



SAMPLE BOARD AGREEMENT

The Board of Directors of XYZ, a non-profit organization, is responsible for overseeing the mission and strategic direction of the organization and for ensuring effective governance of fiscally sound programs. As such, the Board of Directors has four broad areas of responsibility:

Fiscal Responsibilities

1. Annually review/approve the organization's budget, financial, and fundraising goals.
2. Provide financial oversight, including reviewing revenues and expenses regularly.
3. Help ensure that there are adequate financial resources to meet the organization's needs.
4. Avoid all conflicts of interest. If some exist, be transparent and notify the board.
5. Raise a minimum of \$X during the fiscal year.

Governance Responsibilities

1. Establish, approve, and monitor policies and procedures to ensure that the organization and its activities are organized and administered in compliance with all applicable laws.
2. Ensure legal and ethical integrity and maintain accountability.
3. Serve on at least one committee and attend and participate in meetings fully.
4. Actively recruit and orient new board members. Try to replace yourself if you leave.
5. Work to assess board performance and help improve board meetings.
6. Vote in board elections if applicable.
7. Select, monitor, appraise, advise, support, reward, and, if deemed necessary or desirable, terminate the Executive Director. Establish and respect the roles of the CEO and board.
8. Maintain confidentiality of Board discussions, decisions, and trade secrets.
9. Ensure effective organizational strategic planning.

Program Oversight Responsibilities

1. Approve major actions of the organization and major changes in activities.
2. Review program results as compared to the strategic direction and annual goals.

Ambassadorship Responsibilities

1. Enhance the organization's public standing by acting as ambassadors to the community and conveying the vision and values of the organization everywhere.
2. Promote the mission and generate goodwill for the organization and its reputation; encourage support for the efforts of the staff, volunteers, and its programs.
3. Maintain accountability to the members and donors of the organization.

Miscellaneous and Legal Responsibilities

1. Defer all requests by the media to the board chair or executive director.
2. Do all that is needed if appointed to a leadership role.
3. Avoid unnecessary risk or legal exposure. If a 501(c)(3), then avoid lobbying above the legal limit and don't try to influence the outcome of a candidate-centered election.

STATEMENT OF AGREEMENT

(To be signed at the beginning of every board term or annually.)

As a board member of XYZ Organization, I understand that my duties and responsibilities include all of the following:

1. To be responsible, with the other board members, for the health, well-being, and sustainability of this organization. As a member of the board of directors, I pledge to help the organization reach its mission and be true to the people we serve. I will use fair and independent judgment in all decision-making.
2. To be legally responsible, along with the other board members, for this organization within the limits of state and federal laws pertaining to non-profit corporations. I have an ethical and legal responsibility to act in good faith and with a degree of diligence, care, and sensibility. I will avoid secrecy and manipulation. I will advance transparency and forthrightness.
3. To be fiscally responsible in the stewardship of organizational resources and compliance. It is my duty to be aware of the parameters of the organization's budget and to participate actively in creating and managing that budget. I will also help to fundraise to resource the budget that is passed.
4. To actively participate in fundraising for the organization. As part of my fiscal obligation, I will work with the Board Chair and staff to develop a personal fundraising plan that allows me to raise money in the ways that are best suited for me. These may include individual solicitation, organizing special events, writing mail appeals, and the like. In addition, I will make a gift that, for me, is substantial before the 9th month of the fiscal year. This may come as a one-time gift, an in-kind gift, or a regular recurring donation. My goal is to raise a minimum of \$X during the fiscal year through a combination of my individual giving and my fundraising efforts. Failure to raise my pledge *may* result in being asked to resign from the board.
5. To act with the care, obedience, and loyalty required of board members, and put the organization ahead of my own interests in any board function. I will follow the organization's conflict-of-interest policy in letter and spirit, ensuring that I disclose any conflicts that arise and abstain from decision-making (voting) on these matters of conflict so I can protect myself and the organization. Even if the organization doesn't have a formal conflict of interest policy (which legally it should) I will avoid conflicts of interest. I will also maintain the confidentiality of the private information of the organization, staff, members, donors, and other board members.
6. To be an active and engaged member of the board. This includes making a good faith effort to attend all regularly scheduled and special board meetings, committee meetings, trainings, retreats, orientations, and any major special events that the organization holds unless circumstances beyond my control prevent my attendance. I understand that if I fail to attend regularly scheduled board meetings more than _____ times a year, I may be asked to resign from the board. I will read materials sent to me in advance of board meetings and actively engage in discussions at board meetings.

7. To be generous with my time, talent, contacts, and other resources. I will work to be an ambassador for the organization in every area of my life (family, social, professional).
8. When the time arises, I will provide appropriate (determined by bylaws) notice to the board that I will be leaving in order to ensure a smooth transition for everyone. I will work to replace myself on the board by identifying and cultivating talented and appropriate candidates for the board.
9. If I don't fulfill all my duties, I know I will be spoken to about my responsibilities or offer to resign or improve.

And in fairness, the organization is responsible to me in numerous ways:

1. The organization will help me stay informed about current industry trends and should provide regular and timely financial updates to the board without request so that I can adjudicate the financial health of the organization and its activities. I will not be kept in the dark about significant risks, liabilities, or financial problems.
2. Per board and organizational policies, I will be able to discuss programs, policies, goals, objectives, or relationships in which the organization is involved.
3. I expect respect from my fellow board members and staff. It is expected that the board and staff will be honest, clear, and complete on all organizational matters, including engaging in good faith in all matters.
4. Board insurance will be provided free to board members (Directors & Officers Insurance).
5. I will be offered opportunities to lead and support others.
6. To provide ample notice of board meetings, trainings, retreats, and special events which require my attendance and to allow alternative ways to participate in board meetings for those times when I cannot travel to attend the meeting.
7. If the organization does not provide these things, I have the right to resign and will try to notify the board in writing of the reasons for my departure.

I pledge to hold in deep respect all the contributions made by others over the years to make this organization what it is today. Each board member pledges to carry out all the items commitments in this agreement to the best of their ability. Every board member is making a statement of faith to carry out the above agreements to the best of our ability, each in our own way, with the knowledge, approval, and support of all. I hereby acknowledge my responsibilities as a board member of the organization.

Signature of Board Member

Date

Printed name of Board Member

Go to NonprofitFixer.com for [free](#) and [inexpensive tools](#), [courses](#), and [great tips and tactics](#) and follow me on social sites. No part of this document's contents may be reproduced or disseminated without permission. © Mind the Gap Consulting, LLC.



Smart, experienced solutions to strengthen your organization.

Sean@nonprofitfixer.com • NonProfitFixer.com