



RS EDEN Board of Directors – Position Description

Call to Action

Every day, RS EDEN's resilient clients work to overcome barriers including homelessness, substance abuse, and past incarceration. Our staff connects the people we support with the resources and tools to find stable housing, get and stay sober, build community, and more. Through RS EDEN's programs, our clients are writing new stories as they build new beginnings.

Our community needs those new beginnings—especially now. From the tragedy of George Floyd's murder has come an incredible drive to end injustice and institutional racism, reform the criminal justice system, and make a commitment to equity that goes beyond words. RS EDEN has been striving for this change for nearly 50 years, but this moment demands even more. To get there, we are looking for leaders to join our Board of Directors who can drive lasting change for our community and *everyone* living in it.

*For more information about RS EDEN's 50-year history of serving members of our community who need it the most, visit www.rseden.org or contact Caroline Hood, President and CEO, chood@rseden.org.

The Role

As part of RS EDEN's Board of Directors, you will collaborate with the President and CEO to strategize how we can rise to the urgent challenges our community faces. As a board member, above all you will have a duty of loyalty and of care. More technically, the following lists the specific responsibilities and actions required to meet the board's legal, fiduciary, and ethical duties, and effectively govern the organization.

I. RESPONSIBILITIES OF THE BOARD

A. GOVERNANCE

1. Adopt, and regularly review, RS EDEN's Mission and Vision statements, and review management's performance in achieving them.
2. Adopt, and regularly review, RS EDEN's Statement of Values, and monitor the organization's performance in accordance with those principles.
3. Adopt, and regularly review, broad written policies reflecting the Mission and Values of the organization, within which the President and CEO is authorized to manage the organization and to develop and implement operational plans to carry out the Mission.
4. Regularly assess the environment of the nonprofit sector, and develop, in partnership with the President and CEO, strategies to be responsive.
5. Serve as a model for Minnesota nonprofits regarding best practices in governance.
6. Hire, monitor, appraise, advise, stimulate, support, reward, and, if deemed necessary or desirable, replace the President and CEO.

7. Ensure that management succession is properly planned.
8. Meet as a Board no fewer than four times a year. Focus on “what matters most,” and apply the knowledge and experience of individual Board members to the challenges facing the organization.
9. Establish Committee structure; adopt, and regularly review, Committee Charters.
10. Annually review and approve the performance review of the President and CEO and establish compensation.
11. Ensure that the organizational strength and employee base can sustain the Mission and achieve long-range goals.
12. Approve appropriate compensation and benefit policies and practices.
13. Propose prospective board members and fill vacancies as needed. Ensure adequate orientation of new members. Ensure adoption and adequacy of Board leadership succession plan.
14. Periodically conduct self-review of Board performance (including its composition, organization, and responsibilities) and take steps to improve its performance.
15. Ensure that RS EDEN has established policies to define and identify conflicts of interest throughout the organization and is diligent in its administration and enforcement of those policies.
16. Review compliance with relevant material laws affecting RS EDEN and its programs and operations.

B. FINANCE AND ADMINISTRATION

1. Ensure that RS EDEN’s financial structure and funding plans will adequately support its current needs and long-range strategy.
2. Ensure that the Board is carrying out its fiduciary responsibilities, such as reviews of periodic and annual financial statements, funding plans, budgets and financial goals.
3. Review results achieved by management compared with RS EDEN’s Mission, Strategic Plan, and annual and long-range goals.
4. Approve major actions such as capital expenditures on all projects over authorized limits and major changes in programs and services.
5. Ensure that the Board, its committees, members, donors, and the public are adequately informed of the financial condition of the organization and its operations through internal and published reports, or other appropriate method.
6. Ensure that published reports properly reflect the operating results and financial condition of the organization.
7. Appoint independent auditors, review audit reports, and review management letters with the President and CEO.
8. Ensure that adequate risk management policies are established and implemented.

II. RESPONSIBILITIES OF EACH INDIVIDUAL BOARD MEMBER

1. Be loyal to RS EDEN, always exercising Board powers in the interest of RS EDEN, and not for the interest of the individual Director or others.
2. Be informed about RS EDEN's Mission and Vision, Strategic and Operating plans, policies, and programs. Work with the rest of the Board to review, approve and oversee RS EDEN's Mission, and review performance in achieving it. Be an avid proponent of the Mission, and inform others about RS EDEN, its Mission, Vision and programs.
3. Ensure legal and ethical integrity, and maintain accountability and transparency to members, funders, donors, other constituents and the general public.
4. Prepare for, attend, and participate actively in Board and Committee meetings, and special events. Serve on Committees and undertake special assignments willingly and enthusiastically when asked.
5. Provide candid and constructive advice, comments and criticism. Ask timely and substantive questions at Board and Committee meetings consistent with conscience and conviction, while supporting the majority decision on issues decided by the Board.
6. Make a personal, tax-deductible contribution once a year at a level reasonable to the individual.
7. Support and actively participate in fundraising and awareness campaigns set forth to ensure sustainability and Mission.
8. Be familiar with and follow conflict-of-interest policies and submit an annual Conflict of Interest Report.
9. Participate in the generation and approval of policies focusing on mission, finances, and income. Ensure that programs are consistent with the Mission.
10. Suggest possible nominees for election to the Board, who can make significant contributions to the work of the Board and the organization.
11. Keep up to date on developments in and affecting the nonprofit sector.
12. Provide moral and professional support, and be available as resources, to the President and CEO. Respect existing time commitments and priorities of staff.
13. Avoid involvement in all political campaigns in the name of RS EDEN, unless directed by the Board or President and CEO to question or present an advocacy issue on behalf of the organization to a potential candidate.
14. Maintain confidentiality of the Board's executive actions.