

BOARD OF DIRECTORS

Position description | The Liver and Kidney Hope Foundation (TLHF)

Position	Director (voting Board member)	Accountable to	The mission, the law, and the people served
Governing body	TLHF Board of Directors	Works with	CEO, officers, and committees
Term	___ years; up to ___ terms	Time	About ___ hours a month
Pay	Unpaid; approved expenses reimbursed	Location	Nevada; in person and virtual
Prepared by	_____	Approved / date	_____

Position summary

The Board of Directors is the governing body of TLHF, a Nevada 501(c)(3) nonprofit that provides liver and kidney health education, community support, and outreach. TLHF operates under board-only governance: the Board holds ultimate authority and acts as a whole, and no individual director has authority over TLHF unless the Board delegates it. Directors protect the mission, set direction, hire and oversee the Chief Executive Officer, safeguard the organization's finances and reputation, ensure legal and ethical compliance, and help build the resources and relationships TLHF needs. Directors serve as volunteers, put TLHF's interests ahead of their own, and help ensure that TLHF stays within an education and support scope and is not a medical provider.

Govern set direction and policy	Oversee CEO, programs, and results	Steward funds, assets, and trust	Advocate open doors for TLHF
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The three fiduciary duties

Fiduciary duty	What it means for every director
Duty of care	Attend and prepare for meetings, ask questions, read reports, and make informed, reasonable decisions
Duty of loyalty	Act in TLHF's best interests, avoid and disclose conflicts, and never use the position for personal gain
Duty of obedience	Follow the law, the bylaws, and the mission, and ensure funds are used for TLHF's charitable purposes

A Mission and strategy

- Protect and interpret the mission, vision, and values: health, awareness, and hope.
- Approve the strategic plan and annual goals, and monitor progress, including growth to new chapters and locations.
- Ensure TLHF's programs are effective, safe, and within its education and support scope.

KEY RESPONSIBILITIES OF DIRECTORS

What the Board does together

B Chief Executive Officer oversight

- Hire, support, evaluate, and, if necessary, replace the CEO; set compensation using independent data and a conflict-free process.
- Delegate day-to-day management to the CEO and hold the CEO accountable for results.
- Ensure succession planning for the CEO and key leaders.
- Speak with one voice: the Board directs through the CEO and does not manage staff individually.

C Financial oversight and stewardship

- Approve the annual budget, and review financial statements and reports regularly.
- Ensure strong internal controls, an annual audit or review, and timely, accurate Form 990 and state filings.
- Adopt investment, reserve, gift acceptance, and fiscal policies; protect restricted funds and donor intent.
- Ask clear questions and expect clear answers about money.

D Resource development

- Make a personal gift each year that is meaningful to you, and support fundraising, including galas, the theater and musical programming, and campaigns.
- Open doors to donors, sponsors, foundations, and community partners.
- Thank donors and volunteers and help steward relationships.

E Legal compliance, risk, and ethics

- Ensure compliance with the bylaws, Nevada nonprofit law, IRS rules for 501(c)(3) organizations, and employment law.
- Adopt and follow governance policies: conflict of interest, whistleblower, document retention, confidentiality, and compensation.
- Oversee risk management, insurance, privacy, safeguarding, and crisis plans.
- Model ethical behavior and speak up about concerns.

F Board development and community

- Recruit diverse, skilled directors; orient new members; and evaluate the Board's performance each year.
- Review the bylaws and governance policies regularly.
- Serve as an ambassador for TLHF, including among people living with kidney and liver disease and their caregivers.

