



United Way of Henry County & Martinsville

**Board of Directors
Responsibilities and Expectations**

Adopted by the Board:

December 5, 2012

Date

United Way of Henry County & Martinsville
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Introduction

This United Way of Henry County & Martinsville document, entitled “Board of Directors: Responsibilities and Expectations,” is intended to give current and prospective board members an overview of their roles and duties. While no single document can cover everything, the goal is to give board members a clear and forthright picture of the responsibility and commitment involved in being a member of the Board. Please pay particular attention to the 25 individual board member responsibilities as outlined in Section II.

While a board position comes with many responsibilities, being a member of the United Way of Henry County & Martinsville Board of Directors can be an exceptionally fulfilling and rewarding experience. Thank you for your interest in United Way and for taking the time to carefully read the rest of this document.

Section I

10 Collective Responsibilities of the Board to Govern the United Way of Henry County & Martinsville

1. **Provide Leadership in Planning:** Exercise leadership to establish United Way's mission, goals and objective with regular planning. Monitor the plan with staff and evaluate fulfillment of objectives.
2. **Represent the Community:** Board members listen for community interests/needs/concerns and communicate them to the Board.
3. **Enhance United Way's Public standing:** The board should clearly articulate United Way's mission, accomplishments and goals to the public and garner support from the community.
4. **Ensure Adequate Resources:** One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. Raise funds through grants, contributions and sponsorships by cultivating friends and donors as well as actively participating in fundraising campaigns and events.
5. **Provide Proper Financial Oversight:** Ensure good stewardship of community resources. Approve the budget, monitor financial statements of income and expenses and assure sound fiscal management. Follow United Way's fiscal policies and legal requirements.
6. **Provide Executive Director Oversight:** The board hires the Executive Director. The board should ensure that the Executive Director has the moral and professional support he or she needs to further the goals of the organization. Supervise and evaluate the Executive Director through the Executive Committee. Hold the Executive Director accountable for the supervision of the staff; expect the Executive Director to keep the Board fully informed and inform the Executive Director when any methods or procedures do not meet with the approval of the Board. The Executive Director hires, supervises and evaluates all other staff or contractors.
7. **Establish and Monitor Policies:** Establish and monitor policies to define limits within which individual board members, committees, staff and volunteers must operate. Policies set rules for governance, personnel, fiscal management, as well as management of campaign, operations, programs and initiatives.
8. **Ensure Legal and Ethical Integrity and Maintain Accountability:** Assure the organization complies with all legal requirements for reports, filings and good governance, and fulfills grants and contracts. Authorize signatures to grants and contracts. The board is ultimately responsible for adherence to legal standards and ethical norms.
9. **Manage Governance:** Recruit and orient new board members, conduct board business, appoint committees, assess board performance and continually develop the board's capacity to govern.
10. **Determine, monitor and strengthen United Way's programs and services:** Determine which programs are consistent with the organization's mission and monitor effectiveness.

Section II

25 Individual Board Member Responsibilities

1. **Serve:** Serve a three-year term on the board, with the invitation to serve a second three-year term. Some members will be asked to fill unexpired terms of others after which they may be invited to serve a subsequent three-year term.
2. **Review:** Review and retain a copy of the United Way Board Member notebook, which contains the mission statement, bylaws and other important information about the organization.
3. **Donate:** Each Board member will contribute annually, what each member determines is a significant personal financial contribution. Board members giving to United Way should be on par with one's highest charitable priorities. As a board member and believer in the United Way, one should set an example for others to follow. Funders expect 100 percent of board members to contribute.
4. **Attend meetings:** Attend all board meetings. A board member may be replaced by the board if said director is unexcused for more than three scheduled meetings of the board over the most recent 12-month period.
5. **Maintain confidentiality:** Maintain confidentiality of deliberations at board and committee meetings.
6. **Keep informed:** Keep informed about governance and activities and prepare for board meetings by reviewing in advance agendas, minutes and other materials.
7. **Join a Committee:** Serve actively on at least one board committee or task force. Attend all committee meetings if possible. *Contact the committee chair in advance if need arises to miss a meeting.* Serving on the Executive Committee does not count toward one's committee obligation.
8. **Participate:** Participate actively in board and committee discussions and debates. Engage in the mission of United Way and take on tasks as needed.
9. **Make Time for United Way:** Expect to spend at least 2 – 4 hours per month on United Way business, including meetings, preparation and tasks. Committee chairs and officers should expect more of a time commitment.
10. **Raise Money:** Actively seek corporate and individual donations to United Way, or provide fellow board members or staff with introductions to contacts.
11. **Spread the Word:** Actively promote United Way through professional and personal contacts. Be willing to appear in local media and make speaking engagements to United Way promote activities.

