BOARD OFFICER
RESPONSIBILITIES & QUALIFICATIONS

While the board as a whole is responsible for effectively governing an organization, the officers are responsible for leading and operating the board. They ensure necessary tasks are completed smoothly and promote a positive board culture.

This resource focuses on the key responsibilities and qualifications for all major board officer positions — chair, vice chair, secretary, and treasurer. It can be used when a board is recruiting candidates to fill officer roles or to better prepare newly elected officers before they assume their position.

CHAIR

The board chair oversees board affairs, ensuring the integrity of the board's process in governing and supporting the organization. The chair acts as the representative of the board as a whole.

The board chair position is the most time-intensive officer position and requires a unique balance of skills. Effective board chairs combine organizational skills with advanced facilitation and engagement techniques, developing strong relationships with both the chief executive and their fellow board members.

Key Responsibilities

During board/committee meetings

- Facilitate board meetings and encourage strategic discussion
- Engage the board in strategic planning and program evaluation
- Appoint board committee and task force chairs
- Serve as ex-officio member of all committees

Outside of board meetings

- Cultivate a strong, working partnership with the chief executive
  - Understand and support a clear delineation between the chief executive's management role and the board's governance role
  - Create board meeting agendas
  - Oversee the hiring, evaluation, and compensation of the chief executive
- Lead the board in governing the organization
  - Assume ultimate responsibility for the integrity of the organization's finances, working with appropriate board members and committees to oversee the budget of the organization and ensure resources
  - Mentor incoming board chair
  - Lead a comprehensive board self-assessment every two years
- Play a leadership role in community relations
  - Cultivate relationships with individual donors, funders, and other key community stakeholders
  - Speak for the board in the event of a controversy or crisis

Qualifications

- Strong knowledge of organization's work
- Demonstrated commitment to exceptional board practices
- Experience in group facilitation, encouraging open communication and in-depth discussion
- Ability to devote adequate time to board responsibilities

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VICE-CHAIR

The vice-chair provides additional board leadership and assumes the role of board chair when the chair is absent.

Some boards create an additional position of chair-elect as an automatic successor, while in other boards, the vice chair naturally assumes the role of chair. If there is no provision in an organization's bylaws for an automatic succession plan, it can still be helpful to elect an incoming board chair before the current chair's term expires. Doing so provides a head start and valuable learning opportunities for the incoming chair.

Key Responsibilities

During board/committee meetings

- Attend all board meetings
- Lead board meetings if board chair is absent
- Serve on the executive committee if one exists

Outside of board meetings

- Support board chair as needed by participating in strategic discussions, helping plan board retreats, etc.
- If elected to serve as the next board chair, may attend regular meetings with current chair and chief executive

Qualifications

- Strong understanding of organization's mission and board's governance role
- Willingness to assume leadership position when necessary
- Time to devote to assisting board chair as necessary

SECRETARY

The board secretary's chief responsibility is to ensure all board actions are documented.

Depending on the organization's size and staff, either the board secretary or a staff member is asked to record board meeting minutes. If a staff member fills this role, the secretary should still review the minutes prior to distribution to the full board.

Key Responsibilities

During board/committee meetings

- Review (and/or take) board meeting minutes
- Count any votes taken during board meetings

Outside of board meetings

- Distribute necessary background information on agenda items in advance of meetings
- File the approved minutes and maintain the official list of board members
- Ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law

Qualifications

- Familiarity with board practices
- Organized, keen attention to detail

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TREASURER

The treasurer ensures records are maintained, reviews financial reports from the staff, and interacts with accountants and auditors to help keep the board informed of financial matters.

Key Responsibilities

During board/committee meetings

- Serve as chair of finance committee
- Work with committee chairs and/or board members to address any red flags identified in monthly financial reports
- Present annual budget to board for approval
- Answer any questions from board related to annual audit

Outside of board meetings

- Review monthly financial report, compare expenses with budgets and income, and identify and anticipate problem areas
- Interact with accountants and auditors to help keep board informed of financial matters
- Assist the chief executive or the chief financial officer in preparing the annual budget
- Review the annual audit
- Ensure that assets are protected and invested according to organizational policy

Qualifications

- Understanding of financial accounting for nonprofit organizations
- Knowledge of organization's record keeping, accounting systems, and financial reports
- Ability and willingness to work with chief financial officer, controller, accountant or bookkeeper, and auditors as necessary

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Sample job descriptions and more detailed description of officer duties can be found in *The Nonprofit Policy Sampler*.

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