

Module 7

Board Duties and Responsibilities: Clarifying Job Descriptions



The Duties and Responsibilities of Contributing Board Members

General Expectations and Board Membership Responsibilities

- Know the organization’s mission, purposes, goals, policies, by-laws, programs, services, strengths and needs.
- Make certain the organization is operating within a legal framework.
- Suggest nominees for the board.
- Serve in leadership positions or undertake special assignments willingly when asked.
- Follow trends in the organization’s field of interest.
- Bring a sense of humor to the board’s deliberations.
- Learn to separate people from issues.

Legal and Ethical Responsibilities

- Avoid conflicts of interest. Avoid even the appearance of a conflict of interest and disclose any possible conflicts to the board chair in a timely fashion.
- Serve the organization as a whole rather than special interest groups in the community.
- Maintain independence and objectivity. Do what a sense of fairness, ethics and personal integrity dictate to remain above reproach.
- Never accept or offer favors or gifts from or to anyone who does business with the organization.

Fiduciary Responsibilities

- Exercise prudence with the board in the control and transfer of funds.
- Faithfully read and understand the organization’s financial statements and otherwise help the board fulfill its fiduciary responsibility.
- Protect the assets of the nonprofit organizations.

Fund-raising Responsibilities

- Review, understand and sanction informal agreements made by the board.
- Give an annual gift according to personal means.
- Assist the organization by implementing Fund-raising strategies through personal influence with others such as corporations, foundations and individuals.
- Ensure that all employment and income taxes are paid. Understand the distinction according to the IRS regarding the definition of an “employee” and an “independent contractor.”

Meetings, Attendance and Preparation Responsibilities

- Prepare for and actively participate in board and committee meetings and events.
- Read minutes and make sure they are correct.
- Ask timely and substantive questions to gain information for decision-making.
- Maintain confidentiality of the board’s executive sessions.



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- Speak on behalf of the board when asked to do so by authorized persons.
 - Suggest agenda items periodically for board and committee meetings, to ensure that significant policy related matters are addressed.
 - Record objections and ensure a debate on controversial or difficult issues.
 - It is your duty to review plans and policies and how they are carried out, not to be accommodating to people because they have been around for a long time in the organization and are doing their best.

Administrator and Staff Relationship Responsibilities

- Counsel the executive director as appropriate and offer support.
- Avoid asking for special favors of the staff with proper clearance from the board.
- Avoid prejudiced judgments on the basis of information received from individuals and urge those with grievances to follow established policies and procedures (BoardSource, 2002).

Job Descriptions of Nonprofit Organization Personnel

Administrator (Executive Director)

Purpose: The administrator, with the support of the board, manages the day-to-day operation of the organization; formulates and carries out the short-term objectives to advance the board's long-range plan; establishes operating procedures (in compliance with local, state and federal laws, and policies set by the board); and supervises the hiring, firing and evaluation of all staff members.

Administrator (Executive Director) Duties and Responsibilities

Manage Meetings

- Attend all board meetings and board committee meetings.
- Be directly responsible to the board.
- Work with the Board Chair to prepare the agenda for regular board meetings.
- Take part in board and committee meeting discussions.

Policy Formation and Implementation

- Initiate and direct the development of policies for board approval.
- Provide the board with adequate information to help it reach sound decisions and establish policies.
- Supervise the implementation of all board policies.

Staff and Administration

- Supervise the hiring, firing and evaluation of all staff members.
- Direct administrative staff members in their assignments and duties.

Budget Preparation

- Prepare an annual budget and submit it to the board for approval.
- Provide adequate information to the board about the financial status of the organization.



Public Relations

- Represent the organization in all dealings with other organizations, individuals and the public.
- Promote a positive image of the organization in the community through good public relations.

Strategic Planning

- Work with the board on the organization's long-range plan.
- Develop short-range (one-year) objectives to meet the goals of the long-range plan.
- Report regularly to the board on progress toward organizational objectives and other issues of concern to the board.

Rationale: The administrator is hired by the board to manage the day-to-day operation of the organization. His or her responsibility is to carry out policy made by the board and set objectives to meet the board's long-range goals.

Words can be used interchangeably in this section. The top administrator of an organization may be called the President, Executive Director, Chief Executive Officer, Chief Operating Officer or Administrator. This person is the primary executive or administrator of the nonprofit organization or agency. This person often serves at the pleasure of the board or council. It is recommended that this person not serve as the chair of the board or even serve on the board except in an ex-officio capacity.

