**WORLD FOOD PROGRAM USA**

**INDIVIDUAL CRITERIA FOR MEMBERSHIP**

**AND**

**RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

**Duties of the Board as a Whole**

* Oversee fulfillment of the responsibilities and duties set forth in the Articles of Incorporation and Bylaws of the Board of Directors.
* Establish and periodically review the Vision, Mission and Strategic Plan of the Corporation, in consultation with the President, and support the Corporation and the President in accomplishing them.
* Oversee and establish effective processes for governance; establish the structure and responsibilities of Board Committees.
* Hirethe Corporation’s President; set the President’s conditions of employmentand the criteria for the President’s performance; monitor and evaluate the President’s performance; and provide feedback to the Executive Committee on that performance.
* Oversee the financial sustainability of the Corporation by exercising fiduciary responsibility,establishing guidelines for resource allocation in accordance with strategic priorities and approving the budget, the auditor’s report and reviewing the Corporation’s annual Form 990 as filed.
* Authorize significant expenditures, debt financing if any, the granting of security for loans, as well as the lease, or purchase and sale of land, buildings and major capital investments.
* Establish bylaws, policies and criteria for Board membership to build a diverse Board that actively contributes to the Mission of the Corporation, adds to the strategic capabilities of the Board, and actively cultivates donors, supporters and awareness of the Corporation’s work in the world.
* Elect officers; and authorize assessment of Board performance.
* Undertake a periodic systematic review of policies that may have a significant effect on the Corporation’s mission, strategic plan, financial resources and personnel policies.
* Exercise oversight and authority over the receipt and distribution of funds from donors.
* Oversee and assure accountability, transparency and open communication with constituencies., and represent the broader public interest in the fight to end hunger in the world.

**Duties and Obligations of Individual Directors**

To qualify for service on the Board of Directors, individual Members will:

* Support and individually exercise the responsibilities and duties set forth in the Articles of Incorporation and Bylaws.
* Maintain a strong interest in the mission and work of the Corporation and utilize individual skills to serve and enhance the work of the Corporation.
* Speak positively about the Corporation; and act as an advocate for the Corporation with its asset management and fundraising sources.
* Attend and be well-prepared for all Board and Committee meetings; serve on at least one standing committee; engage appropriately and helpfully in deliberations and keep all such deliberations confidential; and support majority decisions once made.
* Participate in Board orientation and other educational sessions.
* Contribute annually to and support fund-raising and other projects of the Corporation.
* Cultivate donors, solicit funds for the Corporation, and assist in fundraising in ways that would be helpful and appropriate; and recommend potential candidates to serve on the Board.
* Maintain objectivity, ensure legal and ethical integrity; maintain accountability and a sense of fairness, along with a sense of humor.
* Avoid personal and/or professional conflicts of interest and disclose all potential conflicts, pursuant to the Corporation’s Conflict of Interest Policy.
* Read and understand the Corporation’s financial statements, audit report and Form 990, and help the Board fulfill its fiduciary responsibilities.

**Ethical Conduct of Board Members**

* No Director shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation or be interested, directly or indirectly, in any contract or other business transaction with the Corporation, unless the facts of such transaction are fully disclosed to the Board of Directors and such action is authorized by majority vote of the Directors. Any member of the Board of Directors must abstain from voting on any action in which he/she may have an interest.
* No Director of the Corporation shall use his/her position on the Board of Directors to encourage, recommend, or otherwise influence the Board of Directors, the Corporation, or any officer thereof to enter into any contract or affiliation from which directly or indirectly, any such Director would derive any salary, compensation, or other emolument.
* No Director of the Corporation shall use his/her position on the Board of Directors to fraudulently influence, coerce, manipulate, or mislead an auditor engaged in the performance of an audit for the purpose of rendering the financial statements materially misleading. Further, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation to such persons for services rendered.