12. **Disclose:** Review and sign the United Way Code of Ethics and Conflict of Interest policies annually.
13. **Plan ahead:** To attend any board retreat/orientation/planning sessions that may arise from time to time.
14. **Recommend:** Suggest and recommend volunteers and board nominees.
15. **Participate in Fund Distribution:** Not all board members sit on the Community Investment Committee or the Community Investment Review Panel, but all members should pay close attention to the work of this committee and panel. The investment of donated dollars is a very serious part of the work of United Way and must be scrutinized carefully.
16. **Attend United Way Events:** Attend and participate in special events. Being willing to work during preparations for and at these events.
17. **Lead the Way:** Consider becoming a committee chair or an officer of the board. Officer positions include President, 1st Vice-President, 2nd Vice-President and Secretary/Treasurer.
18. **Listen:** Listen carefully, and with an open mind, to other board members and staff.
19. **Ask questions:** Ask for clarification on any matter or material you do not understand, before making a decision. Actively participate in identifying a variety of opinions and options, before voting on board matters.
20. **Educate yourself:** Seriously consider attending regional United Way conferences and/or meetings to learn more about the system.
21. **Assist Staff:** As individual volunteers in routine tasks, assist staff. When offering expert help, respectfully advise staff as needed. Refrain from supervising or directing staff. The full board may act to instruct the Executive Director focusing on policies and results wanted, rather than means to achieve results. The Board President should represent the board to the Executive Director and help monitor important tasks.
22. **Assess:** Help develop and actively participate in an assessment of the board's performance.
23. **Be Accountable:** Be accountable by carrying out tasks and responsibilities that you agreed to fulfill.
24. **Notify:** If anything should occur during the year that would not allow you to keep these intentions of being a positive contributor to the board, take the initiative to speak with the Board President about a voluntary resignation to allow another to serve who is able to be fully involved.
25. **Have Fun:** Bring good will and a sense of humor to board deliberation and UWHCM activities.

Section III

UNITED WAY OF HENRY COUNTY & MARTINSVILLE, INC. CODE OF ETHICS

Adopted by the Board of Directors December 5, 2012

The mission of the United Way of Henry County & Martinsville is to united and mobilize the community in assessing and meeting the critical human service needs in Martinsville and Henry County.

This Code of Ethics is the policy of the United Way of Henry County & Martinsville and is intended to foster an environment that promotes ethical conduct in performing its responsibilities.

PERSONAL INTEGRITY

A personal commitment to integrity in all circumstances benefits each individual as well as the organization. United Way of Henry County & Martinsville employees and volunteers will:

- Respect and seek out the truth.
- Avoid misrepresentation.
- Ensure fairness and objectivity in all activities.
- Set an example of high standards of professionalism.
- Honor the right of privacy of all people, especially co-workers, contributors, volunteers and beneficiaries.

PROFESSIONAL EXCELLENCE

United Way of Henry County & Martinsville promotes professional excellence, encourages open and honest communication and facilitates personal growth and self-improvement. United Way of Henry County & Martinsville:

- Evaluates employees on a fair and consistent basis.
- Shows respect, empathy and consideration for employees and volunteers.
- Involves staff and volunteers in decision making.
- Strives to meet performance standards at the highest level.
- Refuses to engage in or tolerate any fraud, misuse, abuse or waste of resources.
- Has the courage to offer minority opinion when necessary.
- Examines all alternatives with the understanding that the easiest action is not always in the best interest of the organization.
- Complies with all laws and regulations affecting the organization and its obligations.
- Adheres to the fact that persons related to organization's employees by blood or marriage are not employed except under special circumstances that are clearly in the best interest of the organization and is disclosed immediately to the Board of Directors.
- Ensures that decisions and actions are fair to all staff.
- Ensures employees with decision-making authority do not improperly influence the selection of consultants or service providers who, are affiliated with, or employ or are employed by, a person with whom they have a relationship that adversely affects impartiality.

ACCOUNTABILITY AND EFFICIENCY

United Way of Henry County & Martinsville is responsible to its partner agencies, beneficiaries, corporate donors, individual donors and the community at-large. United Way of Henry County & Martinsville employees and volunteers:

- Make full and fair disclosure of all relevant information to donors who have a right to know how their donations are spent.
- Spend donations wisely, efficiently and objectively.
- Are good stewards of contributions that are utilized by the organization to pay operating expenses and salaries; and refrain from using funds that do not advance the organization's mission.
- Ensure that travel, entertainment and related expenses are incurred on a basis consistent with the mission.
- Ensure that outside employment and other activities do not interfere with their responsibilities within United Way of Henry County & Martinsville and do not adversely affect the organization. Employees are encouraged to inform their supervisor or the Board of Directors of any significant outside activities.
- Ensure that employees and volunteers do not solicit or distribute literature for purposes inconsistent with the United Way of Henry County & Martinsville's mission on its premises.

