



Nonprofit Director Contract

I have been selected to serve as a member of the Board of Directors of the Organization. I will do so with enthusiasm, honor and integrity. I will set aside any personal agenda or bias, putting the needs of the Organization, its stakeholders and staff ahead of my own.

My service to the Organization involves legal and ethical responsibilities as well as specific duties to fulfill and certain obligations to meet:

Duty of Due Care – A director acts with the care of an ordinarily prudent person and must consider all reasonably available information.

Duty of Loyalty – A director acts in the best interest of the Organization and its stakeholders, not in his own interest if not shared by stakeholders generally.

Duty of Good Faith – Directors do not act to harm the Organization or out of an intentional dereliction of duty. (This is sometimes called **Duty of Obedience**, referring to the duty to stay true to the mission, by-laws, etc.)

I strongly support the Organization's Mission and stated Goals of

The Board of Directors, and to that end:

- I will attend all Board meetings, arriving prepared and ready to participate. I will not miss more than two consecutive meetings.
- I will serve on one Committee, either as Chair or as Board Liaison.
- I will acquire a solid understanding of the Organization's business components including its corporate legal and tax status; financial mechanics; obligations; human resources and its organizational structure.
- I will gain an in-depth understanding of all current strategies and policies, as well as all those I am asked to approve.
- I will exercise my decision-making authority during convened Board and Committee meetings. I understand that no staff member works for or reports to me or any other individual Director, with the exception of the reporting relationship between the Executive and the Board President. I will in no way interfere with the management of the Organization.

- I will be a passionate steward of the Organization's reputation and mission. I will act as ambassador and spokesperson for the Board and Management of the Organization at all times.

– I will respect the professional relationship between the stakeholders and staff, and refrain from involving staff members in Organization politics.

– I will support and follow our Board Policy Manual.

– I will make an annual personal (and confidential) financial contribution to the Organization at a level that is practical for me.

– I expect to be asked to give up my Board seat should I fail to meet these terms.

The Organization also has a responsibility to assist me as I strive for excellence in Governance.

The Management and Staff of the Organization will support me in the following ways:

- I will receive a thorough orientation prior to attending my first Board meeting.

– I will receive all financial and other documents and reports in a timely manner, allowing me to meet the "prudent person" standards set forth in this document. The Executive will be available to assist me in understanding the essence and consequence of the information I receive.

– The Executive will be available to discuss the Organization's Mission, goals and current financial and legal status

–The staff and management of the Organization will work in good faith to assist me in my duties as Director.

– The Board President will be available to discuss any situation involving the Organization's failure to meet its obligations to me.

– The Organization will retain the services of a local attorney and purchase appropriate Directors' and Officers' insurance. The Organization will indemnify me and pay for my legal defense to the extent that my actions as a Director do not involve negligence or criminal behavior.