



The FreeStore 2024 Roles and Responsibilities Document Version: 21 May 2024

Roles of the Board of Directors

The Board of Directors has three primary legal duties:

Duty of Care: Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will;

Duty of Loyalty: Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation; not in the best interest of the individual board member (or any other individual or for-profit entity).

Duty of Obedience: Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.

However, the Board does not exist solely to fulfill legal duties and serve as a fiduciary of the organization's assets, board members also play significant roles providing guidance by contributing to the FreeStore's culture, strategic focus, effectiveness, and financial sustainability, as well as serving as ambassadors and advocates. Beyond fulfilling legal duties, board members are important resources for the organization in the following ways.

The Board of Directors has six basic roles:

BOARD DEVELOPMENT:

Opportunities for development are an important component of why we serve. The Board should endeavor to develop not only the program, but learn from each other through service to the organization. By providing opportunities for peer-to-peer learning and reviewing best practices, the Board of Directors should act as an ecosystem for the focused evolution and continual improvement of the FreeStore.

POLICY, INFRASTRUCTURE, AND RUBRIC ADMINISTRATION:

Policies provide a stable framework within which an organization can handle change. As a Board member, you make policy, follow policy, and review it. That last duty is essential. Policies are not cast in stone. They govern the operations and directions of an organization. They are broad in scope and few in number.

FINANCIAL MANAGEMENT:

There are two major divisions in financial management. The first is accountability; second is resource development. The Board of Directors is accountable to its organization for adequate budgeting, establishing the dues structures and annual audits. Every Board member must understand any budget adopted by the Board. Resource development is another word for fund raising, also a subject for Board approval. Board members are expected to assist with securing sponsorships throughout the year.

LONG RANGE PLANNING, PROGRAMMING, AND EVALUATION:

Long range planning involves looking ahead at least three to five years, based on current and past reality (Business Plan). It is a process of planning for change. Without it, organizations stagnate or outlive their purpose or usefulness. The Board is responsible for establishing, approving and overseeing the Business Plan.

ORGANIZATIONAL CONTINUITY:

The Board's role is to help ensure smooth continuity from year to year by revitalizing its volunteers and community partners, educating its Board, keeping abreast of programs and making decisions for the continued vitality of the program. All board members are expected to attend all board meetings and attend all the FreeStore events and functions when available.

PUBLIC RELATIONS/COMMUNITY RELATIONS:

It is important to let the community know who you are and what you are about. It is also important to establish and foster relationships with agencies of similar and diverse purposes. Collaboration, coalitions and partnerships are essential when resources are few. Paying attention to public and community relations will assist the fund raising efforts of the Board as well.

"If you think you can do a thing or think you can't do a thing, you're right." – Henry Ford

Responsibilities of the Board of Directors

The Board of Directors has six basic responsibilities:

ENSURE EFFECTIVE ORGANIZATIONAL PLANNING:

As stewards of the FreeStore, you must actively participate with the volunteers / volunteer board in an overall planning process and assist in the implementation of the plan's goals.

ENSURE ADEQUATE RESOURCES:

One of the Board's foremost responsibilities is to provide adequate resources for the organization to fulfil its mission. The Board should work collaboratively to raise funds from the community.

MANAGE RESOURCES EFFECTIVELY:

The Board, in order to remain accountable to its donors, the public, and to safeguard its tax-exempt status, must assist in developing the annual budget, setting growth projections, and ensuring that proper financial controls are in place.

ENHANCE THE ORGANIZATION'S PUBLIC STANDING:

the FreeStore's primary link to the community, including constituents, the public, and the media, is the Board. Clearly articulating the organization's mission, accomplishments, and goals to the public, and garnering support from important members of the community, are important elements of a comprehensive public relations strategy.

ENSURE THE LEGAL AND ETHICAL INTEGRITY AND MAINTAIN ACCOUNTABILITY:

The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. Solid personnel policies, grievance procedures, and a clear delegation to a Committee of hiring and managing employees will help ensure proper decorum in this area. The Board must establish pertinent policies, and adhere to provisions of the organization's bylaws and articles of incorporation.

RECRUIT AND ORIENT NEW BOARD MEMBERS AND ASSESS BOARD PERFORMANCE:

All Boards have a responsibility to articulate and make known their needs in terms of member experience, skills, and many other considerations that define a "balanced" board composition. Boards must also orient new Board members to their responsibilities and the organization's history, needs, and challenges. By evaluating its performance in fulfilling its responsibilities, the Board can recognize its achievements and reach consensus on which areas need to be improved.

