

## Nurturing Change Board Member and Director Responsibilities

### The Board as a whole is expected to:

- Establish the mission, vision, strategies, policies, and values of the organization
- Approve Nurturing Change's programs and services, ensure they are consistent with the mission, and monitor their effectiveness
- Participate in strategic and organizational planning
- Provide oversight to the Executive Director (select, hire, support, and evaluate)
- Enhance the organization's public standing (clearly articulate mission, accomplishments, needs, services, and goals to the public and garner support from the community through advocacy)
- Secure adequate resources for the organization to fulfill its mission (give a meaningful financial donation each year and encourage others to give)
- Ensure strong fiduciary oversight and financial management (read and understand financial statements, help develop annual budget, and ensure proper financial controls are in place)
- Fulfill legal duties (ensure adherence to legal standards, organizational policies, and ethical norms)
- Build a competent board (articulate prerequisites, identify and orient new members, engage in board development and evaluation)

### Each individual board member is expected to:

- Prepare for, attend, and conscientiously participate in board meetings and committees, as needed
- Contribute meaningful time each week developing the infrastructure of the organization, until paid staff can be hired
- Make at least one personal financial donation each year to the organization to the extent that they are able
- Serve as an active advocate and ambassador for the organization and fully engage in identifying and securing the financial resources and partnerships necessary for Nurturing Change to advance its mission
- Help identify personal connections and networks that can benefit the organization's fundraising and reputational standing and influence public policy

### All Board Members are also expected to:

- Follow the organization's bylaws, policies, and board resolutions
- Sign an annual conflict of interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings
- Maintain confidentiality about all internal matters of Nurturing Change
- Fulfill their legal responsibility to meet the duty of care, duty of loyalty, and duty of obedience\*

### Board Officer Responsibilities

\* The **duty of care** describes the level of competence that is expected of a board member and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization. The **duty of loyalty** is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization. The **duty of obedience** requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission. This duty also requires board members to obey the law and the organization's internal rules and regulations.

**The Board President's Responsibilities:**

- Oversee board and executive committee meetings
- Work in partnership with the Executive Director to make sure board resolutions are carried out
- Call special meetings if necessary
- Appoint all committee chairs and, with the Executive Director, recommend who will serve on committees
- Assist Executive Director in preparing board meeting agendas
- Assist Executive Director in conducting new board member orientation
- Oversee searches for a new Executive Director
- Coordinate the Executive Director's annual performance evaluation
- Lead the effort in recruiting new board members
- Act as an alternate spokesperson for the organization
- Periodically consult with board members on their roles and help them assess their performance

**The Board Vice President's Responsibilities:**

- Attend all board meetings
- Serve on the executive committee, if one exists
- Carry out special assignments as requested by the Board President
- Understand the responsibilities of the Board President and be able to perform these duties in the President's absence
- Participate as a vital part of the board leadership.

**The Board Secretary's Responsibilities:**

- Attend all board meetings
- Serve on the Executive Committee, if one exists
- Ensure the safety and accuracy of all board records
- Take board meeting minutes or review minutes if that task is assigned to another board member
- Assume responsibilities of the Board President in the absence of the Board President, President-Elect, or Vice President
- Provide notice of meetings of the board and/or of a committee when such notice is required

**The Board Treasurer's Responsibilities:**

- Attend all board meetings.
- Understand financial accounting for nonprofit organizations
- Serve as the chair of the finance committee, if one exists
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Work with the Executive Director to ensure that appropriate financial reports are made available to the board on a timely basis
- Help develop and present the annual budget to the board for approval
- Review the annual audit and answer board members' questions about the audit (if there is no audit committee)