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A Board Member "Contract"

BOARD CAFE [/CATEGORY/TOPIC/BOARD-CAFE/](#) • BY JAN MASAKA • OCTOBER 9, 2009 • [EMAIL \(/FORWARD?PATH=NODE/455\)](#) [PRINT \(/PRINT/455\)](#)



One way to be sure that each person on the board is clear on his or her responsibilities is to adopt a board member "contract." Not intended to be legally enforced, the contract outlines explicitly what is expected of individual board members, and how the organization will in turn be responsible to them.

This contract differs from similar documents in some important ways. While most board agreements describe board member responsibilities, this one also outlines the responsibilities of the organization to the board member. A key principle underlying this document is the board's

responsibility to hold the organization accountable to its constituencies and to the public. Just as important, the contract communicates core values about debate and disagreement, accountability, and board-staff relationships.

Sample Board Member Contract

I, _____, understand that as a member of the Board of Directors of _____, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward. As part of my responsibilities as a board member:

1. I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson.
2. In turn, I will interpret our constituencies' needs and values to the organization, speak out for their interests, and on their behalf, hold the organization accountable.
3. I will attend at least 75 percent of board meetings, committee meetings, and special events.
4. Each year, but no later than Thanksgiving of each year and without having to be asked, I will make a personal financial contribution at a level that is meaningful to me.
5. I will actively participate in one or more fundraising activities.
6. I will excuse myself from discussions and votes where I have a conflict of interest.
7. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.
8. I will work in good faith with staff and other board members as partners toward achievement of our goals.
9. If I don't fulfill these commitments to the organization, I will expect the board president to call me and discuss my responsibilities with me.



The organization is responsible to the board members for . . .

In turn, the organization will be responsible to me in the following ways:

1. I will be sent, without having to request them, quarterly financial reports and an update of organizational activities that allow me to meet the "prudent person" standards of the law. (The "prudent person rule," applied in many legal settings in slightly differing language, states that an individual must act with the same judgment and care as, in like circumstances, a prudent person would act.)
2. Opportunities will be offered to me to discuss with the executive director and the board president the organization's programs, goals, activities, and status; additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working and by offering me opportunities for professional development as a board member.
4. Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization. Board members and staff will work in good faith with me toward achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board president and executive director to discuss the organization's responsibilities to me.

Signed by _____, Board Member Date _____

and by _____, Chair of the Board of Directors

Date _____

The board chair should sign two copies of this agreement for each board member. Each new board member should sign both, return one copy to the board chair, and keep the other for reference. Signing the agreements ensures that board members will read them, and is a symbolic gesture about their importance.

The board discussion about what to include in its contract or agreement is valuable in itself. We hope this sample document will help get that discussion started.

See also:

- [What to Do With Board Members Who Don't Do Anything \(/content/what-do-board-members-who-dont-do-anything\)](#)
- [Should Board Members be Required to Give? \(/content/should-board-members-be-required-give\)](#)

This article is adapted from one of dozens in **Best of the Board Cafe**, Second Edition, available from Fieldstone Alliance by clicking [here](#) (<http://www.fieldstonealliance.org/productdetails.cfm?SKU=069794&discode=Masaoka&repvendid=1>) or on Amazon.