



ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

Cathy Allen, The Board Doctor

1. What is Governance, Really?

We say that the work of the board is governance – as opposed to the work that could be delegated to others which is programs and operations – but what is governance, exactly? Here is a favorite definition from Professor David O. Renz in his book Nonprofit Governance and the Work of the Board:

Governance is the process of providing strategic leadership to a nonprofit organization – setting direction, making policy and strategy decisions, overseeing performance, and ensuring overall accountability.

No Exemptions: board members own the corporation and are answerable under state and federal law. All board members are responsible for the corporation – there are no special deals, and no board member is exempt because of a title, a donation size, or a founder's history with the group.

MUST DO – Legal Requirements

- Comply with state and federal laws and regulations.
- Non-negotiable for every board, regardless of budget or staff size.
- Ignoring these puts you and your organization at real risk.

SHOULD DO – Best Practices

- Collective wisdom from thousands of nonprofit boards.
- Not law, but important to implement if you want to function well.
- Adapted for your size, stage, and mission.

In an unstaffed group, board members often run the programs, keep the books, manage membership programs, write the newsletter, and handle social media – in addition to the governance role of the board. All of that work matters. Just don't let it crowd out the governance piece – board service is an honor, but it isn't honorary. Board tasks cannot be delegated to others.

2. To Whom Are Board Members Accountable?

Taxpayers / Public	Donors / Members	Partners	Each Other / Staff
Your 501(c)(3) designation from the IRS allows the organization to operate with tax-free dollars — a public trust.	You have a fiduciary obligation to everyone who provides the resources you use to achieve your mission.	Whenever an organization has entered into a legal contract, partnership MOU, or grant agreement, board members must uphold its terms.	Agreeing to a board role is a commitment, a promise to accomplish what the role requires. People must be able to count on each other.

3. The Three Duties Under Law

These common-law duties apply to every nonprofit board member. Your state may add or rename duties — always check your own state's nonprofit law.

	Legal Duty	What It Means in Practice
☐	Duty of Care	Prepare and show up. Make prudent use of assets. Help ensure the organization's effectiveness and sustainability.
☐	Duty of Loyalty	Put the organization's interests first. Disclose conflicts of interest. No self-dealing.
☐	Duty of Obedience	Follow applicable laws and regulations, your Articles of Incorporation, your bylaws and policies, and stay true to your mission and purpose.

4. The Ten Basic Responsibilities (BoardSource)

The BoardSource Ten Basic Responsibilities of the Board listed in the table below relate to the governance role, meaning that they cannot be delegated to staff or volunteers. Use this table to rate how well your board is performing each one today and note one action that would help your board get one notch better.

#	Responsibility	Rate 1–5	One action we can take
1	Determine Mission and Vision The most important conversation: your core purpose, and the future you're building toward.	1 2 3 4 5	
2	Select, Support and Evaluate the Chief Executive The board as employer — clear expectations, feedback, compensation, legal compliance.	1 2 3 4 5	
3	Ensure Effective Planning Strategic and otherwise — builds agreement on priorities and gives the board a tool for accountability.	1 2 3 4 5	
4	Monitor and Strengthen Programs and Services Are your programs making the difference you expect? Ask the tough cost-benefit questions.	1 2 3 4 5	
5	Ensure Adequate Financial Resources If the budget requires raised revenue, every board member has a role — fundraising is a learnable skill.	1 2 3 4 5	
6	Protect Assets and Provide Fiscal Oversight Internal controls: proper authorization, accurate records, physical security, shared review of statements.	1 2 3 4 5	
7	Build a Competent Board Identify needed skills, recruit intentionally, orient well, and plan for succession.	1 2 3 4 5	
8	Ensure Legal and Ethical Integrity State and federal law, Articles of Incorporation, registration and reporting, Form 990 Part VI.	1 2 3 4 5	
9	Enhance the Organization's Public Standing Every board member is an ambassador. Take concerns back to the group instead of airing them outside it.	1 2 3 4 5	
10	Advocate 501(c)(3) groups can advocate and lobby. If your group won't stand up for your public land, who will?	1 2 3 4 5	

5. Exercise: Build (or Refine) Your Board's Position Description

The Board Doctor's sample board member position description is broken out below by category. For each duty, mark whether your board would keep it as written, or cut/revise it — then use the blank line after each section to jot what you'd add that isn't here yet.

Legal and Fiduciary Role of the Board

Responsibility	Keep	Cut / Revise
Ensure the organization reaches its mission and vision while remaining strong and healthy	☐	☐
Maintain high ethical standards; avoid actual or perceived conflicts of interest	☐	☐
Commit time and effort to goals, strategy, governance policy, and program outcomes	☐	☐
Ensure the organization has adequate resources to meet its responsibilities	☐	☐
Follow state and federal law, articles of incorporation, bylaws, and policies	☐	☐
Know the budget; actively review, approve, and monitor it, along with fundraising	☐	☐
Maintain the confidentiality of board discussions and records	☐	☐
Avoid direct or indirect involvement in political campaigns in the organization's name	☐	☐
Hire, evaluate, and oversee the chief executive or top staff; assess the board's own performance	☐	☐

Meeting Participation and Between-Meeting Communication

Responsibility	Keep	Cut / Revise
Attend and actively participate in board meetings, retreats, and development sessions	☐	☐
Give notice when illness or another commitment will prevent attendance	☐	☐

Responsibility	Keep	Cut / Revise
Come prepared – review financials and other materials in advance	☐	☐
Contribute skills and knowledge; communicate effectively	☐	☐
Respect and listen to differing opinions and viewpoints	☐	☐
Hold fellow board members and officers accountable to board policy	☐	☐
Be accessible and responsive to staff and other board members	☐	☐

Committees, External Communications, and Financial Support

Responsibility	Keep	Cut / Revise
Serve on at least one committee or in an officer role	☐	☐
Know and communicate the mission, activities, and needs to outside audiences	☐	☐
Support board decisions and represent the organization positively in public	☐	☐
Maintain membership and/or make a meaningful personal financial contribution	☐	☐
Help secure resources – solicitation, mail appeals, grants, events, or connections	☐	☐

Committee Chair / Champion Duties

Responsibility	Keep	Cut / Revise
Carry out the committee's annual responsibilities per board policy and plans	☐	☐
Give timely notice of committee meetings, with enough detail to prepare	☐	☐
Flag any action item for the full board at least seven days ahead	☐	☐
Participate in the annual budget process for the committee's income and expenses	☐	☐

What the Organization Owes Board Members

Responsibility	Keep	Cut / Revise
Meeting notice, minutes, financial reports, and relevant information – without having to ask	☐	☐
Straightforward, thorough answers to questions board members need to do the job	☐	☐
Directors and Officers liability insurance, and indemnification where the law allows	☐	☐
Reimbursement for reasonable expenses tied to board business	☐	☐
Respect for board members' time and effective use of each person's talent	☐	☐

6. Whose Job Is It?

Governance Work Belongs to the full board of directors. It cannot be delegated to a committee, staff, or volunteers.	Committee Work Responsibilities the board has delegated to a committee, which reports back to the full board.	Program / Admin Work Hands-on activity performed by board members acting as volunteers — not a governance function.
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7. My Notes

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