

I, \_\_\_\_\_, understand that as a member of the board of directors of Girl Scouts of Western Ohio (GSWO), I have a responsibility to ensure that GSWO achieves the global end at a cost that balances time, resources, and results. I believe in GSWO's mission and purpose, and I will act responsibly and prudently as its steward.

**As a part of my responsibilities as a board member, I will:**

1. Govern with an emphasis on: a) outward vision rather than an internal preoccupation; b) encouragement of diversity in viewpoints; c) strategic leadership more than administrative detail; d) clear distinction of board and chief executive roles; e) collective rather than individual decisions; f) future rather than past or present; and g) proactivity rather than reactivity.
2. Be responsible for excellence in governing through establishment of written board policy that focuses on long-term impacts of the organization, not on the administrative or programmatic means of attaining those effects; be prepared for meetings and actively participate in and take responsibility for making decisions on issues, policies, and other board matters; and will seek to understand the board's policymaking principles.
3. Attend at least 70% of board meetings and 70% task group or committee meetings ensuring each can reach quorum or will notify the board or task group chair of my absence in advance; and participate in at least one task group or committee. I understand that I am responsible for self-monitoring, and if my participation or lack thereof may hinder the board from fulfilling its commitments, the board chair will address this with me.
4. Fulfill my legal duties to GSWO and will consider the needs of all girls in GSWO's chartered jurisdiction.
5. Maintain membership in Girl Scouts of the USA, good standing as a Girl Scout volunteer, and updated profile information such as professional biography, headshot, board roster and demographic information with the board development committee.
6. Act in the best interests of the organization with loyalty to the membership and moral ownership; serve the council as a whole, rather than special interests or regions; and advocate on behalf of GSWO's mission as an ambassador of Girl Scouting throughout GSWO's chartered jurisdiction.
7. Submit GSWO's conflict of interest agreement annually; avoid even the appearance of a conflict of interest; and disclose any possible conflicts to the board in a timely manner.
8. Not attempt to exercise individual authority over GSWO, avoid asking for special favors of the staff or requesting information without board authorization or prior consultation with the CEO or board chair; and, uphold the board policies that only officially passed motions of the board are binding on the CEO and that the board instructs the CEO through written policies.
9. Maintain confidentiality appropriate to issues of a sensitive nature.
10. Make a personally meaningful financial contribution to the council each calendar year of service and understand that I must participate every year (to the level I am able) in order for the board to fulfill its commitment to GSWO of 100% participation by the board of directors.

11. Support the fund development committee and/or staff by implementing fundraising strategies in ways best suited for me, such as identification of prospects, and cultivating and stewarding potential and current donors.
12. Fulfill my fiduciary responsibility by exercising prudence and faithfully reading and understanding the council's financial statements.
13. Consider my network and provide suggestions for board prospects to the board development committee or CEO.
14. Align my actions and communications with the governing role as a member of the board and avoid operational overreach; and avoid prejudiced judgments based on information received from individuals and urge those with grievances to follow established policies and operational procedures through the appropriate supervisor.

If I do not fulfill these commitments to the organization, I will expect the board chair or board development committee to call me and discuss my responsibilities with me and will consider resigning my position if I cannot fulfill my responsibilities.

**In turn, GSWO will be responsible to me in several ways:**

1. I will be sent, without request, monitoring reports, financial statements and board materials that allow me to meet the “prudent person” standards of the law.\*
2. Opportunities will be offered to me to understand GSWO’s governance practices, budget, financial statements, programs, activities and global end results; additionally, I can request to discuss these with the CEO and the board chair.
3. GSWO will help me perform my duties by keeping me informed about issues affecting the sector, and by offering me opportunities for professional development as a board member.
4. GSWO will share an annual update with me as to my adherence to this agreement.

\_\_\_\_\_  
Member, Board of Directors

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chair, Board of Directors

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date

\*The “prudent person rule,” applied in many legal settings in slightly different language, states that an individual must act with the same judgment and care as, in like circumstances, a prudent person would act.