**SAMPLE Board Officer Descriptions:**

**PRESIDENT / CHAIR / CHIEF VOLUNTARY OFFICER (CVO)**

* *General:* Ensures the effective action of the board in governing and supporting the organization, and oversees board affairs. Acts as the representative of the board as a whole, rather than as an individual supervisor to staff.
* *Community:* Speaks to the media and the community on behalf of the organization (as does the executive director); represents the agency in the community.
* *Meetings*: Develops agendas for meetings in concert with the executive director. Presides at board meetings.
* *Committees*: Recommends to the board which committees are to be established. Seeks volunteers for committees and coordinates individual board member assignments. Makes sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out; identifies committee recommendations that should be presented to the full board. Determines whether executive committee meetings are necessary and convenes the committee accordingly.
* *Executive Director*: Establishes search and selection committee (usually acts as chair) for hiring an executive director. Convenes board discussions on evaluating the executive director and negotiating compensation and benefits package; conveys information to the executive director.
* *Board Affairs*: Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members.

**VICE PRESIDENT / VICE CHAIR**

* *General:* Acts as the president/chair in his or her absence; assists the president/chair on the above or other specified duties.
* *Special Responsibilities*: Frequently assigned to a special area of responsibility, such as membership, media, annual dinner, facility, or personnel.
* Some organizations choose to make the vice president, explicitly or implicitly, the president-elect.

**TREASURER**

* *General:* Manages the board's review of, and action related to, the board's financial responsibilities. May work directly with the bookkeeper or other staff in developing and implementing financial procedures and systems.
* *Reports*: Ensures that appropriate financial reports are made available to the board. Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health.
* *Finance Committee*: Chairs the Finance Committee and prepares agendas for meetings, including a year-long calendar of issues. In larger organizations, a separate Audit Committee may be chaired by a different person.
* *Auditor*: Recommends to the board whether the organization should have an audit. If so, selects and meets annually with the auditor in conjunction with the Finance and/or Audit Committees.
* *Cash Management* *and Investments*: Ensures, through the Finance Committee, sound management and maximization of cash and investments.

**SECRETARY**

A major benefit of a corporate secretary position for a board is having someone who supports the full range of board work from communications to the logistics of board and committee meetings. The chair and chief executive benefit from having a gate-keeper who acts as a knowledgeable liaison between the senior staff and the board. Specific benefits on both sides include:

* Constant attention to sensitive deadlines and other dates important to the board.
* A structured approach for tracking important documents, compliance issues, or trends influencing the organization’s work.
* The ability for the board to remain on top of its own agenda.
* A coordinated approach to managing any concerns regarding the respective roles of the board and chief executive, impact of the external environment on the organization, and effect of logistics on board processes.
* Freedom for the chief executive to focus on work while remaining assured that the board’s needs are being met.

###### SAMPLE Board Committee Descriptions

**Fund Development Committee**

**Purpose of the Committee:**

As a committee of the Board of Directors, helps the Board carry out its due diligence function related to assuring fiscal health through philanthropy and fund development. Partners with staff to institutionalize the philanthropic process within the Board and its individual members, assuring a donor-centered organization.

* **Reports to:** Board of Directors and takes direction from the institution’s strategic plan.
* **Staff to the Committee:** Development Director (or executive director if there is no development officer).
* **Committee membership and operations:** Members include both Board and non-Board members. All committee work is done in partnership with and through the leadership and enabling of assigned staff. The CEO makes all staff assignments. The committee does not usurp the authority of the Board, and neither directs nor oversees staff.
* **Frequency of meetings:** As necessary, estimated at six times per year.

**Scope of Work for the Fund Development Committee**

* Partner with the Governance Committee to assure appropriate articulation of roles and performance expectations in fund development (e.g., for Fund Development Committee, Board, individual board members).
* Devise and recommend philanthropy and fund development policies and recommend to the Board for action, including any limitation policies.
* Help nurture a culture of philanthropy throughout the organization, and assure that all donors of time and money are respected and honored.
* Assure that the Board and individual Board members are adequately educated about the basic principles and best practices in fund development, including the design of a donor-centered organization.
* Through the fund development planning process: help establish the charitable contributions goals for the annual budget; devise the annual fund development plan for action by the Board; and recommend results and benchmarks for action by the Board.
* Review results and evaluate return on investment (ROI) compared to the plan. Identify trends and implications and engage the Board in strategic dialogue and decision-making regarding philanthropy and fund development.
* Help the Board articulate the case for philanthropic support directed at specific audiences.
* Establish task forces to carry out specific fund development activities. Monitor task force performance.
* Provide personal follow-up to individual Board members to monitor their participation.

