

The Muttart Foundation

Alberta



BOARD DEVELOPMENT

Developing Job Descriptions
for Board Members of
Nonprofit Organizations

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**Developing Job Descriptions for
Board Members of Nonprofit Organizations**

A Self-Guided Workbook

The Right to Copy this Workbook

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An Important Note Before You Get Started

Nonprofit organizations vary considerably in their make-up, their objectives and their methods of operation.

The information in this workbook is written generally and may not exactly fit the needs of your organization. It is meant to be a starting point for you to deal with some of the issues which face many nonprofit organizations.

The publisher does not give legal or other professional advice. Therefore, if you are doubtful about acting on any information in this workbook or want clarification, you may wish to seek professional advice to make sure it answers your concerns and issues.

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Introduction

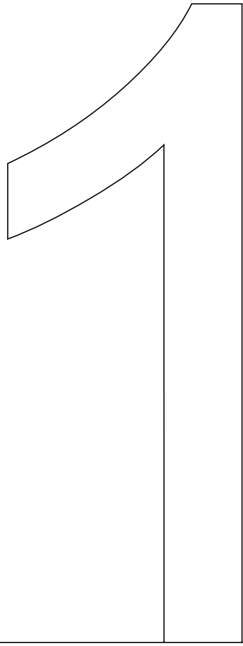
This workbook is a guide to help board members develop and rewrite job descriptions that reflect the responsibilities of serving on a nonprofit board.

The exercises and worksheets can be completed by an individual, a group or committee. These suggestions and ideas are guidelines to help you get started. You will need to tailor the information in this workbook to your organization. You may photocopy the material for use in your nonprofit organization.

You will find a glossary on page 31 that defines many of the terms in this workbook.

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Why Have Board Job Descriptions?

The Societies Act regulates nonprofit societies in Alberta. Bylaws are required to incorporate as a registered society. These bylaws must contain a provision for electing and removing board members and officers. Bylaws must also describe the duties, power and payment of these individuals.

The Act does not specify how many officers, or which officers, you need. However, you need a minimum of a chairperson or president and a secretary in order for the board to function effectively. The chairperson provides leadership and organization for the board. The secretary deals with the business aspects of the board.

Most boards find that it takes more than two officers to do all of the work required. Your board must decide how many board members you need, what officers you need, and how much authority you assign to each position. Job descriptions are an effective method for gathering this information.

There are other reasons to develop good job descriptions for your board members. You must know what you are expected to do as a board member and how that relates to others you work with. Clear job descriptions save valuable time and promote good relations among board members and staff.

A board must decide what it expects of a board member. The board communicates its expectations and standards to prospective candidates during the recruitment process. A written job description is used to orient new board members and to evaluate current board members' effectiveness.

A board job description outlines:

- the role of the board position
- the responsibilities of the board position
- the duties of the board position
- performance expectations
- length of term
- review dates of the position
- benefits of being a board member
- time and financial requirements

There are more reasons to have good job descriptions:

- A job description makes tasks more manageable. Clearly defined and evenly distributed tasks reduce volunteer burnout.
- A job description shows board volunteers how they fit into the organization. The board member feels more involved and committed.
- A job description gives a clear idea of the organization's expectations, such as time commitments and financial requirements.
- A job description allows for the board volunteer's suggestions for the job requirements. Together, the organization and board volunteer can evaluate performance and recognize achievement.
- A job description makes board recruitment easier. Prospective volunteer board members are more likely to serve on your board if their role is clearly defined.

It can be time consuming to write job descriptions for your board. What tangible benefits do you see for your board in developing written job descriptions?

WHAT IS YOUR IDEAL BOARD SIZE?

Cyril Houle writes in *Governing Boards: Their Nature and Nurture* that a board “should be small enough to act as a deliberative body...[and] large enough to carry out the necessary responsibilities.”

It is a good idea to evaluate the size of your board before you develop job descriptions. Your current board size may be based on past history or structures that do not reflect your current needs. You need a certain number of informed decision makers with the skills to carry out the work of your organization. You must decide what that number is.

Take a moment to review the size of your board. Is the work getting done effectively and efficiently?

1. How large is your board?

2. How many board positions do your bylaws allow your organization to have?
What are they?

3. List reasons why this board size works for your organization.

4. List reasons why this board size does not work for your organization.

5. List reasons why you might want to increase or decrease the size of your board.
Reasons to increase:

Reasons to decrease:

6. What does your ideal board look like?

7. What needs to be done to move towards your ideal board? For example,
do you need to change your bylaws?

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What Type of Board Do You Have?

