



BAY AGING BOARD GOVERNANCE

Overview of Board Responsibilities

The Bay Aging Board of Directors has a fiduciary responsibility with respect to the organization. The Board's specific responsibilities in fulfillment of this oversight role can be grouped into the following areas:

- Determining the mission and programs and understanding the organization's mission
- Risk Management
- Selecting, Supporting and Evaluating an Executive Director
- Organizational Planning
- Policy-Making
- Fiscal Oversight
- Legal Compliance
- Serve as Public Liaison
- Self-Assessment

The Board's responsibility in each of these areas is one of oversight, not involvement in the day-to-day aspects of each area. The Board must strike a balance between policy development and administration of duties assigned to staff. Somewhere in between is the appropriate level of oversight that enables the Board to satisfy its fiduciary responsibilities at the same time as staff meeting their responsibilities.

Another important concept to understand is that each of the responsibilities above is the responsibility of the entire board collectively. Although it is common for one board member (or a committee such as the Executive Committee and the Finance Committee) to assume a more active role to certain duties or areas, all Board members must remain aware of the fact that responsibility ultimately remains shared among each member of the Board.

Another way of expressing the Board of Directors' fiduciary responsibility is through the two commonly stated duties to Bay Aging—care and loyalty.

CARE—Care concerns a director's responsibility to conduct the affairs of Bay Aging with competence. It requires that the director act in good faith and use the care that an ordinary and prudent person would exercise in a similar position and circumstances. Care encompasses a person's intellectual capacity, subject matter knowledge and expertise, as well as the quality of the director's deliberations in attending to Bay Aging's management and needs. Care concerns all factors dealing with a director's attempt to make sound and informed decisions. All Board members share in the duty of care. For example, a board member cannot say that one board member will be responsible for legal affairs, another for financial oversight, etc. Certain members may lead the Board in each of these specialized issues, but the entire board remains ultimately responsible. The Board of Directors may also call on outside subject-matter experts for advice in dealing with certain matters, but again, the Board of Directors remain responsible for its decisions.

LOYALTY—Loyalty requires that a director put the interests of Bay Aging above their personal interests or the interests of any other party. It is under the duty of loyalty that a conflict of interests arises when a director puts personal interests before those of Bay Aging. A practical way of looking at the duty of loyalty is for board members to ask themselves a simple question when making decisions—

Which decision will result in Bay Aging being put in the best position to further its stated mission?