



Board Member Position Description

The following descriptions are taken largely from Kenneth N. Dayton's *Governance is Governance*, published by Independent Sector (1828 L Street NW, Washington DC, 20036, 202/223-8100).

Position Title: **Member, Board of Trustees**

Function: Provide governance to the organization, represent it to the community, and accept the ultimate legal authority for it.

Duties:

- **Planning**
 - Approve the Institution's philosophy and review management's performance in achieving it.
 - Annually assess the environment and approve the Institution's strategy in relation to it.
 - Annually review and approve the Institution's plans for funding its strategy.
 - Review and approve the Institution's five year financial goals.
 - Annually review and approve the Institution's budget.
 - Approve major policies.

- **Organization**
 - Elect, monitor, appraise, advise, support, reward, and, when necessary, change top management.
 - Be assured that management succession is properly being provided.
 - Be assured that the status of organizational strength and manpower planning is equal to the requirements of the long range goals.
 - Approve appropriate compensation and benefit policies and practices.
 - Propose a slate of directors to members and fill vacancies as needed.

- Annually approve the Performance Review of the CEO and establish his/her compensation based on recommendations of the Personnel Committee and Chair of the Board.
 - Determine eligibility for and appoint Board Committees in response to recommendations of the Nominating Committee.
 - Annually review the performance of the Board and take steps to improve its performance.
- Operations
 - Review the results achieved by management as compared with the Institution's philosophy, annual and long range goals, and the performance of similar institutions.
 - Be certain that the financial structure of the Institution is adequate for its current needs and its long-range strategy.
 - Provide candid and constructive criticism, advice, and comments.
 - Approve major actions of the Institution, such as capital expenditures and major program and service changes.
- Audit
 - Be assured that the Board and its committees are adequately and currently informed - through reports and other methods - of the condition of the Institution and its operations.
 - Be assured that published reports properly reflect the operating results and financial condition of the Institution.
 - Ascertain that management has established appropriate policies to define and identify conflicts of interest throughout the Institution, and is diligently administering and enforcing those policies.
 - Appoint independent auditors subject to approval by members.
 - Review compliance with relevant material laws affecting the Institution.