

Board of Directors Role Descriptions

Board of Directors Role Description

Role

Directors serve as voting members of the SFA Board, working collectively to guide the organization's mission, strategic vision, and governance. Each Director is accountable to the Board, the SFA, and the SFA's members.

Term of Office

Directors serve three-year terms and are eligible to serve up to two consecutive three-year terms.

Time and Commitment

The Board meets approximately five times each year, with in-person meetings twice annually that each involve at least two days of meetings, and other meetings held virtually typically for a half day each. Each director typically will spend between 5-10 hours per month in addition to meeting time, working on committees and councils and preparing for board meetings.

Primary Duties and Responsibilities

The SFA Board of Directors holds full governance authority over the organization's mission, policies, and strategy. Directors are collectively responsible for the strategic direction, financial oversight, and organizational integrity of SFA, ensuring it serves its mission and the specialty food industry effectively.

As an individual member of the board, directors are responsible for:

- **Meetings:** Prepare for, attend, and actively participate in all Board of Directors meetings and conference calls, including both virtual and in-person meetings.
- **Events:** Attend and actively participate in the Fancy Food Shows, held twice annually—one on the East Coast in the June timeframe and one on the West Coast in the January timeframe. Engagement includes supporting key events, such as the ribbon-cutting ceremony, and participating in other SFA-hosted activities.
- **Committees:** Actively participate on board committees.
- **Professionalism:** Fulfill all assigned responsibilities professionally and dutifully.
- **Remain Informed:** Maintain a working knowledge of the affairs, policies, and activities of the association.
- **Ambassadorship:** Enthusiastically advocate, support, and enhance the mission and public image of the association and the industry. Leverage personal and professional networks to support SFA's growth and objectives.
- **Action:** Demonstrate agility and a bias for action, helping the organization achieve transformational change.

- **Objectivity:** Provide input and make decisions based on the best interests of SFA as a whole, rather than representing the interests of a specific company or sector.
- **Unified Voice:** Professionally express one's opinions during board discussions and debates, and then publicly support and advocate for all Board decisions.
- **Confidentiality:** Ensure that confidential information is treated as such.
- **Compliance:** Faithfully abide by the SFA bylaws, the Policy on Board Governance, the laws of the state of New York, and any other resolution or policy approved by the Board.

In collaboration with the Board of Directors as a whole and with the Chief Executive, Directors are responsible for:

- **Setting Policies and Mission:** Define and uphold SFA's mission and strategic priorities, establishing policies that align with its role in supporting the specialty food industry and fostering diversity, equity, and inclusion.
- **Opportunities and Threats:** Provide insight into future challenges facing the industry and address short- and long-term association opportunities, threats, and issues.
- **Respect, Trust and Candor:** Demonstrate constructive, candid, and healthy debate relative to decisions facing the association
- **Strategic Planning and Oversight:** Approve and periodically review the organization's strategic plan, establishing initiatives that promote SFA's objectives and provide value to the specialty food industry.
- **Financial Management:** Oversee the management of all funds and assets, including approving the annual budget, monitoring financial performance, and ensuring responsible allocation of resources.
- **Resource Development:** Guide SFA's efforts to secure sufficient financial resources, including setting investment, reserve, and resource allocation policies, and ensuring these policies align with organizational needs.
- **Hiring and Supervision of President:** Appoint the President, define compensation, and assess performance objectives.
- **Staff Partnership:** Establish and demonstrate constructive partnerships with association staff in their roles supporting committees and councils.
- **Governance:** Ensure the association is guided by competent and effective governance structures, policies, and procedures. Appoint the association's executive committee and officers.
- **Board Development:** Recruit and onboard new board members and plan for board member succession.
- **Committee, Council and Advisory Group Formation:** Identify and establish committees, councils, and advisory groups to address strategic needs or support SFA's objectives, as well as appointing members as stipulated by the bylaws.
- **Risk Management:** Oversee the organization's risk management program, ensuring that appropriate programs and processes are in place to protect against risk.
- **Organizational Compliance and Accountability:** Select and monitor key service providers such as investment firms, audit firms, and legal counsel; review and approve the organization's annual audit report and IRS filings.
- **Public Representation:** Represent SFA and speak on behalf of the Board as needed, within the scope of established policies and procedures.

