

This job or position description is possibly the most fundamental of the several board-focused policies 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, community, funders and other stakeholders. ¹

Authority

Individual board members have no authority to approve actions by the Association, to direct staff, or to speak on behalf for the Association unless given such authority by the board.

Time Commitment

Six hours a month (board and committee meetings, preparing for board and committee meetings, board retreats, and attending special events)²

Term of Office

Two year term, renewable once³

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:⁴

- Abide by the by-laws, code of conduct, conflict of interest and other policies that apply to the board⁵
- Participate in the review of the Association's mission and objectives and in the development of a strategic plan
- Keep informed about community issues relevant to the mission of the Association

- Help the board to monitor the performance of the Association in relation to its mission, objectives and core values
- Participate in the approval the annual budget and monitor the financial performance of the Association on a regular schedule
- Help establish, review and monitor the implementation of operational policies
- Participate in the hiring of, and if required, the releasing of, the executive director (CEO)
- Participate in the evaluation of the executive director (CEO)
- Establish, review and monitor the implementation of policies on the board's own practices
- Participate in the evaluation of the board itself (annual board self-evaluation)
- Prepare for and participate in board meetings
- Listen to others' views, advocate their own, identify common interests and alternatives, and be open to compromise
- Support governance decisions once made
- Contribute to the work of board as a member of a board committee⁶
- Identify prospective board members and possibly help recruit them
- Attend and participate in the Annual General Meeting
- Be an ambassador for the Association – ensure ones involvement is known within their own network of friends and contacts.

Qualifications

The following are considered key job qualifications:

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

Evaluation

The performance of individual directors is evaluated annually in the context of the evaluation of the whole board and is based on the carrying out of duties and responsibilities as outlined above.

Removal of a Board Member

A director may be removed from the board, by majority vote, for trying to exercise authority where they have none or for not following the code of conduct or other policies that apply to the board. Being absent from three consecutive board meetings without notice and reasonable cause will result in the automatic removal from the board unless otherwise determined by a decision of the board.

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

¹ Boards should be clear about their primary accountability and it should be indicated here. 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, their accountability, usually going two ways, should be specified.

² The amount of time expected of directors will vary depending on the organization and its circumstances.

³ A two-year or three-year term, renewable once, is commonplace. Former members typically can return to the board as a new member following a year or two absences.

⁴ This 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.

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

⁶ Boards should be specific about the type and role of committees and each should have its own terms of reference.