



## **Board of Directors Job Description**

The following provides information on the primary role, essential responsibilities/accountabilities, and legal duties you will have as a member of the Board of Directors for Hudson Valley Credit Union. We appreciate all of our members who are willing to donate their time and talent to enhance our financial cooperative.

### **Primary Role**

Responsible for establishing the overall governance, mission, vision, values, and long-term strategic direction for the Credit Union. Embrace and engage in a constructive partnership with the President/CEO, senior management and Supervisory Committee to effectively govern and continually improve the performance of the Credit Union. Approve and monitor the risk profile of the Credit Union. Fulfill legal duties and adhere to regulatory requirements. Act at all times in the best interests of the Credit Union and its members to ensure its safe, legal, compliant and prudent operation. Support HVCU's engagement in the communities in which the Credit Union serves its members.

### **Essential Responsibilities and Accountabilities**

#### Governance and Leadership

- Govern and lead the Credit Union in constructive partnership among the Supervisory Committee, CEO and senior management.
- Act at all times in good faith and in a manner that the Director believes is in the best interests of the Credit Union and its members.
- Develop and continuously improve the Credit Union's governing policies and procedures ensuring equitable treatment of members and employees.
- Ensure there are clear and agreed-upon roles and responsibilities for all elements of the Credit Union's governance structure, including committees established by the Board and monitoring such roles and responsibilities to ensure ongoing effectiveness.
- Upholds HVCU's Mission, Vision, and Core Values

#### CEO Support and Oversight

- Select the CEO and clearly determine their job duties, responsibilities and level of authority.
- Without limiting the authority of the Board, appropriately delegate day-to-day operational and management authority to the CEO.
- Assist, counsel, support, oversee, and regularly evaluate the performance of the CEO.
- Foster the CEO's effective leadership and management of the Credit Union's personnel, operations and activities through the development of a constructive partnership.
- Facilitate and maintain open and candid communication with the CEO.

#### Oversee Performance and Results

- Understand the Credit Union's financial documents. Approve the annual budget.
- In a constructive partnership among the Supervisory Committee, the CEO and senior management team, determine the Credit Union's key metrics of strategic and overall operational success measures.
- Monitor, analyze, and oversee the Credit Union's revenues, expenses, financial ratios, key metrics, performance indicators, and results of the Credit Union's efforts, growing the intrinsic value of the organization.
- Be actively engaged, curious, and inquisitive; ask appropriate substantive, strategic questions, and provide relevant and actionable feedback to the CEO and senior management team to improve the Credit Union's performance and results.

### Strategic Thinking, Learning, and Planning

- Embrace and nurture a leadership culture grounded in strategic thinking, learning, and dialogue.
- Maintain an effective ongoing process and focus on strategic efforts and their execution.
- Together with the CEO and senior management team, formally establish the vision, mission and strategic goals, objectives and metrics of success for the Credit Union.
- Regularly monitor strategic progress and performance.

### Risk Management

- Working with the Supervisory Committee, CEO and senior management team, participate in developing an appropriate risk appetite for the Credit Union and ensure the strategic plan, budget, policies, and other relevant documents align to that risk appetite.

### Membership and Community Outreach

- Thoughtfully represent the members' interests.
- Be active ambassadors to the Credit Union's membership on behalf of the Credit Union.
- Promote and positively represent the Credit Union's brand, image, and benefits to members, prospective members, and the community at large.
- Engage with the communities where the Credit Union operates.
- Assist the Credit Union in identifying and forming crucial partnerships with other Credit Unions, organizations, groups, etc.

### Stewardship, Ethics and Financial Integrity

- Maintain, monitor, and ensure the safety and soundness of the Credit Union and its assets.
- In partnership among the Supervisory Committee, the CEO, and senior management, retain independent auditors, accountants, or legal or governance counsel as needed.
- Ensure that the Credit Union acts ethically and with integrity consistent with a cooperative, not-for-profit institution. As a Board member, hold oneself to the same standards.
- Ensure ongoing monitoring and compliance with all laws, rules, and regulations applicable to the Credit Union and all its activities, as well as fulfilling those obligations as individual Directors (e.g. completing annual Bank Secrecy Act training).

## **Legal Duties**

A volunteer of HVCU must adhere to the following legal duties in the performance of their roles:

- The Duty of Care requires a volunteer to make decisions that pursue HVCU's and its members' interests with reasonable diligence and prudence.
- The Duty of Loyalty requires a volunteer to act in good faith, placing the interests of HVCU and its members before any of their personal interests while avoiding conflicts of interest.
- Duty of Obedience requires a volunteer to remain faithful to HVCU's mission, vision, and values, including compliance with relevant federal, state, and local legal requirements, as well as approved policies and procedures of HVCU.
- The Duty of Confidentiality requires a volunteer to maintain the confidentiality of all non-public, proprietary, or sensitive information about HVCU that they are privy to by virtue of their position. A volunteer may not use any form of such information for their personal gain.

## **Additional Resource**

Below is a link to the National Credit Union Association's Rule 701.4, which lists the General Authorities and Duties of Federal Credit Union Directors.

<https://www.ncua.gov/regulation-supervision/letters-credit-unions-other-guidance/duties-federal-credit-union-boards-directors>