



**DC Ranch Association  
Board Report 2-3-2020 #3**

**Subject Matter: Board Member Roles and Responsibilities**

**Background:** At the January 6, 2020 board meeting, the Board reviewed and considered a document titled Board Member Roles and Responsibilities. The document was first discussed by the Board at a December 3, 2019 board workshop where all seven directors were present.

At the January 6 meeting, a few edits to the document were requested. Those edits were made and are reflected on the accompanying document.

The Board, if so inclined, can formally approve the proposed Board Member Roles and Responsibilities.

**Recommendation:** Approve the proposed Board Member Roles and Responsibilities.

  
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Darren Shaw, Executive Director

**DC Ranch Association, Inc**  
**Roles and Responsibilities of Board Members**  
**February January 2020**



Each member of the Board of Directors plays an important role in ensuring that the board functions effectively. When committing to serve on the DC Ranch Association Board, each board member accepts responsibility for meeting expectations and carrying out the Board's work on behalf of the Association's owners. The following summarizes those responsibilities.

**1. General Expectations:**

- Know and support the DC Ranch Vision and the Mission Statements for the Ranch Association, the Community Council and the Covenant Commission
- Understand the DC Ranch Organizational Structure
- Familiarize yourself with the Governing Documents (Bylaws, Articles of Incorporation, CCRs and Community Standards) of Ranch Association, as well as the governing documents of Community Council and Covenant Commission
- Know and observe the Board's powers, duties and limitations
- Accept leadership roles and undertake assignments that advance the Board's agenda
- Make decisions and recommendations without bias or prejudice toward individuals or outcome
- The Board President and the Executive Director are authorized to speak or make statements on behalf of the Association. No other members of the Board or staff are so authorized. Refrain from speaking on behalf of the Board unless expressly requested to do so by the Board President

**2. Meetings:**

- Prepare for and conscientiously participate in Board and committee meetings, including review of Board materials and advance background information
- Ask appropriate, substantive questions to achieve a deeper level of understanding for all Board members
- Follow and support the Board decisions made by majority vote, taking special care not to undermine a decision you might not agree with
- Attend all meetings whenever possible. Inform Board President and/or Executive Director if unable to attend a meeting. Board members who miss three regular Board meetings in a calendar year will be subject to review and possible dismissal

**3. Relationship with Staff:**

- Provide insight, counsel and guidance to the Executive Director as needed and appropriate
- Avoid directing, reprimanding or otherwise managing staff. Observations regarding staff members' performance shall be reported to the Executive Director for appropriate action

- Avoid infringing on staff members for special requests for information that may require extra time to gather and are not part of ongoing Board or committee work. All requests regarding the work of staff should be directed to the Executive Director.

**4. Fiduciary Responsibilities:**

- Read and understand the annual budget and financial statements, taking special care to ask pertinent questions when financial reports are presented

**Officer's Duties and Responsibilities**

**Board President** (must be a Board member):

- Preside at all meetings of the Board and at other meetings and events as appropriate. (VP to preside in absence of President)
- Facilitate meaningful and civil dialogue at board meetings and ensure that each member can contribute
- Cultivate a strong working relationship with the Executive Director and regularly consult on strategic initiatives
- Oversee the hiring, monitoring and performance evaluation of the Executive Director
- Approve the Ranch Association board agendas in advance of board meetings
- Oversee development of rules and policies
- Ensure that Board Members carry out their specific roles and responsibilities.
- Participate in the Governance Meetings and facilitate relationships with other Ranch Boards
- Ensure Ranch Board members are kept informed of relevant matters
- Can initiate direct communication with legal counsel

**Vice President** (must be a Board member):

- Preside at Board meetings and other events, in the absence of Board President
- Conduct annual performance evaluation of Executive Director along with Board President

**Secretary** (must be a Board member):

- Chair the Policy Committee
- Review minutes of Board meetings prior to distribution to the full Board
- Ensure that the Ranch Association records are maintained in an appropriate manner
- Record all matters brought to Board and voted upon by the Board
- Sign all Board policies

**Treasurer:**

- Chair the Finance Committee
- Review financial reports, accounts receivable, and related reports on a monthly basis
- Review Investment accounts quarterly
- Review and assist with the annual budgeting process.
- Meet with Auditor at least annually and assess internal controls
- Review annual Audited Financial Statements and tax returns
- Work closely with Executive Director and Director of Financial Operations to ensure financial stability

- Ensure compliance with all policies related to the finance functions of the Ranch Association

**Directors:**

- Familiarize yourself with committee work by attending and participating on Board Committees
- Work with professionals engaged or considered for engagement by the Ranch
- Newly elected directors should familiarize themselves with the last six months of Board meeting minutes; governing documents; current projects; and the roster of key contacts.
- Participate in the selection, appointment and performance reviews of the Executive Director
- Participate in addressing Executive Director performance concerns, including termination consideration
- Approve annual budgets
- Elect officers of the Board
- Familiarize yourself with Robert's Rules of Order

Last revised: January 9, 2019

Proposed