



# ROLES & RESPONSIBILITIES OF NONPROFIT BOARD MEMBERS & OFFICERS

# LEGAL RESPONSIBILITIES

- Duty of Care — Ensure prudent use of all assets
- Duty of Loyalty — Make decisions in the best interest of the nonprofit corporation
- Duty of Obedience — Bear the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.

# DETERMINE THE MISSION

- Should reflect what the organization does, why and whom it serves.
- Used as a guide for planning programs and services and setting priorities.
- Periodically review the adequacy, accuracy and validity of both.

# SELECT THE CHIEF EXECUTIVE

- This position has the biggest impact on the organization.
- Identify priorities for the organization.
- Establish objectives for what you want the chief executive to achieve.
- Create and/or edit job description.
- Provide adequate compensation and benefits.

# SUPPORT THE CHIEF EXECUTIVE

- Working vs Governing Board
- Make sure board members don't overstep boundaries.
- Invite to important social functions.
- Provide performance reviews and ongoing feedback.

# OPEN DOORS & MAKE CONNECTIONS

- Board members need to help open doors for organizations.
- Share your list of contacts.
- Make connections for the organization.
- Identify prospective donors.
- *Specific goal: Make one new introduction per month.*

# ENSURE EFFECTIVE PLANNING

- Participate in creating and Implementing the strategic plan.
- Ask good questions.
  - Should we begin or end a program, service or event?
  - Are we reaching our goals?
  - What resources do we need or have available?
  - What are the costs & benefits of an action?

# ENSURE ADEQUATE RESOURCES

- Make recommendations for potential revenue streams.
- Set fundraising goals and targets.
- Develop strategies for fundraising.
- Participate in developing a case statement. i.e. explains why you need money and how it will be used.
- Approach and influence large donors.
- Recommend fundraising committee.

# INVITE OTHERS TO CONTRIBUTE

- Ask people to contribute to the organization.
  - Appeal letter
  - Annual fund
  - Sponsor an event
  - Donate to an event
- *Specific Goal: Make a minimum of 5 "asks" per year.*

# MAKE A PERSONAL CONTRIBUTION

- Board members need to make a personal contribution to the organization.
- Time
- Talent
- Treasure
- One-hundred percent of board should give financially.

# DONOR APPRECIATION

- Everyone is responsible for donor appreciation.
- Make calls.
- Send thank-you notes.
- Thank donors in person.

# MANAGE RESOURCES EFFECTIVELY

- Develop and approve annual budget.
- Annual audit.
- Assure that cash controls are in place.
- Oversee investments and investment policies.
- Oversee reserve funds and endowments.
- Purchase of adequate insurance.

# PROGRAMS AND SERVICES

- Do these align with mission?
- High quality and cost-effective.
- Program and service satisfaction.
- Need to have balance and a good understanding between your role and the role of staff.

# ENHANCE THE PUBLIC STANDING

- Determine who is important to connect with and educate about the organization and its mission.
  - Clients
  - Donors
  - Media
  - Government Leaders
  - Community Leaders
- Define how you will advocate for the organization.
- *Specific Goal: Develop and use your elevator speech.*

# ENHANCE THE PUBLIC STANDING

- Develop a plan.
- Create a Speaker's Bureau.
- Define who will be the spokesperson.
- Invite connections for a tour, to an event or for lunch with the Executive Director.
- *Specific goal: Be responsible for one relationship building activity per month.*

# ENSURE INTEGRITY & ACCOUNTABILITY

- Adhere to local, state and federal laws and regulations and ethical norms.
- Protect from legal action.
- Establish policies to guide the board and staff. i.e. bylaws, conflict of interest, employee policies and procedures and processes for complaints.

# BOARD RESPONSIBILITIES - NOT STAFFS

- Filing and making available accurate and timely reports required by federal, state and other government agencies .
- Keeping detailed record of lobbying expenditures and activities.
- Protecting the staff, volunteers and clients from harm or injury by ensuring compliance with all occupational, safety, health, labor and related regulations.

# BOARD RESPONSIBILITIES - NOT STAFFS

- Providing for an independent annual audit of all revenues, assets, expenditures and liabilities.
- Publishing an annual report that details the organization's mission, programs, board members and financial condition.
- Promote safe & ethical working environment.
- Safeguard the integrity of the organization.

# RECRUIT AND ORIENT BOARD MEMBERS

- Develop a balanced and diverse board.
- Nominating Committee vs Governance Committee
- Assess the board performance.
- Orientation
  - To the board
  - To the organization
- Statement of board member responsibilities.

# WEAK MEMBERS VS GREAT MEMBERS

Characteristics	Weak Members	OK Members	Good Members	Great Members
What they say	"It'll look great on my resume!"	"What do I have to do?"	"How may I help?"	"Thanks for the opportunity."
What they add	Dead weight	Basics	Dedication	Passion
What they take	Valuable spot	Instructions	Role seriously	Time to care
How they look	Cool	Regular	Eager	Unassuming
Whom they serve	Themselves	Their obligations	The nonprofit	The community

# INDIVIDUAL BOARD MEMBER EXPECTATIONS

- Know the organization's mission, purposes, goals, policies, programs, services, strengths and needs.
- Perform duties of board membership responsibly and conform to the level of competence expected from board members.
- Be willing to take on leadership positions and special assignments.

# INDIVIDUAL BOARD MEMBER EXPECTATIONS

- Follow trends related to the organization's field of interest.
- Bring good will and a sense of humor to the board's deliberations.
- Suggest possible board members who are willing and able to make significant contributions to the work of the board and the progress of the organization.

# BE PRESENT & PARTICIPATE

- Commit to participating in and preparing for board and committee meetings and organization's activities.
- Ask questions at board and committee meetings consistent with your conscience and convictions.
- Support the majority decision on issues decided by the board.

# BE PRESENT & PARTICIPATE

- Maintain confidentiality of the board's executive sessions and speak for the board or organization only when authorized to do so.
- Suggest agenda items for board and committee meetings to ensure significant, policy-related matters are addressed.

# BOARD MEMBER & STAFF RELATIONSHIPS

- Counsel the chief executive as appropriate, provide goals, evaluations and support him or her.
- Avoid asking for special favors of the staff.
- If you request extensive information, consult with the chief executive, board or appropriate committee chairperson prior to requesting information from staff.

# AVOID CONFLICTS

- Serve the organization as a whole rather than any special interest group or constituency. Your first obligation is to the organization and its best interests.
- Avoid the appearance of a conflict of interest that might embarrass the board or organization and disclose any possible conflicts to the board in a timely manner.
- Maintain independence and objectivity and practice fairness, ethics and personal integrity.
- Never accept or offer favors or gifts from or to anyone who does business with the organization.

# FIDUCIARY RESPONSIBILITIES

- Exercise prudence with the board in the control and transfer of funds.
- Faithfully read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility.

# OFFICER ROLES & RESPONSIBILITIES

- Chair – Lead the Board
- Vice Chair – Support the Chair and be there to fill in for the Chair.
- Secretary – Taking minutes, creating reports, putting together the agenda.
- Treasurer –Overseeing finances and other things related to finances.

# QUESTIONS?

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