

NEDA Board Member Job Descriptions & Duties Policy

Board Trustee Job Description

Expectations

- Be informed about the organization's mission, goals, policies and programs.
- Actively participate in all board meetings (making 75% of board and committee meetings in each fiscal year), discussions and events, paying careful attention to your duties of care, loyalty, obedience and confidentiality.
- Be well prepared for all board and committee meetings by reviewing the agenda and any supporting materials provided to you prior to the meeting and coming prepared to talk only about the items on the agenda.
- Be respectful and open to the potentially conflicting opinions and points-of-view of your fellow trustees and avoid conflicts of interest.
- Sign our conflict of interest policy and abide by the policies passed by the board.

Responsibilities

- Participate on at least one committee unless you are an officer.
- Fulfill your fiduciary responsibilities, including reading, understanding and monitoring the financial statements and audit reports provided to you and let the Treasurer or Board Chair know if you need personal support in understanding and interpreting the financial documents.
- Speak on behalf of the organization to the community. Be an ambassador for the organization.
- Contribute to the succession of trustees by recruiting people for volunteer service and recommending them to our authorizer. Possibly participate in fundraising efforts.

Restrictions

- Do not make special requests of the staff or direct staff in any manner.
- Do not act independently of the board without prior express permission of the full board.
- Publicly support all decisions made by the full board, even if decisions conflict with your opinion and/or vote.

In Return for Your Committed Volunteer Service We Promise

- You will receive your board packet at least five days prior to each regular meeting so that you have time to do your duty of care.
- There will be an open door to the Board Chair and Executive Director.
- Clear communication about the needs and issues relevant to the organization.
- We will attempt to ensure you have the necessary materials to be an ambassador for the mission in the community.
- We will support your orientation and continuing education as a board member.
- We will celebrate and respect your volunteer service.

Board Member Legal Duties

Duty of Care

The duty of care is often defined as “the amount of care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” In everyday terms, this means that a board trustee must exercise reasonable care when he or she makes a decision for the organization.

In order to meet the reasonable care standard, board members must take an active and informed role in decision-making. They should be sure to attend board meetings (committing to 75% attendance annually), read all board packets prior to the meetings, come prepared to talk only about their concerns or questions, and be actively involved in meetings.

Duty of Loyalty

All directors owe a duty of loyalty to the organization and to the mission. The duty of loyalty requires a board member to keep the best interests of the organization in mind at all times when making decisions on the behalf of the organization. A board member must never put personal priorities or opportunities ahead of the nonprofit’s interests. To comply with the duty of loyalty, boards members must be sure that they are acting with the organization’s interests in mind, not their own. They must act to fulfill the mission of the nonprofit and be willing so sign a Conflict of Interest Policy annually.

Duty of Obedience

The duty of obedience requires board members to be faithful to the organization’s mission. Their actions must be consistent with the mission statement, Articles of Incorporation, bylaws, and tax-exemption documentation. The nonprofit’s central goals must guide all board decisions. In addition, board members should also comply with all applicable laws and regulations and with “recommendations” published by the IRS in 2009.

Duty of Confidentiality

The *duty of confidentiality* requires that individual board members acknowledge accepting the bylaws that call for decisions by majority rule. Board members must leave the board room united around the collective decisions made and not engage in discussions that may in any way damage the mission, the reputation of the nonprofit, or of fellow trustees.

Annual Recognition

Board Trustee Job Description, Roles and Responsibilities

I have read the board trustee job description and duties policy and I acknowledge my commitment to upholding these responsibilities.

Board Trustee Printed Name

Date

Board Trustee Signature

Board Chair Acknowledges Receipt

Date

NEED A