



Council on Foundations Board of Directors Statement of Responsibilities and Mutual Expectations

Adopted March 21, 2018

The Council on Foundations' Board of Directors plays a critical role in the governance and success of the Council. It is an honor to serve as a director of the Council, but there are also significant responsibilities that come with the position. This document has been prepared by the Board and Council staff to articulate the responsibilities and expectations of Board members, both to the Council and to one another, and to answer many frequently asked questions.

The Role of the Board of Directors

The Board of Directors is the highest governing authority of the Council and has the fiduciary responsibility to ensure the continued success of the institution. This responsibility includes providing oversight of important decisions to ensure that the Council's assets are protected, ensuring that business is transacted legally, and always acting in the best interests of the Council. The Board also selects, evaluates and serves as a strategic partner to the President and CEO, who serves as the chief executive officer of the Council. Additionally, a significant responsibility of the directors is to serve as "ambassadors" for the Council and to contribute time, expertise, and financial resources in support of the Council's mission.

The Council is incorporated in New York and is governed by the New York Not-For-Profit Corporation Law as well as Federal tax laws and regulations applicable to tax exempt organizations. The Council is also a membership organization, and its members elect directors at an annual membership meeting in accordance with New York law.

The Council's Board of Directors is composed of between 12 and 21 individuals who represent organizations that are members of the Council. The Council's President/CEO is an ex officio voting member of the Board. There are four standing committees of the Board that provide oversight of the major functional areas of the Council, and the Board may also select occasional ad hoc committees to focus on specific topics. Standing committees include the Executive Committee, the Governance Committee, the Finance and Investment Committee and the Audit Committee. Committee assignments, terms and responsibilities are further explained in individual committee charters.

The mission of the Council

The mission statement of the Council reads as follows:

The Council on Foundations provides the opportunity, leadership and tools needed by philanthropic organizations to expand, enhance and sustain their ability to advance the common good.

The Council's Vision

The Council maintains the following vision with respect to its work:

The Council on Foundations is a strategic leader that raises issues of shared interest, expands the thinking about our field, builds collaborative efforts, and breaks down barriers that stand in the way of effective and dynamic philanthropy.

The Council's Values

The Council believes the following:

- *Philanthropy plays a critical role in strengthening civil society and building thriving communities.*
- *Community among colleagues, knowledge sharing, and a positive environment for philanthropy will enhance foundations' impact.*
- *High professional and ethical standards, including a commitment to diversity and inclusion, build public trust in philanthropy.*
- *Philanthropy benefits from a unifying voice empowered to advance its interests.*
- *Charitable giving advances the common good by contributing to an active civil society.*
- *Diverse forms of philanthropy and giving tools offer communities the ability to support a variety of charitable purposes.*

Statement of Inclusiveness

The Council is deeply committed to diversity and inclusiveness and operates according to the following:

It is the policy of the Council on Foundations to engage in an active and ongoing process that affirms human diversity in its many forms, encompassing but not limited to ethnicity, race, gender, sexual orientation and identification, age, economic circumstance, class, disability, geography and philosophy. The Council seeks this diversity among its board members as well to ensure that a range of perspectives, opinions, and experiences are recognized and acted upon in achieving the Council's mission. In addition, we also strive to ensure that the organizations Council board members are primarily affiliated with encompass a variety of philanthropic organizations, geographic regions, and asset sizes, and Council board members serve in a variety of staff and governing board member roles in their philanthropic organizations.

Responsibilities of a Director

Members of the Council's Board of Directors, in close partnership with the President and CEO, are expected to contribute and participate in the following ways:

Envision, shape and advance the Council's strategic direction and its distinctive role in the philanthropic landscape

- ✓ Provide guidance and ultimately approve the mission, vision and values of the Council.
- ✓ Provide guidance regarding strategy through its awareness of the Council's members and the broader philanthropic field and the communities philanthropy serves.
- ✓ Focus on broadly defining the outcomes, including the beneficiaries and costs of such outcomes while providing the President and CEO wide latitude in determining the means for achieving the outcomes.

Exercise active fiscal, governance and operational oversight

- ✓ Ensure that the Council and its directors comply with legal requirements and ethical standards.
- ✓ Maintain confidentiality with respect to Board discussions.
- ✓ Assess the relevance and effectiveness of the governance structure.
- ✓ Develop board policies to guide board operations.
- ✓ Plan for board leadership continuity through board development and succession planning.
- ✓ Hire, support and evaluate the President and CEO.

Welcome public interest and communicate openly

- ✓ Ensure the collective board is transparent, responsive, and effective, and speaks with one voice in all its actions and communications.
- ✓ Recognize that the President/CEO is the Council's chief spokesperson, representing the Council on Foundations to the public and stakeholders.
- ✓ Listen to and convey the needs and concerns of stakeholder groups to the President/CEO.

