



**East Village Association, Inc.**  
**Board Member Duties**  
**2017**

As a voting member of the East Village Association, Inc. (EVA), each director of EVA has full authority and responsibility to act in accordance with California nonprofit corporation law, meeting standards of conduct described as the duties of care, loyalty and obedience.

**The Duty of Care** – The duty of care describes the level of competence that is expected of a board member and is defined as the care that an ordinary prudent person would exercise in a like position under similar circumstances. This means that a board member must exercise in a reasonable care when he or she makes a decision as a steward of the organization. To do so, a board member must regularly and consistently attend meetings and come to them prepared and informed – having carefully reviewed and considered any distributed materials in advance of a discussion or vote.

**The 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 that puts the interests of the organization above his or her own. This means that a board member can never use information obtained during the course of board service for personal gain or to benefit another organization or individual with which he or she has an affiliation. In addition to addressing conflicts of interest, the duty of loyalty also characterizes a standard whereby board members speak in one voice following decisions that are made at a meeting.

**The Duty of Obedience** - The duty of obedience requires board members to be faithful to the organization's mission, to the bylaws and policies governing this corporation, and to laws pertaining to California nonprofit corporations. Board members are not permitted to act in a way that is inconsistent with the goals of the organization. A basis for this rule lies in the public's trust that the organization will manage its resources to fulfill the organization's mission.

In addition to these legal duties, board members of EVA are expected to:

1. Attend regular board meetings without missing three (3) consecutive meetings each year, read the materials that have been distributed prior to the meeting, and come prepared to discuss the matters presented in the agenda.
2. Serve on at least one (1) advisory committee. Members are encouraged to use personal/professional expertise and skills to assist in making qualified and educated decisions and recommendations for EVA.
3. Determine and be vigilant to the mission and purpose of EVA by ensuring that its goals, means, programs and services reflect the highest ideals of EVA. This includes becoming familiar with the EVA's programs, helping to develop a well-conceived strategic plan for the organization, monitoring the progress of the plan, and regularly reviewing the EVA's on-going initiatives to assure impact and mission congruence.
4. Select, annually evaluate and support the chief executive with the moral and professional support s/he needs to advance the work of EVA and serve its constituencies.
5. Develop and adopt key policies and procedures that assure sound operational and ethical practices; approve contracts as appropriate.

6. Review and approve the annual budget and oversee the fiscal and operational performance of EVA in such a manner that ensures that its resources are prudently allocated and its assets are protected.
7. Ensure EVA has adequate resources for carrying out its work. This includes paying annual member dues as billed through the City of San Diego or by paying an Associate Membership fee of \$250 per year.
8. Enhance the public image of EVA by acting as an ambassador and bridge-builder for the organization. This includes having the ability to clearly articulate the mission of EVA, describe its programs, accomplishments and goals to others in the community, and inform the chief executive of relevant community concerns.
9. Develop and maintain a clear, constructive, collegial and communicative relationship with staff and fellow board members during interactions at board meetings and through service on at least one advisory committee. Members are encouraged to express themselves by making constructive suggestions, to consider the points of view expressed by other and by all means, to maintain the confidentiality of board discussions.
10. Build and maintain a competent governing board by understanding the qualities and qualifications sought in board members, assisting with new board member identification and recruitment, welcoming and helping to orient new members, and participating in an evaluation of one's own and the board's performance as a whole.