

# Board of Directors Roles and Responsibilities



## 1 Overview

CAWS is a no-kill, volunteer-powered, foster-based 501(c)3 nonprofit animal welfare organization whose mission is “Working with the Community to Help Animals.” CAWS is Utah’s oldest foster-based rescue group. Members of the CAWS Board of Directors perpetuate CAWS’ legacy to help as many animals in the community as possible through the current programs such as our rescue and adoptions programs, our lifetime commitment to all of our animals, our community cat Trap-Neuter-Return efforts, and low income and spay/neuter assistance to keep pets in their current homes and to find new ways to advocate for the underserved animals in our community. CAWS was founded and built upon our devotion to the animals in need within our community. Members of the board respect and build upon this legacy.

The CAWS Board of Directors is responsible for governing CAWS and focusing upon the mission, legacy, strategy, and goals of the organization. This includes oversight in four main areas: legal, financial, management, and program.

This document provides an overview of expectations and responsibilities for CAWS Board of Directors and Officers.

## 2 Outline

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### 3 Board Member Responsibilities

As a member of the Board of Directors, you are responsible for the mission, strategy, and goals of CAWS. The four main areas of oversight can be further detailed with multiple responsibilities.

#### 1. Legal Oversight

- a. The board ensures legal and ethical integrity and maintain accountability.
- b. The board is ultimately responsible for ensuring that CAWS adheres to legal and ethical standards. The board must establish and enforce policies that adhere to laws and the bylaws.

#### 2. Financial Oversight

- a. The board provides financial oversight for CAWS. This includes setting and approving the annual budget and ensuring proper accounting. Fiduciary responsibility for CAWS is a primary legal responsibility for the board under federal and state laws.
- b. The board ensures and provides adequate resources for CAWS staff and volunteers to fulfill CAWS's mission.

#### 3. Management Oversight

- a. The board is responsible for ensuring that the nonprofit corporation is being run well.
- b. The board selects the Director of Operations and any other top management positions and decides their role(s). This includes supporting the Director of Operations and assessing their performance.

#### 4. Program Oversight

- a. The board is responsible for defining the organization's mission and purpose. Member of the board understand and support the mission statement.
- b. The CAWS board is currently an operational board as well as a governance board. That means that the board also guides CAWS's operational leadership staff and volunteers in defining, monitoring, and strengthening CAWS's programs and services.
- c. Each individual on the board must actively participate with staff in overall planning and assist in implementing the plan's goals.
- d. The board works to preserve and enhance CAWS's reputation and standing with the public, fosters, adopters, and among the larger animal welfare community in Utah and the U.S..

The CAWS board meets on a regular basis, generally monthly, throughout the year. In addition to board governance and operations duties, many members also regularly volunteer with the organization in day-to-day program areas such as fostering, adoptions, community cats, and event planning. As a volunteer-powered organization, CAWS prides itself in its grassroots, can-do, collaborative, community-focused culture. CAWS volunteers feel great allegiance and commitment to the mission, organization, people, and animals we serve.

## 4 Officer-Specific Responsibilities

Some members of the board are asked to serve in an additional leadership or officer positions on the board. Non-profit corporations are required by law to have a minimum of 3 officer positions: President, Treasurer, and Secretary. Boards may add additional officers at their discretion.

According to the current CAWS Bylaws (2016), "Subject to the control of the Board of Directors, the officers of the Board shall have such authority and perform such duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors." This documents summarizes some of these responsibilities, but is not an all-inclusive list.

### 4.1 President of the Board of Directors

"The President shall preside at all meetings of the Board of Directors or shall delegate such responsibility to another officer or director in case of absence." - CAWS Bylaws 2016

As a partner to the Director of Operations and other board members, the Board President will provide leadership to CAWS overall, and will support and sustain the work of CAWS, providing governance, leadership, strategic direction, and appropriate fundraising support. Specific responsibilities include:

- Being a trusted advisor to the Director of Operations as s/he assists in developing and implementing CAWS' goals, mission, and vision annually;
- Developing and managing relationships and communicating with: funders, partners, and other stakeholders;
- As a board member, approving CAWS' annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities;
- Reviewing outcomes and metrics created by CAWS for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics
- Coordinating an annual performance evaluation of the Director of Operations;
- Assisting the Board of Directors in recruiting and retaining board members;
- Periodically consulting with board members on their roles and helping them assess their performance;
- Planning, presiding over, and facilitating board and committee meetings; partnering with the Director of Operations to ensure that board resolutions are carried out;
- Acting as an ambassador for the organization;

### 4.2 Vice President of the Board of Directors

The overall role of the Vice President of the CAWS board is to support the board holistically in conjunction with and in absence of the President.

