

## **Board Responsibilities and Expectations Network of Jewish Human Service Agencies, Inc.**

### **GENERAL PRINCIPLES:**

**Board Members:** Members of the board of the Network of Jewish Human Service Agencies, Inc. (NJHSA), understand and acknowledge that in that capacity they are responsible, collectively with their fellow board members, for effective governance of fiscally sound programs as well as the strategic directions of the organization. To that end, members of the Board understand these responsibilities require that they assist NJHSA to achieve its mission and reach its vision, as well as to understand the values of NJHSA and use them in their decision making.

**NJHSA:** NJHSA acknowledges confirms that it is responsible to members of its Board to provide information, support and feedback necessary to permit them to fulfill their responsibilities, individually and collectively with other Board members, and the Network is committed to conduct its affairs in a manner consistent with such responsibility.

### **RESPONSIBILITIES OF BOARD MEMBERS TO NJHSA:**

1. Act in accordance with bylaws, policies and operating principles outlined in the Board Manual.
2. Meaningfully participate in establishing and overseeing NJHSA'S policies and programs.
3. Prepare for and attend (preferably in person, but when necessary by telephonic or other electronic means) a minimum of 75% of regular and special board meetings and actively participate in proceedings, using fair, independent judgment and due care in conducting the business of NJHSA.
4. Serve on at least one committee and participate in person or through teleconference in all regular committee meetings and actively contribute to the work of the committee.
5. Be accessible, at least by phone or e-mail, to consult with staff and other board members as needed.
6. Understand that an individual Board member's direct management responsibility is limited to the selection and supervision of the chief executive.
7. Encourage and support staff, but avoid any interactions with staff that might be construed as supervisory or conflicting with the CEO's key areas of responsibility.
8. Be familiar with and approve NJHSA's budget.
9. Avoid all direct or indirect political campaign intervention (such as supporting or opposing candidates for public office) in the name of, or in a manner that implies the involvement of, NJHSA.
10. Participate in Board member orientation and ongoing board training and education to learn about NJHSA, clearly comprehend NJHSA financial reports and other NJHSA documents, and keep up-to-date on NJHSA programs, finances, and management.

11. Directly contribute to the financial well-being of NJHSA by making a meaningful financial contribution to NJHSA each calendar year and by attending NJHSA's conferences and trainings, through outreach to potential membership, vendors and funders for financial and in-kind support of NJHSA.
12. Share resources and talents with the organization, including expertise and professional and financial contacts.
13. Actively promote NJHSA, interpreting the organization's work and values to the community and values and serving as a representative when called upon to do so.
14. Interpret and communicate constituencies needs and values to the NJHSA, speak out on their behalf, serving as an advocate for them within the organization.
15. Promote and support NJHSA within their circles of influence — personal, business, faith, civic, etc.
16. Fulfill commitments within agreed-upon deadlines.
17. Maintain and promote high ethical standards including good-faith board decision making and avoiding an actual or perceived conflict of interest with other activities, interests, and/or organizations with which they may be involved.
18. Observe the organization's conflict-of-interest policy in letter and spirit, taking care to consult promptly and, as appropriate, disclose and appropriately address any conflicts that may arise in the course of their business or association with NJHSA.
19. Act with requisite care and loyalty and serve the interests of NJHSA notwithstanding any personal interests or those of any member Agency with which they are associated, or in any circumstance in which they are unable to do so, recuse themselves in accordance with the conflict-of-interest policy.
20. Maintain the confidentiality of the private information of the organization, staff, member agencies, and other board members in accordance with NJHSA's confidentiality policy and applicable law.
21. Encourage and support an atmosphere of respectful, diverse and candid dialogue within the Board, encouraging articulation of good faith questions, concerns, and minority, dissenting or otherwise unpopular views within deliberations of the Board, helping to ensure that decisions have the benefit of the full diversity of views that may exist among its members.
22. Immediately notify the board chair in the event, for any reason, they are no longer able to effectively fulfill their duties and responsibilities, and work with staff and with the board chair to transfer them to others.

#### **NJHSA'S RESPONSIBILITIES TO ITS BOARD MEMBERS:**

1. Provide a comprehensive Board Orientation for all new Board members in which all current Board members will be encouraged to participate.
2. Offer ongoing Board training and education including appropriate staff and experts available at Board or committee meetings to discuss program and policy, goals, and objectives.

3. Develop and regularly update a Board Manual (available both in hard copy and electronic form) and, in connection therewith, maintain a dedicated Board portal on the NJHSA website.
4. Assure that the CEO, staff and others on the Board will respond in a straightforward and thorough fashion to any questions individual members feel are necessary to carry out their fiscal, legal, or moral responsibilities to NJHSA.
5. Schedule focused strategic planning (every 3-5 years) that will directly and effectively engage the Board in its organizational planning and policy development role.
6. Deliver timely financial reports and such other financial information that may be necessary to enable the Board to review and oversee NJHSA'S financial controls, operations and position.
7. Give ample and effective notice for all Board and committee meetings with the provision of teleconference options for those unable to attend meetings in person.
8. Conduct all Board meetings in a manner consistent with accepted rules of order.
9. Provide prompt drafts of all Board and committee meeting minutes and circulate proposed agendas and supporting materials for such meetings in advance (and, in the absence of special and unavoidable circumstances) at least one week prior to any Board or committee meeting.
10. To the extent permitted by law, provide and maintain indemnification from liability for a Board member's reasonable and necessary actions.
11. Maintain D&O and E&O insurance that is adequate as to both amount and coverage to protect members of the Board, employees and NJHSA itself from the risks customarily covered thereby.

The foregoing responsibilities and expectations shall be reviewed and acknowledged by each NJHSA officer and other member of the Board in connection with their annual Network Conflict Policy review, acknowledgement and disclosure.

These Board Responsibilities and Expectations have been adopted by the Board on February 9, 2020.