

New York-New Jersey Trail Conference

Board of Directors - Functions

Approved by the Board March 23, 2004

The Board of Directors is the governing body of the New York-New Jersey Trail Conference (Trail Conference). The authority of the Board derives from state law, articles of incorporation, and bylaws. The Board is responsible to the members and staff of the Trail Conference and also holds a public trust for ensuring that the organization carries out the purposes for which it was established in a responsible and accountable fashion.

The corporate structure of the Trail Conference generally protects individual Board members from liability for organizational decisions. The legal responsibility for the Trail Conference rests with the Board as a whole rather than with individual directors.

The functions of the Board of Directors are setting organizational direction, ensuring the necessary resources and providing oversight to the organization. Board members also serve as ambassadors for the Trail Conference and as volunteers in roles unrelated to Board service.

The strength and the special nature of the Trail Conference resides primarily in the fact that it is a volunteer organization. The Board and staff work together to support the volunteer effort.

Setting Organizational Direction

Determine the mission and purpose of the Trail Conference

The Board of Directors is fundamentally responsible for defining the mission of the Trail Conference and should periodically review the adequacy, accuracy, and validity of the mission statement. The Board should consult with its members, member clubs, and other stakeholders when revising or updating the mission, but the Board of Directors is ultimately responsible for the mission of the organization.

The statement of the mission and purpose of the Trail Conference should be widely distributed and clearly communicate what the organization does, why it does it, and whom it serves. The statement should articulate what makes the Trail Conference distinctive and special and present a compelling reason for individuals, foundations, and corporations to support it financially. It guides organizational planning, Board and staff decision-making, volunteer initiatives, and setting priorities among competing demands for scarce resources. The Board should periodically assess programs against the mission to ensure that the organization is not drifting from its purposes.

Ensure Effective Organizational Planning

Organizational planning enables Board and staff to translate the broad mission of the Trail Conference into goals and objectives that can be measured and accomplished. Board members must be extensively involved in the planning process to assume ownership of the strategic plan, support its implementation, and provide the necessary resources. While the details of developing and implementing the plan are properly left to staff, Board members should participate by asking good questions, expecting good answers, and serving as resources in areas of personal professional expertise. Board members should be engaged in the planning process through service on committees or task forces. Following a period of consultation with all Board members, staff and other stakeholders and revision of the plan, the Board should formally approve and adopt the plan.

The Board should receive annual progress reports by the Executive Director on the implementation of the plan. The Executive Director and professional staff should be expected to share the Board's enthusiasm and sense of ownership of the plan, since the Executive Director and staff bear primary responsibility for implementation of the plan.

Select the Executive Director

The Board of directors is responsible for hiring of the Executive Director when a vacancy occurs or becomes apparent. The choice of Executive Director has a profound impact on the Trail Conference's development and effectiveness. While the opinions of other stakeholders should be sought, the Board alone has the final decision.

The search process must involve a search committee who could hire an executive search consultant. Prior to initiating a search, the Board should take steps to ensure a positive working environment by:

- § reviewing the Trail Conference's statement of mission and purpose
- § conducting an assessment of the Trail Conference's major strengths and needs
- § establishing specific long term priorities for the next period of leadership
- § describing the characteristics, skills, and management style it seeks in the new Executive Director
- § preparing a comprehensive job description
- § reviewing the compensation and benefit package and other employment terms
- § clarifying Board functions as distinct from Executive Director and staff functions and recognizing the Executive Director's responsibility to select a management team.

Approve policies

The Board is charged with policy making, and the staff is charged with management of this volunteer based organization. In fact, policies are formulated at all levels of an organization. Many policies are management-level and implementation-level and do not require the approval of the Board.. Policies established by the Board should have organization-wide implications.

The Board should measure proposed policies against the mission and purpose of the Trail Conference and for consistency with the strategic plan, bringing to bear the skills, experience and judgment of individual Board members.

