

## *Connecticut Land Trust Service Bureau*

### *Practice Note #2: Responsibilities of the Land Trust Board and Director*

Land trust boards and their directors have a wide range of legal, ethical and organizational responsibilities. The word “trust” itself implies a special responsibility to the public at large. In broad terms, the duties of the board and its directors are to oversee and approve organizational plans, budgets and financial reports, as well as implement land protection strategies and raise the funding necessary to support the organization.

Key responsibilities of the land trust board include:

- Establish, review, and when necessary, change the organization’s mission and purposes,
- Establish strategic direction, including conservation priorities, and ensure effective operational and long-term planning,
- Set organizational policies. Ensure compliance with applicable laws and ethical standards, maintain accountability and confidentiality,
- Ensure strong and responsible financial management and protection against risk and liability. Protect the tax exempt status of the organization,
- Determine, monitor and strengthen the organization’s programs and services, monitor progress,
- Review and vote on land acquisition transactions,
- Recruit and orient new board members and assess board performance, observe term limits, if any,
- Select, support and supervise staff (board chair manages / supervises Executive Director), monitor performance,
- Provide directors with a Board Manual, however concise, that includes the Charter and Bylaws and lists the responsibilities of the director. Some trusts require their directors to sign a short checklist or agreement acknowledging these (see sample on reverse).

Key responsibilities of the land trust director include:

- Regularly attend board and committee meetings, serve on a standing committee,
- Review and vote on land acquisition transactions, key expenditures, etc.,
- Avoid engaging in activities which represent a material or perceived conflict of interest with role as land trust director (e.g., make no financial profit from association with the organization), etc.,
- Keep the organization informed of and responsive to local situations,
- Ensure adequate financial resources by donating in keeping with ability, assisting with solicitation of funds, and encouraging support from other sources,
- Familiarity with the Charter and Bylaws of the trust.
- Specific duties set forth in Section 33 – 447(d) of the Connecticut General Statutes.

Directors who cannot perform their duties (e.g., regularly attend meetings, participate on a standing committee, etc.) should probably offer to step down from the board.

For more information, consult the LTA Standards and Practices Guidebook, Standard 2 “Board Accountability” and Standard 3 “Conflict of Interest,” or visit these websites: [www.lta.org](http://www.lta.org); [www.ltanet.org](http://www.ltanet.org); [www.boardsource.org](http://www.boardsource.org); [www.boardcafe.org](http://www.boardcafe.org); [www.managementhelp.org/boards](http://www.managementhelp.org/boards)

## Sample Board Member Agreement

As a member of the Board of Directors of the \_\_\_\_\_ Land Trust, I accept the following responsibilities:

- I will review, become familiar with, and support the mission of the trust. I will participate in revision of the mission when necessary.
- I will review and become familiar with the trust's Articles of Incorporation and Bylaws.
- I will do my best to attend all meetings of the board and committees on which I serve, and will observe the term limits of the trust, if any.
- I will work to keep the organization informed of and responsive to local situations and opportunities.
- I will participate in the long-range strategic and annual work planning of the trust. I will also participate in the development and strengthening of the trust's programs and services, and will work to monitor their progress.
- I will help to recruit and orient new board members and assess overall performance of the board.
- When appropriate, I will work to select and support organizational staff and monitor their performance.
- I will make every effort to ensure that the trust stays in compliance with all applicable legal requirements (state, federal, municipal) and ethical standards.
- I will do my best to enhance the organization's public standing, visibility, and credibility.
- I will not engage in activities which represent a material or perceived conflict of interest with my role as land trust director and disclose any real or potential conflicts in writing.
- I will make no financial profit from association with the trust, unless in exchange for professional services I provide that have been formally authorized by the board.
- I will do my best to ensure that the finances of the trust are managed responsibly and in accordance with generally accepted accounting practices. I will do my best to ensure that the tax exempt status of the organization is protected.
- I will help to ensure adequate financial resources by assisting with the general fundraising activities of the trust, encouraging support from other sources, and if possible, donating to the trust at a level consistent with my ability.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

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