

*Mission: To partner with local social service agencies to provide free diapers to low-income families in need while raising awareness of the basic health need for diapers. Our goal is to eliminate the existence of diaper need in our community so that all babies have a chance to be healthy, happy, and safe.*

## **BOARD MEMBER RESPONSIBILITIES**

The goal of Covered, South Florida is to have Board Members who are committed to providing adequate resources and expertise for the organization to fulfill its mission. The Board recognizes that every Board Member must show good faith acceptance of board responsibilities and commitment to the Board's excellence. The Board of Covered, South Florida shall govern with one voice through written policies, emphasizing strategic leadership and focusing on long-term goals.

Prior to Election as a Board Member:

- Interview with appointing committee.
- Participate in a tour of the future Covered, South Florida (currently JLBR Diaper Bank) warehouse to understand the ongoing operation of Covered, South Florida.

Board Service Orientation:

- *Attend a new Board Member Orientation.* Meet with a member of the governance committee to review the Board Member responsibilities, by-laws (including conflict of interest policy), the strategic plan and the Covered, South Florida Code of Ethics.
- *Attend a Covered, South Florida Board Meeting.*

Board Service Responsibilities

- *Prepare for and attend at least two thirds of monthly Board Meetings and committee meetings* (will include attendance of annual or strategic planning meeting). Virtual attendance (via Skype or teleconference) is acceptable.
  - ❖ In general, monthly Board meetings are scheduled for the third Tuesday of the month (which may be subject to change). The meeting will be held from 6:00pm-8:00pm. Every effort will be made to maintain these dates; however, if there is an unavoidable conflict for staff or other circumstances, you will receive notice of any changes in the Board meeting schedule at least two (2) weeks in advance.

- ❖ The annual board retreat is usually scheduled for 4-6 hours on a Saturday in the first quarter starting at 8:00am.
- *Serve on at least one committee each year, attend meetings of such committee and participate in the accomplishment of its objectives.* We encourage Board Members to serve as a Committee Chairperson during their term. Covered, South Florida has four core committees that provide oversight and set policy, and add other committees as needed. They are determined annually by the Board. See attached list for general committee descriptions.

We ask Board members to be flexible in serving on committees. Each year the Board will determine the committees needed to provide governance for the organization. You will be asked for your top three preferences for committee service; however, it may not be possible to always serve on your first choice. The Governance Committee will review all committee requests and make committee assignments based on the needs of the organization as well as the preferences of the Board members. You are welcome to serve on more than one oversight/policy committee if your time allows.

- *Make a minimum financial contribution.* Board members are expected to take a leadership role in fund development, with a minimum contribution of \$1,000 per year. Recognizing that major funding sources take the board's financial contribution into account when assessing our organization as a potential beneficiary, the members of the board commit to achieving 100% compliance with this policy every year. It demonstrates to potential donors that the individuals who have the most thorough knowledge of the organization support its work and have confidence in its fiscal management.
  - ❖ Contributions may be made from the board member's private resources, or may be raised in any manner that does not conflict with Executive Limitations or otherwise compromise the organization.
  - ❖ Contributions may be scheduled in a series of smaller gifts or payments.
  - ❖ In the case of financial hardship, a board member who is unable to meet the minimum requirement may contribute to the best of his or her ability with the approval of the Board Chairperson.
- *Participate actively in Covered, South Florida fundraising.* All Board Members should work in partnership with the Board Chairperson and

committees, as established, to raise funds from the community. This includes the following:

