

Board of Director Roles and Responsibilities

Determine the organization's mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means and primary constituents served.

Select the Executive Director. Boards must reach consensus on the Executive Director's responsibilities and undertake a careful search to find the most qualified individual for the position.

Provide proper financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place. *Board members are legally financial fiduciaries for the organization.*

Ensure adequate resources. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.

Ensure legal and ethical integrity and maintain accountability. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.

Ensure effective organizational planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.

Recruit and orient new board members and assess board performance. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.

Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

Determine, monitor and strengthen the organization's program and services. The Board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.

Support the Executive Director and assess his or her performance. The board should ensure that the Executive Director has the professional support he or she needs to further the goals of the organization.

Officer Roles and Responsibilities

Chair: The Chair is the leader of the board and the primary liaison between the staff and the board. The Chair finalizes the schedule and runs all board meetings.

They review and approve the meeting agenda and follow up directly with board members to ensure they are accountable to their commitments to CV and that they have all that they need to be successful as board members. The buck stops with the board chair. They are responsible for executing bonds, cost share agreements, and other contracts except where required by law to be otherwise signed and executed.

Vice-Chair: The Vice-Chair shall have the powers and shall exercise the duties of the Chair whenever the Chair, by reason of illness or other disability, or absence, is unable to act. They are also the Chair's right-hand person. They provide support to the Chair and help realize the Board's goals and objectives.

Secretary: The Secretary must attend all board meetings. They record meeting minutes and make sure they are distributed for approval at the following board meeting. The Secretary is responsible for authenticating the records of the corporation and plays a key supporting role in the board development committee. Secretaries also ensure compliance with government laws and the organization's bylaws. They are supervised by the Board Chair and must provide support as needed to the Board.

Treasurer: The Treasurer is responsible for the organization's financial affairs. The Treasurer shall:

- have custody of the funds and securities of the corporation,
- ensure that full and accurate accounts of receipts and disbursements are maintained in the books of the corporation,
- deposit all moneys and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the Board of Directors,
- provide to the Chair and Board of Directors, at the regular meeting of the Board of Directors and at such other times as may be reasonably required, an accurate account of the financial condition of the corporation.

The Board may require that the Treasurer give the corporation a surety bond¹ in such form and

¹ A surety bond is a written agreement that guarantees a task or service will be completed in accordance with the terms spelled out in the bond. The three parties involved in a surety bond are:

- **Obligee:** The party requiring a guarantee that work will be performed according to certain terms.
- **Principal:** The business that is hired to perform work according to the terms of the bond.

amount as the Board, in its discretion, may require, for the faithful performance and discharge of the duties of their office. The Treasurer shall have authority, subject to the approval of the Board of Directors, to contract for accounting services on behalf of the corporation.

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- **Surety:** The entity issuing the bond and guaranteeing that the principal will meet its obligations. The surety, typically an insurance company, is financially responsible to the obligee if the principal fails to meet obligations.

Source: <https://www.nerdwallet.com/article/small-business/surety-bonds-what-they-are-when-you-need-one>

Statement of Board Member Commitment

Members of the Board of Directors of Cascade Volunteers (CV) have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. A board member believes in the purpose and the mission of the organization, and acts responsibly and prudently as its steward.

A board member will:

Represent the organization. Explain the work and values of CV to the community and act as a spokesperson.

Represent CV stakeholders. Work to understand the needs of the Willamette National Forest, CV volunteers, and others served by CV and their significance to the organization. Speak out for their interests and on their behalf.

Actively share in CV work. Participate in and take responsibility for making decisions on issues, policies, and other matters; ask questions and request information as needed; commit to raising questions and concerns. Work in good faith with staff and other board members as partners toward achievement of CV goals.

Participate in board events. Attend at least 9 regularly scheduled board meetings annually, participate on at least one board committee, and attend special events (ad hoc in-person meeting, retreats, fundraising activities, or other events). Attendance via virtual video platform is acceptable.

- If unavailable to attend a meeting or event, inform the chair, vice chair, or executive director beforehand.
- Being unexcused for three board meetings may be cause for removal from the board of directors.

Support CV financially. Each year, but no later than Thanksgiving and without having to be asked, make a personally meaningful financial contribution.

Be conscious of conflicts of interest. Excuse themselves from discussions and votes where they have a conflict of interest.

If a board member is unable, for any reason, to fulfill their duties and responsibilities to CV, they should immediately notify the board chair and executive director of that fact, and help transfer any outstanding responsibilities to other members. They should also expect the board chair to contact them to discuss their responsibilities if they do not fulfill these commitments.

In turn, CV will assist board members in the following ways:

Share relevant organizational information. Without being requested, board members will receive quarterly financial reports and an update of organizational activities, in order to enable them to meet the “prudent person” standards of the law. CV will offer opportunities to discuss with the executive director and the board chair the organization’s programs, goals, activities, and status; additionally, any board member can request such opportunities.

Offer professional development. The organization will help board members perform their duties by keeping them informed about issues in the industry and field in which CV is working and by offering them opportunities for professional development as board members.

Respond to questions and concerns. Other board members and staff will respond in a straightforward fashion to questions raised that a member believes must be answered to carry out their fiscal, legal, and moral responsibilities to this organization. Board members and staff will work in good faith with each other toward achievement of CV’s goals.

Respond to feedback. If the organization does not fulfill its commitments to a board member, the member can call on the board chair and executive director to discuss the organization’s responsibilities to them.