

10 RESPONSIBILITIES OF NONPROFIT BOARDS

1. **Determine the organization's mission and purpose.** It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
2. **Select the chief executive.** Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. **Provide proper financial oversight.** The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
4. **Ensure adequate resources.** One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
5. **Ensure legal and ethical integrity and maintain accountability.** The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
6. **Ensure effective organizational planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
7. **Recruit and orient new board members and assess board performance.** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
8. **Enhance the organization's public standing.** The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.
9. **Determine, monitor, and strengthen the organization's programs and services.** The board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
10. **Support the chief executive and assess his or her performance.** The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.

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ROLE OF THE BOARD VS. ROLE OF THE STAFF

The Board is responsible for creating the future, not minding the shop.

—**John Carver**, Governance Guru

Examples of the difference between governance and management:

Role of the Board

- Deals with the “whole,” develops concepts
- Long-term focus of governance (*strategic planning*)
- Deals only with the ED
- Establishes policies
- Full board has authority over ED
- Accountable to the membership
- Determines priorities and measurements for the organization
- Analyzes and evaluates information provided
- Evaluates the ED based on goals established with the board and ED

Role of the Executive Director

- Deals with the “parts,” responsible for all the parts coming together
- Short-term focus (*business planning*)
- Bridge from board to staff
- Implements policies
- Has authority over all staff
- Accountable to the board
- Implements priorities of the board
- Provides information to the board on the results achieved and decisions made toward priorities
- Evaluates staff based on goals established with the ED and staff

BOARD OF DIRECTORS DIRECTOR AND OFFICER JOB DESCRIPTIONS

Member, Board of Directors

Job Description

The Board of Directors, as a whole, is responsible for governing the Association which includes: determining the policies and procedures for the conduct of the affairs of the Nashville Bar Association; establishing a clear mission; forming a strategic plan to accomplish the mission; providing adequate supervision and support to the Executive Director; and ensuring financial accountability of the Association and adequate resources to achieve the Association's mission.

In order to fulfill these responsibilities, and subject to the bylaws of the Nashville Bar Association, the Board member:

- Is a member of the Nashville Bar Association at the Premier level
- Attends the Annual Board Retreat usually held in January
- Is informed about the Association's mission, services, policies, and programs and maintains personal commitment to its goals and objectives
- Regularly attends Board and Board committee meetings
- Reviews agenda and supporting materials prior to board and committee meetings
- Actively participates in Board meetings and discussions
- Serves as Board liaison to up to three Association committees
- Participates in Association events and programs, including CLE
- Serves on Board committees or task forces and offers to take on special assignments
- Serves as ambassador of, and informs others about, the Association
- Suggests possible nominees to the board who can make significant contributions to the work of the Board and the Association
- Adheres to conflict of interest and confidentiality policies
- Refrains from making special requests of the staff
- Assists the Board in carrying out its fiduciary responsibilities, such as reviewing the Association's annual financial statements

President

Job Description

Authority/Responsibility

The Board of Directors is the legal authority for the governance of the Nashville Bar Association. As a member of the Board, a Director acts in a position of trust for the Association and is responsible for the effective governance of the organization. The President is also responsible and accountable to the membership.

Qualifications/Skills

Completed two years of an elected Board membership term, one year as President-elect and have an understanding of parliamentary procedure.

Term

The President serves for a one-year term.

Requirements

- Commitment to the work of the Association
- Knowledge and skills in one or more areas of Board governance: policy, finance, programs, and/or personnel; and familiarity with all
- Attendance at monthly Board meetings and special events, including the Annual Meeting and Banquet, Law Day, Picnic, Memorial Service, and Swearing-In Ceremony
- Prepare for and participate in the discussions and the deliberations of the Board
- Foster a positive working relationship with other Board members, and Association staff
- Be aware of and abstain from any conflict of interest

Major Duties

- Work with the Board to establish overall long and short term goals, objectives and priorities for the Association to meet the needs of membership
- Be the primary spokesperson for the Association to the media and community at large
- Address Annual Banquet
- Chair the Board
- Participate on the Executive Committee
- Select with the advice and consent of the Board three Board members to serve as members at-large on the Executive Committee
- Participate on the Finance Committee
- Select with the advice and consent of the Board three Board members to serve as members at-large on the Finance Committee
- Report to Board on status of programs, services and proposed initiatives
- Discuss issues facing the Association and issues of concern with the Executive Director
- Establish and chair a search committee for the Executive Director position when necessary
- Convene and chair Board discussions concerning evaluation of the Executive Director and negotiation of compensation and benefits of the Executive Director

