

**Bay Area Transportation Authority
Board of Directors Policy # 3,
Board Member Roles and Responsibilities**

Assure service to the designated constituents:

1. Create, regularly review/modify, and monitor progress on the organization's Strategic Plan.
2. Be guided by BATA's values/guiding principles.
3. Establish goals, strategies, and priorities based on the mission and community needs.
4. Ensure adequate resources to accomplish BATA's mission and goals.
5. Periodically review and evaluate funding priorities and goals to ensure effectiveness and impact.
6. Participate in a regular schedule of strategic planning to maintain excellence and refine the organization's future direction.

Serve as a continuous link between BATA and the community:

1. Act as the organization's ambassadors to, and advocates within the community, consistent with the organization's communications strategy and at the request of, or in coordination with, the Executive Director (ED).
2. Do not respond to internal or external hearsay, but report it to the ED for discussion and clarification.

Hire, support, and evaluate the Executive Director (ED)

1. Clearly identify roles, responsibilities, and accountabilities of the ED.
2. Establish criteria to monitor and evaluate the ED's performance.
3. Establish channels of communication with the ED that will provide continuous input regarding responsibilities, expectations, and performance.
4. Establish and maintain the highest possible levels of mutual trust and confidence with the ED.
5. Conduct an annual formal performance review of the ED.
6. Approve the ED's annual compensation package.

Ensure legal, ethical, and fiscal integrity:

1. Establish monitoring policies and procedures, relative to the strategic plan and the organization's progress.
2. Exercise fiduciary responsibility and oversight for all assets.
3. Adopt an annual operating budget and regularly assess budget status.
4. Oversee the provision of a regular financial audit by an independent auditor.
5. Faithfully read and understand the financial statements.
6. When representing BATA, act consistently in public with the organization's overall strategy, values, and communication plans.
7. Cause no harm to the organization; instead, pursue board member duties as an advocate for excellence.

Ensure continuing effectiveness of the Board:

1. Participate in a board self-evaluation process every other year (at a minimum), as coordinated by the Governance Committee.
2. Orient new board members in partnership with the ED.
3. Participate in an on-going Board Learning and Development Plan, as coordinated by the Governance Committee.
4. Develop, periodically assess/strengthen, and adopt board policies.

Leadership Expectations:

1. Steward BATA's vision, mission, goals, and objectives.
2. Embody BATA's values and guiding principles.
3. Adhere to all board policies and state and federal laws regarding avoidance of harassment and discrimination.
4. Strive to attend at least 75% of board meetings annually (either in person or electronically).
5. Serve in leadership positions or undertake committee assignments or special assignments willingly when asked.
6. Represent BATA at community events.
7. Keep abreast of trends in the field.
8. Prepare for and actively participate in Board and committee meetings and other organizational activities.
9. Ask timely, relevant, and substantive questions.
10. Focus on the overall strategy, policy, and integrity of the organization; respect the ED's role in administering and operating the organization.
11. Suggest agenda items periodically for Board and committee meetings, to ensure that significant strategy, policy, fiscal, and reputational matters are addressed in a timely fashion.
12. Participate in fund development activities as specified for individual board members (if applicable).

Avoiding conflict:

1. Serve the mission and community as a whole, rather than special interest groups.
2. Avoid even the appearance of a conflict of interest and disclose any possible or potential conflicts in advance.
3. Maintain independence and objectivity, and do what a sense of fairness, ethics, and personal integrity dictate.
4. Never accept or offer favors or gifts from or to, anyone who may be affiliated with the organization.

Relationships with Executive Director:

1. Counsel the ED as appropriate and offer support.
2. Respect the distinction between your board member role and that of the ED. Do not assign tasks or give direction to the staff without prior consultation with the ED.
3. Avoid judgments on the basis of internal hearsay and urge those with concerns to work directly with the ED.

Adopted by BATA Board of Directors 6/30/22

4. Understand and respect that board members are largely selected on the basis of skills, background, and experience primarily for the purposes of policy, fiscal integrity, and strategy.

Relationships with other Board members:

1. Bring a sense of openness, honesty, respect, patience, and good humor to the Board's deliberations.
2. Do not remain silent. Express your ideas, opinions, and questions.
3. Promote candor among Board members to create trust in each other's judgment and the acceptance of differing opinions.
4. Deal openly and honestly with differences of opinion, without personal rancor or resentment.
5. Suggest potential nominees for the Board when needed.
6. **Following full consideration of issues, support the majority decision of the Board outside of the boardroom.**

Acknowledgment: To be reviewed and signed by each board member annually.

I have read and reviewed the roles and responsibilities of the Board and its individual members. I understand and accept my role, and I agree to comply with the responsibilities of this office.

Signature: _____ **Date:** _____

Name: _____