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**Board Member Responsibilities and Duties**

Adopted 12-07-07, Amended 5-22-08 and 3-17-2010, 7-29-10, 6-27-12

**Board Culture**

The culture of the CFGV – by which we mean the way in which we interact – includes the following:

* Recognizing our many different talents, community connections, points of view, and ways of thinking, and a deep respect for these diverse attributes
* Valuing dialogue as the backbone for decision-making, which includes asking hard questions, listening well, and expressing our opinions
* Making decisions in a clear, timely and accountable way

**Board Responsibilities**

According to nonprofit corporation law, a board member has three legal responsibilities:

* The Duty of Obedience means that the CFGV’s mission guides all decisions, and that the organization functions within federal, state and local law and within its own bylaws and policies.
* The Duty of Care means that Board members exercise careful oversight of financial matters and organizational records such as minutes and ensure that CFGV is accountable to donors and the public.
* The Duty of Loyalty means that Board members’ conflict of interest (including perceived conflict of interest) must be avoided.

A Board member has procedural responsibilities:

* Attend most meetings of the Board, actively participate on a committee, and attend most CFGV events, otherwise participate as needed in the governance of CFGV
* Determine the organization’s purpose, and design and review plans within this purpose
* Review, understand, approve and oversee the governance policies, budget/audit, reports and records of the CFGV
* Ensure that resources – financial and human – are available for the CFGV to achieve its plans
* Select an Executive Director, and periodically review the Executive Director’s performance within the context of his or her job description
* Represent the CFGV positively and visibly in the community
* Follow trends that affect the CFGV
* Acquire skills necessary to provide the best possible stewardship
* Prepare for committee and Board meetings by reading materials provided in advance
* Evaluate its own performance as a Board

A Board member has ethical responsibilities:

* Acknowledge and support the Executive Director's managerial authority as provided in the Executive Director's job description
* Ensure that discussions within the Board remain confidential
* Stay informed on trends that affect nonprofit boards
* Remain free of conflicts of interest, or perceived conflicts of interest, with full disclosure

A Board member has financial responsibilities:

* Make an annual financial contribution to the CFGV’s Operating Fund. No quota is set, but it is understood that this amount will represent what is, for each member, a significant/challenging contribution
* Participate as appropriate in raising other funds for the organization.