

Board of Directors - Role and Duties

As of 3/7/2019

Legal responsibilities of a nonprofit Board of Directors

- **Decision Making** – An individual board member (Director) must be active in organizational planning and decision making and exercise due diligence and reasonable care when voting on resolutions or actions. Individual Directors inherently have no authority. Decisions on direction and policy are the responsibility of the full Board of Directors. This includes following the law, approving contracts, hiring and managing staff or professional services and establishing policies and procedures necessary to operating ethically and with transparency. The Board of Directors will typically delegate authority for some activities to Officers, Committees, or Staff.
- **Best Interest and Confidentiality** – A Director must disclose any conflicts of interest and avoid using information learned as a KinniCC board member for personal gain. A Director must always act in the best interests of KinniCC. Confidential information must not be shared outside the Board of Directors and the Code of Conduct must be followed.
- **Support the Mission** – A Director must support the mission of the organization and cannot act, or cause others to act, in a way that is inconsistent with that mission. The Board of Directors must ensure that all funds received by the organization are used to fulfil the mission and goals established by the Board for KinniCC. This includes ensuring financial solvency, appropriate financial controls, reporting as required by law, capable staff and esteemed reputation.

Expectations for a Kinni Corridor Collaborative Board Member

1. **Make an annual financial gift** to KinniCC unrestricted operating fund and routinely ask others to make financial gifts to support the mission and goals. Board members are volunteers. Your gifts of wisdom, time and skill are also valuable and important to KinniCC's success.
2. **Tell the Story of our community vision, journey and success** to our community, funders, partners, stakeholders, regulators and everyone else. You are the champion and ambassador of the organization. You may be asked to attend public or small group meetings as a representative of KinniCC. Your words and actions reflect on the reputation, vitality and success of KinniCC.
3. **Attendance and Participation.** A Director position is a 3-year commitment. Most Directors will serve 3 consecutive terms. You must make every effort to attend Board meetings and stay informed and involved in the work of KinniCC. A Director should focus on strategic direction and big issues that matter most and monitoring progress on the goals. Active listening, asking questions, discussion, difference of opinions and debate are expected on a high functioning Board of Directors.

4. **Committee Service.** A Director should serve on at least one KinniCC committee and actively volunteer using your unique skills, professional and personal knowledge and relationships to move forward to implement the projects in the Kinnickinnic River Corridor Plan as determined by the Board. A Director may be appointed to Chair a committee by the Board of Directors. The Committee Chair ensures other (non-board member) volunteer committee members are fully engaged and have a positive experience as they give their wisdom, time and skill to advance the mission and goals of KinnCC.
5. **Officer Role.** A Director may be appointed as an Officer of the Corporation by the Board. Officer responsibilities are in addition to the Board of Director’s role and duties. A Director may progress, by bi-annual appointment, through the positions of Secretary, Treasurer, Vice-President and President. Officer terms are 2 years for each position.
6. **Celebrations and Special Events.** To meet our obligations to our fellow community members we need to communicate regularly and in many ways. As a Director you will be expected to help organize and volunteer at meetings, special events and celebrations, as we design, fund and implement the Kinnickinnic River Corridor Master Plan.

Estimated volunteer Director time commitments

Board terms are 3 years. The maximum length of Board service is 3 consecutive terms. The Board is led by the Chair and Vice-Chair, who are elected, volunteer Directors too.

Activity	Hours	Prep or follow-up tasks
Annual Board Meeting	2 hours/ 1 per year	1 -4 hours
Regular Board Meetings	3 hours / meeting*	1-4 hours / meeting
Annual Board Retreat	8 to 12 hours/year	1-4 hours/ retreat
Committee Meetings	2 hours/ meeting*	1-4 hours / meeting
Special Board Meetings	1 hour/meeting	As needed when called by the Chair or Board
Officer Roles	2-8 hours/month	1-4 hours per meeting or activity
Special Events	2-8 hours/event	Varies by event

* For the first year, Regular Board Meetings will be monthly, as the organization becomes established, board meetings will be every other month. Committees are expected to meet at least once a month, and more frequently as needed.

Ex-Officio Director positions may be appointed by the current Board of Directors from time to time, usually to provide lead a special project, program or ad hoc committee.

Director Emeritus is a former member of the Board of Directors who has completed their term of service as Director but continues to be associated with KinniCC as an adviser, typically for leader training and board succession.

Ex-Officio Director or Director Emeritus roles do not have voting rights regarding actions of Board and their term of service is determined at the sole discretion of the current Board of Directors.

Refer to the Kinni Corridor Collaborative, Inc. bylaws and policies for additional information.