ABC Organization
Board of Directors
Roles and Responsibilities

Mission
State Organization Mission Here

Core Values
State the core values of the organization. Should be 4 to 8 value statements.

Board Composition
The board has X number of members. The board is responsible for continually reviewing the skills and expertise needed to govern the organization. The board reviews the needs of the organization and the current skills of the board.

Responsibilities
Board members are legally responsible for the actions of the organization. Specifically, the Board governs the organization through active oversight of:

- Mission development and long-range planning
- Financial management
- Resource development and fund raising
- Board education and development

Each Board member must express and demonstrate a commitment to the mission of ABC and be fully committed to the vision and service of ABC. Board members must be willing to give time and resources (skills, experience, finances) in providing leadership to ABC. In addition, the Board has a fiduciary responsibility to donors and the community – and is ultimately responsible for attracting funding and resources to ensure the financial viability of the organization and its programs.

Specifically, individual Board member responsibilities are:

1. To provide continuing direction for planning, operation and evaluation of programs.

2. To attend all Board meetings (including committee meetings, if applicable) and functions, such as special events.

3. To actively serve on at least one Board committee, as established, and offer to take on special assignments.

4. To remain informed about the organization’s mission, services, policies, and programs.
5. To review agenda and supporting materials prior to Board and committee meetings.

6. To make a meaningful annual financial commitment to ABC within his/her ability.

7. To participate in developing the fundraising programs.

8. To actively participate in making viable introductions to individuals, corporations, foundations and other organizations – and to attend meetings as needed – to connect ABC to donated funds and needed in-kind goods, services and expertise.

9. To inform others about the organization.

10. To suggest possible nominees to the Board who will make significant contributions to the work of the Board and the organization.

11. To keep up-to-date on the developments in related to nonprofit theaters.

12. To review, evaluate and approve the organization’s financial affairs and policies.

13. To follow conflict of interest and confidentiality policies.

**Board Protocols**

**Board Meeting Preparation**
- Read all required materials in the board book
- Scan background materials
- Review prior to meeting materials, if necessary, to refresh your memory

**Communication Prior to Board Meeting**
- Avoid surprises if possible
  - Talk with chair person and/or CEO if you have any questions in advance of the meeting
  - Make your concerns known to the chairperson and/or ED if you have major concerns/issues that you plan to raise with the board
  - Seek clarification if something doesn’t make sense
- Plan to arrive and depart, well before and well after the scheduled board meeting times
  - If you have a conflict, please advise the ED and the Chair as soon as possible
If you have issues to address on an agenda item that you will miss, please communicate them to the board chair or the ED.

In the Board room and Committee Meetings
- Be prepared on all board topics
- Focus your comments and discussion at appropriate levels
  - The board serves both a “control” function and a strategic advisory function; make sure your comments are in line with those from other board members. When in doubt, focus on strategic advice.
  - Other than in extraordinary circumstances or where directed by the ED and/or Board Chair, the board should be in discussion with the ED, not with other staff.
- Board discussions should be robust and should encourage differing viewpoints, where appropriate, to foster the board’s best thinking.
- Board decisions should be clear and compelling; unless the board decides otherwise, board decisions should stand as the single voice of the board.
- Every board member is responsible for helping the Board to manage timing, level of discussion, and decision-making.
- Respect the views of other Board members, management, and the board as a whole. Disagree where appropriate, be open to listening to other opinions.
- Word-of-mouth opinions, hearsay, and innuendo are inappropriate.

In Public
- You are the ambassador of the organization
  - Be aware of opportunities to promote organizations’ interest and do so the best way you know how.
  - If you are asked to represent the organization formally, please let the ED know before accepting. Seek supporting information or materials, if necessary.
  - When you are participating in or attending an organization event, you are there principally as Board Members.
  - Please communicate any concerns, issues, ideas, recommendations, etc to the CEO within 24 hours of learning of them.

You are responsible for accurately representing the organizations policies and positions.
- If in doubt, consult with the ED and/or the Chair
- Not everything is documented in the form you might want; keep your board materials (from meeting and otherwise – i.e. email) in a place you can find them when you need a reference and/or use the website to reference key documents.
- Board minutes are the most succinct statement of corporate positions, but other materials might also be helpful
If you are unsure what to say or do, say and/or do nothing until you can consult with the CEO and/or Chair.

Board members can and should expect the ED:
- To provide thoughtful and appropriate meeting agendas and materials to help the board work efficiently and at a strategic level
- To provide board members well in advance of board discussions to encourage and allow board member’s sufficient time to read and reflect on them.
- To be well prepared, and to ensure that his/her staff is well prepared, for discussions involving the Board and to help the Board prepare fully.
- To support full and open discussion of issues and board business
- To follow through on board decisions, directions, and discussions, where appropriate, and to report back to the board as needed.

Board Officer Responsibilities

**Responsibilities of Board Chair**

- Oversee board and executive committee meetings
- Serve as ex-officio member of all committees
- Work in partnership with the chief executive to make sure board resolutions are carried out
- Call special meetings if necessary
- Appoint all committee chairs, and with the chief executive, recommend who will serve on committees
- Assist chief executive in preparing agenda for board meetings
- Assist chief executive in conducting new board member orientation
- Oversee searches for a new chief executive
- Coordinate chief executive’s annual performance evaluation
- Work with the nominating committee to recruit new board members
- Coordinate periodic board assessment with the chief executive
- Act as an alternate spokesperson for the organization
- Periodically consult with board members on their roles and help them assess their performance

**Responsibilities of Board Vice Chair/Chair Elect**

- Attend all board meetings
- Serve on the executive committee
- Carry out special assignments as requested by the board chair
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence
**Responsibilities of Board Secretary**

- Participate as a vital part of the board leadership
- Attend all board meetings
- Serve on the executive committee
- Maintain all board records and ensure their accuracy and safety
- Review board minutes
- Assume responsibilities of the chair in the absence of the board chair and chair-elect.
- Provide notice of meetings of the board and/or of a committee when such notice is required

**Responsibilities of Board Treasurer**

- Understand financial accounting for nonprofit organizations
- Serve as financial officer of the organization and as chairperson of the finance committee
- Manage, with the finance committee, the board’s review of and action related to the board’s financial responsibilities
- Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis
- Assist the chief executive or the chief financial officer in preparing the annual budget and presenting the budget to the board for approval
- Review the annual audit and answer board members’ questions about the audit