



BOARD MEMBER OVERVIEW, DUTIES AND EXPECTATIONS

MISSION

To invest in people, programs and movements that benefit Colorado's youth and families.

VISION

That all Colorado youth and families have opportunities to thrive.

VALUES

- **Compassion, Humility and Learning.** We recognize we are neither the experts nor the authority on the issues we work on, and we enter every partnership and conversation with compassion, humility and in the spirit of learning.
- **Respect and Trust.** We respect and trust our colleagues, partners and the communities we serve and recognize them as the experts on their experiences.
- **Diversity, Inclusion and Equity.** We honor and value diverse perspectives, experiences and backgrounds and are committed to making sure decisions are made and informed by diverse colleagues, partners and communities.
- **Mission-Aligned Resources.** We are committed to prioritizing positive social impact as well as financial return across our investments to support the communities we serve wherever possible.

OVERVIEW

The Directors of the AJL Foundation are responsible for the following: making sure the Foundation fulfills its mission and goals; planning for the foundation's future; sustaining the board and reviewing its performance; operating and assessing the grantmaking program; reviewing foundation operations, finances, and investments; and ensuring the foundation is complying with all rules and regulations. Directors represent the foundation to potential and current grant partners, associations (local, regional, national) and the community at large.

DUTIES

Planning

- Periodically assess the community environment to be aware of new and emerging needs, make recommendations, and suggest adjustments to the grantmaking, direct investing and impact investing programs
- Annually review and approve the budget
- Determine and review major policies guiding the foundation and revise as necessary



Board

- Assist in recruiting board members to fill vacancies as needed
- Assist in orienting new board members
- Review the performance of the board and take steps to improve its performance

Fiduciary

- Enable prudent investment of foundation assets balancing the prioritization of both impact and financial performance
- Execute fiduciary duty of care to protect the foundation and its assets

Grantmaking

- Assess the grantmaking program annually in relation to the foundation's mission, and adjust guidelines, strategies, budgets, and processes as needed
- Educate self with regard to issues and needs in interest areas of the foundation and in grantmaking skills and practices
- Foster relationships with the grantmaking committee and grant partners
- Review staff summaries of site visits and solicitation of grant proposals when available
- Build relationships and collaborate with other funders when appropriate

Operations

- Regularly communicate with the executive director, advise and support staff, and review performance in relation to mission and goals
- Review compensation and benefits policies
- Ensure that the foundation's financial structure is adequate for current needs and long-range strategy, and in line with the foundation's Investment Policy Statement
- Review financial reports to be sure they properly reflect operating results and the foundation's financial condition
- Review investment performance periodically
- Review and participate in revision of the Investment Policy Statement as necessary



Audit and Compliance

- Help to ensure conflict of interest policies are followed throughout the foundation
- Assist with appointing independent auditors
- Review compliance with relevant laws affecting the foundation

EXPECTATIONS

Board members are expected to:

- Attend annual or more-often-as-needed board meetings
- Review and be prepared to comment on materials, including meeting minutes, grant proposals and evaluations, research on community needs, and finances
- Attend special meetings or gatherings
- Ask questions and seek more information whenever something is not clear or needs further attention
- Uphold all board policies

Board members can expect:

- Notification of meeting dates as early as possible
- An information packet prior to board meetings, so that they can make informed decisions
- Staff support for any committee work
- Protection from suit for liability
- The opportunity to work as part of a cooperative and creative group to make a difference in the community
- The satisfaction that they are contributing time and energy to further the mission of the foundation and support the community

KEY QUALIFICATIONS

- Passion for the foundation's mission and goals
- Creativity and openness to new opportunities to make an impact in the community
- Ability to listen well and work as a member of a team



- Impartiality
- Experience with basic finances and administration
- Ability to commit to all board responsibilities for three years

Board Organizational Structure and Succession

The AJL Foundation's bylaws allow for up to eleven (11) Directors who have the power to vote in Directors and who must approve any changes in the bylaws. Directors are charged with oversight of the foundation. Officers are elected by the foundation's Directors to serve the foundation and attend meetings. Officers may be Directors. The Board of Directors of the AJL Foundation is currently made up of nine (9) Directors.

The founders have two children: John W. Lawton and Anna Lawton Creger. Each of the children and his or her lineal descendants is collectively considered a "family branch" and potential family members who are eligible to join the Board of Directors are lineal descendants of the founders, John E. Lawton and Amy S. Lawton, or lineal descendants' eligible spouses. One of the eleven Board seats is reserved for John W. Lawton's family branch and one of the eleven Board seats is reserved for Anna Lawton Creger's family branch. Each family is responsible for nominating a member of their family's branch to be considered to hold their respective seat on the Board of Directors. If no family member is nominated, the seat is to remain empty.

If a spouse is separated from a direct descendant for more than 6 months or is divorced from a direct descendant, they will be relieved from Board service and become ineligible from Board service thereafter.