"I HAVE A DREAM" FOUNDATION

BOARD OF DIRECTORS
EXPECTATIONS, ROLES, AND RESPONSIBILITIES

The "I Have A Dream" Foundation is working to ensure that all children have the opportunity to achieve higher education and realize their academic and leadership potential. The Board of Directors serves as the governing body of the organization and is responsible for ensuring that the organization fulfills its mission.

Overall Responsibilities

The "I Have A Dream" Board of Directors works to advance the organization's mission through carrying out the following responsibilities (acting through Committees where appropriate):

1. Ensure the organization operates with fiscal, legal, and operational health and integrity and fulfills its public mandate.
    - Review and approve the organization's annual and long-range budget
    - Review the organization's annual financial statements and oversee its annual audit
    - Ensure the organization operates with legal, ethical, and fiscal integrity, and abides by its mission, by-laws, and articles of incorporation

2. Ensure the organization has the resources to fulfill its mission and sustain and grow its operations.
    - Make significant personal contributions on an annual basis
    - Assist the organization in identifying and securing major individual, foundation, corporate, and public donations, revenues, and in-kind contributions

3. Serve as a champion for "I Have A Dream" to strengthen our national profile and visibility; expand our local, regional, and national networks; and increase our access to the support and resources needed to achieve our goals.

- Be informed about the organization's mission, strategy, goals, and impact and the broader context in which we operate
- Cultivate and leverage key relationships with corporations, foundations, government agencies, nonprofits, and educational institutions to help us access resources for the national organization and our affiliates, build strategic alliances, and strengthen and expand our movement
- Serve as an ambassador before elected officials, legislatures, community groups, and other constituents to raise awareness of our work and expand our base of support

4. Provide guidance on overall strategy and performance with the goal of maximizing the organization's impact and fulfilling its mission.

    - Advise and participate in strategic planning activities
    - Approve the strategic plan, including overarching priorities, goals, and strategies for the organization as a whole and across functional areas

5. Manage Board recruitment, composition, induction, and performance.

    - Recruit individuals to the Board who have national influence and reach and who meet our capacity, sector, and diversity goals
    - Ensure the Board is operating with clear goals and effective systems, policies, and procedures that are aligned with the organization's strategy and priorities
    - Assist in the development and education of each Director to maximize Board contributions and impact
    - Ensure the Board meets its annual and long-range goals and objectives
    - Evaluate the performance and organization of the Board as a whole and as individuals to maximize satisfaction, effectiveness, and retention

6. Ensure the organization has the leadership and talent capital needed to carry out its mission and ensure its long-term sustainability and impact.

    - Conduct the performance review of the Chief Executive Officer (CEO) and provide feedback on performance reviews of other senior staff
    - Set compensation for the CEO and provide guidance to the management team on policies regarding compensation of staff as a whole
    - Ensure that there is a viable CEO succession plan and that it is carried out
    - Provide general advice and counsel to the CEO and other members of the management team

Time and Financial Commitment

Each Director is expected to:

1. Attend four regular Board meetings per year (at least two but preferably all four in person), and participate in additional special meetings and conference calls as needed.
2. Contribute substantively to one or more Board committee efforts; committees are working committees, carry out important functions of the Board, and meet by phone or in person as needed.
    - Executive Committee
    - Governance and Nominating Committee
    - Development Committee
    - Finance and Audit Committee
    - Education Committee
    - Marketing Committee
    - Policy and Government Affairs Committee
3. Be available to take on special assignments and provide guidance to the “I Have A Dream” staff in one’s area(s) of expertise.
4. Make a substantial financial contribution to the organization, with each Board member expected to make “I Have A Dream” one of his or her top philanthropic commitments (exceptions as to amount for public sector leaders, educators, and other special situations).
5. Participate in other organization-wide events and initiatives (e.g., annual benefit or organization-wide marketing event) to the best of one’s capacity, time, and resources.

Criteria for Board Recruitment

Baseline Criteria

- Deep belief in our vision and mission and alignment with our future direction
- Capacity and willingness to help execute on overall Board mandate and to contribute substantially to one or more Board committee efforts
- Significant personal financial capacity (excludes educators, public sector leaders, and other special cases)
- Extensive access to and influence with critical networks (e.g., high-level corporate executives, philanthropists, and public officials) and the ability and willingness to

leverage these relationships to help us raise funds, increase our profile, and build our political networks

- Reputation and personal ‘brand’ alignment – e.g., well respected in sector and more broadly
- Willingness and ability to make the time and to prioritize “I Have A Dream”

Board Composition, Critical Needs

- Financial capacity – ability to make a significant investment in our organization
- Fundraising capacity – access to and influence with major foundations, corporations, the financial sector, venture philanthropy, and high net worth individuals
- Political and social capital, to help us secure political support, public funding, and champions
- Racial/ethnic diversity, particularly African-American and Latino/Hispanic leaders – ensure our Board better reflects the students we serve and represents our nation’s broad range of talents and perspectives
- Experience with branding and marketing or access to branding and marketing firms
- Credibility with and access to the K-16 education sector, including education reformers, and to higher education officials (e.g., a major university president)
- Expertise in scaling an organization and managing affiliates
- New generation of Board members (one or two ‘rising professionals’)