

Your Organization's Logo here

Board of Directors Roles & Responsibilities

Role of the Board of Directors

The board of directors is the governing body of (Your Organization Name). The board is comprised of the following seats:

(Board composition information from your organization's Bylaws here)

This document provides a brief outline of the responsibilities of the board of directors. In particular, this document addresses four categories: general responsibilities of the board, specific board tasks required to carry out those responsibilities, obligations of individual directors, and board officers' roles.

General Board Responsibilities

The responsibilities of the board of directors as a group include:

1. Establish and reaffirm the mission, vision and strategic position of the organization through sound management practices, prudent financial controls, effective governance and appropriate oversight.
2. Evaluate results to assure that goals and objectives are achieved and policies are followed.
3. Other

Specific Board Tasks

The following identifies specific tasks that the board of directors performs as a group to carry out their general responsibilities. Some of these tasks may be delegated to committees and/or staff, but require final board approval.

1. Prudent oversight of the financial management of the organization's assets.
2. Approval of annual operating budget.
3. Monitor actual vs. budgeted expenditures and performance factors.
4. Approve annual audit by outside auditors.
5. Approve changes in Bylaws.
6. Recruit and nominate new directors.
7. The regular and as needed performance reviews of the Executive Director.
8. Other

Individual Director's Obligations

The following are some of the obligations of the individual directors in discharging board responsibilities and tasks described above:

1. Regularly attend and actively participate in board and committee meetings.
2. Serve as an officer or committee chair upon request and as appropriate to one's talents and experience.
3. Prepare for board meetings by thoroughly reading materials provided in the board packet.
4. Provide advice and assistance on matters of personal expertise.
5. Promote organization within his/her organization or community.
6. Other

Board Officers

The board officers of (**Your Organization Name**) are appointed by (**insert information from your organization's Bylaws**) and are elected for (**# years from Bylaws**) terms. A member may serve (**# of years from Bylaws**) officer terms.

Chairperson

The chairperson is responsible for ensuring that the board of directors and its members are aware of and fulfill their governance responsibilities; comply with applicable laws and bylaws; conduct board business effectively and efficiently; and are accountable for their performance.

Primary Responsibilities:

1. Meetings: Agenda preparation; preside over the meetings in accordance with accepted rules of order for the purposes of encouraging all members to participate in discussion and arriving at decisions in an orderly, timely and participatory manner; and call special meetings of the board when necessary.
2. Leadership: The chairperson will lead and manage the Board within the scope of the bylaws and mission; lead and manage the Board in a style conducive to a collegial and productive environment; maintain a focus on the mission, plans and operations; and keep the Board motivated to achieve its goals.
3. Oversight of Executive Director: Meet periodically with the Executive Director to ensure that directions of the board are completed; and ensure periodic performance reviews of the Executive Director are conducted.
4. Board Development: Ensure that structures and procedures are in place for effective recruitment, training and evaluation of board members.
5. Other

Vice Chairperson

The vice chairperson is responsible for replacing the chairperson in the event the chairperson is unable to perform the duties as prescribed above.

Primary Responsibilities:

1. Meetings: Chair board meetings in the absence of the chair;
2. Other: Assists the chairperson in any way necessary to fulfill the obligations of the chairperson and is responsible for any other duties or tasks as requested or assigned by the chairperson.
3. Other

Treasurer

The treasurer is the chief financial officer of the organization and responsible for special attention to the finances and financial management, and reporting to the board any and all points of interest and concern;

Primary Responsibilities:

1. Financial Books & Records: Assure that adequate and correct books and records of accounts of properties and business transactions of the organization are maintained, including accounts of its restricted and unrestricted assets, liabilities, receipts, disbursements, and net assets.
2. Annual Audit: Participate in the selection and recommendation of an auditing firm and participate in the audit as appropriate.
3. Act as chair of organization's finance committee.
4. Review and approval of Executive Director's expenses.
5. Other

Secretary

The secretary is responsible for assurance of accurate and thorough documentation of meetings, actions, and corporate documents.

Primary Responsibilities:

1. Minutes: Assure that minutes of all meetings of the directors are kept.
2. Bylaws: Assure that the bylaws of the corporation, as amended or otherwise altered and certified by the secretary, are adequately maintained.
3. Corporate Documents: Sign all properly executed documents requiring the secretary's signature as well as coordinate revisions of documents associated with the board, including the Bylaws and Articles of Incorporation.
4. Notice of Meetings: Give, or cause to be given, notice of all meetings of directors and committees for which notice is required by law or by the provisions of the organization's bylaws.
5. Other