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ASSOCIATION BOARD OF DIRECTORS

Role:

The Association Board of Directors assumes the ultimate legal authority, fiduciary responsibility and governance of the organization. The Board provides organizational oversight and policy setting, while delegating to the CEO/President responsibility for managing operations and resources.

Responsible to:

Chair of the Board

Term:

Three (3) year terms, renewable at the mutual agreement of the Board and the volunteer.

Specific Duties & Expectations of Board Members:

- Support the Y's mission, programs and core values and the needs of individuals living in Central Maryland.
- Provide leadership and a personal financial commitment to the Y's philanthropic programs of the organization (annual giving, capital campaigns, etc.) to ensure the Y fulfills its mission, is available to all and has the financial resources to grow and sustain itself over time.
- Provide stewardship by expanding the Y's network of support.
- Commit to the Y as a volunteer service priority and serve as an advocate of the Y within the community.
- Facilitate community partnerships and collaborations with other community organizations, thus expanding the Y's sphere of influence and support.
- Attend Board meetings regularly and come prepared to participate.
- Actively participate on at least one Association Board Committee (see below).
- Serve as an "Ex-Officio" member of one Community Advisory Board (attending a minimum of one meeting a year)

Personal Attributes:

- Accept and demonstrate a commitment to the Y mission and core values of honesty, responsibility, respect and caring.
- Maintain an interest in and commitment to the objectives and programs of the organization.
- Be reputed as a respected citizen in the community with knowledge of community needs.
- Maintain a breadth of understanding and a tolerance of the viewpoint of others.

Board Officers:

- Chair
- Vice Chairs (2)
- Treasurer
- Secretary

Officers are nominated by the Board Governance & Development Committee and approved by the full board. They serve two year terms. The Board Chair will generally be succeeded by one of the Vice Chairs, but that is not a requirement.

Full Board Committees:

- Executive Committee
- Board Governance & Development
- Executive Compensation
- Finance

Standing Board Committees:

- Strategic Development & Planning
- Philanthropy
- Talent & Leadership Development

Each committee is chaired by a Board Member (The Executive Committee is chaired by the Board Chair). Committee chairs serve two-year terms. Special Board Committees may be established by the Executive Committee, as needed.

Frequency of Board Meetings:

Meetings will be held at least once a quarter, with the times, dates and locations announced in advance by the Board Chair in order to maximize attendance. Committee meetings are held on an as-needed basis, but generally at least on a quarterly basis.

Director's Liability & Indemnification

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit, or proceeding, whether civil, criminal, or investigative, by reason of the fact that such person is or was a director or officer of the Association, or is or was a director or officer of the Association serving at the request of the Association as a director, trustee, or officer.

Twelve Principles of Exceptional Non-Profit Boards (from BoardSource):

1. **Constructive Partnership** – Partnering with the Chief Executive Officer, recognizing that the effectiveness of the board and the chief executive are interdependent.
2. **Mission Driven** – Shaping and upholding the mission, articulating a compelling vision, and ensuring the congruence between decisions and core values.
3. **Strategic Thinking** – Allocating time to what matters most and continuously engaging in strategic thinking to hone the organization's direction.
4. **Culture of Inquiry** – Institutionalizing a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision-making.
5. **Independent-Minded** – Making decisions based on the interests of the organization above else.

6. **Ethos of Transparency** – Ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding finances, operations and results.
7. **Compliance with Integrity** – Promoting strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight.
8. **Sustaining Resources** – Linking bold visions and ambitious plans to financial support, expertise and networks of influence.
9. **Results-Oriented** – Measuring the organization’s advancement towards mission and evaluating the performance of major programs and services.
10. **Intentional Board Practices** – Structuring itself to fulfill essential governance duties and to support organizational priorities.
11. **Continuous Learning** – Embracing the qualities of a continuous learning organization, evaluating its own performance and assessing the value being added to the organization.
12. **Revitalization** – Energizing itself through planned turnover, thoughtful recruitment and inclusiveness.

Association Board Member’s Affirmation:

I understand the mission of the Y and the role of an Association Board Member. I agree to volunteer on behalf of the Y as described above.

Name (Please Print)

Signature

Date