General Board Member Responsibilities

In addition to the above, all members of the board are expected to:

- Attend all Board and committee meetings and functions, such as special events.
- Be informed about the organization's mission, services, policies, and programs.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on committees and offer to take on special assignments, as needed.
- Make a personal financial contribution to the organization.
- Inform others and the public about the organization.
- Suggest possible nominees to the board who fit the characteristics outlined in the strategic plan.
- Keep up to date on developments in the organizations relevant area of interest.

Character of the Board

Board members should have the ability to:	Listen, analyze, think clearly and creatively, and work well with individuals and groups.
Board members should be willing to:	Prepare for and attend Board and committee meetings, ask questions, take responsibility and follow through on given assignments, contribute personal and financial resources in a generous way in accordance with personal circumstances, open doors in the community, and perform effective self-evaluation.
Board members should be willing to develop:	The ability to cultivate and solicit funds, cultivate and recruit board members and other volunteers, read and understand financial statements, learn more about the substantive program areas of the organization.
Board members must possess:	Honesty; sensitivity to and tolerance of differing views; a friendly, responsive, and patient approach; community-building skills; personal integrity; a developed sense of values; concern for the FreeStore's development and expansion; a sense of humor.

Responsibilities of the Executive Committee

The role of the executive committee is to oversee the operational infrastructure of the board, serve as an immediate approval body in instances when formal decisions must be made promptly that exceed the established financial threshold and/or other policies and procedures that typically require full Board approval.

Defined as: Board President, Vice-President(s), Treasurer, and Secretary

Tactics and Roles:

- Be available to respond to issues requiring an immediate vote.
- Conduct necessary research on issue related to said immediate vote so that an informed decision made be made.
- Solicit recommendation of other board members in instances, when time allows.
- Seek out experts in situations that require specific technical expertise.
- Oversight of Internal Human Resources.
- Oversight of Organizational Policies and Procedures, in accordance with Iowa Statutes.
- Document and report back to the full Board of Directors at the next official board meeting any decisions that were made via Executive Committee.
- **Fulfill the roles and obligations of the Executive Committee outlined in the current strategic planning documents.**

Note on the Board acting as the Board of Trustees for the Endowment – Future Consideration

Please note: The Board of Directors of the FreeStore shall act as the board of trustees in the same roles and structure as defined by this document until such time as the Board of Directors of the FreeStore shall see fit to form a separate Board of Directors to oversee the endowment.

Note on Roles and Responsibilities as they Relate to the Strategic Plan

Please note: This roles and responsibilities document contains the basic functions of each role of the board of directors. The strategic plan developed to complement this document contains further granularity on specific obligations for many of the roles listed herein and interrelationships of committees and work. Both documents are intended to be used in concert, one supporting the other.

Board President (External Outreach)

"A leader is one who knows the way, goes the way, and shows the way." – John C. Maxwell

Term: 2 Years

Basic Purpose:

- Implementation of the Mission and Vision of the FreeStore.

Strategies:

- Regular Meetings with Vice-President and Board to Review Strategic Plan Metrics and Benchmarks.
- Implementation of Business Model Established in Preceding Year.
- Provides Strategies for Sustained the FreeStore Growth Over Time.

Tactics and Roles:

- Acts as a spokesperson for the organization.
- Facilitates board and executive committee meetings.
- Calls special meetings, if necessary.
- Appoint Committee Chairs and recommend who will serve on committees; nominates who will serve on committees, and gets votes from the board.
- Prepares agenda for board meetings.
- Works with the nominating committee to recruit new board members.
- Coordinates periodic board assessments and evaluates its effectiveness.
- Periodically consults with board members on their roles and help them assess their performance.
- Monitors financial planning and financial reports with guidance and assistance from the Secretary/Treasurer.
- Shall be a former committee chair.
- Shall serve as Ex Officio member of all Committees.
- Works with the Board to make sure board resolutions are carried out and strategic objectives are being met.
- Oversees the process and selection of Executive Director, in the event there is staff.
- Conducts annual performance and compensation review for the Executive Director, upon the advice of the Board of Directors, in the event there is staff.

Vice-President (President-Elect)

"Never test the depth of the river with both feet" – Warren Buffet

Term: 1 Year, Sequenced on the Absence of the Past President from the ExCom.

Oversight: None.

Basic Purpose:

- Support the Efforts of the President and Board of Directors.

