



XYZ GOVERNANCE MANUAL

Michael Davidson
Board Coach

Michael@boardcoach.com
www.boardcoach.com

Introduction

This Manual suggests Board management guidelines to maximize the support, oversight and guidance that the Board Can provide while effectively engaging the passion and commitment of board members.

Topics include:

- Procedures for determining how decisions are made
- The role of the Executive Committee
- The management of board meetings
- Committee structure and management
- Board member responsibilities and expectations

The guidelines suggested may not be appropriate for every organization. They will however provide a starting point.

Special attention should be paid to consistency with the organization's By Laws regarding procedures for appointing committee chairs, required committees, etc.

CONTENTS

Board Responsibilities	3
Board Structure and Procedures	
Board Management	4
Board Meetings and Guidelines	5
Committee Guidelines	6
Committee Charters	
Executive	6
Governance/Nominating	7
Finance and Audit	8
Investment	9
Resource Development	10
Program	10
Communications	11
Personnel	11
Board member commitment	12
Appendices	
Sample committee objectives	14
Compliance check list	16
Governance and recruitment procedures	18
Officers	21

Board Responsibilities

The Board is the legal entity responsible for the financial viability of the organization and overall policy direction. The Board has an oversight, guidance and support role and will be expected to be accountable in the following areas:

1. **Determine 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.
2. **Select the Chief Executive** (hereafter, Executive Director or ED) –The Board must reach consensus on the Executive Director's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. **Provide Proper Financial Oversight** – The Board must assist in developing the annual budget and ensuring that proper financial controls are in place.
4. **Ensure Adequate Resources** – One of the Board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
5. **Ensure Legal and Ethical Integrity and Maintain Accountability** – The Boards ultimately responsible for ensuring adherence to legal standards and ethical norms.
6. **Maintain the confidentiality of Board and committee deliberations** and the confidentiality of Board and Advocacy Council member information.
7. **Ensure Effective Organizational Planning** – The Board must actively participate in an overall planning process and assist in implementing and monitoring the goals of the organization.
8. **Recruit and Orient New Board Members and Assess Board Performance** Board has a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
9. **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.
10. **Determine, Monitor, and Strengthen the Organization's Programs and Services** – The Board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
11. **Support the Executive Director and Assess His or Her Performance** - The Board should ensure that the Executive Director has the moral and professional support needed to further the goals of the organization.

7/7/2020

Board Management

The Board Chair meets weekly with the Executive Director to discuss overall operation of the organization and to inform issues to be brought to the Executive Committee and the Board.

Committees are the key to effective Boards. Matters should be analyzed by the appropriate committee before they are brought to the full Board for consideration, to ensure that:

- The Board's responsibilities are being met;
 - Important issues are being addressed; and
 - The organization's work is moving forward.
1. The Executive Committee and the Governance/Nominating Committee review the charters of the Board committees to ensure that all oversight and fiduciary responsibilities are assigned.
 2. The Chair, with input from the Executive Director and Executive Committee, will appoint Committee chairs.
 3. The Chair, in consultation with the Executive Director and Executive Committee, will appoint current directors to the committees where their knowledge and experience is most relevant. To the extent expertise needed for the committees is not present; it becomes a priority consideration in the recruitment of new members. As needed, non-board members with needed expertise can be appointed to committees.
 4. The Executive Committee annually determines the objectives for the committees. These objectives are tied to the Board's role in supporting fiscal stability, Board composition and membership, Board assessment of organizational needs and outcomes, as well as identifying opportunities for growth or the need for strategic planning.
 5. The Executive Committee provides oversight to the other committees.
 6. The Executive Committee meets between Board meetings to coordinate the committee work, determine the Board meeting agenda, and serves as a sounding Board for the Chair and the ED on current or emerging issues.
 7. The Executive Committee shall establish a process to ensure that information from each committee is available to the Executive Committee.
 8. Each committee meets regularly between Board meetings. Meetings may be added or canceled depending upon the work.
 9. Staff liaisons for each committee provide information and work collaboratively with the committee to identify issues that need to be addressed.
 10. Committee chairs, in collaboration with their respective staff liaisons, prepare the agendas for committee meetings and progress reports for the Board.

7/7/2020

11. The Chair in consultation with Chair of the Development Committee will appointment event co-chairs.
12. Annually, at a focused Board meeting or retreat, the Board reviews the progress of the year and considers strategic issues and priorities to support the organization's annual work plan development by the Executive Director and staff.
13. In order to maximize the attention to committee work, Board members, except for the members of the Executive Committee, will generally serve on only one committee.
14. The Chair, with input from the Executive Director and Executive Committee, will create the Board Calendar.