- Select a secretary to serve during his/her year as President
- Appoint practice and service committee chairs
- Appoint Board liaisons to committees
- Create special committees and appoint members to them for the duration of his/her term
- Appoint members to Board standing committees with the advice and consent of the Board
- Appoint a Chair and members of the Nominating Committee in accordance with NBA By-Laws and policies
- Have signing authority on behalf of the Board for financial and legal purposes
- Provide leadership and direction to the Board
- Arrange for President-elect to chair meetings in the absence of the President
- Represent the Association at community functions
- In conjunction with Executive Director set monthly Board meeting agenda
- Enhance relationships with other community groups and agencies, including but not limited to other bar associations
- Reasonably delegate these duties to the President-elect, First Vice President and Second Vice President as necessary and appropriate
- Reasonably delegate other specific tasks to the President-elect, First Vice President and Second Vice President as necessary and appropriate
- Adhere to general duties outlined in the board member job description

President-Elect

Job Description

Authority/Responsibility

The Board of Directors is the legal authority for the governance of the Nashville Bar Association. As a member of the Board, a Director acts in a position of trust for the Association and is responsible for the effective governance of the organization. The President-elect is also responsible and accountable to the membership.

Qualifications/Skills

Completed two years of an elected Board membership term, have familiarity with the President's job description and have an understanding of parliamentary procedure

Term

The President-elect serves for a one-year term

Requirements

- Commitment to the work of the Association
- Familiarity in Board governance, e. g., policy, finance, programs, and/or personnel
- Attendance at monthly Board meetings and special events, including the Annual Meeting and Banquet, Law Day, Picnic, Memorial Service, and Swearing-In Ceremony
- Prepare for and participate in the discussions and the deliberations of the Board
- Foster a positive working relationship with other Board members and Association staff
- Be aware of and abstain from any conflict of interest

Major Duties

- Assume the responsibilities of the President when that person is unavailable
- Carry out other responsibilities and duties as delegated by the President
- Participate in establishing overall long and short term goals, objectives and priorities for the Association to meet the needs of membership
- Be the secondary spokesperson for the Association to the media and community at large when the President is unavailable
- Be responsible for monitoring and overseeing the performance of the practice and service committees
- Serve on the Executive Committee and the Finance Committee
- Chair the Executive Committee
- Assist the President in providing leadership and direction to the Board
- Chair meetings in the absence of the President
- Represent the Association at community functions
- Adhere to general duties outlined in the board member job description

First Vice President

Job Description

Authority/Responsibility

The Board of Directors is the legal authority for the governance of the Nashville Bar Association. As a member of the Board, a Director acts in a position of trust for the Association and is responsible for the effective governance of the organization. The First Vice President is also responsible and accountable to the membership.

Qualifications/Skills

Completed two years of an elected Board membership term, have familiarity with the President's job description and have an understanding of parliamentary procedure

Term

The First Vice President serves for a one-year term

Requirements

- Commitment to the work of the Association
- Familiarity in Board governance, e.g. policy, finance, programs, and/or personnel
- Attendance at monthly Board meetings and special events, including the Annual Meeting and Banquet, Law Day, Picnic, Memorial Service, and Swearing-In Ceremony
- Be responsible for monitoring and overseeing the performance of the Governance Committee
- Prepare for and participate in the discussions and the deliberations of the Board
- Foster a positive working relationship with other Board members, and Association staff
- Be aware of and abstain from any conflict of interest

Major Duties

- Assume the responsibilities of the President when that person and the President-elect are unavailable
- Carry out other responsibilities and duties as delegated by the President
- Participate in establishing overall long and short term goals, objectives and priorities for the Association to meet the needs of membership
- Be the spokesperson for the Association to the media and community at large when the President and President-elect are unavailable
- Chair the Governance Committee
- Serve on the Executive Committee
- Assist the President and President-elect in providing leadership and direction to the Board
- Chair meetings in the absence of the President and President-elect
- Represent the Association at community functions
- Adhere to general duties outlined in the board member job description

Second Vice President

Job Description

Authority/Responsibility

The Board of Directors is the legal authority for the governance of the Nashville Bar Association. As a member of the Board, a Director acts in a position of trust for the Association and is responsible for the effective governance of the organization. The Second Vice President is also responsible and accountable to the membership.