Qualifications and Skills

All Directors should be able to demonstrate:

- Previous leadership experience in organizations relevant to the SFA's mission and goals.
- A strategic mindset with the ability to stay focused on high-level objectives and avoid tactical involvement.
- Strong communication and collaboration skills, with a commitment to honest, inclusive and respectful engagement.
- Ability to make data-driven decisions, using KPIs and metrics to guide strategy and impact assessment.
- Commitment to SFA's values of Servant Leadership, Inclusivity and Innovation.
- Willingness to engage with members and the broader industry as an ambassador of the SFA, actively fostering relationships and seeking support for strategic initiatives.
- Intermediate financial acumen including the ability to read and interpret basic financial reports, analyze financial data to identify trends and patterns, and apply financial concepts to make informed business decisions.

In addition, the SFA seeks a well-balanced Board composed of Directors who bring a collective set of skills and experiences. Ideally, each Director should be able to demonstrate several of the following:

- Advanced financial acumen through prior work as a CEO or CFO of a mid-size or larger company, or otherwise possessing experience overseeing a P&L and identifying and addressing financial risks.
- Deep, extensive experience with the business planning and evolving needs of SFA's key constituents—Makers, Buyers, Distributors, Importers, Retailers, Foodservices, Business Services, Representatives
- Understanding of the challenges and needs of SFA's core members at various stages of growth, including startup, emerging, expansion, and maturity.
- In-depth knowledge of the SFA, as demonstrated through prior volunteer and/or Fancy Food Show engagement.
- Demonstrated executive-level leadership experience, including overseeing organizations and making high-level strategic decisions.
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- Experience developing and overseeing strategic business planning for companies.
- Prior board experience with organizations similar in size and/or type, particularly member-based, nonprofit organizations.
- Expansive network and influence with the buying community.
- Deep ties to the incubator and upstart maker communities.
- Connections to the investor community that can be leveraged to build more member opportunities.
- Experience with other trade shows/events besides Fancy Food Show.
- Understanding of international food markets and the international trade show space.
- Understanding of technology's impact on the specialty food industry and forward-thinking opportunities to leverage technology to enhance member value.

SFA is committed to building a diverse and inclusive Board that brings together a variety of skills, perspectives, and experiences to advance its mission. The attributes listed above

outline the ideal skills for the Board as a whole. We encourage candidates to share how their own individual skills and experiences can contribute to the Board's overall effectiveness.

Benefits: In addition to the value of serving the SFA and its members, SFA also has a benefits policy that outlines options Directors may choose each year while serving on the board. Options include a travel value credit or booth credit for the Director's affiliated company. A copy of the benefits policy is provided to all nominees.

Board Chair Role Description

Role

The Board Chair serves as the lead governance officer of the SFA Board of Directors, to support the chief executive's execution of the Board's direction and oversight. The Chair provides strategic leadership to the Board, facilitates meetings, and represents the SFA in various external capacities.

Term of Office

One-year term. The Chair may be reelected to successive terms in office and there is no limit on the number of terms for which the Chair may serve.

Time and Commitment:

An average of 4-6 hours per month, in addition to regular Board duties. Time commitment may increase significantly during periods of organizational need, requiring flexibility to accommodate more intensive, episodic demands.

Primary Duties and Responsibilities

- **Meeting Leadership:** Preside over all Board meetings, ensuring productive discussions and adherence to Board policy. Facilitate setting the agenda for Board meetings, in collaboration with the President and Board members.
- **Committee Oversight:** Establish ad hoc committees with Board consent to address specific organizational needs and oversee their progress. In accordance with bylaws, fill vacancies in committees, task forces, and officer positions.
- **Executive Partnership:** Maintain monthly communication with the President, fostering alignment on strategic initiatives and operational priorities. Act as a sounding board and provide support, encouragement, and coaching to the President as needed, on behalf of the full Board.
- **Strategic Oversight:** Monitor progress on strategic objectives and work with the President and Executive Committee to maintain organizational alignment on achieving these objectives.
- **Governance Knowledge:** Be well-versed in SFA's governing documents, including bylaws and policies, and stay informed on best practices for governance of tax-exempt, nonprofit organizations.
- **Legal and Advisory Guidance:** Seek assistance from SFA's approved legal counsel or other SFA advisors as necessary to fulfill Chair responsibilities, with Board approval for any related expenses.
- **Representation:** Represent the association as designated by the President at official functions within external and partner organizations, promote the work of the association in conversations, speeches, and in daily activities.
- **Executive Committee:** Serve as chair of the Executive Committee.
- **Immediate Past Chair Role:** Upon completion of their term as Board Chair, the Chair is expected to transition into the Immediate Past Chair role for a one-year term, to support continuity and provide guidance based on prior experience.
- **Additional Duties:** Carry out any additional responsibilities as prescribed by the Board to support SFA's mission and goals.