**Finance Committee**

Purpose:

The finance committee is responsible for assisting the board in ensuring the organization is financially viable and meeting its fiduciary and compliance responsibilities. The work of the committee revolves around six major areas.

*1. Ensure that accurate and complete financial records are maintained:*

* Monitor income and expenditures against projections.
* Review and recommend financial policies to the board, including ensuring adequate internal controls and maintaining financial records in accordance with standard accounting practices.

*2. Ensure that accurate, timely, and meaningful financial statements are prepared and presented to* *the board:*

* Present quarterly or monthly financial statements to the board.

*3. Oversee budget preparation and financial planning:*

* Propose for board approval a budget that reflects the organization’s goals and board policies.
* Ensure that the budget accurately reflects the needs, expenses, and revenue of the organization.

*4. Safeguard the organization’s assets:*

* Review proposed new funding for ongoing financial implications, recommending approval or disapproval to the board.
* Ensure that the organization has the proper risk-management provisions in place.

*5. Help the full board understand the organization’s financial affairs:*

* Ensure that the board as a whole is well informed about the organization’s finances.
* Educate the board about financial matters.

*6. Ensure compliance with federal, state, and other requirements related to the organization’s finances:*

* Ensure that organization maintains adequate insurance coverage.
* Ensure that the IRS Form 990, other forms, and employment and other taxes required by government are filed completely, correctly, and on time.

Audit Committee

Purpose:

In compliance with the *California Nonprofit Integrity Act of 2004 (see attached memo regarding compliance with SB 1262)*, we are required to perform an annual financial audit and to make it available to the public. Per the legislation, the purpose of the audit committee is to ensure that the organization performs an annual audit and that it is disclosed to the public, specifically, the committee’s duties include:

* Recommend to the board of directors the retention and termination of the independent auditor
* Negotiate the compensation of the auditor on behalf of the board
* Confer with the auditor to satisfy the committee members that the financial affairs of the charitable organization are in order
* Review and determine whether to accept the audit, and
* Approve performance of any non-audit services to be provided by the auditing firm.

Program Committee

**Purpose:**

The program committee is responsible for ensuring a our programs have a viable and sustainable strategy and are achieving their intended educational impact and outcomes. The work of the committee includes:

* Oversight of new program development; monitor and assess existing programs.
* Initiate and guide program evaluations.
* Facilitate discussions about program priorities for the full board of directors.
* Interface with the CEO, Chief Operating Officer (COO), and Program Director (PD) to monitor organizational process against goals in program operations: youth employment, job training, youth services, and post-program transition/placement outcomes.
* Co-host (with PD) monthly 1-hour “check-in” call/meeting with Program Committee during months when no board meeting is scheduled.
* Conduct monthly calls with PD to plan the agendas for monthly committee calls.
* Lead (with PD) the presentation of program reports to the full board at each board meeting.
* Work with staff to determine how to incorporate input of Youth Advisory Board into board meetings.

**Executive Committee**

The role of an executive committee, as with all committees, is to help the board accomplish its work in the most efficient way. Some boards form an executive committee just because everyone else has one — it seems to exist by default. When creating any committee, it is wise to first analyze the entire structure of the board and determine whether that particular committee would add value. This paper is designed to help boards determine whether an executive committee is a necessary tool for their organization.

**What is an executive committee?**

As the name implies, an executive committee has special responsibilities and authorities above all other committees. Usually an executive committee acts on behalf of the full board. Its main purpose is to facilitate decision making in between board meetings or in the case of a crisis or other urgent circumstances. It can also act as the communication link to the chief executive and, in some cases, performs the chief executive’s performance evaluation.

