

**POSITION:** Board of Directors

**REPORTS TO:** Membership

**A. SUMMARY OF PRINCIPAL RESPONSIBILITIES**

The Board of Directors gets its authority from the Articles of Incorporation and Bylaws of the organization. Directors are elected by the organization's membership. These governing documents specify, for example, its name, the purpose or mission of the organization, place of business, primary officers, etc. The Board of Directors helps manage, discuss, implement and maintain the mission and goals. They should be able to attend regular meetings to ensure successful organizational planning and see that all resources are managed effectively. Directors supervise all aspects of the organization's operations and evaluate its performance and success. Directors need to follow all activities that affect the mission or goals. All directors must be able to set aside any potential conflict between their personal or individual business interests to support the ongoing growth of the organization.

**B. RESPONSIBILITIES**

Board members will conduct themselves and provide leadership and oversight to ensure practices of good governance are maintained and followed by the organization. Indiana Code provides numerous statutes adopting duties, which can be used in court to determine whether a board member has acted improperly. These standards are considered as the duty of care, the duty of loyalty and the duty of obedience.

1. **Duty of Care.** The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.
2. **Duty of Loyalty.** The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a board member for personal gain, but must act in the best interests of the organization.
3. **Duty of Obedience.** The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

**C. SKILLS AND KNOWLEDGE REQUIREMENTS**

The people elected to serve on the board of directors should have:

1. Passion about the mission.
2. Knowledge of all the ins and outs of the organization.
3. A wide variety of expertise.
4. Understanding of the overall mission and vision.
5. Commitment to the mission and its goals.
6. Time available to serve the organization.

**D. JOB DESCRIPTION**

The following job description is for all board members. Articles of Incorporation and Bylaws of the organization require four members of the Board of Directors to serve as officers. These include a president, vice president, secretary and treasurer. Separate basic job descriptions are included for the officers.

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

**REFERENCE:**

Section 20 – Job Description- Officers