

**University of Northern Colorado Foundation, Inc.
Board of Directors Job Description**



Mission

The University of Northern Colorado Foundation (Foundation) is a non-profit 501(c)(3) entrusted to provide support and steward donations for the University of Northern Colorado (University).

Role Summary

The Foundation Board of Directors provides mission-based leadership and strategic governance to the Foundation in support of the University. While day-to-day operations are led by the Foundation's President, the Director-President relationship is an active partnership, and the appropriate involvement of the directors is both critical and expected. Voting directors are elected by the Board and are legal fiduciaries of the organization with the duties of loyalty, obedience and care as defined below:

- **Duty of Loyalty:** Put the organization's interests ahead of any private interests
- **Duty of Care:** Devote the necessary time and attention to the affairs of the organization to enable prudent, reasonable and informed decisions; be informed, ask questions, participate in deliberations, and exercise prudent judgment
- **Duty of Obedience:** Carry out the purposes of the organization as defined in the articles of incorporation, bylaws and mission and obey all applicable local, state, and federal laws

Specific Responsibilities

- Hire the President of the organization and contribute to his/her annual performance evaluation
- Serve as a trusted advisor to the President as he/she develops and implements the strategic plan
- Maintain committee(s) of subject matter experts to oversee the organization's investment portfolio, financials, audits and audit processes as well as governance policies and projects
- Review and approve the Foundation's annual budget, annual tax and audit reports, year-to-date financials, consultant contract agreements and other material business decisions
- Review outcomes and metrics created by the Foundation for evaluating its impact and regularly measure its performance and effectiveness towards mission
- Assist the President and other directors in identifying and recruiting new directors or committee members
- Partner with the President and other directors to ensure that board resolutions are carried out
- Serve on committees or task forces and take on special assignments, as needed
- Represent the Foundation to stakeholders and be an ambassador for the Foundation and the University
- Work to ensure the Foundation's ongoing commitment to diversity reflects the University and the communities it serves
- Communicate in a timely and appropriate manner; be informed of and operate rigorously and consistently in alignment with the Foundation's bylaws, policies, and governing and operating principles; participate in board education

Philanthropy

Directors will consider the supporting of the University a philanthropic priority and should make annual gifts that reflect that priority. So that the University can credibly solicit contributions from other foundations, organizations, and individuals, the Foundation should have 100 percent of its directors making annual contributions.

Terms and Participation for Voting Directors

Voting Directors will serve terms as outlined in the Foundation's bylaws (typically 3 years) and are expected to participate actively and consistently in the quarterly meetings of the Board. Directors are also asked to consider leadership positions on the Board and to serve on Board Committee(s) representing their field(s) of knowledge. A time commitment of approximately 10 hours each quarter plus travel time to and from meeting locations (typically Greeley, CO) is anticipated.

Qualifications

This is an extraordinary opportunity for an individual who is passionate about the University and the mission of the Foundation. A track record of board leadership is desirable. Volunteers with professional experience in executive leadership, business, finance, accounting, philanthropy or the nonprofit sector are preferred. The personal qualities of integrity, credibility, reliability, sound judgment and passion for improving the University and the lives of its beneficiaries are necessary.

Foundation's Commitment to Directors

Directors will be sent timely quarterly financial reports and updates of organizational activities that allow them to meet the "prudent person" standards of fiduciary law.

Directors will be provided opportunities to discuss the organization's goals, activities, and status with the Foundation President and the Board Chair; additionally, directors can request such opportunities when they deem it necessary or appropriate.

The Foundation will assist directors in performing their duties by keeping them informed about concerns or issues in the industry or the community served and by offering opportunities for professional development and continuing education.

Directors and staff will respond to questions essential to carrying out the ethical, legal, and fiduciary responsibilities of the organization in a straightforward fashion. Directors and staff will work together in good faith towards achieving organizational goals and commitments.

The Foundation commits to maintaining and reviewing, at least annually, commercial insurance coverage including Directors and Officers Liability insurance which provides coverage against claims alleging financial loss arising from mismanagement. In addition, Employment Practices Liability insurance is maintained to cover against wrongful acts arising from the employment process.

If the organization does not fulfill on any of these commitments, directors are invited to call on the Board Chair and/or the Foundation President to discuss the organization's responsibilities.

Ethics and Disclosure

The Foundation has adopted an Ethics Policy and is committed to the highest ethical standards in the conduct of its duties and responsibilities. As such, the Foundation endeavors to maintain licenses and registrations for its charitable purpose where required to do so. Charitable gift solicitation registrations are kept current and the Foundation operates in good standing. To participate in this registration process, it is requisite for all associated staff and volunteers to proactively self-disclose any civil, administrative or criminal action that could encumber the organization's ability to maintain its exempt status or obtain or maintain registrations in certain states.

It is incumbent on directors or officers to self-disclose any felony charge or conviction or any misdemeanor criminal charge or conviction related to a breach of trust such as theft, fraud, bribery or embezzlement. In addition, self-disclosure of any civil, administrative or criminal action related to fraud or deceptive business practices or related to the solicitation, administration or management of charitable assets or charitable contributions is required. If a director has questions or concerns related to disclosure or potential disclosure, the director is encouraged to discuss the disclosure with the Foundation President.

The details of a self-disclosure will be reviewed by Foundation staff to determine impact, if any, on the Foundation's ability to adequately fulfill on its mission. If it becomes necessary or appropriate for the disclosure to be made known to the Foundation's officers or directors or if it is necessary to disclose to other parties, which may be made available to the public, the disclosing individual will be advised of the nature of the disclosure and have an opportunity to consider appropriate actions including resignation from their role on the Board of Directors to safeguard privacy.

Agreement to Serve

Service on the University of Northern Colorado Foundation's Board of Directors is without remuneration.

Volunteer leaders of the University of Northern Colorado Foundation, Inc., agree to assume a fiduciary role and the responsibilities outlined and agree to abide by the requirements of the job description to the best of their abilities.