



FIT FOUNDATION BOARD OF DIRECTORS Roles and Responsibilities

Overall Board

Lead

- Develop a vision and clear mission for the Foundation;
- Articulate guiding values of the Foundation;
- Establish major strategic goals;
- Outline strategies for achieving goals;
- Conduct and adopt a strategic plan that aligns with FIT's strategic plan; and
- Approve an annual operating budget and fundraising plan.

Participate

- Accept the bylaws and operating principles of the organization;
- Personally attend and participate in all regularly scheduled board meetings;
- Promote awareness of the Foundation's mission;
- Actively serve on at least one standing committee and provide a leadership role as needed or requested on other committees; and
- Participate in board orientation sessions and board planning retreats as needed.

Invest

- Select and implement fundraising techniques aimed at building and sustaining donors and prospects;
- Identify potential donors, participate in face-to-face meetings, and foster communication with donors;
- Attend and participate in special events and other fundraisers; and
- Support the Foundation's efforts with an annual (unrestricted) \$25,000 gift.

Board Officers

The Chair shall:

- Preside at all executive meetings and other meetings of the Board of Directors;
- Call special meetings as provided in the bylaws;

FIT FOUNDATION BOARD OF DIRECTORS Roles and Responsibilities



(continued)

- Appoint all committees not otherwise provided for
- Serve, ex-officio, as a member of all committees;
- Certify, together with the Secretary, official acts of the Foundation;
- Partner with the President of FIT/President of the Foundation in achieving the organization's mission and goals;
- Coordinate the work of board directors and committees of the board;
- Facilitate board decision making;
- Provide leadership to the board in the setting of policies and securing resources to achieve organizational goals;
- Ensure that the staff and board maintain ethical standards;
- Assist in determining succession plans; and
- Oversee the board's role in:
 - Financial accountability;
 - Fundraising;
 - Strategic Planning;
 - Evaluation of program quality and performance.

The Vice Chair shall:

- Serve on the Executive Committee of the board;
- Assume the duties of the Chair in the event of the absence, failure, or inability of that officer to perform them;
- Serve as the presiding officer of the Board of Directors in the absence of the Chair; and
- Undertake such other tasks or responsibilities as may be directed by the Chair.

The Secretary shall:

- Serve on the Executive Committee of the board;
- Record or have recorded, with the assistance of the staff of the Foundation, the minutes of all meetings and all transactions of the Foundation;
- Notify directors, officers, and committees of their election or appointment and of the scheduling of meetings;
- Certify, with the Chair, all official acts of the Foundation;

FIT FOUNDATION BOARD OF DIRECTORS

Roles and Responsibilities

(continued)

- Ensure that there is a register of current contact information for all directors;



- Assume the duties of the Chair if the Vice Chair is absent; and
- When necessary, obtain information from records and minutes to help the board in any decision making.

The Treasurer shall:

- Serve as the chair of the Finance Committee;
- Manage along with the Finance Committee the board's review of and actions related to its financial responsibilities;
- Work with the President of FIT/President of the Foundation and Vice President for Finance and Administration of FIT/CFO of the Foundation to ensure that appropriate financial reports are made available to the board on a timely basis; and
- Work with the Vice President for Finance and Administration of FIT/CFO of the Foundation to review and present the annual budget to the Finance Committee and to the board for approval.

Committees

Executive Committee

An Executive Committee shall consist of the Executive and Operating Officers (President of FIT/President of the Foundation, Vice President for Finance and Administration of FIT/CFO, and Vice President for Development) of the board and may include Standing Committee chairs. During the intervals between meetings of the board, the Executive Committee shall have and may exercise on behalf of the board all of the authorities of the board with respect to the management of the Foundation. The Executive Committee shall meet as often as is necessary to conduct the business of the Foundation and oversee the financial activities of the Foundation. The Executive Committee shall report its acts to the board at subsequent meetings. The Executive Committee and any other committees established by the board may transact business at a meeting, by telephone conference call, fax, e-mail, or by any other method of communication in accordance with standard business practices.