- ❖ Prospect Research and Cultivation: Identifying prospective donors and helping to understand their potential for support of Covered, South Florida. Contacting potential donors to tell them about our organization, inviting them to participate in our activities, explaining how their support can benefit them, and listening to their needs and interests as it relates to our organization. Using your personal influence to encourage others to support Covered, South Florida. Helping the organization with marketing/public relations opportunities.
  - ❖ Solicitation: Accompanying a member of the staff to ask for major gifts as appropriate. Also as appropriate, ask potential donors to support Covered, South Florida with financial and/or in-kind support.
  - ❖ Stewardship: Assisting staff in thanking donors with handwritten notes and other personal follow-up and maintaining Covered, South Florida's ongoing relationship with them.
- *Support fundraising events.* Each board member actively supports fundraising events, including planning, preparation and attendance.
  - *Serve as an ambassador for Covered, South Florida.*
    - ❖ Clearly articulate the vision, accomplishments and goals.
    - ❖ Garner support from the community. Promote the organization through your own contact networks as appropriate.
  - *Participate in the annual board evaluation process.* Assess the board performance and reach consensus on areas of improvement.
  - *Adhere to the rules of governance the board has established.*
  - *Avoid and report any conflict of interest.*
  - *Have fun.* Enjoy your time on the Covered, South Florida Board. We have a great group of committed, hard-working board members, staff, and volunteers who care deeply about our mission.

## ROLE OF THE CHAIRPERSON:

The Board Chairperson is the leader of the board. The Board Chairperson is responsible for:

- Ensuring the integrity and effectiveness of the board's governance role and processes.
- Presiding at meetings of the board, the board's Executive Committee and the board's Executive Performance and Compensation Committee
- Representing the board in the Public
- Maintaining effective relationships with board members and management

### **RESPONSIBILITIES:**

#### ***BOARD GOVERNANCE:***

The Board Chairperson ensures the board meets its obligations and fulfills its governance responsibilities. The board Chairperson oversees the quality of the board's governance processes including:

- Ensuring that the board performs a governance role that respects and understands the role of management.
- Ensuring the board adopts an annual work plan and objectives that are consistent with the organization's strategic directions, mission and vision.
- Ensuring that the work of the board committees is aligned with the board's role and annual work plan and the board respects and understands the role of board committees and ***does not redo committee work at the board level.***
- Ensuring board succession by ensuring that the Governance Committee has processes in place to recruit, select and train directors with the skills, experience, background and personal qualities required for effective board governance.
- Overseeing the board's evaluation processes and providing constructive feedback to individual committee Chairpersons and board members as required.
- Ensuring that the board's governance structures and processes are reviewed, evaluated, and revised from time to time.

#### ***PRESIDING OFFICER:***

The Board Chairperson is the presiding officer at board meeting and meeting or the executive committee. As the presiding officer the Chairperson is responsible for:

- Setting agenda and ensuring matters are dealt with to appropriately reflect the board's role and annual work plan. The board Chairperson consults with officers and management (if applicable) and where possible develops the agenda at least 10 days prior to a meeting.

- Ensuring that meetings are conducted according to Robert's Rules of Procedure and the organizations governance policies.
- Facilitating the business of the board, including preserving order at meetings
- Encouraging input and ensuring that both sides of a debate or discussion are heard.
- Encouraging all directors to participate and controlling dominant members
- Facilitating decision-making.
- Ensuring relevant information is made available in a timely manner and that external advisors are available to assist as required.
- Ruling on procedural matters during meetings/

**REPRESENTATION:**

- The Chairperson is the official spokesperson for the Board.
- The Chairperson represents the Covered, South Florida in the community.
- The Chairperson represents the board by attending and participating in events as required.

**RELATIONSHIPS:**

The Board Chairperson facilitates relationships with, and communications among board members

**SKILLS AND QUALIFICATIONS:**

The Board Chairperson will possess the following personal qualities, skills and experience:

- All of the personal qualifications of a board member.
- Proven leadership skills.
- Good strategic and facilitation skills, ability to influence and achieve consensus.
- Ability to act impartially and without bias
- Tact and diplomacy
- Ability to communicate effectively
- Political acuity
- The time to build strong relationships between the Covered, South Florida and outsiders
- Serve at least 2 years on the board.
- Outstanding record of achievement in one or several areas of skills and experience used to select board members.

