

Board of Trustees Role Description & Qualifications

[NOTE: While this document is presented anonymously, NCFP members who have a question for the foundation that created this policy may request to do so by contacting ncfp@ncfp.org.]

The Board of Trustees of The XYZ Family Foundation, Inc. are entrusted with the responsibility to steward the institution of the Foundation, its assets, and its remarkable philanthropic legacy. The role and its associated fiduciary duties require a seriousness of purpose, a commitment to the family's shared principles, and substantial experience. A role description is outlined below.

Effective February 2023, prior to nomination, all Trustees must sign a copy of this document, affirming their willingness to uphold the duties outlined herein and to make decisions in the best interests of the institution.

Responsibilities of the Board of Trustees:

- **Strategy:** Set and uphold strategic direction for the Foundation, including the purpose, mission, values, and core grantmaking priorities. Ensure that all decisions reflect the mission, purpose, and values.
- **Board perpetuation:** Establish and uphold responsible systems of governance; build and sustain an effective, committed Board. Nominate Trustees; ensure smooth and responsible transitions among Trustee positions. Create appropriate Committee structures; outline their duties and delegated authorities; nominate and approve Committee leadership and membership.
- **Ethics and integrity:** Ensure that the Foundation operates with the highest degree of integrity, including avoidance and management of conflicts of interest. Uphold the provisions of the XYZ Family Foundation's Code of Conduct, and as required, respond to violations.
- **Oversight:** Critically analyze appropriate information/data to make business decisions that serve the long-term interests of the organization. Provide constructive oversight of staff.
- **Financial:** Manage the assets of the endowment by establishing and upholding a prudent investment management strategy; provide strong oversight of the financial operations of the Foundation, including the operating and capital budgets.

- **Select & evaluate Executive Director:** Create systems of accountability for the Executive Director, including an annual review of performance and determination of compensation.
- **Grant deliberation:** Review critically each grant request; deliberate and exercise sound judgement to award grants to the organizations that best exemplify the Foundation's mission, values, and standards for excellence. Ensure that grant decisions are free from conflict of interest or personal benefit.

Required Qualifications for Nomination:

Eligibility

- A lineal descendant, by birth or adoption, from the Founders.
- Successful completion of at least five years of service in the XYZ Family Foundation.
- Successful completion of the Foundation onboarding program (effective 2020).

Mission and values

- A commitment to uphold the mission of the Foundation and to steward the philanthropic legacy of the original donors.
- A commitment to uphold the values of the Foundation through words and actions.
- A commitment to act with the highest standards of integrity, to uphold all aspects of the Foundation's Code of Conduct, and to make decisions in the interests of the community and the institution.

Experience

- A demonstrated track record of effective engagement with the XYZ Family Foundation. Evidence of engagement may include one or more of the following:
 - Voluntary, engaged service on one or more Board Committees.
 - Participation in educational activities, such as fishbowls; conferences; grantee meetings; site visits; or similar.
 - Volunteering to assist with events; ad hoc committees; etc.
 - Prior service on the Board of Trustees.
- Demonstrated record of independent achievement, which may include one or more of the following:
 - Nomination to chair a (non-family) governing Board or Board Committee with delegable authority.
 - Nomination by peers to a non-family governing Board, with consideration given to the quality of experience gained through the Board service.

- Selection for a competitive educational or professional opportunity and/or a demonstrated track record of professional achievement.
- A sound knowledge base in one or more issues related to the operation of a large Foundation. This shall be defined broadly and may include topics as diverse as:
 - Investment management;
 - A subject area relevant to the Foundation's core grantmaking areas, such as education or the arts;
 - Governance;
 - Legal; audit; compliance; policies; and similar matters;
- *Strongly encouraged:* A demonstrated commitment to community service and/or personal philanthropy, as evidenced by such activities as volunteering; Board or Board Committee service; or other types of personal commitment to one or more not-for-profit organizations.

Qualities and Characteristics:

- Demonstrates collegiality; professional behavior; and respectful interactions with all Trustees; qualified family members; and staff.
- Demonstrates sound judgment and an ability to make decisions with appropriate objectivity.
- Represents the Foundation well in the external community, upholding values such as confidentiality; humility; professionalism; and avoidance of self-promotion or promotion of the Foundation.
- Dedicates the time necessary to carry out all duties of a Trustee, including active participation in meetings; willingness to serve on one or more Board Committees as requested by the President or Chair; and appropriate preparation for all meetings.