



Board of Directors Job Description

October 2024

Overview and Purpose

Founded in 2021, Evergreen Social Impact (ESI) is a nonprofit fiscal sponsor organization that provides fiduciary services, including governance, funds management, and other administrative services to projects with social-impact missions. We can act as a 'nonprofit incubator' for new entities that are in start-up mode, or as a long-term administrative home for tax-exempt and public/private partnership organizations.

ESI is currently the fiscal sponsor for six entities: Andy Hill CARE Fund, focused on cancer research grantmaking that is a public/private partnership funded by the State of Washington; Peoples Voice on Climate, focused on promoting deliberative democracy; Golf Pencil Group, focused on conducting writing classes for women experiencing incarceration; the Center for Responsible Forestry, focused on preserving old-growth forests in Washington State; South King Emotional Wellness League, focused on making mental health care accessible and affordable for black and brown people; and Thriving Communities, Families, and Youth Initiative focused on decreasing the number of low-income families and youth who are involved with both the child welfare system and the justice system in King County.

Mission: Evergreen Social Impact works to strengthen mission-driven organizations and achieve enduring impact in the Pacific Northwest by developing shared infrastructure and expertise, building a culture of partnership, and advancing equity.

Board Member Responsibilities and Expectations

The Board of Directors is responsible for providing guidance and policy-making to ensure the mission and goals of ESI are successfully carried out.

Members of the Board share these responsibilities while acting in ESI's interest. The Board's primary responsibilities lie within the following framework of fiduciary oversight:

Duty of Care

Board members owe the duty to exercise reasonable care when they make decisions as stewards of the organization.

Duty of Loyalty

Board members must give undivided allegiance when making decisions affecting the organization and must act in the best interests of the organization.

Duty of Obedience

Board members must ensure that the nonprofit obeys applicable laws and regulations and follows its Bylaws, and that the nonprofit adheres to its stated mission.

Board Responsibilities

1. Be informed – learn about ESI, its vision, mission, initiatives, and programs; make informed decisions.
2. Determine ESI's overall vision and direction.
3. Select, oversee, support, and evaluate ESI's Executive Director.
4. Ensure that ESI has sufficient resources to carry out its mission.
5. Ensure effective planning and evaluation of ESI's programs and services.
6. Exercise financial oversight - be familiar with the financial status of the organization; review/approve the annual operating budget, hire independent auditors and review/approve the annual audit and IRS 990 tax returns; review financial statements; review internal controls.
7. Build a competent Board; articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
8. Be engaged – Prepare for, attend and participate in Board and committee meetings.
9. Ensure legal and ethical integrity.
10. Enhance ESI's public standing; advocate for ESI and its sponsored projects; articulate ESI's mission, accomplishments, and goals to the public and garner community support.
11. Act as Trustees of ESI's 401K retirement plan.

Board Officer Positions and Responsibilities

ESI's Board officers consist of the Chair, Vice Chair, Secretary, and Treasurer. One person may hold more than one office, provided that the offices of Chair and Secretary may not be held by the same person. Board members must nominate and elect officers from its membership annually to hold office for a term of two years, or until they resign, are removed or are otherwise unable to serve, or until a successor is elected. Officers may be re-elected, but may not serve in any one office for more than four consecutive years. Except for inaugural officers, a director must attend at least four board meetings prior to requesting election as an officer. Any officer may resign his/her office at any time upon written notice to the Board and Executive Director. Notices to the Chair of resignations or absences will be communicated to the Executive Director promptly. Unless otherwise specified in the notice, the resignation shall take effect upon receipt without further action from the Board.

The primary responsibilities of Board Officers are outlined below.

The **Board Chair** is required to:

- Lead the Board.
- Preside over board meetings.
- Work collaboratively with the Executive Director to establish meeting agendas.

- Discuss issues confronting the organization with the Executive Director.
- Act as the Board’s formal spokesperson. If an alternate spokesperson is needed, the Vice Chair will assume this role, if appropriate. Otherwise, the Board may designate a particular spokesperson for specific issues as needed. Public statements by the Chair, Vice Chair, or designated spokesperson on behalf of the Board should reflect, and be limited to, the Board’s adopted recommendations and positions.
- With Board input, provide annual performance evaluations of the Executive Director.
- Assist with the Executive Director with the training of all Board members, especially new Board members, so that all Board members can meet their potential.
- The Board Chair is a signer on ESI bank accounts and is authorized to execute contracts and other instruments in the absence of the Executive Director.

The **Board Vice Chair** is required to:

- Perform duties of the Chair when the Chair is not available.
- Participate closely with the Chair and the Executive Director to develop and implement officer transition plans.
- Be available for consultation with the Chair and the Executive Director when required.

If both the Chair and the Vice Chair are absent from a Board meeting, the Board members shall elect one of the members present to serve as Chair Pro Tempore.

The **Board Secretary** is required to:

- Work with ESI staff to ensure that accurate and sufficient documentation exists to enable authorized persons to determine when, how, and by whom the Board’s business was conducted.

The **Board Treasurer** is required to:

- Provide consultation to ESI staff for proper financial management and oversight; work with ESI staff to ensure that adequate and correct financial records are kept.
- Provide review and approval of ESI financial transactions as needed (e.g., Executive Director expense and credit card reports).
- The Board Treasurer is a signer on ESI bank accounts.

The Board may from time to time, delegate the powers and duties of any officer to any other officer or Board member.

Should a **standing or ad hoc committee** be established, committee Chairs are required to:

- Lead their committee.
- In collaboration with assigned ESI staff, set the agenda for their committee meetings.
- Chair their committee meetings in an inclusive manner.
- Maintain relationships with professional advisors as required.
- Assist with the training of committee and other board members in relation to committee matters.
- Arrange for reporting of committee activities and findings back to the Board of Directors.

Expected Time Commitment

The term of a Board member is three years from the date of their election. A member may be elected to not more than two full consecutive terms; after serving two consecutive terms, a director will be required to wait a minimum of one year before requesting again to serve as a director.

Anticipated time requirements for Board members are as follows:

ACTIVITY	EXPECTED TIME COMMITMENT
Prepare for and attend Board meetings (currently 6 per year). Preparation includes review of minutes, reports and other provided documents prior to the Board meeting.	2.5 to 3 hours per meeting, including 1.5 hours for meeting time. Additional preparation time will likely be required of the Board Chair.
Prepare for and attend committee meetings.	To be determined – up to 2 hours per month depending on committee assignments and meeting schedules.
Attend and participate in Board member orientations.	Up to 2 hours for new Board members, plus additional time for experienced Board members to support orientation for new Board members. New Board member orientations may take place one to two times per year.
Participate in recruitment of new Board members: identify, vet, and recruit potential Board members.	Up to 2 hours per month.
Support ESI business development and fundraising efforts: identify potential donors/funders/partners/projects; forge and sustain relationships; advocate on behalf of ESI and its sponsored projects.	Up to 2 hours per month.

The Board currently conducts six regular Board meetings per year via Zoom, on the last Wednesday of the month in January, March, May, July, September, and November, from 4:00 to 5:30 pm. Special meetings may be called from time to time to address time-sensitive matters. The Board from time to time conducts a half-day or full-day retreat, generally once a year at the regularly scheduled May meeting, and may have the retreat via Zoom or in person.