

Sample Job Description for Board Members

by Kenneth N. Dayton's *Governance is Governance*

Function

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

Planning Responsibilities

- Approve the organization's philosophy and review management's performance in achieving the philosophy.
- Annually assess the environment and approve the organization's strategy in relation to the environment.
- Review and approve the organization's plans for funding its strategy on an annual basis.
- Review and approve the organization's five year financial goals.
- Annually review and approve the organization's budget.
- Approve major policies.

Organizational Responsibilities

- Elect, monitor, appraise, advise, support, reward and change top management when necessary.
- Ensure that management succession is properly provided.
- Ensure 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 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.
- Review the performance of the board annually and take steps to improve its performance.

Operations Responsibilities

- Review the results achieved by management as compared with the organization's philosophy, annual and long range goals, and the performance of similar organizations.
- Be certain that the financial structure of the organization is adequate for its current needs and its long-range strategy.
- Provide candid and constructive criticism, advice, and comments.
- Approve major actions of the organization, such as capital expenditures and major program and service changes.

Audit Responsibilities

- Ensure that the board and its committees are adequately and currently informed, through reports and other methods, of the condition of the organization and its operations.
- Verify that published reports properly reflect the operating results and financial condition of the organization.
- Ascertain that management has established appropriate policies to define and identify conflicts of interest throughout the organization, and is diligently administering and enforcing those policies.
- Appoint independent auditors subject to approval by members.
- Review compliance with relevant material laws affecting the organization.

(The descriptions in this sample were provided by Kenneth N. Dayton's Governance is Governance published by Independent Sector. Kenneth N. Dayton has served on a number of nonprofit boards including the Rockefeller Foundation, the Mayo Foundation and Carnegie Hall, and acts as chairman for American Public Radio and vice chairperson of Independent Sector. Independent Sector is a nonprofit, nonpartisan coalition of more than 700 national nonprofit organizations, foundations and corporate philanthropy programs.)