



**Food Share Board of Directors  
Roles and Responsibilities  
Updated 7/14/2020**

**Mission:**

Food Share is dedicated to leading the fight against hunger in Ventura County. Why? Because no one should go hungry.

**Board of Directors:**

The Board of Directors will support the work of Food Share and provide mission-based leadership and strategic governance. Day-to-day operations are led by the CEO. The Board of Directors/CEO relationship is a partnership, and the appropriate involvement of each Board Member is both critical and expected.

**Specific Board Member responsibilities include:**

**Leadership, governance and oversight:**

- Serving as a trusted advisor to the CEO as he/she develops and implements Food Share's strategic plan.
- Reviewing outcomes and metrics created by Food Share for evaluating impacts, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings.
- Approving Food Share annual budget, audit reports, and material business decisions; being informed of and meeting all legal and fiduciary responsibilities.
- Contributing to an annual performance evaluation for the CEO.
- Assisting the CEO and Board Chair in identifying and recruiting other board members.
- Partnering with the CEO and other board members to ensure board policy directives are carried out.
- Serving on a minimum of one committee and taking on special assignments.
- Representing Food Share to stakeholders, acting as an ambassador for the organization.
- Ensuring Food Share's commitment to a diverse board and staff that reflect the communities served.
- Completing Food Share's on-boarding program within 6 months of becoming a board member.

**Fundraising:**

Board Members will consider Food Share a philanthropic priority and make annual gifts that reflect that priority. In order for Food Share to credibly solicit contributions from foundations, organizations and individuals, board members are encouraged and expected make donations commensurate with their capacity.

**Fiscal Commitment:**

Each board member commits to contributing a total of \$10,000 each year; preferably \$2,500 in personal giving with an additional \$7,500 in cash or determined needed in-kind donations (i.e. food, media, supplies).

## **Food Share Roles & Responsibilities**

### **Page Two**

#### **Board Terms:**

Board Members are eligible to serve a three-year term with reappointment for up to two additional terms (total of 9 years). Reappointment is not automatic and must be approved by the Board Chair and a quorum of the Board of Directors.

#### **Board Participation/Attendance:**

Board of Directors may be asked to step down any time during their term by the Board Chair if it is determined they are not providing value in their role as Board Member. Board members are expected to make every effort to attend the monthly board meetings either in person, or by conference call. Board members missing more than two meetings in a consecutive 6 month period will require consultation with the Board Chair to determine if the Board member still has a desire and ability to meet the commitment as outlined in this policy.

#### **Qualifications-Knowledge/Skills/Abilities:**

The opportunity to serve Food Share as a Board Member requires a passion for the mission, and preferably an individual with board leadership experience. The Board of Directors accomplishments, reputation and networks should provide for attracting other well-qualified, high performing Board Members.

#### **Board Members should have the following qualifications:**

- Extensive professional experience with significant leadership accomplishments in business, government, philanthropy, or the non-profit sector.
- A commitment to and understanding of Food Share's beneficiaries, preferably based on experience, volunteer work/community engagement.
- Savvy diplomacy skills and a natural affinity for cultivating relationships and persuading, convening, facilitating and building consensus among diverse individuals.
- Personal qualities of integrity, credibility and a passion for the mission.

#### **OFFICER POSITIONS:**

Officer positions are a two-year term and are voted and approved upon at the annual meeting.

#### **Board Chair**

- Oversees Board and Executive Committee meetings.
- Works in partnership with the CEO to make sure board policy decisions are carried out.
- Calls special meetings as necessary.
- Appoints all Committee Chairs and with the CEO recommends who will serve on each committee.
- Assists CEO in preparing the board meeting agendas.
- Assists CEO and Board Development Committee in the selection and onboarding of new board members.
- Oversees search and selection process of new CEO.
- Coordinates and delivers CEOs annual performance review.
- Acts as a spokesperson for Food Share.
- Represents Food Share in outreach and asks of foundations, corporations/businesses and individual contacts.
- Consults as required with board members on their roles and assists in assessing their performance.
- Must have served on board for 12 months.

## **Food Share Roles & Responsibilities**

### **Page Three**

#### **Vice Chair**

- Attend all board meetings.
- Serve on the Executive Committee.
- Carry out special assignments per the request of the Chair.
- Understand the responsibilities of the Board Chair, to be able to perform these duties in the Chair's absence.
- Act as a spokesperson for Food Share; attend community events.
- Must have served on board for 12 months.

#### **Secretary**

- Attend all board meetings
- Serve on the Executive Committee
- Carry out special assignments per the request of the Chair
- Take the minutes for the Board Meeting and Executive Committee meetings.
- Ensure the safety and accuracy of all board records.
- Assume responsibilities of the Chair, in the absence of the Board Chair and Vice Chair.
- Must have served on board for 12 months or approved by board.

#### **Treasurer**

- Attend all board meetings.
- Serve on the Executive Committee.
- Chair the Finance Committee.
- Serve on the Audit Committee.
- Understand financial accounting for non-profit organizations.
- Manage, with the Finance Committee, the Board's regular review of and action related to the Board's financial responsibilities; provide a set of financial reports that properly depict the financial status of Food Share.
- Present the annual budget to the board for approval.
- Ensure annual Audit Committee meetings and oversees annual external audit; addressing all findings.
- Must have served on board for 12 months or approved by board.

#### **COMMITTEE POSITIONS:**

##### **Committee Chairs (for each of the below committees):**

- Coordinate scheduling of committee meetings and agenda items.
- Oversee the respective committee meetings.
- Present updates/recommendations/decisions at Board of Directors meetings.
- Work in partnership with the CEO to ensure board policy decisions are carried out.

##### **Audit Committee:**

- Oversee the integrity of the company's financial statements and the Company's accounting and financial reporting processes and financial statement audits.
- Oversee the public accounting firm's (independent auditor's) qualifications and independence.
- Oversee the performance of the company's independent auditor.
- Oversee the company's systems of disclosure controls and procedures, internal controls over financial reporting and compliance with ethical standards adopted by the company.

## **Food Share Roles & Responsibilities**

### **Page Four**

#### **Board Governance Committee:**

- Monitor the Board's due diligence function as it relates to governance. Recommend action to the Board.
- Recommend any structure changes to assure that the Board of Directors fulfills its legal and moral obligations.
- Monitor effectiveness of governance policies (e.g., Board operations, Board Member Roles & Responsibilities, Board Member performance, etc.) Recommend changes and/or new policies for Board action.
- Recommend governance standards for Board and committee operations. Monitor adherence to said standards and engage the Board in dialogue for change.
- Review and recommend optimum composition for the Board including diversity screens, skills, and behaviors.
- Conduct annual assessment of board performance and satisfaction.
- Design and execute an intentional process to recruit and retain the best Board members to help achieve the institution's mission, including the following activities:
  - Identification, cultivation and screening of candidates
  - Nomination and contracting
  - Orientation and development
  - Evaluation
  - Promotion and thanking and release as appropriate

#### **Finance Committee:**

- Provide financial oversight for the organization.
- Review monthly financial statements and present overview of statements at board meetings.
- Provide oversight of annual budget process and present to board for final approval.
- Monitor internal controls and accountability policies.
- Present annual 990 to board for approval.

#### **Marketing Committee:**

- This committee was formed at the 11/18/19 BOD meeting.
- Roles and responsibilities to be decided by committee members.
- First meeting TBD.