



White River Partnership Board of Directors Job Description
January 2021 version

The White River Partnership (WRP) Board of Directors is a governing board with legal and fiduciary responsibility to the organization. Vermont law requires Board Members to discharge duties: “. . . (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the director reasonably believes to be in the best interests of the corporation.” All WRP Board members are required to fulfill this legal and fiduciary obligation. The roles and responsibilities outlined below are intended to guide each current and prospective Board Member, and to provide an understanding of what is expected from the Board above and beyond the legal requirements.

I. Authority:

Individual Board Members have no authority to direct or make requests of the WRP Executive Director or staff, or to speak on behalf of the WRP, unless given such authority by the Board.

II. Recognition of the mission:

Board Members are expected to understand and support the WRP’s mission; serve as ambassadors for the WRP; and lend advice and expertise to the WRP’s leadership. Board Members, therefore, should be familiar with the following:

1. WRP’s mission statement, program areas and strategic plan
2. The basic staffing and structure of the WRP

III. General Oversight:

Although the Board of Directors is not expected to make operating decisions, it must perform certain critical oversight functions, in addition to those listed above:

1. Hire, support, and annually evaluate the Executive Director
2. Recruit and acclimate members of the Board of Directors
3. Create and implement Board procedures
4. Review the performance of the Board of Directors annually
5. Ensure compliance with and periodically update the organization’s bylaws
6. Provide strategic direction, which includes regular reviews of the organization’s mission, vision and values, and active maintenance and delivery on strategic plans
7. Provide oversight regarding legal contracts and concerns
8. Formulate policies
9. Advocate for and promote the WRP

IV. Fiscal Oversight:

The Board of Directors must provide broad fiscal oversight, including the adoption of an annual budget and quarterly review of revenue and expenses. Board Members are expected to serve in a fiduciary capacity, utilizing their judgment and discretion for the benefit of the WRP.

Board Members are also expected to:

1. Disclose conflict-of-interest during the year if/as necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings; and
2. Maintain confidentiality about all internal and financial matters of the WRP.

V. Fundraising and development:

As a non-profit organization, fundraising and development are vital to the success of the WRP. One of the most important functions of the Board is to assist and oversee the WRP's fundraising efforts. Consistent with this, all Board Members are expected to do the following:

1. Provide leadership, contribute ideas, and actively advocate for the fundraising and development efforts of the organization.
2. Make a financial gift to the WRP annual appeal.
3. Attend as many WRP programs and development events as possible.
4. *Optional:* Write notes to personal contacts on the corresponding annual appeal solicitation letter(s).
5. *Optional:* Assist the Executive Director's efforts to solicit contributions from major donor prospects.

VI. Involvement in Meetings, Committees and Events:

Board Members are expected to actively participate in Board meetings and to serve on at least one Board committee if/as needed. Board Members are strongly encouraged to attend the WRP's public events, including the WRP Annual Meeting.

VII. Officers:

Board Officers are expected to fulfill the responsibilities of a Board Member, in addition to the specific responsibilities of the Officer position held.

President: The Board President is expected to provide leadership to and manage the WRP's Board of Directors and Executive Committee, prompting the WRP's Board to fulfill its legal and financial obligations and individual Board Members to fulfill their Board responsibilities. The Board President facilitates communication and decision-making within the Board. Specific responsibilities include, but are not limited to:

1. Convening and facilitating Board and Executive Committee meetings
2. Providing accountability regarding attendance, individual giving, and other individual Board member commitments
3. Ensuring the recruitment and orientation of new Board Members
4. Maintaining regular contact with the Executive Director and being available as needed
5. Ensuring annual evaluation of the Executive Director and Board

Vice-President: The Board Vice President serves as a member of the Executive Committee and supports the Board President in his or her Board leadership. Specific responsibilities include, but are not limited to:

1. Fulfilling the roles and responsibilities of the President in the case of her or his inability or absence
2. Fulfilling the roles and responsibilities of the Secretary in the case of her or his inability or absence
3. Chairing committees on special subjects as designated by the Board

Secretary: The Board Secretary is expected to establish and oversee sound practices for documentation and effective procedures for Board communication. The Board Secretary serves as a member of the Executive Committee. Specific responsibilities include, but are not limited to:

1. Overseeing the recording and distribution of Board and Executive Committee meeting minutes
2. Keeping records of all official Board communication, including, but not limited to, Board meeting minutes
3. Ensuring bylaws, articles of incorporation, and other key documents are up-to-date, and that Board decisions are integrated

Treasurer: The Board Treasurer is expected to provide financial oversight and to monitor the financial health of the organization. The Treasurer serves as a member of the Executive Committee. Specific responsibilities include, but are not limited to:

1. Overseeing, in coordination with the Executive Director:
 - a. The creation, presentation and monitoring of the annual budget
 - b. The timely and accurate completion of the organization's tax forms
 - c. The creation and distribution of financial reports prior to Board meetings
2. Presenting financial information to the Board and being available for questions
3. Monitoring compliance with financial policies and procedures and suggesting changes and new policies as needed
4. Providing regular financial oversight and alerting the Executive Committee immediately if concerns arise

VIII. Length of terms:

A member of the Board of Directors agrees to participate in one (1) three-year term. (See WRP Bylaws Article V Section 4: "All Board members shall serve three year terms – with one-third of Board seats being elected each year – and are eligible for re-election.") The Board agrees to review the concept of term limits from time-to-time if/as needed.