



Board Member Expectations

Role of the Board

The role of the board is to represent the community at-large to govern and provide stewardship for CFS according to its mission and guiding principles. It is the aim of the CFS board to have a diverse and well-balanced board of directors. Diversity of thought, gender, ethnicity, expertise and geographic representation within the CFS service territory, will be considered when seeking new board members. The board will work with the staff of CFS to identify and seek charitable donations, prospective donors and corporate partners for the ongoing operational and capital needs of the organization.

Duties of the Board

All the rights, powers, duties and responsibilities relative to the governance, management and control of the Corporation's assets and affairs are vested in the Board of Directors. The Directors have a duty to exercise reasonable care and prudence in the affairs of the Corporation.

Volunteerism and Contributions

Community Food Share depends largely on the involvement and dedication of volunteers. Accordingly, all board members are encouraged to serve as operational volunteers. Each board member is expected to provide a personal donation and to actively assist in seeking donations. The demonstration of support, rather than the amount of the contribution, is of principal importance; members are expected to contribute only within their individual means.

Governing Styles and Principles

The board will govern with an emphasis on (a) mission and guiding principles; (b) integrity and truthfulness in all methods and practices; (c) outward vision and community engagement rather than an internal preoccupation, (d) encouragement of diversity in viewpoints, (e) strategic leadership rather than administrative detail, (f) clear distinction of board and chief executive roles, (g) collective rather than individual decisions, (h) future rather than past or present, and (i) activity rather than reactivity.

Qualifications, Election, and Tenure

The minimum number of Directors shall be nine (9) and the maximum number shall be fifteen (15). The term of each Director shall be three (3) years, and no Director shall serve more than two (2) consecutive terms, with the following exception: the Chair of the Board of Directors may serve up to an additional three years if necessary to serve as Chair-Emeritus of the Board of Directors.

Annual Meeting and Regular Meetings

The Board of Directors meets on a monthly basis, typically the last Monday of each month at 5:00 pm. Members should strive to attend 100% of the board meetings, but are required to attend at least 70% of the monthly board meetings in any given fiscal year. An annual meeting of the Board of Directors is also conducted for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting. Attendance at the annual meeting is expected of each board member.

Committees

The Board of Directors of the Corporation has created an Executive Committee, a Nominating Committee, a Development and Outreach Committee, a Finance Committee and a Governance Committee to help carry out its responsibilities. Committees may include other community members as a way in which to broaden the

reach of CFS, to tap specific expertise and to ascertain the level of interest and commitment of possible future board members. Each board member is expected to serve on at least one board committee.

Compensation

No Director of the Board of Directors shall receive any compensation for serving in such office, provided that the Corporation may reimburse any Director of the Board of Directors for reasonable expenses incurred in connection with service on the Board.

Standard of Conduct for Directors and Officers

Each Director and officer shall perform their duties as a Director or officer, including without limitation their duties as a Director of any committee of the Board, in good faith, in a manner the Director or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.