

*This job or position description is possibly the most fundamental of the several board-focused policies that a non-profit ought to have. A conflict of interest policy is a close second. Once this policy is in place, descriptions of the role of each of the board officers should be developed. This policy can also be the basis of a signed board member's agreement.*

# Board Member

## **Accountability**

The Board of Directors is collectively accountable to the members, the community, funders and other stakeholders.<sup>1</sup>

## **Authority**

Individual board members have no authority to direct or make requests of staff or to speak on behalf for the Association unless they are given such authority by the board.

## **Time Commitment**

Six hours a month (board and committee meetings, preparing meetings, participation in board retreats, and attending special events)<sup>2</sup>

## **Term of Office**

Two year term, renewable once<sup>3</sup>

## **Responsibility**

Board members are responsible for ensuring that the organization is fulfilling its mission, is looking to the future, is adhering to applicable laws and regulations and is meeting high standards in its financial and human resource practices.

## **Principle Duties**

Every member of the Board of Directors, including the Board's officers, is expected to do the following:<sup>4</sup>

- Help the board to monitor the performance of the Association in relation to its vision, mission and core values
- Keep informed about community issues relevant to the mission of the Association
- Participate in the development of the Association's strategic plan and ensure the objectives identified are reflected in the board's work
- Abide by the by-laws, code of conduct, conflict of interest and other policies that apply to the board<sup>5</sup>

- Participate in the approval the annual budget and monitor the financial performance of the Association
- Establish, review and monitor policies concerning the board's own practices
- Help establish, review and monitor the implementation of high-level operational policies including ones that set the Association's human relations standards
- Participate in the hiring and evaluation of the executive director (CEO)
- Review board meeting reports and come prepared with questions and suggestions
- Support board decisions once made
- Contribute to the work of board as a member of a board committee or task group<sup>6</sup>
- Identify prospective board members and possibly help recruit them
- Attend and participate in the Annual General Meeting
- Endeavour to be an ambassador for the Association in one's own family and work networks

### **Qualifications**

The following are considered key job qualifications:<sup>7</sup>

- Knowledge of the community
- Commitment to the Association's mission and strategic directions
- A commitment of time
- Openness to learning

### **Evaluation**

Individual directors will be encouraged to evaluate their own performance and such an evaluation may be done by each person as part of an evaluation of the whole board and its functioning as a governing body.

### **Resignation and Removal of a Board Member**

If a board member chooses to resign prior the completion of a normal term, a letter to the board is expected.

A director may be removed from the board, by majority vote, for not abiding by the code of conduct or other policies that apply to the board and its members. Being absent from three consecutive board meetings without notice and reasonable cause may also result in the automatic removal from the board unless it otherwise decides.

<Approval Date>

Note: This sample policy may be used and adapted by a non-profit without attribution.

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<sup>1</sup> Board members ought not forget that as a group they are externally accountable. Bylaws generally specify who are the organization’s members. Where board members are elected or appointed to represent a particular organization or sector of the community, this accountability, usually two way, should also be reflected somewhere in the document.

<sup>2</sup> The amount of time expected of directors ought not vary much between organizations if board engagement is to be cultivated. Some of that engagement ought to involve some thinking and action away from the board table.

<sup>3</sup> The term of office for board members may or may not be specified in one’s bylaws. A two-year or three-year term, renewable once, is commonplace, that is, a four to six-year stretch of involvement. As sometimes happens former directors might be asked to return following a year or two away from the board. One’s bylaws may require all directors to “retire” at each AGM, even if some are to be re-elected. Alternatively, only directors whose terms are complete would the ones to formally “retire” and therefore have to be replaced, that is re-elected for a second regular term alongside new board candidates. So, the election of directors at an AGM might focus on all members of the board regardless of terms or a subset of candidate that includes second term and new candidates. Make sure that practice of director election follows what is said in your bylaws.

<sup>4</sup> This list of duties is perhaps too long and formal. The list does not say anything about board members as donors or about specific fundraising responsibilities, which, for many boards, is an important part of the work of directors.

<sup>5</sup> Board confidentiality could be included here. Alternatively its importance could be referred to in a separate code of conduct policy.

<sup>6</sup> Boards should be specific about the types and role of board committees and each of these should have its own terms of reference.

<sup>7</sup> Board member qualifications may differ somewhat from organization to organization. They could include something like “having been an Association member for 2 years?” The qualifications might change depending on the organization’s stage of development.