

The Basic Board Member Duties

No matter what your mission is or what expertise your members bring, any board member must fulfill three specific core legal responsibilities. The following duties are adopted across many organizations and should be expected of your board members to maintain your board's trustworthiness and effectiveness.

1) Duty of Care

Being a board member is more than a résumé builder. Members should be committed to following through on promises and assisting the organization to the best of their abilities. This means:

- Attending meetings and actively participating in committees
- Communicating with the executive director and other board members
- Following through on assignments
- Supporting program initiatives

Board members who neglect this prime duty are simply taking up space in the boardroom. Ideally, your entire board is motivated and truly passionate about your mission. As a result, fulfilling the duty of care is easy.

2) Duty of Loyalty

Board members should do more than show up. They should fully support your work, embody your organization's mission, and be loyal ambassadors for your cause. When acting on behalf of the organization, each board member must put aside their personal and professional interests.

All activities and decisions should be in the best interest of the organization, not in the best interest of the individual board member.

Those who successfully fulfill this duty are those who proactively mingle with volunteers, visit your organization's facilities, and participate in community initiatives. These individuals fully embrace your mission, not just board service.

3) Duty of Obedience

One of the more subtle board member duties is obedience. The board should do everything in its power to reach organizational goals, but members still have an obligation to follow your organization's guidelines. These are found in your governance documents, and every board member has a legal responsibility to understand them.

A board that strays from your governance rules could steer your organization in the wrong direction or even impact your reputation and standing in the community.

As the executive director, CEO, or some other board leader, it's up to you to provide every new board member with these documents and ensure they obey applicable laws and regulations. You might also encourage existing board members to refresh themselves on your guidelines *at least* once a year. This ensures they understand exactly what they can (and can't) do.

The Most Important Board Member Responsibilities

While each leadership position entails its own responsibilities, there are several duties that each and every board member must complete, regardless of their position. As a whole, your board should adhere to the following seven core responsibilities.

1) Board members should advance the mission of the organization

Your board members are among your organization's most important advocates. These individuals are the face of your cause and should be expected to use their efforts and abilities to promote your organization's core mission in an ethical manner.

This responsibility will come naturally to your most enthusiastic board members. All directors should proactively promote your work, attempting to ignite that same passion in others. This pertains not only to their personal and professional networks but to public relations as well. When speaking to the media on behalf of your organization, they should paint it in the best light possible.

Overall, spreading awareness for your mission will promote growth and empower your team to flourish in its work.

2) Board members have legal and fiduciary responsibilities

There's a lot at stake when it comes to managing an organization. Every board of directors needs to understand internal policies and the legal implications of your organization's activities. Failure to do so can result in severe consequences, such as heavy fees.

It's up to board members to understand federal, state, and local laws that apply to your specific type of organization. Then, they must assure that the organization adheres to those legal obligations.

For instance, all tax-related filings must be done completely and on time, including all annual state and federal tax returns. In the case of nonprofits, registered 501(c)(3) organizations are exempt from income tax, but they must still pay payroll tax, property taxes, and so on. Failure to file the IRS File-990 return three consecutive times can result in revocation of tax-exempt status. Ensuring that it's been filed is not only the responsibility of the treasurer but of everyone who participates in fundraising operations. Additionally, boards should be aware of the penalties caused by:

- Overpaying staff or other individuals
- Engaging in excessive lobbying or political activities
- Making egregious bad bargains on behalf of your organization

Many states also implement laws that require board members to assume a fiduciary responsibility to the served population. This means acting in good faith and working for the benefit of those you serve, never against it.

3) Board members should attend board meetings

It should go without saying that board members should attend and contribute during meetings, whether they're gathering virtually or in person. After all, this is when they can share their insight, get creative, and have deep conversations about pursuing greater outcomes for your organization. However, many board members fall short of expectations and become too lax with meetings.

Share the following suggestions to establish a much more collaborative (and much less chaotic) boardroom:

- **Review the agenda in advance.** Everyone should understand all matters on the agenda heading into the meeting. Participation in discussions is a big part of why you choose someone for a role on the board. Fulfilling these duties is part of acting in good faith for any board member.
- **Adhere to the outlined rules of order.** For instance, many organizations adopt Robert's Rules of Order to maintain order in the boardroom. The rules of conduct during meetings are established for a reason and facilitate fruitful

conversation. Observing the Rules of Order shows decorum and respect for the organization.

To prevent any issues upfront, consider also implementing an attendance requirement, with exceptions for emergencies and other unavoidable situations. After all, members should have sufficient time to give to your organization. Otherwise, they're not fulfilling their basic duties.

4) Board members must hire and set compensation for the CEO or Executive Director

Hiring and overseeing the executive director or CEO is one of the most important board member responsibilities as it has the greatest impact on the organization's growth and vitality. The executive director or CEO serves as the gateway between the organization's staff and board members.

This responsibility is typically assigned to a few board members who oversee the hiring process. Here are the steps these individuals typical follow when overseeing the executive director:

1. **Assess the organization's needs.** Determine your organization's current strengths and weaknesses. This information will serve well in guiding the selection process. The hiring committee will know exactly which skills and qualifications the next executive director or CEO should have.
2. **Oversee the selection process.** Based on the organizational assessment, create a comprehensive job listing, and undergo your search for the most qualified prospects based on the qualifications you set forth. Conduct interviews and narrow down the list. Then, the ultimate decision, including compensation, is up to the entire board.
3. **Provide support and conduct an annual evaluation.** After hiring the new executive director or CEO, your board should make sure they have the resources they need. Then, ensure the individual is fulfilling expectations by conducting an annual evaluation, where you assess both quantitative metrics (measurable data like fundraising goal completions) and qualitative metrics (soft skills like leadership and relationship-building abilities).

Regardless of your mission, this process is a crucial component of any board's responsibilities. Be sure to select passionate and detailed-oriented board members to serve on your hiring committee, and put a process in place for ensuring ongoing success.

5) Board members are responsible for recruiting new members

Your board members are the most knowledgeable on what skills and qualities are missing from the boardroom. By leveraging this insight, they're highly qualified to locate the next best board members to fill those gaps.

Current board members should constantly be on the lookout for passionate, qualified recruits who will bring additional knowledge, talent, and background experience to the table. Just like with selecting an executive director or CEO, your board is responsible for locating qualified prospects, conducting interviews, and selecting the most qualified candidates.

Not only should they participate in recruitment, but current board members should also assist in onboarding new directors. For those who are retiring from their positions, this means training their successors. As for those who are returning for another term, this means proactively getting to know new members, ensuring they have access to the board platform, and simply providing a friendly face in the boardroom.

6) Board members should serve on at least one committee

Most of the board's work is completed in committees. There simply isn't enough time for the entire board to have lengthy conversations and research specific issues in depth. Because of this, every board member should serve on a committee, effectively steering your organization toward its goals.

Individuals should be assigned to committees based on past experience, skills, and interests. For instance, a board member who has a background in accounting would be a great fit for the finance committee.

Like with individual board members, each committee should receive a written document that covers its responsibilities, guidelines, and goals. **It's the full board's responsibility to regularly assess each committee's success and adjust accordingly.**