

# BOARD MEMBER

## ROLES & RESPONSIBILITIES

---

### Board Chair or Board President

The board chair oversees the board's work and often facilitates board meetings. Also, the board chair is generally the primary person who works with the executive director or senior management team to make sure things are running smoothly and keep the board informed.

These are some of the primary duties of a board chair or board president:

Recommends members for committees and appoints committee chairs

Works in connection with the executive director to prepare board meeting agendas

Arranges for or takes part in new board member orientations

Takes the lead on the executive director's annual performance evaluation

Assists in recruiting qualified new board member candidates

Serves as the nonprofit's spokesperson as needed

Takes the lead in the annual board member self-evaluation process

### Vice-Chair or Vice President

The vice-chair or vice president has the same duties and responsibilities as all other board members, including the duty of loyalty, the duty of obedience, and duty of care. The vice-chair or vice president generally serves as a backup leader to the board president so the board is never without leadership.

These are some of the duties of a vice chair or vice president:

Runs board meetings as requested and in the board president's absence

Serves as the nonprofit's spokesperson as needed

Assists with board president duties

Completes special duties as requested

### Secretary

The board secretary's duties help protect a nonprofit organization. Board secretaries have a variety of duties and responsibilities including:

Schedules board meetings- sends reminder email

Assists in board member orientation paperwork

Takes attendance at board meetings

Takes accurate meeting minutes and getting them approved

Maintains board records

Ensures secure storage of official board documents and contracts

Tracks board member terms

Monitors legal compliance- Secretary of state filing

### Treasurer

The board treasurer position requires someone who has experience in financial accounting for nonprofits. The treasurer also needs to make sure board members can access the financial reports in a timely manner, which is why it's critical to use a board management software solution. The treasurer:

Monitors the budget

Keep the books reconciled to the bank

Preparing the IRS tax filings

Chairs the finance committee

Partners with the executive director to ensure the financial reports are continually updated

## Board Members At-Large

The at-large board members are just as important as nonprofit board positions for officers, as all board members have equal responsibility for the board's actions and decisions.

At-large board members are expected to fulfill the following duties:

Attend all board meetings

Engage in board meetings actively

Serve on at least one committee

Donate to the board annually

Support board decisions even when they voted against them

**DUTY OF CARE** requires board members to discharge duties in good faith, and with the care that an ordinarily prudent person would exercise in a like position and under similar circumstances. It requires board members to exercise care in all activities related to their role as board members and commits them to participate in the work of the board.

Duty of Care is carried out by:

- Attending board and committee meetings
- Carefully preparing for meetings in advance
- Reviewing financial reports and other critical information regularly
- Exercising independent judgment
- Requesting information needed for decision making
- Making sure federal, state and specific industry filing requirements are met
- Acting in good faith when making decisions.

**DUTY OF LOYALTY** requires board members to act in the interests of the nonprofit rather than their own personal interests or the interests of some other person or organization.

Duty of Loyalty is carried out by:

- Adhering to the conflict of interest policy
- Disclosing all conflicts
- Avoiding the use of the organization's opportunities for personal gain
- Maintaining confidentiality of information held by the organization.

**DUTY OF OBEDIENCE** requires board members to make decisions in accordance with the mission of the organization, to uphold its bylaws and other policies and functions and to not act in a way that is inconsistent with the central goals