

MakeHaven Board Duties and Expectations

Position Title: Member, Board of Trustees

Function: Provide governance to the organization, represent it to the community, and accept the ultimate legal authority for it.

Board members are elected for 3 years terms.

Basic Expectations:

1. Regularly attends board meetings and important related meetings. Held quarterly.
2. Makes a serious commitment to participate actively in committee. Committees are listed at: <https://www.makehaven.org/volunteer-leadership-structure>
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about organization's matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
5. Gets to know other board and committee members to build a collegial working relationship that contributes to consensus.
6. Is an active participant in the annual evaluation and planning efforts.
7. MakeHaven does not require donations but hopes that all board members show their commitment to the mission by making a personal donation to the organization. We ask all board members to participate in fundraising (grants, events or introductions) for the organization.

Summary of Board of Trustee Duties:

Duty of Planning

- Acting as a team, the Board of Directors formulates a long-term (3 – 10 years) written plan that outlines the general future course of the organization.
- Annually assess the environment and approve the Institution's strategy in relation to it.
- Annually review and approve the Institution's plans for funding its strategy.
- Review and approve the Institution's long term financial goals.
- Annually review and approve the Institution's budget.
- Approve major policies.

Organizational Duties

- Monitor, appraise, advise, support, reward, and, when necessary, change chief executive.
- Be assured that anticipated and emergency management succession are properly planned
- Be assured that the status of organizational strength and personpower planning is equal to the requirements of the long range goals.
- Approve appropriate compensation and benefit policies and practices.
- Propose a slate of new directors for election annually and fill vacancies as needed.
- Annually review the performance of the Board and take steps to improve its performance.

Operations Duties

- Review the results achieved as compared with the Institution's philosophy, annual and long range goals, and the performance of similar institutions.
- Be certain that the financial structure of the Institution is adequate for its current needs and its long-range strategy.
- Provide candid and constructive criticism, advice, and comments.
- Approve major actions of the Institution, such as capital expenditures and major program and service changes.

Fiduciary Responsibility

- A Board member is a "trustee" of the corporation's funds, charged with ensuring that they are spent responsibly and effectively to meet the goals and policy objectives the Board formulates. This responsibility does not mean the Board must or should approve the expenditure of every dollar.
- Be assured that the Board and its committees are adequately and currently informed - through reports and other methods - of the condition of the Institution and its operations.
- Be assured that published reports properly reflect the operating results and financial condition of the Institution.
- Established appropriate policies to define and identify conflicts of interest throughout the Institution, and is diligently administering and enforcing those policies.

Duty of Care

- Act as a reasonable prudent Director would act in same situation.
- Read corporate documents (Articles of Incorporation, Bylaws, resolutions and minutes.) Articles and Bylaws give operational ground rules for running the corporation.
- Read contracts before approving them.
- Review financial records of the corporation. As a Board member, you are entitled to look at the books.
 - Special expertise not required, but an understanding of financial statements is.
 - Act with common sense and "good faith."
 - Exercise independent judgment.
- Must have a rational business purpose behind decision – i.e., believe it is in the best interest of the corporation to act (business judgment rule.)

Duty of Loyalty

- Act in a manner the Director believes is in the best interests of the Corporation.
- Overriding objective is to advance and achieve the Corporation's purposes as stated in governing documents.
- Directors must champion the best interests of the organization and organization's constituency, rather than personal interests.

Duty of Obedience

- Follow the letter of the law, ensuring compliance with the Corporation's mission, governing documents, and Bylaws and government laws, codes, and regulations related to nonprofit organizations.
- Ensure that tax requirements are met. Retain qualified experts as needed.
- Appoint independent auditors subject to approval by members.
- Ensure that donated funds are used appropriately.
- Protect the Corporation's nonprofit status.

What Board Members Should Expect:

Certain kinds of support by staff and each other are required for board members to be able to fulfill their duties. Board members should expect, and insist on, the following:

1. An orientation for new board members to the history, mission, goals, structure and budget of the organization and to the expectations of board members. This orientation should provide them with copies of all governing documents and board policies.
2. Regular board meetings, scheduled well (at least 2 weeks) in advance.
3. Board packets (or emailed documents) providing the information needed to make well informed decisions as required by the agenda, 24 hours before each board meeting.
4. Regular and financial reports which include: income and expense statements that include a comparison with the budget and balance sheets at least quarterly (typically each meeting), an annual budget presented for approval, and for larger organizations an independent audit provided annually. Sufficient time in board meetings to answer any questions board members have about finances.
5. Formal, written minutes for board meetings presented to the board for review shortly after meeting and official approval at the next board meeting. These are public record and should be filed in a way that makes them easy to access if questions arise.
6. An active role in setting policy for the organization. All board members will be involved in any changes to the mission, values and primary goals of the organization, and to the bylaws or articles of incorporation, and be part of the strategic planning work for the organization.
7. Willing engagement by staff and other board members in providing information the board needs to make good decisions.

MakeHaven Board Practices

- The board typically meets quarterly but may have an extra meeting in December to pass the budget, and ask board members to attend the annual member meeting at the start of year.
- All Board members serve on at least one committee, committees typically meet quarterly.
- Membership is encouraged but not required.
- Board members often take on leadership of special projects to advance MakeHaven based on their skills and experience.