

# Board Member Roles and Responsibilities



## Board Leadership Roles



### Chairperson

- Presides at board meetings
- Creates meeting agendas
- Appoints committees and committee chairs
- Serves as the primary contact for the board
- Sets goals and objectives for the board
- Holds members accountable for attending meetings
- Doubles as the executive director at an all-volunteer organization



### Vice-Chair

- Prepares to assume the board chair
- Fulfills board chair duties when presiding officer is absent
- Assists the board chair in executing duties
- Serves on committees to learn board operations



### Secretary

- Distributes an agenda and relevant documents before meetings
- Prepares official board meeting minutes
- Assures that documents are filed and accessible
- Schedules board meetings
- Holds members accountable for their tasks



### Treasurer

- Reconciles bank accounts and produces financial statements
- Ensures legal forms are filed on time
- Serves as the finance committee chair
- Assists in preparing the annual budget
- Reviews the annual audit and presents it to the board

## BOARD MEMBER ROLE #1: CHAIRPERSON

To function effectively, every group needs a passionate leader. Your chairperson—also commonly referred to as the president in other organisations—serves as your **chief elected officer**, appointed if the organisation is new. As the leader of your board, there are many responsibilities that this individual takes on.

Here are a few duties that are commonly assigned to the chairperson:

- Presides at board meetings
- Creates a purposeful agenda in collaboration with the executive director
- Appoints people to committees and assigns committee chairs
- Serves as the contact for board issues
- Sets goals and objectives with the board and ensures they are met
- Holds members accountable for attending meetings
- May take on some executive director responsibilities in the nonprofit

It's important that this nonprofit board role is filled by a qualified and passionate individual. Your chairperson should be approachable and an objective listener. They should be a strategist and be incredibly knowledgeable about the organizations. Selecting a well-rounded and respected chairperson will prove invaluable to your team.

### **BOARD MEMBER ROLE #2: VICE-CHAIR/CHAIR-ELECT**

The vice-chair—also commonly referred to as the chair-elect or the vice president—generally offers support for the board chair and other leadership when needed. Think of the vice-chair as the future leader of your organization's board.

The vice-chair tackles the following duties:

- Prepares to assume the office of the board chair
- Fulfills the board chair's duties when the presiding officer is absent or if that office becomes vacant
- Assists the board chair in the execution of his or her duties
- Serves on committees as requested to learn the operations of the board

- Works closely with the board chair to transfer knowledge and history to prepare for leadership

Ideally, this board member role will be filled by someone who possesses similar qualifications as the current presiding officer. They'll be able to step up whenever need-be.

### **BOARD MEMBER ROLE #3: BOARD SECRETARY**

The role of a nonprofit board secretary is critical for the smooth operations of the board. Most commonly, this individual ensures that board members are given appropriate notice of meetings and proactively records these meetings. However, their duties extend beyond this and vary from organization to organization.

Some of the day-to-day responsibilities of board secretaries are as follows:

- Assures that an agenda has been prepared by the board president and/or CEO and that the agenda is distributed in advance of the meeting
- Oversees the distribution of background information for agenda items to be discussed
- Prepares the official minutes of the meeting and records motions, discussions, votes, and decisions
- Prepares and provides the previous meeting's written minutes to board members before the next meeting and records any changes or corrections
- Schedules and notifies board members of upcoming meetings
- Holds members accountable for their tasks

A board secretary has to be on top of every task, which also means that this individual needs a fluid set of skills. Some desirable qualities for this position include strong communication skills and the ability to organize and prioritize

tasks. This extremely driven and detail-oriented individual should also be well-versed in administrative work.

For a smaller nonprofit organization, a secretary could be just about anyone who is able to learn quickly and juggle many things. For larger nonprofit organizations, a nonprofit secretary is more likely to have a full 4-year degree and to have served in a secretary position before. Often, the executive director's administrative assistant will prepare board meeting documents, too.

#### **BOARD MEMBER ROLE #4: NONPROFIT TREASURER**

The nonprofit board treasurer deals with the organization's finances and makes important decisions regarding spending and investing. This role is a demanding and engaging one, with a lot of responsibility and opportunity to initiate change.

