

R. Howard Dobbs, Jr. Foundation

Trustee Responsibilities

ARTICLE THREE *Board of Trustees*

3.1 Authority and Responsibility of the Board of Trustees.

(a) The supreme authority of the Foundation and the government and management of the affairs of the Foundation shall be vested in the Board of Trustees; and all the powers, duties, and functions of the Foundation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Trustees.

(b) The governing body of the Foundation shall be the Board of Trustees. The Board of Trustees shall have supervision, control and direction of the management, affairs and property of the Foundation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Trustees may adopt, by the affirmative vote of at least a majority of all the trustees then in office, such rules and regulations for the conduct of its business and the business of the Foundation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws or with R. Howard Dobbs, Jr.'s legacy and his charitable intentions, objectives, and goals for the Foundation, as expressed in the Foundation's governing instruments, in the Statement of Legacy of R. Howard Dobbs, Jr., in Guiding Principles of the Foundation, and elsewhere; and the fundamental and basic purposes of the Foundation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

Article Three of the Bylaws of the R. Howard Dobbs, Jr. Foundation provides an authoritative summary of the responsibilities associated with service on the Board of Trustees. The balance of the Bylaws details the procedures by which these responsibilities shall be exercised. In addition to fulfilling these legal requirements, Trustees of the R. Howard Dobbs, Jr. Foundation should be prepared to adhere to the following expectations:

1. Serve the interests of the Foundation as a whole, acting with the highest ethical standards as outlined in the Code of Conduct.
2. Maintain a working knowledge of the Foundation's legal framework, finances, operations, and program.
3. Faithfully prepare for and attend regular Board meetings (4 per year) and occasional called meetings; serve on at least one Board committee (usually 2-3 meetings per year, to be determined by committee assignment).

4. Participate fully and openly in Board and committee deliberations.
 - a. Question with an open and curious mind;
 - b. Respect, listen and learn from others;
 - c. Maintain independence and objectivity;
 - d. Strive toward consensus;
 - e. Respect and represent majority decisions;
 - f. Maintain confidentiality with regard to Board and committee deliberations except when decisions become a matter of public record (e.g., grant awards).
5. Discharge individual responsibilities associated with Board service and activities in a timely manner.
6. Actively collaborate in the creation of program strategies.
7. 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.
8. Positively represent the Foundation to the public.
9. Engage and inform family members about stewardship, philanthropy and service.
10. Honor family dignity and integrity.

In addition, the Chair of the Board of Trustees is expected to,

1. Serve as the Foundation's chief officer and spokesperson.
2. Lead the Board of Directors in the faithful pursuit of the Foundation's mission.
3. Cultivate a safe environment for open communication and inquiry; ensure due process.
4. Facilitate consensus; foster collaborative, creative problem solving and priority setting; encourage ambitious long-term planning.
5. Separate role as Chair from individual opinion as a Trustee; guide separation of Board policy and oversight from staff management duties.
6. Chair certain Board Committees (e.g., Executive, Governance Committees); serve ex-officio on other Board Committees.
7. Work in partnership with the President to achieve the Foundation's mission.

8. Guide the President in translating Board decisions into management action; support, counsel and serve as the President's sounding board.
9. Monitor and formally evaluate the President's performance.
10. Strengthen family unity, foster respect for family history and ensure effective succession planning.