

# **BOARD OF DIRECTORS ROLES AND RESPONSIBILITIES**

## **POSITION SUMMARY:**

The Role of the Board of Directors is to set and approve the strategic direction of the Council and to establish and authorize the broad policies that govern its actions. In advancing that role – and to carry out its fiduciary obligations – the Board has general oversight responsibility with respect to strategic and generative plans, policies, and decisions to ensure they are consistent with the Council's Mission, Vision, and Guiding Principles.

## **KEY RESPONSIBILITIES OF THE BOARD OF DIRECTORS:**

- Articulate and uphold the mission, vision, and values of the Council.
- Authorize the policies and procedures to carry out the mission of the Council.
- Generally oversee the affairs of the Council and delegate certain specific authority and responsibility to the Executive Committee.
- Continuously assess the general effectiveness of the Council's priority work in the achievement of its mission.
- Collaborate with the Council's committees and staff to develop and authorize strategic goals and initiatives for the purpose of advancing the Council's mission.
- Engage in generative dialogue for the purpose of addressing threats to and leveraging opportunities to advance the Council's mission.
- Select, hire, support, redirect and, if necessary, remove the chief executive and assess his or her effectiveness at least annually.
- Take the necessary steps to meet the fiduciary responsibilities of the Board.
- Provide appropriate financial oversight, including approving the Council's annual budget and workplan.
- Enhance the organization's public standing.
- Adopt a policy on conflicts of interests.
- Take such actions as are required by law to protect the Council's legal and ethical integrity.
- Elect the Council's Board Chair, Chair-elect, Secretary, and Treasurer.
- Recruit and orient new Board members and assess Board performance annually.

## **RESPONSIBILITIES OF INDIVIDUAL DIRECTORS:**

- Know the Council's mission, vision, guiding principles, strategic goals, and policies.
- Remain in good standing as an individual representative of a USGBC member organization and maintain the organization's membership in good standing.
- Undertake special assignments and serve on committees, including in leadership positions, as requested or, where appropriate, by his or her initiative.
- Read and understand the Council's financial statements – or responsible summaries thereof – and help the Board fulfill its fiduciary responsibility.
- Abide by the Council's code of conduct and confidentiality, conflict of interest, antitrust, and anti-harassment policies.
- Help recruit new members for the Council.
- Help bring significant new resources (financial or otherwise) to the work of the Council.
- Prepare for and actively participate in Board meetings.
- Speak on behalf of the Board or the Council only when authorized to do so.