



## **Board of Directors and Officers Position Descriptions**

The mission of TEAMability is to work in collaboration with communities and families to give individuals with disabilities opportunities to achieve their potential and experience the joy of success.

### **Responsibilities of the Board as a Whole**

As the highest leadership body of the organization and to satisfy its fiduciary duties, the board is responsible for:

- determining/confirming the mission and purpose of the organization
- selecting and then evaluating the performance of the CEO
- strategic and organizational planning
- ensuring strong fiduciary oversight and financial management, including approving the budget and periodically reviewing financials
- fundraising and resource development
- approving and monitoring programs and services
- enhancing the public image of TEAMability
- assessing its own performance as the governing body
- identifying, qualifying, nominating and electing members and officers to the Board of Directors

### **Legal Obligation**

#### **· Duty of Care**

The duty of care 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 must be diligent and prudent in managing the organization’s affairs.

### · 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 a board member can never use information obtained as a member for personal gain and must act in the best interests of the organization.

### · 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. This duty also requires board members to obey the law and the organization's internal rules and regulations.

## **Expectations of Individual Board Members**

Each individual board member is expected to:

- know the organization's mission, policies, programs, goals and needs
- read and understand the organization's financial statements
- faithfully serve as active advocates and ambassadors for TEAMability
- fully engage in identifying and securing the financial resources and partnerships necessary to advance the mission of the organization
- leverage connections, networks, and resources to develop collective action to fully achieve the mission
- give a meaningful personal financial donation (typically, \$1,000 annually)
- prepare for, attend and conscientiously participate in board meetings
- participate fully in one or more committees
- support and attend special events and organizational activities

Board members are also expected to:

- follow the organization's bylaws, policies, and board resolutions
- sign an annual conflict-of-interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings
- maintain confidentiality about all internal matters

## Duties of the Officers

In addition to fulfilling the responsibilities and expectations of the full board and an individual board member, the elected officers will also discharge the duties of their position

### CHAIR

The board chair oversees board affairs, ensuring the integrity of the board's process in governing and supporting the organization. The chair acts as the representative of the board as a whole.

#### Key Responsibilities

##### *During board/committee meetings:*

- Facilitate board meeting and encourage strategic discussion
- Engage the board in strategic planning and program evaluation
- Appoint board committee and task force chairs
- Serve as ex-officio member of all committees

##### *Outside of board meetings:*

- Cultivate a strong, working partnership with the CEO
  - Understand and support a clear delineation between the CEO's management role and the board's governance role
  - Create board meeting agendas
  - Oversee the hiring, evaluation, and compensation of the CEO
- Lead the board in governing the organization
  - Assume ultimate responsibility for the integrity of the organization's finances, working with appropriate board members and committees to oversee the budget of the organization and ensure resources
  - Mentor incoming board chair
  - Lead a comprehensive board self-assessment at least every two years
- Play a leadership role in community relations
  - Cultivate relationships with individual donors, funders, and other key community stakeholders
  - Speak for the board in the event of a controversy or crisis

#### Qualifications

- Strong knowledge of organization's work
- Demonstrated commitment to exceptional board practices
- Experience in group facilitation, encouraging open communication and in-depth discussion
- Ability to devote adequate time to board responsibilities



## VICE-CHAIR

The vice-chair provides additional board leadership and assumes the duties of board chair when the chair is absent.

### Key Responsibilities

#### *During board/committee meetings:*

- Attend all board meetings
- Lead board meetings if board chair is absent

#### *Outside of board meetings:*

- Support board chair as needed by participating in strategic discussions, helping plan board retreats, etc
- If elected to serve as the next board chair, may attend regular meetings with current chair and CEO

### Qualifications

- Strong understanding of organization's mission and board's governance role
- Willingness to assume leadership position when appropriate
- Time to devote to assisting board chair as necessary

## SECRETARY

The chief responsibility of the board secretary is to ensure all board actions are documented.

### Key Responsibilities

#### *During board/committee meetings:*

- Take board meeting minutes
- Count any votes taken during board meetings
- Record and track board members attendance at each regular meeting and the annual meeting

#### *Outside of board meetings:*

- Distribute necessary background information on agenda items in advance of meetings
- File the approved minutes and maintain the official list of board members
- Assist with the maintenance of organizations records
- Ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law

### Qualifications

- Familiarity with board practices
- Organized, keen attention to detail

## TREASURER

The treasurer ensures records are maintained, reviews financial reports, interacts with accountants and auditors when necessary, and keeps the board informed of financial matters.

### Key Responsibilities

#### *During board/committee meetings:*

- Serves as chair of finance committee
- Work with committee chairs and/or board members to address any red flags or general issues identified in monthly financial reports
- Present annual budget to board for approval
- Answer any questions from board related to audit or other financial filings

#### *Outside of board meetings:*

- Review monthly financial report, compare expenses with budgets and income, and identify and anticipate problem areas
- Interact with accountants and auditors (when necessary) to help keep board informed of financial matters
- Assist the CEO or other staff in preparing the annual budget
- Review the annual 990 and audit (when necessary)
- Ensure organization has appropriate financial policies and assets are protected according to those policies

### Qualifications

- Understanding financial accounting for nonprofit organizations
- Knowledge of organization's record keeping, accounting systems and financial reports
- Ability and willingness to work with appropriate staff and external partners (accountant, auditor, bookkeeper, etc)