

Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties, which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty and the duty of obedience.

Duty of Care

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

The duty of care is evident in the following activities:

- The Board holds regularly scheduled meetings
- Board members have received and read the bylaws and policies
- Information is provided to the Board in a timely manner and in advance of meetings
- Board members arrive at meetings prepared, having read the minutes and advance material
- Financial reports are furnished on a regular schedule and are reviewed by the Board.
- The Board makes informed decisions based on information provided
- Minutes accurately reflect Board votes and decisions, including dissent

Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

When a conflict arises between the interests of a Board member and the well-being of ILGISA, the Board member should immediately disclose the matter, and recuses from both the discussion and the decision making. If the matter proceeds, the terms of any transaction with a Board member must be at least as favorable to ILGISA as that which could be obtained from a party with no ties to ILGISA.

Board members should observe confidentiality regarding the Board's deliberations and decision making, and respect and adhere to all Board decisions, regardless of whether they voted in favor of the motion. Only designated spokespersons (usually the President) may speak publicly on behalf ILGISA.

Duty of Obedience

The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

In order to maintain the public's trust as a nonprofit organization, Board members must be fully conversant and compliant with the Association's Mission, bylaws and policies and ensure that the policies, goals and activities (including competent management of the organizations funds and other resources) are executed in accordance with the Mission.

Board Responsibilities to the Association & Members

Effective Governance

Ensuring the Mission

- Maintain focus on the organization's Mission
- Project a vision of the future
- Establish guiding values
- Maintain current bylaws, policies and procedures
- Maintain regular dialogue with the Nominating Committee on the Association's strategic vision and direction

Planning and Policy Making

- Engage actively in strategic decision making and policy decisions
- Review the Association's needs and performance, develop short-term and medium-term strategic plans, set organizational priorities and goals
- Delegate responsibility for implementation of plans to committees
- Monitor and evaluate the progress on the plans

Prudent Board Operations

- Observe the bylaws and other Board-operations policies, being as transparent as possible about governance processes
- Commit to a thorough transition process
- Respect Board confidentiality by not engaging in public discussion of internal Board deliberations
- Encourage open discussion, appreciate dissent, and ensure that minutes accurately record the main points of discussion, including dissenting positions, the decision taken, and the vote (for, against, in abstention)
- After decisions have been approved by the Board, "speak with one voice" in support of those decisions
- Model good leadership and encouraging members to apply for leadership opportunities
- Monitor and evaluate Board performance
- Invest in ongoing training and education for Board members

Fulfilling the Mission

Membership

- Observe member-approved policies, being as transparent as possible about member policies and procedures
- Develop strategic analyses, policies and practices on member recruitment, development and retention
- Assure that member development is integrated into all Association activities

Program

- Ensure that programs are consistent with the Mission
- Ensure that programs meet member needs
- Approve an annual plan that incorporates all committee plans

Marketing and Public Relations

- Promote the Illinois GIS Association image internally and externally
- Be visible and “at the table” in the community
- Know the Association’s markets and how well these markets are being reached and served
- Assure that publications are used effectively to disseminate information

Ensuring Accountability and Effective Operations

Legal Compliance

- Ensure transparency by seeing that information about the Association is accessible to the public and to government regulators
- Verify that the organization honors the public trust through compliance with applicable laws and regulations and with the organization’s own internal policies
- Accept legal responsibility for actions taken by the staff, Board and others on behalf of the organization
- Avoid conflicts of interest between personal gain and the well-being of the organization

Financial Management and Accountability

- Understand and approve fiscal reports
- Approve the annual budget
- Monitor the budget against actual fiscal performance
- Oversee the annual audit
- Oversee the management of investments
- Comply with tax and corporate law
- Assure that a comprehensive risk management program is in place

Financial Development

- Make a financial contribution (give or get) to the organization
- Ensure adequate financial resources through effective planning and regular monitoring

Human Resource Management

- Determine the need for staff
- Establish personnel policies that comply with employment laws
- Manage staff effectively

Information Management

- Determine the need for information throughout the Association: what is needed, who needs it, how best it can be provided
- Use information for planning, decision making and oversight
- Ensure the appropriate documentation and application of policies and procedures
- Create an inclusive communication system encompassing as many levels as possible within the Association, without shirking Board responsibility for maintaining a regular and accurate flow of information
- Encourage and provide regular feedback using varied communication methods (electronic, face-to-face, etc.)

What are the responsibilities of individual board members?

The Board of Directors holds the corporate power of the organization and is made up of 10 individual, 7 Directors, the President, Past President and President-elect. All directors and officers must reside or work primarily in Illinois in GIS. No board member or officer is permitted to work primarily for or own or operate a private for-profit organization in the GIS field.

What is the job description of a Board President?

- Overseeing board and executive committee meetings
- Serving as ex-officio member of all committees
- Working in partnership with the Executive Director to make sure board resolutions are carried out
- Calling special meetings if necessary
- Appointing all committee chairs and with the Executive Director, recommend who will serve on committees
- Assisting Executive Director in preparing agenda for board meetings
- Assisting Executive Director in conducting new board member orientation
- Overseeing searches for a new Executive Director
- Coordinating Executive Director 's annual performance evaluation
- Working with the nominating committee to recruit new board members
- Acting as an alternate spokesperson for the organization
- Periodically consulting with board members on their roles and helping them assess their performance

What is the job description of a Board President-Elect?

- Attend all board meetings
- Serve on the executive committee
- Carry out special assignments as requested by the board chair
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence
- Participate as a vital part of the board leadership
- Act as Parliamentarian during all meetings

What is the job description of a Board Secretary?

- Attend all board meetings
- Serve on the executive committee
- Chairs the By-Laws Committee
- Maintain all board records and ensure their accuracy and safety
- Review board minutes
- Assume responsibilities of the chair in the absence of the board chair, chair-elect, and vice chair

What is the job description of a Board Treasurer?

- Attend all board meetings
- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Chairs the Financial Committee and Budget Committee
- Understand financial accounting for nonprofit organizations
- Serve as financial officer of the organization and as chairperson of the finance committee.
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities.
- Work with the Executive Director to ensure that appropriate financial reports are made available to the board on a timely basis.
- Assist the Executive Director in preparing the annual budget and presenting the budget to the board for approval.
- Review the annual audit and answers board members' questions about the audit

What is the job description of a Past President?

- Attend all board meetings
- Chairs the Nominating Committee.

Individual Board Member Responsibilities

- Attend all board meetings
- Be informed about the organization's mission, services, policies, and programs.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on committees or task forces and offer to take on special assignments.
- Inform others about the organization.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization
- Keep up-to-date on developments in the organization's field.
- Follow conflict of interest and confidentiality policies.
- Refrain from making special requests of the staff.
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.