**General Board Information**

**Adopted: November 2020**

**2021 BOARD OF DIRECTORS ROSTER**

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**2021 BOARD OF DIRECTORS MEETING DATES**

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| Date | Time | Event | Location |
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**BOARD MEMBER RESPONSIBILITIES**

**General Expectations**

Know the mission, purposes, goals, policies, programs, services, strengths, and needs of United Way of Northeast Kentucky.

Support and guide the board of directors, under the guidance and in cooperation with the board leadership, including Board President, Vice President, Treasurer and committee chairperson.

Identify and assist in the correction and/or implementation areas of concern, oversight and vulnerability of the UWNEK, through policy implementation, operational changes and development.

Serve in leadership positions or undertake special assignments willingly and enthusiastically when asked.

Avoid prejudiced judgments on the basis of information received from individuals and urge those with grievances to follow established procedures for airing them. All matters of potential significance should be called to the attention of the Executive Director and Chairman of the Board.

Follow trends in the United Way of Northeast Kentucky field of interest.

Suggest possible nominees to the Board who are clearly men and women of achievement and distinction and who can make significant contributions to the work of the Board and the organization’s progress.

Assist with the annual campaign drive and promote United Way of Northeast Kentucky’s purpose.

Become familiar with each partner agencies’ programs and needs and how they serve the community.

**Meetings**

Prepare for and participate in Board and committee meetings (*see “Committee Responsibilities”*), including appropriate organizational activities.

Ask timely and substantive questions at Board and committee meetings consistent with your conscience and convictions, while supporting the majority decision on issues decided by the Board.

Attend United Way & Volunteer Services functions - Campaign Kick-Off, Community Volunteer Celebration, corporate Annual Meeting, etc.

Maintain confidentiality of the Board’s executive sessions, and speak for the Board only when authorized to do so.

Suggest agenda items periodically for Board and committee meetings to ensure that significant policy-related matters are addressed.

 **Relationship with Staff**

Counsel the Executive Director as appropriate to offer support in his or her often difficult relationships with groups or individuals. Concerns regarding performance and appraisal should be addressed first to the Board President, Vice President and/or Personnel Committee chairperson.

Avoid asking for special favors of the staff, including special requests for extensive information, without the prior consultation with the Executive Director, Board President, or appropriate committee chair.

**Avoiding Conflicts**

Serve the organization as a whole rather than any special interest group or constituency.

Avoid even the appearance of a conflict of interest that might embarrass the Board or organization and disclose any possible conflicts to the Board in a timely fashion.

Maintain independence and objectivity and do what your sense of fairness, ethics, and personal integrity dictate even though you are not necessarily obliged to by law, regulation, or custom.

Never accept or offer favors or gifts from or to anyone who does business with the organization.

**Fiduciary Responsibilities**

Exercise prudence with the Board in control and transfer of funds.

Faithfully read and understand the organizations financial statements and otherwise help the Board fulfill its fiduciary responsibility.

**Fundraising**

Give an annual gift according to your personal means to the local United Way of your choice.

Support the United Way of Kentucky by encouraging full membership and support by the local United Ways in Kentucky.

Assist the staff and volunteers of United Way of Kentucky by implementing fund-raising strategies through personal influence with corporations, individuals, state government and foundations, when appropriate.

**EXECUTIVE COMMITTEE RESPONSIBILITIES**

**Purpose**

Managing the affairs of the corporation between meetings of the Board of Directors.

**Duties**

1. Ensures that corporation meets the legal requirements of the conduct of the organization’s business and affairs. Ensuring the organization operates within the by-laws and regulations adopted by the Board. Adopts policies, which determine the purposes, governing principles, functions and activities, and courses of action of the organization. Assumes ultimate responsibility for internal policies governing the organization.

2. Regularly evaluates and reviews the organizations operations and maintains standards of performance. Monitors the activities of the organization, including reviewing reports of appropriate committees; confirming, modifying, or rejecting proposals; counseling and providing good judgment on plans of committees or the Executive; and considering, debating and deciding issues.

3. Understands and interprets the work of the organization to the community. Relates the services of the organization to the work of other agencies and focuses on social reform and progress in the community as a whole.

