

Board of Directors Roles & Responsibilities Policy

1. Purpose

The purpose of this policy is to define the roles, responsibilities, and expectations of the Board of Directors of the Gentle Journey Foundation. The Board of Directors is responsible for the overall governance, financial oversight, strategic direction, and mission stewardship of the organization.

The Board ensures that the Foundation operates in alignment with its charitable mission, complies with all legal and ethical standards, and uses its resources responsibly to serve seniors, veterans, and individuals in transition.

2. General Responsibilities of the Board

The Board of Directors is responsible for:

Protecting and upholding the mission of the Gentle Journey Foundation.

Providing strategic direction and long-term planning.

Ensuring financial stability and oversight.

Approving budgets and major expenditures.

Reviewing financial reports and annual filings.

Ensuring compliance with IRS and nonprofit regulations.

Establishing governance policies.

Hiring, evaluating, and supporting executive leadership (if applicable).

Approving major programs and initiatives.

Ensuring ethical conduct and transparency.

Supporting fundraising, partnerships, and community engagement.

Acting in the best interest of the Foundation at all times.

3. Fiduciary Duties of Board Members

All board members have three legal fiduciary duties:

A. Duty of Care

Board members must actively participate in meetings, review financial information, and make informed decisions in the best interest of the organization.

B. Duty of Loyalty

Board members must act in the best interest of the Foundation and avoid conflicts of interest or personal gain.

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C. Duty of Obedience

Board members must ensure the organization follows its mission, bylaws, policies, and applicable laws and regulations.

4. Individual Board Member Responsibilities

Each board member is expected to:

- Attend board meetings regularly.
- Review meeting materials and financial reports.
- Participate in discussions and decision making.
- Serve on committees if requested.
- Support fundraising and donor development efforts.
- Act as an ambassador for the Foundation in the community.
- Maintain confidentiality when necessary.
- Disclose conflicts of interest.
- Support the Foundation's mission and programs.
- Provide professional expertise or guidance when applicable.
- Participate in strategic planning.
- Help build partnerships and community relationships.

5. Board Officers

The Board may include the following officer roles:

A. Board Chair / President

- Leads board meetings
- Sets meeting agendas
- Provides leadership to the board
- Works with executive leadership
- Ensures board governance responsibilities are fulfilled

B. Vice Chair

- Assists the Board Chair
- Leads meetings when the Chair is unavailable

C. Secretary

- Records meeting minutes
- Maintains governance documents
- Maintains board records

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Oversees document retention for board materials

D. Treasurer

Provides financial oversight
Reviews financial statements
Assists with budget development
Ensures financial policies are followed
Reports financial status to the board

6. Board Meetings

The Board of Directors will:

Meet regularly (quarterly or as determined by the board).
Maintain meeting minutes for all board meetings.
Review financial reports regularly.
Vote on major decisions, policies, and budgets.
Maintain records of approvals and decisions.

7. Board Terms and Service

The Foundation may establish board member terms such as:

Board terms of 2 or 3 years
Option for renewal
Term limits if desired
Board members serve voluntarily unless otherwise approved
Board members may resign at any time
Board members may be removed by board vote if necessary

8. Board Committees (Optional)

The Board may establish committees such as:

Finance Committee.
Governance Committee.
Fundraising Committee.
Program Committee.
Scholarship Committee.
Audit Committee.
Strategic Planning Committee.
Committees make recommendations but the full board approves major decisions.

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9. Ethical Conduct

Board members are expected to:

Act with integrity and professionalism.

Avoid conflicts of interest.

Maintain confidentiality.

Support the mission and reputation of the Foundation.

Act in the best interest of the Foundation at all times.

10. Policy Review and Approval

This Board Roles & Responsibilities Policy will be reviewed periodically by the Board of Directors and updated as necessary.

Approved by the Board of Directors of the Gentle Journey Foundation in 2024.