



Board of Trustees Roles & Responsibilities

Memorandum of Understanding DRAFT

Conservancy Board members are appointed based on the talent and experience they have to offer, as well as their **willingness and ability to dedicate time and attention to the organization**. Members can expect to contribute multiple hours per month to lead the organization, attend events, and help to implement the strategic plan. Since the organization is led by a professional staff, it is important that the board members manage the organization, but work towards a governance role. It is also critical that each board member support the organization's mission.

Mission: To protect our land and promote conservation and sustainable farming so that our community discovers a deeper connection to nature and each other.

Major duties of the Conservancy Board^[1]:

- Govern the Conservancy's affairs;
- Prepare and adopt an annual budget;
- Prepare, adopt and monitor strategic plans as needed;
- Designate, hire, evaluate, and dismiss the Executive Director and/or other personnel, organizations, companies, as necessary to further the purposes of the Conservancy; and
- Provide for the compensation of personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;
- Listen to the multitude of voices in our community to help inform decision making.

Conservancy will provide to Board members:

- Respect for their time;
- Use of their time and talent effectively;
- Access to the management of Willowsford Conservancy, as needed for proper operation of the Board;
- Relevant information to conduct their job as a Board member;
- Ample notice of all board and committee meetings and related materials;
- Indemnification from liability for a Board member's reasonable and necessary actions, to the extent allowed by law;



- D&O insurance liability coverage; and
- Reimbursement for reasonable expenses in conducting and attending to Board business.
- Organization email address and document system so all business is conducted on Conservancy platforms.
- Opportunities for training in house or through third parties on board operations, non-profit finance, or other pertinent topics.

Expectations of individual Board members:

- Commit time, thought, and effort to the Conservancy;
- Know and effectively articulate the mission, vision, values, policies, and programs of the Conservancy;
- Reply to emails and document requests within a reasonable amount of time or acknowledge receipt and provide a timeline to reply so Conservancy business can continue;
- Raise issues being noted in the community or note topics from a larger county perspective that may impact Conservancy work.
- Attend the majority of regular Board meetings and joint Willowsford HOA/Conservancy Board meetings per year either in-person or virtually;
- On average, participate in one or more Conservancy meetings or activities per week, potentially including but not limited to:
 - o Formal and informal Conservancy Board meetings
 - o Committee meetings
 - o Advisory committee meetings
 - o HOA Board meetings
 - o Individual meetings or communications with fellow Board members, staff and/or volunteers to exchange ideas, provide guidance, perform evaluations, etc.
 - o Conservancy programming and events, including opportunities such as Farm volunteering or Land volunteering;
- Sign up to attend at least one HOA Board meeting per year and represent the Conservancy (resident trustees only, either in-person or virtually);
- Participate in hiring and periodic evaluation of the Conservancy's Executive Director;
- Represent the Conservancy to the community and greater region, including testimony and feedback to Loudoun County governing bodies;



- Maintain confidentiality of Conservancy deliberations, executive sessions and operations;
 - Participate in establishing and enforcing organizational policies;
 - Participate in Conservancy's fundraising activities;
 - Identify candidates who might be prospective donors, volunteers, or Board members;
 - Support and advise the Executive Director and staff;
 - Participate actively in assessing Conservancy performance and setting its strategic goals and objectives;
 - Avoid conflicts of interest and attest to the Conservancy's policy annually;
 - Avoid all direct or indirect political campaign intervention (such as supporting or opposing candidates for public office) in the name of Conservancy and when using Conservancy assets.
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Expectations of Officers

President/Chair

In addition to the board member-at-large responsibilities and in accordance with the organizational bylaws, the Board President shall ensure that all meetings are facilitated by a member of the board. The President shall perform all duties customary to the office of the Chair or President:

- Provides leadership and direction to the board.
- Partners with the Conservancy's board members, advisors, staff, and volunteers in achieving the organization's mission.
- Ensure facilitation of board meetings after developing the agenda with the Executive Director and board.
- Actively recruits new board members and helps to retain current board members.
- Encourages transparent communication between all board members.
- Helps guide and mediate board actions with respect to organizational priorities and governance concerns.
- Participates in the creation and implementation of the strategic plan and ensures board participation in the process.



