

# Sample Position Descriptions for Board Member

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).

## **SAMPLE 1**

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Position Title: Chairperson of the Board

Function:

- As Chairperson of the Board, assure that the Board of Trustees fulfills its responsibilities for the governance of the Institution.
- Be a partner to the CEO, helping him/her to achieve the mission of the Institution.
- Optimize the relationship between the board and management.

Responsibilities:

- Chair meetings of the Board. See that it functions effectively, interacts with management optimally, and fulfills all of its duties. With the CEO develop agendas.
- With the CEO recommend composition of the Board Committees. Recommend committee chairperson with an eye to future succession.
- Assist the CEO in recruiting Board and other talent for whatever volunteer assignments are needed.
- Reflect any concerns management has in regard to the role of the Board of Trustees or individual trustees. Reflect to the CEO the concerns of the Board of Trustees and other constituencies.
- Present to the Board an evaluation of the pace, direction, and organizational strength of the Institution.
- Prepare a review of the CEO and recommend salary for consideration by the appropriate committee.
- Annually focus the Board's attention on matters of institutional governance that relate to its own structure, role, and relationship to management. Be assured that the Board is satisfied it has fulfilled all of its responsibilities.
- Act as an additional set of eyes and ears.
- Serve as an alternate spokesperson.
- Fulfill such other assignments as the Chairman and CEO agree are appropriate and desirable for the Chairman to perform.

## **SAMPLE 2**

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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 Chairman 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.

While Board position descriptions can and should be designed to meet the needs of specific organizations, Minnesota law requires that a nonprofit have one or more persons exercising the functions of president and treasurer. The law states that:

The president shall:

1. have general active management of the business of the corporation;
2. when present, preside at meetings of the board and of the members;
3. see that orders and resolutions of the board are carried into effect;
4. sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the board to another officer or agent of the corporation;
5. maintain records of and, when necessary, certify proceedings of the board and the members; and,
6. perform other duties prescribed by the board.

The treasurer shall:

1. keep accurate financial records for the corporation;
2. deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the board;
3. endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board, making proper vouchers for the deposit;
4. disburse corporate funds and issue checks and drafts in the name of the corporation as ordered by the board;
5. upon request, provide the president and the board an account of transactions by the treasurer and of the financial condition of the corporation; and,
6. perform other duties prescribed by the board of by the president.

## **SAMPLE 3**

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### **Board Member Job Description**

*The following description was adapted from materials from BoardSource. Note that materials apply to both for-profit and nonprofit unless otherwise noted.*

1. Regularly attends board meetings and important related meetings.
2. Makes serious commitment to participate actively in committee work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
6. Is an active participant in the committee's annual evaluation and planning efforts.
7. Participates in fund raising for the organization (*nonprofit only*).