

## Board Member Agreement

**Position:** Board Member

**Introduction:** A board member agreement is the commitment a board member makes when accepting a position for nonprofit board service. It is not a legal document but an internal agreement, asserting the board member's commitment to the organization in addition to an understanding of the general board responsibilities. This serves to clearly state what board service expectations for both recruitment and retention of members.

**Summary:** Board Members will support the work of ICAA, Inc. and provide mission-based leadership and strategic governance. While day-to-day operations are led by ICAA, Inc.'s Chief Executive Officer (CEO), the Board-CEO relationship is a partnership and the appropriate involvement of the Board is both critical and expected. The Board Member will also act as an ambassador for ICAA, Inc. and to reflect all matters in a positive way.

**ICAA's Vision:** ICAA is the recognized leader for ending poverty and creating sustainable communities through self-sufficiency in Wisconsin's rural areas.

**ICAA's Mission:** To assist individuals in achieving self-sufficiency by providing the resources, education and services necessary to develop healthy families, sustainable communities, and strong local businesses.

**ICAA's Values:** We believe in the inherent value of all people. We build upon the existing capacities of our clients and staff to enrich our communities. Our core values include respect, leadership, collaboration, stewardship and accountability, immediacy, integrity, innovation, diversity, and health equity.

**Responsibilities of a Board Member:** As a board member of ICAA, I am committed and dedicated to ICAA's Vision, Mission and Values and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I am responsible, with my peers, for the health and well-being of this organization. As a member of the board, I have pledged myself to help realize the mission of ICAA.
  - a. I will participate actively in assessing ICAA's performance and setting its strategic goals and objectives.
  - b. I will maintain the confidentiality of the private information of the organization, staff, clients, and other board members.
  - c. I will treat my colleagues with respect and dignity.
2. I accept the legal and fiduciary responsibilities of being a member of the Board of Directors of ICAA.
3. I am responsible to know and approve all policies and programs, and to monitor performance of them.
4. I will attend all board meetings unless circumstances beyond my control prevent my attendance, and I will be available for consultation between meetings as appropriate. I commit to attending a minimum of 75% of all meetings or understand my ability to fulfill my duties is compromised if I fail to do so. If I am unable to make a board meeting, I will provide notice to ICAA of my absence.
  - a. I understand that if I am absent without notice from three (3) consecutive, regularly scheduled board meetings in a year that I will be automatically removed from the board.
5. I will read materials sent to me in advance of the board meetings.
6. I will serve on at least one board committee

7. I understand my one, direct management responsibility, along with other members of the board, is the selection and supervision of the CEO, who is charged with the management of ICAA in a manner that supports mission, strategic plans, and financial soundness.
  - a. I will participate in hiring and periodic evaluation of ICAA's CEO as well as reviewing and approving the CEO's compensation.
  - b. I will support and advise the CEO as appropriate.
8. I agree that in the event, for whatever reason, I can no longer fulfill my duties and responsibilities as a board member, I will immediately notify the board chair and arrange to transfer any outstanding responsibilities to other members of the Board.
9. I will actively promote ICAA, encourage and support its staff, and work together with the Board to achieve its mission.
  - a. I will share my talents with the organization, including time and expertise, contacts for financial support, and contacts for in-kind contributions
  - b. I will attend as many organization events and fundraisers as possible
  - c. I may make a financial donation. I may give this as a one-time donation each year, or I may pledge to give a certain amount several times during the year.
  - d. I may choose to decline financial reimbursements of my Board-related expenses.
  - e. I will work to raise money and/or in-kind gifts for ICAA, in whatever ways are best suited for me. There is no set amount of money that I must raise because I am making a good-faith agreement to do my best.
  - f. I may support overall fund and friend-raising efforts. This might include individual solicitation, helping with special events, writing mail appeals/thank you letters, etc.
10. I will act with the care and loyalty required of board members and put the interests of the organization first.
11. I will observe the organization's conflict of interest policy in letter and spirit, taking care to disclose publicly any conflicts that arise in the course of my business or the organization's, and to recuse myself from decisions that create or appear to create a conflict of interest for me.
12. I promise to preserve the investment of time and money made over years by all the donors and volunteers who created this organization and brought it to this point. Every board member is making a statement of faith to carry out the above agreements to the best of our ability, each in our own way, with knowledge, approval, and support of all.

#### **ICAA's Responsibilities to Board Members**

1. I will be sent Board materials that include reports of all Board Committees that allow me to review ICAA's operations and financial position.
2. I can call on the CEO to discuss programs and policies, goals, and objectives.
3. I can request training in areas I believe will strengthen the Board's ability to fulfill its obligations.
4. I will be provided the communication tools and messaging consistent with ICAA's mission/vision and strategic plan to help me increase knowledge and understanding of ICAA.
5. I will actively work with my Board peers and the Committees on which they serve to deepen my understanding as needed.
6. Board members and staff will respond in a straightforward and thorough fashion to any questions I have that I feel are necessary to carry out my fiscal, legal, or moral responsibilities to this organization.
7. I will be respected for the time I contribute, and my talent will be used effectively
8. I will be reimbursed for reasonable expenses in conducting and attending to ICAA Board business (mileage, childcare).
9. D&O insurance will be provided for Board members.

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Signature of Board Member

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Date