

ClearWay MinnesotaSM

Board Member Position Description

Board Approved: May 18, 2016

Introduction

This ClearWay Minnesota Board Member position description is intended as a tool to assist Board Members in understanding their individual roles and ensuring that ClearWay Minnesota's Board of Directors fulfills its responsibilities generally as ClearWay Minnesota's governing authority, and specifically as described in ClearWay Minnesota's Board of Directors' Charter.

ClearWay Minnesota's credibility and integrity as an organization, and capability to achieve its mission and goals, is intertwined with the quality, capabilities and performance of its Board of Directors, management and staff.

The ClearWay Minnesota Board of Directors typically meets every other month (beginning in January) on the third Wednesday from 9 a.m.-noon at the ClearWay Minnesota office. Board Committees meet and other educational opportunities are attended in addition to Board Meetings; Board Members serve on one or more Committees. Board Members may serve up to two three-year terms.

While not intending to be all inclusive, this position description highlights under **Background and Experience, Personal Characteristics, Board Member Services, Accountability and Education** important elements of ClearWay Minnesota Board Member service.

Background and Experience

- Overall background, experience and qualifications necessary to contribute to the Board's performance of its duties and responsibilities, including knowledge of, and active belief in, ClearWay Minnesota's mission, purpose and values.
- Knowledge and experience in one or more of the following areas: tobacco control issues, public health issues, healthcare, community organizing, research and evaluation, organizational governance, experience as a director or executive of a substantial for-profit or not-for-profit organization, , accounting and finance, legal and regulatory matters, government relations, grant-making, public relations, organizational change management, marketing and communications, and strategic planning.
- A reputation for high ethical standards, integrity and sound judgment.
- Demonstrated executive leadership skills and experience.
- An understanding of the difference between governance and management, and an appreciation for the differing roles of Board Members, executive management and staff of organizations. ClearWay Minnesota's Board of Directors is responsible to provide

proactive oversight of the organization and its activities, and to hold the CEO accountable for organizational performance. Management and staff are responsible to conduct the day-to-day business of ClearWay Minnesota.

- An appreciation and respect for ethnic, gender and background diversity, as well as diversity of thought.

Personal Characteristics

- Exhibit honesty and integrity in performing his/her duties as a Board Member of ClearWay Minnesota.
- Serve the ClearWay Minnesota Board and its Committees with energy and dedication.
- Respectful of differing viewpoints; independent and open-minded in deliberations and decision making; challenging where appropriate, and collaborating where appropriate.
- Good communicator.

Board Member Services

- Understand ClearWay Minnesota's mission and goals, and maintain an up-to-date, informed working knowledge of the organization and its strategic objectives, key personnel, important issues and activities, and financial condition. Embrace ClearWay Minnesota's status as a limited-life organization and participate in planning for the end of its lifespan in 2023.
- Demonstrate a willingness to actively advance the mission with ClearWay Minnesota stakeholders. ClearWay Minnesota Board Members do no fundraising, but they will be asked to use their existing social and professional networks to bring awareness to tobacco issues and to advocate on behalf of ClearWay Minnesota in appropriate public contexts.
- Demonstrate organizational oversight skills, and regularly participate in Board and Committee discussions and activities in support of the Board's performance of its responsibilities as described in ClearWay Minnesota's Board charter. Exhibit an understanding of fiduciary responsibility and stewardship, and serve as an effective fiduciary of the organization.
- Make adequate time available to serve on the Board and one or more of its Committees, as requested, including thorough preparation for, and regular attendance at, Board and Committee meetings. It is ClearWay Minnesota's policy that Minnesota-based Board Members must be present for 50 percent of Board meetings annually, and no Board member may be absent for more than three consecutive meetings unless there are extenuating circumstances. Failure to meet these guidelines will be grounds for consideration for asking the Board Member to step down. The Executive/Governance Committee shall annually review the attendance and participation of Board Members and refer any recommended action to the Board.

- Participate actively in Board and committee meetings, raising timely and substantive questions, persisting and probing where appropriate, sharing views with all Board Members, in an effort to assist the Board with thorough deliberation and sound decision making on important matters.
- Participate in meetings of the Board of Directors, with and without management, and other board /management activities, between formal Board and Committee meetings. Provide advice and counsel to fellow Board Members, the CEO and management team as needed.
- Observe the confidentiality of Board and Committee discussions. Refer inquiries, issues or concerns from outside the organization to designated Board or management personnel or outside advisers, as appropriate and in a timely manner.
- To the extent possible, be available on very short notice in the event of a crisis.
- Lead, if requested, the Board, a Board activity, a Committee or a Committee function.

Accountability

- Be familiar with, and comply with ClearWay Minnesota's governing documents and various organizational policies; assist the Board and its Committees with compliance with ClearWay Minnesota's governing documents and policies.
- Assist the Board in discharging its responsibility for seeing that ClearWay Minnesota develops and maintains a culture of integrity, sound values, fairness, compliance with laws, regulations and ClearWay Minnesota's governing documents and policies, and excellent organizational performance.
- Participate in discharging the Board's responsibility to hold ClearWay Minnesota's CEO accountable for ClearWay Minnesota's culture and performance.
- Be accountable for performing the duties and responsibilities of a Board Member of ClearWay Minnesota, including the legal duties of care, loyalty and acting in good faith, and participate in holding the Board, Board Committees and other ClearWay Minnesota Board Members accountable for performance as well.
- Be aware of actual and perceived conflicts of interest, personally and as to other Board Members, disclose the same to the applicable Board or Committee Chair and recuse himself/herself, or request recusal of other Board Members, from discussions and decisions of the Board and its Committees which involve such actual and perceived conflicts of interest.
- Refrain from conduct and activities which reflect adversely on ClearWay Minnesota, or are inconsistent with ClearWay Minnesota's mission or values; and if such conduct or activities occur submit his/her resignation to the Board of Directors for consideration.

Education

- Participate in discussions of information about tobacco control and related health initiatives from internal and external experts, and about goals, objectives and performance of organizations similar to ClearWay Minnesota.
- Participate in discussions of current, up to date information regarding ClearWay Minnesota's performance against mission, goals and plans, and critical issues and challenges facing the organization, as well as important opportunities available to ClearWay Minnesota.
- Seek to improve his/her knowledge of organizational governance best practices and employ that knowledge as a ClearWay Minnesota Board Member.