

BOARD OF DIRECTORS
Job Descriptions and Committee Structure
(sample)

2021

Board of Directors Profile and Operating Principles

- Board directors are trustees who act on behalf of the organization's constituents, including service recipients, funders, members, the government, and taxpayers.
- The board of trustees has the principal responsibility for fulfillment of the organization's mission and the legal accountability for its operations. This means that as a group they are in charge of:
 1. facilitating the achievement of the organizational mission,
 2. forming the strategic plan to accomplish the mission, overseeing and evaluating the plan's success,
 3. providing adequate supervision and support to the **Executive** Director,
 4. ensuring financial solvency of the organization,
 5. interpreting and representing the community to the organization, and
 6. instituting a fair system of policies and procedures for human resource management.
- Board members have a duty of loyalty to the organization, its staff and other board members.
- While differences of opinion are sure to arise, board members should seek to keep disagreements impersonal. Practicing discretion and accepting decisions made on a majority basis will promote board unity and confidence.
- Board members accomplish their functions through regular meetings and by establishing a committee structure that is appropriate to the size of the organization and the board.
- Ideally, board members arrive at meetings prepared and ready to engage in thoughtful dialogue, and there is a group process that generates and uses the best thinking of its members.
- The Board should be open to self-evaluation and regularly reviews its own composition to ensure constituent representation, and board expertise and commitment.

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- The Board is also responsible for evaluating and determining compensation for the Executive Director.
- In most jurisdictions, nonprofit directors are responsible for management of the business and affairs of the corporation. In carrying out their responsibilities, the law imposes on these directors specific fiduciary duties of care, loyalty, and obedience to the law.

Board Member Position Descriptions

Position Title: **MEMBER, BOARD OF DIRECTORS**

Function:

- To partner with NAME OF ORGANIZATION by upholding the purpose, mission, and mission-related goals of the organization and to assure acceptable progress is made toward achieving them.
- *To maintain a commitment to connecting the personal experiences of the individuals and communities the organization advocates on behalf of and those of the board and staff with the political mission and mission-related goals of the organization*
- Support the Executive Director and establish clear standards of accountability
- To assure the financial integrity of the organization
- To envision the future of the organization and to lead the organization into that future
- To help with relationship-building efforts to develop and maintain a strong community and public system base of support

Duties:

Uphold and achieve the mission of the organization

- In partnership with the Executive Director and staff, board members are responsible for determining what results are to be achieved; the Executive Director and staff are responsible for developing and employing the methods necessary to achieve those results

BOARD OF DIRECTORS
Job Descriptions and Committee Structure

Determine mission-related goals and major organizational policies in partnership with staff

- Mission-related goals represent the long-term strategies of the organization and help define Board expectations for results to be achieved by the Executive Director and staff
- *Participate in annual and long-term strategic planning process toward achieving goals of the organization*

Position Title: MEMBER, BOARD OF DIRECTORS (continued)

Oversight of financial management and fund development of the organization

- Regularly review status, development and management of all organizational assets to assure that they are prudently managed.

Employ the Executive Director

- Provide moral and technical support to the key leader (s)
- Responsible for hiring, monitoring, evaluating, compensating, and, if necessary, terminating only one employee in the organization, the key leader (s)
- Board involvement in any of these activities with staff below the Executive Director level to support the Executive Director of his / her accountability for the quality of the staff and organizational performance in general
- In the absence of the Executive Director, assure continued leadership of organizational operations

Formally monitor and evaluate overall organizational performance

BOARD OF DIRECTORS

Job Descriptions and Committee Structure

- Commitment to developing the skills of the board.
- Support in the development and review of proposed budget and subsequent comparison of regular financial reports against that budget and budget projections. An annual evaluation of the Executive Director's performance and compensation
- An annual evaluation of the Board and organizational performance
- Be assured that the Board and its committees are adequately and currently informed - through reports and other methods - of the condition of the Organization and its operations.
- *Be assured that published reports properly reflect the operating results and financial condition of the Organization.*
- *Ascertain that management has established appropriate policies to define and identify conflicts of interest throughout the Organization, and is diligently administering and enforcing those policies.*
- *Review compliance with relevant material laws affecting the Institution.*

Appointing Committees

- Chair all board committees and provide communication to and from committees to the Board
- Board committees to reduce the workload of the full Board
- Board committees study, review, deliberate and then recommend options to the full Board for final decision

Position Title: **MEMBER, BOARD OF DIRECTORS (continued)**

Holding property

- Regardless of who actually does the work of caring for and maintaining the organization's property, the Board is ultimately responsible for whatever the organization owns, leases, or has free use of. Board must periodically assure itself that maintenance, care, and protection is being provided.

