

Board Officer Positions Description Templates

Central to an effective governance structure are the roles and responsibilities of board officers. The following officer role descriptions serve as invaluable resources (updated January 2024) to consider when drafting your position descriptions.

Designed with careful consideration of best practices and informed by the evolving landscape of institutional governance, these templates provide a framework for delineating the roles and responsibilities of board officers.

By utilizing these templates, your board can enhance its effectiveness, foster accountability, and uphold the principles of transparency and integrity.

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Board Chair Description

The Board Chair is the elected leader and an officer of the board of directors as articulated in the bylaws of the institution. This officer position description outlines the role and responsibilities of the Board Chair with respect to the full board, committees, and individual members.

From the bylaws

Insert the language specified in bylaws here.

Election

Insert language about board chair election process and term here.

Responsibilities

The following is a sample list of responsibilities for consideration in your position description:

- Presides over and conducts meetings of the board of directors meetings. Approves meeting agendas. Determines if there is a quorum. Invites all board members to participate in discussions.
- Oversees board meeting discussions including moving members toward consensus and vote.
- Oversees board member accountability. Provides leadership to the board and ensures duties of officers and board members are being fulfilled.
- Leads and upholds board commitment to the institution's mission, strategic plan and priorities, and goals.
- Chairs executive committee. Serves on personnel subcommittee. Serves *ex officio* with vote on all standing committees of the board except the audit committee. Appoints committee members.
- Serves as officer of the corporation and primary contact for the board. Provides supervision of affairs of the corporation. Steps in as needed in the absence of the president.
- Serves as liaison to the president and manages the mutually supporting relationship with the president.
- Cultivates board relationships and the future leadership of the board. Facilitates board leadership succession planning and consideration of potential board officers.
- Advocates for the institution and the board encouraging 100% board giving.

Board Vice-Chair Description

The Board Vice-Chair is an elected leader and officer of the Board of Directors as articulated in the bylaws (Article # Number #) of the institution. This officer position description outlines the role and responsibilities of the Board Vice-Chair with respect to the full board, committees, and individual members.

From the bylaws

Insert the language specified in bylaws here.

Election

Insert language about board vice-chair election process and term here.

Responsibilities

The following is a sample list of responsibilities for consideration in your position description:

- Presides over the meetings of the Board of Directors in the absence of the Board Chair.
- Assists the Board Chair in performing his or her duties as requested.
- Serves on the Executive Committee of the board.
- Supports the Board Chair in board leadership succession planning.

Governance Chair Description

The Governance Chair is an elected leader and officer of the Board of Directors as articulated in the bylaws (Article # Number #) of the institution. The Governance Chair oversees the work of the governance committee, a standing committee of the board. This officer position description outlines the role and responsibilities of the Governance Chair with respect to the full board, committees, and individual members.

From the bylaws

Insert the language specified in bylaws here.

Election

Insert language about the governance chair election process and term here.

Responsibilities

The following is a sample list of responsibilities for consideration in your position description:

- Conducts and oversees the work of the Governance Committee.
- Sets agenda for Governance Committee meetings. Meets with president to plan meetings and obtain institutional support for the Committee's work.
- Provides oversight and leads Governance Committee in its work of the board-building cycle.
 - Oversees recruitment, orientation, education, and assessment of the Board.
 - Ensures the board matrix is up to date and used as a tool to address the diversity of the board.
- Works with both the Board Chair and President to ensure board assessment results and board education are part of the board's own development plan.
- Offers Governance Committee reports to full board.
- Assesses and manages board member engagement via post-meeting discussion and surveys securing board member feedback.
- Conducts exit interviews with outgoing board members.
- Serves on Executive Committee of the Board. Serves on Personnel Subcommittee.

Finance Chair Description

The Finance Chair is an elected leader and officer of the Board of Directors as articulated in the Bylaws (Article # Number #) of the institution. The Finance Chair oversees the work of the Finance Committee, a standing committee of the board. This officer position description outlines the role and responsibilities of the Finance Chair with respect to the full board, committees, and individual members.

From the bylaws

Insert the language specified in bylaws here.

Election

Insert language about finance chair election process and term here.

Responsibilities

The role of the Finance Chair includes the following:

- Conducts and oversees the work of the finance committee.
- Sets agenda for finance committee meetings.
- Provides oversight and leads committee in review of financial statements to ensure financial health of the institution.
- Presents committee report to full board.
- Reviews and approves, collaboratively with the Finance Committee, the annual operating budget, and presents recommendation for final approval to full board.
- Serves on Executive Committee of the board.
- Assists the full board with understanding financial statements and position, and engages the full board in funding strategies to achieve long-term goals.
- Leads Finance Committee in review of accounting policies and controls, insurance coverage review, and ensuring internal controls are in place.

Board Treasurer Description

The Board Treasurer is an elected leader and officer of the Board of Directors as articulated in the Bylaws of the institution. This officer position description outlines the role and responsibilities of the Board Treasurer with respect to the full board, committees, and individual members.

From the bylaws

Insert the language specified in bylaws here.

Election

Insert language about board treasurer election process and term here.

Responsibilities

The following is a sample list of responsibilities for consideration in your position description:

- Chairs and leads the Investment and Audit Committees.
- Serves on the Executive Committee.
- Oversees with the Audit Committee the annual audit of the institution including meeting in closed session with the auditor.
- Presents and recommends for approval, on behalf of the Audit Committee, the draft of the annual audited financial statements and IRS Form 990 to the Board.
- Leads the Investment Committee, ensuring goals and benchmarks are met and Investment Policy Statement is up-to-date and adhered to.
- Monitors, along with president of the institution, the relationship with the investment advisor and the regular review of investment performance reports.
- Provides and presents to the full board a report of the investment committee.
- Approves, collaboratively with the Audit Committee, the engagement of the auditor and oversees the review and selection of auditor every five years.
- Acts as signatory for the institution.
- Approves expenditures of the president on a quarterly basis.
- May attend Finance Committee meetings by virtue of role.

Board Secretary Description

The Board Secretary is an elected leader and officer of the Board of Directors as articulated in the Bylaws of the institution. This officer position description outlines the role and responsibilities of the Board Secretary with respect to the full board, committees, and individual members.

From the bylaws

Insert the language specified in bylaws here.

Election

Insert language about board secretary election process and term here.

Responsibilities

The following is a sample list of responsibilities for consideration in your position description:

- Works with the recording secretary to prepare and finalize minutes of the meetings of the Board of Directors.
- Serves on the Executive Committee of the board.
- Takes minutes for the Executive Session of each Board meeting as well as for the Executive Committee meetings of the board. Minutes for both are presented to the president in a sealed envelope.
- Ensures the board is acting in accordance with the Bylaws and oversees changes to documents of the institution that the board may discuss and approve.
- Receives documentation related to the resignation of any Board Members.
- Confirms results of Board Member election process.