The difference in the functions between the top administrator and the board of directors or council is that the board creates policies that the administrator executes and enforces in the daily management of the organization. The board sets the guidelines and procedures and makes policies. The administrator makes all decisions about the enforcement of policies that affect individual departments, programs, staff members and volunteers in the organization. The board makes decisions that affect the entire organization as a whole. The administrator serves on the front-line of the organization.

The Administrator's (Executive Director) Role in Developing the Board

- Maintains a strong relationship with the chair of the board or council and helps him or her do the job effectively.
- Cultivates and maintains strong, balanced relationships with each board member.
- Works closely with the board governance committee to identify, recruit, orient new board members and continuously develops Board members.
- Supports the work of committees by personally staffing them or assigning senior management staff to work with the committees.
- Understands the board's governance function and helps the board act accordingly.
- Prepares reports and provides information for the board which will allow it to think and act strategically and to fully exercise its fiduciary responsibilities.
- Encourages board self-assessment and assists in its implementation.



Administrator (Executive Director) Assessment Checklist

- _____ 1. What are the major objectives of the organization?
- _____ A. Short Term (1-2 years) Objective?
- _____ B. Long Term (5-10 years) Objectives?
- _____ 2. How well are these objectives being realized?
- _____ 3. Does the Executive Director have the necessary knowledge and skills?
- _____ 4. Does the Executive Director have the necessary personal characteristics?
- _____ 5. Does the Executive Director recruit and supervise a good staff?
- _____ 6. What are the Executive Director's strengths?
- _____ 7. What are the Executive Director's weaknesses?
- _____ 8. What external factors interfere with the Executive Director's ability to achieve organizational goals?
- _____ 9. Is the board a positive, negative, or neutral force in achieving organizational goals?
- _____ 10. What specific decisions and actions are necessary to:
- _____ A. Strengthen the Executive's Director's performance?
- _____ B. Clarify the proper role of the board?
- _____ C. Enhance the contribution of the organization?

(John W. Nason)

Comments:

- Encourages the executive director's performance assessment.
- Assists in setting the agenda and planning board meetings and retreats.
- Is open and honest with the board, fosters and models communication and respect.
- Shares planning, expectations and evaluations with the board on a regular basis.
- Plays a major role in orienting new board members.



Board Chair

Rationale: The board chair's main responsibilities include a range of activities that include group facilitation, group leadership, board management, offering possible direction or guidance to board members and to serve as the presiding officer at board meetings. To effectively run meetings, the board chair must work with the administrator to prepare an agenda, keep meeting discussion and debate focused on the issues and move board members to a decision in compliance with organization policies and procedures.

The board chair is responsible for appointing board members to committees and other groups. To do this, he or she must know board members' skills and interests in order to match them with the program areas. The board of directors grants authority to the executive director. The chair may speak publicly on behalf of the board as the key officer of the board. As a representative of the board, he or she must reflect the board's consensus and final outcome of votes in the majority. The board chair should never give his or her personal opinion about a board decision to the public or the news media (BoardSource, 2002).

Purpose: To supervise board members as the principal elected officer of the board.

Board Chair Duties and Responsibilities

Leadership and Management

- Serves as a member of the board and key volunteer of the organization.
- Provides leadership to the board. The board sets policy that becomes the basis of board and executive direction actions. The ED is accountable to the board.
- Functions as a partner with the executive director in achieving the organization's mission. The chair develops a positive working relationship with the administrator.
- Develops the agenda with the executive director and chairs the board meetings.
- Presides over meetings of the board and governance committee.

Committee Structure

- Appoints the committee chairs in consultation with board members.
- Serves ex officio as a member of committees and attends their meetings when invited.

Policies and Issues

- Facilitates the board's decision-making and role in strategic planning.
- Reviews issues that are of concern to the board with the executive director.
- Helps guide and mediate board actions with respect to organizational priorities and governance concerns.

Communication

- Establish communication between board members and the administrator.



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- Act as official spokesperson for the board when asked by the ED and board.
 - Foster a sense of cooperation and team spirit on the board.

Governance and Orientation

- Oversees the search for a new executive director or administrator as needed.
- Coordinates the new board member orientation with the executive director.
- Works with the nominating committee to recruit new board members.

Financial

- Monitors financial planning and financial reports.
- Plays a leading role in fund-raising activities (nonprofit only).

Evaluation

- Coordinate and participate in the executive director's annual performance evaluation.
- Informally evaluates the effectiveness of the board members.
- Evaluates annually the performance of the organization in achieving its mission.
- Establish and enforce guidelines for disciplining board members (BoardSource, 2002).