This workbook is designed for members of Governing Boards. A Governing Board of an independently incorporated organization is elected by the membership. The board is the body responsible for the organization's highest level of decision-making and legal authority. By law, the governing board is accountable for, and has authority over, the affairs of the organization.

The board is made up of individual board members acting together as a whole. Any board determines and communicates the purpose and scope of the organization. This is called the organization's vision. The vision defines the boundaries within which the organization operates.

Governing Boards are responsible for:

- **Purpose** – determining what community need(s) the organization wishes to address and how they will fulfill it.
- **Progress** – setting the rate at which the organization takes on activities, programs and services to fulfill its purpose.
- **Continuity** – making sure that there are enough financial and human resources in place to guarantee the existence of the organization.
- **Identity** – clarifying to the community the organization's values, beliefs, and services.

There are two types of governing boards: Policy Governing and Administrative Governing. Both types of boards have the same roles, responsibilities and functions. Both make policy. They are different from each other in how they carry out these functions.

- The Policy Governing Board governs the organization by making policy. This policy determines the long-term direction of the organization. The board hires a senior staff person such as an executive director to implement the board's policies, and to manage the day-to-day business of the organization. The executive director is accountable to the board. Front-line staff and service volunteers are accountable to the executive director. These staff members and volunteers implement programs and services.

- The Administrative Governing Board also governs through policy making. However, it may implement some of the policies and plans itself. The board may assign its Executive Committee to implement policies and manage the organization. The Executive Committee carries out the roles, responsibilities and functions of an executive director. The Executive Committee is accountable to the board as a whole. An administrative governing board has no paid senior staff to manage the organization. However, it may have other paid staff, such as cashiers, bookkeepers or daycare workers, to implement programs and services.

Your board job descriptions must reflect the type of board your organization has.

Is your board a policy governing or an administrative governing board?

If you have a policy governing board, who is the senior staff person who manages your organization?

If you have an administrative governing board, what structure or method do you use to manage the organization?

3

How to Develop a Board Member's Job Description

Many board members serve for months before they really understand what they are supposed to do. This confusion can waste valuable time and energy for your organization. Clearly written job descriptions cut through the confusion.

The first job description to develop is for the general board member. This job description applies to every member of the board.

Your board member's job description may be simple or complex, depending on your organization. The job description contains the following information:

Position – What is the job title?

Authority – What authority does the position have?

Responsibility – Who is it accountable to? What are the broad areas of responsibility?

Requirements – What is expected of board members?

Term – How are board members elected and for how long? How do board members leave the board?

General Duties – What are the typical duties board members are responsible for?

Evaluation – How will board members' effectiveness be assessed?

Review Date – When will this job description be reviewed?

Approval Date – When was it last approved?

Your board must approve the job descriptions for your board members.

When you use the job description to recruit board members, add three pieces of information:

Qualifications and Skills

What specialized or practical skills are needed to do the job? What human relation skills, such as communication and problem solving, are needed?

Benefits

What benefits can a board member expect to receive? This might include:

- Satisfaction of making a difference in the community
- Opportunity to work with individuals of diverse backgrounds
- Development of effective decision-making skills
- Increased understanding of group dynamics and relationships

Time and Financial Requirements

What is a realistic estimate of the time required to be a board member? What will it cost to be a board member?

See Appendix 1 on page 32 for a form you can use to calculate time and financial requirements for board members.

Following is a sample job description for a board member of a Policy Governing Board.

**(Name of the Organization)
Job Description**

Position: Board Member

Authority and Responsibility

The Board of Directors is the legal authority for (Name of the Organization). As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of the organization.

Requirements

Requirements of Board membership include:

1. Commitment to the work of the organization.
2. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy.
3. Willingness to serve on committees.
4. Attendance at monthly Board meetings.
5. Attendance at meetings of assigned committees.
6. Attendance at Annual General Meetings
7. Attendance at membership meetings.
8. Support of special events.
9. Support of, and participation in, fundraising events.
10. Financial support of (Name of the Organization).

Term

Directors are elected by the membership at the Annual General Meeting. Directors serve for a two-year term. Directors may be released at the end of the elected term, by resigning, or according to (Name of the Organization)'s bylaws.

General Duties

A Director is fully informed on organizational matters, and participates in the Board's deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.