Qualifications and Skills

- Must be a sitting director with at least one year of remaining eligibility on the Board.

- A strong preference for having served as an officer of the Board for at least one year.
- Proven leadership, public speaking, and facilitation skills, with a strong commitment to SFA's mission and strategic priorities.
- Strong organizational and decision-making skills, with the ability to provide strategic guidance to the Board
- Strong understanding of SFA's governance, bylaws, and the specialty food industry landscape.
- Experience directly managing C-level executives to ensure effective engagement with President.

Accountability

The Chair reports to the Board of Directors and ultimately to SFA's members, ensuring that the Board's activities support SFA's mission and strategic objectives.

Vice Chair Role Description

Role

The Vice Chair of the Board supports the Chair in leading the governance of SFA, ensuring continuity, strategic alignment, and effective decision-making. The Vice Chair also plays a critical role in leadership development, succession planning, and fostering collaboration across the Board and organization.

Term of Office

One-year term. The Vice Chair may be reelected to successive terms in office and there is no limit on the number of terms for which the Vice Chair may serve.

Time and Commitment

An average of 3-5 hours per month, in addition to regular Board responsibilities. Time commitments may vary depending on the level of support required by the Chair or additional leadership responsibilities.

Primary Duties and Responsibilities

- **Chair Support:** Actively assist the Chair in managing Board activities, including agenda development, meeting preparation, and facilitation, as requested.
- **Advisory Support:** Serve as a sounding board and advisor to the Chair, providing feedback on strategic decisions and key initiatives.
- **Leadership in Absence of Chair:** Serve as the acting Chair in the event of the Chair's absence, ensuring continuity in Board leadership and decision-making.
- **Performance Oversight:** Lead the Executive Committee's annual review of the President's performance and compensation. Ensure the evaluation process is thorough, well-documented, and aligned with organizational goals and best practices.
- **Strategic Contributions:** Actively contribute to the development and implementation of SFA's strategic plan, providing input on key organizational priorities.
- **Governance Knowledge:** Be well-versed in SFA's governing documents, including bylaws and policies, and stay informed on best practices for governance in tax-exempt, nonprofit organizations.
- **Representation:** Represent the association as designated by the President at official functions within external and partner organizations, promote the work of the association in conversations, speeches, and in daily activities.
- **Stakeholder Liaison:** Foster strong relationships with members, staff, and external stakeholders to support SFA's mission and objectives.
- **Legal and Advisory Guidance:** Seek assistance from SFA's approved legal counsel or other SFA advisors as necessary to fulfill Vice Chair responsibilities, with Board approval for any related expenses.
- **Executive Committee:** Serve as a member of the Executive Committee.
- **Additional Duties:** Carry out any additional responsibilities as prescribed by the Board to support SFA's mission and goals.

Qualifications and Skills

- Must be a sitting director with at least one year of remaining eligibility on the Board.
- Proven experience in board or committee leadership roles, ideally within member-based or nonprofit organizations.

- Strong organizational and decision-making skills, with the ability to provide strategic guidance to the Board and Chair.
- Demonstrated ability to foster relationships with Board members, staff, and external stakeholders.
- Thorough knowledge of SFA's bylaws, governing policies, and mission to ensure compliance and continuity.
- Excellent communication skills to represent the organization effectively and advise the Chair and Board.

Accountability

The Vice Chair reports to the Board of Directors and is accountable for supporting the Chair and Executive Committee in fulfilling their responsibilities.