Establish committees

The Board is responsible for establishing all committees spelled out in the by-laws and those committees that the Board deems necessary for carrying out the mission and purpose of the Trail Conference, setting organizational direction, ensuring necessary resources, and providing oversight. In a written charge, the Board should provide clear guidance to each committee concerning responsibilities and expectations. The committees derive their authority from the Board and can take no action outside of existing policies without Board delegation or approval. The Board as a whole has an obligation to monitor the performance of each committee.

Advise the Executive Director on major decisions

The Executive Director is charged with implementing of the mission statement and strategic plan and expressing annual priorities in the form of an annual budget recommended to the Board for adoption. The Board should provide guidance to the Executive Director concerning priorities and the allocation of resources. Unanticipated situations will arise during the year having broad policy implications, such as issues that may require legal representation, opportunities to acquire lands, and sensitive development issues. The Board should be

available to provide advice and counsel to the Executive Director and to amend the annual budget in view of changing situations.

Ensure necessary resources for the Trail Conference

Ensure adequate funding

The Trail Conference can only be effective if it has the resources necessary to meet its purposes. Providing adequate funding is first and foremost a Board responsibility. The success of the Executive Director and the Director of Development as fundraisers is directly linked to Board members and their ability to influence potentially large donors and otherwise monitor and guide fundraising initiatives.

The Board should help set fundraising goals. Effective fundraising is one measure of the Board's capabilities, commitment, and influence. Each Board member should examine his or her connections with potential donors. In addition to soliciting gifts for individuals, corporations, foundations, or governmental units, Board members can assist the Trail Conference's fundraising efforts by cultivating interest in the organization among potential donors and thanking and maintaining relationships with donors after gifts have been made.

The Board should periodically consider and approve a fundraising case statement of needs that stems from the Trail Conference's mission and goals. The case statement should explain in simple language why the Trail Conference needs money and how it will be used.

All Board members should make an annual gift according to their means. The personal and collective example of 100% Board participation is very important to potential and current supporters. Also, Board members are more effective fundraisers when they have made their own financial commitment.

The Board has an obligation to ensure that the Trail Conference's revenue sources are stable and to cultivate sources of revenue that are sustainable and sufficient to meet current and projected needs.

Establish and maintain relationships with clubs, members and other stakeholders

The Trail Conference should establish relationships with like minded not-for-profit organizations, governmental units, and member clubs. The Board has a responsibility to ensure that the relationships among the various partners are characterized by honesty, openness, and good will. Relationships are expressed formally through such vehicles as memoranda of understanding, committee charges, regular reporting, and joint meetings. Relationships are also nurtured informally through cross-memberships and personal friendships.

Cultivate new partners

As the Trail Conference has assumed greater responsibilities for natural and cultural resources within the region, developed strategies for the protection of lands, published more books and maps, developed educational initiatives, and become involved in larger environmental issues impacting trails, the Trail Conference has found common ground with an increasing number of existing organizations. Board members, through their personal and professional relationships, play a role in identifying and cultivating new partners and bringing them into the trail family. New and expanding partnerships are vital resources for trails.

Enhance the public standing of the Trail Conference

The Trail Conference relies upon its public standing in attracting funds. An ambitious and effective public relations program is necessary to ensure a healthy and accurate public image

for the Trail Conference. The Executive Director and the Board Chair are the organization's chief spokespersons, but all Board members serve as ambassadors, advocates, and community representatives for the organization. With proper clearance, Board members may meet with elected officials, testify before legislatures, and represent the Trail Conference at national forums. The Board should guard against the occasionally overzealous Board member who may take inappropriate and unilateral initiatives without clearance.

Provide Oversight to the Trail Conference

Provide Proper Financial Oversight

The Board exercises proper financial oversight by helping to develop and approve the annual budget, and by recognizing the strategic implications of resource allocations on a host of programmatic, personnel, and other priorities. While the Executive Director has the primary responsibility for preparation of the budget, it is the responsibility of the Board to review and approve the budget. Understanding the budget is a responsibility that can not be delegated.

The Board should receive financial statements including a statement of financial position and statement of activities for all funds on a regular basis, at least quarterly. The Board should also be provided with budget-to-actual comparisons. Board members should feel free to ask questions and suggest improvement in the formats and presentations of financial reports.

