



## BOARD MEMBER ROLES

AYITI NOW CORP

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# THE DUTIES OF BOARD MEMBERS

## Basic Obligations:

1. The Board is **knowledgeable** about Ayiti Now Corp activities and special events.
2. The Board knows the **strengths** and **weaknesses** of each major initiative (i.e. Major and Planned Giving, Annual Giving, Special Events, etc)?
3. Prior to an event or campaign, the Board is aware of the **targets** and **indicators** of success.
4. The Board has an understanding of their **obligations** for reporting and confirms annually that all obligations are fulfilled.
5. The Board successfully identifies the **expertise, skills**, and other **contributions** needed from potential new board members to maintain or increase effectiveness and to plan for succession.
6. The Board is the right size for accomplishing Ayiti Now Corp's **goals**.
7. The **Board will create a structure that** allows Ayiti Now Corp to be effective, and to get work done well and in a timely way.
8. Committee progress will be well **communicated**.

## Financial Obligations:

1. The Board has a clear policy on the **individual Board member's responsibility** to participate in fundraising activities and/or contribute funds.
  2. Fundraising priorities as identified by **the annual strategic business plan** are reviewed regularly by the board and action is taken as necessary.
  3. Ayiti Now Corp **annual budget** is fully discussed by the Board prior to its approval.
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4. The **fiscal status** of Ayiti Now Corp is regularly reviewed through monthly or quarterly statements.
  5. The Board requires an annual audit and considers all **recommendations** made in the independent auditor's report and management letter.
  6. The **investment policy** and **capital commitments** are well understood and reviewed periodically.
  7. The Board has reviewed all key **risks** annually and agrees to tolerable levels of risk.
  8. Board members are familiar with the extent of coverage under the **Directors' Liability Insurance**.

### Obligations with Committees:

1. The process for developing committee terms of reference is clearly **communicated** and effectively enacted.
2. Committees have completed their tasks in **effective and timely ways**.
3. Committees have the **appropriate skills and expertise** to implement their plans and activities.

### Obligations with CEOs:

1. The Board is familiar with the written job description that clearly spells out the **CEO's responsibilities and authority**.
  2. The **CEO's performance** is formally assessed on a regular basis on objectives established at the beginning of the fiscal year.
  3. The Board reviews the **compensation of the CEO** and ensures it is competitive, is linked to cost of living increases, and appropriately reflects performance.
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## Meeting Obligations:

1. The Board's meeting schedule has the appropriate number and **length of meetings**.
2. The agendas of the Board meeting and supporting **written material** are given out several days in advance of meetings.
3. Board meetings are run effectively to ensure the right balance of **business outcomes** and future opportunities.



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# THE EXPECTATIONS OF BOARD MEMBERS

## General Expectations:

1. **Support** the mission, purposes, goals, policies, and programs while knowing Ayiti Now Corp strengths and needs.
2. **Suggest possible nominees** to the Board who are men and women of achievement and who can make significant contributions to the work of the Board and the progress of the mission.
3. **Serve actively** on committees of the Board as requested by the Chair.
4. **Attend activities** and events sponsored by Ayiti Now Corp whenever possible.

## Meetings

1. **Prepare for and participate** at the Board meetings and scheduled committee meetings, including appropriate activities.
2. **Ask timely and substantive questions** at Board and committee meetings consistent with personal conscience, convictions, and ethics, while supporting the majority decision on issues decided by the Board.
3. **Maintain confidentiality** of the Board's executive sessions, and speak for the board or Ayiti Now Corp only when authorized to do so.
4. **Suggest agenda items** for Board and committee meetings to ensure that significant policy-related matters are addressed.

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## Avoiding Conflicts

1. **Serve the Board** as a whole rather than any special interest group or constituency.
2. Avoid even the **appearance of a conflict of interest** that might compromise the Board of the NGO, and disclose any possible conflicts to the board in a timely manner.
3. **Never accept or offer any favors or gifts** from or to anyone who does business with Ayiti Now Corp.

## Fiduciary Responsibilities

1. Exercise prudence and sound **fiscal practices** with the Board in the control of and transfer of funds.
2. Faithfully read and understand the **financial statements** and otherwise help the board fulfill its fiduciary responsibility.

## Fundraising

1. **Make an annual gift** to Ayiti Now Corp according to personal means, and with the realization that the leadership role the Board plays in fund development.
2. Assist Ayiti Now Corp **with development** of and implementation of fund development.
3. Make Ayiti Now Corp **one** of your three giving and serving priorities.

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## AUTHORITY OF BOARD MEMBERS

When a volunteer is wearing the board member “hat,” policy and governance are their primary roles: not the details of procedures, which is the staff’s role. The CEO is the only staff person over which the board has authority. All other staff is responsible to the CEO, not to the board.

