



## **ROLES AND RESPONSIBILITIES OF BOARD MEMBERS AND OFFICERS**

VOCAL Board of Directors is a governing board with legal and fiduciary responsibility to the organization. Board members owe VOCAL a Duty of Loyalty, a Duty of Obedience, and a Duty of Care, and must practice “good faith business judgment”. All VOCAL board members are required to fulfill this legal and fiduciary obligation. The roles and responsibilities outlined below are intended to guide each current and prospective board member, and to provide an understanding of what is expected from the board above and beyond the legal requirements.

### **I. Recognition of the mission:**

Members of the Board of Directors are expected to understand and support VOCAL’s mission, serve as ambassadors for VOCAL and lend advice and expertise to VOCAL’s leadership. Board members, therefore, should be familiar with the following:

1. VOCAL’s mission statement, program areas, and strategic plan.
2. The basic staffing and structure of VOCAL.

### **II. General Oversight:**

Although the Board of Directors is not expected to make operating decisions, it must perform certain critical oversight functions, in addition to those listed above:

1. Hire, support, and annually evaluate the Executive Director
2. Recruit and acclimate members of the Board of Directors
3. Create and implement board procedures
4. Review the performance of the Board of Directors annually
5. Ensure compliance with and periodically update the organization’s bylaws
6. Provide strategic direction, which includes regular reviews of the organization’s mission, vision, and values, and active maintenance and delivery on strategic plans
7. Provide oversight regarding legal contracts and concerns
8. Formulate policies
9. Advocate for and promote VOCAL

### **III. Fiscal Oversight:**

The Board of Directors must provide broad fiscal oversight, including the adoption of an annual budget, quarterly review of revenue and expenses, and review of tax forms and audits. Board members are expected to serve in a fiduciary capacity, utilizing their judgment and discretion for the benefit of VOCAL.

### **IV. Fundraising and development:**

As a non-profit agency, fundraising and development are vital to the success of VOCAL. One of the most important functions of the board is to assist and oversee VOCAL’s fundraising efforts. Consistent with this, all board members are expected to do the following:

1. Identify and evaluate prospects, cultivate and solicit gifts, actively support development programs, and offer personal acknowledgments to donors and volunteers.

2. Provide leadership, contribute ideas, and actively advocate for the fundraising and development efforts of the organization.
3. Make a personally significant financial gift to *VOCAL* annually. It is requested that board members make *VOCAL* one of their top three philanthropic contributions. At least a portion of a board member's financial gift should to be made within the first quarter of the fiscal year.
4. Solicit or assist staff with the financial support of others in addition to his or her personal contribution.
5. Attend as many *VOCAL* programs and development events as possible.

**V. Involvement in Meetings, Committees and Events:**

Board members are ***expected to attend board meetings*** and actively participate. They are also expected to serve on at least one board committee. Board members are strongly encouraged to attend *VOCAL*'s public events.

**VI. Officers:** Officers of the Board of Directors are expected to fulfill the responsibilities of a board member, in addition to the specific responsibilities of the officer or committee chair position held.

*President:* The Board President is expected to provide leadership to and manage *VOCAL*'s Board of Directors and Executive Committee, ensuring that *VOCAL*'s Board fulfills its legal and financial obligations and individual board members fulfill their board responsibilities. The Board President facilitates communication and decision-making within the board. Specific responsibilities include, but are not limited to:

1. Convening and facilitating Board and Executive Committee meetings
2. Providing accountability regarding attendance, individual giving, and other individual board member commitments
3. Ensuring the recruitment and orientation of new board members  
*NOTE: It is often a board committee's responsibility to recruit and orient new board members. The board President doesn't need to do it. She or he just needs to ensure that it happens.*
4. Maintaining regular contact with the Executive Director and being available as needed
5. Ensuring annual evaluation of the Executive Director and board  
*NOTE: It is often the responsibility of board committees to facilitate annual evaluations of the board and Executive Director. The board President doesn't need to be the one to facilitate the evaluations. She or he just needs to ensure that they happen.*

*Vice-President:* The Board Vice-President is expected to provide leadership to *VOCAL*'s Board of Directors, ensuring that *VOCAL*'s Board fulfills its legal and financial obligations and individual board members fulfill their board responsibilities. The Board Vice-President serves as a member of the Executive Committee and supports the Board President in his or her board leadership. Specific responsibilities include, but are not limited to:

1. Fulfill the roles and responsibilities of the President in the case of her or his inability or absence
2. Fulfill the roles and responsibilities of the Secretary in the case of her or his inability or absence

*Secretary:* The Board Secretary is expected to establish and oversee sound practices for documentation and effective procedures for board communication. The Board Secretary serves as a member of the Executive Committee. Specific responsibilities include, but are not limited to:

1. Overseeing the recording and distribution of board and Executive Committee meeting minutes

2. Ensure VOCAL staff keep records of all official board communication (including but not limited board meeting minutes) and official and/or legal Organizational documents, such as bylaws
3. Ensuring bylaws, articles of incorporation, and other key documents are up-to- date, and that board resolutions are integrated
4. Signing Organizational documents as needed

Treasurer: The Board Treasurer is expected to provide financial oversight and monitor the financial health of the Organization. The Treasurer serves as a member of the Executive Committee and chairs VOCAL's Finance Committee. Specific responsibilities include, but are not limited to:

1. Overseeing, in coordination with the Executive Director:
  - a. The creation, presentation and monitoring of the annual budget
  - b. The timely and accurate completion of the Organization's tax forms and annual audit
  - c. The creation and distribution of financial reports prior to board meetings
2. Presenting financial information to the board and being available for questions
3. Monitoring compliance with financial policies and procedures; suggesting changes and new policies as needed
4. Providing regular financial oversight and alerting the Executive Committee immediately if concerns arise

Committee Chairs: Chairing is a key role on any voluntary Committee. The Chairperson must ensure that the Committee functions properly, that there is full participation during meetings, that all relevant matters are discussed and that effective decisions are made and carried out. The Chairperson is also responsible for ensuring minutes of Committee meetings are recorded and distributed.

#### **VI. Length of terms:**

Each elected or appointed director may serve for a term of two (2) years. Any Director may be elected or appointed by the Board to no more than three (3) consecutive full terms. If a director is elected to fill a partial term of a previous board member and at least one (1) calendar year remains in that term, then that partial term will count toward the three (3) consecutive term limit.

If a board member is required to leave the board due to the term limit above, then they will not be eligible to return to the board until six (6) months have passed, the six (6) months beginning on the day the board member leaves the board

I understand and have read the terms of VOCAL's Board of Directors and Officers Roles and Responsibilities. I am committed to fulfilling these duties.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_