**Board of Directors Roles and Responsibilities**

First and foremost, by agreeing to serve on the \_\_(Name of Chamber)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, there are three legal responsibilities of each member and the Board…

* **Duty of care:** Board members are expected to actively participate in organizational planning and decision-making and to make sound and informed judgments.
* **Duty of loyalty:** When acting on behalf of the organization, board members must put the interests of the nonprofit before any personal or professional concerns and avoid potential conflicts of interest.
* **Duty of obedience:** Board members must ensure that the organization complies with all applicable federal, state, and local laws and regulations, and that it remains committed to its established mission.

In addition to its legal responsibilities, the board acts in a fiduciary role by maintaining oversight of the nonprofit's finances. Board members must evaluate financial policies, approve annual budgets, and review financial reports to ensure that the organization has the necessary resources to carry out its mission and remains accountable to its donors and the general public.

**To meet that commitment required to serve on the \_\_\_\_\_(Name of Chamber)\_\_\_\_ Board of Directors, members are expected to:**

* Ensure adherence to the mission of the organization.
* Attend and actively participate in all the Board's meetings
* When absent from a meeting, review minutes and results of the missed meeting but be aware only three (3) consecutive meetings or five (5) cumulative meetings can be missed annually.
* Be prepared to participate fully in Board and committee meetings, including review of any materials beforehand.
* Serve actively on at least one committee (attend meetings and activities for that committee).
* Only act or speak on behalf of the Board of Directors with approval by the full Board of Directors.
* Attend functions of the \_\_\_(Name of Chamber) \_\_\_as representation of the Board of Directors with other board members.

**Code of Ethics**

1. **Personal and Professional Integrity**

All staff, board members and volunteers of the \_\_\_(Name of Chamber)\_\_\_\_\_ are to act with honesty, integrity and openness in all their dealings as representatives of the organization.

1. **Mission**

The \_\_\_\_(Name of Chamber)\_\_\_\_\_\_\_\_\_\_\_ has a clearly stated and defined mission and purpose, approved by the Board of Directors in pursuit of the public good. All the chamber’s programs support the mission. The mission is responsive to the membership and community served by the organization.

1. **Governance and Accountability**

The \_\_\_(Name of Chamber)\_\_\_\_\_\_\_\_\_ has an active governing body that is responsible for setting the mission and strategic direction, providing oversight of finances, operations and policies of the organization.

1. **Responsible Stewardship/Trusteeship**

The \_\_\_\_(Name of Chamber)\_\_\_\_\_\_\_\_\_\_\_, its programs and committees manage their funds responsibly and prudently.

1. **Transparency and Honesty**

The \_\_\_(Name of Chamber)\_\_\_\_\_\_\_\_\_\_\_Board, staff and committees provides comprehensive and timely information to the public, media and membership and is responsive in a timely manner to reasonable requests for information. All information will fully and honestly reflect the policies and procedures of the organization.

1. **Inclusiveness and Diversity**

The \_\_\_\_(Name of Chamber)\_\_\_\_\_ will promote inclusiveness and its staff, board and volunteers reflect diversity in order to enrich its programmatic effectiveness.

1. **Leadership**

The \_\_\_\_\_\_(Name of Chamber)\_\_\_\_\_\_\_\_ Board members will promote and support this Code of Ethics by exercising leadership and being an example.