As per the Bylaws, the Board is required to engage an independent Certified Public Accounting firm to audit the financial statements and prepare the required tax returns.

Determine, monitor, and strengthen the Trail Conference's programs and services

The Board has a responsibility to determine if current and proposed programs and services are consistent with the Trail Conference's mission and purpose. Given limited resources, the Board must decide among competing priorities. Financial and programmatic decisions must be made hand-in-hand.

The Board should monitor programs to ensure quality, cost-effective programs and services, recognizing the absence of generally accepted measures of quality and cost-effectiveness. It is not the Board's function to direct program areas, when a Board member serves as a volunteer in that program area. The evaluation of programs requires an atmosphere of candor and openness. Often, the Board best performs this role by asking the right questions and expecting good answers.

Ensure legal and ethical integrity and maintain accountability

The Board is ultimately responsible for ensuring adherence to legal standards and ethical norms. By being diligent in its responsibilities, the Board can protect the Trail Conference from legal action, promote a safe and ethical working environment, and safeguard the Trail Conference's integrity in pursuit of its mission.

With the exception of its duty to assess the performance of the Executive Director, the Board should rarely be involved in adjudicating personnel issues. The Board has the responsibility to approve personnel policies and procedure and grievance protocols. The Executive Director is responsible for implementing and following those policies and has authority to hire, develop, and release staff. The Board is available to offer advice and consultation to the Executive Director when necessary.

The Board has a conflict of interest policy and requires annual disclosure of conflicts by all Board members.

The Board relies upon the Executive Director and staff to implement policy, but there are certain areas for which the Board retains ultimate responsibility that cannot be delegated:

- § adhering to local, state, and federal laws and regulations that apply to not-for-profit organizations
- § filing and making available timely, accurate reports required by various governmental agencies, including IRS Form 990
- § keeping detailed records of any lobbying expenditures and activities
- § protecting the organization=s staff, volunteers, and visitors from harm or injury by ensuring compliance with occupational, safety, health, labor, and related regulations
- § developing and maintaining adequate personnel policies and procedures, including grievance mechanisms
- § complying with various state registration requirements prior to soliciting funds
- § adhering to the provisions of the bylaws and articles of incorporation and amending them when necessary
- § providing for an independent annual audit of the Trail Conference=s financial statements
- § publishing an annual report detailing the Trail Conference=s mission, programs, Board members, and financial condition

Recruit and orient new Board members and assess Board performance

The Board has a responsibility to articulate and make known its needs in terms of the skills and attributes required for a balanced Board composition (see Board Members - Responsibilities, Skills and Attributes). The selection of members of the nominating committee and the charge to that committee is critical for the future success of the Board and the Trail Conference.

The Board has a responsibility to orient new Board members to the Board membership and to the Trail Conference, so that new Board members can be fully contributing members as quickly as possible. The statements of Board functions and responsibilities, skills, and attributes of Board members is periodically reviewed and revised.

Periodically, the Board should assess itself and reflect how well the Board is meeting its responsibilities. This process should include reviewing the Board=s composition, the process for identifying and recruiting prospective Board members, committee structure, meetings, relationships with key constituencies, and overall performance. The Board should consider engaging an independent facilitator to guide the self-assessment process and contribute an "outsiders" perspective.

Support the Executive Director and assess his or her performance

The Board as a whole should ensure that the Executive Director

- § receives frequent and constructive feedback
- § is assisted when Board members overstep prerogatives or misunderstand their roles
- § is complimented for exceptional initiatives
- § is encouraged to take professional and personal leaves for renewal
- § feels that the Board is aware of and sensitive to personal situations and needs

The Board and the Executive Director should agree on the purposes and processes of informal and formal performance reviews. Annual goals and objectives should be mutually discussed and agreed on and become the primary criteria for review. The primary purpose of formal evaluation is to help the Executive Director perform more effectively,

recognizing the interdependency between the Board and the Executive Director. Efforts should be made to keep the Executive Director=s compensation and benefits competitive with similar organizations.