Strategies:

- Oversees creation of business model for year of Presidency.
- Prepares for Presidency through enhanced engagement and education.

Tactics and Roles:

- Serves on the executive committee.
- Assist with the development of messaging and branding for membership growth.
- Carries out special assignments and/or performs other responsibilities as assigned or requested by the board.
- Understands the responsibilities of the board president and be able to perform these duties in the president's absence.
- Participates as a vital member of the board leadership team.
- Reports to the board chair/President.
- Works closely with the board chair/President to develop and implement officer transition plans.

Board Vice-President (Internal Coordination)

"Innovation distinguishes between a leader and a follower." – Steve Jobs

Term: 2 Years, Renewable.

Oversight: Board Infrastructure + Governance Committee

Basic Purpose:

- Facilitation and Monitoring of the Mission and Vision of the FreeStore.
- Provide Recommendations, Review, and Approval on all Matters Related to the Governance of the Organization

Strategies:

- Regular Meetings with President to Review Strategic Plan.
- Facilitates the Creation of Annual Strategic Planning Sessions.
- Chair board development efforts, best practices, and training.
- Oversees creation of business model for year of Presidency.

Tactics and Roles:

- Serves on the executive committee.
- Assist with the development of messaging and branding for organizational growth.
- Conducts Board Member orientations.
- Carries out special assignments and/or performs other responsibilities as assigned or requested by the Board and/or Board President.
- Review and Revise (if indicated) all the FreeStore handbooks, policies, procedures, and forms.
- Ensure and oversee that organizational infrastructure is in alignment with the current strategic planning documents.
- Understands the responsibilities of the board President and be able to perform these duties in the President's absence.
- Participates as a vital member of the board Leadership team.
- Reports to the board President.
- Serves as chair of the nominations committee and oversees facilitation of the selection of the board slate, aligned with the sequence of terms.
- Works closely with the board President to develop and implement officer transition plans.
- Ensure that all HR requirements and protocols are being adhered to.
- Manage and coordinate Human Resource matters related to the FreeStore.
- Shall be a former committee Chair.

Treasurer

"I believe that if you show people the problems and you show them the solutions they will be moved to act." - Bill Gates

Term: 1 Year.

Oversight: None.

Basic Purpose:

- Protect and Track the Financial Wellbeing of the FreeStore to Promote Sustainable Growth.

Strategies:

- Assists with the Implementation of the FreeStore Business Model on an Ongoing Basis.
- Forecasts Profit and Loss from Events to Establish Trends to Aid in the FreeStore Growth and Expansion.
- Proactively works to Safeguard Organizational Financial Sustainability.

Tactics and Roles:

- Serves on the executive committee.
- Understands financial accounting for nonprofit organizations.
- Assumes responsibilities of the President in the absence of the board President, Vice-President of Operations.
- Supports preparation of the annual budget for Board review and approval, subject to input from Committee Chair projections.
- Manages, with the finance committee and/ or Chair, the board's review of and action related to all the board's financial responsibilities.

- Works with accounting staff to ensure that appropriate financial reports are made available to the board on a monthly basis.
- Under special circumstances reports shall be made more urgently.
- Reviews the annual audit and answers board members' questions about the audit.
- Adminstrates fiscal matters of the organization, including coordinating fundraising efforts.
- Ensures board review of financial policies and procedures.

Secretary

"The art of communication is the language of leadership." – James Humes

Term: 1 Year.

Oversight: None.

Basic Purpose:

- Provide a Historical Record of the FreeStore's Inner Workings and Maintain an Accounting of the FreeStore's Business Affairs.

Strategies:

- Oversee the FreeStore Communications and Safeguard Our "Common Voice".
- Provides Institutional Knowledge for Organization.
- Acts as Gatekeeper for By-Laws and Operational Documents.

Tactics and Roles:

- Serves on the executive committee.
- Maintains all board records and ensure their accuracy.
- Reviews board minutes.
- Assumes responsibilities of the President in the absence of the board President, Vice-President, and Treasurer.
- Provides notice of meetings of the board and/or of a committee when such notice is required.
- Ensures minutes are distributed to members shortly after each meeting.
- Becomes familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during board meetings.
- Compiles committee reports and sends to all board members.

Past President

"Leadership is not about the next election, it's about the next generation." – Simon Sinek

Term: 1 Year, Sequenced on the Absence of the Vice-President from the ExCom

Oversight: None.