The second “hat” which a volunteer board member might wear is that of a committee member. In this role, the volunteer is acting in an advisory role only. There is no line of authority over any staff. The staff person assigned to the committee is also in an advisory role to the committee and has no authority over the committee.

The third “hat” which a volunteer board member might wear is that of unpaid staff. In this role the volunteer is performing a program service (e.g. serving food at the soup kitchen or taking tickets at a concert) and is directly responsible to the staff person who has been assigned supervisory responsibility.

Understanding these roles and lines of authority can greatly reduce the tensions between staff and board members. Board meeting agendas then focus on policy and budget recommendations from the committees rather than the details of operations.

Board -----> CEO -----> Staff

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# THE STRUCTURE OF COMMITTEES

Committee	Role
<b>Internal Affairs</b>	All internal and operational issues-including those related to finance, human resources, and facilities.
<b>External Affairs</b>	All external issues-including fundraising, public relations, and marketing
<b>Governance</b>	This committee is responsible for the health and functioning of the board. It recruits new members, conducts orientation, produces board materials, and evaluates the performance of the board itself. This committee, staffed by the CEO, it is responsible for ensuring the effectiveness of the current board and for recruiting tomorrow's leaders.
<b>CEO</b>	Making sure that the board fulfills its fiduciary duty. Knowing what composition they need and, with full authority, will actively recruit. Managing board meetings with the goal of getting strategic, generative thinking, and taking action that is helpful. Making certain Committees and/or Task Forces conduct only useful work that supports the Board. Organizing Advisory Boards / Committees



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# WHY YOU SHOULD NOT REMAIN ON A NON- PROFIT BOARD

1. You're serving on the board more for **personal benefit** than for public benefit.
2. The organization is not operating **consistently with the law**, and/or its own governing documents or policies, despite your efforts to insist on compliance.
3. You're not **contributing resources** (money, time, connections, or other valuable assets) to the organization apart from the time at meetings.
4. You have a material **financial interest** in a transaction with the organization that would be damaging if known by the public.
5. You're not informed about the organization's current activities and/or **mission-oriented results**, and you're not informed about the performance of the organization's executive.
6. You don't spend significant amounts of time thinking hard about whether the organization is effective at advancing its mission and how the organization could be more effective at **advancing its mission**.
7. The organization's values or activities are inconsistent with your **personal values**.
8. You don't review the **organization's financials** on a regular basis.
9. Your conduct at board meetings is viewed by the majority of other board members as disruptive, and you're unable to **work collaboratively with the other board members** in a productive manner.
10. You are unable to support the organization when a board action is taken contrary to your **vote**.
11. You're missing a significant number of **board meetings** and therefore unable to actively

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participate in governance-related planning, deliberations, and actions.

12. You intervene/interfere with the **executive's management** of the organization by personally directing the executive and/or staff and falsely asserting rank (because a board member has no individual authority and no inherent rank in the organizational hierarchy as an individual).



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# FUNDRAISING PRINCIPLES

## General Principles

- a. Nonprofits must have a well-defined mission statement describing what they do and why. Clear **articulation of mission** helps donors choose whether or not to support a particular cause or organization.
- b. Nonprofits must act in a way that furthers their mission. This includes responsible **use of resources** consistent with their stated mission objectives.
- c. Messaging to donors must be **accurate and transparent**. A nonprofit organization must accurately describe how it spends its money, and must do what it promises to do.
- d. Nonprofits must apply good faith efforts to comply with relevant **federal and state laws** and regulations.



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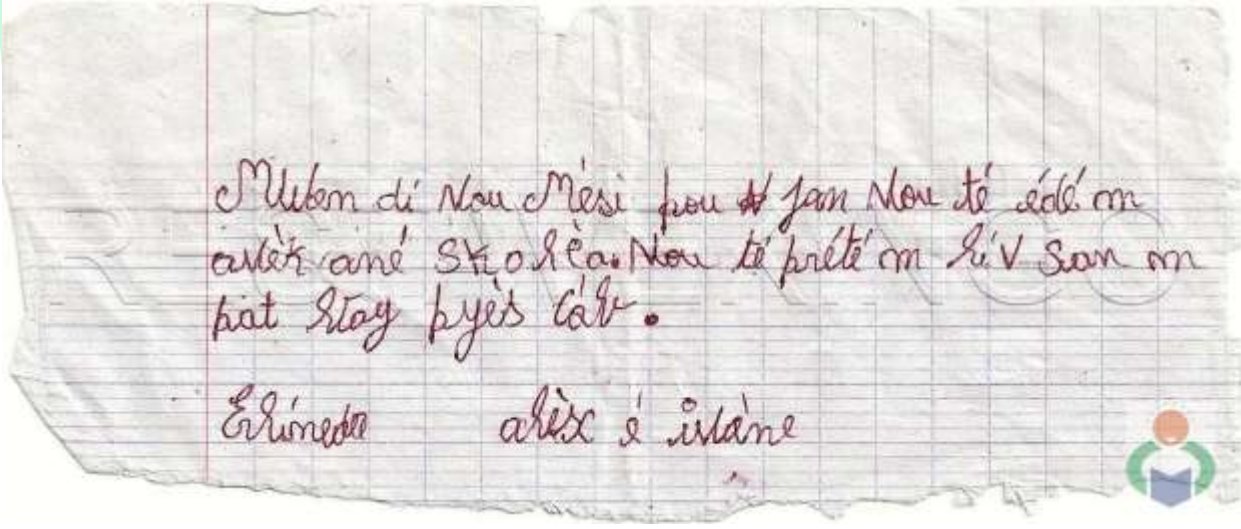
## WAYS BOARD MEMBERS CAN RAISE MONEY WITHOUT FUNDRAISING

