

Kingston City Land Bank
Board of Directors Duties and Responsibilities

1. Determine mission and purposes, and advocate for them.
2. Select the chair of the board.
3. Support and evaluate the chair of the board.
4. Ensure effective planning.
5. Monitor and strengthen programs and services.
6. Protect assets and provide financial oversight.
7. Build and sustain a competent board.
8. Ensure legal and ethical integrity.
9. Enhance the organization's public standing.
10. Ensure adequate financial resources.

APPENDIX I

GENERAL INDIVIDUAL BOARD MEMBER RESPONSIBILITIES

Board members individually possess considerably different yet complementary responsibilities to those held by the overall board. They do not possess the board's legal standing (except when the board may delegate to its officers or other members certain and limited authority to act on its behalf on specific matters).

Clearly articulating the board's corporate responsibilities and authority (preferably in the bylaws) and the responsibilities and expectations of board members (preferably codified in separate policies) are best practices. Asking leading peer organizations with missions similar to your own for copies of their bylaws and statements of board member expectations may be helpful to developing your own versions.

Such a statement of individual board member responsibilities adapted to the organization's mission and needs will serve at least two purposes. First, when recruiting new board members, it helps to clarify what the organization expects before candidates accept the invitation to be nominated. Second, it can provide criteria by which the governance committee identifies and recruits prospective nominees and reviews the performance of those eligible for re-election or reappointment. Prospective and incumbent board members should be able to fully commit to the following illustrations of generally accepted responsibilities.

GENERAL EXPECTATIONS

- Attend all KCLB Monthly Meetings (on the last Monday of each month).
- Attend all committee meetings.
- Contribute to the goals and work that the monthly and committee meetings generate.
- More than three absences from the Monthly and three absences from the committee meetings will be considered as cause for dismissal from the KCLB. The KCLB Board and Chair will consider appeals for non-dismissal for causes that are out of the ordinary.
- Know the organization's mission, purpose, goals, policies, programs, services, strengths, and needs.
- Serve in leadership positions in committee work and in Kingston City Land Bank efforts in the community undertake special assignments willingly and enthusiastically. Serve on at least one committee (Finance, Communications, Acquisition/Disposition, Governance) and attend monthly committee meetings.
- Avoid prejudiced judgments on the basis of information received from individuals; urge staff members with grievances to follow established policies and procedures through their supervisors. All significant problems should be called to the attention of the board chair and/or the board's elected leader as appropriate.
- Follow trends in the organization's field of interest and keep informed.
- Bring goodwill and a sense of humor to the board's deliberations.
- Suggest to the appropriate committee possible nominees for board membership who are clearly women and men of achievement and distinction and who would make significant contributions to the board and organization.

MEETINGS

- Prepare for and conscientiously participate in board and committee meetings, including appropriate organizational activities when possible.
- Ask timely and substantive questions at board and committee meetings, consistent with your conscience and convictions, while supporting the majority decision on issues once decided by the board.
- Maintain confidentiality of the board's executive sessions and when confidential information is given to you. Never speak for the board or organization unless authorized to do so, but also remember that all utterances from board members carry great weight with those within and outside of the organization. Private opinion on any matter is often construed by others as the board's official posture whether it really is or isn't.

- Suggest board and committee meeting agenda items occasionally to board leaders and the chief executive to ensure that significant, policy-related, and strategic matters are discussed.

RELATIONSHIP WITH STAFF

Counsel the board chair as appropriate, providing support through often difficult relationships with groups or individuals.

- Avoid asking the staff for favors, including special requests for extensive information that may take extraordinary time to obtain unless they are part of ongoing board or committee work. Exception: this rule should require consultation with the board chair, or appropriate committee chair.
- Remember that it is most appropriately the board chair who is responsible for assessing performance, not board members or the board. Most board chairs however, welcome opinions, offered during private conversations, that are complimentary or constructively critical senior officers or other staff members.

AVOIDING CONFLICTS

- Serve the organization as a whole rather than any special interest group or constituency even when they were invited to fill a vacancy reserved for a certain constituency or organization, your first obligation to avoid any preconception that you represent anything other than the organization's best interest.
- Avoid even the appearance of a conflict of interest that might embarrass the board or the organization to disclose any possible conflicts to the board chair in a timely fashion.
- Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate, even though not necessarily obliged to do so by law, regulation, or custom.
- Never accept (or offer) favors or gifts from (or to) anyone who does business with the organization.

FIDUCIARY RESPONSIBILITIES

- At all times, exercise prudence with the board in the control and transfer of funds.
- Faithfully read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility.
- Actively engage with solicitation of funds to assure the financial stability of the KCLB

AMBASSADORIAL SERVICE

- Serve your organization responsibly and diligently by telling the organization's story

and presenting its accomplishments as well as its needs and current challenges. You are your organization's logo.

Represent, as well, your community to your organization. Bring back concerns, ideas, suggestions, compliments, and the like when you believe they may have merit.

Remember, as a board member, you are at the nexus of two-way communication. You can also be an effective advocate for your organization's mission and purposes. Never shy from an opportunity to leverage your organization's hopefully strong reputation to move from an ambassadorial posture to a more assertive, more focused and purposeful advocacy initiative when that can make a real difference.