



## Expectations of Board Members

- Must be willing to actively serve a full 3-year term, if elected.
- Must know and support the mission and goals of SCCi.
- Must acknowledge the accountability, legal liabilities, and possibility of exposure to litigation while serving as a Board member.
- Must acknowledge that as an SCCi Board member they will be considered ambassadors for SCCi and will be viewed as such by everyone. Individual actions will reflect on SCCi as a whole.
- Must recognize the cost, both in time and money, associated with conducting SCCi business. Examples may include telephone expense, property research, and travel to attend each Board meeting and the Annual Members Meeting.
- Must have email capability as much SCCi business is conducted outside of the scheduled Board meetings.
- Beneficial to have attended previous Board meeting(s) to see how SCCi conducts its business.
- Beneficial to possess knowledge, skill, and experience with financial matters for running a business or non-profit. Being able to understand the nuances of the annual operating budget, the balance sheet, and the income statements prepared by the Treasurer is critical to the continued success of SCCi.
- Possess leadership role experience obtained from either career venues or from serving in leadership roles in organizations outside of work.
- Possess an overall understanding of environmental concerns associated with caves and karst property acquisitions and management.
- Possess English writing skills since Board members formulate policies, By-laws, and serve on committees.
- Support SCCi financially according to individual means.
- Realize that fundraising is a major activity of SCCi. Board members are expected to take an active role in fundraising and seeking donations.
- Maintain confidentiality of all SCCi discussions and business transactions.
- Avoid conflicts of interest in all matters related to SCCi.

Please reference Chapters 2 and 3 of the Standards and Practices Guidebook published by the Land Trust Alliance.



## **Individual Board Member Responsibilities**

Each SCCi Board member must know the organization's mission, purposes, goals, policies, programs, resources and services. Although an unpaid volunteer, each board member must:

### **Be Active**

- Attend meetings
- Prepare for and participate in board and committee meetings, including appropriate organizational activities.
- Ask timely and substantive questions at board and committee meetings consistent with their conscience and convictions, while supporting the majority decision on issues decided by the board.
- Maintain confidentiality of the Board's executive sessions, and speak for the Board or organization only when authorized to do so.
- Suggest agenda items for board and committee meetings to ensure that significant policy-related matters are addressed.
- Serve in leadership positions or undertake special assignments, such as committee work, willingly and enthusiastically when asked.
- Follow trends in the organization's field of interest.
- Absence from meetings and inactivity do not excuse you from legal responsibility.

### **Receive no material profit**

- Serving as a board member of a nonprofit corporation like SCCi is not very different from serving as the board member of a for-profit business. The main difference between the two types of businesses is that:
  - A company that operates for-profit distributes its earnings back to the owner, owners, or the shareholders (who are also owners).
  - A nonprofit corporation is prohibited from distributing any part of the money it makes to those who control its activities - the directors, officers, or members.
- Board members can receive reimbursement only for reasonable expenses and costs incurred in carrying out their board responsibilities.

### **Avoid conflicts of interests**

- Serve the organization as a whole rather than any special interest group or constituency.
- Avoid even the appearance of a conflict of interest that might embarrass the board or the organization, and disclose any possible conflicts to the board in a timely fashion.

- Avoid transactions with the organization where you have a personal or business interest beyond your interest as a board member. In the rare instance where it is in the best interests of the organization to deal with you, you should make a full disclosure to the board of all the circumstances involved in the transaction, to be sure that the transaction is fair to the organization, refrain from voting on the transaction as a board member, and not be counted in determining the existence of a board quorum. This restriction also applies to your relatives, business associates, and friends.
- Not all conflicts of interest involve immediate financial remuneration. Some conflicts may stem from other activities, such as pending lawsuits or litigation to which you are a party and may gain financially, as well as any personal situations that may be construed as financially self-serving by the Board, the Membership, or the general public.
- In all matters of interest to the organization, you must put its interests ahead of your own. If an opportunity related to its purposes comes to you either as a Board member or otherwise, you must make it available to the organization before you take it for yourself or another entity.
- Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate even though not necessarily obliged to do so by law, regulation, or custom.
- Never accept (or offer) favors or gifts from (or to) anyone who does business with the organization.

#### **Exercise fiscal responsibility**

- Exercise prudence with the Board in control and transfer of funds.
- Faithfully read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility.

#### **Comply with applicable government regulations**

- A number of local, state, and federal laws and regulations apply to charitable corporations. As a board member, you are responsible for assuring that the corporation complies with these requirements.

#### **Be accountable**

- As a board member you have a duty to care for the organization's affairs in good faith and with at least that degree of diligence, care, and skill which ordinarily prudent people would exercise under similar circumstances in like positions. Your good faith is not enough.
- Board members must act with knowledge and after adequate deliberation. Board members can be held personally liable by third parties injured by actions of the organization.

#### **Engage in fundraising**

- Give a significant annual gift according to personal means.
- Assist in implementing fundraising strategies through personal influence with others, such as corporations, individuals, and foundations.