



ROLES AND RESPONSIBILITIES OF BOARD MEMBERS AND OFFICERS

Vocal Virginia Board of Directors is a governing board with a [legal and fiduciary responsibility](#) to the organization. Board members owe *Vocal Virginia* a Duty of Loyalty, a Duty of Obedience, and a Duty of Care and must practice “good faith business judgment.” All *Vocal Virginia* 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 Virginia*'s mission, serve as ambassadors for *Vocal Virginia*, and lend advice and expertise to *Vocal Virginia*'s leadership. Board members, therefore, should be familiar with the following:

1. *Vocal Virginia*'s mission statement, program areas, and strategic plan.
2. The basic staffing and structure of *Vocal Virginia*.

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 Virginia*

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. In addition, board members are expected to serve in a fiduciary capacity, utilizing their judgment and discretion to benefit *Vocal Virginia*.

IV. Fundraising and development:

As a non-profit agency, fundraising and development are vital to the success of *Vocal Virginia*. Therefore, one of the essential functions of the board is to assist and oversee *Vocal Virginia*'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 Virginia* annually. It is requested that board members make *Vocal Virginia* one of their top three philanthropic contributions. At least a portion of a board member's financial gift should be made within the first quarter of the fiscal year
4. Solicit the financial support of others in addition to his, her, or their personal contribution.
5. Attend as many *Vocal Virginia* programs and development events as possible.

V. Involvement in Meetings, Committees, and Events:

Board members are expected to actively participate in board meetings and serve on at least one board committee. A Director may be removed for non-participation in two consecutive board meetings without proper notification to a member of the Executive Committee. In addition, board members are strongly encouraged to attend *Vocal Virginia'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 duties of the officer or committee chair position.

President: The Board President is expected to provide leadership to and manage *Vocal Virginia's* Board of Directors and Executive Committee, ensuring that *Vocal Virginia'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: A board committee is often responsible for recruiting and orienting new board members. The board President doesn't need to do it. However, she, he, or they must ensure 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. However, she, he, or they must ensure they happen.

Vice-President: The Board Vice-President is expected to provide leadership to *Vocal Virginia's* Board of Directors, ensuring that *Vocal Virginia'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, her, or their board leadership. Specific responsibilities include, but are not limited to:

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

Secretary: The Board Secretary is expected to establish and oversee sound documentation practices and effective communication procedures. 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 Virginia* keeps records of all official board communication (including but not limited to 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 organization's financial health. The Treasurer serves as a member of the Executive Committee and *Vocal Virginia'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 vital 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 that 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 Virginia's* Board of Directors and Officers' Roles and Responsibilities. I am committed to fulfilling these duties.

Signature: _____

Date: _____