

BOARD OF DIRECTORS ROLES & RESPONSIBILITIES:

Once the board type is determined, a deeper understanding of the responsibility of the board (as a collective) is essential. The Board of Directors brings *vision* for the future, *oversight*, *strategy*, and *fiduciary care* to the board room table. No matter the board type, a board member is responsible for:

❑ Duty of Care

Requires that each board member is engaged in the work of the board by attending, preparing for, and participating in meetings. This includes reviewing financials, asking questions, requesting more information (if it is needed to make a decision), and guaranteeing the organization is meeting all federal and state filing requirements. Essentially, the duty of care asks, “Is the board member acting in good faith in a way that any other responsible party would act?”

❑ Duty of Loyalty

Expects that the board member will serve in a way consistent with the needs of the nonprofit instead of seeking her own interest. This requires being a stickler about disclosing conflicts of interest, avoiding personal gain, and maintaining confidentiality. It is also why paid staff members or family members of paid staff should not be voting members of a board (even if the staff member is the founder).

❑ Duty of Obedience

Assumes the board member will be “obedient” to the mission, uphold bylaws (and other policies), and act in a way that is consistent with central goals. This can not be done if the mission, vision, bylaws, etc. are not kept in view at all times.

Beyond these three umbrella responsibilities, boards have additional roles that they fulfill within the organization. ***The roles and responsibilities listed below align best with Board Types #3-4*** discussed earlier. Board Types #1-2 have additional responsibilities typically associated with the Executive Director, and Board Type #5 has fewer responsibilities.



by Alexandre Alexandre Rizzon
from Pexels

It is worth repeating that the board (as an entity) brings vision for the future, oversight, strategy, and fiduciary care to the organization. All their roles and responsibilities feed into these primary objectives.

❑ Establish and Uphold the Mission and Purpose

It is the responsibility of all board members to understand and make decisions through the lens of the mission statement to *avoid “mission creep.”*

It is a natural assumption that mission creep occurs only when a board is lazy or uninvolved. However, organizations at their peak often “creep” out of the desire to become bigger or more influential. Mission alignment requires diligence and restraint. The board should review the mission statement regularly—especially when making decisions.

Mission and Vision Statements often answer the questions: *Who do we serve, Why do we serve, How do we serve, and Where do we serve?*

❑ Hire, Oversee, and Evaluate Executive Director

The board oversees one employee, the Executive Director. The Executive Director oversees and manages all other staff.

The board isn’t just responsible for finding and then hiring an Executive Director. The board (as a collective) oversees and evaluates the work of the Executive Director. This means they create a clear job description and conduct annual reviews using specific, measurable, and attainable criteria.

❑ Provide Financial Oversight

Not every board member needs to be a financial wizard. However, every board member has financial responsibility.

Those without a financial background *should be willing to learn, ask questions, and generally grow in this area of work.* The board is responsible for setting and monitoring the budget based on organizational income. At least on a monthly basis, the board should review the budget and Statements of Activity and Financial Position.

The board is also charged with preventing fraud or theft by developing and writing financial policies.



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❑ Ensure Adequate Financial Resources



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Many board members are not aware that they should be intimately involved in fundraising, donor relations, and giving during their term. It may be difficult to engage board members in these activities if they came on board “unaware”; therefore, it is always best to set clear expectations when prospecting new board members. Prospects who are uncomfortable with even one of these activities are probably not the right candidates.

For a little more context: *Grantmakers often ask if 100% of the board gives to the organization.* Foundations also look at how much the board gives to assess board confidence. A board member should make the organization they represent one of their top three personal giving priorities.

❑ Ensure Legal and Ethical Integrity

Ultimately, it is the responsibility of the board to ensure all federal and state paperwork is submitted on time and accurately, exact meeting minutes are kept, the organization is in compliance with laws and regulations, and a code of ethics has been established and is being followed.

❑ Ensure Effective Organizational Planning

The Board is responsible for establishing, measuring, ensuring resources for, and monitoring the progress of short-term and long-term strategic plans. The Executive Director is responsible for providing valuable insight into the strategic planning process and the execution of the strategic plans that are operational in nature.

❑ Recruit and Orient New Board Members

The board is responsible for duplicating itself and ensuring new members are brought up to speed. A board of warm bodies won’t help an organization grow and flourish. However, members that are carefully chosen for their skills, connections, willingness to serve, and heart will propel the organization forward. Therefore, the board should set clear expectations during the prospecting phase (giving, fundraising, meeting attendance, etc.), develop a comprehensive board training packet (including board member job descriptions), and provide new members ongoing mentorship by a senior member of the board.

❑ Assess Board Performance

Anonymous annual self-assessments provide opportunities for a board to celebrate their strengths and shore up weaknesses. Assessments should be based on the roles and responsibilities of the board as well as overall engagement levels. Online samples are available to help a board create this tool if one is not available.

❑ Enhance the Organization's Public Standing

Each board member should be a *passionate, vocal advocate* of the organization. Can you imagine the public recognition multiplication factor if each board member engaged in this area? Instead of one voice, add five or eight or 12. Board members should be well versed in the mission, vision, current accomplishments, and even current needs. Armed with this information board members can sit down with potential donors over coffee, speak at public events, or write a letter to a friend.



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The Executive Director and Board Chair are responsible for educating and providing resources to the rest of the board so that they can confidently fulfill this role.

❑ Determine, Monitor, and Strengthen the Organization's Programs and Services

First and foremost, all programs and services should be *strongly aligned with the mission and vision* of the organization. It is the board's responsibility to ensure this occurs.

Secondly, the board is responsible for *monitoring the success of each program* and service. However, developing an evidence-based program with longitudinal studies is often outside the reach of the small nonprofit. Even if your nonprofit adopts an evidence-based program from an outside source, the board needs to monitor local effectiveness. To do this, the board should determine both valuable and trackable metrics, then ask the Executive Director to report on these numbers. By the way, these metrics are great to share with donors!

Last, the board should use the alignment review and metrics to determine what programs and services need to be strengthened or even abandoned. Abandoning programs and services that are no longer needed, successful, or that don't align is especially difficult but will ultimately strengthen your organization.