The Director must:

1. Approve, where appropriate, policy and other recommendations received from the Board, its standing committees and senior staff.
2. Monitor all Board policies.
3. Review the bylaws and policy manual, and recommend bylaw changes to the membership.
4. Review the Board's structure, approve changes, and prepare necessary bylaw amendments.
5. Participate in the development of (Name of the Organization)'s organizational plan and annual review.
6. Approve (Name of the Organization)'s budget.

7. Approve the hiring and release of the executive director, including the executive director's employment contract, based on the recommendation of the Personnel Committee.
8. Support and participate in evaluating the executive director.
9. Assist in developing and maintaining positive relations among the Board, committees, staff members, and community to enhance (Name of the Organization)'s mission.

Evaluation

A Director's performance is evaluated annually based on the performance of assigned Board requirements and duties.

Review Date and Approval Date

The Personnel Committee annually reviews the Board Member Job Description.

Recommended changes are presented to the Board.

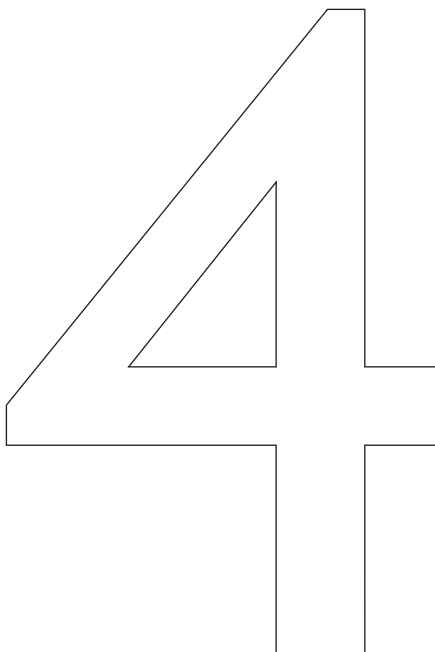
Approval Date:

Review Date:

Note: A board member job description for Administrative Governing Boards should also spell out management or implementation duties expected of board members. This is necessary because there is no executive director or senior staff.

A job description cannot detail everything expected of board members. For example, a board expects individual members to act with integrity and to use ethical conduct as they carry out their duties. A board member's commitment includes proper use of authority and appropriate group and individual behaviour when acting on behalf of the organization.

Many boards are adopting codes of conduct to cover these important issues. Find a sample code of conduct in Appendix 2 on page 33.



Job Descriptions for Officers of the Board

In addition to a job description for every Board Member, you will develop job descriptions for every officer of your board. Your organization's bylaws contain a brief description of officer positions. You need a more detailed job description to clearly explain these important jobs. These job descriptions contain the same types of information as the general board member job description:

- Position
- Authority and responsibility
- Requirements
- Term
- General duties
- Evaluation
- Review date and Approval date

Board officers have additional responsibilities to make sure that the board's work is completed. Remember that no board member has more authority than another, even if they hold different positions.

For example, the president of a board provides leadership to the board and usually chairs board meetings. However, the president of

a board does not have the authority to veto board decisions. Board policies and decisions can only be changed through motion and a board vote as described in the bylaws.

So what do board officers actually do? The following section contains information on duties for specific board positions. Use these pages to check off duties and responsibilities which apply to your situation. You can use the additional space to add duties and responsibilities that are not covered.

Use the worksheet on page 29 of the workbook to complete the job descriptions.

Position	Page
Director-at Large or Board Member	18
Chairperson or President	18
Vice-Chairperson or President-Elect	20
Secretary	20
Treasurer	22
Past Chairperson	23
Board Committee Chairperson	23

WHAT MIGHT A DIRECTOR-AT-LARGE DO?

A Director-at-Large is the same as a Board Member. Find a job description for this position on pages 14 – 15.

All board members carry out Director-at-Large roles in addition to any other executive or committee chairperson role they take on.

Some small boards do not have formal Director-at-Large positions. The board itself is also the Executive Committee.

As you review the job description for a board member, are there other requirements, duties or responsibilities you want to add for your board?

Add any other duties in the space below.

WHAT MIGHT THE CHAIRPERSON OR PRESIDENT DO?

Both Chairperson and President are titles used for this Board position.