A nonprofit treasurer typically takes on the following responsibilities:

- Reconciles bank accounts and produces financial statements, which they present at board meetings
- Ensures tax-related documents and legal forms are filed on time, such as the documents required to maintain the organization's tax-exempt status
- Serves as chair of the finance committee and financial officer of the organization
- Manages, with the finance committee, the board's review of and action on its financial responsibilities
- Assists the chief financial officer in preparing the annual budget and presenting it to the board for approval
- Reviews the annual audit and answers board members' questions

Usually, a nonprofit board treasurer should be someone who already has experience in bookkeeping or accounting — but that's not always necessary. A board treasurer may simply be someone who is highly trustworthy since they'll be responsible for producing financial statements and handling the organization's funds.

In larger organizations, the board treasurer may be in charge of staff who will directly manage the organization's finances. Conversely, in smaller organizations, the board treasurer is more likely to do everything on their own.

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## The Basic Board Member Duties

No matter what your mission is or what expertise your members bring, any nonprofit board member must fulfill three specific core legal responsibilities. For any organization, the following duties are adopted across many organizations and should be expected of your board members.

# The 3 Core Board Member Duties



**DUTY OF CARE**

Board members should fulfill their roles to the best of their abilities. This means proactively participating and communicating.



**DUTY OF LOYALTY**

All activities should be done in the best interest of the organization, not in the best interest of individual board members.



**DUTY OF OBEDIENCE**

The board should follow organizational rules as defined in the nonprofit's governance documents.

## 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 and 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 nonprofit'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 duties of a nonprofit board member 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 nonprofit's standing in the community.**

As the executive director, 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.

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# Crucial Board Member Responsibilities



## **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 nonprofit's board should adhere to the following seven core responsibilities.

# The Most Important Board Member Responsibilities



## 1) BOARD MEMBERS SHOULD ADVANCE THE MISSION OF THE ORGANIZATION.

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

**This responsibility will come naturally for 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 nonprofit, they should paint your organization 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 a nonprofit. Every board of directors needs to understand internal policies and the legal implications of your organization. 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 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. While registered 501(c)(3) organizations are exempt from income tax, 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 the nonprofit

Many countries 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. After all, this is when they can share their insight, get creative, and have deep conversations about promoting a mission that has a special place in their hearts. 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 make sure to 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 is one of the most important board responsibilities as it has the greatest impact on the organization's growth and vitality. The executive director serves as the gateway between the nonprofit'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:

# The Process of Hiring a Nonprofit Executive Director



## 01

### Conduct an Organizational Assessment

Your hiring committee should assess your nonprofit's strengths and weaknesses to determine gaps. Using this information, they can determine which skills and experiences your next executive director should have to fulfill those needs.

## 02

### Oversee the Selection Process

Your committee should develop a comprehensive job description that articulates the necessary qualifications for the position. From here, they must undertake a careful search and conduct interviews to find the most qualified candidate.

## 03

### Conduct an Annual Evaluation

To ensure ongoing success, the nonprofit's board should assess the executive director at least once a year. The evaluation should take into account several quantitative and qualitative metrics, which vary from organization to organization.



1. **Assess the organization's needs.** Determine your nonprofit'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 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.

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3. **Provide support and conduct an annual evaluation.** After hiring the new executive director, 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 nonprofit 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, 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 FIND DIGITAL TOOLS TO IMPROVE COMMUNICATION.**

As part of the board's primary responsibilities, they should make the most of their resources and take the necessary steps to ensure proper governance. This means employing exceptional board software like [Boardable](#) to enhance communication and conduct highly-efficient meetings.

A little research will lead to excellent tools that automate almost everything the board does. For instance, Boardable is a one-stop app for all your board management tasks with easy-to-use features like:

Implementing the right tools frees your board from distractions, allowing everyone to focus on governance, strategy, and other vital areas to your mission. A solution like Boardable comes with standout features (like those mentioned above) to boost efficiency. Give our board software a test run to get a feel of the intuitive system — no credit card or commitment required!

#### **7) 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 the 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 their responsibilities, guidelines, and goals. **It's the full board's responsibility to regularly assess each committee's success and adjust accordingly.**

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## Wrapping Up

Enthusiastic board members can breathe new life into any organization. But, that's only if they first fulfill their basic responsibilities. As a leader of your nonprofit's board, it's up to you to ensure your fellow board members understand what they should (and shouldn't) be doing. This way, they can leverage their skills and direct their energy into advancing your organization's mission in a sound, legal, and ethical manner.

A board of directors does not exist solely to fulfill legal duties, but rather, they contribute to the organization's culture, strategic focus, and financial sustainability. A well-functioning board that adheres to its responsibilities is essential to the health and sustainability of any nonprofit.