

CONNECTICUT MASTER GARDENER ASSOCIATION

Extract from CMGA Manual pages 15-17

CMGA BOARD MEMBER ROLES AND RESPONSIBILITIES: OVERVIEW

ROLE

To serve as a voting member of the board of directors for CMGA, developing programs and policies, and monitoring financial performance.

TERM

Terms are three years, unless a member is appointed to fill a remaining term. There is no limit on the number of terms.

TIME EXPECTATIONS

- Attend regularly scheduled board meetings (10-11 times per year), generally held on the first Tuesday of every month.
- Attend the semi-annual and annual meeting (usually July and November)
- Attend special board meetings if called.
- Participate actively in one or more committees of the board.
- Attend scheduled board retreats, planning meetings, workshops, or other governance activities.
- Attend, support and participate in special CMGA events as requested.

OBLIGATIONS

- Fully understand and support the mission of the organization.
- Establish policy.
- Monitor the organization's financial performance.
- Develop and monitor short- and long-range planning and goals.
- Represent the organization to the public and private sector; serve as an advocate for the organization.
- Bring personal/professional expertise and that of others to support the mission of the organization.
- Abide by the Duties of Care, Loyalty, and Obedience (see below).

SPECIFIC RESPONSIBILITIES

Adapted from: BoardSource (formerly National Center for Nonprofit Boards) and other Internet resources

- Determine Mission and Vision
 - Review periodically to ensure they fit with CMGA's current status and growth
- Select the Executive Director
 - N/A for CMGA
- Support the Executive Director and Review Performance
 - N/A for CMGA
- Ensure Effective Organizational Planning
 - Create a strategic plan for CMGA's growth, including resources, membership, programs, and other aspects of organizational development.
 - Make sure CMGA carries out its strategic plan.
- Ensure Adequate Resources
 - Assist in fundraising activities
 - Board members should support their local Extension Center MG Program's fundraising or other efforts
 - Assist in seeking other resources as needed (volunteers, in-kind donations, grants, etc.)
- Provide Proper Financial Oversight

- Approve and monitor annual budget
- Ensure financial policies and controls are in place
- Ensure annual audit is performed
- Review financial statements
- Determine, Monitor, and Strengthen Programs and Services
 - Take a broad perspective on projects and programs; ensure that the work of CMGA is consistent with its mission and vision.
- Enhance Public Image
 - Articulate and promote CMGA's mission, vision, and values
 - Represent CMGA positively to media, constituencies, MG Programs and UConn Extension Centers, UConn, and general public
 - Garner support for CMGA and its mission
- Ensure Legal and Ethical Integrity and Maintain Accountability
 - Create and maintain clear and effective bylaws and policies, and evaluation and reporting methods
- Recruit, Train, and Evaluate Board Members
 - Determine prerequisites for board members
 - Find committed members
 - Ensure board is balanced and appropriate
 - Train and orient members
 - Assess board performance
 - Assess committee performance

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CMGA BOARD MEMBER ROLES AND RESPONSIBILITIES: OVERVIEW (CONTINUED)

DUTIES OF CARE, LOYALTY, AND OBEDIENCE

Adapted from BoardSource <http://www.boardsource.org/Knowledge.asp?ID=3.364> and the American Bar Association's "Tax-Exempt Tool Kit" at <http://www.abanet.org/barserv/library/f/taxation/5640.pdf>

Board members act as fiduciaries and are required to exercise duties of care, loyalty, and obedience.

DUTY OF CARE

The Duty of Care requires a board member to act in a reasonable and informed manner when taking part in board deliberations and activities. You are expected to use the same degree of care as an ordinarily prudent person in a like position would believe appropriate under similar circumstances. At minimum, you can fulfill this duty of care by reading board materials in advance; regularly attending board and committee meetings; and actively participating in board discussions. You should also determine whether proper procedures are in place to assure that CMGA complies with applicable law.

The Duty of Care requires use of informed, independent judgment when participating as a member of the board. Thus, you should:

- Understand and act in a manner that supports CMGA's mission and purpose.
- Make sure you receive the level of information necessary to make informed decisions.
- Reasonably rely on board committees and outside experts, but avoid undue reliance on opinions of board members.
- Ask questions; be persistent.
- Understand the higher level of care that may apply to you if you have special training (lawyer, accountant, banker, insurance agent, etc.) or if you also serve as an officer.

DUTY OF LOYALTY

The Duty of Loyalty requires board member to place CMGA's interests above your personal interests. Duty of Loyalty issues may arise in the following situations:

- Conflict of Interests
- Competition or Usurpation of Corporate Opportunity
- Confidentiality or Use of CMGA Assets

DUTY OF OBEDIENCE

The Duty of Obedience requires board member be faithful to CMGA's mission, and not act in a way inconsistent with our goals. This includes:

- Acting in accordance with CMGA's rules and policies
- Furthering our goals as stated in the mission statement, articles of incorporation and bylaws.
- Complying with state and federal laws.
- Not acting outside the scope of corporate powers.
- Ensuring funds are used to fulfill the mission.