



**Introduction:** Below is a sample board member and officer agreement form, also commonly called a board roles and responsibilities document or a board member job description. The sample below is just that, a sample. To be valuable, it must be adapted to meet the unique needs of your organization. It is important to spent time coming to agreement about what your organization needs from its board members, and how board members will be held accountable to meet those expectations.

## LOGO

### ORGANIZATION'S NAME

### ROLES AND RESPONSIBILITIES OF BOARD MEMBERS AND OFFICERS

Organization (*ORG's*) Board of Directors is a governing board with legal and fiduciary responsibility to the organization. Pennsylvania law requires board members to discharge duties: ". . . in good faith, in a manner in which he or she reasonably believes to be in the best interest of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances." All *ORG* board members are required to fulfill this legal and fiduciary obligation. The roles and responsibilities outlined below are intended to guide each current and prospective board member, and to provide an understanding of what is expected from the board above and beyond the legal requirements.

*NOTE: State laws vary. It is important to know the law in your state.*

#### **I. Recognition of the mission:**

Members of the Board of Directors are expected to understand and support *ORG's* mission, serve as ambassadors for *ORG* and lend advice and expertise to *ORG's* leadership. Board members, therefore, should be familiar with the following:

1. *ORG's* mission statement, program areas and strategic plan.
2. The basic staffing and structure of *ORG*.

#### **II. General Oversight:**

Although the Board of Directors is not expected to make operating decisions, it must perform certain critical oversight functions, in addition to those listed above:

1. Hire, support and annually evaluate the Executive Director
2. Recruit and acclimate members of the Board of Directors
3. Create and implement board procedures
4. Review the performance of the Board of Directors annually

5. Ensure compliance with and periodically update the organization's bylaws
6. Provide strategic direction, which includes regular reviews of the organization's mission, vision and values, and active maintenance and delivery on strategic plans
7. Provide oversight regarding legal contracts and concerns
8. Formulate policies
9. Advocate for and promote ORG

### **III. Fiscal Oversight:**

The Board of Directors must provide broad fiscal oversight, including the adoption of an annual budget, quarterly review of revenue and expenses, and review of tax forms and audits. Board members are expected to serve in a fiduciary capacity, utilizing their judgment and discretion for the benefit of ORG.

### **IV. Fundraising and development:**

As a non-profit agency, fundraising and development are vital to the success of ORG. One of the most important functions of the board is to assist and oversee ORG's fundraising efforts. Consistent with this, all board members are expected to do the following:

1. Identify and evaluate prospects, cultivate and solicit gifts, actively support development programs, and offer personal acknowledgments to donors and volunteers.
2. Provide leadership, contribute ideas and actively advocate for the fundraising and development efforts of the organization.
3. Make a financial gift of at least \$X annually. At least a portion of a board member's financial gift should to be made within the first quarter of the fiscal year.

OR

Make a personally significant financial gift to X annually. It is requested that board members make ORG one of their top three philanthropic contributions. At least a portion of a board member's financial gift should to be made within the first quarter of the fiscal year.

*NOTE: The first option is more common, but many nonprofits are moving to the second wording in order to not price out low-income people (who often include the organization's constituency.) This wording allows the individual to self-select an amount, but provides some guidance regarding how much is expected. It is important that each board member give in the first quarter of the fiscal year in order to leverage having 100% board giving for fundraising purposes.*

4. Solicit the financial support of others in addition to his or her personal contribution.
5. Attend as many ORG programs and development events as possible.

OR

Attend and bring a minimum of X guests to ORG's annual fundraiser.

## **V. Involvement in Meetings, Committees and Events:**

Board members are expected to actively participate in board meetings and serve on at least one board committee. Board Members are strongly encouraged to attend *ORG's* public events.

**VI. Officers:** Officers of the Board of Directors are expected to fulfill the responsibilities of a board member, in addition to the specific responsibilities of the officer position held.

*Chair:* The Board Chair is expected to provide leadership to and manage *ORG's* Board of Directors and Executive Committee, ensuring that *ORG's* Board fulfills its legal and financial obligations and individual board members fulfill their board responsibilities. The Board Chair facilitates communication and decision-making within the board. Specific responsibilities include, but are not limited to:

1. Convening and facilitating board and Executive Committee meetings
2. Providing accountability regarding attendance, individual giving and other individual board member commitments
3. Ensuring the recruitment and orientation of new board members  
*NOTE: It is often a board committee's responsibility to recruit and orient new board members. The board chair doesn't need to do it. She or he just needs to ensure that it happens.*
4. Maintaining regular contact with the Executive Director and being available as needed
5. Ensuring annual evaluation of the Executive Director and board  
*NOTE: It is often the responsibility of board committees to facilitate annual evaluations of the board and Executive Director. The board chair doesn't need to be the one to facilitate the evaluations. She or he just needs to ensure that they happen.*

*Vice-Chair:* The Board Vice-Chair is expected to provide leadership to *ORG's* Board of Directors, ensuring that *ORG's* Board fulfills its legal and financial obligations and individual board members fulfill their board responsibilities. The Board Vice-Chair serves as a member of the Executive Committee and supports the Board Chair in his or her board leadership. Specific responsibilities include, but are not limited to:

1. Fulfill the roles and responsibilities of the Chair in the case of her or his inability or absence
2. Fulfill the roles and responsibilities of the Secretary in the case of her or his inability or absence

*Secretary:* The Board Secretary is expected to establish and oversee sound practices for documentation and effective procedures for board communication. The Board Secretary serves as a member of the Executive Committee. Specific responsibilities include, but are not limited to:

1. Overseeing the recording and distribution of board and Executive Committee meeting minutes

2. Keeping records of all official board communication (including but not limited board meeting minutes) and official and/or legal organizational documents, such as bylaws
3. Ensuring bylaws, articles of incorporation and other key documents are up-to-date, and that board resolutions are integrated
4. Signing organizational documents as needed

Treasurer: The Board Treasurer is expected to provide financial oversight and monitor the financial health of the organization. The Treasurer serves as a member of the Executive Committee and chairs ORG's Finance Committee. Specific responsibilities include, but are not limited to:

1. Overseeing, in coordination with the Executive Director:
  - a. The creation, presentation and monitoring of the annual budget
  - b. The timely and accurate completion of the organization's tax forms and annual audit
  - c. The creation and distribution of financial reports prior to board meetings
2. Presenting financial information to the board and being available for questions
3. Monitoring compliance with financial policies and procedures; suggesting changes and new policies as needed
4. Providing regular financial oversight and alerting the Executive Committee immediately if concerns arise

**VI. Length of terms:**

By agreeing to serve ORG, a member of the Board of Directors agrees to participate in one (1) X-year term. A board member may serve X consecutive X-year terms for a total of X years.

After serving X consecutive terms, a board member must rotate off the board for one (1) year. During this time, they may choose to still participate in board committees but will not be part of the formal Board of Directors. After a one-year hiatus, the member may reapply to the board of directors.

*NOTE: This section must align with your organization's bylaws.*

I understand and have read the terms of ORG's Board of Directors and Officers Roles and Responsibilities. I am committed to fulfilling these duties.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

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