

New York-New Jersey Trail Conference
Board Members - Responsibilities, Skills, and Attributes
Approved by the Board March 23, 2004

Individual Board members are entrusted with responsibilities as a part of Board membership. They are expected to act in accordance with certain legal standards: duty of care and duty of loyalty.

Sometimes known as the business judgment rule, the duty of care is defined as care that an ordinarily prudent person would exercise in a like position under similar circumstances. This means that each Board member is expected to stay informed, reading minutes and background information, asking questions, and participating in Board deliberations.

Board members are duty bound to be loyal to the Trail Conference's mission, which means that all potential Board members are required to support the mission and that no action should be taken that is inconsistent with the mission. When making decisions, the Board member must show undivided allegiance to the Trail Conference's welfare. Each Board member is required annually to complete and to sign a conflict of interest statement. The policy requires disclosure of conflicts of interest and abstention from participation in Board actions in cases of conflict.

Responsibilities

· *General*

- § Actively participate in the work of the Trail Conference as a volunteer.
- § Assist in the continual formulation of the Trail Conference's mission, purpose, goals, policies, programs, and services to meet the needs of its constituencies.
- § Monitor the performance of selected officers and key staff members.
- § Serve as chair of a committee or on a committee with a leadership role.
- § Perform duties of Board membership responsibly and in conformity with the level of competence expected from Board Members

· *Meetings*

- § Prepare for and participate in Board meetings.
- § Ask timely and substantive questions consistent with your conscience and convictions, while supporting the majority decision on issues decided by the Board
- § Maintain confidentiality of the Board's executive sessions, and speak for the Board or organization only when authorized to do so
- § Suggest agenda items periodically for Board meetings to ensure that significant, policy-related matters are addressed
- § Review financial statements and reports carefully

· *Relationship with Staff*

- § Counsel the Executive Director as appropriate and support him or her with relationships with groups or individuals
- § Avoid asking for special favors of the staff, including special requests for extensive information, without prior consultation with the Executive Director or chair of the Board.

· *Conflict of Interest*

- § Serve the organization as a whole rather than any special interest group or constituency.

- § Avoid even the appearance of a conflict of interest that might embarrass the Board or the Trail Conference. Comply fully with the conflict of interest policy
 - § Maintain independence and objectivity and act in a fair ethical manner, even though not necessarily obliged to do so by law, regulation, or custom
 - § Never accept or offer favors or gifts from or to anyone who does business with the Trail Conference
- *Fiduciary Responsibilities*
 - § Uphold your fiduciary responsibilities of the Board to membership and the public
- *Fundraising*
 - § Give an annual gift according to personal means
 - § Assist the development committee and staff by implementing fundraising strategies through personal relationships with others (corporations, individuals, foundations).
- *Other*
 - § Assume a leadership position such as a committee chair or serve on more than one committee
 - § Avoid judgments on the basis of information received from prejudiced individuals and urge those with grievances to follow established policies and procedures through their supervisors
 - § Stay aware of trends affecting the Trail Conference, trails and the public image of the Trail Conference
 - § Suggest possible nominees to the Board who can make significant contributions to the work of the Board and the Trail Conference=s progress

Skills and Attributes

Members of the Board of Directors are expected to share certain common qualities and commitment and in addition bring specific skills and expertise to the Board as a whole. The common attributes include:

- § A willingness and ability to adhere to Board responsibilities discussed above
- § A passion for hiking and experiencing nature outdoors.
- § A commitment to the partnerships with other organizations.
- § A keen interest in trail creation, maintenance, conservation, advocacy or education of the public with respect to trails.

Individual members will also bring personal and professional skills to the Board of directors. The skills and attributes needed on the Board can be expected to change over time, as determined by periodic Board self-assessments. In addition, the Board needs to be diverse with respect to age, gender, ethnicity, geography, and sexual orientation. Skills and attributes that should be considered when selecting Board members include:

- § trail management
- § leadership
- § previous not-for-profit officer or Board experience
- § involvement and understanding of the hiking community
- § conservation
- § land trust
- § political/government
- § communications/marketing/public relations
- § accounting/finance

- § personnel management
- § information technology
- § publications
- § real estate
- § natural science
- § education
- § development, fund raising, and capital campaigns
- § contacts and influence with the business community, foundations, and governmental agencies.