

# MCOA: Member of the Board of Directors

## Job Description

Accepted June 14, 2019



Massachusetts  
Councils On Aging

All Board members will keep these guiding principles in mind when conducting business on behalf of the Massachusetts Association of Councils on Aging and Senior Center Directors, Inc.

**MCOA Mission Statement:** Building strategic partnerships to educate, empower, and advocate for professionals who work with older adults.

**MCOA Vision Statement:** Statewide collaboration to advance the quality of life for older adults.

**MCOA Positioning Statement:** MCOA will be the principal statewide organization to support municipalities, membership, and other organizations that serve older adults through advocacy, networking, professional development, consumer education, and resource opportunities.

### Member of the Board

The Board will support the work of Massachusetts Council on Aging (MCOA) and provide mission-based leadership and strategic governance. While day-to-day operations are led by the Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Members of the Board of Directors should manifest:

- Professional experience with executive leadership, accomplishments in elder services, government, philanthropy, or the nonprofit sector;
- A commitment to and understanding of MCOA's membership, preferably based on experience or work history;
- Diplomatic skills and an affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals; and
- Personal qualities of integrity, credibility, and a passion for improving the lives of older adults of our Commonwealth.

### Robert Rules of Order

**Robert Rules of Order** for Non Profits will be the authority on all questions of debate on parliamentary procedure when the same does not conflict with the By Laws of the organization.

### Governance Model - Carver Policy Governance

1. The Board focuses on making decisions about: **1) What's good?** i.e., the benefit or outcome in consumers' lives that the organization is to provide; **2) For whom?** i.e., the persons for whom the difference is to be made, that is, the consumers; **3) At what cost?** i.e., the cost or relative worth of the benefits. All of the above (combined) are called 'ends' issues, in the Carver model.
2. The Board delegates to the Executive Director the responsibility for the 'means' to satisfy its 'ends' (or expectations). It does this by clarifying what are the limits of the CEO's authority. i.e., what the CEO may not do. Everything else is within his authority as he/she directs staff to fulfill the expectations, which have been set by the Board.
3. The Board exercises its fiduciary responsibilities through establishment of Executive Limitations and Board linkage Policies and monitoring of them.

## P.2 MCOA Draft Board Job Description

### Specific Board Member responsibilities include:

- Each Board Member has the duty to:
  - Take reasonable care when making decisions for the organization (called duty of care)
  - Act in the best interest of the organization's mission (called duty of loyalty)
  - Act in accordance with the organization's mission (called duty of obedience)
  - Stand aside when there is a conflict of interest (called recusal)
- Each Board Member has the responsibility to provide leadership, governance and oversight while advancing the MCOA's mission by leading the organization towards a successful future.
- Each Board Member serves as a trusted advisor to the Executive Director as s/he develops and implements MCOA's strategic plan. While the executive staff manages the day-to-day of the agency, the board operates behind the scenes to steer the organization in the right direction, the board should always be thinking about the "big picture." From determining the organization's mission and purpose to enhancing the organization's public image, the board is responsible for the overall health of the non-profit.
- Each Board Member will review and approve MCOA's annual budget, audit reports, the Federal 990 Form and any other material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities. Specifically, by approving the organization's budget, each Board Member is responsible for ensuring the organization has the money it needs to fulfill its mission. The agency may seek the assistance of Board Members to apply for grants or solicit donations to augment the MCOA's budget. Most nonprofits require Board members to personally donate to the organization to show commitment to the agencies mission, however, MCOA recognizes the time spent on with Board business and the transportation costs associated with participation in MCOA's activities as good faith efforts to donate to the agency's mission.
- Each Board Member will be asked to contribute to the evaluation of the Executive Director led by Board's Personnel sub-committee, which is a sub-committee of the Finance Committee and comprised of President, Vice President, Past President, Treasurer and Assistant Treasurer. All Board Members will participate in the final selection i of a new Executive Director when necessary. The Board does have the authority to remove executive leaders and team members with cause. Thru approval of the annual budget the Board does approve the staff salaries established by the Executive Director. The Executive Director's salary will be set annually by the Personnel sub-committee and voted on by the full Board.
- Each Board Members must ensure that board decisions are carried out.
- Each Board Member will serve on a committee(s) or task force(s) and or take on special assignments as requested by Executive Director and/or Board President.
- Each Board Member will assist the Board President in identifying and recruiting new Board Members and ensure MCOA commitment to a diverse board and staff that reflects the communities MCOA serves. Membership on this non-profit boards has been very fluid. To ensure long-term success, an effective board will articulate clear prerequisites for members and offer training and guidance to new members.
- Each Board Member will help coordinate activities within their define Districts and work with Regional Representatives to disseminate and retrieve information from the field.
- Each Board Member will represent MCOA to stakeholders and act, when requested by the Board President, as an ambassador for the organization.

## **P.3 MCOA *Draft* Board Job Description**

### **Board terms/participation**

This is an opportunity for an individual who is passionate about MCOA's mission and who has a track record of board leadership. Selected Board Members will have achieved leadership stature in senior center/elder services sector. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

- **The Board will consist of 17 members.**
- **The members of the board will be elected annually at a late spring Annual Meeting) to serve for the following fiscal year.**
- MCOA Board Members will be representative of landscape of COA's statewide (small, rural inner city, with geographic distribution).
- A Board member will participate at held scheduled and committee meetings as assigned and will provide all necessary information in a timely manner as requested. All new board members must participate in an annual orientation meeting.
- MCOA will try to accommodate Board Members wishing to call into Board meetings if the request is received in a timely manner.

