

GOTR Board Member Responsibilities Communication



Dear Girls on the Run Board Member,

Thank you for serving on the board of directors of your Girls on the Run council. Your leadership in this role is vital to advancing our mission. At GOTR HQ, we believe strong boards are grounded in our core values, particularly *recognizing our power and responsibility to be intentional in our decision-making*. That intentionality is essential when upholding strong governance and risk management practices.

As a board member, you play a key role in guiding your council's approach to risk management and legal oversight. This includes understanding applicable laws, internal governance, and reporting requirements created to protect the organization and reduce risk. Board composition can help councils mitigate risk. To support this, GOTR HQ recommends councils seek board members with expertise in the following areas: legal expertise, crisis management, financial acumen, government affairs, and education or school board experience.

Board members can access the [Board Resources](#) section of our website, which includes various tools, templates, and materials to support effective board operations. This section is part of our website but is not publicly linked, so please use [this link](#) to access it. Additional resources referenced in this email are available on the Council Portal, which is accessible to council staff. Below you will find key governance requirements and resources. We encourage you to review and discuss these at a future board meeting to ensure clarity around roles, responsibilities, and oversight.

Required for All Nonprofits

Bylaws serve as the legal and operational framework for your council. Board members must understand and follow these rules. Bylaws should be provided to all board members and reviewed periodically. A customizable bylaws template is available within the [Board Resources](#) section of our website under [Governance](#). Update this template to reflect state-specific requirements and council preferences.

The Governance section also includes a **Conflict-of-Interest** questionnaire. Board members must complete this form annually to disclose any existing or potential conflicts. If a conflict arises, the board member must abstain from voting on matters related to the conflict.

The **IRS Form 990** is a publicly available informational tax filing that includes information on annual financials, compensation, donors, board composition, policies, and operations. Council leadership must provide a copy to all board members for review before submission to the IRS, though no official vote of approval is required. Regularly

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reviewing monthly financial reports helps ensure board members are familiar with the information in the 990.

To support boards with their fiduciary responsibilities, GOTR HQ provides **financial oversight** guidance outlining recommended governance roles, internal controls, and best practices for financial review. Board members can access this guidance through the [Board Resources](#) section of our website.

An **annual review and approval of executive director compensation** must be documented, including:

- Benchmarking data used
- Compensation details
- Board members present
- Date of approval

GOTR HQ provides benchmarking resources for executive director salaries. Contact your regional director for support on referencing the National Candid Compensation Report.

Board meeting minutes are the official record of board proceedings and must be maintained. They should provide a clear and concise summary of topics discussed and any resolutions or decisions made. A template is available within the [Board Resources](#) of our website under [Governance](#).

GOTR Specific Requirements

The **Council Membership Agreement** is an agreement between your council and GOTR HQ outlining both parties' financial and legal obligations. All governing board members should receive a copy from council leadership during onboarding.

The **Council Policy Manual** includes key policies related to safety, brand protection, operations, human resources, and fundraising. Councils are required to follow these policies in accordance with the Council Membership Agreement. The Council Policy Manual is available to your council on the Council Portal. Council staff and boards should review the Council Policy Manual yearly. Please forward any questions to your regional director.

All board members must sign a **Confidentiality Agreement** annually. This agreement outlines expectations for handling sensitive information, maintaining confidentiality, and returning confidential materials when necessary. Council leadership is responsible for

distributing and collecting signed agreements using a template provided by GOTR HQ.

Maintaining adequate insurance coverage is essential for effective risk management. Councils must carry coverage equal to or greater than what the **GOTR Master Insurance Plan** provides. The plan allows councils to access comprehensive coverage at a lower cost than they could obtain independently. In addition, councils must maintain a workers' compensation policy in accordance with state requirements and assess whether additional coverage, such as participant accident or cyber liability, is appropriate based on their local risk profile. A summary of the GOTR Master Insurance Policy and coverage information is available to councils on the Council Portal.

Councils with gross annual revenue of more than \$1 million must complete a **financial statement audit** conducted by an independent Certified Public Accountant. Certain states or funders may require lower revenue thresholds for financial statement audits.

All volunteer coaches are required to complete **National Coach Training (NCT 2.0)**. This training is intentionally designed to uphold the integrity of the GOTR program, mitigate risks, and ensure that our coaches are fully equipped to support program participants. As part of training, coaches are provided with the Coach Policy Manual, which outlines policies and procedures for Girls on the Run volunteer coaches, including guidance on safety, confidentiality, and creating a welcoming environment for all participants. While council staff are responsible for ensuring coach training compliance, board members are encouraged to review completion rates each season to ensure a culture of accountability and safety at your council.

Council Specific Requirements

HQ recommends that all councils have a **Strategic Plan** outlining the council's intentional direction to ensure sustainability and inclusive growth. Board members must understand how the council's activities and strategies advance the organization's mission locally.

Employee Handbooks outline policies related to performance management, time off, benefits, and work environment procedures. The Council Portal offers a customizable Employee Handbook template for executive directors to adapt to state-specific requirements and individual council benefits and policies.

To strengthen communication and clarity, councils should also designate a board member as the staff liaison. This role offers employees a clear point of contact for personnel or sensitive matters not appropriate to address directly with the Executive Director. This information should be included in the handbook to provide transparency.

Training and Support

There are many training resources available to board members through the **GOTR Learning Academy**, including:

- **Girls on the Run Volunteer and Staff Orientation (Good to GOTR)** – Provides a comprehensive introduction to our organization, including context, expectations, and resources needed to understand the mission, culture, operations, and strategic direction.
- **Board Fundamentals Webinar** – Details the importance of board position profiles and expectations, non-profit committee structures, healthy governance operations, board recruitment, and onboarding.
- **Organizational Review** – Provides an update on key organizational initiatives and operational benchmarks.
- **Board Financial Training Series** – Provides foundational knowledge to ensure council financial health and long-term sustainability.

GOTR HQ staffs a 24/7 **Crisis Hotline (980) 202-2392** to support councils with emergencies.

The Regional Directors provide councils and boards with comprehensive consultative support, such as governance best practices, strategic planning and board development, to strengthen council operations. Please reach out to your council's Regional Director for these types of questions or needs:

- Nicole Lowery, Southern Region, nlowery@girlsontherun.org
- Jackie O'Hara, Eastern Region, johara@girlsontherun.org
- Kate Thieda, Central Region, kthieda@girlsontherun.org
- Christie Wilson, Western Region, cwilson@girlsontherun.org

For any questions specific to the information in this email or other risk management matters, please contact me directly at riskmanagement@girlsontherun.org.

Thank you again for your ongoing contributions to Girls on the Run in your community.

Sincerely,
Sonal Modisette
Director, Risk Management