

Board Member Position Descriptions

The following descriptions are taken largely from Kenneth N. Dayton's *Governance is Governance*, published by the Independent Sector (1828 L Street NW, Washington DC, 20036, 202/223-8100). **Source: Minnesota Council of Nonprofits**

Position Title: Chairperson of the Board

Function:

- As Chairperson of the Board, assure that the Board fulfills its responsibilities for the governance of the institution.
- Be a partner to the CEO, helping him/her to achieve the mission of the institution.
- Optimize the relationship between the board and management.

Responsibilities:

- Chair meetings of the Board. See that it functions effectively, interacts with management optimally, and fulfills all duties. With the CEO develop agendas.
- With the CEO recommend composition of the Board Committees. Recommend committee chairperson with an eye to future succession.
- Assist the CEO in recruiting Board and other talent for whatever volunteer assignments are needed.
- Reflect any concerns management has in regard to the role of the Board or individual Board members. Reflect to the CEO the concerns of the Board and other constituencies.
- Present to the Board an evaluation of the pace, direction, and organizational strength of the institution.
- Prepare a review of the CEO and recommend salary for consideration by the appropriate committee.
- Annually focus the Board's attention on matters of institutional governance that relate to its own structure, role, and relationship to management. Be assured that the Board is satisfied it has fulfilled all of its responsibilities.
- Act as an additional set of eyes and ears.
- Serve as an alternate spokesperson.
- Fulfill such other assignments as the Chairman and CEO agree are appropriate and desirable for the Chairman to perform.

Position Title: Member, Board of Directors

Function:

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

Duties: Planning

- Approve the institution's philosophy and review management's performance in achieving it.
- 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 five year financial goals.
- Annually review and approve the institution's budget.
- Approve major policies.

Organizations

- Elect, monitor, appraise, advise, support, reward, and when necessary, change top management.
- Be assured that management succession is properly being provided.
- Be assured that the status of organizational strength and manpower planning is equal to the requirements of the long range goals.
- Approve appropriate compensation and benefit policies and practices.
- Propose a slate of directors to members and fill vacancies as needed.
- Annual approve the performance review of the CEO and establish his/her compensation based on recommendations of the Personnel Committee and Chairman of the Board.
- Annually review the performance of the Board and take steps to improve its performance.

Operations

- Review the results achieved by management 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.

Audit

- 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.
- Ascertain the management has established appropriate policies to define and identify conflicts of interest throughout the institution, and is diligently administering and enforcing those policies.
- Appoint independent auditors.
- Review compliance with relevant material laws affecting the institution.