



Hand In Hand Board of Directors Basic Duties

As a board member of a charitable nonprofit in New York State, your fiduciary responsibilities revolve around three basic duties: the duty of care, the duty of loyalty, and the duty of obedience.

Duty of Care

This duty is fulfilled when a board member acts in good faith in all dealings with, and on behalf of the organization. An individual's actions are measured against the "reasonable person" standard or how an ordinarily prudent person acts in a similar circumstance.

- Am I sufficiently informed to decisively vote on matters?
- Are Board & committee meeting minutes sent to & received by members in advance?
- Are periodic financial reports, including comparisons with budget amounts, received regularly?
- Are board meetings organized to allow adequate discussion of policy related issues?
- Do we take the steps necessary to manage risks throughout the organization?
- Are approved plans monitored to assure accomplishment of objectives?
- Are financial budgets developed & approved before the start of the fiscal year?
- Is the organizational structure adequate to assure an efficient & effective operation?
- Are internal financial controls in place?
- Are we meeting our auditory requirements?
- Am I familiar with the audit? Are all my questions answered to my satisfaction?
- Are the personnel policies legally compliant & fully adhered to?
- Are we getting the most out of our investments?

Duties of Loyalty

This duty involves acting in the best interest of the organization at all times. Most board members are familiar with the need to avoid conflicts of interest that is clearly stated in state law.

- Do I regularly attend board meetings & committee meetings?
- How strong is my allegiance to the organization?
- Have I avoided conflicts of interest with the organization?
- Is there policy & procedures for handling conflicts of interest in the bylaws?

- If there are common or overlapping boards for affiliated entities, are decisions evaluated from the personal resources & perspective of all the involved entities?
- Am I willing to invest my personal resources & use my influence in the interest of the organization?

Duty of Obedience

Nonprofits have an obligation to operate in a manner that fulfills the stated purpose or mission as defined in the articles of incorporation, bylaws, application for tax-exempt status, and other official documents. Board members have a duty to follow the direction set by these governing documents, as well as to oversee compliance with laws and regulations that affect the organization.

- Have I read & do I understand the charter and bylaws?
- Did I review the mission statement & other documents?
- Am I informed about significant contractual lawsuits or potential claims on assets?
- Do I know the intended beneficiaries of the exempt activities?
- Am I satisfied that resources are dedicated & used in accordance with the organization's mission and purpose?
- Is there a system in place to assure compliance with local, state, and federal laws & regulations, & am I familiar with these laws & regulations?

Board Members are expected to do the following:

- Support and uphold the mission and values and goals of Hand In Hand
- Actively participate in defining and implementing the organization's strategic vision and plans for the future
- Attend monthly board meetings
- Actively participate in at least one board committee
- Support and become familiar with our programs
- Be a confident ambassador for the organization
- Support fundraising efforts
- Be familiar with the organization's bylaws, personnel policies, and other key policies guiding governance and operational practice
- Understand and respect Board-Staff boundaries
- Participate in the annual evaluation of the Executive Director
- Assist in identifying prospective board members

In general, Board Members responsibilities are expected to fulfill their legal and fiduciary responsibilities by completing the following:

Service:

- To prepare for, and attend in their entirety, Board Meetings
- To serve in leadership positions and committee assignments willingly and enthusiastically when asked
- To bring a sense of humor to the Board's deliberations
- To apply obedience to the law of the governance documents, a duty of care and loyalty to the organization

Policy and planning:

- To participate in the development and establishment of policies through which the work of the organization is accomplished
- To suggest policy related agenda items for meetings and ask timely and substantive questions, while supporting the majority decision on matters decided by the Board
- To help ensure effective organizational planning by reviewing, critiquing and approving annual budgets and work plans, as well as long-range plans
- To identify changing consumer, constituency and stakeholder interest and build stakeholder investment

Finance:

- To ensure the organization's long-term financial stability and integrity
- To adopt an annual budget that is responsible financially
- To ensure that periodic audits of the organization's finances are conducted and otherwise assist the Board to fulfill its fiduciary responsibilities.

