

## **Nonprofit Board Positions: Structure, Roles and Responsibilities**

(Adapted from BoardSource)

When your nonprofit was established, the founding board members determined the structure of nonprofit board positions and their associated responsibilities to ensure good governance.

Governance is a system of rules, principles, and protocols that outline how to run a nonprofit. Nonprofits demonstrate good governance when multiple people are involved in decision-making. Collectively, your board should bring together all the necessary skills to ensure robust nonprofit governance.

Today, gender, demographics, and cultural diversity are essential characteristics to consider when recruiting and choosing board members.

This article will cover four key areas that help form a capable, effective nonprofit board:

1. How nonprofit board positions are structured
2. Roles and responsibilities of a board of directors
3. The importance of job descriptions for board positions in a nonprofit
4. Next steps: How to recruit the right candidates for a nonprofit

### **How to Structure Nonprofit Board Positions**

The board's primary role of overseeing the nonprofit's affairs and activities must be considered when setting up or altering the structure for nonprofit board positions. Unlike managerial roles, the board doesn't get involved in managing the organization's daily activities and this must also be a consideration.

By design, nonprofit board positions aren't intended to be permanent. BoardSource, a global network of nonprofit leaders, recommends nonprofits having term limits. According to their most recent *Leading with Intent* report, just over 87% of nonprofit board positions have term limits. Nonprofit boards commonly structure board positions with three-year terms, and they allow board members to serve two terms consecutively. It's generally best to stagger board terms to eliminate the risk of an entire board turning over simultaneously.

Most boards start with at least three board positions, including:

1. Board Chair or Board President
2. Board Secretary
3. Board Treasurer

Some boards also elect or appoint a Board Vice-Chair or Vice President who takes over if the board chair or president can't serve their duties. Depending on the board's structure and preference, it's also common for nonprofit boards to elect or appoint a few at-large board members to round out the group.

### **Board Roles and Responsibilities**

Your bylaws or a board policy will outline the roles and responsibilities for each board officer and board member roles.

A written job description and an outline of each board member's duties and responsibilities is considered a best practice. It's also a good practice to ask each board member to sign a form stating they understand their responsibilities.

The following descriptions provide a brief overview of each of the nonprofit board of director's positions:

#### **Board Chair or Board President**

The board chair oversees the board's work and often facilitates board meetings. Also, the board chair is generally the primary person who works with the executive director or senior management team to make sure things are running smoothly and keep the board informed.

These are some of the primary duties of a board chair or board president:

- Recommends members for committees and appoints committee chairs
- Works in connection with the executive director to prepare board meeting agendas
- Arranges for or takes part in new board member orientations
- Takes the lead on the executive director's annual performance evaluation
- Assists in recruiting qualified new board member candidates
- Serves as the nonprofit's spokesperson as needed
- Takes the lead in the annual board member self-evaluation process

#### **Vice-Chair or Vice President**

The vice-chair or vice president has the same duties and responsibilities as all other board members, including the duty of loyalty, the duty of obedience, and duty of care. The vice-chair or vice president generally serves as a backup leader to the board president so the board is never without leadership.

These are some of the duties of a vice chair or vice president:

- Runs board meetings as requested and in the board president's absence
- Serves as the nonprofit's spokesperson as needed
- Assists with board president duties
- Completes special duties as requested

### **Secretary**

The board secretary's duties help protect a nonprofit organization. Board secretaries have a variety of duties and responsibilities including:

- Schedules board meetings
- Assists in board member orientation
- Takes attendance at board meetings
- Takes accurate meeting minutes and getting them approved
- Maintains board records
- Ensures secure storage of official board documents and contracts
- Tracks board member terms
- Monitors legal compliance

### **Treasurer**

The board treasurer position requires someone who has experience in financial accounting for nonprofits. The treasurer also needs to make sure board members can access the financial reports in a timely manner, which is why it's critical to use a board management software solution. The treasurer:

- Manages the budget
- Takes the lead in the annual audit
- Answers questions about the audit
- Chairs the finance committee
- Partners with the executive director to ensure the financial reports are continually updated

### **Board Members At-Large**

The at-large board members are just as important as nonprofit board positions for officers, as all board members have equal responsibility for the board's actions and decisions.

At-large board members are expected to fulfill the following duties:

- Attend all board meetings
- Engage in board meetings actively
- Serve on at least one committee

- Donate to the board annually
- Support board decisions even when they voted against them

### **How Candidates Discover Positions on Nonprofit Boards**

While a recruitment committee or board members routinely seek qualified candidates to serve on the board, board members should also be aware that candidates are proactively looking for a nonprofit board to serve on.

Board candidates seek nonprofit board experience for the following reasons:

- To volunteer for a cause they care about
- To increase their networks
- To bolster their resumes
- To gain leadership experience

### **The Importance of Board Job Descriptions**

The IRS isn't particular about the qualifications for nonprofit board member positions. Nearly anyone can serve on a nonprofit board of directors if they have the desire to serve. Nonprofit board members commonly recruit board member candidates from the business population in their communities as businesspeople have many of the skills necessary for serving on a nonprofit board.

While incoming board members may have an idea of what's expected from them on the board, it's best to develop a board description for officer and at-large board positions and put it in writing. If there is ever a question about competence, the board can refer back to the job description and compare notes.

### **Creating Descriptions for Board Member Positions**

Whether you are creating a job description for board member positions or board of director officer positions, be as specific as possible. This is the best way to ensure the individual is right for the position and will know what they need to do when joining the board.

In addition to viewing the templates and samples above, here are some ideas for what to include in a board member job description:

- The type of authority they will have
- To whom they report to
- General duties and responsibilities
- When the term begins and ends

- Time commitment
- Liabilities and accountabilities (including giving a personal donation)
- Skills and attributes needed
- Passion for the cause
- Willingness to participate and offer unique perspectives based on their background and who they are