



## **Board of Trustees Roles & Responsibilities**

### **Memorandum of Understanding**

Conservancy Board members are appointed by the Board of Trustees 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 (2-10 hours on average) helping to lead the organization, attending events, and helping to implement the strategic plan, and guide the pursuit of the mission. This MOU complements the 2025 Conservancy Second Amended and Restated Bylaws but does not replace them.

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

**Values & Culture:** The Conservancy Board and staff are committed to:

- **Collaboration & Respect:** Staff and Board Trustees will work toward a collaborative working relationship where everyone treats each other with respect, professionalism, and openness.
- **Transparency:** Communicate honestly and ensure decisions are made with integrity and accountability.
- **Stewardship:** Protect and enhance the ecological health of our land for current and future generations.
- **Community Engagement:** Encourage education, volunteerism, and events that connect people with nature and local agriculture.
- **Diversity & Inclusion:** Value diverse perspectives and ensure all voices are heard in decision-making.
- **Excellence:** Bring professionalism, curiosity, and care to every action we take on behalf of the Conservancy.

**Major duties of the Conservancy Board as stated in the updated 2025 Bylaws:**

- Govern the Conservancy's affairs;
- Prepare and adopt an annual budget;
- Monitor, through the Finance Committee, the actual monthly financial operations;
- 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.
- Provide within each annual budget 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.
- Reimbursement for reasonable expenses in conducting and attending to Board business in accordance with Expense Reimbursement Guidance in Employee Manual.
- 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**

- **Commitment & Conduct**
  - Commit time, thought, and effort to the Conservancy.
  - Members can expect to contribute **2–10 hours per month**, including meetings, committee work, and events.
  - Respect staff's time and the time of your fellow Trustees.
- **Engagement & Attendance**
  - 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.

- The Board meets four-six times per year; key meeting dates will be distributed annually.
  - Attend all regular Board meetings and joint Willowsford HOA/Conservancy Board meetings either in-person or virtually (and not miss more than one meeting per year and attend in person for the majority of meetings).
  - Sign up to attend at least one HOA Board meeting per year in person and represent the Conservancy (resident trustees only).
  - On average, participate in one or more Conservancy meetings or activities per month, potentially including but not limited to:
    - Formal and informal Conservancy Board meetings
    - Committee meetings
    - Community Advisory committee meetings
    - HOA Board meetings
    - Individual meetings or communications with fellow Board members, staff and/or volunteers to exchange ideas, provide guidance, perform evaluations, etc.
    - Conservancy programming and events, including opportunities such as Farm volunteering or Land volunteering.
- **Community Representation**
    - Know and effectively articulate the mission, vision, values, policies, and programs of the Conservancy.
    - Raise issues being noted in the community or note topics from a larger county perspective that may impact Conservancy work.
    - Represent the Conservancy to the community and greater region, including testimony and feedback to Loudoun County governing bodies at public meetings (e.g. development that might have an impact on Conservancy land).
- **Governance & Confidentiality**
    - The Board provides governance and strategic oversight but does not engage in daily management or supervision of staff other than through the Executive Director.
    - Support and advise the Executive Director and when appropriate the staff (approach the ED and/or Chair first with any issues or concerns).
    - Maintain confidentiality of Conservancy deliberations, executive sessions and operations.
    - Trustees must disclose any potential conflicts of interest to the Chair as soon as they arise, and recuse themselves from related votes or discussions.

- Attest to the Conservancy's conflict of interest policy annually.
  - Participate in establishing and enforcing organizational policies.
  - Participate in hiring and periodic evaluation, under the Personnel Committee, of the Conservancy's Executive Director.
  - Participate actively in assessing Conservancy performance and setting its strategic goals and objectives.
  - 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.
  - Trustees are encouraged to advocate for conservation issues consistent with the mission, but not in a way that implies endorsement by the Conservancy.
- **Fundraising & Stewardship**
    - Participate in Conservancy's fundraising activities.
    - Identify individuals, companies, etc., who might be prospective donors, volunteers, or Board members.
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## **Expectations of Officers**

### **Chair (or President)**

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

- Provides leadership and direction to the board.
- Partners with the Conservancy's board members, advisors, staff, and volunteers in achieving the organization's mission.
- Ensures 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 along with the ED that board members complete annual conflict of interest policy.
- Conducts the annual performance review of the Executive Director with the Personnel Committee.
- Approves any board committee chairs and charges these board entities with work as it relates to the mission and strategic plan.
- Serves as the official signer of legal documents, such as easements, and as an official signer with the ED and Treasurer of checks, contracts, etc.

### **Vice Chair (or Vice President)**

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

- In absence of Chair, coordinates facilitation of board meetings, ensures agendas and minutes are distributed, and implements the strategic plan.
- Reports to the Chair and supports the Chair's duty to provide leadership and direction to the Board.
- Works closely with the Chair, board members, and organizational staff.
- Helps the Chair 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.
- 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.

- Meets with local government agencies/representatives, etc., as requested by the Chair.
- 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:

- Maintain board records and ensure effective management of the organization's records.
- Ensure notice is given for each board meeting and agenda is provided in advance.
- Manage 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
- Ensure approved minutes are distributed via the Document Center shortly after each meeting.
- Maintain sufficient familiarity with legal documents (Covenant, articles, by-laws, IRS letters, etc.) to reference when necessary in board meetings.
- Maintain, with staff, a chart of starting and ending dates for each board member.
- Ensure that the necessary non-financial documents are posted in the Document Center.
- (The ED can fulfill this role, but not serve as an Officer.)

### **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:

- Ensures that internal financial controls and segregation of duties are maintained.

- Works with staff and Chair 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.
- Chairs the Finance Committee. Attends and sets agenda for meetings; prepares and/or reviews meeting notes for each FinComm meeting.
- Reviews monthly or quarterly financial statements and reports significant variances to the Board through an update at each board meeting. Ensures that financial documents are posted in the 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.
- Chairs the Governing Officers for the Endowment.
- Maintains tax-exempt status and adhering to specific tax regulations.
- In cooperation with the Board, accepts responsibility for filing annual tax forms as required by the state or the IRS. Reviews the annual audit report.
- Reviews the Reserve Study annually.

**Term of MOU**

This MOU is valid for the duration of the Trustee's current term and will be reviewed and renewed at the beginning of each term.

**Acknowledgment & Signature**

I acknowledge that I have read and understand the roles, responsibilities, and expectations outlined in this Memorandum of Understanding, and agree to uphold them to the best of my ability.

**Name:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_