FIT FOUNDATION BOARD OF DIRECTORS

Roles and Responsibilities

(continued)

Nominating Committee

The Nominating Committee shall advise the Board of Directors:

- a. To determine desired board composition in terms of influence, diversity, and talents;
- b. To populate the board with able, dedicated directors;



- c. To oversee the orientation and development of new directors;
- d. To review the performance of incumbent directors, particularly those up for re-election, and oversee periodic reviews of the board of its own performance; and
- e. To nominate and review the performance of board officers annually.

Finance Committee

The Finance Committee will review and recommend to the board for approval the annual budget of the corporation; will exercise fiduciary responsibility to ensure prudent management of the Foundation's resources; will report to the board on the finances of the corporation; will supervise the investment policies of the Corporation; and will engage investment advisors and custodians for the holding and handling of securities or any other property of the Corporation and to grant discretion to such investment advisors and determine the fees of such employment. The Treasurer of the Foundation will serve as the Chair of the Finance Committee.

Audit Committee

The Audit Committee shall assist the Board of Directors in the oversight of the integrity of the Foundation's financial statements; in the oversight and review of the Foundation's independent auditors; and in the review and implementation of the Foundation's conflict of interest, internal controls, regulatory compliance, and related policies.

FIT FOUNDATION BOARD OF DIRECTORS Roles and Responsibilities (continued)

President of FIT/President of the Foundation

Lead

- Work with the board in developing a vision and clear mission;
- Articulate guiding values of the Foundation;
- Establish major strategic goals;
- Outline strategies for achieving goals;
- Facilitate the Board's work in developing/adopting a strategic plan that aligns with FIT's strategic plan;
- Prepare an operational or a fundraising plan with an annual budget that supports the strategic plan;



- With the Executive Committee of the board, recruit and hire Foundation executives and staff;
- Approve fundraising policies and procedures;
- Select and implement fundraising techniques aimed at building and sustaining donors and prospects;
- Support the Foundations efforts with an annual gift;
- Identify potential donors, participate in face-to-face meetings and special events, and foster communication with donors;
- With the Vice President for Development/Executive Director of Foundation, develop a donor cultivation and solicitation plan for lead gift donors;
- With the board, monitor performance in fundraising, using approved goals and budget;
- Maintain stewardship of lead gift donors and their gifts;
- With the Audit Committee of the board, ensure that funds raised are used in accordance with legal and accounting requirements and any donor restrictions;
- Establish formalized evaluation process of Foundation staff;
- With the board, determine accountability for non-compliance of Foundation ethics and values; and
- Establish values and code of ethics as guiding principles in Foundation operations.

FIT FOUNDATION BOARD OF DIRECTORS

Roles and Responsibilities

(continued)

Vice President for Finance and Administration of FIT/CFO of Foundation

Manage (Finances)

- Provide financial viewpoint in outlining strategies for achieving goals set by the Board and President of FIT/President of the Foundation;
- Prepare an annual budget that supports the fundraising plan;
- With the Finance Committee of the board, develop policies for creating and maintaining endowments and investments
- With the Audit Committee of the board, develop policies for audit procedures; and



- With the board, ensure that funds raised are used in accordance with accounting requirements.

Vice President for Development of FIT/Executive Director of Foundation

Manage (Development Office)

- Oversee day-to-day operations and management of the Foundation including data management, accounting, donor recognition, and stewardship;
- From an operational perspective, outline strategies for achieving goals;
- Prepare operational or fundraising plan with annual budget that supports the strategic plan;
- Recruit and hire Foundation staff;
- Select and implement fundraising techniques aimed at building and sustaining donors and prospects;
- Develop a donor cultivation and solicitation plan for all levels of giving;
- Identify potential donors, participate in face-to-face meetings and special events and foster communication with donors;
- With the Vice President for Finance and Administration of FIT/CFO of the Foundation, prepare regular reports that evaluate fundraising efforts;
- Maintain stewardship of donors and their gifts by maintaining good relations and communications through annual reports, newsletters, etc.;

- With the President of FIT/President of the Foundation, establish formalized evaluation process of Development staff; and
- With the board, ensure that funds raised are used in accordance with legal requirements and any donor restrictions.