

Non Profit Organization Board Composition and Responsibilities

1. Non-profit Board Responsibilities

A board of directors is the governing body of a non-profit organization. It has many serious responsibilities, which can be loosely categorized as follows:

1. Setting the policy for the organization. This is done by:
 - Creating or updating the **mission and vision statements**.
 - Determining the organization's programs and services.
 - Approving the strategic plan.
2. Monitoring the organization's operations:
 - Hiring and periodically evaluating the organization's executive director.
 - Working with and providing support to the executive.
 - Approving the annual budget, annual report, etc.
 - Approving major contracts and grants.
 - Soliciting and reviewing program evaluations.
 - Troubleshooting as necessary.
3. Serving as a public figure for the organization
 - Fundraising, by directly donating to the non-profit and soliciting donations from others.
 - Advocating for the organization.
4. Fulfilling other board responsibilities
 - Documenting policies and decisions to create an organizational memory.
 - Preparing for and attending board meetings.
 - Researching and discussing issues before decisions are made.

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- Replacing and orienting board members when a vacancy arises.
5. A board of directors also has certain legal obligations, known as duties. While the details may vary from state to state, here are some common legal responsibilities for members of non-profit boards to:
- Take reasonable care when making decisions for the organization (called “duty of care”)
 - Act in the best interest of the organization (called “duty of loyalty”)
 - Act in accordance with the organization’s mission (called “duty of obedience”)
 - Stand aside when there is a conflict of interest (called “recusal”)
6. While there a board has many responsibilities, there are also things it should avoid. Basically, board members should avoid being over- or under-involved. More specifically, the board of directors should not:
- Concern itself with the day-to-day management of the organization. That is the executive director’s job.
 - Rubber stamp decisions. While the board should take the recommendations of the organization’s director, staff, and members into consideration, the board needs to be an independent decision-making body

2. Positions in a Board

1. **Chair (or Chairman):** Presides over meetings, works directly with executive director, sets meeting agendas, creates subcommittees, acts as spokesperson for the board.
2. **Vice Chair:** Takes the role of the chair when the chair is absent from meetings; often becomes chair when sitting chair’s term is up. This can be seen as an apprentice position, or a way of guaranteeing institutional memory.

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3. **Secretary:** Responsible for taking meeting minutes or, if that role is done by a staff member, revising them. It can be useful to have the executive director act as secretary.
4. **Treasurer:** Responsible for reporting the fiscal picture of the organization. Ideally, this person will have a background in accounting or finance and receive reports from the executive director to make sure the organization's budget is on track.

Board officers typically sit on the board as regular members before being elected; the chair is often seen as the most senior and important position. However, if the entire board is new, then officers will have to be elected from the general ranks of the board. In that case, the executive director may want to facilitate the first one or two board meetings. To fill officer positions, ask for volunteers or nominations; then have the board take a vote.

3. Board Subcommittees

A nonprofit board can have standing committees, meaning they are always in existence, or ad hoc ones, meaning they are formed as needed and then dissolved. Whatever their form, common nonprofit board subcommittees include:

1. Strategic Planning Committee – Responsible for creating the organization's 3- or 5-year strategic plan and updating the rest of the board about its progress.
2. Fundraising Committee – Responsible for identifying potential donors
3. Finance Committee – In many cases, only a treasurer is needed, but if finances are complicated, an entire committee might be useful
4. Special Event Committee – Responsible for overseeing the organization's special event
5. Hiring Committee – Responsible for advertising, interviewing, and making recommendations regarding new executive directors
6. Membership Committee – Responsible for recruiting new board members or associate members to the organization

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Often, subcommittees are best when small – with about three sitting members who have an interest and expertise in the specific area they are addressing. However, for committees that require quite a bit of legwork, such as fundraising or a special event, it can be useful to have as many members as are interested in joining.

Remember that a subcommittee should make the board's tasks easier and actions faster. Committee members can meet more often, do more "homework" and then report back to the board at large with findings and recommendations, or with results. However, having unnecessary subcommittees can bog down the process, so use them with discretion.

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