

VERMONT BAR FOUNDATION

BOARD OF DIRECTORS'

DUTIES AND RESPONSIBILITIES

Mission

The Vermont Bar Foundation supports access to justice in Vermont by obtaining and distributing funds to programs that provide legal services to disadvantaged Vermonters or that educate the general public about the courts and legal matters.

Vision Statement

The Vermont Bar Foundation supports efforts to ensure that all Vermonters understand and have meaningful access to the justice system.

Board of Directors' Duties and Responsibilities

The Foundation is fortunate to have a diverse and talented group of attorneys and judges serving on its Board. In a broad sense, the Board's responsibilities are to: (1) provide oversight of the Foundation's finances, grants and programs, and operations; (2) set both short term and long term strategic goals and directions for the Foundation; and (3) fundraise and develop sufficient resources to carry out these strategic goals and directions.

While the Foundation's Executive Director conducts the day-to-day operations, the Board's relationship with the Executive Director is a partnership, and the appropriate involvement of the Board is both critical and expected.

More specifically, we expect each Director to:

Leadership, Governance & Oversight:

1. Attend each of the four regularly scheduled Board meetings in person. In the event it is impossible to attend in person, the Director may elect to attend via conference call (if such option is available). A Director who is unable to attend in person or via teleconference two regularly scheduled meetings in a row may be considered to have resigned.
2. Attend specially called Board meetings in person or teleconference.

3. Prepare for each Board meeting by reading materials distributed prior to the meeting.
4. Review and approve the Foundation's annual budget, audit reports, and material business decisions, and meet all legal and fiduciary responsibilities.
5. Make financial, investment and policy decisions using independent judgment while maintaining the integrity of the Foundation's mission.
6. Establish and review metrics to measure outcomes to evaluate the Foundation's impact and regularly measure its performance and effectiveness using those metrics.
7. Assist in preparing the annual report of the Foundation using the above metrics.
8. Disclose any conflicts of interest and adhere to the Foundation's conflict of interest policy.

Committee Service:

1. Serve on Foundation committees as appointed by the President and actively participate on that committee. Generally, each Director will be asked to serve on at least one, but no more than two committees during the fiscal year. Committees will meet via teleconference when possible and in person when necessary. Most of the work of the Foundation happens at the committee level.
2. Review in detail grant applications and Grant Committee recommendations during the Foundation's grant process.

Other:

- I. Periodically review the Foundation's Executive Director's job performance.
- II. Provide positive public relations about the service of the Foundation to the Bar and the larger community.
- III. Assist in identifying organizations or programs that might benefit from Foundation support, as such support is available.

IV. Attend special events organized by the Foundation.

V. Serve as an emissary in the legal community and beyond for the Foundation and its mission by helping the staff to promote the Foundation and its initiatives and to further the larger cause of equal access to justice.

VI. Promote Pro and Low Bono Service and attorney obligations under Professional Rule of Conduct 6.1.

Adopted by the Board of Directors
May 25, 2012