Nashua River Watershed Association
BOARD MEMBER JOB DESCRIPTION

The authority of the Board of Directors of the Nashua River Watershed Association (NRWA) is established by the by-laws of the Association. The NRWA Board of Directors adopted this Board Member Job Description on June 11, 2008.

The legal duties and responsibilities of board members are generally outlined in the Massachusetts Attorney General’s Guide for Board Members of Charitable Organizations (2007). Each board member should be conversant, and compliant, with the Guide and its contents.

Most fundamentally, each board member has a duty of loyalty and a duty of care to the Association. The following provisions list many of the specific responsibilities and actions required to meet those legal and ethical duties, and to effectively govern the organization.

RESPONSIBILITIES OF THE BOARD

A. GOVERNANCE

1. From time to time, as warranted, review and revise the Association’s mission
2. On an annual basis, review, revise, and adopt the Association’s strategic plan as prepared by staff, always keeping in mind the Association’s mission. On an annual basis, review the Association’s performance in implementing the prior year’s strategic plan.
3. Hire, and if deemed necessary or desirable, replace the Executive Director.
4. Annually review and approve the Executive Committee’s performance review of the Executive Director, and establish compensation based on recommendation of the Executive Committee. Take responsibility for advising, supporting, and rewarding the Executive Director in his or her role.
5. Meet as a board no fewer than four times a year, with a focus on the Association’s goals and priorities. Apply knowledge and experience of individual board members to the opportunities and challenges of the Association.
6. Develop, review, and update policy documents for the Association, enabling the staff to develop programs to further the Association’s mission. Encourage staff input to develop policies for consideration by the Board.
7. From time to time review, and update as needed, the Association’s by-laws. Remain informed about current best practices and regulations on board governance.

8. From time to time review, and update as needed, the Association’s personnel policies and practices. Remain informed about current best practices and regulations. Review and approve staff compensation and benefits as part of adopting the annual operating budget.

9. Recruit and recommend prospective Board members, to be presented to and voted on by the membership in accordance with the by-laws of the Association.

10. Annually conduct a “self-assessment” of the Board’s overall performance and develop specific actions to improve its performance.

11. Ensure that the Association has established appropriate policies to define and identify conflicts of interest throughout the organization and is diligent in its administration and enforcement of those policies. Maintain a standards of conduct policy that reflects the high ethical standard expected of staff and board members.

12. Identify and understand legal responsibilities of individual board members and of the board as a whole.

B. FINANCE AND ADMINISTRATION

1. Be invested in and committed to the Association’s ongoing financial needs, taking responsibility for the overall financial health and integrity of the Association.

2. Ensure that the Association’s financial structure and funding plans will adequately support its current needs and long range strategy.

3. Assure that the board is carrying out its fiduciary responsibilities, such as the review of periodic and annual financial statements, funding plans, budgets and financial goals.

4. On an annual basis, review, revise, and adopt an operating budget for the fiscal year, typically done in combination with reviewing the annual strategic plan.

5. Review the Association’s financial performance compared to the Association’s annual and long-range goals.

6. Appoint independent auditors, review audit reports, and review management letters with the Executive Director.

7. Ensure that adequate risk management policies are established and implemented, including but not limited to adequate insurance coverage, operational policies, safety policies, and document management & retention policies.
RESPONSIBILITIES OF EACH INDIVIDUAL BOARD MEMBER

1. Be loyal to the Association, always exercising board powers only in the interest of the Association and not for the interest of individual board members or others.

2. Be informed about the Association's mission, strategic and operating plans, policies and programs. Work with the rest of the Board in reviewing, updating and approving plans.

3. Prepare for, attend, and participate actively in Board and committee meetings and special events. Serve on committees and undertake special assignments willingly and enthusiastically. Provide candid and constructive advice, comments, and criticism.

4. Advance the Association whenever possible as appropriate, and act as an advocate for the Association in public and private events. Recognize the board member's duty as a public representative of the Association, and the responsibility to reflect the Association's policies, positions, and needs.

5. Play an active role in engaging new people in the work of the Association.

6. Play an active role in fundraising for the Association and in supporting the Association's fundraising events and opportunities.

7. Provide annual direct financial support to the Association according to each member's means, with the expectation that NRWA will be among each board member's top philanthropic priorities during his or her tenure on the board.

8. Be familiar with and follow the board's conflict-of-interest policies, and submit an annual Conflict of Interest Report.