



BOARD MEMBER RESPONSIBILITIES

The Board of Directors for Ohioans for Sustainable Change in active collaboration and partnership with the Executive Director, shall frame the issues and think creatively about opportunities and challenges to be met for OFSC to be an exemplary nonprofit benefiting the lives of marginalized and underrepresented people around issues of climate and environmental change.

The duties and responsibilities of the Board Members are generally outlined in the organizational Bylaws. Each Board Member should be conversant and compliant with the Bylaws and its contents.

Fundamentally, each Board Member has a duty of loyalty and care to the image and work of Ohioans for Sustainable Change. The following provisions list many of the specific responsibilities and actions required to meet those legal and ethical duties, and effectively govern the organization.

I. Responsibilities of the Board

A. Governance

1. Adopt, and regularly review, the organization's mission and vision statements, and review management's performance in achieving them.
2. Establish, adopt, and regularly review the organization's Statement of Ethics and Values, and monitor the organization's performance in accordance with those principles.
3. Establish, adopt, and regularly review broad written policies reflecting the Mission and Values of the organization, within which the Executive Director is authorized to manage the organization and to develop and implement operational plans to carry out the Mission.
4. Regularly assess the environment of the nonprofit community, and develop, in partnership with the Executive Director, strategies to be responsive.
5. Monitor, appraise, advise, stimulate, support, and if deemed necessary replace the Executive Director.
6. Meet as a Board no fewer than six times a year. Focus on what matters most and apply the knowledge and experience of individual Board members to the major challenges facing the organization.
7. Establish committee structure; adopt and regularly review committee goals and work.

8. Annually review and approve the Board of Directors' performance review of the Executive Director and provide recommendations for improvement.
9. Propose prospective board members and fill vacancies as needed. Ensure adequate orientation of new members. Ensure adoption and adequacy of Board leadership succession plan.
10. Periodically conduct self-review of Board performance and take steps to improve its performance.
11. Ensure that Ohioans for Sustainable Change has established appropriate policies to define and identify conflicts of interest throughout the organization and is diligent in its administration and enforcement of those policies.

B. Finance and Administration

1. Ensure that the organization's financial structure and funding plans will adequately support its current needs and long-range strategy.
2. Ensure that the Board is carrying out its fiduciary responsibilities, such as reviews of periodic and annual financial statements, funding plans, budgets and financial goals.
3. Review results achieved by Ohioans for Sustainable Change compared with the mission, strategic plan, and annual and long-range goals.
4. Ensure that the Board, its committees, members, donors, and the public are adequately informed of the financial condition of the organization and its operations through internal and published reports, or other appropriate methods.
5. Ensure that published reports accurately reflect the financial conditions and operating results of the organization.
6. Ensure that the appropriate risk management policies are developed and implemented.

II. Responsibilities of Each Individual Board Member

1. Be informed about Ohioans for Sustainable Change mission and vision, strategic and operating plans, policies, and programs. Work with the rest of the Board to review, approve and oversee Ohioans for Sustainable Change's mission and review performance in achieving it. Be an avid proponent of the mission and inform others about Ohioans for Sustainable Change, its mission, vision, and programs.
2. Prepare for, attend, and participate actively in Board and Committee meetings, and special events. Serve on Committees and undertake special assignments willingly and enthusiastically when asked. Provide candid and constructive advice, comments and criticism. Ask timely and substantive questions at Board and Committee meetings consistent with conscience and conviction, while supporting the majority decision on issues decided by the Board.
3. Make personal, tax deductible contribution(s) at a level reasonable to the individual.
4. Be familiar with and follow conflict of interest policies and submit an annual Conflict of Interest Statement.
5. Participate in the generation and approval of policies focusing on mission, finances, and income. Ensure that programs are consistent with the mission.
6. Suggest possible nominees for election to the Board, who can make significant contributions to the work of the Board and the organization.
7. Avoid involvement in all political campaigns in the name of Ohioans for Sustainable Change.
8. Maintain confidentiality of the Board's executive actions.