



## **DUTIES OF THE BOARD OF DIRECTORS**

The Ohio Affiliate of Prevent Blindness (PBO) Board of Directors members are trustees who act on behalf of the organization's constituents, including service recipients, funders, members, the government, and taxpayers. The board of directors has the principal responsibility for fulfillment of the organization's mission and the legal accountability for its operations. This means that as a group they are in charge of establishing a clear organizational mission, forming the strategic plan to accomplish the mission, overseeing and evaluating the plan's success, hiring a competent CEO and providing adequate supervision and support to that individual, ensuring financial solvency of the organization, interpreting and representing the community to the organization, and instituting a fair system of policies and procedures for human resource management.

Board members have a duty of loyalty to the organization, its staff and other board members. While differences of opinion are sure to arise, board members should seek to keep disagreements impersonal. By practicing discretion and accepting decisions made on a majority basis, board unity and confidence will be promoted.

Board members accomplish their functions through regular meetings and by establishing a committee structure that is appropriate to the size of the organization and the board. Ideally, board members arrive at meetings prepared and ready to engage in thoughtful dialogue, and there is a group process which generates and uses the best thinking of its members.

Boards should be open to self-evaluation and regularly review their own composition to ensure constituent representation, and board expertise and commitment. Boards also are responsible for evaluating and determining compensation for the executive director.

## **SIZE AND COMPOSITION**

The Prevent Blindness, Ohio Affiliate Code of Regulations states that our Board should have a minimum of fifteen members. Directors are representative of the make-up of the parties of interest and responsibility which compose the membership body; i.e. eye care professionals, members of allied health professions; legal, banking and accounting professionals; business and labor representatives; and lay leadership, such as found in volunteer groups and service clubs with a special interest in preventing blindness. Membership on the Board is open to all regardless of race, color, religion, sex, age, national origin, marital status, ancestry, sexual orientation, parental status, or physical or mental handicap that is unrelated to carrying out Board responsibilities.

In selecting Board candidates, we note the various vocations and backgrounds of the present Board to look for gaps and concentrations of abilities. We keep in mind the qualities needed by Prevent Blindness, Ohio Affiliate and its program for the coming year. A list of the qualities needed on the Board are checked against the abilities of the potential members and indicate those who combine the greatest number of desired strengths.

## **MEETINGS**

There are four meetings of the Board annually usually in May, August, October and February. The Executive Committee meets only if needed.

## **ELECTIONS**

The directors and officers of Prevent Blindness, Ohio Affiliate are elected at the Annual Meeting. A Nominating Committee, appointed by the Chair presents the slate.

## **TERMS OF OFFICE**

Tenure of office for officers and directors is limited in accordance with Prevent Blindness America's model by-laws. For directors, two terms of three years each with a year's lapse before becoming eligible for further election is a satisfactory plan. For the Chair, two one-year terms are recommended.

## **RELATIONSHIP WITH STAFF**

The CEO is present at all Board meetings, except when his own employment and salary are being discussed. Other senior staff members also attend Board meetings as appropriate. Staff do not participate in deliberations unless called upon, and they have no vote.

The staff role in relation to the Board will depend on how the CEO and key volunteer leaders develop a way of working together as a team. The effective CEO does not consider the Board a rubber stamp, which gives automatic approval. The CEO recognizes that the Board should be assisted in understanding issues to be decided upon. He or she is fully aware that the Board determines the organization's policies and that staff works with volunteer members to implement these policies. He or she assures that Board members are adequately informed on policies and activities and arranges for appropriate orientation programs for all Board members.

The CEO acts as a consultant to the Board Chair. He or she suggests projects and procedures; helps define problems for the Board to consider; serves as a resource for the Chair and committee chairpersons; assists in the development of meeting agendas; and interprets National policies.

A nonprofit's Board of Directors has very specific duties that are distinct from those of the CEO. Directors have fiduciary responsibilities and they are required to act within their authority primarily for the organization's benefit. Directors do not have power or authority individually. A board's decision-making ability lies in its group structure. While at times an individual board member may become extensively involved with one particular program area and be working with staff, this is usually temporary, and information regarding the need for increased attention by that board member should be relayed regularly to the full board.

## **DIRECTOR'S CODE OF CONDUCT**

The board expects of itself and its members ethical and businesslike conduct. This commitment

includes proper use of authority and appropriate decorum in group and individual behavior when acting as directors.

1. Directors must represent unconflicted loyalty to the interests of the ownership.
  - This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs.
  - This accountability supersedes the personal interest of any director acting as an individual consumer of this agency's services.
2. Directors must avoid any conflict of interest with respect to their fiduciary responsibility.
  - There must be no self-dealing or any conduct of private business or personal services between any director and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to otherwise “inside” information.
  - Directors must not use their positions to obtain for themselves or for their family members employment within the agency.
  - Should a director be considered for employment, s/he must temporarily withdraw from board deliberation, voting and access to applicable board information.
3. Directors may not attempt to exercise individual authority over the agency except as explicitly set forth in board policies.
  - Directors' interaction with the CEO or with staff must recognize the lack of authority in any individual director or group of directors except as noted above.
  - Directors' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any director or directors to speak for the board.
  - Directors will make no judgments of the CEO or staff performance except as that performance is assessed against explicit board policies by the official process.
4. Directors will deal with outside entities or individuals, with clients and staff and with each other in a manner reflecting fair play, ethics and straightforward communication.

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