Be a champion for the Council and actively participate as part of the Board

- ✓ Be well informed about the Council and support the organization and the collective board in all aspects.
- ✓ Adequately prepare for, and actively participate in person at meetings of the Board and assigned committees to facilitate meaningful engagement and contributions.
- ✓ Execute board assignments in between meetings.
- ✓ Act consistent with the duty of care and duty of loyalty required of board members.
- ✓ Identify and foster future leaders in the field.
- ✓ Serve as an ambassador for the Council.
- ✓ Participate in the Board assessment process.

Terms, Service and Orientation

Directors are elected for three-year terms (staggered) and can serve two consecutive terms. A director who has been elected board chair may serve an extended term as provided in the Council's bylaws. Board members receive no compensation and pay for their own expenses. The Board meets four times per year, typically in March, June, September and December, and most meetings last a day and a half. While directors are expected to calendar these meeting and attend in person, attendance by telephone or video conference call is permitted under certain circumstances. Directors failing to meet these standards may be asked to leave the Board or may not be re-nominated for a second term. The chair of the Board will from time to time inquire about and encourage the attendance of any director who is not regularly attending meetings in-person. Every effort will be made to schedule board meetings at least one year in advance.

Committees may meet in person or by conference call as determined by the Council's needs and the provisions in each committee charter. Board members are expected to serve on at least one committee. Attendance at the Council's biennial conference and other priority events is also expected.

On or before the March board meeting each year, a new director orientation will be scheduled to review with each new director these responsibilities and expectations as well as other information about the Council including financial and legal information and policies and procedures. Thereafter, it is expected that directors will keep all relevant information up-to-date with Council staff to ensure efficient communications.

Development and Revenue Generation

As a 501(c)(3) public charity, the Council depends on grant support as well as membership dues and program revenue as the basis for its financial well-being. It is common practice in the charitable sector for board members to actively participate in revenue generation and development activities, and the Council expects the same from its Board. While there are no specific assigned fundraising goals, board members are expected to support the Council in ways that go above and beyond the payment of membership dues. Hosting meetings and events, financial sponsorship of Council programs, identification of new revenue partners and new member prospects, and prompt payment of dues are ways that directors contribute to the financial support of the Council. Whether the support is in-kind or a direct financial contribution, all directors are expected to actively engage with the President and CEO in supporting the Council's revenue goals and should bring to the table new ideas and new contacts at each board meeting.

Board Assessments

Periodic board assessment has traditionally been a responsibility of the Governance Committee. However, without specific goals and measurements, a board assessment may not produce the expected results. Past assessments focused primarily on board structure and collective performance rather than measuring individual contributions, engagement and value to the Council. The Governance Committee intends to reinstate a formal board assessment process after deciding

on the goals and objectives, as well as the most appropriate timing and method. Assessment of individual director performance as well as options to remove non-performing directors will be a priority focus rather than simply assessing the performance of the board as a whole.

Role as Council Champion

Included in the *Responsibilities of a Director* section above is a very important item – the role of champion and ambassador for the Council. This means each director is expected to incorporate the Council and its activities into all facets of the director’s work life. For example, identifying your board member status in professional biographies and social media, actively defending the Council in the face of criticism, and proactively promoting the Council as a partner to other organizations.

Meetings and Logistics

As explained above, directors are expected to attend meetings of the Board in person (from beginning to end), unless extenuating circumstances prevent attendance and/or other arrangements are made. Generally, guests do not attend board meetings, but various Council staff will be present depending on the agenda and outside speakers may be scheduled. Directors are encouraged to engage in open and honest discussions, but courtesy is also expected. Tardiness, excessive cell phone use, interrupting others, and private conversations during a meeting are discouraged. When necessary, Roberts Rules of Order will govern meetings.

Meeting agendas are generally determined by the President and CEO but are informed by the Board. Board books including the agenda and all documents to be reviewed prior to the meeting will be delivered electronically to the Board prior to the meeting. The Board chair will run the meeting unless he/she is unavailable. Committee chairs may be asked to report on committee activities.

Meetings may be held in various locations across the country, and individual directors may be asked to host board meetings. Travel arrangements are generally the responsibility of each director although Council staff will provide hotel and other logistical information. Meetings will normally begin in the morning so arrival the evening before is preferred. A Board dinner is usually scheduled in connection with each meeting. Attendance by telephone is permitted after notifying the Board chair and the President/CEO, but remote attendance should be limited to no more than once per year.

Other Policies and Procedures

The Council maintains a conflicts of interest policy and a confidentiality policy that apply to members of the Board. Each director will execute an annual conflict statement and is expected to promptly disclose conflicts that have not been previously disclosed. Board service or employment at another organization, even an organization that is a member of the Council, is not inherently a conflict of interest, but should be disclosed pursuant to the Council’s policy. Other relevant policies and procedures will be reviewed during the new director orientation.