



Protecting youth from commercial sexual exploitation and trafficking

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BOARD DIRECTORS: ROLES & RESPONSIBILITIES

Length of Term

Two years, which may be renewed up to a maximum of three consecutive terms, pending approval of the board.

Meetings & Time Commitments

The board of directors meets bimonthly on the second Monday of every other month from 7:00-9:00PM. Ad hoc committees of the board meet an average of 6 times per year, pending their respective work agenda. Board members are not required to attend more than 6 special events or special meetings per year, as they are determined.

Purpose

To advise, govern, oversee policy and direction, and assist with the leadership and general promotion of For The Silent(FTS) so as to support the organization's mission and needs.

Legal Responsibilities

The 3 D's:

1. Duty of care: Board members are expected to actively participate in organizational planning and decision-making and to make sound and informed judgments ensuring prudent use of all assets, including facility, people, and good will; and provide oversight for all activities that advance FTS's effectiveness and sustainability.
2. Duty of loyalty: When acting on behalf of FTS, board members must put the interests of FTS before any personal or professional concerns and avoid potential conflicts of interest.
3. Duty of obedience: Board members must ensure that FTS complies with all applicable federal, state, and local laws and regulations, and that it remains committed to its established mission.

5 Basic Good Governance Practices:

1. Maintain minutes of all board meetings (and committee meetings for committees that are authorized to act on behalf of the board, such as an executive committee). (See IRS Form 990, Part VI, Section A, line 8)
2. Annually review a written policy and complete a questionnaire about conflicts of interest. (See IRS Form 990, Part VI, Section B, Line 12) and document in minutes of board meetings when the policy is invoked.

3. Approve the executive director/CEO's compensation and benefits, and document how the board determined that the compensation is appropriate, and not excessive. (See IRS Form 990, Part VI, Section B, line 15)
4. Require the board to review a copy of the IRS Form 990 before it is filed. (See IRS Form 990, Part VI, Section B, line 11)
5. Disclose to the public FTS's three most recently filed annual returns with the IRS, as well as its application for tax exemption and related correspondence and attachments.

Roles of Board Members

Fiduciary Role: As For The Silent board members, you evaluate financial policies, approve annual budgets, and review periodic financial reports to ensure that the organization has the necessary resources to carry out its mission and remains accountable to its donors and the general public.

Fundraising Role: As board members, you are asked to make at least a minimal personal contribution in order to demonstrate your support for FTS and to serve as a model for other donors. You can also play a key role in soliciting funds, in-kind donations, and pro bono services from individuals, institutions, and corporations. Fundraising encompasses not only the financial aspects of one-on-one solicitations, special events fundraising, and other methods, but also bringing resources and skills into the organization through your own network to further the mission of For The Silent.

Basic Responsibilities of Board

- Determine FTS's mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates FTS's goals, means, and primary constituents served.
- Select the chief executive. Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
- Provide proper financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
- Ensure adequate resources. One of the board's foremost responsibilities is to provide adequate resources for FTS to fulfill its mission.
- Ensure legal and ethical integrity and maintain accountability. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
- Ensure effective organizational planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- Recruit and orient new board members and assess board performance. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
- Enhance FTS's public standing. The board should clearly articulate FTS's mission, accomplishments, and goals to the public and garner support from the community.
- Determine, monitor, and strengthen FTS's programs and services. The board's responsibility is to determine which programs are consistent with FTS's mission and to monitor their effectiveness.

- Support the chief executive and assess his or her performance. The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of FTS.

Note: Members of the board share these responsibilities while acting in the interest of For The Silent. Each member is expected to make recommendations based on his or her experience and vantage point in the community.

Responsibilities of Individual Board Members

- Attend all board and committee meetings and functions, such as special events.
- Be informed about FTS'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.
- Make a personal financial contribution to FTS.
- Inform others about FTS.
- 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 FTS's annual financial statements.

Responsibilities of the Board Chair

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice- Chair, Secretary-Treasurer.

- Oversee board and executive committee meetings
- Serve as ex-officio member of all committees
- Work in partnership with the chief executive to make sure board resolutions are carried out
- Call special meetings if necessary
- Appoint all committee chairs and with the chief executive, recommend who will serve on committees
- Assist chief executive in preparing agenda for board meetings
- Assist chief executive in conducting new board member orientation
- Oversee searches for a new chief executive
- Coordinate chief executive's annual performance evaluation
- Work with the nominating committee to recruit new board members
- Act as an alternate spokesperson for the FTS
- Periodically consult with board members on their roles and help them assess their performance

Responsibilities of the Vice Chair

The Vice-Chair shall chair committees on special subjects as designated by the board

- 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

Responsibilities of the Secretary-Treasurer

The Secretary-Treasurer shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary-Treasurer shall make a report at each Board meeting. Secretary-Treasurer shall chair the Finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

- Attend all board meetings
- Serve on the executive 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
- Provide notice of meetings of the board and/or of a committee when such notice is required
- Maintain knowledge of FTS and personal commitment to its goals and objectives
- 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.