**Sample Job Description: Individual Board Member**

**The Fundamental Duty of Oversight**

Under the laws of most states, the board of directors of a non-profit organization is the party responsible for the organization. The board must supervise and direct its own officers and govern the organization’s efforts in carrying out its mission. The duties of care, loyalty, and obedience describe the manner in which the directors are required to carry out their fundamental duty of oversight.

**Duty of Care**

*Duty of Care* requires board members to have knowledge of all reasonably available and pertinent information before taking action. The board member must act in good faith, with the care of an ordinarily prudent businessperson in similar circumstances, and in a manner he or she reasonably believes to be in the best interest of the organization.

**Duty of Loyalty**

*Duty of Loyalty* requires board members to candidly discharge their duties in a manner designed to benefit only the hospital or health system, not the individual interests of the board member. It incorporates the duty to disclose situations that may present a potential for conflict with the organization’s mission, as well as a duty to avoid competition with the organization.

**Duty of Obedience**

*Duty of Obedience* requires board members to ensure that the organization’s decisions and activities adhere to its fundamental corporate purpose and charitable mission, as stated in its arti­cles of incorporation and bylaws.

Each board member is also entrusted with individual responsi­bilities as a part of his or her board membership. The obligations of board service are considerable; they extend well beyond the basic expectations of attending meetings or participating in hospital events. Individual board members are expected to meet higher standards of personal conduct on behalf of the organization than what is usually expected of other types of community volunteers.

Yet, despite all of these “special” responsibilities, board mem­bers as individuals have no special privileges, prerogatives, or authority. They must meet in formal sessions to negotiate and make corporate decisions.

A clear statement of individual board member responsibilities adapted to the organization’s needs and circumstances can serve at least two purposes:

* It can help with the process of recruiting new board members by clarifying expectations before candidates accept nomination.
* It can provide criteria by which the committee responsible for identifying and recruiting prospective nominees can review the performance of incumbents who are eligible for reelection or reappointment.

**General Expectations**

Prospective and incumbent board members should commit themselves with regards to the following:

* Know the organization’s mission, purposes, goals, policies, programs, services, history, strengths, and needs.
* Perform the duties of board membership responsibly and con­form to the level of competence expected from board mem­bers as outlined in the duties of care, loyalty, and obedience.
* Prepare for the policy discussions and decision making re­quired for governance excellence within the organization.
* Serve in leadership positions and undertake special assign­ments willingly and enthusiastically.
* Suggest possible nominees to the board who are individuals of achievement and distinction and who can make significant contributions to the work of the board and the organization’s progress.
* Avoid prejudiced judgments on the basis of information re­ceived from individuals and urge those with grievances to fol­low established policies and procedures through their super­visors (all matters of potential significance should be called to the attention of the CEO and the board’s elected leader as appropriate).
* Avoid asking for special favors of the staff, including special requests for extensive information, without prior consultation with the CEO, board, or appropriate committee chairperson.
* Know the difference between the board’s role and the role of the CEO and management.
* Counsel the CEO as appropriate and support him or her through difficult relationships with groups or individuals.
* Give an annual gift according to personal means.
* Assist the development committees or affiliated foundation and staff by implementing fundraising strategies through per­sonal influence with others (e.g., corporations, individuals, and foundations). *(Note: this is appropriate for organizations that do not have a separate foundation board; remove this if the founda­tion board members have this responsibility.)*
* Participate annually in educational opportunities to remain current on changing trends and issues affecting governance.

**Meetings**

The board only exists, in both a legal and functional sense, when it meets. Consequently, board meetings are the center of governance. The way they are planned and conducted—in addition to the dynamics that emerge in them—significantly influence the quality of governance. Therefore, individual board members are expected to:

* Prepare for board and committee meetings, including appropriate organizational activities.
* Participate in board and committee meetings with forethought, courtesy, critical thinking and analyses, and attention to results.
* Ask timely and substantive questions at board and committee meetings consistent with the board member’s conscience and convictions, while at the same time supporting the majority decision on issues decided by the board.
* Maintain confidentiality of the board’s executive sessions, and speak for the board or organization only when authorized to do so.
* Suggest agenda items periodically for board and committee meetings to ensure that significant, policy-related matters are addressed.

**Conflict of Interest**

Conflict of interest, confidentiality, disclosure—these concepts figure prominently in the understanding of governance responsibilities. They do not tell a board, or an individual director, how to govern; rather, they imply a code of conduct and ethical behavior. In order to prevent using the power, position, or information derived from their situations to influence organizational activities and decisions, individual board members must:

* Serve the organization as a whole rather than any special interest group or constituency. The board member’s first obligation is to recognize that he or she represents only the organization’s best interests.
* Disclose any possible conflicts to the board in a timely fashion.
* Maintain independence and objectivity and act with a sense of fairness, ethics, and personal integrity, even though you may not be required to do so by law, regulation, or custom.
* Never offer or accept favors or gifts to or from anyone who does business with the organization.