

SFMIX Board of Directors

Please also see the SFMIX Bylaws:

https://sfmix.org/wp-content/uploads/2022/12/SFMIX_Bylaws_20150525.pdf

The Board supports the work of SFMIX by providing mission-based leadership and strategic governance. While the Executive Director and staff lead day-to-day operations, the Board is responsible for the organization's three primary legal duties:

- **Duty of Care:** Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and goodwill;
- **Duty of Loyalty:** Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation; not in the best interest of the individual board member (or any other individual or for-profit entity).
- **Duty of Obedience:** Ensure that the nonprofit obeys applicable laws and regulations; follows its bylaws; and adheres to its stated corporate purposes/mission.

Board Member responsibilities include:

- Determine the mission and purposes of the organization
- Hire and set the compensation of a talented Executive Director to run the day-to-day management activities of the organization.
- Serve as a trusted advisor to the Executive Director as they develop and implement the organization's strategic plan.
- Prepare for and attend meetings, show commitment to Board activities, and participate actively in Board and Committee work.
- Participate in events related to the organization's work and mission, such as community meetings, industry conferences, and speaking engagements.
- Assist the Board in carrying out its fiduciary responsibilities and financial oversight, approving the organization's annual budget, audit reports, and material business decisions; be informed of and meet all legal and fiduciary responsibilities.
- Build a competent board by articulating prerequisites for board member candidates, orient new members, and periodically evaluate own performance.
- Ensure legal and ethical integrity. The board is ultimately responsible for adherence to legal standards and ethical principles.
- Enhance the organization's public standing.
- Respond to requests for feedback or decisions between meetings in a timely manner.
- Participate in grantmaking activities, primarily the final approval of proposals and providing direction for outreach.
- Understand and maintain confidentiality.

Board Member Qualifications include:

It is intended that the Board of Directors reflect the diversity of the member community. This composition should include a variety of necessary skill sets (e.g., technical, legal, HR, communications) from various perspectives (e.g., economic and cultural backgrounds). In addition, Board Members should have and maintain an interest in and support the Organization's mission, uphold the organization's values, and maintain objectivity and impartiality as Board Members. Personal qualities of integrity, credibility, and dedication are also highly desired.

Additional for President

- Provides leadership to the Board of Directors
- Seeks volunteers for committees and coordinates individual board member assignments
- Establishes search and selection committee for hiring an Executive Director when needed
- Ensures that board matters are handled properly, including committee functioning, recruitment of new board members, orientations, and meeting preparation
- Discusses issues confronting the organization with the Executive Director
- Helps guide and mediate board actions with respect to organizational priorities and governance concerns
- Annually reviews matters of governance that relate to the board's structure, role, and relationship to management
- Serves as primary contact for the Board
- Holds Board members accountable for attendance and adherence to organizational values, policies, and standards of conduct
- Encourages transparent communication between all Board members and the Executive Director.

Additional for Secretary

- Maintains records of the Board and ensures effective management and accessibility of the organization's records
- Prepares the official minutes of the meeting and records motions, discussions, votes, and decisions, including distributing the minutes to the Board in a timely manner after each meeting
- Notes applicability during meetings of the organization's articles, by-laws, and other relevant legal documents
- Holds Board members accountable for their tasks

Additional for Treasurer

- Oversees the finances of the organization, including the board's review of and action related to financial responsibilities
- Ensures appropriate financial reports are made available to the board
- Regularly reports to the board on key financial events, trends, concerns, and assessment of fiscal health

- Ensures development and board review of financial procedures and systems
- Assembles an Audit Committee, who an auditor for the organization's yearly audit
- Ensures tax-related documents and legal forms are filed on time, such as the documents required to maintain the organization's tax-exempt status
- Assists the Executive Director in preparing the annual budget and presenting it to the board for approval
- Acts as an official signer on the bank account and works with the Executive Director on large monetary distributions
- Serves as the chair of the finance committee

External Works Consulted:

- Ten Basic Responsibilities of Nonprofit Boards by Richard T. Ingram (BoardSource, Second Edition 2008)
- National Council of Nonprofits:
<https://www.councilofnonprofits.org/tools-resources/board-roles-and-responsibilities>
- Society for Nonprofits: <https://www.snpo.org/board/jobdescriptions.php>
- Foundation for a Healthy Kentucky:
<http://wmskamfm.com/wp-content/uploads/2014/05/Board-Member-Job-Description.pdf>