**TERM:**

The Board Chairperson will serve an initial term of 1 year, renewable for an additional term at the discretion of the board.

### **VICE CHAIRPERSON:**

In the absence of the Chairperson during the term of the Vice Chairperson, the Vice Chairperson shall preside as Chairperson and shall perform the duties and exercise the powers of the Chair. The Vice Chairperson shall perform such duties as may be assigned by the Board of Directors.

#### ***TERM:***

The Vice Chairperson will serve an initial term of 1 year, renewable for an additional term at the discretion of the board.

### **SECRETARY:**

The secretary will advise, govern, oversee policy and direction, and assist with the leadership and general promotion of the Covered, South Florida so as to support the organization's mission and needs.

#### ***RESPONSIBILITIES:***

- Votes on the Board
- BOD Legal duties and compliance with nonprofit regulations
- Overall BOD fiscal health and fiduciary responsibilities
- Ensure final BOD minutes are posted on website
- Maintains meeting records
- Takes minutes at BOD meeting
- Facilitates voting at BOD meetings
- Advises the BOD, on the rules governing parliamentary procedures
- Reviews all proposed changes for formatting and compliance with existing governing documents for monthly BOD meetings.
- Proposes amendments to governing documents, if needed.

#### ***TERM:***

The Board Secretary will serve an initial term of 1 year, renewable for an additional term at the discretion of the board.

### **TREASURER:**

The Treasurer will oversee the Board of Director's process for monitoring fiscal performance against criteria embodied in the Covered, South Florida board or governance.

**RESPONSIBILITIES:**

- Completes an annual examination of the books of record and, from time to time, such other examinations as the Board of Directors shall deem appropriate.
- Keep and maintain full and accurate accounts of receipts and disbursements of the JLBR

**TERM:**

The Treasurer will serve an initial term of 1 year, renewable for an additional term at the discretion of the board.

**THE GOVERNANCE COMMITTEE:**

The Governance Committee is responsible for the ongoing review recommendations to enhance the quality and future viability of the board of directors. The work, responsibility and function of the committee revolve around the following areas:

**ROLE AND RESPONSIBILITIES:**

1. Annually the Committee will review the Bylaws of Covered, South Florida and recommend changes to the board if necessary
2. The Governance committee is charged with annual review and update of all policies and procedures, both of the board and standing committees.
3. The Governance committee reports to the Board of Directors.
4. All proposed major/material revisions shall be submitted to the Board Chair and if deemed necessary reviewed by counsel prior to being presented to the board as a whole
5. The governance committee will:
  - a. Assess current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider in order to accomplish future work of the board.
  - b. Develop a profile of the board, as it should evolve over time.
  - c. Identify potential board member candidates and explore their interest and availability for board service.
  - d. Nominate individuals to be elected as members of the board
  - e. In cooperation with the board Chairperson, contact each board member to assess his or her continuing interest in board membership and term of service and will work with each board member to identify the appropriate role he or she might assume on behalf of Covered, South Florida.

6. The Governance Committee will:
  - a. Design and oversee a process of board orientation, including gathering of information prior to election of a board member and develop information needed during the early state of board service.
  - b. Design and implement an ongoing program of board information and education.
7. The Governance Committee will:
  - a. Initiate periodic assessments of the board's performance.
  - b. Propose, as appropriate changes in board structure and operations
  - c. Provide ongoing counsel to the board Chairperson and other board leaders on steps they might take to enhance board effectiveness.
  - d. Regularly review the board's practices regarding member participation, conflict of interest, etc. and suggests improvements as needed.
8. The Governance Committee will:
  - a. Take the lead in succession planning, taking steps to recruit and prepare future board members.
  - b. Nominate board members for election as board officers
9. The Committee will meet at least three times a year.

*Board Member and Governance Committee Responsibilities are subject to change under the leadership of the initial Board of Directors.*