The executive director should not serve as board chair. The organization by-laws should be explicit in defining the titles, job descriptions, functions, and powers of board positions and officers. In most organizations, the board elects the officers. Normally the chair of the board selects committee chairs with the advice and consent of board members. When new board members are elected annually, new appointments of standing committee chairs are made (BoardSource, 2002).

Board Vice Chair

Purpose: The vice chair maintains leadership continuity by performing the duties in the absence of the board chair. The chair-elect of the board is a board chair in training." He or she becomes chair in the event the current board chair resigns or the position of chair otherwise becomes vacant. He or she then serves the former board chair's un-expired term, as well as the full term to which he or she was elected.

Board Vice Chair (Chair-Elect) Duties and Responsibilities

- Attend all board meetings.
- Know the organization and the board chair's duties.
- Be prepared to perform the board chair's duties when called to do so.
- Serve on the governance committee.
- Chair at least one important committee.
- Work closely as a consultant and advisor to the board chair.
- Develop rapport and a close working relationship with the administrator and board chair.
- Carry out special assignments from the board chair.

Rationale: The board vice chair's (chair-elect) main responsibility is to provide



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continuity of leadership in the absence of the board chair. To prepare for this role, he or she could serve on the governance committee, chair at least one important committee and work closely with the administrator and board chair. The vice chair (chair-elect) is an active player on the board leadership team and should encounter no real surprises when assuming the duties of chair. The chair-elect must be familiar with the board's various projects and the work of its committees in the event that he or she must take over the duties of board chair unexpectedly.

Remember: Just like the board chair, the board vice chair (chair-elect) acts only on the authority of the board. This position is typically successor to the chair position.

Board Vice Chair (Chair-Elect)

1. Is a board member.
2. Performs chair responsibilities when the chair cannot be available.
3. Reports to the Board's Chair.
4. Works closely with the Board Chair and other staff.
5. Participates closely with the Board Chair to develop and implement officer transition plans.
6. Performs other responsibilities as assigned by the board

(BoardSource, 2002; Hughes, 2002).

Board Secretary

Purpose: To maintain all board records and ensure their accuracy and safety.

Board Secretary Duties and Responsibilities

- Attend all board meetings.
- Make sure that board members are notified of the times and dates of all meetings.
- Maintain records of the board and ensure their safety.
- Review board-meeting minutes for accuracy
- Keep a register of board members' addresses and phone numbers.
- Assume the duties of chair in the absence of the board chair, chair-elect, or vice chair.
- When necessary, obtain information from records and minutes to help board members in the decision-making process.

Rationale: The role of the secretary of the board is to function as any other secretary would for a boss" — in this case, though, his or her boss is the board. The board secretary keeps track of the board documents and records, ensures the accuracy of meeting minutes and keeps the board posted on meeting dates and times.

Just like any other board member, the board secretary should participate fully in board meetings. That's why it's a good idea for the board secretary not to record the minutes of meetings. Depending on the size of the organization, a staff member or volunteer may actually perform this task as a representative of the elected board sec-



retary. In this situation, the board secretary's responsibility is to see that it is carried out in a professional manner.

Board Secretary

1. The secretary is a member of the board of directors.
2. Maintains records of the board
3. Ensures that effective management of organization's records takes place.
4. Manages minutes of board meetings.
5. Ensures minutes are distributed to members shortly after each meeting.
6. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings (BoardSource, 2002).

Board Treasurer

Purpose: To help ensure the fiscal integrity of the organization by providing oversight of its financial activities and ensuring the accuracy of all financial records.

Board Treasurer Duties and Responsibilities

- Attend all meetings.
- Using the proper chain of command, work with staff to review and submit full and accurate financial data to the rest of the board.
- Review the organization's annual audit and answer any questions other board members may have about it.
- Ensure that the board's financial policies are being followed.
- Give regular reports to the board as to the financial health of the organization.
- Chair the finance committee (if requested to do so by the board).
- Assist the administrator in preparing the organization's annual budget.

Rationale: The role of the board treasurer is to ensure the financial integrity of the organization. He or she accomplishes this primarily through a review of an independent audit performed by an accounting firm the administrator has chosen.

Under no circumstances should the board treasurer become involved in the day-to-day management of the organization's finances. Neither should he or she approach staffers who have been delegated this responsibility without being directed to do so by the administrator.

