

Nonprofit Governance and Management, Third Edition

APPENDIX 14

WRITTEN STATEMENT OF EXPECTATIONS/JOB DESCRIPTION FOR BOARD MEMBERS

***Practical Advice Note:** Most nonprofit boards have expectations for directors related to board and committee meeting attendance, personal financial contributions, committee service, and advocacy for the organization within the community. Putting such expectations in writing helps reduce the opportunity for confusion and misunderstanding. The contents of these types of documents can be tailored to fit the needs of the organization. Some documents may include a summary of the legal duties and responsibilities of directors. Others may focus more on matters that are in addition to or that arise out of these legal duties and responsibilities.*

Example 1

Expectations for Directors of XYZ Nonprofit

1. **Board Attendance, Committee Work, and Sharing of Expertise.** The XYZ Nonprofit board is a governance board, dealing with issues central to XYZ's long term success.

Consistent board meeting attendance helps provide critical governance oversight by the board and is required. Meeting dates and times for the year are attached.

Much of the work of the board is accomplished in committees. Directors are encouraged to join and attend meetings of at least one committee. Committee membership is rotated. A list of committees is attached.

In addition to board and committee work, directors contribute significantly to XYZ through their work on special projects or by making themselves available on a regular basis for consultation with management or the board on issues on which they have special knowledge, experience, or expertise.

Many directors help arrange for donation of resources or management time from their companies or their network to assist management on particular issues or problems.

2. **Annual Fund.** All directors are expected to give generously to XYZ's annual fund each fiscal year (July to June).

The minimum annual expected contribution is \$xxx, but most directors contribute at higher levels, if personal circumstances permit. Matching gift programs may be used to meet contribution levels.

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XYZ should be one of the highest priorities of a director's individual charitable giving.

3. **Endowment Campaign.** Directors are expected to support XYZ's endowment campaign with a substantial personal contribution, preferably at the \$xxx figure level, if personal circumstances permit. While not all directors will be able to give at that level, it is expected that whatever contribution is made will be a stretch gift for the director. Endowment contributions may be paid over a three-to-five-year period.
4. **Fundraisers.** Directors are expected to attend and contribute to one or more XYZ fundraisers. XYZ hosts one major annual fundraiser and several smaller donor events during the year.
5. **Solicitation of Others.** All directors should be prepared to solicit contributions on behalf of XYZ from sources identified by the board or the development department as prospects. Fundraising is critical to XYZ Nonprofit and is a board responsibility.
6. **Advocacy and Networking.** Directors are expected to be strong advocates for XYZ within the community. Advocacy and networking are especially important when XYZ launches a new program.
7. **Showcasing XYZ in the Community.** XYZ wants to showcase its staff and its programs as widely as possible. Directors are expected to help with this effort by identifying groups and events at which XYZ staff might speak on behalf of XYZ.
8. **Donor Cultivation Events.** XYZ's directors all participate in donor cultivation events sponsored by XYZ. We have a number of cultivation events annually and directors are requested to attend at least ___ such events each year.
9. **Building Support.** Directors are expected to help identify potential new donors and to help build support for XYZ Nonprofit in the community, especially the corporate giving community.
10. **Building the Board.** Building the board is a continual process. Directors are expected to help XYZ find new directors who support XYZ's mission, are willing to advocate on behalf of XYZ, who will work well with other members of the board, and who will contribute generously to the annual fund and endowment. New directors are nominated by the Committee on Directors and Governance, but helping to build the board is everyone's responsibility.

Approved by the Board of XYZ on _____

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APPENDIX 14 (CONT'D)

Example 2

Board Member Job Description (Approved _____)

A. Length of Term

1. Each board member shall serve a three-year term from the effective date. A board member may serve up to three successive three-year terms.

B. Time Commitment Required

1. The board of directors meets every other month for an average of 3.5 hours per meeting.
2. Committees of the board meet four to six times a year, depending on the committee.
3. Directors are expected to attend an annual board retreat, of one to three days in length, including a board dinner.
4. Board members are encouraged to attend the [Major Fundraising Event Name] and other events featuring the system or individual sites or service lines, as appropriate and within the director's available time.

C. General Qualifications

Each board member should have each of the skills or attributes described below:

Organizational History and Mission; Ethics

1. Possess an understanding and appreciation of, or a willingness to learn, the history and mission of [Nonprofit Name].
2. Demonstrate high ethical standards and integrity in his or her personal and public conduct.

Knowledge and Experience

1. Possess experience in and knowledge of (or willingness and ability to obtain knowledge of) the _____ industry sufficient to enable the individual to be an effective board member, including the ability to comprehend and ask relevant questions regarding materials routinely provided to the board on [Nonprofit Name] operations and plans.

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2. Possess experience in mission, business, professional, or volunteer positions that will enable him or her to provide useful insights into various matters addressed by the board.
3. Have current or recent prior service on other nonprofit or for-profit boards; service in a management position of an organization of comparable size or with other characteristics similar to [Nonprofit Name]; other comparable experience; or the willingness and ability to quickly learn and apply principles and practices of corporate governance as required to be an effective board member.

D. General Expectations and Responsibilities

Each board member is expected to:

1. Have the ability to participate effectively in board meetings, including articulating and responding to alternative viewpoints through effective communication.
2. Be willing and have the ability to devote the time required to be an effective board member, including serving on one or more board committees; preparing for board and committee meetings through advance review of meeting materials; and attending at least 75 percent of all board and committee meetings, in person or by phone (if necessary).
3. Commit to attend annual events designated for board members, such as the annual board retreat, social functions designed to integrate the board and acquaint board members with one another, and other special functions as requested.
4. Be willing to participate in periodic board member self-evaluations and annual board evaluations, and be open to constructive criticism on performance as a board member.
5. Adhere to [Nonprofit Name] policies applicable to board members, including maintaining the confidentiality of [Nonprofit Name] information and conflict of interest disclosure procedures.
6. Support the philanthropic goals of the [Nonprofit Name].
7. Be willing to consider new ideas and changes in historic practices, consistent with the mission, principles, and values of [Nonprofit Name].
8. Possess the ability to make independent decisions, unencumbered by material conflicts of interest.

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9. Be committed to understanding the needs and diversity of the communities served by [Nonprofit Name] facilities and programs.
10. Commit to active participation in board work, meaning preparing for each meeting and actively engaging in discussion at board meetings.
11. Stay informed about the organization and keep abreast of recent developments pertaining to [Nonprofit Name] and in the _____ industry in general.
12. Consistently act in good faith and in a manner which reflects the best interests of [Nonprofit Name] and the communities it serves.