

Board Member Job Description

Expectations

- Be informed about the organization's mission, goals, policies and services.
- Actively participate in all board meetings, discussions and events, paying careful attention to your duties of care, loyalty, obedience and confidentiality.
- Be well prepared for all board and committee meetings by reviewing the agenda and any supporting materials provided to you prior to the meeting.
- Be respectful and open to the potentially conflicting opinions and points-of-view of your fellow trustees.

Responsibilities

- Participate on at least one committee.
- Fulfill your fiduciary responsibilities, including reading, understanding and monitoring the financial statements and audit reports provided to you.
- Speak on behalf of the organization to the community.
- Contribute to the organization's fundraising efforts by providing and cultivating prospects.
- Sign and adhere to the organization's conflict of interest policy and code of ethics.

Restrictions

- Do not make special requests of the staff without prior express permission of the CEO or full board.
- Do not act independently of the board without prior express permission of the full board.
- Publicly support all decisions made by the full board, even if decisions conflict with your opinion and/or vote.

Duties of a Nonprofit Board Member

There are three fundamental legal duties that all board members must follow. These three duties, commonly known as fiduciary duties, apply to everything that the board of directors does. Board members must keep these duties in mind when making decisions or taking action for the nonprofit. If they fail to do so, they could be held liable for any negative consequences of their actions.

Duty of Care

The duty of care is often defined as “the amount of care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” In everyday terms, this means that a board member must exercise reasonable care when he or she makes a decision for the nonprofit.

In order to meet the reasonable care standard, board members must take an active and informed role in decision-making. They should be sure to attend board meetings on a regular basis, and be actively involved in those meetings.

Duty of Loyalty

All directors owe a duty of loyalty to the organization. The duty of loyalty requires a board member to keep the best interests of the organization in mind at all times when making decisions on the behalf of the organization. A board member must never put personal priorities or opportunities ahead of the organization’s interests. To comply with the duty of loyalty, boards members must be sure that they are acting with the organization’s interests in mind, not their own.

Duty of Obedience

The duty of obedience requires board members to be faithful to the organization’s mission. Their actions must be consistent with the organization’s mission statement, Articles of Incorporation, bylaws, and tax-exemption documentation. The nonprofit organization’s central goals must guide all board decisions. In addition, board members must also comply with all applicable laws and regulations.

Nonprofit board literature often refers to a fourth duty. The *duty of confidentiality* requires that individual board members keep all board discussions and decisions confidential until, if ever, the board determines it appropriate for the information to leave the boardroom. Nonprofits subject to state Open Meetings Act provisions may be required to disclose board meeting activity (legal counsel can assist in determining applicability).

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**Institute of Internal Auditors
Detroit Chapter
Board of Governors Contract**

I understand that as a member of the Board of Governors of the Detroit Chapter of the Institute of Internal Auditors (the Chapter), I have a legal and ethical responsibility to ensure that the organization applies best practices in pursuit of its mission. I will act responsibly as a steward of the organization's mission.

To fulfill my responsibility as a board member, I will:

- Act as an ambassador for the organization, interpreting its mission and values to the community
- Strive to attend (telephonically or in person) 75% of the board and board committee meetings
- Strive to attend 75% of the Chapter's meetings and events (including monthly meetings, seminars, social events, etc.)
- Ensure my organization makes a meaningful commitment to the Chapter via encouraging membership, participation and certification
- Act in the best interests of the organization and excuse myself from discussions or votes where I have a conflict of interest
- Stay up-to-date with the status of the organization
- Be an active participant in policy-making, discussions and other board business
- Work in good faith with other board members and staff members

To help me with my responsibilities, the organization will:

- Send me monthly financial reports and packets summarizing recent activity before each board meeting
- Offer me opportunities to discuss the organization's programs, goals, activities and status
- Offer me opportunities for professional development
- Respond in a forthright manner to my requests for information that will help me carry out my duties and responsibilities as a board member

If I do not fulfill my commitments to the board and the organization, I will expect that my tenure will be reviewed by the President and/or the full board.

If the organization does not fulfill its commitments to me, I am empowered to initiate a discussion with the President.

Signed:

Board Member

Date

Board Chair

Date