

DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS

This is an explanation of the duties of the new Board of Directors. It is the work of the Planning Committee's Subcommittee on Governance. This document has not yet been presented to the House of Delegates, but is published here as information for potential candidates for the Director positions (BOD members who are not also Executive Committee members) on the Board of Directors.

The USMS Board of Directors has very specific duties. Directors have fiduciary responsibilities (an obligation to act for another under circumstances which require total trust, good faith and honesty.), and they are required to act within their authority primarily for the benefit of USMS. Directors do not have power or authority individually. A board's decision-making ability lies in its group structure. While at times an individual board member may become extensively involved with one particular program area and be working with staff, this is usually temporary, and information regarding the need for increased attention by that board member should be relayed regularly to the full board.

The USMS board has the responsibility of long-term strategic plans and ensuring its own succession. The board establishes committees to accomplish its activities, including financial, personnel, and planning functions. Through such committees, the board develops policy and engages in strategic planning with the assistance of Committees and staff.

It is important to remember that the House of Delegates holds both the authority and the responsibility for every action the organization takes. The Board has the authority to act on behalf of the organization between meetings of the House of Delegates. The board can, in certain circumstances, delegate its authority. Commonly, of course, boards delegate responsibility for the routine operations of the organization to staff as well as asking committees and other groups of volunteers to tackle specified tasks on its behalf.

Summary of Significant Board of Director Duties:

- Participate in Board activities: meeting attendance (at least 2 meetings: convention and mid-year), discussion participation (at least 2 conference calls, numerous email discussions)
- Determine the organization's mission and purposes
- Participate in policy development and approval
- Ensure effective organizational planning (strategic and long range)
- Ensure adequate resources
- Manage resources effectively.
- Determine and monitor the organization's programs and services
- Enhance the organization's public image
- Assess its own performance
- Be aware of board financial, legal and public responsibilities
- Understanding and communication of the organization's mission
- Oversee the organization's compliance with legal regulations, licensing and other standards
- Evaluate the effectiveness of board practice: Bylaws, committees, procedures
- Exercise approval of outside counsel (legal, accounting, managerial)
- Hiring, evaluating, managing, and compensating staff and contractors.

- Oversight of organizational financial structure and activity, including income, expenses, borrowing, insurance coverage, audits, bank relations, fund-raising, and other financial procedures
- New board member orientation

Personal characteristics to consider:

- Ability to: listen, analyze, think clearly and creatively, work well with people individually and in a group.
- Willingness to: prepare for and attend board and committee meetings, ask questions, take responsibility and follow through on a given assignment, evaluate oneself.
- Develop certain skills if you do not already possess them, to: cultivate and recruit volunteers, read and understand financial statements, learn more about the substantive program areas of USMS.
- Possess: honesty, sensitivity to and tolerance of differing views, a friendly, responsive, and patient approach, community-building skills, personal integrity, a developed sense of values, a sense of humor, concern for the development of USMS,

The Board may identify and define other duties from time to time if provided with the appropriate legislative authority by the House of Delegates.

What are the standards to which a member of the USMS Board of Director's should be held?

Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

Duty of Care

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

Duty of Obedience

The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.