Board Meetings

- The Board Meeting Agenda is organized around action recommendations of the committees or requests by a committee for Board input. There might also be reports from staff highlighting program impact or outside speakers.
- Committee reports and other routine information (minutes of the prior meeting, financial reports, Executive Director's reports, etc.) will be provided one week prior to the meeting and not generally discussed unless there is a concern raised in advance that should be brought to the attention of the Board. The Chair may entertain specific questions about the reports.
- Board minutes will include attendance, resolutions, votes taken, and referrals of matters to staff or a Board committee and a list of the reports provided. The minutes may identify the key points considered but will not be a transcript of the conversation.

Board Meeting Guidelines

- Board meetings will be conducted respectfully and professionally.
- Board Meeting Agendas will provide for a maximum of interaction around important matters and a minimum of information transfer. Agendas will be timed to ensure that needed attention is given to the topics.
- At each Board meeting there will be an Executive Session without staff present.
- A designated portion of the meeting can be set aside for a presentation about an aspect of program activities and/or information about relevant field activities.
- There should be an opportunity for Board members to get together informally before and/or after the meeting.

Committee Guidelines

The formation of Board committees enables Board members with relevant expertise to give focused attention to key policy issues.

- The objectives for each committee are determined annually by the Chair in consultation with the Executive Committee and the Executive Director.
- The Chair is responsible for maintaining contact with the committee chairs and working through the Executive Committee to monitor each committee's progress towards its objectives and to determine when a committee presentation to the Board is required.
- Each committee is chaired by a member of the Board.
- Committees, except for the Executive and Governance Committees, may include non-Board members when their expertise would be beneficial.
- The committees are functional units, and meetings are intended as work sessions.
- Each committee has a staff member as the designated liaison. It is the responsibility of the staff member to provide committee members with the necessary background information in a cogent format that is conducive to analysis and decision making.
- Committee chairs and committee members shall refrain from making special requests of staff. Staff duties as committee liaison should be approved and directed by the Executive Director.
- Each committee is responsible for focusing issues for the Board's deliberations and preparing information for distribution in advance of the meeting and for maintaining minutes of its actions and progress.
- The Chair is a member of the Executive Committee and an ex-officio member of all other committees.

Committee Charters

EXECUTIVE COMMITTEE

The Executive Committee fosters the effective operation of the Board by supporting the leadership of the Board and the Executive Director and coordinating the work of Board committees and any ad hoc working groups. It may also provide guidance to the Executive Director on operational matters that do not require Board level review. The Executive Committee has the legal authority to act on behalf of the Board on time sensitive emergency matters that require attention between Board meetings.

Specific responsibilities include:

- To respond to the call of the Chair and President to address time sensitive emergency issues requiring decision between Board meetings;

7/7/2020

- To guide and coordinate the work of Board committees;
- To inform Board meeting agendas;
- To provide oversight for the implementation of the organization's strategic plan and to consider the need for ongoing strategic planning;
- To serve, as needed, in an advisory capacity to the Executive Director.

Composition: The Executive Committee is led by the Chair. The committee will include the officers and such additional members as appointed by the Chair. The Executive Director is an *ex officio member*.

Staff Liaison: Executive Director

GOVERNANCE/NOMINATING COMMITTEE

The Governance/Nominating Committee gives attention to the composition of the Board and to the efficient and appropriate involvement of all Board members to ensure effective governance. The responsibilities of the Governance/Nominating Committee include:

Recruitment

- Develop an annual recruitment plan that considers the expertise, perspective, judgment and resources needed in new Board members.
- Review potential candidates and present nominees for the Board's approval. All Board and staff members can be helpful in identifying qualified candidates, but this committee is responsible for the review process.

Orientation and Board training

- Plan and implement an orientation program, including not only official briefings and printed materials, but individual mentorship to be sure that all Board members have a comprehensive understanding of activities and issues.
- Design and implement an ongoing program of Board information, education, and team building.

Board development

- Provide ongoing counsel to the Chair and other Board leaders on steps they might take to enhance Board effectiveness.
- Conduct an annual Board assessment to review the Board's practices regarding member participation, conflict of interest, confidentiality, and so on, and suggest needed improvements.
- Propose and implement Board policies for Diversity, Equity and Inclusion.
- Periodically review and update the bylaws and Board policies and practices.