Staff members, with the approval of the administrator, will keep the board treasurer informed regularly on the organization's financial condition.

Board Treasurer

1. Is a member of the Board.
2. Manages finances of the organization.
3. Administrates fiscal matters of the organization.



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4. Provides annual budget to the board for members' approval.
 5. Ensures development and board review of financial policies and procedures (BoardSource, 2002).

Committee Chair

Purpose: To supervise the work of the board committee, delegate responsibilities to accomplish its goals and report findings to the board.

Committee Chair Duties and Responsibilities

- Attend all meetings.
- Call and preside over meetings of the committee.
- Set the agenda for committee meetings.
- Record decisions and recommendations made by the committee.
- Serve on the governance committee.
- Report the committee's activities and recommendations to the governance committee or the board.
- Invite the administrator and board chair to attend committee meetings.
- Work with the administrator and board chair to decide committee membership.
- Delegate responsibilities to committee members and encourage full participation.
- Evaluate the work of the committee with other committee officers, the board chair and administrator.

Rationale: The job of the committee chair is to facilitate the work of the committee by helping members stay focused on the issues, reach decisions and make recommendations. He or she needs to work closely with the administrator and board chair, and should invite the administrator and board chair, as ex-officio committee members, to attend all meetings.

The committee chair calls meetings, sets the agenda, encourages member participation, and delegates responsibilities and tasks. The committee chair monitors progress on committee goals and reports its final recommendations to the board.

Board Committee Chair

1. Is a board member.
2. Sets tone for the committee work.
3. Ensures that members have the information needed to do their jobs.
4. Oversees the logistics of committee's operations.
5. Reports to the board chair.
6. Reports to the board on committee's decisions/recommendations.
7. Works closely with the executive director or administrator and other staff as agreed to by the administrator.
8. Assigns work to the committee members and sets the agenda.



9. Runs the meetings, and ensures distribution of meeting minutes.

10. Initiates and leads the committee's annual evaluation (BoardSource, 2002).

Governance Committee

Purpose: To act in the name of the board when it is not in session, or to deal with emergencies that require immediate attention. The governance committee replaces the executive committee in as much as it includes key officers and possibly the chair of the program committee.

Governance Committee Guidelines

- The governance committee is delegated the powers and the authority of the board when the board is not in session.
- The chair of the board is the chair of the governance committee.
- Members of the governance committee may include the vice chair of the board, other board officers, the chief administrator and chairs of important committees.
- All actions of the governance committee are subject to approval by the board.

Most organizations make provision in their bylaws for a governance committee, but a governance committee is far more functional and adaptable to the changing issues that must be addressed external to the organization. This committee includes the officers of the organization. The governance committee strengthens the position of the board chair, and transacts routine business between meetings of the board and acts in emergencies. In many organizations, the board chair, with the approval of the governance committee, appoints committee chairs, unless otherwise prescribed in the by-laws. All business transacted by the governance committee shall be reported to the board at its next meeting (BoardSource, 2002).

Governance Committee Duties and Responsibilities

- Keep the board informed about the Governance Committee's activities.
- Oversee the annual strategic planning process (unless a planning committee is designated for this purpose).
- Make sure the board performs an annual self-evaluation.
- Conduct the administrator's annual performance review (unless the board, a special *ad hoc* committee or board chair handles this responsibility).
- Oversee board development and training.
- Make recommendations to the board on hiring a new administrator.
- Make recommendations to the board for authorization of nonbudgetary expenditures.
- Review and recommend approval of the organization's operating budget.
- Recommend to the board the annual campaign goal based on the organization's requirements and a realistic appraisal of the community's fund-raising potential unless the fund-raising committee is charged with this responsibility.*
- Assign and monitor the work and recommendations of standing committees.
- Meet in the event of an emergency.
- Make decisions when the board is not in session (BoardSource, 2002).

*Not all boards are responsible for raising funds.



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Rationale: The governance committee handles routine board business when the board is not in session. This saves time and allows the board to concentrate on major issues, like long-range planning, policy-making and new funding. The board is responsible for approving decisions made by the governance committee.

The governance committee meets when an emergency needs to be dealt with immediately, and the board can't be convened. The governance committee also delegates responsibilities to the board's standing committees and monitors their work. In many organizations, the governance committee performs specialized functions like administrator or board evaluations.

Remember: The board is liable for all actions taken by the governance committee. The governance committee should always keep the board informed of its activities.

