



## Washington State Farmers Market Association Board of Directors Policies and Expectations

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As of January 12, 2012

### **Purpose of the Board of Directors:**

The WSFMA is registered as a nonprofit corporation in Washington State and governed by a volunteer board of directors. As a whole and individually the Board of Directors is entrusted to make corporate decisions that ensure that the Washington State Farmers Market Association fulfills its mission, is accountable to all member markets, and maintains the highest fiduciary integrity of the organization.

### **Why serve on the WSFMA Board of Directors:**

WSFMA members are dynamic businesses operating in an ever-changing marketplace. Serving on the board of directors offers an opportunity to help influence the success of small acreage direct marketing farmers and farmers markets across the state. The organization handles a wide variety of legislative and policy issues, participates with partners on advocacy issues, marketing and education opportunities, offers training and professional development workshops. Board directors set the direction of the organization and get to work with very talented passionate people who are leaders in their communities.

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### **Board Structure:**

The board consists of four officer positions and up to 11 general members.

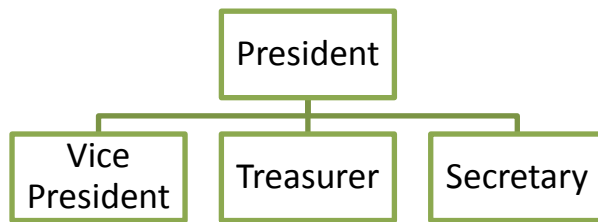
Officers include a President, Vice Chair, Treasurer and Secretary. The Executive Committee is comprised of all board officers.

WSFMA currently has the following standing committees (see attached exhibit):

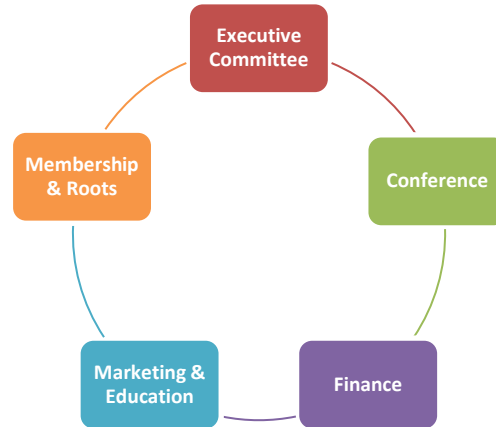
- Finance Committee
- Marketing/Education
- Membership/Roots
- Legislative/Policy Team

In addition, the board may decide to create temporary task forces or teams to address specific projects.

## WSFMA Officers and Executive Committee



## WSFMA Standing Committees



### Board Eligibility:

The WSFMA Board is open to anyone who is interested in serving on the board and wants to accept the responsibilities and expectations of being a member.

### How to Become a Board Member:

In general, WSFMA board members are elected for a two year term by the membership at the WSFMA annual conference. Vacancies may be filled by the affirmative vote of a majority of the remaining Directors.

### Responsibilities of the Board of Directors (as a whole):

#### *Vision*

- Be informed of and actively promote the WSFMA's mission, services, policies, and programs;
- Keep up-to-date on developments in the farmers market field;

#### *Policy*

- Establish policies which guide operational and program practices
- Ensure compliance with legal requirements
- Follow conflict-of-interest and confidentiality policies as outlined in the Bylaws

#### *Human Resources – (Executive Committee)*

- Select, support and provide guidance for the Executive Director.
- Annually review performance of the Executive Director.

#### *Finances – (Finance Committee)*

- Maintain full accountability and transparency of all organizational financial decisions and records.
- Perform all fiduciary responsibilities of the board, including reviewing the organization's annual financial statements; grant agreements and reporting; approve and monitor a balanced organizational budget; and audits.

#### *Fundraising*

- Ensure adequate resources for the organization's operations and budget;

- Raise funds to meet the future goals of the organization
- Make a personal contribution to the organization, as appropriate.

*Public and Community Relations*

- Inform others about the organization, and work to enhance the WSFMA's public image.

*Organizational Development*

- Determine and monitor the organization's programs and services.
- Participate in the development of strategic planning to accomplish the mission, oversee its implementation and evaluate its success.

**Board Member Terms:**

Board terms are for two years unless a new member is finishing an unexpired term. There are no term limits to board membership.

**Expectations of Individual Board Members:**

Board members can expect to volunteer approximately 8 to 10 hours per month. In addition, each board member is expected to:

1. Serve the full term.
2. Attend monthly board meetings, and preview agenda and supporting materials prior to board and committee meetings.
3. Attend annual retreat.
4. Actively work on one or more committees. See attached list.
5. Recruit new board members.
6. Demonstrate dedication to WSFMA's mission, as well as a spirit of caring, sharing and integrity to our member markets, fellow board members, staff and volunteers.

