Officer and Committee Chair Roles and Responsibilities

(Items highlighted in yellow are from the bylaws, other items are based on current practice or best practices from BoardSource)

Responsibilities of Board Chair

- **Preside over membership, board, and executive committee meetings.**
- **Medium for communication to the Board for all matters from outside sources.**
- **Serve on the executive committee.**
- **Supervise and oversee affairs of the Foundation in accordance with polices and directives the Board approves.**
- Serve as ex-officio member of all committees.
- Work in partnership with the President to make sure board resolutions are carried out.
- **Call meetings if necessary.**
- **Appoint all committee chairs, and with the President, recommend who will serve on committees.**
- **Be a builder of consensus for Board and Committee members.**
- Assist when differences arise and ensure a healthy and productive governance culture.
- Work with President in preparing agenda for board meetings.
- **Oversee searches for a new President.**
- Coordinate President’s annual performance evaluation.
- **Coordinate periodic board assessment with the President.**
- Act as an alternate spokesperson for the organization.
- **Encourages board’s role in strategic planning.**
- **Periodically consult with board members on their roles and help them assess their performance.**

Responsibilities of Board Vice-Chair

- **Attend all board meetings.**
- **Serve on the executive committee.**
- **Carry out special assignments as requested by the board chair.**
- **Understand the responsibilities of the board chair and be able to perform these duties in the chair’s absence.**
- **Participate as a vital part of the board leadership.**
Responsibilities of Board Treasurer

- Attend all board meetings.
- Participates as a vital part of the board leadership.
- **Oversee the custody of the corporate funds and securities.**
- **Ensure financial records contain a full and accurate account of all receipts, disbursements, and other financial transactions.**
- **Serve on the executive committee.**
- Ensures internal control structure is adequate for the organization.
- Understand financial accounting for nonprofit organizations.
- Manage the board's review of and action related to the board's fiduciary responsibilities related to financial matters, including all financial policies and procedures.
- Work with the President and the CFOO to ensure that appropriate financial reports are made available to the board on a timely basis.
- Assist the President and CFOO in preparing the annual budget and presenting the budget to the board for approval.
- Ensures the Foundation is compliant with applicable laws and regulations related to its investments, including UPMIFA (prudent person rule).
- Review the annual audit and ensure board members' questions are answered about the audit.
- Review the annual tax return, IRS Form 990-PF, and ensure board members' questions are answered related to it.

Responsibilities of Board Secretary

- Attend all board meetings.
- Participate as a vital part of the board leadership.
- **Receive written notices of trustee or officers for resignation from position.**
- **Serve on the executive committee.**
- **Ensure new trustees have current copies of Articles of Incorporation, bylaws and other pertinent information regarding the organization and its operations.**
- Work with President in conducting new board member orientation.
- **Ensure all board records are accurate and properly stored.**
- Review board minutes and sign.
- Assume responsibilities of the chair in the absence of the board chair and vice-chair.
- **Ensure that notice of meetings of the board and/or of a committee is properly executed by staff.**
- Sufficiently familiar with legal documents (articles, bylaws, etc.) to note applicability during meetings.
Responsibilities of Chair of Grants Committee

- Preside over quarterly grants committee meeting in person. If a Co-Chair model is adopted, one of the Chairs should be in person for all meetings.
- Be familiar with the quarterly grants docket and be practiced in calling votes, leading discussions and building consensus.
- Meet with Program Staff prior to the meeting materials being finalized as well participate in a debrief meeting following the committee meeting.
- Be familiar with the Grants Committee Charter.
- Work in partnership with staff to launch strategic visioning sessions as needed.

Responsibilities of Chair of Investment Committee

- Preside over quarterly investment committee meeting in person. If a Co-Chair model is adopted, one of the Chairs should be in person for all meetings.
- Be familiar with the foundations investment portfolio and be practiced in calling votes, leading discussions and building consensus.
- Understand the Investment Policy Statement, including the Impact Investing Statement, and initiate reviews as required.
- Meet with CFOO and outside investment advisors prior to the meeting materials being finalized as well participate in a debrief meeting following the committee meeting if needed.
- Be familiar with the Investment Committee Charter.
- Work in partnership with staff to carry out other duties as needed.

Responsibilities of the Members

- Conduct an annual meeting to accomplish the appointment of Trustees and approval of audited financial report (audit) for the preceding fiscal year.
- Call special meetings as necessary.
- Work in partnership with President and Board Chair to carry out other duties as needed.