- Determining board composition and organisation;
- Clarifying board and management responsibilities;
- Assisting in planning and managing board and board committee meetings with the President and Secretary;

- Working collaboratively with the President and Treasurer on the annual budget and budget to actuals tracking;
- Assisting the President in completing performance reviews of fellow board members and the Director of Operations;
- Cultivating the skills and effectiveness of the board.
- Assisting the President with any duties as assigned and delegated.

### **4.3 Treasurer of the Board of Directors\***

The overall role of the Treasurer of the CAWS board is to maintain an overview of the CAWS's financial affairs, ensuring its viability and ensuring that proper financial records and procedures are maintained.

#### 4.3.1 General financial oversight

- To oversee and present budgets, accounts, and financial statements.
- To coordinate with and provide advice to designated staff about financial matters.
- To ensure that appropriate accounting procedures and controls are in place.
- To ensure that federal tax forms are filed accurately and on time each year.
- To ensure compliance with relevant legislation.
- To ensure any recommendations of the auditors are implemented.
- To ensure accounts meet the conditions of contractual agreements with external agencies such as funders and statutory bodies.

#### 4.3.2 Financial planning and reporting

- To present financial reports to the board.
- To make a presentation of the accounts for meetings.
- To advise on the organization's reserves policy and investment policy.
- To advise on the financial implications of the organization's strategic and operational plans.
- To advise on the fundraising strategy of the organization.
- To ensure that there is no conflict between any investment held and the aims and objects of the charitable organization.

### **4.4 Secretary of the Board of Directors\***

The primary role of the Secretary of the board is outlined according to CAWS bylaws and includes fostering communication and ensuring record-keeping and organization. The secretary's responsibilities can be broken into four main areas:

#### 4.4.1 Ensuring meetings are effectively organized and minutes kept

- Coordinating with the President to plan meetings.
- Receiving agenda items from committee members.
- Circulating agendas and reports.
- Taking minutes.
- Circulating approved minutes.
- Checking that agreed actions are carried out.

#### 4.4.2 Maintaining effective records and administration

- Keeping up-to-date contact details (i.e. names, addresses and telephone numbers) for the management committee and (where relevant) other members of the organization.
- Filing minutes and reports.
- Compiling lists of names and addresses that are useful to the organization, including those of appropriate officials or officers of voluntary organizations.
- Keeping a record of the organization's activities.
- Keeping a record of future activities.

#### 4.4.3 Upholding legal requirements

- Acting as custodian of the organization's governing documents.
- Checking quorum is present at meetings.
- Ensuring elections are in line with stipulated procedures.
- Ensuring organization's activities are in line with its objectives.
- Ensuring charity and company law requirements are met.

#### 4.4.4 Communication and correspondence

- Responding to all committee correspondence.
- Filing all committee correspondence received and copies of replies sent.
- Keeping a record of any of the organization's publications (e.g. leaflets, newsletters, etc.).
- Reporting the activities of the organization and future programs to members, the press and the public (unless there is an Information or Publicity Officer).
- Preparing a report of the organization's activities for the year for the annual general meeting.

## 5 Committee Chair Responsibilities

In order to fulfill the responsibilities of the CAWS Board of Directors, the board may create committees to focus on particular topics or projects. Individual board members will be tasked with serving on and coordinating any such committees. Each committee that has and exercises the authority of the Board of Directors to the extent allowed in statute and as provided by the Board.

Future committees may include:

- Executive Committee
- Financial Management Committee
- Fundraising Committee
- Information Technology Committee
- Community Outreach Committee

## 6 Advisory Board

The CAWS Board of Directors expects to form an advisory board in the future. Members of this advisory board would meet with the leadership of the CAWS Board to promote collaboration and address specific needs that CAWS has that the Board of Directors feels that these members could weigh in on due to their specific skill-sets. Examples of advisory board members include: veterinarians, lawyers, coalition members, etc.

## 7 Works Cited

Some content and ideas were assembled from the following sources and may serve as an additional resource for board members.

- [boardsource.org](http://boardsource.org)
- [councilofnonprofits.org](http://councilofnonprofits.org)
- [Bridgespan.org](http://Bridgespan.org)
- [Nonprofitlawblog.com](http://Nonprofitlawblog.com)
- \*[Diycommitteeguide.org](http://Diycommitteeguide.org): Sections of this document (as indicated) is licensed under CC BY 2.0