



Board Governance

A Workshop For New England Farmers' Market Coalition

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The Legal Responsibilities

- **Duty of Obedience** – requires that the board routinely make decisions that are consistent with the mission of the organization
- **Duty of Care** – this duty requires that board members make decisions in good faith and exercise due diligence when making decisions particularly when it involves the assets of the organization
- **Duty of Loyalty** – requires that the board does not allow the assets to inappropriately or unfairly flow to the personal benefit of any individual, group or organization. It prevents a board member (or members) from using their governance position to benefit themselves, their businesses or their relatives at the cost of or to the organization

Top Ten Board Responsibilities

- ☆ Determine the organization's mission and purpose
- 🕒 Select the chief executive
- 🕒 Support the chief executive and assess his/her performance
- 🕒 Ensure effective organizational planning
- 🕒 Ensure adequate resources
- 🕒 Manage resources effectively
- 🕒 Determine, monitor and strengthen programs and services
- 🕒 Enhance public image
- 🕒 Ensure legal and ethical behavior; maintain accountability
- 🕒 Recruit and orient new members; assess board performance



The Board's Role

- Setting direction
 - Strategic Planning, establish the mission, the vision and core values
- Ensuring the necessary resources
 - Pursuing funds in support of the mission
- Providing oversight
 - Outside auditor, Programs monitored
 - Clearly frame expectations for the CEO
 - Board self assessment
- Board Operations
 - Board should focus on the future
 - Get the right information to lead



Board Meeting Tips

- Role Clarification
- Preparing for Meetings
- When the gavel falls
- Nuts and Bolts
- Meeting Follow-up



Policies and Procedures

- Bylaws
- Operating Procedures
- Job Descriptions
- Conflict of Interest
- Ethics
- Attendance
- New Board member orientation