Outline of Board Roles & Responsibilities

I. Legal/Fiduciary Role

A. Statutory Standard:
Example: Chapter 180, Section 6C, Massachusetts General Laws:

A director, officer or incorporator of a corporation shall perform his or her duties as such, including, in the case of a director, his or her duties as a member of a committee of the board on which he or she may serve in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position with respect to similar corporation organized under this chapter would use under similar circumstances.

B. General Responsibilities:

- Governance:
  Oversee/Evaluate
  Review/Monitor

- Leadership
  In partnership with CEO and management, guide the mission and direction

- Stewardship:
  Ensure dedication to, and use of assets for, benefit of public

C. Specific Responsibilities:

- Hire/support/evaluate/discharge CEO
- Review and approve annual budget
- Review and approve major organizational decisions, commitments, and plans including expenditures, loans, and leases
- Evaluate progress toward program and financial goals
- Ensure the continuity of the organization through development and recruitment of executive staff
• In conjunction with executive staff, provide leadership on organizational transition, structure and planning
• Conduct affairs of the board including board development, transition, and effectiveness

D. Meeting Specific Responsibilities Through:

• Board Orientation
• Information Flow: Financial statements, reporting regarding programs and operations, planning
• Each Director's Exercise of Informed, Independent Judgement
• Appropriate Board Organization and Continuity
• Board Meetings, Agendas, Minutes, Documentation
• Appropriate Committee Structure
• Protecting Assets of Organization
• Determination of Board-Executive Staff Relationship and Extent of Delegation of Management Authority

II. Supporting Functions

Fundraising
Planning
Public and Community Relations
Others as Needed