7/7/2020

- Take the lead in succession planning for officers of the Board taking steps to recruit and prepare for future Board leadership.
- Nominate Board members for election as Board officers in consultation with the Executive Director and Chair.
- Recommend the Board members to be nominated for additional terms.

Assessment

- Recommend policies to the Board regarding the responsibilities of Board members.
- Review the talents and interests of current and new Board members.
- Contact each Board member eligible for re-election to assess interest in continuing Board membership, to identify what they might be able to contribute to the organization and to determine how to enhance the personal and professional value to them of their Board service.

Staff liaison: Board liaison

FINANCE AND AUDIT COMMITTEE

The Finance and Audit Committee monitors the organization's financial records; reviews and oversees the creation of accurate, timely, and meaningful financial statements to be presented to the Board; reviews the annual budget and recommends it to the full Board for approval; monitors budget implementation and financial procedures; reviews internal financial controls; monitors budget assets; monitors compliance with federal, state, and other reporting requirements; reviews the organization's insurance coverage; and helps the full Board understand the organization's finances.

The Finance and Audit Committee also ensures that the organization has an independent audit of its financial statements annually, recommends the independent auditors for full Board approval, receives the audit report and any other reports relating to the audit or to the assets and collection management practices of the organization, and periodically reports the auditor's findings and recommendations to the Board. Specific responsibilities include:

Budget

- The annual budget will be drafted initially by staff and reviewed by the Finance and Resource Development Committees for presentation to the Board for approval.
- The proposed budget should include a comparison with the prior year, a narrative explanation for any significant changes and an explanation of the key assumptions underlying the proposal.
- The Committee develops long range financial sustainability scenarios.

7/7/2020

Oversight and Reporting

- Submit quarterly reports to the Board of performance of the budget and the assets and liabilities including recommendations concerning any actions needed to achieve budget projections.
- Review and make recommendations to the Board concerning the organization's internal financial control policies.

Compliance

- Monitor compliance with the organization's compliance policies (Conflict of Interest, Whistleblower, etc.).

Audit

- The audit must be overseen by "independent" directors of the Board.
- The committee will:
 - Review the scope of the audit prior to its commencement;
 - Annually review the performance and independence of the auditor;
 - Recommend appointment (or reappointment) of the independent auditor.
- Review with the auditor, after completion:
 - Any material risks or weaknesses in the internal controls;
 - Any restrictions on the scope of review or the auditor's access to information;
 - Any significant disagreements between the auditor and management;
 - The adequacy of the organization's reporting process.

Composition: The Finance Committee is chaired by the Treasurer and its membership includes but need not be limited to Board members with expertise in finance, accounting, technology, business and nonprofit management.

Staff Liaison: *Director of Finance and the Executive Director*

INVESTMENT SUBCOMMITTEE

The Investment subcommittee monitors the performance of the outside investment manager. Responsibilities include:

- Proposing an investment policy to the Board that meets the expectations of the New York Prudent Management of Investment Funds Act;
- Recommending an outside investment manager to implement that policy and reporting to the Board on investment status.

Composition: Chaired by a Board member who is a member of the Finance and Audit Committee. The Investment Committee includes but need not be limited to Board members with expertise in finance, and investment management.

Staff Liaison: *Director of Finance and the Executive Director.*

7/7/2020

RESOURCE DEVELOPMENT COMMITTEE

All Board members have a responsibility for resource development, either directly or indirectly. The Resource Development Committee serves as the core unit for fundraising efforts. This committee is charged with working with staff to create the Annual Resource Development Plan and to provide dynamic leadership for activities that will increase philanthropic support including:

- Approval of the Annual Resource Development Plan which sets forth fundraising goals, timing and the techniques and resources that will be used to achieve these goals;
- Identification of potential major gift donors;
- Coordination and timing of events, including an annual calendar with event planning benchmarks, timing of appointment of co-chairs of events and timing of creation of benefit committees;
- Oversight for the event committees.
- Engagement of Board members in resource development, including annual solicitation of Board member contributions, Board member outreach to support events and to cultivate donors, etc.

Composition: Chaired by a Board member, with at least three additional Board members, this committee may be particularly enriched by non-Board members who have expertise in one or more of the following areas: Special Events; Major Donors; Corporate Philanthropy; Fundraising Strategy; Community Advisory; Foundation Philanthropy. All members will follow Board guidelines on the confidentiality of individual contributions.