1. Help create or evaluate a **business plan** for a new program. If you have business leaders or entrepreneurs on your board this would be a great use of their time and add tremendous value to your organization.
  2. Advocate for **government money**. You may have a board member that can't stand the idea of asking their friends for money, but they are well connected in city, county, state or federal government and could open doors to government contracts, grants, fee-for-service or other government monies.
  3. Negotiate a lower price from a **vendor**. Do you have a board member with great negotiating skills (think of all of those lawyers on your board)? Could they negotiate with your insurance providers, office space, rental company, or printers, for a lower price?
  4. Email, call or visit a donor just to say thanks. The **stewardship of a gift** is an often forgotten, but incredibly critical, part of the fundraising process. According to Penelope Burk's annual donor survey, 84% of donors would give again if they were thanked in a timely way. And being thanked by a board member is a bonus. A donor who renews their gift to a nonprofit is providing more money.
  5. **Explain to a prospect why you serve**. A board of directors is a group of volunteers who care so much about the mission of the organization that they are willing to donate their time (a precious resource) to the cause. As a donor, it is affirming to see that a volunteer is contributing time, but it is even more motivating to hear, in the board member's own words, why they feel compelled to serve this organization. That story can be enough to convince someone to give.
  6. **Host a small gathering at your home**. Over the course of a year, most people invite a gathering of friends and/or family into their home at least once. A board member could take a few minutes at their next dinner party, birthday celebration or Super Bowl feast to talk about something that is near and dear to their heart: the nonprofit on whose board they
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serve. They don't have to ask people for money, but they could simply say, "If you're interested in learning more, let me know." And then the nonprofit's staff could take it from there with those who are interested.

7. **Recruit an in-kind service.** If a board member can remove an expense line item from a nonprofit's budget that would directly contribute to a stronger bottom-line. For example, if a board member works at an ad agency, could they convince their company to provide some pro-bono marketing services to their nonprofit? But keep in mind, these in-kind donations must be of value to the nonprofit and provide an offset to a direct cost that the nonprofit would otherwise have to bear.
8. **Provide intelligence on prospects.** If you have a board member that seems to know everyone in town, but for whatever reason refuses to ask any of them for money, they can still be incredibly useful. You may be getting ready to ask a prospective donor for \$1,000, and this board member can tell you what that person has already given to, at what level, who else might know them and so on. When you make an ask, the more information you have going into it, the more successful you will be.



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## Ayiti Now Corp's Philosophy

Ayiti Now Corp will help the very poorest to solve their own development problems. Assistance will be given in a manner which makes every effort to avoid social injustice towards those who do not receive help. We believe that help must be directed to the smallest possible self-help structure. The development goals, including the planning and implementation, must be decided in partnership with those who need and want the assistance. This is a major priority.

## Approach

Our approach involves the avoidance of using predetermined solutions based on our own modern society and cultural backgrounds. We believe it is important to find solutions through dialogue with the recipients. Their attitudes, concerns and traditional values must be addressed with the utmost care and responsibility. Help may only be given when those responsible are personally reliable and honestly engaged, live in adequate modesty, and possess some problem-solving capability in the respective value system.

## Participation by Those Who Receive Help

Those who are being helped must at least offer their own participation and must make, whenever possible, some adequate contribution. Our goal is that the recipients' self-help capacity grows into self-sufficiency and that all technical assistance will be adapted to the future local maintenance capacity and energy resources. Ayiti Now Corp's learning and problem solving experience must be shared with others and used for global consciousness development. Our Philosophy was inspired by [www.solidarity.org](http://www.solidarity.org).



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## CONTACT INFORMATION



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Ayiti Now Corp is a 501(c) (3) organization, which aims to empower marginalized children who live in poverty & Restaveks through our educational programs

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