Nominating Committee

Purpose: To nominate qualified candidates for the board and board officer positions. Only boards of private, nonprofit organizations nominate candidates for the board. Boards of public organizations, whose members are elected, can seek out and encourage qualified individuals to run for office.

Nominating Committee Duties and Responsibilities

- Anticipate vacancies on the board.
- Evaluate board members' participation in board activities, consider time served and benefits to the organization when placing names on the ballot for election.
- Communicate to all board members the candidates' biographical sketch.
- Regularly ask the board to submit the names of good candidate prospects.
- Ask board member candidates to complete applications for board membership.
- Determine level of commitment of potential board nominees.
- Screen applications for board membership and submit the names of finalists to the board.
- Recommend individuals to fill board vacancies that occur during the year.
- Nominate and present a slate of board officer candidates.

Rationale: The nominating committee plays a key role in the organization's success because the people it chooses will influence the board long after their terms expire. To perform its job effectively, the nominating committee must know what skills board service requires. The committee should be made up of some veteran board members who are familiar with the organization, and the administrator. Committee members should look to the future of the organization. For a private, nonprofit board this means concentrating their efforts on recruiting prospective board members whose skills fit in the needs of the organization's long-range plan. For a public board, it means seeking out and asking individuals who have these skills to run for office.

The nominating committees of both private and public boards need to work closely with the ED and board chair to propose a slate of qualified board officers.



Finance Committee

Purpose: To ensure the organization's financial stability by providing oversight on its budget and investments.

Members: Board chair, treasurer of the board, administrator, staff business manager or chief financial officer and other board members appointed by the board chair.

Rationale: The primary role of the finance committee is to provide the expertise needed to assure the board that the organization is on sound financial footing. To perform this role effectively, committee members need to work as a team with the administrator, business manager, as well as accountants, auditors, bankers and other financial professionals. A finance committee does not relieve other board members of responsibility for the financial well being of the organization. Members of the finance committee, however, should not interfere with the administrator's job of managing the day-to-day expenditures of the organization.

Caution: In private, nonprofit organizations, the finance committee should not raise money independently of the board. This is the responsibility of the fund-raising committee and the board.

Finance Committee Duties and Responsibilities

Budget Formation and Information

- Work with the administrator to develop an annual budget and seek approval of the budget from the board.
- Personally and actively support the budget to funding sources, provide needed figures and lobby for funding approval.
- Keep the board regularly informed of the organization's financial status.

Budget Management

- Monitor reports on the organization's overall expenditures by reviewing financial data provided by the administrator.
- Review monthly financial statements and financial analyses.
- Review and approve key financial and operating policies, goals and objectives.

Investment Policy and Strategy

- Establish an investment policy to maximize the organization's income and allow the administrator to implement the policy.
- Ensure that generally accepted accounting principles (GAAP) are practiced.
- Report the results of an annual audit by an independent auditing firm chosen by the administrator to the board.
- Present to the board recommendations on matters related to financial institutions, including loans, investments, bank accounts and specific funds established by the organization as recommended by the administrator.
- Provide financial perspective and advice on issues addressed by board committees.
- Provide advice and consultation to the business manager and administrator.



Long Term Financial Planning and Implementation

- Review all proposals that require a long-term commitment of the organization's resources and make recommendations relevant to the adoption of such policies.
- Write and regularly update a long-range financial plan for the organization.
- With the approval of the Board Chair, organize and establish sub-committees as needed to fulfill the finance committee's duties and responsibilities (BoardSource, 2002).

Fund-raising Committee

Purpose: To lead the board in efforts that attract money and services needed to carry out the mission of the organization. This applies only to the boards of private, non-profit organizations. This committee may be divided into subcommittees that work together to achieve this goal.

Fund-raising Committee Duties and Responsibilities

- Work with the administrator to define the short-term and long-term funding needs.
- Plan funding activities for the board.
- Review the funding plan to ensure progress toward annual and long-range goals.
- Contribute financial support and encourage others to do so.
- Identify and recruit local leaders to serve with boards on fund-raising committees.
- Educate the board on the techniques of planned giving, lobbying, marketing, seeking grants, and soliciting corporations and individuals.
- Encourage the participation of the board in fund raising.

Rationale: Every member of a private, nonprofit board has the responsibility to ensure the organization's financial health by contributing personally and raising money from outside sources. The role of the fund-raising committee is to set direction for the rest of the board, plan fund-raising activities and train board members in fund-raising techniques.