Secretary Role Description

Role

The Secretary serves as the custodian of organizational records and a key facilitator of communication between the Board, staff, and members. The Secretary ensures compliance with governance practices and maintains the integrity of Board proceedings through accurate documentation and distribution of meeting minutes and other records. This role also involves fostering adherence to organizational policies and supporting the Board's decision-making processes.

Term of Office

One-year term. The Secretary may be reelected to successive terms in office and there is no limit on the number of terms for which the Secretary may serve.

Time and Commitment

An average of 3–4 hours per month, in addition to regular Board responsibilities. Additional time may be required for administrative planning, managing organizational records, and supporting meeting preparation.

Primary Duties and Responsibilities

- **Meeting Preparation and Communication:** Deliver or cause to be delivered agendas, notices, and other meeting materials in advance of all Board and Executive Committee meetings, ensuring compliance with notice requirements outlined in SFA's governing documents.
- **Minutes and Records Management:** Record minutes (or have them recorded by SFA legal counsel or SFA staff), review minutes, and distribute accurate minutes of all Board of Directors, Executive Committee, and member meetings. Provide minutes to the Board within 21 business days of each meeting, ensuring confidentiality of sensitive discussions and decisions. The use of AI tools for recording or drafting minutes is not permitted to ensure accuracy and confidentiality.
- **Governance Knowledge:** Be well-versed in SFA's governing documents, including bylaws, policies, and the Certificate of Incorporation, and stay informed on best practices for governance in tax-exempt, nonprofit organizations.
- **Governance Documentation:** Assist with the distribution and posting of governing documents.
- **Corporate Records Custodian:** Ensure proper maintenance, accessibility, and security of all organizational records, including legal documents, meeting minutes, and compliance filings. Ensure records are accessible to any director or officer in accordance with Board policy.
- **Execution and Authentication:** Execute, authenticate, and attest to legal instruments and documents as necessary for SFA's operations, including the affixing of the corporate seal when required.
- **Policy and Governance Support:** Serve as a resource for governance-related inquiries, providing clarity on policies, procedures, and legal obligations. Assist in ensuring adherence to parliamentary procedures during Board meetings as necessary.
- **Board Resource Coordination:** Facilitate access to records and relevant information that supports Board decision-making. Collaborate with the Nominating Committee to maintain accurate descriptions for Board roles and propose revisions when necessary.

- **Executive Committee:** Serve as a member of the Executive Committee and take meeting m.
- **Additional Duties:** Carry out any additional responsibilities as prescribed by the Board to support SFA's mission and goals.

Qualifications and Skills

- Must be a sitting director with at least one year of remaining eligibility on the Board.
- Strong organizational and administrative abilities with exceptional attention to detail for managing records and deadlines.
- Experience in nonprofit governance, including knowledge of bylaws, compliance requirements, and parliamentary procedures (e.g., Robert's Rules of Order).
- Excellent written and verbal communication skills, with the ability to summarize complex discussions into clear and concise minutes.
- Proficiency in records management and maintaining legal, compliance, and governance documentation.
- Proven ability to handle sensitive information with discretion and maintain transparency in governance processes.
- Commitment to transparency, accountability, and adherence to SFA's mission and values.
- Previous experience in a leadership or administrative role within professional associations or comparable organizations is preferred.

Accountability

The Secretary reports to the Board of Directors and is accountable for ensuring the integrity of SFA's governance records and processes.

Treasurer Role Description

Role

The Treasurer serves as the primary officer responsible for the financial oversight and integrity of the SFA. As Chair of the Finance Committee, the Treasurer provides leadership for the Board's fiscal responsibilities and ensures compliance with financial policies and procedures. The Treasurer works in close partnership with the Executive Committee and SFA staff leadership to maintain financial stability and advance the organization's strategic objectives.

Term of Office

One-year term. The Treasurer may be reelected to successive terms in office and there is no limit on the number of terms for which the Treasurer may serve.

Time and Commitment

An average of 3–4 hours per month, in addition to regular Board responsibilities. Additional time may be needed during budgeting, audit cycles, or for financial reporting preparation.

