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Although board members are elected as individuals by the corporate membership, the Board of Directors functions as one body in exercising its governance responsibilities, deliberating and making policy level decisions.

### **Governance Responsibilities**

#### **Set Strategic Direction**

- Work with the board chair and CEO in the development of strategic direction and vision for the council
- Sustain an organization-wide view in determining present and future needs of the organization and the means for meeting those needs
- Ensure and maintain an understanding of demographic, cultural, social and economic trends and their implications for Girl Scouting
- Apply Girl Scout values and principles in work as a member of board as it upholds and advances the Girl Scout mission
- Delegate authority for strategy implementation and management to the CEO

#### **Ensure Necessary Resources**

- Provide overall leadership and guidance in the development of the financial resources of the organization
- Develop policies related to the generation of financial resources
- Ensure that fiscal and human resources exist to carry out the work of the council
- Ensure that the council is positioned in the community to achieve the maximum benefit for all girls

#### **Provide Oversight**

- Establish policies to protect assets and ensure all legal and ethical accountabilities are met
- Monitor progress toward strategic priorities, organizational performance and evaluate outcomes
- Adopt and keep current policies and guidelines that acquisitions and allocation of resources to support the organizational priorities including but not limited to adopting budget, monitoring investments and approving banking arrangements
- Establish fund development policies compatible with principles of Girl Scouting
- Approve and support the plans for funding council's strategic priorities
- Ensure all governance documents are updated and maintained appropriately
- Select, appoint and evaluate the performance of the CEO against strategic priorities
- Ensure that an appropriate compensation philosophy and process exists
- Ensure compliance with the Girl Scouts of USA charter requirements

#### **Board Performance**

- Actively engage in the work of the board
- Work in collaboration with the Board Chair and Board Development Chair to regularly assess and evaluate board's own performance

## **Decision Influencing**

- Ensure an affective decision-influencing system that allows for all voices and access to board members and includes ongoing communication with the membership
- Build trust and involve a wider group of constituents in decision-influencing as appropriate

## **Individual Support Responsibilities**

- Register as a member of the Girl Scout movement
- Attend board and committee meetings; carry out assignments and prepare for active participation
- Maintain the confidentiality of board work until such time as it is released for general information
- Support and interpret board actions as necessary
- Participate in annual meetings as members of the corporate body
- Support the work of the Board Development Committee by identifying talent for the Board
- Commit to making an appropriate personal gift in support of Girls Scouts. Make Girl Scouts a top funding priority
- Embrace a culture of philanthropy and promote philanthropic values by the identification, cultivation, solicitation and stewardship of donors
- Understand, accept and interpret the philosophy and purpose of Girl Scouting
- Develop and maintain a culture of transparency
- Promote accessibility to Girl Scouting for all girls in the council's jurisdiction, promote diversity and ensure pluralism
- Represent the corporation within the council's jurisdiction at meetings and other events by interpreting the Girl Scout mission, philosophy, values and brand
- Provide a positive image of the council as a representative of the corporation
- Understand board governance, fiduciary and legal responsibilities

## **Ideal Characteristics**

- The model candidate will have a proven reputation based upon business acumen in their field
- Prior board experience is desirable, but not required
- Passion and affinity for Girl Scouts mission and purpose
- Highest standards of personal and professional integrity and ethics, commitment to a culture of transparency and open communication at the board level and throughout the organization
- Ability to evaluate strategy, acquisitions, business plans, financial issues and people in a constructive manner with a commitment to building long term stakeholder value
- Dedicated to accountability and continuous improvement with a belief in innovation as a key success factor
- Ability to provide informed and thoughtful counsel to the board and CEO
- Excellent listening skills. Values team and board performance over individual performance
- Commitment to active engagement and the time to carry out responsibilities of a board member

**Elected by:** Council Corporate Membership

**Length of Term:** 2 years