Staff Liaison: *Director of Development*

PROGRAM COMMITTEE

The Program Committee supports the current and future direction of the organization's programs and progress toward organizational programmatic goals.

- Work with staff liaisons to recommend program outcomes and metrics that would be important to the Board to evaluate organizational progress.
- Assist the Executive Director in formulating, advancing, and communicating a programmatic vision for the future.
- Provide input to the staff liaisons on priorities to be included in the annual work plan.

Composition: Chaired by a Board member and including members of the Board with consideration given to but not limited by professional expertise in program areas. May include non-Board members when their expertise would be beneficial.

Staff Liaison: *Program Director*

7/7/2020

COMMUNICATIONS COMMITTEE

This Communications Committee provides oversight for the organization's public communications policies and strategies and the development of metrics for ongoing evaluation.

Responsibilities include working with staff to:

- Recommend strategies for: public communication and solicitation of community input
- Work with staff to recommend communication outcomes metrics that would enable the Board to evaluate organizational progress towards those outcomes.

Composition: Chaired by a member of the Board consideration given to Board members with professional expertise in public relations, marketing, civic engagement.

Staff Liaison: Director of Communications

PERSONNEL COMMITTEE

The Personnel Committee is charged to provide guidance to the Board on personnel policies, keep the Board abreast of best practice and trends, and to conduct the annual evaluation of the Executive Director.

Executive Director Evaluation

- Lead the annual evaluation of the accomplishments of the Executive Director and provide for a leadership succession plan.
- Annually review the compensation of the Executive Director and make a recommendation to the Board based on compensation information from similarly situated organizations.
- Review the policies and procedures for the review of the Executive Director and for establishing compensation and benefits.

Policies

Review and recommend HR policies including but not limited to the following:

- The Employee Manual;
- Human Capital Development;
- Organizational Diversity, Equity and Inclusion policies.

Composition. Chaired by a member of the Board and should include Board members with expertise in human resources and nonprofit management.

Staff Liaison: Executive Director

Board Member Commitment

7/7/2020

The following Statement of Board Member Responsibilities is proposed as a model for the Board's discussion:

I, _____, understand that as a member of the Board of Directors of _____, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward. As part of my responsibilities as a Board member:

Outreach

1. I will communicate the organization's work and values to the community, represent the organization, and act as a spokesperson.
2. I will champion our constituencies' needs to the organization and provide input from my own expertise and experience in the field.

Board and Committee participation

3. I will attend and prepare for all Board meetings, committee meetings, and special events. I will inform the Board in advance of any meetings that I cannot attend.
4. I will be a member of at least one committee or project and will be willing to consider, taking leadership role on a committee or on the Board, if asked.
5. Where appropriate, I will be willing to accept at least one individual initiative to be determined in collaboration with the Chair/President and the Executive Director and to share my professional expertise.

Resource Development

6. I will make an annual, personally meaningful, contribution.
7. I will actively attend and support organizational fundraising events.
8. I will be willing to actively support solicitation of donations from individuals, corporations and philanthropies.

Board policies

9. I will excuse myself from discussions and votes where I have a conflict of interest.
10. I will maintain the confidentiality of Board and committee deliberations will publicly support the decisions of the Board, including those with which I might have disagreed and will maintain the confidentiality of Board and Advocacy Council member information.
12. I will support the Executive Director's authority, communicate ideas about administrative activities, and refrain from making special requests of the staff.

7/7/2020

12. I will stay informed about the organization and developments in fields relevant to the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.

13. I will encourage, enable and respect the participation and contributions of fellow Board members.

14. I will support the recommendations of the committees that are adopted by the Board.

15. I will participate in the assessment of the performance of the Board, recommend candidates for Board nomination and be available to mentor a new Board member.

16. I will work in good faith with staff and other Board members as partners toward achieving our goals.

17. I will participate in periodic reviews with the Governance/Nominating Committee or the Chair or President of the Board to discuss my contributions to the Board, my Board experience and my plans for the coming year.

In turn, the organization will be responsible to me in the following ways:

- a. I will be provided with regular financial reports and an update of organizational activities.
- b. Opportunities will be offered to me to discuss with the Executive Director and Board leadership the organization's programs, goals, activities, and status. Additionally, I can request such opportunities.
- c. The organization will help me perform my duties by keeping me informed about issues in the field in which we are working and by offering me opportunities for professional development as a Board member.
- d. Board leadership will respond in a straightforward fashion to questions that are necessary to carry out my fiscal, legal, and moral responsibilities to this organization.
- e. If the organization does not fulfill its commitments to me, I can call on Board leadership to discuss the organization's responsibilities to me.

