

## **Board of Directors Job Description:**

The Board of Directors plays a key strategic role for the work of Powell Economic Partnership (PEP), the PEP Foundation, the Powell Valley Chamber of Commerce, and the Powell Visitor's Center. The Board shall have the powers and duties necessary and appropriate for the administration of the organization, consistent with the law, the articles of Incorporation, and the bylaws.

**Duties:** The PEP Board of Directors contributes to the success of the organization by:

- Selecting, appointing, evaluating and supporting an Executive Director to serve as the chief executive of the organization
- Creating and stewarding the vision, mission and goals
- Overseeing general business affairs, including adopting an annual budget aligned with organizational priorities and needs, and designating a financial institution to serve as the organization's depository
- Establishing committees, and appointing members, to carry out work of the organization
- Initiate and conduct proceedings for termination of membership
- Adopting rules and policies as deemed necessary and appropriate
- Thoroughly preparing for, attending, and actively participating in regular and special board meetings, annual meetings, retreats, and other board work
- Representing the organization to its members, partners, and the community overall, acting as an ambassador and liaison
- Serving as a trusted advisor to the Executive Director and other board members

**Expectations:** The Board develops and stewards the organization's vision, mission and strategic goals. For the organization to be successful, board members must be fully engaged and participatory in their work. Board directors are elected to a three-year term, and are eligible to serve three consecutive terms. Directors must be a member in good standing of PEP upon assuming their seat, and will be expected to regularly review and sign a conflict or duality of interest policy.

**In return for your service, you are offered:**

- An unprecedented opportunity to deepen your understanding of the community, and shape the future of Powell
- Opportunities for robust collaboration with peers, growing your leadership and management skills
- Well-planned, efficiently run meetings that respect your time and utilize your expertise appropriately
- Access to board and organizational information in a timely manner, so board members can review and prepare for meetings, retreats and events appropriately
- The indemnification offered by a comprehensive Directors & Officers insurance policy

### **Board Officer Duties:**

The Board shall have a Chair, Vice-Chair, Secretary, and Treasurer. All officers of the board serve a one-year term. The board officers collectively make up the PEP Executive Committee.

**Chair.** Working closely with the PEP Executive Director, the chair leads the board in defining responsibilities, setting direction and ensuring the board operates on a strategic level. The Chair of the Board, as the chief elected officer of the organization, will:

- Plan, preside at and facilitate all meetings of the Board of Directors, unless he or she requests another officer to preside in his or her stead.
- Have the power to call special meetings of the Board as provided in the Bylaws and appoint, subject to approval of the Board of Directors, standing and ad hoc committees.
- Guide and coordinate board actions with respect to PEP's organizational priorities
- Consult with the board members on their roles and performance, and ensure the Board's commitment to representing and serving the community
- Along with the executive committee, ensure a periodic performance evaluation of the Executive Director
- Regularly review legal and fiduciary responsibilities and assure compliance
- The Chair shall perform all other duties as are properly required by the Board of Directors.

**Vice-Chair.** The Vice-Chair shall perform such duties as may be assigned to him or her by the Board of Directors, including:

- Performing chair responsibilities when the Chair cannot be available
- Serving as a trusted advisor and resource to the Chair and Executive Director to guide and coordinate board actions
- Contribute to a periodic performance evaluation of the Executive Director
- The Vice Chair shall perform all other duties as are properly required by the Board of Directors

**Secretary.** The Secretary, working closely with the Executive Director, maintains and monitors key corporate documents, records and compliance documents, including:

- Creating a system for recording and archiving meeting minutes and organization documents
- Having charge of organizational documents as the Board may direct, and assuring all are available for inspection to the extent required by law
- Submitting timely and accurate reports to the Board, members and others as is appropriate.
- In the event the role of Treasurer is vacant, serving as the Treasurer of PEP.

**Treasurer.** The Treasurer, working closely with the Executive Director and accountant, oversees and has custody of all PEP funds.

- Creating a system for keeping full and accurate account of all monies received and paid out on behalf of PEP, and regularly reporting PEP's financial status to the Board of Directors
- Endorsing all checks or notes, and paying all bills or other obligations, that are subject to the control of the Board, on behalf of PEP

- When deemed appropriate by the Board of Directors, submitting the books and records for an annual review by an external party
- Sharing a financial report to the Board of Directors and the membership annually.

**Ex-Officio.** The board may choose to appoint ex officio members as deemed necessary by the board, typically to address a specific and/or time-limited topic or opportunity before the board.

- Ex-officio board members do not vote on matters before the board.
- Ex-officio members are invited and expected to participate fully in the discussion and deliberation of the board pertaining to the specific topic or opportunity.