Development:

- To make every effort to ensure that the organization has the resources to meet current and long-term financial solvency
- To understand and support the organization's fund development efforts even if you are not expected to ask for funds yourself
- To use every opportunity to heighten the profile of the organization in the community and to its members

Integrity:

- To maintain independence and objectivity and serve with a sense of ethics and personal integrity
- To fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest, or information of fact that would have significance in Board decision making
- To exercise the powers invested for the good of all members of the organization, or of the entity you represent, rather than for personal benefit
- To respect confidentiality of sensitive information known due to Board service
- To respect the diversity of opinions as expressed or acted upon by the Board, its committees and membership, and formally register dissent as appropriate
- To promote collaboration, cooperation, and partnership among the board, staff, and members

Self-Assessment:

- To participate in the Board periodic assessment of its own performance and recommend improvement in such areas as composition, organization, tenure, retention, and responsibilities

Board Descriptions:

Board President:

The President of the Corporation is the chairperson for the board of directors who:

- Serves as the chief volunteer officer of Hand In Hand Early Childhood Center
- Is the only person authorized to speak for the board except for the executive director, other than specifically authorized materials
- Ensures that the board behaves consistently with legal and contractual obligations and the bylaws
- Provides leadership to the board of directors, who set policy and to whom the executive director is accountable
- Acts as a liaison between the board and executive director
- Chairs meetings of the board with all the commonly accepted powers of the position
- Encourages board participation in strategic planning
- Appoints directors to committees and chairpersons of committees in consultation with the executive director
- Delegates responsibility to other board members such as committee chairs
- Serves ex-officio as member of all governance committees and attends their meetings when possible
- Discusses issues confronting the organization with the executive director
- Reviews with the executive director any issues of concern to the board
- Monitors financial planning and financial reports
- Helps to guide and mediate Board actions with respect to organizational priorities and governance concerns
- Participates in the evaluation of the performance of the executive director and informally evaluates the effectiveness of board members
- Recognizes good performance of board members
- Recognizes performance of the executive director, evaluates the board's effectiveness (objectivity in making decisions, willingness to take action, and influence to carry out the mission)
- Evaluates the board informally by observing what is happening in the organization, assessing the committee chairs, monitoring relations with other organizations, sounding out public opinion
- Self-evaluates his or her own performance
- Addresses performance and/or conflict of interest problems with board members
- Accepts other appropriate board leadership duties as directed by the board

President Desirable Qualifications:

- Vision-Broad, overall image of the agency's operations
- Generalist approach to the organization
- Impartial attitude
- Caring nature
- Strong leadership skills
- Ability to facilitate

Vice-President:

- Shall have all the powers and functions of the President in the absence of the chief volunteer officer
- Be a "President-Elect" and shall succeed the chairperson of the board when appropriate
- Perform other appropriate duties as requested by the board or chairperson of the board
- Sometimes helps to support committee functioning and leadership

Secretary:

- Perform or oversee documentation for activities of the board
- Assure that all documentation of corporate activities is managed in an appropriate manner
- Have custody of all records and reports of the corporation
- Perform or delegate to staff and assure the following:
 - Creating and mailing agendas for all meetings of the board
 - Keeping and reporting of complete and accurate minutes of all meetings of the board and all unanimous written consents executed by board members
- Is responsible for affixing the Seal of Incorporation which will be kept at the center
- Ensure that all Board Candidates and Board Members submit conflict of interest disclosure forms and disseminate them to the President

Secretary Desirable Qualifications:

- Good written and verbal communication skills
- Experience with minutes (ability to participate in a meeting & record at the same time)
- Strong filing and organizational skills
- Notary preferred but not required

Treasurer:

- Oversee all financial activities of the corporation and act as the chairperson of the Finance Committee that reviews all financial matters
- Assure that all financial matters are managed in an appropriate manner
- Perform or delegate to the executive director of the preparation of the following:
 - Maintaining full and accurate accounts of receipts and disbursements in the corporate books. Records of financial transactions shall be retained for eight years
 - Rendering to the chairperson and the board at the regular meetings of the board
 - Rendering a full financial report at the annual meeting of the board
 - Being furnished by all corporate officers and agents at his or her request with such reports and statements as he or she may require regarding the financial transactions of the corporation
 - Acting with the Finance Committee, see that a true and accurate accounting of the financial transactions of the corporation is made that reports of such transactions are presented to the board, and that all expenditures are made to the best possible advantage
 - Performing other duties as are given to him or her by these bylaws or as from time to time are assigned to him or her by the board or chairperson