Leadership development

- The Board must have a system in place for identifying, recruiting, nominating, electing and developing new board members

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- Board must support the leadership development of the Executive Director and staff

Networking and Public Relations

- Develop relationships with funders, leaders, agencies, institutions, coalitions, and communities that support the mission-related goals of the organization
- Publicly represent the organization wherever seems appropriate and advantageous to mission-related goals.

Time Commitments

- Participation in one or many community events, i.e. City of Palo Alto Annual Chili Cook Off, Annual Membership Meeting, Fundraising events and others.
- Monthly Board of Directors Meeting – one a month for 1.5 hours.
- Board and Committee work requires approximately 2 additional hours per month

Board Officer Position Descriptions

Position Title: **CHAIRPERSON OF THE BOARD**

Function:

- As Co-Chairperson of the Board, assure that the Board of Trustees fulfills its responsibilities for the governance of the organization.

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- Be a partner to the Executive Director, helping him/her to achieve the mission of the organization.
- Optimize the relationship between the board and management.

Responsibilities:

- Chair meetings of the Board.
- Facilitate Executive Committee and full board
- Support and hold accountable officers, committee chairs and Board members for the work of the Board of Trustees
- See that the Board functions effectively, interacts with management optimally, and fulfills all of its duties.
- With the Executive Director develop agendas.
- With the Executive Director recommend composition of the Board Committees.
- Recommend committee chairperson with an eye to future succession.
- Assist the Executive Director in the recruiting, development, planning and retention of Board members.
- Reflect any concerns management has in regard to the role of the Board of Trustees or individual trustees.
- Reflect to the Executive Director the concerns of the Board of Trustees and other constituencies.
- Present to the Board an evaluation of the pace, direction, and strength of the organization.
- Prepare a review of the Executive Director and recommend salary for consideration by the appropriate committee.

Position Title: CHAIRPERSON OF THE BOARD

Responsibilities:

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- Annually focus the Board's attention on matters of institutional governance that relate to its own structure, role, and relationship to management.
- Be assured that the Board is satisfied it has fulfilled all of its responsibilities.
- Act as an additional set of eyes and ears.
- Serve as an alternate spokesperson.
- Fulfill such other assignments as the Co-Chairs and Executive Director agree are appropriate and desirable for the Co-Chairperson to perform.

Position Title: TREASURER

Function:

- Manages the board's review of, and action related to, the board's financial responsibilities.
- May work directly with the Finance Director, accountant and bookkeeper in developing and implementing financial procedures and systems.

Responsibilities

Reports:

- Ensures that appropriate financial reports are made available to the board.
- Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health.
- Keep accurate financial records for the organization;

Finance & Administration Committee:

- Chairs the Finance and prepares agendas for meetings, including a year-long calendar of issues.

Position Title: TREASURER (continued)

Auditor:

- Recommends to the board whether the organization should have an audit. If so, selects and will meet annually with the auditor in conjunction with the Finance Committee.

Cash Management and Investments:

- Ensures, through the Finance, sound management and maximization of cash and investments.
- Deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the board;
- Endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board, making proper vouchers for the deposit;
- Disburse the organization's funds and issue checks and drafts in the name of the organization as ordered by the board;
- Upon request, provide the Board Co-Chairs and the board an account of Transactions by the treasurer and of the financial condition of the organization; and,
- Perform other duties prescribed by the board of by the president.

Position Title: SECRETARY

Function:

- Cares for and keeps the organization's records, seal, minutes

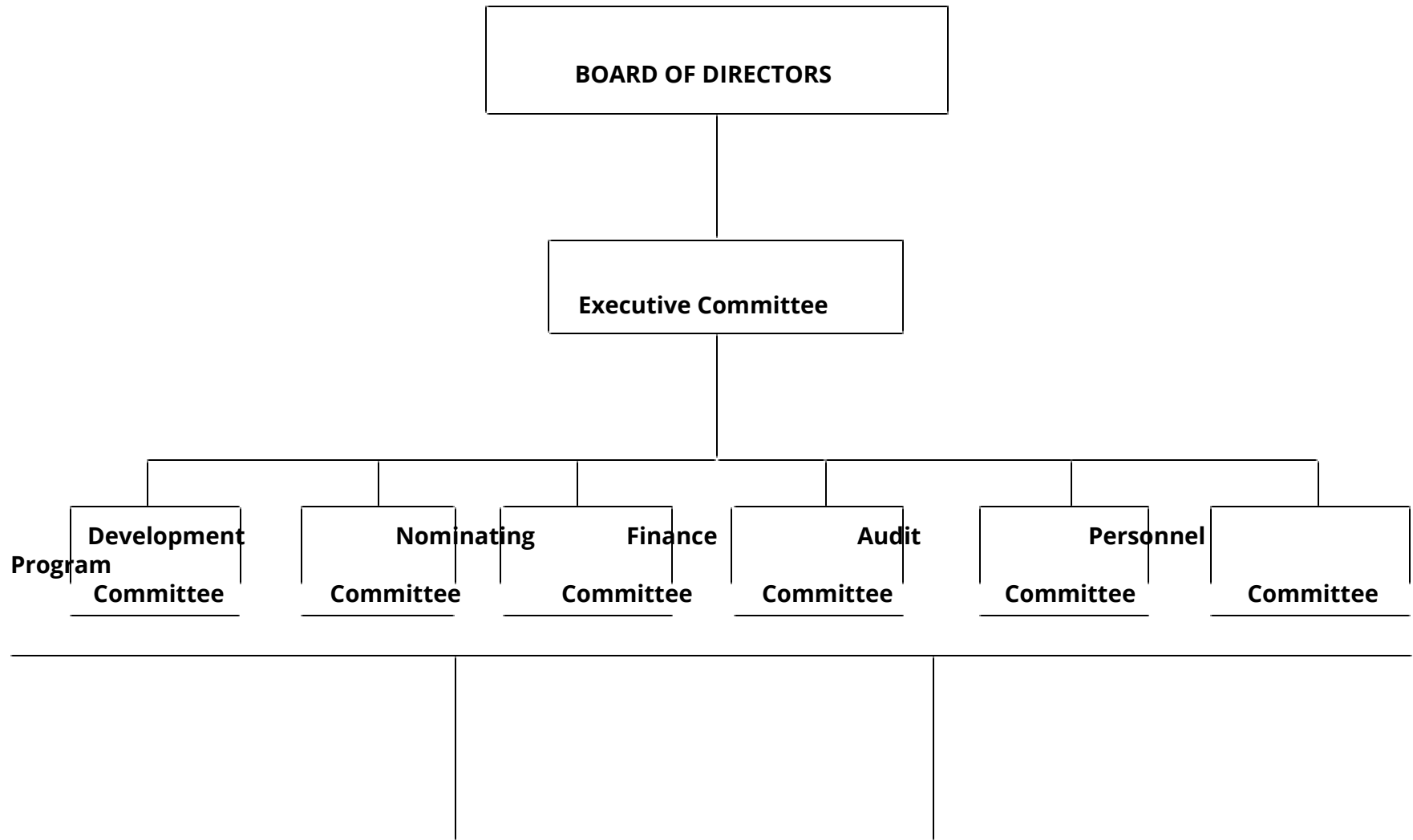
Duties:

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- Takes or is responsible for assuring the taking of minutes at meetings of the board
- Repository for all Board of Trustee general, Executive Committee and board committee meeting minutes, agendas, records and other documents

BOARD OF DIRECTORS COMMITTEE STRUCTURE



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Other Potential Standing Committees

- *Strategic Planning*
- *Investment*
- *Buildings and Grounds (or Facilities)*
- *Public Affairs*

Advisory Committees

- *Members not authorized to make decisions*
- *Advises board typically on fundraising and related activities*

Ad Hoc Committees

- *Have limited charges and are created for specific purposes (e.g., Executive Director search)*
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BOARD COMMITTEE DESCRIPTIONS

EXECUTIVE COMMITTEE

Purpose:

- Recommends actions for approval of the full board
- Sometimes acts for the board between meetings
- Central to effective operation of committee structure, the board and entire organization

Tasks:

- Reviews operational, programmatic and financial matters
- Deals with:
 - urgent situations that cannot wait for the next board meeting
 - specific questions referred by the board
 - issues requiring preliminary discussion and refinement before the board considers them
- Establishes and implements a process for assessing the performance of the Executive Director
- Acts as principal support and sounding board to Executive Director

Board Relationship:

- Must report thoroughly and regularly to board
- Composed of board officers, with a board Co-Chair as committee chair

FINANCE COMMITTEE

Purpose:

- Responsible for the development and oversight of fiscal systems, management and budgeting and provides board oversight of the organization's annual financial audit