**Limits of authority**

Often the role of an executive committee is defined by what it cannot do. To avoid delegating essential powers away from the full board, an executive committee should not:

* amend bylaws;
* elect or remove board members;
* hire or fire the chief executive;
* approve or change the budget; or
* make major structural decisions (add or eliminate programs, approve mergers or dissolve the corporation).

**Members of the executive committee**

It is a common practice for the board’s officers to serve on the executive committee. Usually the board’s chair leads the executive committee. Large boards often elect to add other representatives to this committee to ensure necessary diversity in decision making and to avoid concentrating too much power in the hands of a few. The size of the committee should stay relatively small in order to keep it a flexible and efficient tool for the board. The chief executive usually serves as an ex-officio member of this committee.

**When an executive committee is beneficial**

The following are situations that might warrant using an executive committee.

* **The board is large.** Having a smaller group authorized to act on its behalf in certain circumstances can speed up decision making.
* **Board members are scattered all over the country.** It is easier for a core group to gather during an emergency.
* **The board regularly needs to take action or make frequent decisions.** Certain repetitive and standard financial and legal matters do not require full board meetings and could easily be attended to by an executive committee.
* **The board needs a place to test controversial ideas.** An executive committee can be used to study important issues and to present the findings to the full board.

**When an executive committee is less beneficial**

* **The board is small.** Decision making is already efficient when the full board meets.
* **The board is active and motivated.** It is easy to get everybody in the meeting room to produce results. All board members are optimally involved.
* **The board has no standing committees.** All committee activities are carried out by temporary task forces.

**Special concerns**

An organization is well served by an executive committee when the committee facilitates the board’s time management. However, to keep every board member active and responsible for his or her own participation, pay attention to the following concerns.

* The role of the committee should be defined in the bylaws, not by the committee itself.
* The executive committee cannot replace the full board. It reports to and is accountable to the full board.
* Even though the executive committee may be granted special powers in the bylaws, the full board should always confirm decisions in its next meeting.
* The executive committee should not marginalize other board members. If the committee is perceived as an inner clique, outside members easily feel left out, resulting in poor morale.

*Excerpted from* [*The Nonprofit Policy Sampler, Second Edition*](http://www.boardsource.org/Bookstore.asp?Item=45) *by Barbara Lawrence and Outi Flynn, a publication of BoardSource, formerly the National Center for Nonprofit Boards. For more information about BoardSource, call 877-892-6273 or visit* [*www.boardsource.org*](http://www.boardsource.org/)*. BoardSource © 2009. Text may not be reproduced without written permission from BoardSource.*

**Temporary “ad hoc” Committees or Task Forces**

Some committees are convened on a temporary basis to address a specific, single event or issue. Often called ad hoc committees or task forces, they meet for a few months and then disband once their task is completed. Commonly used temporary committees and their designated tasks include:

* Site Committee: To work with staff to evaluate the existing location and consider a move to a different location, to review a new lease, or to weigh the feasibility of purchasing a building.
* Special Event Committee: To coordinate the board's assignments on a particular event, such as an annual dinner.
* CEO Transition or Search Committee: To seek a new executive director, including recommending guidelines and a search process to the board, to take steps to help the new executive succeed. Some search committees hire the new executive director, while other search committees present a group of candidates to be evaluated by a different committee or the whole board.
* Merger Committee: To pursue a possible merger with another organization and to bring information and recommendations back to the full board.
* Planning Committee: To lead a strategic planning endeavor (the planning committee may consist of both board and staff members).
* Special Issue Committee: To investigate an unusual problem or opportunity, such as negative publicity in the newspaper, deep staff resentment against the executive director, an unusual grant opportunity or a possible joint project with another organization. Setting up a Special Issue Committee to research the situation and report back to the board ensures that decisions are based on adequate information.

**End-of-Meeting Questions**

Each committee should adjourn with a series of questions such as:

* 1. What do we report to the full Board, how and why?
  2. What requires strategic dialogue with the Board? What kind of background information will we provide in advance and how will we set the context for the conversation?
  3. How can we complement the work of our Board colleagues?
  4. What kind of personal follow-up with Board members and other committee members or volunteers is necessary? Why? Who will do what by when?