In addition to the General Board Member expectations, specific officer responsibilities are listed below.

**Expectations of President of the Board:**

**Function:** Assure that the Board fulfills its responsibilities to the organization.

**Responsibilities:**

- a. Chair all board and executive committee meetings.
- b. Call special meetings as needed, unless called by two other board members.
- c. Serve as ex officio member of all committees.
- d. Work in partnership with the Executive Director to achieve the mission of the organization and make sure board resolutions are carried out.
- e. Assist the Executive Director in preparing the agenda for board meetings.
- f. Work with the staff to recruit and orient board members and other needed volunteers.
- g. Oversee searches and salary recommendations for the Executive Director.
- h. Periodically coordinate assess board performance with board and staff
- i. Annually focus the Board's attention on assessment of its own structure, role, and relationship to management.

### **Vice President or Vice Chair of the Board**

**Function:** Stand in for the chair if he/she is unavailable.

**Responsibilities:**

- a. Serve on the executive committee.
- b. Carry out special assignments as requested by the board chair.
- c. Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.

### **Secretary of the Board**

**Function:** Maintain all board records and ensure their accuracy and safe-keeping.

**Responsibilities:**

- a. Serve on the executive committee.
- b. Ensure minutes are completed in a timely, accurate and complete manner so they are available to board members within one week after a board meeting.
- c. Assume responsibilities of the chair in the absence of the board chair and vice chair.
- d. Provide notice of board meetings and committee meetings when such notice is required.

### **Treasurer of the Board**

**Function:** Serve as financial officer of the organization.

**Responsibilities:**

- a. Serve on the executive committee and chair the finance committee.
- b. Assure that the organization is following appropriate financial policies and that qualified staff or consultants perform financial functions. Understand regulatory and legal requirements for financial accounting and standards of practice for nonprofit organizations.
- c. Assure that accurate financial records for the organization are being kept, and conform to the organization's accounting policies.
- d. Review staff procedures and documentation for deposit of all notes, checks, and drafts received by the organization, on a periodic basis.
- e. Review and approve, with the executive committee, staff requests for disbursement of organizational funds, subject to the accounting policies.
- f. Work with the Executive Director to ensure that appropriate financial reports are made available to the board on a timely basis. Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health.
- g. Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities. Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health.
- h. Assist the Executive Director in preparing the annual budget and presenting the budget to the board for approval.
- i. With the Executive Director, select an independent auditor, review the annual audit, and answer board members' questions about the audit.

### **Non-compliance of Individual Board Members:**

1. Board members are expected to fulfill their responsibilities. The organization cannot function properly when board members don't follow through on commitments.

2. If board members cannot attend a monthly meeting, they should give advance notice to the ED and president and make arrangements to follow up with the ED to review the meeting and follow up. If a board member misses more than three consecutive board meetings, it is grounds for dismissal by the executive committee.
3. A board member is expected to be an active participant on at least one standing committee throughout the term. If that isn't possible, the board member, president and ED can determine whether there is an alternate contribution the member can make to help further the organization's goals.
4. Board members are expected to represent the organization and speak in a professional way about the organization's staff, other board members, activities and plans. Members who cannot do that may be asked to step down.

**WSFMA Commitment to Board Members:**

1. Board materials will be submitted in a clear and timely way.
2. All board member comments and votes will be handled and reported with respect and kept confidential where appropriate.
3. Board members name and affiliation will be listed on the WSFMA website.
4. When funds are available, travel expenses will be eligible for reimbursement.
5. Officer insurance – Starting in 2012, WSFMA will have D&O insurance.

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If you have questions about serving on the board, please contact the current Board President or Interim Executive Director at 206-265-3788.

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**Current list of WSFMA Board Committees (as of November 2011):**

- **Finance:** Oversees all financial activities and reports, creates annual budget
- **Membership/Roots:** Handles membership policy and interpretation questions as market management, health department, farming practices and the industry change
- **Marketing/Education:** Promotes the farmers market industry and helps increase visibility of farmers markets through special events during farmers market week
- **Conference:** Coordinates the annual conference
- **Legislative/Policy Team:** Identifies priorities and strategies on policy issues at the local, state and national level
- **Grants Advisory Team:** Supports staff on grant work, reporting and provides oversight
- **Strategic Planning Committee:** Participates in the strategic planning process with facilitator and staff