



Bismarck Home Office

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ROLES AND RESPONSIBILITIES OF DIRECTORS (revised April 2011)

Introduction

The purpose of this memo is to advise prospective directors of Board responsibilities, to provide a framework for orienting new directors and, generally, to enable everyone--directors and staff--to assess how well we are doing our tasks.

Generally, each director is expected to contribute wisdom, work, and wealth, with the amount of each left strictly to the individual director.

Corporate Responsibilities (Board of Directors as a group)

- ✓ **Setting overall direction:** to develop and implement policies for the NDCF to carry out its mission and accomplish its goals. Policies are written, though some only in the Board minutes.
- ✓ **Securing financial support:** to suggest prospects, open doors, or accompany fellow directors or staff members on visits.
- ✓ **Revising articles and bylaws:** to keep these documents, together with policy statements, up-to-date.
- ✓ **Approving budget, monitoring financial accounts:** Executive Committee and president prepare budget; financial statements are audited annually by an outside auditing firm; audit is presented to the Board at the spring meeting. The Board is ultimately responsible.
- ✓ **Select, oversee, counsel and assess President:** President reports to Board chair, and Board executive committee serves as the Board's personnel committee
- ✓ **Recruiting new directors and helping recruit volunteers to carry out the NDCF's activities:** all directors assist the staff in recruiting new board members



Individual Director Responsibilities

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"To discharge the duties of your position in good faith and with the degree of diligence, care and skill which ordinarily prudent people would exercise under similar circumstances."

1. Participating in Board meetings and Board committee meetings: Two scheduled Board meetings annually. A director with three successive unexcused absences will be advised to better attendance or to resign as the case may be.
2. Contributing financially to the NDCF: Generally, directors pay their own expenses in carrying out their NDCF responsibilities. In addition, it is expected that each director contribute financially on an annual basis, the specific amount up to individual director. Only the President and fiscal officer know what each individual director contributes.
3. Keeping informed on issues pertinent to community foundations: Through the president's periodic one-page reports, occasional publications and reprints from the Council on Foundations, directors can keep abreast of local, regional, and national issues.
4. Positively representing the NDCF in public: Directors are expected to discuss the NDCF informally and, upon occasion, to represent the NDCF at events such as grantmaking announcements, visiting grantees, and community meetings
5. Commitment: Directors serve a 3-year term and may be re-elected to serve a second 3-year term. After six years, the director must leave the Board.

ADDITIONAL INFORMATION

Available from current directors and the NDCF office.
Directors are offered opportunities for continuing education about foundations and their role.