You Matter 2 Board Member Job Description

The Board of Directors is responsible for the entire care, control, and governance of *You Matter 2*. Our Board governs with leadership and vision. It creates policy, maintains the highest ethical standards in accordance with our values, discovers and responds to changing needs in our community, makes a measurable impact, and serves as principal fiduciaries and wise stewards of our resources. The Board is responsible for its own excellence in governance in pursuit of our mission.

We can only achieve these goals through the commitment, participation, and good faith of every member.

I. Specifically, the **duties of the Board** include:

<u>The Duty of Care</u> requires board members to be reasonably informed, participate in decision-making, act in good faith, and with the care of a prudent person in similar circumstances.

Board members should fulfill this duty by:

- Attending board meetings, adequately prepared
- Serving on and participating in the work of at least one or more committee
- Using independent judgment
- Reviewing and approving the annual budget to agreed-upon priorities and constraints
- Frequently reviewing the financial condition and policies and otherwise acting to ensure our short and long-term financial health
- Complying with all statutory, regulatory, and reporting requirements
- Reviewing, understanding, and complying with all governing documents, such as the bylaws
- Ensuring the accuracy of all public financial statements, e.g. annual audit and 990
- Obtaining sufficient information to understand an issue under discussion and before voting

<u>The Duty of Loyalty</u> requires board members to act in the best interest of their organization and not in their own interests or those of another and to place the interests of their organization before their own personal and professional interests.

Board members are expected to fulfill this duty by:

- Ensuring all proposed actions will be in the best interests of our organization
- Observing all aspects of our conflict of interest policies
- Maintaining the confidentiality of Board deliberations and protecting the confidentiality of proprietary information
- Never using the property or intellectual capital of our organization for personal gain or benefit

- Acting in accordance with the mission, governing documents, strategic plan, and board approved policies

<u>The Duty of Obedience</u> requires board members to make sure that the nonprofit is abiding by all applicable laws and regulations and doesn't engage in illegal or unauthorized activities. The duty of obedience also means that board directors must carry out the organization's mission in accordance with the purpose they stated in getting qualified as a nonprofit organization.

Board members are expected to fulfill this duty by:

- Understanding relevant tax codes, filing requirements, and reporting mandates
- Complying with both external and internal laws
- Remaining focused on the mission
- Using donated funds appropriately
- Protecting the organization's nonprofit status

II. To achieve excellent governance and community leadership, **other obligations of Board Members include**:

- Supporting board and staff activities to raise organizational resources
- Supporting activities to increase community awareness
- Attending high profile events
- Helping to identify future board candidates
- Partnering with leadership to advance our strategic objectives
- In relation to staff, observing the boundaries of board member roles outside of board meetings
- Contributing to the collegiality of the Board/Staff team
- Actively promoting our organization within your sphere of influence
- Advocating for our interests among government and elected official

Individual Board Member Qualifications & Responsibilities

To truly be a great nonprofit board member requires having good character, a strong commitment to the cause, the gift of time, and a willingness to use personal and professional resources to advance the organization's mission.

Qualifications

- Ability to listen, analyze, think clearly and creatively, work well with people.
- Willing to prepare for and attend board and committee meetings, ask questions, take responsibility, and follow through on a given assignment, contribute personal and financial resources in a generous way according to circumstances, open doors in the community, and evaluate oneself.
- Be able to develop skills where currently weak: such as cultivate and solicit funds, cultivate, and recruit board members and other volunteers, read, and understand financial statements, learn more about the substantive program area of the organization.
- Be honest, sensitive to and tolerant of differing views, friendly, responsive, and patient.
- Exhibit community-building skills, personal integrity, a developed sense of values, and a concern for the organization's development.
- Willing to help the organization diversify and expand its networks of potential board members and other volunteers, potential supporters, and the community at large.

Responsibilities

Legal and Fiduciary

- Actively participate in the board's fiduciary responsibilities, such as understanding and reviewing the organization's annual financial statements, watching for red flags, asking questions, and requiring clarification. Make sure you have a clear understanding of the organization's financial health.
- Complete Conflict of Interest forms annually and adhere to the organization's Code of Ethics.

Oversight

- Be informed about the organization's mission, services, policies, and programs.
- Monitor progress toward achieving goals and measuring the impact of the organization's programs and services.
- Review agenda and supporting materials prior to Board and committee meetings and come to meetings ready to actively participate.
- Keep up to date with developments in the organization's field.
- Board and management should work together to set policies and implement them.

Governance and Operations

- Attend all Board and committee meetings and functions.
- Serve on committees or task forces and offer to take on special assignments.
- Suggest possible nominees to the Board who can make meaningful contributions to the work of the Board and the organization.
- Follow conflict of interest and confidentiality policies

Board and Staff Relations

- Work with the Board to develop the agenda and materials for each meeting.
- Send the agenda and accompanying materials at least five business days prior to the meetings.
- Record concise minutes and action items with assignments and work with the Board to approve the minutes so that they can be sent out to the members within 2 to 3 business days.
- Work with the Chair to develop all the appropriate reports for Board meetings.
- Work with the Board to ensure that individual Board members are adequately educated about the basic principles and best practices in fundraising, including the design of a donor-centered organization.

Fundraising

- As part of their fiduciary responsibility, many board members are actively involved in making sure that the organization has the money it needs. This may include making a personal contribution, but also serving as an advocate with a foundation, corporation, or government entity, organizing a fundraising event, or hosting a benefit. This also includes face-to-face solicitation of other individuals.

Representation of constituencies and viewpoints

- Inform others about the organization.
- Board members and executive directors should engage a diverse cross-section of key stakeholders. They have to know what matters to the constituents they serve as they make key decisions that impact those served by their organization.