

## **Board Chair Job Description**

*The following description was adapted from materials from BoardSource. Note that materials apply to both for-profit and nonprofit unless otherwise noted.*

1. Is a member of the Board
2. Is a partner with the Chief Executive in achieving the organization's mission
3. Provides leadership to the Board of Directors, who sets policy and to whom the Chief Executive is accountable.
4. Chairs meetings of the Board after developing the agenda with the Chief Executive.
5. Encourages Board's role in strategic planning
6. Appoints the chairpersons of committees, in consultation with other Board members.
7. Serves *ex officio* as a member of committees and attends their meetings when invited.
8. Discusses issues confronting the organization with the Chief Executive.
9. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
10. Reviews with the Chief Executive any issues of concern to the Board.
11. Monitors financial planning and financial reports.
12. Formally evaluates the performance of the Chief Executive and informally evaluates the effectiveness of the Board members.
13. Evaluates annually the performance of the organization in achieving its mission.
14. Performs other responsibilities assigned by the Board.

### **Vice Chair Job Description**

This position is typically a successor to the Chair position. In addition to the responsibilities outlined in the Committee Member job description, this position:

1. Is a member of the Board
2. Performs Chair responsibilities when the Chair cannot be available (see Chair Job Description)
3. Reports to the Board's Chair
4. Works closely with the Chair and other staff
5. Participates closely with the Chair to develop and implement officer transition plans.
6. Performs other responsibilities as assigned by the Board.

### **Board Treasurer Job Description**

1. Is a member of the Board
2. Manages finances of the organization
3. Administers fiscal matters of the organization
4. Provides annual budget to the board for members' approval
5. Ensures development and board review of financial policies and procedures

### **Board Secretary Job Description**

1. Is a member of the Board
2. Maintains records of the board and ensures effective management of organization's records
3. Manages minutes of board meetings
4. Ensures minutes are distributed to members shortly after each meeting
5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings

## Member of The Board of Directors

*From the Minnesota Council of Nonprofits <http://www.mncn.org>*

Board directors are trustees who act on behalf of an organization's constituents, including service recipients, funders, members, the government, and taxpayers. The board of directors has the principal responsibility for fulfillment of the organization's mission and the legal accountability for its operations. This means that as a group they are in charge of establishing a clear organizational mission, forming the strategic plan to accomplish the mission, overseeing and evaluating the plan's success, hiring a competent executive director and providing adequate supervision and support to that individual, ensuring financial solvency of the organization, interpreting and representing the community to the organization, and instituting a fair system of policies and procedures for human resource management.

Board members have a duty of loyalty to the organization, its staff and other board members. While differences of opinion are sure to arise, board members should seek to keep disagreements impersonal. By practicing discretion and accepting decisions made on a majority basis, board unity and confidence will be promoted.

Board members accomplish their functions through regular meetings and by establishing a committee structure that is appropriate to the size of the organization and the board. Ideally, board members arrive at meetings prepared and ready to engage in thoughtful dialogue, and there is a group process which generates and uses the best thinking of its members.

Boards should be open to self-evaluation and regularly review their own composition to ensure constituent representation, and board expertise and commitment. Boards also are responsible for evaluating and determining compensation for the executive director.

Under Minnesota law, nonprofit directors are responsible for management of the business and affairs of the corporation. In carrying out their responsibilities, the law imposes on these directors specific fiduciary duties of care, loyalty, and obedience to the law.

The varied talents and contacts of a board from diverse backgrounds can help an organization grow. A good board member is one that brings unique ability and perspective to a board and takes an active interest in the organization. Having a "well known" board member for the sake of their name can be more damaging than beneficial. Having board members who are connected in the community, are representative of your constituency and truly want to help the organization succeed are a better fit.

The board governs the organization and has specific fiduciary responsibilities for which it must be accountable. Additional responsibilities vary but generally include oversight of policy, budgeting, planning, fundraising, human resources, program evaluation and board development. The board *should* provide oversight and not become involved in day-to-day operations.