

# **NATIONAL COUNCIL FOR COMMUNITY AND EDUCATION PARTNERSHIPS**

## **LEGAL DUTIES OF BOARD MEMBERS**

### **1. The Duty of Care**

The Duty of Care requires that board members remain fully informed about the organization's activities, participate in decisions and do so in good faith. Board members must use the care and judgment of an ordinarily prudent person in similar circumstances.

The duty of care is carried out through:

- Attendance at board, committee meetings and organizational events
- Advance preparation for meetings
- Use of independent and best judgment
- Sharing the individual board members' expertise
- Representing the organization and its mission in board members' own sphere of influence (be the ambassadors for NCCEP)
- Be consistently informed and engaged
- Express care and consideration for each other as board members and for the staff

### **2. The Duty of Loyalty**

The Duty of Loyalty requires board members to exercise their power in the interest of the organization and not in their own interest or the interest of another entity, particularly one in which they have a formal relationship. When acting on behalf of the organization, board members must put the interest of the organization before their personal and professional interests. The Duty of Loyalty requires board members to give undivided allegiance to the organization when making decision affecting the organization.

The Duty of Loyalty is carried out through:

- Being aware of the conflict of interest policy and having signed the conflict of interest statement
- Disclosing promptly and fully any existing or potential conflict of interest
- Adhering to the organization's conflict of interest policy
- Avoid of the use of organizational information or opportunities for the individuals' personal gain or benefit

### **3. The Duty of Obedience**

The Duty of Obedience requires board members to comply with all applicable federal, state and local laws, adhere to the organization's by-laws and remain the guardians of the mission. Although board members may exercise their own reasonable judgment concerning how the organization should best meet its mission, they are not permitted to act or speak publicly in a way that is inconsistent with the central goals of the organization.

The Duty of Obedience is carried out through:

- Thorough examination of the organization's compliance with regulatory and reporting requirements, and other documents governing the organization and its operations (such as by-laws and policies)
- Involvement in ensuring that board decisions are within the scope of the organization's mission
- Speaking "with one voice" after a decision has been made, even if the individual board member voted against it.