RESPONSIBILITIES TO VOLUNTEERS

In order to assist volunteers to serve effectively and to obtain satisfaction from their service, United Way of Henry County & Martinsville staff:

- Support volunteers so they can perform to the highest level of their contribution and personal satisfaction.
- Treat all volunteers with fairness, equity and respect.
- Involve volunteers at appropriate levels and phases of the decision-making process.
- Assist in the development and the understanding of the roles of volunteers and employees.
- Set clear standards of performance for volunteers, and appropriately recognize their contributions.

RESPONSIBILITIES OF VOLUNTEERS

Volunteers also represent the United Way of Henry County & Martinsville and set examples through their ethical conduct and professionalism. Volunteers:

- Review the Code of Ethics of the United Way of Henry County & Martinsville.
- Adhere to the spirit of the Code when making policy or otherwise managing the affairs of the organization.
- Do not knowingly take any action or make any statement intended to influence the conduct of United Way of Henry County & Martinsville in such a way as to confer any financial benefit on such volunteers, their immediate family members, or any corporation in which they or their family members have a significant interest as stockholders, directors or officers.

In the event that there comes before the Board of Directors or the Executive Committee a matter for consideration or decision that raises a potential conflict of interest for any member of the board or committee, the member shall disclose the potential conflict of interest as soon as he or she becomes

aware of it, and may withdraw from the meeting room during discussion, review, and voting in connection with the matter. The disclosure and withdrawal shall be recorded in the minutes of the meeting; and annual disclosures of potential conflicts shall be filed with the board by each member.

VENDOR RELATIONS

Vendors are treated fairly to avoid favoritism or appearances of impropriety. United Way of Henry County & Martinsville:

- Affords all vendors the opportunity to offer or qualify their products or services on a competitive basis.
- Conducts all competitive bidding in a fair and professional manner.
- Gives no special preferences or advantages to any vendor.

EQUAL OPPORTUNITY

United Way of Henry County and Martinsville is an equal opportunity employer and complies with all applicable employment laws.

PERSONAL GAIN

No employee or volunteer shall accept any gratuity or favor for doing his/ her job.

United Way of Henry County & Martinsville employees and volunteers:

- Do not solicit or accept gratuities, gifts or favors, other than promotional gifts of nominal value, for themselves or their families. Nominal value is defined as \$50 or less.
- Do not accept food, transportation, lodging, or entertainment unless directly related to United Way of Henry County and Martinsville business.
- Do not use United Way of Henry County and Martinsville resources for personal gain.

CONFIDENTIAL INFORMATION

Confidentiality is a hallmark of professionalism. United Way of Henry County & Martinsville employees and volunteers:

- Ensure that all information which is confidential or privileged or which is not publicly available is not disclosed inappropriately.
- Ensure that all non-public information of other persons or firms acquired by United Way of Henry County & Martinsville personnel in dealing with outside firms is treated as confidential and not disclosed.

DISCLOSURE

United Way of Henry County & Martinsville employees and volunteers are encouraged to disclose any perceived breaches of the Code of Ethics of which they are aware. Disclosure should be made to a supervisor or an officer of the Board of Directors. Any reported breaches will be investigated and appropriate action, if needed, will be taken. Confidentiality will be maintained for the employee

disclosing the breach, unless the matter raises serious legal implications. In such instances, the employee disclosing the breach will be notified. Management will not take any adverse action against employees solely for disclosing perceived breaches of the Code. United Way of Henry County & Martinsville encourages all employees and volunteers to be prompt, open, and forthright in reporting perceived breaches of the Code of Ethics.

Section IV

Annual Affirmation of Service

As a Board Member of the United Way of Henry County & Martinsville, I am fully committed and dedicated to its mission:

To unite and mobilize the community in assessing and meeting the critical human service needs in Martinsville and Henry County.

I have read, understood and agree to the duties and responsibilities as outlined on the previous pages in the "Board of Directors: Responsibilities and Expectations" document. I will make United Way of Henry County & Martinsville one of my primary volunteer commitments, and understand the time, financial support, and leadership responsibilities of my involvement.

Conflict of Interest Policy

The standard behavior at the United Way of Henry County & Martinsville is that all staff, volunteers and board members scrupulously avoid conflicts of interest between the interests of the United Way of Henry County and Martinsville on one hand and personal, professional and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of the United Way of Henry County & Martinsville's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff and board members.

In the course of meetings or activities, I will disclose any interest in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be permitted to participate in the discussion, but will not be permitted to vote on the question, and I have the option to leave the room for the vote if I so desire.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording

Signature

Date

Printed Name

Please sign and keep for your records. Immediately following is a reprint of this page. Please sign and return to the Executive Director.

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