

# Governance Policy Sample: Board Roles and Responsibilities

**Prepared by: Dionne A. Falconer, Consultant**

January 2014

## Copyright Statement

Production of *Governance Policy Sample: Board Roles and Responsibilities* has been made possible through financial contributions by the AIDS Bureau, AIDS and Hepatitis C Programs, Ministry of Health and Long-Term Care, Ontario.

Copyright to *Governance Policy Sample: Board Roles and Responsibilities* is held by the Ontario Organizational Development Program (OODP). The OODP acknowledges the contributions of its consultant, Dionne A. Falconer, in preparing this document.

The OODP encourages the use of *Governance Policy Sample: Board Roles and Responsibilities* by organizations. However, any such publication shall acknowledge OODP as the source and Dionne A. Falconer as the Author. Its content cannot be edited or otherwise altered without permission of the OODP.

# Governance: Board Roles and Responsibilities

## Governance – Defined

A process of providing **strategic leadership** by setting direction, making policy and strategy decisions, overseeing and monitoring organizational performance, and ensuring overall accountability.

## Roles of the Board

The not-for-profit Board **sets the direction** of the organization, **ensures resources** and **provides oversight**.

## Basic Responsibilities of a Not-for-profit Board

1. Determine the organization's mission and direction.
2. Hire, support and assess the performance of the Executive Director.
3. Ensure effective organizational planning.
4. Ensure adequate resources.
5. Ensure effective management of resources.
6. Determine, monitor and strengthen the organization's programs and services.
7. Enhance the organization's public standing.
8. Ensure legal and ethical integrity and maintain accountability.
9. Recruit and orient new Board members and assess Board performance.

## Responsibilities of Individual Board Members

1. Attend all board/committee meetings and functions.
2. Be informed about the organization's mission, services, policies and programs.
3. Review agenda and supporting materials prior to meetings.
4. Serve on committees or task forces; take on special assignments.
5. Inform others about the organization.
6. Suggest possible nominees to the Board.
7. Keep up-to-date on developments in the organization's sector.
8. Follow conflict of interest and confidentiality policies.
9. Refrain from making special requests of the staff.
10. Assist the Board in carrying out its fiduciary responsibilities.
  - ✓ Exercise duty to be loyal and honest, to act in good faith and in the best interest of the organization.
  - ✓ Never allow own interests to conflict with the duty to the organization.
  - ✓ Act as stewards of public trust.
  - ✓ Exercise reasonable care in all decision making, without placing the organization under unnecessary risk.

## References

1. United Way of Canada. **Board Basics Manual for Leadership Development Programs.** Ottawa, 1995.
2. Ingram, Richard T. **Ten Basic Responsibilities of Non-profit Boards.** BoardSource, 1996.
3. Gill, Mel D. **Governing for Results: A Director's Guide to Good Governance.** Trafford Publishing, Victoria, 2005.