

## Cycles for Change Board of Directors Job Description

### **Purpose**

The Board of Directors (BOD) is responsible for developing, communicating, and implementing the goals of the organization. By law and by custom, all directors are expected to perform three basic duties on behalf of the organization and its owners: Care, Loyalty, and Obedience.

- Care**            You are expected to use the same good judgment in overseeing the organization's operations that an "ordinarily prudent person" would use in similar circumstances.
- Loyalty**        You are expected to put the organization before your own personal interests, and to act in good faith in all your dealings with the organization.
- Obedience**    You are expected to ensure that the organization follows its articles of incorporation, its bylaws, and is operating within all local, state, and federal laws and regulations that apply to the business.

### **Specific Duties**

#### *Participation*

- Attend regularly scheduled board meetings
- Attend scheduled board trainings and retreats
- Participate in and support fundraising events

#### *Planning*

- Approve the organization's philosophy and review management's performance in achieving it.
- Annually assess the internal and external environment and approve the organization's strategy in relation to it.
- Annually review and approve the organization's plans for funding its strategy.
- Review and approve the organization's five-year financial goals.
- Annually review and approve the organization's budget.
- Develop and approve major policies.

#### *Organization*

- Fully understand and support the Vision, Mission and Values of the organization.
- Establish policies to guide the work of the Board.
- Represent the organization to the public and private sector and serve as an ambassador.
- Elect, monitor, appraise, advise, support, reward, and, when necessary, change top management.
- Be assured that management succession is being properly provided.
- Be assured that the status of organizational strength and manpower planning is equal to the requirements of the long-range goals.
- Approve appropriate compensation and benefit policies and practices.
- Ensure the board's succession by recruiting and training persons to fill board vacancies.
- Annually approve the Performance Review of the executive director and establish their compensation.
- Determine eligibility for and appoint any board committees and oversee the work product of those committees.
- Annually review the performance of the Board and take steps to improve its performance.
- Prepare and publicize board meeting agendas.

## ***Operations***

- Review the results achieved by management as compared with the organization's philosophy, annual and long-range goals, and the performance of similar organizations.
- Be certain that the fiscal policies and financial structure of the organization are adequate for its current needs and its long-range strategy.
- Ensure that the organization has sufficient capital and cash flow to remain viable.
- Provide candid and constructive criticism, advice, and comments.
- Approve major actions of the organization, such as capital expenditures and major program and service changes.
- Authorize legal action on behalf of the organization.

## ***Financial***

- Be assured that the Board and its committees are adequately and currently informed—through reports and other methods—of the condition of the organization and its operations.
- Ensure that the organization is protected for acts of all parties that have fiscal or legal responsibilities.
- Be assured that published reports properly reflect the operating results and financial condition of the organization.
- Ascertain that management has established appropriate policies to define and identify conflicts of interest throughout the organization, and is diligently administering and enforcing those policies.
- If required, appoint an independent auditor.
- Review compliance with relevant material laws affecting the organization.

## **Qualifications**

- Commitment to Cycles for Change mission and goals.
- Ability to follow through on commitments and responsible in carrying out board duties.
- A good communicator; able to articulate complicated information simply.
- Ability to work well with others representing a diversity of backgrounds.
- Ability to respect others and is in turn well-respected (one to whom others will listen).
- Willingness to practice personal and professional integrity.
- Ability to work as part of a team.

Cycles for Change directors must be willing to commit a minimum of four (4) hours per month to the business of the organization.

## **Makeup**

Minimum size: Five

**Meetings** – The board must meet annually in the spring to elect directors and officers, and then at least an additional three times during the year (as specified in Bylaws). Meeting frequency, date, time, and location are to be determined by the board of directors.

**Term** – Directors serve 18-month terms (Bylaws)