### **Financial Benefits:**

- Service on MCOA's Board of Directors is without remuneration, except for administrative support, and some travel and accommodation costs in relation to Board Members' duties.

### **Board Limited Standing Committee (except where noted):**

**Executive Committee** (formerly known as the Governance Committee): comprised and limited to the duly elected officers: President, Past President, Vice President, Treasurer, Assistant Treasurer, Secretary, and Assistant Secretary. This Committee is charged with overseeing the administrative functions of MCOA: it will oversee all contracts of the Corporation; and it will review and when necessary offer amendments to bylaws. It is empowered to conduct business between Board meetings when decisions are needed with a quick turnaround. A sub-committee of the Executive Committee will be the Personnel Committee, charged with supervision and annual evaluation of the Executive Director and to annually review and maintain the Personnel Policies. In addition there shall be establish a Nominations sub-committee led by Board members that may include duly elected Regional Representatives to annually nominate members of the Board of Directors and Regional Representatives.

**Board Led Standing Committees:** Board members lead the following Standing Committees but it is strongly suggested that additional participants from the membership are recruited and encouraged to join. This inclusion will foster more diverse participation in MCOA activities, provide for organizational continuity and develop a mechanism to groom future leaders.

**Finance Committee.** The Committee will provide fiscal oversight for the Corporation. It will, in conjunction with the Executive Director and the Fiscal Manager, develop and submit an annual budget; it will recommend banking policies; and set accounting practices. The Treasurer and Assistant Treasurer will be members of this committee along with the President, Past President and Vice President. The Finance Committee is empowered to establish when needed two sub-committees: A Resource Development sub-committee tasked with diversifying MCOA's income streams, conducting fund raising drives as needed; and it will pursue grant and other financial opportunities; and an Audit Review sub-committee to address any findings identified in the agency's annual audit. Additional participants from the membership should be recruited to assist with the tasks assigned to these sub-committees.

## **P.4 MCOA Draft Board Job Description**

**Education and Membership Committee.** The Education Committee shall oversee all programming and scheduling of MCOA sponsored training events. The committee is also charged with the responsibility of involving members to actively participate with design the content of these trainings by surveying the membership and coordinating with Standing Committees Working Groups, and Task Forces. The Education and Membership Committee shall coordinate events with the Major Events Committee.

**Major Events Committee: Fall Conference, Spring Conference and Annual Meeting Committee.** The Conference Committee plans our annual fall conference, the annual spring conference targeting small and rural COAs, and the annual meeting. The duties include all workshop planning, conference registration, local arrangements and any other function necessary to complete this task. A designated Board member will be Conference Chair.

**Credentialing Committee.** The Credentialing Committee is charged with conducting the applicant review for the three levels of staff certification: Administrator, Director and Program Manager. The Committee is comprised of previously certified members appointed by the President but additional vacancies from the membership may be necessary. In addition the Credentialing Committee will work with the National Institute for Senior Centers to promote and coordinate their National Accreditation process.

**Legislative Committee.** The Committee will recommend to the Board of Directors and the general membership positions on issues relevant to the work of MCOA; lobby federal, state, and local bodies politic on behalf of positions taken by MCOA; keep the membership apprized of the impact of governmental, quasi- governmental, and private sector actions and decisions impacting on the lives of elders. A designated Board member will be Legislative Chair.

**Public Relations.** This Committee shall coordinate efforts to publicize the work and positions of MCOA; develop and maintain a media listing; work to raise the visibility of the corporation; and assist local COAs to ensure their message and their work are recognized in the Community. (aka *Marketing & Communications*)

**Small and Rural COA Committee.** The Small and Rural COA Committee is responsible for developing programming and services targeted for small and rural Councils and Aging.

**New Director Orientation.** The New Director Orientation Committee is charged with conducting regional trainings as needed for newly hired COA directors, including developing a new director workshop curriculum and compiling and updating a training manual. Membership can vary according to regional needs.

**Attached: “The Attorney General’s Guide for Board Members of Charitable Organizations”**

[https://www.mass.gov/files/documents/2016/08/oz/guide-for-board-members.pdf?\\_ga=2.70114576.1416249060.1543981651-684422265.1531626559](https://www.mass.gov/files/documents/2016/08/oz/guide-for-board-members.pdf?_ga=2.70114576.1416249060.1543981651-684422265.1531626559)

*The above document is an amalgamation of documents suggested by the National Council on Aging, the Massachusetts NonProfit Network, the National Council on Nonprofits and the following articles:*

Atty Gen – Guide for Board Members of Charitable Organizations  
National Council of Nonprofits – How to be a Great Nonprofit Board Member  
Non Profit Times – 6 Items on Your Financial Dashboard  
MA Secretary of State – Nonprofit Corporation Information  
Trusteeship – Practice Good Governance or Face External  
Nonprofit 411: What are the responsibilities of individual board members?  
Top 7 Responsibilities of Non-Profit Board  
National Council of Nonprofits – Board Roles and Responsibilities  
Information for prospective NCOA board members August 2018

*These articles were distributed at the August 29, 2018 Board meeting. A sub-committee was formed to review and propose a document to guide and govern MCOA’s Board of Directors.*

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