Qualifications/Skills

Completed two years of an elected Board membership term, have familiarity with the President's job description and have an understanding of parliamentary procedure

Term

The Second Vice President serves for a one-year term

Requirements

- Commitment to the work of the Association
- Familiarity in Board governance, e. g., policy, finance, programs, and/or personnel
- Attendance at monthly Board meetings and special events, including the Annual Meeting and Banquet, Law Day, Picnic, Memorial Service, and Swearing-In Ceremony
- Be responsible for monitoring and overseeing the performance of the Membership Committee
- Prepare for and participate in the discussions and the deliberations of the Board
- Foster a positive working relationship with other Board members, and Association staff
- Be aware of and abstain from any conflict of interest

Major Duties

- Assume the responsibilities of the President when that person, the President-Elect and the First Vice President are unavailable
- Carry out other responsibilities and duties as delegated by the President
- Participate in establishing overall long and short term goals, objectives and priorities for the Association to meet the needs of membership
- Be the spokesperson for the Association to the media and community at large when the President, President-elect and First Vice President are unavailable
- Chair the Membership Committee
- Serve on the Executive Committee
- Assist the President, President-elect and First Vice President in providing leadership and direction to the Board
- Chair meetings in the absence of the President, President-elect and First Vice President
- Represent the Association at community functions
- Adhere to general duties outlined in the board member job description

Treasurer

Job Description

The Treasurer manages the Board's review of, and action related to, the Board's financial responsibilities. The Treasurer works directly with the Executive Director and/or the Finance Coordinator in developing and implementing financial procedures and systems.

In order to fulfill these responsibilities, and subject to the bylaws of the Nashville Bar Association, the Treasurer:

- Is not a voting member of the Board
- Attends all board meetings
- Has served a term as Assistant Treasurer
- Maintains knowledge of the Association and personal commitment to its goals and objectives
- Understands financial accounting for nonprofit organizations
- Works with the Executive Director and the Finance Coordinator to ensure that appropriate financial reports are made available to the Board on a timely basis
- Regularly reports to the Board on key financial events, trends, concerns, and assessment of fiscal health
- Chairs the Finance Committee and prepares agendas for meetings
- In conjunction with the Finance Committee, selects and meets annually with the Auditor
- Provides an annual budget to the Board for approval
- Ensures, through the Finance Committee, sound financial management and maximization of cash and investments

Assistant Treasurer

Job Description

The Assistant Treasurer assists the Treasurer in managing the Board's financial responsibilities.

In order to fulfill these responsibilities, and subject to the bylaws of the Nashville Bar Association, the Assistant Treasurer:

- Is not a voting member of the Board
- Attends all Board meetings
- Maintains knowledge of the association and personal commitment to its goals and objectives
- Understands financial accounting for nonprofit organizations
- Fills in for the Treasurer when absent from Board or Finance Committee meetings
- Serves as the Treasurer of the Board after completing one year as Assistant Treasurer

Secretary

Job Description

The Secretary is responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings and ensuring that appropriate records are maintained.

In order to fulfill these responsibilities, and subject to the bylaws of the Nashville Bar Association, the Secretary:

- Is not a voting member of the Board
- Ensures records of the Board are maintained
- Attends all Board meetings
- Serves as Parliamentarian
- Maintains knowledge of the association and personal commitment to its goals and objectives
- Manages minutes of Board meetings and ensures minutes are distributed to Board members

NBA BOARD MEMBER COMMITMENT TO RESPONSIBILITY

Having agreed to nomination and having been elected by my colleagues to serve as a director of the Nashville Bar Association for a four-year term, I agree to devote a reasonable amount of effort to my duties as a board member, including:

1. Attendance at regular monthly Board meetings and special called meetings. In the event that I am unable to attend, to notify the bar office prior to the meeting of my absence.
2. To exercise reasonable diligence in reviewing materials made available.
3. Attendance at other special events and payment of fee if necessary, including but not limited to the annual Board Retreat, Law Day luncheon, annual Picnic, annual Meeting and Banquet.
4. Serve as a liaison to up to three committees and act as a sponsor of the committee's activities before the Board and be generally familiar with the current activities of those committees.
5. If selected as a member of the Executive or Finance Committees, to exercise reasonable diligence in attending and being prepared for meetings of those special Board committees.

Adopted September 2, 1997.

CONFLICT OF INTEREST POLICY

"I will openly declare any potential conflict of interest that may result from my taking part in discussion or decision making on an issue before the Nashville Bar Association while having business, professional, or personal interests that could bias my decisions. I further acknowledge that the Nashville Bar Association Board of Directors has the sole responsibility for determining whether my interests constitute a conflict and, if so, what the remedy will be."

Members of the Board of Directors and NBA staff will annually sign a confirmation that they have read and will comply with this code.

Adopted April 3, 2007.