OFFICERS, COMMITTEES, AND QUALIFICATIONS

How the Board is organized, and who serves

Officers

Officer	Main duties
Board Chair	Leads the Board, sets agendas with the CEO, runs meetings, leads the CEO evaluation, and speaks for the Board
Vice Chair	Supports the Chair, presides in the Chair's absence, and often leads governance or succession work
Secretary	Ensures accurate minutes, records, notices, and bylaws; certifies board actions
Treasurer	Oversees financial reporting and controls; chairs the Finance and Audit Committee; liaison to the CFO

Standing committees (adjust to your bylaws)

Committee	Purpose
Executive	Acts between meetings within limits set by the bylaws
Finance and Audit	Budget, financial reports, audit, and internal controls
Governance and Nominating	Board recruitment, orientation, evaluation, and governance policies
Development	Fundraising plans, events, and donor relationships
Programs and Mission	Program quality, community impact, and expansion

Qualifications

Required qualifications	Skills and experience the Board seeks
• Commitment to TLHF's mission • Integrity, good judgment, and independence • Willingness to give time, talent, and resources • Legal ability to serve (adult, not disqualified) • Willingness to disclose conflicts and sign board agreements • Ability to pass a background check, if required by policy	• Finance, accounting, or audit • Law, compliance, or governance • Nephrology, hepatology, nursing, social work, or public health • Fundraising, marketing, and communications • Human resources, technology, or operations • Lived experience with kidney or liver disease, transplant, or caregiving; bilingual ability

EXPECTATIONS, CONDUCT, AND SUCCESS MEASURES

What each director commits to

Conduct and boundaries

Directors always	Directors never
✓ Attend meetings, read materials ahead, and take part in committees ✓ Disclose conflicts and recuse when needed ✓ Keep board discussions and confidential information private ✓ Support Board decisions once made ✓ Direct questions and concerns about staff through the CEO or Chair ✓ Give a personal gift and support fundraising	✗ Act or speak for TLHF without Board authority ✗ Direct, hire, or discipline staff or volunteers individually ✗ Use the role for personal, family, or business benefit ✗ Accept gifts that could influence decisions ✗ Share confidential information, or post about board matters online ✗ Vote on matters in which they have a conflict

Time and giving commitments

Commitment	Expectation (set by the Board)
Meetings	Attend at least ____% of board meetings, held ____ times a year, plus the annual meeting
Committees	Serve on at least one committee and attend its meetings
Giving	Make an annual personal gift of a meaningful amount, and help raise funds (\$_____ give or get, if adopted)
Events	Attend and help at TLHF events, including galas and productions, when able
Learning	Complete orientation and annual governance training

Success measures

Board success measure (annual self-assessment)	How it is tracked
Board and committee attendance and engagement	Minutes and attendance
CEO evaluation completed and succession plan reviewed	Evaluation record
Budget, audit, and filings reviewed on time	Finance and Audit reports
Governance policies reviewed and conflicts disclosed each year	Policy calendar and disclosure forms
Board gifts and fundraising goals met	Development reports

AUTHORITY, DISCLOSURE, AND ACKNOWLEDGMENT

Decision rights, conflicts, and sign-off

Decision-making authority

Matter	Who decides
Bylaws, mission, and major policy	Reserved to the Board
Annual budget and audit	Reserved to the Board, with Finance and Audit Committee review
CEO hiring, evaluation, and compensation	Reserved to the Board; decided by disinterested members
Contracts, loans, or commitments above \$ _____	Reserved to the Board
Sale or purchase of property; dissolution	Reserved to the Board, following the law and bylaws
Daily operations, staffing, and spending within the budget	Delegated to the CEO within policy

Legal statements

Board acts as a whole. Individual directors have no authority to bind TLHF unless the Board has delegated it in writing. **Volunteer service:** Directors serve without pay; any compensation of an officer or director for other services requires disinterested Board approval and counsel review. **Insurance and indemnification:** TLHF may maintain directors and officers insurance and indemnification as the bylaws and law permit; confirm current coverage. **Equal opportunity:** TLHF welcomes directors of every background. This description is not an employment contract.

Conflict-of-interest disclosure

Organizations I lead or work for _____

Boards I serve on _____

Family or business ties _____

Other possible conflicts _____

Vendors or funders I know _____

No conflicts to disclose () _____

Acknowledgment

I have read this position description, I accept the duties of care, loyalty, and obedience, and I agree to follow the bylaws and governance policies.

Director signature _____

Date _____

Printed name _____

Board Chair signature _____

Board Secretary _____

Date _____