- Provides leadership to the Board of Directors.
- Makes sure the Board adheres to its bylaws and constitution.
- Prepares the Board’s agenda with input from Board Members and the senior staff person.
- Chairs meetings of the Board.
- Encourages Board members to participate in meetings and activities.
- Keeps the Board’s discussion on topic by summarizing issues.
- Keeps the Board’s activities focused on the organization’s mission.
- Evaluates the effectiveness of the Board’s decision-making process.
- Chairs meetings of the Executive Committee.
- Makes sure that committee chairpersons are appointed.
- Orients Board Members and committee chairpersons to the Board.
- Serves as ex officio member of committees and attends their meetings when needed.
- Makes sure there is a process to evaluate the effectiveness of Board Members, using measurable criteria.

- Recognizes Board Members' contributions to the Board's work.
- Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications.
- Plays a leading role in supporting fundraising activities.
- Promotes the organization's purpose in the community and to the media.
- Prepares a report for the Annual General Meeting.
- Orients the new Chairperson.

Add any other duties in the space below.

Depending on your board type and structure, the Chairperson also performs these duties:

Policy Governing

- Has no direct role in carrying out programs and services.
- Chairs the Executive Committee. This may include coordinating the committee's work, preparing the Board's agenda, and acting on behalf of the Board in emergencies outlined in the mandate.
- Makes sure that Board Members remain in their governance role. Paid staff and service volunteers implement and manage program and services.

Administrative Governing

- Leads the Executive Committee which manages and makes sure programs and services are implemented.
- Acts in the role of a service volunteer, as well as a board volunteer, to assist in operating programs.
- Makes sure that the Board governs as well as manages programs and services.

WHAT MIGHT THE VICE-CHAIRPERSON OR PRESIDENT-ELECT DO?

Both Vice-Chairperson and President-Elect are titles used for this position.

- Acts in the absence of the Chairperson.
- Serves on the Executive Committee.
- Learns the duties of the Chairperson and keeps informed on key issues.
- Works closely as consultant and advisor to the Chairperson.
- Prepares to serve a future term as Chairperson.
- Chairs at least one major committee.
- Acts as a signing officer for cheques and other documents.
- Orients the new Vice-Chairperson.

Add any other duties in the space below.

Some organizations have several vice-chairpersons, each in charge of a different section for the board. For example, there could be a Vice-Chair of Advocacy and a Vice-Chair of Personnel.

When the Vice-Chair acts in the absence of the Chairperson, there are differences in duties and responsibilities based on board type. Check the Chairperson job description to review these differences.

WHAT MIGHT THE BOARD SECRETARY DO?

Some boards combine Secretary and Treasurer roles into one position.

- Serves on the Executive Committee.
- Keeps copies of the organization's bylaws and the Board's policy statements.
- Keeps lists of officers, Board Members, committees and General Membership.
- Notifies Board Members of meetings.
- Brings official minute book to meetings.
- Keeps record of Board attendance.
- Makes sure that there is a quorum at Board meetings.
- Keeps accurate minutes of meetings.
- Records all motions and decisions of meetings.
- Signs Board minutes to attest to their accuracy.

WHAT MIGHT THE BOARD TREASURER DO?

Some boards combine Secretary and Treasurer roles into one position.

- Serves on the Executive Committee.
- Gives regular reports to the Board on the financial state of the organization.
- Keeps financial reports on file.
- Chairs the Finance Committee.
- Orients the new Treasurer.
- Acts as signing officer, with another officer or Executive Director for cheques and other documents.

Add any other duties in the space below.

Depending on your board type and structure, the Treasurer also performs these duties:

Policy Governing

- Many policy governing boards have an executive director or a paid business manager to manage day-to-day finances. In this case, the Board Treasurer has a responsibility to oversee the financial functioning of the organization and provide reports for the board. The Board Treasurer may oversee an independent audit from an outside accounting firm.
- Makes sure that all employee deductions are remitted.
- Keeps accurate accounts of Board receipts and disbursements for Board-related expenditures.
- Speaks for the budget in partnership with the executive director and Finance Committee.
- Makes sure all necessary financial reports are filed.

Note: in policy governing boards, the duties of the Treasurer do not interfere with the executive director's financial accountability to the board.

Administrative Governing

- Administrative governing boards have no executive director or senior staff person. The Board Treasurer deals with the day-to-day financial affairs. This person may be assisted by a paid clerical staff person. The Board Treasurer is responsible for the accounting of the funds of the organization, its budget and expenditures.
- Keeps full and accurate accounts of all organizational receipts and disbursements.
- Receives and banks all monies due to the organization.
- Disburses all monies as directed by the Board.

