Board of Directors’ Responsibilities

**Primary and legal responsibilities of the board.**

The board of directors is fundamentally responsible for defining the mission; long range vision and planning; encouraging and assisting with fund raising and resource development, and making and monitoring program and administrative policies.

The board conducts the corporate affairs and exercises all the corporate powers. Management can be delegated to other persons or committees provided the ultimate direction remains with the board.

As a legally responsible member of the board, your liability is limited provided that you perform your duties with care and act in good faith. You must be able to show that you acted prudently and in the best interest of the organization by: 1) attending meetings; 2) making reasonable inquiry when relying on information and data supplied by staff, other directors, or professional advisors (i.e. attorneys, CPA’s, consultants, etc.); 3) asking questions about anything you did not understand; and 4) having the minutes record your “no” vote on any motions with which you disagree and which you feel could lead to trouble.

As a board member you have legal as well as practical responsibility for finances of the agency. It is your responsibility to read financial statements and question any figures and policies you do not understand.

It is imperative that board members avoid actions that involved personal benefit. Always be conscious of the corporate opportunity doctrine, “which requires that opportunities for economic benefit to a charity come first.”

**It is the responsibility of the board of directors and standing committees to:**

1. Establish and develop policies through which the mission and goals of CACHE can be accomplished.
2. Select staff
3. Support the staff and annually review his/her performance.
4. Help develop and approve the annual budget.
5. Ensure adequate financial resources.
6. Ensure strong financial management compliance with legal and regulatory requirements and internal controls over all CACHE resources.
7. Ensure legal and ethical integrity and maintain accountability.
8. Be involved extensively in the strategic planning process.
9. Assist in recruiting and orienting new board members.
10. Enhance CACHE’s public image by being an ambassador, advocate, and community representative.
11. Determine, monitor and evaluate CACHE’s programs and services.
12. Assess the board’s own performances.

**Responsibilities of individual board members**

1. Participate in an orientation session.
2. Share personally with financial and/or in-kind contributions to enhance the financial support of CACHE.
3. Regularly attend board meetings. Actively participate in the CACHE annual fundraising campaign.
4. Actively participate in year-round campaign prospect development.
5. Approve a budget each year of estimated income and expenditures and assure proper budget control.
6. Ensure that internal controls are established and implemented.
7. Actively participate on a committee of choice or as appointed by the President of the Board.
8. Advocate, speak out for, and interpret to others the work of CACHE.
9. Attend CACHE functions such as campaign events, the annual board retreat, and the annual fund-raising events.
10. Sign a conflict-of-interest form annually.
11. Work in partnership with staff to advance the programs of CACHE.
12. Counsel with staff on problems of concern and/or interest; share knowledge of management skills pertaining to corporate matters.
13. Recommended visits to at least three affiliated organizations annually, i.e. regional museums/galleries.
14. Make decisions on issues, policies, goals, and objectives based on careful consideration of the facts and all relevant data.
15. Keep informed and know what is going on in the organization; never hesitate to ask questions or request information.