Appendices

Sample Committee Objectives

Executive

- Provide the Chair, President and ED with advice and consultation.
- Be available when called by the Chair and President for emergency decisions (e.g., crisis management for any risk presented to the organization).
- Provide input for the Board meeting agendas.
- Identify strategic issues to be presented and discussed at the Board meeting
- Develop a process to identify and coordinate committee deliverables in connection with the staff annual work plan.
- Propose assignments of committee chairs and members for all committees
- Propose an organizational risk management plan.
- Develop a process for orientation of Committee, Community Leadership Course and Youth Community Leadership Course chairs and staff liaisons.

Finance and Audit

- Work with staff to develop a proposed budget.
- Monitor the program and administrative budgets.
- Prepare status reports to the Board.
- Present the 990 to Board for approval.
- Recommend selection of the audit firm.
- Approve the audit process and support the audit presentation to the Board
- Monitor compliance with financial control policies and audit recommendations.

Investment

- Review the investment policies.
- Recommend the selection of an investment advisor.
- Monitor investment results.
- Provide semi-annual reports to the Board.

Resource Development

- Coordinate with the Finance Committee and work with staff to propose an annual resource development goal.
- Develop an annual resource development implementation plan and calendar.
- Provide reports to the Board on progress towards the plan objectives
- Inform, support and monitor Board fundraising activities.
- Provide oversight and support for individual Board member action planning.

Governance/Nominating

- Determine the Board needs for representation, diversity, expertise and connections and propose annual recruitment strategies.
- Identify and cultivate potential Board candidates.
- Recommend candidates to the Board.
- Recommend candidates for the Advocacy Council.
- Nominate the Board Officers.
- Provide for the orientation of new Board members.

7/7/2020

- Propose expectations for Board membership.
- Review the performance and Board experience of Board members whose terms have concluded.
- Propose policies for leadership rotation and succession including a committee chair and committee member tenure policy.
- Conduct Biannual reviews of the By-Laws and the Board Operating Manual
- Consider the need for a “President’s Council” or similar Emeritus Board members.

Program

- Inform identification of research and advocacy strategies.
- Propose a set of program outcome and metrics based on strategies for research and advocacy programs.
- Review and evaluation of staff reports on program achievements.
- Provide regular reports to the Board on program achievements including recommendations for changes to goals, objectives, and program outcome and impact measures.

Communication

Work with staff to:

- Identify market segments and develop communication and engagement strategies for each
- Develop metrics and a dashboard to track the success and impact of those strategies.

Personnel

- Propose standards and procedures for Executive Director compensation and for the ED Review.
- Conduct the annual review of the Executive Director.
- Review all personnel policies.

7/7/2020

Compliance Checklist

Action	Date due	Responsibility	Completed
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Finance

Budget development and approval
Quarterly budget to actual,
balance statement, cash flow
projection
Investment policy and oversight

Audit

Selection of Auditor
Audit scope agreement
Report interview
Report to Board

Conflict of Interest/Related Party Transactions

Signed agreements by board
members
Disclosure of potential conflicts

Filing of 990

Description of process used to
enforce conflicts policy
Review of 990 by board

Executive Leadership

Annual review of Executive
Director
Succession plan
Compensation determination

Board

Approval of board minutes
Maintenance of committee
minutes
Review of Bylaws
Board self assessment
Board member assessments
Report on board contributions

7/7/2020

Documents

Public access to corporate documents

Implementation of document retention policy

Planning

Annual board retreat

Development of annual or long range plan

Committee objectives and membership

Review of program objectives and metrics

Annual review of mission

Board recruitment plan

Development plan

Review of progress towards plan objectives

Governance and Recruitment procedures

Board Member Assessment

Based upon the adopted board contract, it will be possible to assess how each board member has contributed to the board and the organization. The following is a sample process for that assessment.

- Records will be maintained of each board member's fulfillment of the agreed expectations. Each board member may be provided with a report based on the expectations and their personal goals
- There will be a periodic assessment and "check-in" interview with each board member by a member of the Governance Committee or the Chair to review the prior year and set personal goals for the next year.

