



## **Board of Directors Job Description**

### **I. BOARD GOVERNANCE**

The Community Foundation for Monterey County (CFMC) is governed by a twenty-member [Board of Directors](#) chosen from various parts of Monterey County served by the foundation. The Board's job, on behalf of the CFMC, is to define and demand appropriate organizational performance to achieve its mission and ends and avoid situations and activities that are unacceptable.

The Board has three duties it cannot delegate to staff: it is responsible for setting the direction for the organization by developing explicit governing policies, assurance of executive performance, and maintaining linkages with the public it serves. It can choose to take on other responsibilities such as fund raising, legislative impact, public image, managing reserves, and dealing in real estate.

The Board commits itself and its members to ethical, business like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. The Board represents the residents and organizations within the county it serves and therefore, it must educate itself regarding the diverse values held by the persons it represents and must always act under the influence of those values.

### **II. BASIC RESPONSIBILITIES**

#### **A. Determine the Foundation's Mission and Purposes**

The Board has the fundamental responsibility of defining the overall mission, long-range vision, and objectives of the Foundation. Annual review of the Foundation's Mission Statement, including its adequacy, relevance, and accuracy, is required in order to maintain the Foundation's public purpose and utility as a fiduciary and to serve as a guide for long-range planning.

#### **B. Recruit, Support, and Assess the Performance of the President/CEO**

The Board is responsible for hiring the chief executive and clarifying his/her responsibilities, powers, and relationships with the Board. In collaboration with the Personnel Committee, the Board should provide feedback to the President/CEO and conduct an annual written review of his/her performance. The Board should seek ways to support the chief executive by providing professional development opportunities, making connections with community leaders and potential donors, and assisting with management issues as needed.

### **C. Ensure Effective Organizational Planning**

Board members must be actively involved in strategic planning and help implement both short- and long-term objectives. Participation in periodic planning retreats and annual review of the strategic plan, the Mission Statement, the operating budget, the committee and governance structure, and the facility and staffing needs of the Foundation are all Board responsibilities.

### **D. Ensure Adequate Resources to Fulfill the Foundation's Mission**

Fund-raising and personal giving to provide support for the annual needs of the Foundation are responsibilities of all Board members. In addition, assistance with attracting new funds, either from living donors or by encouraging bequests, by referring potential donors, and using professional or corporate contacts, is an ongoing responsibility of all Board members. When a special campaign or new initiative is underway, Board members should participate personally to assist the staff in achieving the fund-raising goals of the campaign or initiative.

### **E. Manage Resources Effectively**

With the assistance of the Budget Committee, the Board must approve and periodically review the annual operating budget of the Foundation. In addition, with the assistance of the Investment Committee, they must review monthly financial statements and monitor the performance of the Foundation's investments and the work of outside consultants. The Board must hire an independent outside auditor, review and approve the annual audit, and determine that any recommendations made in the auditor's management letter have been implemented.

### **F. Determine and Monitor the Foundation's Programs and Services**

The Board has the ultimate responsibility for determining what the Foundation offers to the non-profit and donor communities. Periodic review of the Foundation's various grant programs, management assistance and other services for agencies, and relationships with financial and estate planning professionals and other local, statewide, and national foundations is a Board function. The Board should also determine if the Foundation's services for donors are appropriate, cost-effective, and delivered professionally.

### **G. Enhance the Foundation's Reputation and Visibility**

Board members should be articulate spokespersons for the Foundation and its achievements. They should promote the reputation of the Foundation in their contacts with donors, elected officials, government representatives, other foundations, and the media whenever possible. When needed, Board members may be asked to speak to community groups and participate in the production of radio and TV promotions.

### **H. Adhere to Legal and Ethical Standards and Maintain Accountability**

The Board must adopt the highest standards of professional operating procedures for the Foundation. These standards include maintaining the confidentiality of the Board's deliberations, the Foundation's donor lists, and all personnel discussions (see attached Confidentiality Policy). They must adopt comprehensive personnel policies, updated bylaws, conflict of interest policies, and investment policies; purchase appropriate insurance coverage;



submit annual reports and tax returns; adhere to performance standards adopted by the Council on Foundations and the League of California Community Foundations; and regularly monitor the legal issues affecting community foundations.

### **I. Recruit and Elect New Board Members and Evaluate the Board's Performance**

With the aid of the Governance Committee, the Board must oversee the process of analyzing the needs of the Board, identifying and cultivating prospective Board members, overseeing the orientation program, and conducting a periodic self-assessment of the Board. The Board has the ultimate responsibility for electing new members of the Board and the annual slate of officers. They should also periodically assess their own performance, committee structures, relationships with constituents, and overall effectiveness.

## **III. INDIVIDUAL BOARD MEMBERS' RESPONSIBILITIES**

### **A. Fundamental Assumptions**

Every Board member should understand the mission and goals of the Foundation. They should also understand its policies, programs, and services and have a clear vision of its strengths and its place in the not-for-profit community.

All Board members must perform their duties responsibly and at the level of care, loyalty, and stewardship expected of all trustees of charitable foundations.

Board members are expected to serve on at least one standing or ad hoc committee, and take on special assignments as needed.

### **B. Meetings and Events**

Board members are expected to attend all Board meetings or to inform the Foundation if they are not able to attend. Failure without excuse to attend three consecutive regular meetings of the Board of Directors shall operate as a tender of resignation, unless excused by the Board of Directors. Board members are encouraged to attend events such as the Celebration of Philanthropy, the Legacy Society Luncheon, and the Women's Fund Luncheon. They should actively participate in committee and Board meetings and maintain the confidentiality of executive sessions or other matters that are discussed in confidence or anonymously.

### **C. Avoiding Conflicts**

Board members must serve the Foundation's broadest interest without representing any constituency or special interest group, and they must follow the Foundation's written Conflict of Interest policy in evaluating grants and annually complete the Foundation's information form for this purpose.



#### **D. Fiduciary Responsibilities**

The Board must exercise prudence in conformity with the Uniform Prudent Management of Institutional Funds Act (UPMIFA) in managing the Foundation's investments. Board members must read and understand the Foundation's financial statements and audit.

#### **E. Fund-Raising and Donor Development**

Board members are expected to make an annual financial contribution to the Foundation according to their personal means.

## Expectations of Board Members

1. Be loyal to the mission of the Foundation and an advocate of its programs.
2. Be a responsible steward of the community assets entrusted to the Foundation by preparing for and attending Board meetings. Inform the Foundation in advance if they are not able to attend. Failure to attend without excuse three consecutive regular meetings of the Board of Directors shall be considered a tender of resignation, unless excused by the Board of Directors.
3. Serve on at least one standing or ad hoc committee.
4. Participate in the grant review process by reading the documentation provided by staff, accompanying staff on at least one site visit per year, and by evaluating and scoring grant proposals.
5. Attend Foundation-sponsored events, such as the Fund for the Arts performance, the Fund for the Environment field visits, and the Donor Recognition event.
6. Adhere to the Foundation's Confidentiality Policy. Maintain the confidentiality of executive sessions or other matters discussed in confidence or anonymously.
7. Adhere to the Foundation's Conflicts of Interest Policy. Serve the Foundation's broadest interest without representing any constituency or special interest group, especially while evaluating funding proposals.
8. Exercise prudence in conformity with the Uniform Prudent Management of Institutional Funds Act (UPMIFA) in managing the Foundation's investments. Read and understand the Foundations financial statements, audit and Form 990.
9. Make an annual financial contribution to the Foundation that is significant to them, according to their personal means, and encourage other gifts to the Foundation from individuals, Foundations and corporations through their personal contacts and spheres of influence.