- Serves on the Executive Committee and all other finance related committees as determined appropriate

Desirable Qualifications:

- Accounting Knowledge
- Skill in assessing financial position
- Ability to separate the overall financial picture from detail oriented day to day operational issues and to focus on the overall financial picture

Committee Chair Responsibilities

Committee chairs are an important and critical part of the board leadership team. Their responsibilities and duties include the following:

- Recommending to the president and/or board, who he or she would like to see serving on the committee
- Calling meetings and setting the agenda
- Ensuring meetings are properly recorded
- Managing the committee or group process, as customary for the position of a chair
- Coordinating communication and staffing services with the Executive Director
- Regularly report to the board all committee recommendations, progress and any other significant issues or concerns that warrant the committee's attention
- Keep the board president apprised on an ongoing basis of committee work and progress, and notify the president of the committee's report to the board in advance of the board meeting
- Ensure that the committee stays within its governance charge and is accountable to the board of directors as appropriate
- When the committee provides advice to the Executive Director and/or staff, clearly distinguishes and articulates to all concerned that such advice is not a directive or supervisory in any way

Code of Ethical Conduct

Hand In Hand is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purpose. As such, every Director, Officer, and key employee shall adhere to the following code of conduct:

By Laws and Policies:

- Be aware of and fully abide by the constitution, by laws, rules and regulations of the Corporation and policies of the corporation, pursuant to the New York Not-for-Profit Corporation Law
- Assure compliance of Hand In Hand with respect to all statutes, regulations and contractual requirements
- Respect and fully support the duly-made decisions of the Board of Directors in accordance with their fiduciary duties of obedience and loyalty
- Respect the work and recommendation of committees who are duly charged and have convened and deliberated accordingly
- Work diligently to ensure that the board fully assumes its role as a policy-making, governing body
- View and act towards the Chief Executive Officer as the chief administrative officer with the sole responsibility for the day to day management of the organization, including personnel, and for implementation of board policies and directives

Informed Participation:

- Attend most, if not all, meetings of the Board and assigned committees
- Remain informed of all matters, including financial that come before the Board and/or assigned committees
- Respect and follow the “chain of command” of the Board and Administration
- Constructively and appropriately bring to the attention of the Board, Officers, Committee Chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, and policy making
- Oppose, on the record, Board actions with which one disagrees or is in serious doubt
- Appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the corporation
- Do not fully commit to others or self to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action duly taken
- Act in ways that do not interfere with the duties or authority of staff

Conflict of Interest, Representation & Confidentiality:

- Represent the best interests of Hand In Hand at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in good faith, on behalf of the best interests of Hand In Hand.
- Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the Board
- Not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result of the board member’s affiliation with Hand In Hand
- Publicly support and represent the duly made decisions of the Board
- Speak positively of the organization to the Corporation members, and all current and potential stakeholders and constituencies
- Not take any public position representing the Corporation on any issue that is not in conformity with the official position of the Corporation
- Not use or otherwise relate one’s affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election
- Maintain full confidentiality and proper use of information obtained as a result of board service in accordance with board policy or direction

Interpersonal:

- Speak clearly, listen carefully to and respect the opinions of fellow board members and key staff
- Promote collaboration and partnership among all members of the board
- Maintain open communication and an effective partnership with the Board’s Officer and committee leadership
- Remain “solution focused” offering criticism only in a constructive manner
- Not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the board because of differences in opinion or other personal reasons
- Always work to develop and improve one’s knowledge and skills that enhances one’s abilities as a Director

Annual Potential Conflicts Disclosure Statement:

As a Director or Officer of Hand In Hand, prior to being seated on the Board of Directors or commencing employment with Hand In Hand, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as circumstances may change from time to time.

