



## TGFF Member & Director Job Descriptions

As of June 2022 (reviewed in 2025)

**Members:** The Members of The Gibney Family Foundation are those children, legally adopted children, grandchildren, and so forth, of direct lineal descendants of Al Gibney. Gibney Descendants are chosen to serve as Members to protect the Donor's Intent, mission, and vision of the Foundation. The Founding Members desire to have the family maintain control of the Foundation from generation to generation in perpetuity.

### **Member Responsibilities:**

- Act as stewards of the Donor's Intent, history, and core values of the Foundation.
- Determine eligibility criteria and responsibilities for Foundation Directors and Board Chair.
- Administer the Oath to Members and Directors at the TGFF Annual Meeting.
- Monitor the Director's terms of service.
- Stay current with Board of Director Meeting minutes for informed decision-making.
- Elect TGFF Members and Directors whenever a vacancy occurs.
- Participate in a closed meeting of the Members before the TGFF Annual Meeting for the sole purpose of confirming, electing, or removing Members and Directors for new terms of service.
- Review, revise, and approve the TGFF Bylaws annually.

[TGFF Bylaws](#) also state Members' Rights & Responsibilities

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**Directors:** Directors are the Foundation's governing body and act as fiduciaries for the Foundation. Directors of The Gibney Family Foundation are elected by the majority vote of the Members of the Foundation to govern day-to-day operations.

**Fiduciary Duties:** In exercising his or her powers, every Director has legal fiduciary duties and responsibilities, including as set forth in the Florida Not-for-Profit Corporation Act:

- Duty of Care: Each Director has a legal responsibility to participate actively in making decisions on behalf of TGFF and to exercise his or her best judgment while doing so.
- Duty of Loyalty: Each Director must put the interests of the Foundation before personal and professional interests when acting on behalf of TGFF in a decision-making capacity.
- Duty of Obedience: Directors bear the legal responsibility of ensuring that the Foundation complies with the applicable federal, state, and local laws and adheres to TGFF's mission

**Director Responsibilities:**

- Fully understand and commit to the mission, goals, and objectives of TGFF.
- Fully understand the roles and responsibilities of the Board of Directors.
- Fully understand the roles and responsibilities of the staff and the hiring of all TGFF Officers/staff
- Fully understand the day-to-day activities of the organization.
- Prepare for and attend all meetings of the Board of Directors. This includes reading materials, preparing for discussions, and being prepared to vote.
- Provide general advice and assistance to the organization upon request by the Board of Directors and/or staff.
- Respond and/or provide items associated with Board responsibilities and activities promptly.
- Develop policies, procedures, and regulations for the operation of the Foundation.
- Collectively govern to require and enforce respectful conduct in Board Meetings and beyond
- Inform the Board of all actual and potential conflicts of interest relating to the general purposes and activities of the organization and to specific issues before the Board.
- Other responsibilities as requested by the Board of Directors, the Board President, or other officers of the Board.

**Leadership, governance, and oversight**

- Serving as a trusted advisor to the CEO as s/he develops and implements TGFF's strategic plan
- Approving TGFF's annual budget, 990 PF, and other business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Contributing to regular performance evaluation of TGFF Leadership and the Board of Directors
- Partnering with the CEO & COO and other board members to ensure that board resolutions are carried out
- Serving on committees or task forces and taking on special assignments
- Ensuring TGFF's commitment to a diverse board and staff that reflects the values of the Foundation

[TGFF Bylaws](#) also state the Director's Rights & Responsibilities

Each Director shall agree to uphold the [TGFF Board of Director Service Commitment](#)