

Standard 3: Board Accountability

Board Member Responsibilities

Legal and Fiduciary The board is responsible for ensuring that Utah Open Lands meets legal requirements and that it is operating in accordance with its mission and for the purpose for which it was granted tax-exemption. Board members ensure our organization maintains accountability by providing proper financial oversight. As safeguards of a public trust, board members are responsible for protecting the organization's assets. Individual board members must exercise the duty of care (meaning they must attend meetings, be prepared to make informed decisions by reading the information provided and requesting additional information if necessary, and carry out their duties in a reasonable and responsible manner). **The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.**

Oversight The board is responsible for effective organizational planning. The board must actively participate in an overall strategic planning process and assist in implementing and monitoring the plan's goals. The board should clearly articulate Utah Open Lands' mission, accomplishments, and goals to the public and garner support from the community. Board members will recruit and orient new board members and assess board performance. The board moderates the power of management, and has the power to hire and remove the Executive Director. The board should ensure that the Executive Director has the moral and professional support s/he needs to further the goals of the organization.

Fundraising One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. As part of their fiduciary responsibility, many board members are actively involved in fundraising. This may include making a personal contribution; organizing a fund-raising event or hosting a benefit; or face-to-face solicitation of other individuals. It's every member's responsibility to be personally dedicated to fundraising.

Responsibilities of individual Utah Open Lands board members

- Attend all board and committee meetings and functions, such as special events.
- Be informed about the organization's mission, services, policies, programs, strengths and needs.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on committees or task forces and offer to take on special assignments.
- Make annual personal financial contribution to the organization.
- Inform others about the organization.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Keep up-to-date on developments in the organization's field.
- Follow conflict of interest policies and the implicit confidentiality requirements.
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.
- Help advance conservation through *Utah Open Lands'* strategic planning.
- Fundraise and provide personal financial support for Utah Open Lands' programs.
- Serve as ambassadors to the community, the business sector, conservation partners, public officials, the media, and opinion leaders to leverage our conservation work, secure public funding, support sound conservation policies, and position Utah Open Lands as a uniquely effective, highly respected conservation organization.
- Support Utah Open Lands' efforts and act in the interest of the whole organization.
- Establish and state the mission of the organization; consult with all parts of the organization with respect to refinement or restatement of the mission.
- Exercise fiduciary responsibility for the organization and its assets including: organization name, organization identity and organization reputation.

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- core values of the organization
- strategies and long term goals
- fundraising for organization-wide priorities
- management of risk
- membership criteria and policies
- membership development
- allocation of resources
- organization-wide budget, investment management, finances and accounting
- significant land transactions conducted in the name of the organization
- personnel and associated policies, including compensation title and stewardship in respect to the land and other

assets of the organization.

- Create, determine and promulgate policy for the organization.
- Create and maintain policies and procedures for developing the Board, including recruitment and education, tenure, leadership, board structure and composition, diversity, engagement of board members, and board evaluation.
- Support state and country programs in carrying out the mission at the local level.
- Encourage participation of state/country trustees in developing the organization's long-range plans and goals.
- Establish standards of performance that measure conservation success as well as organization effectiveness and efficiency.
- Select, evaluate, and compensate of the Executive Director.
- Serve the interest of the whole organization.

Legal responsibilities of nonprofit boards

Under well established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

Duty of Care The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

Duty of Loyalty The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

Duty of Obedience The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.