

## JOB DESCRIPTION and EXPECTATIONS

**TITLE: Board Member, Species360**

**DATE PREPARED: 23 July 2011**

**DATE EFFECTIVE: 04 August 2011**

### **POSITION SUMMARY:**

***To advise, govern, oversee policy and direction, and assist with the leadership and general promotion of the Species360 so as to support the organization's mission and needs to become a comprehensive, accurate and cost efficient source of information of animals held in captivity around the world.***

### **PRINCIPAL DUTIES AND RESPONSIBILITIES:**

1. Formulation and oversight of policies and procedures
2. Financial and fiduciary oversight
3. Promotion of the organization
4. Participate in fundraising and outreach
5. Review of organizational and programmatic reports
6. Become familiar with finances, budget, and financial/resource needs
7. Attend and participate in meetings on a regular basis, and special events as able
8. Participate on committees of the board, and serve on ad-hoc committees as necessary
9. Be alert to community concerns that can be addressed by the mission and products
10. Help communicate and promote mission and products to the community
11. Upholds the Statements of Mission, Vision, Values and Beliefs
12. Learns and uses the Bylaws and operating practices of the Board of Trustees
13. Handles confidential information with tact and discretion
14. Represents the Species360 in the most positive manner with prospective, former and current members, donors, volunteers, vendors and the global communities and associations we serve

*\*Members of the board share these responsibilities while acting in the interest of Species360. Each member is expected to make recommendations based on his or her experience and vantage point in the community.*

**ADDITIONAL DUTIES AND RESPONSIBILITIES OF OFFICERS**

- a. **Chair.** The chair shall (a) preside at all meetings of the members and of the trustees; (b) see that all orders and resolutions of the board are carried into effect; (c) sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, the Bylaws, or the board to some other officer or agent of the corporation; (d) appoint members and chairs to committees established by the board; and (e) perform all duties incident to the office of chair, and such other duties as may from time to time be prescribed by the board. **Vice-Chair.** The vice-chair shall act as chair in the absence of the chair and shall perform such other duties as may from time to time be prescribed by the board or delegated by the chair.
- b. **Treasurer.** In recognition of its fiduciary responsibilities, the board of trustees shall annually name one of its members as treasurer. The treasurer shall oversee the financial integrity of operations and shall make an annual report on the corporation's financial status based on a certified audit. The treasurer shall assist the executive director to assure sound accounting and monitoring standards for financial administration. The treasurer shall perform such other related duties, including presentation of the budget, as the board of trustees may deem appropriate.
- c. **Secretary.** The secretary shall (a) attend all meetings of the members and the board of trustees; (b) keep in the minute book proper minutes of the proceedings; (c) give all required notices; (d) have responsibility for the corporate records, which shall be maintained in a safe and secure manner in the corporation offices; and (e) perform such other duties as may from time to time be prescribed by the board.

- d. Chief Executive Officer. The chief executive officer shall (a) be the registered agent of the corporation; (b) have general active management of the business of the corporation; (c) be a non-voting member of the board of trustees; (d) be a non-voting member of all committees, and shall withdraw from any committee meeting where the chief executive officer's employment, job performance or compensation is being discussed; (e) shall administer and be responsible for the day-to-day financial affairs of the corporation and shall render financial reports, at least annually, to the chair, treasurer, and full board of trustees; (f) perform such other duties that fulfill the purposes of the corporation as may be prescribed by the board of trustees or the chair from time to time. The chief executive officer shall be responsible to the full board of trustees through its executive committee and not to individual board members.
  
- e. Other Officers and Agents. Any other officers and agents appointed by the board of trustees shall perform such duties and be responsible for such functions as the board of trustees may prescribe.

**EXPECTATIONS OF BOARD MEMBERS:****Standards of Conduct and Attention**

1. Duty of Care - The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.
  
2. Duty of Loyalty - The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

3. **Duty of Obedience** - The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

**Length of term:** Three years, the number of terms is designated in the Species360 Bylaws.

**Types and Classes:** The board of trustees shall be divided into four classes: Institutional, Association, Ex-Officio and External which are further defined in the Bylaws.

**Meetings and time commitment:** The Board of Trustees meets four times each year of which two times are via conference call. Committees of the board meet pending their respective work agenda.