

A Board Member Contract

One way to be sure that everyone on the board is clear on his or her responsibilities is to adopt a board member contract. The discussion on the board about what to put in its contract or agreement is valuable in itself. This sample may help get that discussion started.

I, _____ understand that as a member of the Board of Directors of _____, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a board member:

1. I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson.
2. I will attend at least 75% of board meetings, committee meetings, and special events.
3. Each year I will make a personal financial contribution at a level that is meaningful to me.
4. I will actively participate in one or more fundraising activities.
5. I will act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
6. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies and other board matters.
7. I will work in good faith with staff and other board members as partners towards achievement of our goals.
8. If I don't fulfill these commitments to the organization, I will expect the board president to call me and discuss my responsibilities with me.

In turn, the organization will be responsible to me in several ways:

1. I will be sent, without request, quarterly financial reports and an update of organizational activities that allow me to meet the "prudent person" standards of the law.
2. Opportunities will be offered to me to discuss with the chief executive and the board chair the organization's programs, goals, activities, and status; additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a board member.
4. Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal and moral responsibilities to this organization. Board members and staff will work in good faith with me towards achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board chair and chief executive to discuss the organization's responsibilities to me.

Signed: _____

Member, Board of Directors _____

Chair, Board of Directors _____

The board chair should sign two copies of this agreement for each board member. Each new board member should sign both, return one copy to the board chair, and keep the other for reference.

See also at www.boardcafe.org

Conflict of Interest Policy: Sample

www.compasspoint.org/boardcafe/details.php?id=54

A Board-Staff Contract for Financial Accountability, November 2001

www.compasspoint.org/boardcafe/details.php?id=64

All of these articles are also in the Best of the Board Café

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