Tasks:

- Oversees the organization's assets
- Reviews the annual budget and recommends it to the full board for approval
- Monitors budget implementation and financial procedures
- Reviews monthly financial reports
- May manage investments, including the endowment.
- Reviews the organization's internal audit
- Recommends an independent accounting firm to conduct the board's own audit
- Meets with auditors to: discuss the auditing process; reviews and evaluates the audit reports; presents and explains the audit to the full board
- Monitors the implementation of necessary changes in financial management or reporting procedures called for in the audit (if any)

Board Relationship:

- May work closely with the Executive Committee and the Development Committee

PROGRAMS COMMITTEE

Purpose:

- Link between board and staff on the organization's programs and activities

Tasks:

- Recommends program policy to the full board for approval
- Sets guidelines for board involvement in program matters
- Monitors implementation of the organization's strategic plan with regard to programs
- On behalf of staff, recommends major program initiatives to the full board for approval
- Reports regularly on the organization's programs

Board Relationship:

- May interact with the *Finance Committee*

DEVELOPMENT COMMITTEE

Purpose:

- Responsible for raising and maintaining adequate resources for the organization.

Tasks:

- Develops policies, plans, procedures and schedules for fundraising
- Helps educate stakeholders about the organization's program plans and resources required to realize plans
- Familiarize stakeholders with fundraising skills and techniques
- Acts as the board's central source of information about fundraising climate in general and the status of the organization's fundraising activities
- Sometimes sets minimum guidelines for board member contributions and solicits contributions

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- Plays a strong role in identifying, cultivating and approaching major donors.

Board Relationship:

- Sets the tone for the board's fundraising endeavors
- Works closely with *Executive* and *Finance* Committees

NOMINATING COMMITTEE

Purpose:

- Determines the composition of the board by identifying, recruiting and proposing board members.
- Sometimes called the *Board Development* or *Governance* Committee with expanded responsibilities including orientation, continuing education and evaluation of board members.

Tasks:

- Leads the board in identifying the type of board members the organization needs.

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- Develops written descriptions of board member responsibilities and creates a plan for identifying prospective members.
- Plays an active part in cultivating new board members; screens and interviews candidates; recommends candidates to full board for approval.
- Develops and nominates board officers.
- May plan and conduct orientation for new members; organize continuing education programs to enhance members' knowledge of governance responsibilities in general and their organization in particular; lead an annual evaluation of individual board members and the board as a whole.

Board Relationship:

- Works closely with the board chairperson.

FINANCE COMMITTEE

Purpose:

- Coordinates the board's financial oversight responsibilities by: recommending policy to the board; interpreting it for staff; monitoring its implementation.

Tasks:

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- Oversees the organization's assets
- Reviews the annual budget and recommends it to the full board for approval
- Monitors budget implementation and financial procedures
- Reviews monthly financial reports
- May manage investments, including the endowment.

Board Relationship:

- Works closely with a number of other committees: *Executive, Development, Audit, Strategic Planning and Investment.*

AUDIT COMMITTEE

Purpose:

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Job Descriptions and Committee Structure

- Provides board oversight of the organization's annual financial audit

Tasks:

- Reviews the organization's internal audit
- Recommends an independent accounting firm to conduct the board's own audit
- Meets with auditors to: discuss the auditing process; reviews and evaluates the audit reports; presents and explains the audit to the full board
- Monitors the implementation of necessary changes in financial management or reporting procedures called for in the audit (if any)

Board Relationship:

- Works closely with *Finance Committee*.
- In some organizations, the Audit Committee is a subcommittee of the Finance Committee.

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PERSONNEL COMMITTEE

Purpose:

- Advises the chief executive on personnel policy issues

Tasks:

- Develops personnel policy guidelines in cooperation with chief executive
- Recommends the executive's compensation to the full board
- Reviews the annual personnel budget
- May be involved at the policy level in staff selection and evaluation
- Keeps the board informed about labor-related legislative issues at the national, state and local levels

Board Relationship:

- May work with the *Finance Committee*.

OTHER POTENTIAL STANDING COMMITTEES

Strategic Planning Committee (*Executive Committee Function*):

- Coordinates the board's role in the long-range planning process

Investments Committee:

- Administers the organization's portfolio, including its endowment

Buildings and Grounds (or Facilities) Committee:

- Represents the board in matters related to physical plant management

Public Affairs Committee:

- Coordinates the board's role in media and public relations and in public advocacy activities