- Prepares and monitors overall budget with Finance Committee. Prepares program budgets with Program Chairperson.
- Submits Canada Employment Insurance Commission (CEIC) and Canada Pension Plan (CPP) payments to Canada Revenue Agency for all paid staff. This person may also do other payroll functions.
- Files necessary financial reports, tax reports and audits.

Note: Past Chairperson is not an automatic position on a board. If your board feels it needs this position, add it to your bylaws. Spell out the voting privileges for this position in the bylaws. Past Chairperson is an ex-officio position, which means by virtue of office. Only the previous Chairperson can fill this position. If this position becomes vacant during the year, it is not filled. It remains vacant until there is another past Chairperson.

WHAT MIGHT THE PAST-CHAIRPERSON DO?

- Supports current Chairperson.
- Chairs the Nominating Committee for recruitment of new Board Members
- Assists with Board recruitment and orientation to the Board.
- Assists with Board training.
- May chair special events.
- Provides historical continuity about the Board's activities.

Add any other duties in the space below.

THE BOARD COMMITTEE CHAIRPERSON

The Board creates Board committees to help do its work. Effective committees require effective chairpersons. A careful job description helps the chairpersons do their best work for the organization.

The number and terms of reference for Board committees will vary, depending on the size and nature of the organization. You must decide which committees your organization needs. Finance and Nominating Committees are common Board committees.

Board committees are chaired by Board Members. However, these committees may be composed of members of organizations and community representatives who are not Board Members.

WHAT MIGHT A BOARD COMMITTEE CHAIRPERSON DO?

- Reviews the terms of reference and mandate of the committee as outlined by the Board.
- Recruits an appropriate number of committee members to carry out the mandate.
- Orients members to the committee's mandate and position in the organization.
- Calls committee meetings and develops agendas with the input of the members.
- Chairs committee meetings.
- Encourages members to participate.
- Keeps discussion on topic by summarizing issues.
- Guides the committee through its meetings to fulfill the committee's purpose.
- Recognizes each member's contribution to the committee's work.
- Delegates appropriate tasks to individual committee members.
- Knows staff members' role on committees and makes sure they have an opportunity to be heard before recommendations are sent to the Board.
- Plans and evaluates the committee's work with the help of the members.
- Makes sure meeting minutes and other relevant information are recorded and filed.

- Reports the committee's progress to the Board of Directors and the membership on a regular basis.
- Orients the new Board committee Chairperson.

Add any other duties in the space below.

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Now, it's your turn!

Now you are ready to develop complete job descriptions for your board positions.

You can adapt the following worksheets for any position: Chairperson, Secretary, Director-at-Large. Think about the differences between an administrative governing and policy governing board.

Use your previous work as a starting point to complete the worksheets. Add any positions that your Board has which are not mentioned in this workbook.

PREPARING BOARD JOB DESCRIPTIONS

General Description:

Position:

What is the job title?

Authority and Responsibility:

What authority does the position have?

Who is it accountable to?

What are the broad areas of responsibility?

Requirements:

What is expected of this position?

See page 14 –15 for an example of a Board Member's job description.

Term:

How does a person get this position?

How long does it last?

How can a person leave the position before the end of a term?

How is a person removed from this position? (Your bylaws should cover the issue of removal. Be sure to refer to your bylaws for consistent wording.)

General Duties:

What are typical duties this position is responsible for?

Refer to the Board Member's job description for ideas.

Return to the appropriate checklist and write your responses for specific board positions.

If you are having difficulty describing a duty for this position, or if you are developing a job description for a position not covered in this workbook, the following information may help.

Remember, general duties are the action statements for the job. These statements need to be brief, concise and clear. Start each statement with an action verb to help clarify what the person is to do. The action verb is bold in these examples:

Prepares monthly financial statements.

Orients board members and committee chairs.

If you are a Board Member of a **Policy Governing Board**, your organization has senior staff director positions.

Examples of action verbs for a Policy Governing Board:

- Accepts
- Advocates
- Appraises
- Approves
- Attends
- Authorizes
- Campaigns
- Counsels
- Creates
- Delegates
- Develops
- Employs
- Evaluates
- Formulates
- Governs
- Guides
- Interprets
- Leads
- Limits
- Maintains
- Makes sure
- Measures
- Monitors
- Organizes
- Orients
- Participates
- Plans
- Prepares
- Provides
- Recognizes
- Recommends
- Recruits
- Releases
- Represents
- Researches
- Reviews
- Schedules
- Trains

These action verbs describe the "do" statements about the job. Use this list as a guide to write below the "do" statements that best describe tasks for this board position.