Basic Purpose:

- Provide Advice and Support to the Board of Directors.

Strategies:

- Be the source institutional knowledge for the FreeStore.
- Be a representative of the FreeStore in public events.

Tactics and Roles:

- Serves on the executive committee.
- Attends meetings of the board of trustees.
- Help ensure a positive workplace and creative culture that puts youth and community needs first.
- Assist with recruitment, screening, and training of competent board members.
- Assist in the development planning for all board members.

Finance Committee Chair

"A budget is telling your money where to go instead of wondering where it went." – John C. Maxwell

Term: 3 Years, Renewable for a Total of Two Terms

Oversight: Finance Committee

Basic Purpose:

- In charge of Maintaining the Fiscal Health and Current Financial Status of the FreeStore.

Strategies:

- Manage and coordinate fiscal matters related to the FreeStore.
- Forecast and track the long-term financial health of the FreeStore and report regularly to the BOD for review and comment.

Tactics and Roles:

- Form and sustain a committee. Hold quarterly committee meetings. Issue monthly progress reports.
- Attend monthly Board of Directors Meetings and report on the status of upcoming and existing matters related to personnel and financial matters, coordinated with the Secretary + Treasurer.
- Assist in the preparation of the projected budget for the FreeStore, working with the Board to identify potential budget gaps.
- Assist with selling sponsorships and securing donations throughout the year.
- Take the lead on coordinating sponsorship pitches with guidance from the Executive Board.

Resource Development Chair

"If the highest aim of a captain were to preserve his ship, he would keep it in port forever." – Thomas Aquinas

Term: 3 Years, Renewable for a Total of Two Terms

Oversight: Resource Development Task Force, Capital Campaign Task Force

Basic Purpose:

- In charge of Resource Development.

Strategies:

- Develop and implement strategies for the raising of funds.
- Develop, inventory, and cultivate sponsor / donor lists in the interest of long-term sustainability for the organization.

Tactics and Roles:

- Form and sustain a committee. Hold quarterly committee meetings. Issue monthly progress reports.
- Directly support and assist with selling sponsorships and securing donations throughout the year.
- Take the lead on coordinating sponsorship pitches with guidance from the Executive Board.

Task Force / Volunteer Coordination

"A great building must begin with the unmeasurable, must go through measurable means when it is being designed and in the end must be unmeasurable." – Louis Kahn

Term: As Needed, Not a Standing Committee

Oversight: None

Basic Purpose:

- Accomplish Short-term Tasks, as Assigned by the Board, Staff (In the Event there is Staff), or Executive Committee.

Strategies:

- Small, Tactical, Focused, and Concentrated Focus.
- Create Tangible Deliverables and/or Artifacts to Support an Event or Purpose to Support the Mission of the Organization.
- Secure Expertise, Resources, and Establish Timelines to Promote Success of the Effort.

Board Member(s) at Large

"The key to successful leadership today is influence, not authority." – Ken Blanchard

Term: 3 Years, Renewable for a Total of Two Terms (or As Allowed by the Board of Directors, Based on the Interest and Engagement of the Individual)

Basic Purpose:

- Represent Interests and Issues as Board Members of the FreeStore.

Strategies:

- Develop Relationships with Area Businesses and Community Partners as Advocates for the Organization.
- Disseminate Information on Trends and Track Issues that may Impact the FreeStore or its Supply Chain.
- Assist in Resource Development and Volunteer Onboarding, Training, and Engagement.

Tactics and Roles:

- Provide Information and Knowledge to the Board.
- Participate in Committee Work, as assigned.

Committees / Strategic Plan Objective Committees

"If you can't feed a team with two pizzas, it's too large." – Jeff Bezos

Committee Expectations

Each Committee serves to represent, promote and advocate the interests of the FreeStore based on the Objectives of the Strategic Plan.

Basic Expectations:

- Committees shall meet quarterly (or as needed) to fulfill the responsibilities set for by their chairs, as defined by this document, or by the current Operational Strategic Plan.
- Each Committee Chair shall have a three-year term.
- Committees shall, via their respective chairs, provide a report to the full board on a monthly basis.

Committee Member Expectations

- Service to each committee shall be at the pleasure of the committee chair.
- Committee members are expected to complete at least one of the outcomes assigned to them by the chair.
- Committee members shall number at least three as a minimum viable committee to ensure an even distribution of workload and capacity.

Current Committee Work:

- Location / Warehouse Committee
- Succession Planning Committee