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Board Member Position Description

POSITION:

{Org Name} Board Member

{Org Name} MISSION:

Insert organization's mission statement here.

FUNCTION:

Support {Org Name}'s mission through board and committee service.

- Knows the organization's mission, policies, programs, and needs as well as understands it's collective purpose
- Faithfully reads and understands the organization's financial systems and board materials in advance of meeting.
- Serves as an active advocate and ambassador for the organization.
- Fully engages in identifying and securing the resources and partnerships necessary for the organization to advance its mission.
- Leverages connections, networks, and resources to develop collective action to achieve the organization's mission.
- Helps identify personal connections that can benefit the organization's reputational standing and influence public policy.
- Prepares for, attends, and conscientiously participates in board meetings.
- Participates in one or more committees or taskforces.
- Engages in learning opportunities to better understand the communities we serve.
- Respects the experiences of all who bring their voices and lived experiences into the boardroom and organization.

TIME ALLOCATION

65%	**Attends Meetings**: Attends board and committee meetings.
20%	**Board and committee meeting preparation**: Reads through board meeting documents and notes any inconsistencies or errors. Prepares questions for the board meeting to ensure understanding of the materials. Participates in decision making.
10%	**Facilitate business opportunities:** Seek opportunities to leverage relationships and opportunities to build {Org Name}'s business and partnerships, particularly with {Org Type or Name} organizations.
10%	**Promote {Org Name} in the community:** Enhance {Org Name}'s public standing by articulating our mission, services and capabilities. Be alert to community concerns that can be addressed by {Org Name}, communicate and promote {Org Name}'s mission and programs to the community.

QUALIFICATIONS:

- Familiarity with {Org Name}'s mission and goals and commitment to ensuring that goals are met.
- Ability to attend board and committee meetings and retreats, with flexibility in emergent situations.
- Ability to support {Org Name}'s organizational culture and values; commitment to systemic improvements in equity and in health and social service outcomes.
- Ability to represent the organization to the community, attend events and speak on behalf of {Org Name}.

UNDERSTANDING YOUR RESPONSIBILITIES AS A BOARD MEMBER

From the Attorney General's Guide to Nonprofit Board Service

In carrying out board responsibilities, the law generally imposes three duties of trust. They are regularly described as the duties of due care, loyalty to the corporation and obedience to the law.

Duty of Care: This responsibility generally requires that a director must discharge the duties with the care an ordinary prudent person in a like position would exercise under similar circumstances. ORS 65.357. Directors need not always be right, but they must act with common sense and informed judgment. To exercise this duty properly, boards must pay particular attention to the following:

- **Active Participation:** A director must actively participate in the management of the organization including attending periodic meetings of the board, evaluating reports, reading minutes and reviewing the performance of the executive director.
- **Reasonable Inquiry:** Directors should request and receive sufficient information so that they may carry out their responsibilities as directors. When a problem exists or a report on its face does not make sense, a director has a duty to inquire into the surrounding facts and circumstances. The director also has a duty to investigate warnings or reports of officer or employee theft or mismanagement.

Duty of Loyalty: Directors have a duty to give their undivided loyalty to the charitable corporation. Decisions regarding the organization's funds and activities must promote the organization's public purpose rather than private interest. Any potential conflict transactions should be scrutinized closely by the board with the realization that the public will predictably be skeptical of such arrangements. There are some general principles which will serve to guide boards faced with conflict of interest situations.

Conflicts in General: While transactions between the charitable corporation and individual board members, their families and businesses they own or operate should be avoided, they are not absolutely prohibited. Under certain circumstances, a contract or transaction between a nonprofit corporation and its director or an organization in which the director has a material or financial interest is acceptable. However, if the transaction is challenged, the director will have the burden of establishing that the contract or transaction is fair and reasonable, that there was full disclosure of the conflict and that the contract or

transaction was approved by members or other directors in good faith. ORS 65.361. The board should only approve the transaction if it is clearly in the best interest of the charity.

- **Written Policy:** The board should establish a written policy for dealing with conflicts of interest. The policy should address disclosure of financial interest and withdrawal from discussion and voting by interested directors. Due to the sensitivity of conflicts of interest, the board may want to require that transactions benefiting a director may be approved only by a greater than majority vote. Also, requiring an annual disclosure by all board members of their business involvement with the nonprofit organization is recommended.
- **Loans:** In general, a charitable corporation may not lend money to an officer or director. There is one statutory exception. The law allows loans for executive relocation expenses under certain circumstances. ORS 65.364.
- **Corporate Opportunity:** Directors of business organizations are under a fiduciary obligation not to divert a corporate business opportunity for their personal gain. A director of a nonprofit corporation is also subject to this duty. This duty means that a director may not engage or benefit from a business opportunity that is available to and suitable for the corporation unless the corporation decides not to engage in the business opportunity and conflicts of interest procedures are followed.

Duty of Obedience. Directors have a duty to follow the organization's governing documents (Articles of Incorporation and Bylaws), to carry out the organization's mission and to ensure that funds are used for lawful purposes. Also, directors must comply with other state and federal laws that relate to the organization and the way in which it conducts its business. For example, directors should be familiar with:

- **Federal law.** Charitable corporations usually apply to the Internal Revenue Service for exemption as a tax-exempt organization. Corporations which fail to do so may have their income taxed at normal rates, and contributors to the corporate charity may not be able to deduct their contributions on their income tax returns.
- **State law.** In general, charities must register and file an annual financial report with the Attorney General's office. If an organization contemplates using bingo or raffles to raise revenue, it may need to obtain a charitable gaming license from that same office. A nonprofit corporation must also file an annual renewal with the Corporation Division of the Secretary of State's office.
- **Mission and procedures.** Directors should be familiar with the organization's governing documents and should follow the provisions of those documents. Directors should be sure

proper notice is given for meetings, that regular meetings are held, that directors are properly appointed and that the organization's mission is being accomplished.