

ENTHEOS ACADEMY

EXCELLENCE • SERVICE • LEADERSHIP

BOARD MEMBER AGREEMENT

General Board Responsibilities:

- A. Ensure high academic achievement.
- B. Ensure all programs and operations are faithful to the Entheos Charter and Vision Statement.
- C. Ensure that Entheos continues to be a financially viable organization.

Fiduciary Duties of Board Members:

- A. **Fiduciary Duty of Obedience.** The fiduciary duty of obedience recognizes that officers and directors have different responsibilities in a corporation. To fulfill this duty, officers and directors must carry out their duties within the scope of their delegated authority under the law and the applicable corporate governing documents.
- B. **Fiduciary Duty of Loyalty** (sometimes called “no self-dealing”). This means Directors must act in the best interests of the association even at the expense of their own interests, including violating conflict of interest policies or taking actions that result in a personal benefit to the director at the expense of the association. The duty of loyalty can extend to the diplomatic support of board decisions and safeguarding confidential information.
- C. **Fiduciary Duty of Care.** In a non-profit corporate environment, both officers and directors are expected to use appropriate care and diligence when acting on behalf of their organization. They should exercise reasonable prudence in carrying out their duties to achieve the best interests of the corporation. This means having an understanding and making reasonable inquiry about maintenance issues, policy compliance, performance and other organizational business information.
- D. **Fiduciary Duty of Good Faith and Fair Dealing.** This fiduciary duty is closely aligned with the duties of care, loyalty, and obedience. Under this duty, officers and directors must act with honesty, good faith, and fairness when handling corporate obligations.
- E. **Fiduciary Duty of Disclosure.** Candor in business discussion is important between officers and directors, so that they may assess material risks and make informed decisions. Full and fair disclosure of material facts is essential before seeking board approval of business transactions. As part of their duties of loyalty and care, officers and directors should also disclose any potential conflict of interest that may arise between their individual interests and those of the corporation.

Additional Responsibilities:

1. Believe in and be an active advocate and ambassador for the values, mission, and vision of Entheos Academy.
2. Work with fellow board members to fulfill the obligations of board membership.
3. Behave in ways that clearly contribute to the effective operations of the Board of Trustees:
 - Focus on the good of the organization and group, not on a personal agenda
 - Support board decisions once they are made
 - Participate in an honest appraisal of one's own performance and that of the board
 - Build awareness of and vigilance toward governance matters rather than management
4. Regularly attend board and committee meetings. Prepare for these meetings by reviewing materials and bringing the materials to meetings. If unable to attend, notify the board or committee chair.
5. Be prepared to contribute personal time toward board service, which includes:
 - Attending a monthly board meeting
 - Participating on a board committee
 - Reading materials and prepare for board meetings
 - Attend at least one national conference within your 1st two years
 - Attending events at the school
 - Assisting with fundraising and other ambassador tasks as needed
6. Keep informed about the school and its issues by reviewing materials, participating in discussions, and asking strategic questions.
8. Use personal and professional contacts and expertise for the benefit of Entheos
9. Serve as a committee or task force chair or member.
01. Inform the Board of Trustees of Entheos of any potential conflicts of interest, whether real or perceived, and abide by the decision of the board related to the situation.

[Name], Board Member

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I, _____ understand that as a member of the Board of Trustees of the Entheos Academy, I have a legal and moral responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward. I have read, understand and am willing to comply with the [Entheos Academy Board Member Responsibilities](#) ~~Board of Trustees Job Description and the Individual Performance Expectations~~ that outline my responsibilities to the Board. If I ever find myself in a situation where I am unable to fulfill these expectations, I will resign from the Board.

In turn, the organization will be responsible to me in several ways:

1. I will be sent, without request, monthly financial statements and an update of Entheos' activities that allow me to meet the "prudent person" section of the law.
2. Entheos will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a board member.
3. Board members and the School Director will respond in a straightforward fashion to questions I have that are necessary to carry out my board and committee-related responsibilities.
4. Board members and the School Director will work in good faith with me toward achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board Chair and School [Executive](#) Director to discuss their responsibilities.

Date: _____

Member, Board of Trustees