Primary Duties and Responsibilities

- **Financial Oversight:** Oversee the organization's financial affairs, ensuring sound fiscal management in alignment with approved budgets and strategic priorities.
- **Committee Leadership:** Chair the Finance Committee, ensuring it fulfills its responsibilities as outlined in its charter and supports the financial integrity of the organization.
- **Budget Collaboration:** Work with staff to assist in the preparation of the annual budget, collaborate with the Finance Committee to distribute the budget for review, and present the final budget to the Executive Committee and Board for approval.
- **Financial Monitoring:** Work with the SFA's SVP of Finance to regularly review the organization's financial health, including reports, cash flow, and overall fiscal performance.
- **Reporting:** Ensure that the SFA's SVP of Finance and finance team provide regular and transparent financial reports to the Board and Executive Committee, highlighting performance against the budget, cash flow status, and any significant variances or "off-budget" expenditures.
- **Policy Development:** Lead the oversight on behalf of the Board and Finance Committee in establishing and maintaining financial policies for budgeting, reserves, investments, and resource allocation to ensure long-term sustainability.
- **Audit and Compliance:** Lead the oversight of the Annual Audit results, monitor the effectiveness of the independent annual audit process, monitoring the adherence to audit recommendations and compliance with applicable financial regulations and governance standards.
- **Strategic Financial Guidance:** Offer recommendations to the Board on financial risks, opportunities, and resource allocation to support strategic initiatives.
- **Fiscal Leadership:** Uphold fiscal fiduciary responsibilities by ensuring the responsible management and stewardship of the organization's financial resources in alignment with its mission.
- **Representation:** Represent the Board and SFA in financial matters as needed, including engagements with auditors, investment firms, and other key stakeholders.

- **Executive Committee:** Serve as a member of the Executive Committee.
- **Additional Duties:** Carry out any additional responsibilities as prescribed by the Board to support SFA's mission and goals.

Qualifications and Skills

- Must be a sitting director with at least one year of remaining eligibility on the Board.
- Demonstrated financial leadership experience, such as serving as a CFO, CEO, or in a senior leadership role overseeing organizational finances, including P&L responsibility.
- Strong understanding of nonprofit financial management, including budgeting, cash flow, audits, reserves, and compliance with financial regulations.
- Advanced financial acumen, including the ability to interpret complex financial data, assess financial risks and opportunities, and develop financial strategies.
- Effective communication skills to clearly present financial information to Board members and external stakeholders.
- Experience developing and implementing financial policies to ensure fiscal sustainability and alignment with mission-driven objectives.

Accountability

The Treasurer reports to the Board of Directors and works closely with the Finance Committee and staff to uphold the financial integrity of SFA.

Immediate Past Chair Role Description

Role

The Immediate Past Chair supports continuity in Board leadership by advising the Chair, Executive Committee, and Board of Directors, while supporting the transition of leadership and advancing the organization's strategic goals.

Term of Office

One-year term immediately following the end of one's term as Board Chair.

Time and Commitment

An average of 2 hours per month, in addition to regular Board responsibilities. Time commitments may vary depending on the level of support needed for leadership transitions or advisory roles..

Primary Duties and Responsibilities

- **Advisory Role:** Serve as a trusted advisor to the Chair, Executive Committee, and Board of Directors, offering guidance and leveraging institutional knowledge to inform decision-making.
- **Leadership Transition:** Facilitate the onboarding and mentorship of the incoming Chair and other Board Officers, ensuring a smooth transition of leadership.
- **Continuity and Historical Context:** Provide historical context and continuity to Board discussions and decisions, helping to maintain alignment with strategic priorities and governance best practices.
- **Representation:** Represent the association as designated by the Board at official functions within external and partner organizations, promote the work of the association in conversations, speeches, and in daily activities.
- **Executive Committee:** Serve as a member of the Executive Committee.
- **Additional Duties:** Carry out any additional responsibilities as prescribed by the Board to support SFA's mission and goals.

Qualifications and Skills

- Comprehensive understanding of SFA's governance framework, mission, strategic goals, and industry landscape.
- Proven leadership and governance experience, including prior service as Chair of the Board.
- Strong mentoring and advisory capabilities to support the Chair and incoming officers in leadership transitions.
- Demonstrated ability to collaborate effectively with Board members, committees, and staff.
- Commitment to maintaining alignment with SFA's long-term objectives and supporting Board effectiveness.

Accountability

The Immediate Past Chair reports to the Board of Directors and supports the Chair and Executive Committee in maintaining effective governance.