4. Selects, employs, and evaluates the President. Approves policies governing the administration of personnel.

5. Approves and monitors the corporate finances of the organization. Creates a financial climate for fulfilling the organization’s purpose. Sees that sufficient funds are available for the organization to meet its objectives. Authorizes and approves the annual audit.

6. Secures and maintains a satisfactory facility in which to carry out the organization’s functions; approves all recommendations dealing with improvements of the facility.

**Qualifications**

1. A demonstrated interest and belief in the organization’s service goals and a commitment to the board and its charge.

2. Possess personal commitment or professional background needed to meet the aims of the organization.

3. Available time and willingness to participate on board committees.

**BOARD JOB DESCRIPTIONS**

**Chairperson of the Board**

**Purpose:** Governs the board of directors as the principal elected officer of the board

**Duties and Responsibilities:**

• Serves as the chief volunteer officer of the organization.

• Is a partner with the President in achieving the organization’s mission.

• Provides leadership to the board of directors, who set policy and to whom the executive director is accountable.

• Chairs meetings of the board after developing the agenda with the President.

• Encourages board role in strategic planning.

• In consultation with the President, appoints chairpersons of committees.

• Serves ex officio as member of committees and attends their meetings when possible.

• Discusses issues confronting the organization with the executive director.

• Helps guide and mediate board actions with respect to organizational priorities and governance concerns.

• Reviews with the executive director any issues of concern to the board.

• Monitors financial planning and financial reports.

• Plays a leading role in fund raising activities.

• Formally evaluates performance of the President and informally evaluates the effectiveness of board members.

• Evaluates annually the performance of the organization in achieving its mission.

• Performs other responsibilities as assigned by the board.

**Vice-Chairperson of the Board**

**Purpose:** Assists the Chairperson with governing the board of directors.

**Duties and Responsibilities:**

• Works as a team with the Chairperson on governance issues.

• Assumes the duties of Chairperson in absence of the board chairperson – see Chairperson of the Board duties and responsibilities.

• Performs other responsibilities as assigned by the board.

**Treasurer of the Board**

**Purpose:** Helps ensure the fiscal integrity of the organization by providing oversight of the financial activities and assuring the accuracy of all financial records.

**Duties and Responsibilities:**

• Services as chair of the Finance Committee.

• Gives regular reports to the board as to the financial picture of the organization.

• Ensures that the board’s financial policies are being followed.

• Assists the presidents in preparing the organization’s annual budget.

• Reviews the organization’s annual audit and answers any questions other board members may have about it.

**Secretary of the Board**

**Purpose:** Ensures the maintenance, accuracy and safety of all board records.

**Duties and Responsibilities:**

• Reviews board meeting minutes for accuracy.

• Obtains information from records and minutes to help board members in the decision-making process.

• Assumes the duties of Chairperson in absence of the board chairperson and vice-chairperson. See Chairperson of the Board duties and responsibilities.

**BOARD MEMBER ANNUAL AFFIRMATION OF SERVICE**

1. I continue to be fully supportive of our mission, purpose, goals, and leadership.
2. This support will involve a commitment of resources, which include, time, expertise, financial and other in-kind donations by each UWNEK board member.
3. I understand that board membership requires the equivalent of 2-3 days per year of my time, including preparation of meetings. I am able to give that time during the 12 months ahead, and I expect to attend all board and committee meetings unless I give the respective chairman advance notice of my need to be absent for good cause.
4. I intend to contribute financially to the work of our organization during the year and will help open doors to friends and business associates who may be interested in contributing to our work.
5. I have reviewed, signed and intend to comply with our board conflict of interest policy.
6. Excellent attendance is essential for active involvement. Members agree to at least an **80% attendance record for all board and planning committee meetings** that they have agreed to participate.
7. If anything should occur during the year that would not allow me to keep these intentions of being a positive contributor to our board, I will take the initiative to talk to the officers about a voluntary resignation to allow another to serve who is able to be fully involved.

By signing below, each member acknowledges that they have read this Memorandum of Understanding and agree to abide by its contents.

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Signature Date

**THANK YOU FOR ALL YOU DO FOR THE UNITED WAY!**