



## **Responsibilities and Expectations Rose Kennedy Greenway Conservancy Board of Directors**

The Rose Fitzgerald Kennedy Greenway Conservancy Inc. (“Conservancy”) is the 501c(3) private non-profit that has sole responsibility for managing all aspects of the Rose Kennedy Greenway, including horticulture, programming, public art, maintenance, and capital improvements. Board members are united by a strong commitment to support the Conservancy and are responsible for ensuring the Conservancy’s [mission](#) and financial sustainability.

### **Board Overview**

- “The Conservancy shall be governed by a board of directors which shall be dedicated to ensuring that the Greenway is operated, maintained, managed and actively programmed, financed and improved to the highest standards ... [to] create an important resource of national, regional and statewide significance for residents and visitors to the city and the neighborhoods and districts in which it is situated.” --*excerpted from [enabling legislation](#)*
- The Board is composed of 21 members, nominated by elected officials, government agencies, neighboring community groups, the Greenway BID, plus the Conservancy Board itself. A list of current Board members can be found on our website linked [here](#). Nominees are presented at a Board meeting for an approval vote.
- Board members serve for up to two three-year terms. (However, the two Directors serving by nomination of the State Representative from the Third Suffolk District and the State Senator from the First Suffolk and First Middlesex District will each serve for a single five-year term.)
- The Board meets in public, at least four times annually. A [calendar of meetings](#) can be found on our website.
- The Conservancy maintains D&O Insurance coverage for its Board members.

### **Role of Board**

- Be fully knowledgeable about and committed to the Conservancy’s mission, governance documents and other policies documents, found on our website [here](#).
- Assume stewardship responsibility for the Conservancy’s finances.
- Select Executive Director (or equivalent title), review his/her performance annually, and coach/mentor.
- Strengthen the Conservancy’s financial base by providing leadership and financial support for fundraising efforts.
- Participate in strategic and business planning and the setting of short- and long-term goals. Assess the organization’s progress toward goals and milestones.
- Serve as Conservancy ambassadors.

### **Expectations of Members**

- Actively participate
  - Attend a Board orientation program within the first month of joining the Board.
  - Attend and participate in-person for at least 75% of regularly scheduled board meetings. Review agenda and supporting materials prior to meetings.
  - Serve on at least one Board standing committee (Audit, Finance, and Risk Management; Development; Nominating; and Investment Committees). Participate with the Executive Director in ad hoc working groups, as needed.



- Attend Greenway special events and serve as an informed ambassador for the Conservancy in the community.
- Make the Conservancy a top philanthropic priority.
  - Make a personal Annual Fund contribution every year, as appropriate to your circumstances. Support the Gala on The Greenway and special fundraising campaigns consistent with your ability to give.
  - Coordinate with the Development Department to set a personal fundraising plan to identify, cultivate, solicit, and/or steward current and prospective donors.

### **Legal Responsibilities**

- Comply with the Conservancy's Bylaws, amended and redrafted Corporate Governance Guidelines, and other policies documents adopted by the Conservancy from time to time, applicable to Board members, including the Conservancy's Code of Ethics, Conflict of Interest Policy, and confidentiality policies.
- Participate in Board deliberations in a manner consistent with the Conservancy's compliance with the Massachusetts Open Meeting Law as applicable pursuant to Chapter 306 of the Laws of 2008 and Chapter 242 of the Acts of 2012 (Sections 11-13).
- Understand the following excerpt from *The Legal Responsibilities of Nonprofit Boards*, which summarized key obligations of non-profit Board members:

*Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. ... These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.*

*Duty of Care: The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinary prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.*

*Duty of Loyalty: The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that the board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.*

*Duty of Obedience: The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.*