the bylaws
- Provides leadership to the board of directors, who set policy and to whom the executive director is accountable
- Acts as a liaison between the board and executive director
- Chairs meetings of the board with all the commonly accepted powers of the position
- Encourages board participation in strategic planning
- Appoints directors to committees and chairpersons of committees in consultation with the executive director
- Delegates responsibility to other board members such as committee chairs
- Serves ex-officio as member of all governance committees and attends their meetings when possible
- Discusses issues confronting the organization with the executive director
- Reviews with the executive director any issues of concern to the board
- Monitors financial planning and financial reports
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns
- Participates in the evaluation of the performance of the executive director and informally evaluates the effectiveness of board members
- Recognizes good performance of board members
- Recognizes performance of the executive director, evaluates the board's effectiveness (objectivity in making decisions, willingness to take action, and influence to carry out the mission.)
- Evaluates the board informally by observing what is happening in the organization, assessing the committee chairs, monitoring relations with other organizations, sounding out public opinion
- Self-evaluates his/her own performance and shares with Executive Committee
- Addresses performance and/or conflict of interest problems with board directors
- Accepts other appropriate board leadership duties as directed by the board

Desirable Qualifications:

1. Vision – broad, overall image of the agency's operations
2. Generalist approach to the organization
3. Impartial attitude
4. Caring nature
5. Strong leadership skills
6. Ability to facilitate
7. Working knowledge of Robert's Rules of Order

Position Description: Board Vice-President

- Shall have all the powers and functions of the president in the absence of the chief volunteer officer.
- Be a "President-Elect" and shall succeed the chairperson of the board when appropriate.
- Shall have signatory authority for cash transactions or other official agency reports.
- Perform other appropriate duties as requested by the board or chairperson of the board.
- Sometimes helps to support committee functioning and leadership.

Position Description: Secretary

- Perform or oversee documentation for activities of the board.
- Assure that all documentation of corporate activities is managed in an appropriate manner.
- Have custody of all records and reports of the corporation.
- Perform or delegate to staff and assure the following:
 - ✓ Creating and mailing agendas for all meetings of the board
 - ✓ Keeping and reporting of complete and accurate minutes of all meetings of the board and all unanimous written consents executed by board members
 - ✓ Knowing and advising the board on Roberts Rules of Order
- Serves on the Executive Committee.
- Perform such other duties as pertain to the office or as may be prescribed by the board.
- Ensure that all Board Candidates and Board Members submit conflict of interest disclosure forms and disseminate them to either the President or the Chair of the Audit committee.

Desirable Qualifications:

1. Good Communication skills, especially written
2. Experience with minutes (ability to participate in a meeting & record at the same time)
3. Strong filing and organization skills
4. Notary

Position Description: Treasurer

- Oversee all financial activities of the corporation and act as the chairperson of the Finance Committee that reviews all financial matters.
- Assure that all financial matters are managed in an appropriate manner.
- Have custody of all funds and securities of the corporation.
- Perform or delegate to staff the preparation of the following:
 - ✓ Maintaining full and accurate accounts of receipts and disbursements in the corporate books. Records of financial transactions shall be retained for eight years from the date of transaction.
 - ✓ Depositing all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board.
 - ✓ Disbursing the funds of the Corporation as may be ordered or authorized by board and preserve proper vouchers for such disbursements.
 - ✓ Rendering to the chairperson and the board at the regular meetings of the board, or whenever they require it, an account of his/her transactions as Treasurer and of the financial condition of the Corporation.
 - ✓ Rendering a full financial report at the annual meeting of the board.
 - ✓ Being furnished by all corporate officers and agents at his/her request with such reports and statements as s/he may require regarding the financial transactions of the corporation.
 - ✓ Acting with the Finance Committee, see that a true and accurate accounting of the financial transactions of the corporation is made, that reports of such transactions are presented to the board, and that all expenditures are made to the best possible advantage, and
 - ✓ Performing other duties as are given to him/her by these Bylaws or as from time to time are assigned to him/her by the board or chairperson.
- Serves on the Executive Committee and all other finance related committees as determined appropriate.

Desirable Qualifications:

1. Accounting knowledge
2. Skill in assessing financial position
3. Ability to separate the overall financial picture from detail oriented day-to-day operational issues and to focus on the overall financial picture.