When you use this job description for recruitment, add three sections:

- Qualifications and Skills
- Benefits to the Volunteer
- Time and Financial Requirements

Use the form on the next page to complete this information.

Benefits to the Volunteer:

List benefits a volunteer might get from this position.

Qualifications and Skills:

1. Specialized or practical skills. State as accurately and clearly as possible what know-how is required for the position.
2. Human relations skills. Describe clearly what the job demands in communicating, problem-solving and dealing with people in positive ways.

Time and Financial Requirements:

Use the form in Appendix 1 as a guide. Estimate how much time and money this position requires. Your summary might look like this:

Time (hours per month)	Total (hours per month)
prepartation, reading and research	
board and committee meetings	
phone calls	
special events	
meeting with staff	
leadership positions (board, executive, committee chair)	

Money	Total (dollars)
membership fee	
parking and transportation	
special event attendance	
meals (meetings)	
child care	
capital giving	
Special giving (raffles, rummage sales)	

Job Description

Position:

Authority and Responsibility:

Requirements:

Term:

General duties:

Evaluation:

Review Date:

Approval Date:

Appendices

GLOSSARY

Advocacy: Establishing the organization's identity in the community through clear statements of the organization's values, beliefs and mission.

Board Volunteers: Responsible for governing the organization.

Director-at-Large: Board Member not on the Executive Committee.

Executive Committee: Acts on behalf of the Board within the powers granted to it by the full Board. Might consist of Chair, Vice-Chair, Secretary and Treasurer. This group is sometimes referred to as an executive.

Ex Officio: By virtue of office. For example, the Chairperson is an ex officio member of all Board committees because of the position as Chairperson. Ex officio positions, including voting privileges, are described in the bylaws.

Governance: The act of establishing and monitoring the long term direction of an organization through policy.

Implementation: Involves putting the organization's activities into place. Activities include programs and services, coordinating volunteers and accounting.

Management: Short term planning, coordinating the organization's activities and supervising policy implementation. This function may be carried out by a senior staff person or by a group of people given that responsibility.

Senior Staff: Management position that reports directly to the board. This position may be called executive director or general manager.

Service Volunteers: Individuals who assist in implementing programs and services.

APPENDIX I

Time and Financial Requirements of Board Membership

The cost of involvement as a Board Member in a nonprofit organization can sometimes be more than meets the eye. Honesty in discussing these issues with prospective board members creates a realistic foundation for future involvement.

Requirements

Time	
1. Board Meetings	
2. Committee Meetings	
3. Fund raising	
4. Meeting with staff	
5. Telephone calls	
6. Leadership positions (eg. Board, executive, committee chair)	
Total Hours	
Money	
1. Membership Fees	
2. Special Event Attendance	
3. Meals (meetings)	
4. Child care	
5. Transportation / Parking	
6. Capital Giving	
7. Special giving (eg. Raffles, rummage sales, auxiliary board fund raising)	
Total Dollars	

APPENDIX 2

Board of Director's Code of Conduct

Board Members need to demonstrate ethical and professional conduct to maintain the confidence of the membership and the public. This commitment includes proper use of authority and appropriate actions in group and individual behaviour when acting as Board Members.

1. Board members must be loyal to the interest of the membership over and above any:
 - Loyalty to advocacy or interest groups, and membership on other boards or staffs.
 - Personal interest of any Board Members acting as an individual consumer of this organization's services.
2. Board members are trustees of public confidence and securities. They must avoid any conflict of interest.
 - There must be no self-dealing or any conduct of private business or personal services between any Board Member and the Society. Exceptions can occur only when there is openness, competitive opportunity, and equal access to information.
3. Board Members must not exert any individual authority over the Society except as stated in the Societies' policies.
 - Board Members must not use their positions to obtain employment within the Society for themselves or their family members.
 - If a Board Member is considered for employment, he or she must temporarily withdraw from deliberation, voting and access to applicable Society information.
 - Individual Board Members do not have any authority to speak for the Society when they interact with staff, the public, the press and other entities unless granted this authority by the whole board.
 - Board Members must not make any judgments of staff performance except if the performance is officially assessed against Society policies.
4. Board Members deal with outside entities or individuals, with clients and staff, and with each other using fair play, ethics and straightforward communication.

Review:

Approved:

RESOURCES

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