



BASIC RESPONSIBILITIES FOR THE BOARD OF DIRECTORS

1. Determine and support the mission and goals of the Potter League.
2. Select and support the chief executive, and assess his or her performance.
3. Ensure effective organizational planning.
4. Ensure adequate resources/raise money.
5. Exercise fiduciary responsibility and oversight of League assets.
6. Determine, monitor and strengthen the organization's programs and services.
7. Enhance the organization's public standing by advocating its mission and goals to the community.
8. Ensure legal and ethical integrity and maintain accountability.
9. Recruit and orient new board members and assess board performance.

ATTAINING THE GOALS OR PURPOSES

Most humane organizations have a statement of aims and objectives of their basic organization and as part of their constitutional structure. In essence, humane organizations exist for the purpose of preventing cruelty and promoting kindness. It is the primary responsibility of the Board of Directors to direct the organization toward these goals in the best possible manner. It is understood that the Board is entitled to emphasize certain program areas or to initiate certain projects before others as needs or assets dictate. However, the basic aims and objects must be followed at all times. This is a moral, as well as legal, requirement.

HONORABLE TRUSTEESHIP

Honorable trusteeship is the second responsibility. It is a dual responsibility. Board members are responsible to the community which supports the organization either through service fees or donations. They are also responsible to the organization on behalf of the animals being helped. Board members are expected to use diligence and prudence on working for the best interests of the organization. They must display the same concern and good faith in behalf of the organization they would normally display in their own personal affairs. They must avoid becoming involved in the remotest suspicion of conflict of interest. Their motivation for serving on the board must be in the highest tradition of voluntary charitable service.

TEAMWORK

Teamwork is the third responsibility. The Board of Directors is expected by law and by tradition to function as a group rather than as individuals. The very title 'Board of Directors' emphasizes this principle.

Individual directors have no authority except within the framework of the Board meeting unless specifically provided for by the constitution or proper board action. Often Board members also

serve as volunteer workers at the animal Shelter. This is a separate and distinct function apart from the individual's Board function. As a volunteer, the Board member is under the supervision of the Volunteer Coordinator (and, therefore, the Executive Director) and must not interfere with the management of the facility. Suggestions to the Executive Director or staff must be channeled through the entire board in accordance with democratic principles.

Individual Board members are expected to discuss, suggest, agree and disagree regarding operational management provided that they do so at a Board meeting. This is the way a democracy functions. But as in a democracy, once the will of the majority has been established the director is obligated to accept and abide by the group decision. To do otherwise is to weaken the organization and act unethically.

Duty of Care, Loyalty and Obedience

According to nonprofit corporation law, a board member should meet certain standards of conduct and attention to his or her responsibilities to the organization. Along with attention to programs, finances, and fundraising, nonprofit board members should understand the regulatory environment in which their organizations operate. Fundamental legal principles and complex tax laws govern the work of nonprofit boards and board members. The duties of the nonprofit board can be summed up in the "three D's": the duty of care, duty of loyalty and duty of obedience.

Duty of Care

Board members must exercise due care in all dealings with the organization and its interests. Directors should be reasonably informed about the organization's activities, participate in collective decisions, and do so in good faith and with the care of an ordinary prudent person in similar circumstances. This includes careful oversight of financial matters and reading of minutes, attention to issues that are of concern to the organization and raising questions whenever there is something that seems unclear or questionable.

Duty of Loyalty

The duty of loyalty requires board members to exercise their power in the interest of the organization and not in their own interest or interest of another entity, particularly one in which they have a formal relationship. When acting on behalf of the organization, board members must put the interest of the organization before their personal and professional interests.

Conflicts of interest, including the appearance of conflicts of interest, must be avoided. This includes personal conflicts of interest or conflicts with other organizations with which the board member is connected.

Duty of Obedience

Obedience to the organization's central purposes must guide all decisions. The board must also ensure that the organization functions within the law, both the "law of the land" and its own bylaws and other policies. The directors must remain the guardians of the mission.