- Ensures that timelines are met and that parties are accountable to their responsibilities within the strategic plan.
- Discusses issues affecting the organization with the Board and any other relevant parties.
- Represents the Conservancy as an ambassador for the mission at events and other activities.
- Monitors financial planning and financial reports and advises staff and Treasurer in drafting of annual budget.
- Plays a leading role in revenue generation activities including cultivation and stewardship.
- Annually encourages evaluation of the board and the performance of the organization and its mission. Ensures board members complete annual conflict of interest policy.
- Conducts the annual performance review of the Executive Director.
- Approves any board committee chairs and charges these board entities with work as it relates to the mission and strategic plan.

Vice President/Vice Chair

In addition to the board member-at-large responsibilities and in accordance with the organizational bylaws, the Vice President shall serve in the President's place in the event the Chair is unable to serve or perform duties delegated to the President. The Vice President may have such additional duties as delegated by the board or President:

- In absence of President, coordinates facilitation of board meetings, ensures agendas and minutes are distributed, and implements the strategic plan.
- Reports to the President.
- Works closely with the President, board members, and organizational staff.
- Helps the President to develop and implement office transition plans.
- Performs other responsibilities as assigned by the board.
- Serves as Governance Committee Chair as appropriate.
- Actively recruits new board members and helps to retain current board members.
- Provides leadership and direction to the board.
- Ensures transparent communication between all board members.
- Helps guide and mediate board actions with respect to organizational priorities and governance concerns.



- Represents the Conservancy as an ambassador for the mission at events and other activities.
- Plays a leading role in revenue generation activities.

Secretary

The Secretary is primarily responsible for coordinating the recording of board meeting minutes and maintaining organizational documents and records. In addition to the board member-at-large responsibilities and in accordance with the organizational bylaws, the Secretary shall be responsible for:

- Maintaining board records and ensuring effective management of the organization's records.
- Ensuring notice and agenda is provided prior to each board meeting.
- Managing board meeting minutes: Collect and send a draft of the minutes to staff and the Chair for approval and then send on to the rest of the board. Minutes should reflect the activities of meetings in an objective manner, without unnecessary commentary. They should include the following information:
 - Who is present and absent
 - Agenda
 - Items discussed
 - Key issues raised
 - Votes and action items and
 - Any other relevant information
- Ensuring approved minutes are distributed via the Document Center shortly after each meeting.
- Maintaining sufficient familiarity with legal documents (Covenant, articles, by-laws, IRS letters, etc.) to reference when necessary in board meetings.
- Maintaining a chart of starting and ending dates for each board member.
- Ensure that the necessary non-financial documents are posted on the Document Center.

Treasurer

In accordance with organizational bylaws, the Treasurer is primarily responsible for overseeing the Conservancy's finances. In addition to the board member-at large responsibilities, the Treasurer has the following responsibilities:



- Work with staff and Board President to prepare the draft annual budget and then work to seek board approval for the budget. Present the approved budget on behalf of the organization.
- Chair the Finance Committee. Attend and set agenda for meetings; prepare and/or review meeting notes for each FinComm meeting.
- Provide an update on the Finance Committee and monthly financial statements to the board and ensure that financial documents are posted on Document Center.
- Ensures development and board review of sound fiscal policies and procedures.
- Acts as an official signer on the Conservancy's bank account and works with Executive Director on large monetary distributions.
- Maintaining tax-exempt status and adhering to specific tax regulations.
- In cooperation with the board officers, accepts responsibility for filing annual tax forms as required by the state or the IRS. Reviews the annual audit report.

^[1] The duties are taken from Conservancy's 2021 Amended and Restated By-Laws and augmented with non-profit governance best practices.