Public Relations Committee

Purpose: To assist the administrator in his or her responsibility to maintain a positive image of the organization in the community by planning for and monitoring public relations and publicity activities. The committee may be divided into sub-committees that work together to reach this goal.

Public Relations Committee Duties and Responsibilities

- Assist the administrator by helping with a year-round public relations program.
- Work closely with the administrator to plan all publicity and promotion in support of the organization.
- Help the administrator plan and develop marketing efforts that support the organization's services and programs.
- Serve on the organization's speakers' bureau and explain the organization's services and programs to groups in the community.



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Rationale: Every board member has the responsibility to project a positive image of the organization both in his or her public and private dealings. The role of the public relations committee is to help the administrator in his or her responsibility to set formal direction and provide opportunities for the rest of the board to carry out this important duty (Di Lima and Johns, 1996: 1-13).

Board Committees

Purpose: A small group can often deal more effectively with a board responsibility or issue. The committee can efficiently formulate recommendations for board review. Committees can focus activity and provide important guidance, leadership and action items.

Board Committee Duties and Responsibilities

- The chair of the board appoints each committee chair.
- Each committee is accountable to the board for establishing and meeting measurable goals and objectives.
- Each committee shall contribute to the efficient operation of the organization.
- The committee makes recommendations to the board and provides information the board needs to make a sound decision.
- Committees should not meet when there is no business to complete or when the work of a committee is complete.

Rationale: The purpose of committees is to free the board from having to deal with specialized or complex issues, so it can concentrate on its broad policy-making responsibility. Committees are also a good proving ground for potential board leaders and can be a catalyst for board member involvement. To keep board member interest and commitment, however, committees should meet only when there is business to accomplish. It's also a good idea for the board to reorganize committees on an annual basis. If the board decides that a committee has served its purpose or accomplished its specific goals, it should be disbanded. Most boards have two types of committees, standing and *ad-hoc*.

A standing committee is established by the board's by-laws and is made up of board members only. This type of committee deals with an ongoing function necessary for the operation of the board and organization. Examples of standing committees are finance and governance committees. An *ad-hoc* committee is established to deal with a specific task or issue and disbands once its work is completed. The board chair appoints *ad-hoc* committees and designates their responsibilities. The life of an *ad-hoc* committee can range from several days to a year, depending on the nature of the issue or project it was set up to deal with. An example of an *ad-hoc* committee is one established to plan a special event like an annual meeting.

Standing committees are usually committees named in the by-laws to function throughout the year. These committees are given responsibilities to further various programs. A vote should be taken on most questions. The standing committee chair usually does much of the talking, but should encourage all members to express their



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opinions. The chair should not dominate discussion and decision-making. The chair votes on all questions. If a chair is absent or fails to call a meeting of his or her committee, any two members may issue the call, but a majority of the committee should be present before any action is taken (BoardSource, 2002).

A committee should not involve the organization in any way or incur debts unless given the authority to do so by the organization. These committees are expected to submit reports, when desired. In submitting a report, with a recommendation, the chair of the committee should move its adoption before taking his or her seat. This does not require a second since it is a committee report or proposal. The presiding officer should state there is a motion on the floor to accept the committee report or proposal. A vote will follow discussion on the motion.

Special and *ad hoc* committees: Special or *ad hoc* committees and task group are appointed or selected at a business meeting of the board. Normally such a committee is formed on the basis of a motion to commit or charge a group to accomplish a task. This special committee or task force may be asked to engage in fact-finding, investigate a situation or personnel matter, or plan a special event. The group will be asked to provide a report and possible recommendation to the board within a given time. These temporary committees usually cease to function when they have completed their assignments and made a report.

When it is intended to give the committee full power without referring it back to a board meeting, the words “with full power” should be added to the motion to commit or charge the committee. They may be asked to refer the issues to a standing committee of the board. The assembly takes no further action on the motion until the committee reports (BoardSource, 2002).

Board Member Consultant

Purpose: To help the organization by volunteering in a capacity other than required by the role of board member, i.e., by contributing skills and expertise.

Consultant Duties and Responsibilities

- Provide specific skills or talents as a pro bono contribution to the organization.
- Follow the established line of authority.
- Maintain open communication with the administrator.
- Seek approval of the administrator for all activities while serving as a board consultant.

Rationale: When asked, board members with expertise in some specialized area should support the administrator with their consulting skills. By offering their services, they can save the organization money that would otherwise be paid to an outside consultant. When acting as consultants, however, board members should realize that they are like any other volunteer in the organization. As such, they are under the supervision of the administrator.



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