



Board Member Position Description and Expectations

Under Colorado law, the Board of Directors of a non-profit organization is the party responsible for the organization. The Board must supervise and direct its own officers and govern the organization's efforts in carrying out its mission. The duties of care, loyalty, and obedience describe the manner in which the directors are required to carry out their fundamental duty of oversight.

- **Duty of Care** requires Board members to have knowledge of all reasonably available and pertinent information before taking action. The Board member must act in good faith, with the care of an ordinarily prudent businessperson in similar circumstances, and in a manner he or she reasonably believes to be in the best interest of the organization.
- **Duty of Loyalty** requires Board members to candidly discharge their duties in a manner designed to benefit only The Health Education and Resources Institute (THEARI), not the individual interests of the Board member. It incorporates the duty to disclose situations that may present a potential for conflict with the organization's mission, as well as a duty to avoid competition with the organization.
- **Duty of Obedience** requires Board members to ensure that the organization's decisions and activities adhere to its fundamental corporate purpose and charitable mission, as stated in its articles of incorporation and bylaws.

The Board only exists, in both a legal and functional sense, when it meets. Consequently, Board meetings are the center of governance. The way they are planned and conducted—in addition to the dynamics that emerge in them— significantly influence the quality of governance. Therefore, individual Board members are expected to:

- Regularly attend Board and committee meetings.
- Participate in Board and committee meetings with forethought, courtesy, critical thinking and analyses, and attention to results.
- Ask timely and substantive questions at Board and committee meetings consistent with the Board member's conscience and convictions, while at the same time supporting the majority decision on issues decided by the Board.
- Maintain confidentiality of the Board's executive sessions and speak for the Board or organization only when authorized to do so.
- Suggest agenda items periodically for Board and committee meetings to ensure that significant, policy-related matters are addressed.
- Actively participate in committee work and serve as Committee Chair when requested.
- Build collegial working relationships with Board, Committee and General Membership members to contribute to consensus.
- Actively participate in annual Board evaluation and strategic planning efforts.
- Assist in the recruitment of THEARI Board members.
- Serve in leadership positions and undertake special assignments willingly and enthusiastically.
- Know the difference between the Board's role and the role of the CEO.
- Counsel the CEO as appropriate and support them through difficult relationships with groups or individuals.
- Any other duties as identified in the Statement of Agreement

Conflict of interest, confidentiality, disclosure—these concepts figure prominently in the understanding of governance responsibilities. In order to prevent using power, position, or information to influence organizational activities and decisions, individual Board members are expected to:

- Fully understand the organization's definition of an independent director and refrain from affiliation in business dealings and ventures with those that directly compete with the organization.
- Serve the organization as a whole, rather than any special interest group or constituency, recognizing the value of collaboration, and serving THEARI's and the community's best interests.
- Disclose any possible conflicts to the Board in a timely fashion.