Review of previous year's experience

- Satisfaction/high points?
- Were expectations met?
- Suggestions for improving the board's working relationships
- Review of past year's assignments
- Assignments for upcoming year

Personal Commitment

- Financial commitment, event attendance, etc.
- Cultivation activities (contact lists for solicitation, hosting receptions, making thank you calls, introductions to prospective donors, etc.)
- Access to resources: vendors, in-kind gifts, etc.
- Special Interests (e.g., program volunteering, etc.)

Report to the Board

This report summarizes the overall performance of the board and underscores the importance of the work of the board as a whole to the organization.

Total number of directors: last year

Total number of directors: current year

Average and median. Attendance at board meetings: last year

Average and median attendance at board meetings: current year:

% of directors making financial contributions: last year

% of directors making financial contributions: current year

Average contribution: last year and current year

Total board contributions: last year and current year

Board member Report

Summary of activities for:		
Tenure		
Current Term ends:		
Committee membership(s):		
	Last year	Current year
Board meeting attendance:		
Comm. meeting attendance:		
Total Annual Giving:		
Getting:		
Committee Participation:		
Event participation:		
Introductions and other Service:		
Stated goals for current year		
Stated goals for next year :		

Recruitment Procedures**Recruitment priorities**

- Solicit input from Board Committees and senior management regarding the board needs for expertise, representation and access to resources
- Assess current board composition
- Define priority recruitment needs
- Create a board recruitment prospectus that identifies the needed board members and the board action priorities

Candidate identification

- Communicate needs to community, corporate and on line sources for board candidates
- Conduct other research for candidates with identified qualities
- Solicit Board and senior management candidate recommendations

Screening

- Obtain basic background material through the referral source
- Determine priorities among the potential candidates identified
- Schedule personal meeting (s) with a member of the Governance Committee to assess potential interest and suitability
- Interview with senior management
- Consider whether to invite a candidate to observe a board meeting
- Committee recommendations to board

7/7/2020

Appointment

- Orientation and assignment of a board mentor
- Meeting with Board Chair to decide on Committee assignment

Orientation Procedures

- A “Board Mentor” is assigned to each new member for their first year, to guide them through the formal and informal workings of the board.
- Meeting with senior staff to review programs.
- Meeting with Board Leaders and Executive Director to review Board Orientation Book, Board Manual, By Laws, board responsibilities, board procedures and current challenges and opportunities.
- Meeting with Board Chair or President to discuss committee and individual assignments.
- After six months, new Board Member meets with one member of the Governance Committee to discuss problems, issues, etc.
- Opportunities to participate in board training.

Officers

Board Chair

General

- Ensures the effective action of the board in governing and supporting the organization and oversees board affairs.
- Acts as the representative of the board as a whole, rather than as an individual supervisor to staff.
- Engages and supports the members of the board and provides feedback on their performance
- Establishes an effective working partnership with the Executive Director

Board meetings

- Works with the chief executive, board officers, and committee chairs to develop the agendas for board meetings, and presides at these meetings.
- Facilitates effective and respectful discussion

Committees

- Recommends to the board which committees are to be established.
- Appoints the Chairs of board committees
- Works with Committee Chairs in coordinating individual board member committee assignments.
- Is an ex officio member of all committees

External affairs

- Has the power to sign with the chief executive, in the name of the organization, all contracts authorized either generally or specifically by the board.
- Speaks to the media and the community on behalf of the organization (as does the ED)

7/7/2020

Vice Chair

- Attend all board meetings.
- Serve on the executive committee
- Carry out special assignments as requested by the board chair.
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.
- May be designated as Chair-elect

Treasurer

- Attend all board meetings.
- Serve on the Executive Committee
- Serves as chair of the Finance Committee
- Manage, with the Finance Committee, the board's review of and action related to the board's financial responsibilities
- Ensure that the assets are protected and invested according to organization policy.
- Ensure that the organization complies with reporting requirements.
- Works with the chief executive and chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis
- Assists the chief executive or the chief financial officer in preparing the annual budget and presenting the budget to the board for approval
- Reviews the annual audit and answers board members' questions about the audit

Secretary

- Attend all board meetings.
- Serve on the executive committee
- Provide written agendas In advance of Board meetings and distribute appropriate background information on subjects to be discussed.
- Prepare and provide written minutes to board members.
- File the approved minutes and maintain the official list of board members
- Certify and file the bylaws as amended
- Ensure that all notices are given in accordance with the bylaws