

Nonprofit Board Duties & Responsibilities



Governance
Fiduciary Duties
Strategic Leadership

Purpose of the Board



Protect the mission and long-term sustainability of the organization



Provide strategic oversight and accountability



Ensure legal, ethical, and financial integrity



Support and evaluate Executive Director



Serve as ambassadors and advocates in the community



Fiduciary Duties (Duties of Trust) of Nonprofit Directors

Duty of Care

Obtain appropriate information and act with deliberation

*Read materials in advance;
be informed, prepared, and ask
questions*

Duty of Loyalty

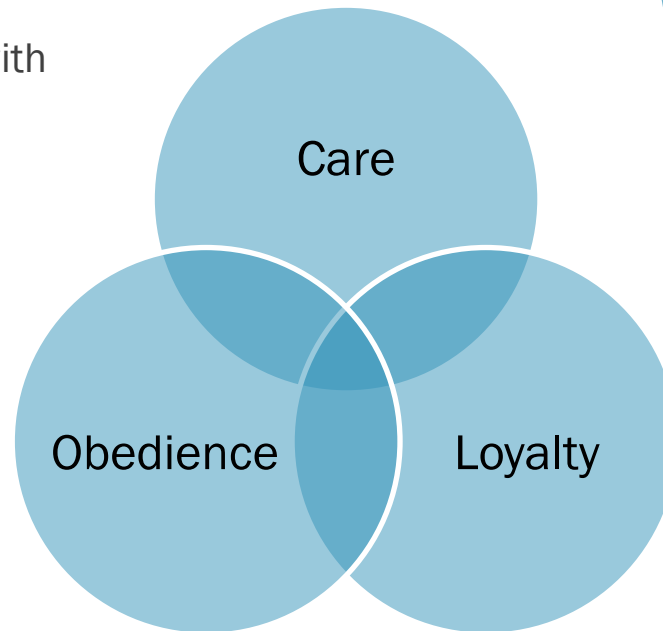
Act only in the best interests of the Corporation

*Disclose conflicts; avoid
personal/professional gain*

Duty of Obedience

Act in furtherance of the Corporation's central mission

*Ensure decisions align with ProKids'
mission and not personal priorities*



Governance vs. Management

- ▶ Healthy governance requires clear role boundaries
 - Board: “What & Why”*
 - Executive Director: “How & When”*
- ▶ Board governs; staff manages operations
- ▶ Board sets strategic direction and policy
- ▶ CEO/Executive Director executes day-to-day operations
- ▶ Avoid micromanagement
- ▶ Maintain accountability through oversight



Strategic Responsibilities

- ▶ Approve and monitor strategic plans
- ▶ Review organizational performance and outcomes
- ▶ Oversee enterprise risks (financial, legal, reputational)
- ▶ Ensure appropriate compliance and safeguarding practices
- ▶ Ensure alignment between mission, programs, and resources
- ▶ Assess future opportunities
- ▶ Participate in long-term sustainability planning



Financial Oversight Responsibilities

- ▶ Approve annual budgets and monitor financial health
- ▶ Review audits, financial statements, and key ratios
- ▶ Ensure internal controls and compliance
- ▶ Understand financial performance and cash flow
- ▶ Protect organizational assets and reputation



Executive Leadership Oversight

- ▶ Hire, support, and evaluate the Executive Director
- ▶ Set clear performance expectations
- ▶ Plan for succession
- ▶ Balance support with accountability
- ▶ Maintain confidentiality and professionalism



Advocacy and Influence

- ▶ Participate in board member cultivation
- ▶ Support ProKids events and campaigns
- ▶ Use your network to intentionally advance ProKids' mission
- ▶ Open doors to partnerships and community relationships that staff cannot
- ▶ Tell the ProKids story in the community; advocate publicly for the organization's mission



What Great Directors Do

- ▶ Attend meetings prepared and engaged
- ▶ Engage constructively and collaboratively
- ▶ Ask thoughtful, sometimes difficult questions
- ▶ Support but don't overstep the Executive Director
- ▶ Act as strategic thought partners, not operational critics
- ▶ Leverage your networks and influence
- ▶ Stay mission-first in all decisions
- ▶ Respect confidentiality and conflict-of-interest policies



Common Pitfalls

- ▶ Micromanagement of staff
- ▶ Passive participation and low engagement
- ▶ Lack of financial literacy
- ▶ Weak oversight
- ▶ Failure to address underperforming board members
- ▶ Allowing mission drift or strategic stagnation



High-Performing Board Practices

- ▶ Regular board education and orientation
- ▶ Annual board self-assessment
- ▶ Strong committee structure
- ▶ Clear dashboards and performance metrics
- ▶ Diverse skills, perspectives, and community representation



What This Means as a ProKids Director

- ▶ See Slide 9; Avoid Slide 10; and....
- ▶ Attend and actively participate in 4(+) board meetings/year + committee participation
- ▶ Be deliberative and form a reasonable basis for acting
- ▶ Be financially curious. Ensure the right questions are being asked.
- ▶ Ensure legal, ethical, and financial integrity
- ▶ Support and evaluate the Executive Director; plan succession

What This Means as a ProKids Director (cont'd)

- ▶ Challenge constructively, not passively
- ▶ Stay mission-first. Avoid conflicts of interest
- ▶ Ensure the Board has necessary skills and tools
- ▶ Seek expert advice as needed
- ▶ Leverage your network intentionally

Closing Discussion

- ▶ What does great governance look like here?
- ▶ What are our opportunities to improve?
- ▶ What defines board service expectations moving forward?





**Strong governance
strengthens mission impact.**