

# Independent Member of the Board of Directors

## Organization & Mission Foundation

**Organization:** Compass IGG & Advocacy

**Mission:** Compass IGG & Advocacy deploys investigative genetic genealogy and advocacy services to resolve cases of unidentified missing persons.

**Position:** Independent Member, Board of Directors

**Status:** Volunteer

**Term:** Three years, eligible for re-appointment

## Purpose of the Role: Building the Foundation

The Board of Directors is the governing body of Compass. The primary purpose of this role is to provide subject matter expertise and leadership, overseeing organizational policy and direction, and to ensure the fiduciary health and strategic integrity of the organization in furtherance of its mission. Directors are legally and ethically responsible for the long-term sustainability and effectiveness of the nonprofit.

## Core Legal Duties: Accountability and Integrity

All Board Members are legally bound by three primary duties, which serve as the foundation for ethical and responsible governance:

- **Duty of Care:** Exercise prudence, diligence, and informed judgement, acting in the same manner as a reasonable person would in managing their own affairs. This explicitly includes preparing for and actively participating in all board meetings.
  - **Duty of Loyalty:** Act exclusively in the best interest of the organization, subordinating all personal interests and strictly avoiding conflicts of interest. Directors are required to sign and adhere to a Conflict of Interest Policy.
  - **Duty of Obedience:** Ensure the organization adheres to all federal, state, and local laws, and remains faithful to its stated mission and governing documents (Articles of Incorporation, Bylaws, and approved policies).
-

## Key Responsibilities and Governance Focus

The Board performs three main functions-Strategic Oversight, Fiduciary Oversight, and Executive Oversight. In this startup phase, the emphasis will be on establishing these systems.

### Strategic and Policy Oversight

- **Mission Fidelity:** Serve as the ultimate guardian of the mission, ensuring that all emerging programs and activities align with the organization's core purpose.
- **Strategic Planning:** Actively participate in the initial development and ongoing monitoring of the organization's comprehensive strategic plan.
- **Policy Adoption:** Review, refine, and formally adopt the core organizational policies (e.g., Conflict of Interest, Whistleblower, Document Retention) that define organization conduct.

### Fiduciary Oversight

- **Financial Health:** Review and approve the annual budget, closely monitor financial performance, and ensure the organization secures adequate financial resources to fulfill its mission.
- **Audit/Tax Review:** Review and approve all annual financial statements, audit reports (when applicable), and the critical annual IRS form 990 filing.
- **Asset Protection:** Establish and ensure sound risk management practices and protection of the organization's assets.

### Executive Oversight

- **Executive Directors:** Officially hire, provide constructive support and advice to, and conduct an annual performance evaluation of the Executive Directors (the three co-founders in the shared leadership model).
- **Governance:** Help identify and actively recruit qualified new Board Members and participate in the annual self-assessment of the Board's performance.

## Explicit Expectations and Commitment

Board service is an active commitment crucial to the success of a new nonprofit.

---

- **Participation:** Attend and actively participate in six scheduled Board meetings per year, and at least one volunteer meeting per year.
- **Preparation:** Review the meeting agenda and all supporting materials (financial reports, program updates) thoroughly and in advance of each meeting.
- **Committee Service:** A robust commitment is expected to serve on at least one standing or ad-hoc committee (e.g., Governance, Finance, Investment, Development) and actively participate in its work.

## The Development Imperative

- **Resource Development: Build and Execute Strategy:** Board members are required to actively participate in building the organization's first comprehensive fundraising/development strategy from the ground up. This includes identifying and cultivating potential donors/partners.
- **Ambassadorial Role:** Serve as an active ambassador and advocate for Compass within the community, leveraging personal and professional networks to promote the mission and open critical doors for initial funding and partnership.
- **Financial Contribution:** While board service is uncompensated, every board member is expected to make a personally meaningful annual financial contribution to the organization to achieve 100% board giving, demonstrating personal commitment to the organization's success.

## Desired Skills and Attributes: Founding Strengths

We are seeking individuals with a strong passion for and commitment to the mission of Compass, who can provide the expertise necessary to launch and scale a sustainable organization.

- Integrity, objectivity, and a willingness to offer a diverse and informed perspective.
  - Professional expertise that is immediately actionable for a startup nonprofit, specifically in areas such as: legal, finance, accounting, marketing, organizational development, or sector-specific expertise.
  - The time and demonstrated capacity to fully meet the rigorous expectations listed above.
-