

Maine Community Power Cooperative Board Member Job Description

Job Title: Board Director

MCPC Mission: Our Mission is to provide equitable access to clean renewable energy. Our member-owned cooperative lowers energy expenses and improves resiliency through solar power, energy storage, efficiency and education. We empower communities, strengthen local economies, and promote ecological practices through community-based energy systems.

General Description: The Board of Directors is responsible for setting the strategic direction of the cooperative, ensuring its long-term viability by selecting, overseeing and evaluating the CEO, reviewing financial plans, and approving major company actions, all while prioritizing MCPC's core values.

Qualifications and Eligibility: Directors must be a Subscriber-Member in good standing (with the exception of two independent director seats) and are elected by simple majority vote of the Subscriber-Member body at the annual member meeting. The term of office is 3¹ years, with a limit of ten consecutive years. Complete qualification and eligibility requirements are detailed in the cooperative's bylaws under Article VI, Section 2 ([link here](#)).

Time Expectations: The full board and committees meet at least quarterly for at least 1 hour. Additional meetings are scheduled by individual committees and the board, as needed. Committee-level workloads may vary and directors should sit on committees that align with their relative capacity.

Responsibilities leading up to a board meeting:

2-4+ weeks before: Committees prepare reports and send draft agenda items to the President, who finalizes the agenda and distributes meeting materials to directors.

1 week before: Directors review meeting materials and provide any additional feedback

Week of: President finalizes agenda.

Board meeting: Typically 1.5 hours and usually held remotely.

Week after meeting: Minutes posted to member portal.

Job Duties:

- Attend board meetings (including committee and agenda planning meetings)
- Along with the rest of the board, fulfill the board responsibilities as outlined below
- Serve on board committees (standard practice is for each board member to serve on 1-3 committees, and, after their first year on the board, to chair one of the committees they serve on)

Board Responsibilities:

- Execute powers established in the bylaws
- Approve annual budget, strategic plan, and capital plan
- Refine and support the cooperative's vision
- Hire/fire CEO, establish annual goals for CEO related to agreed upon metrics, conduct annual CEO review
- Amend bylaws, set performance metrics, compensation policy, and governance structure
- Maintain relevant records of the organization
- Foster leadership development

¹ Terms in the 2025 elections will be for 1, 2, or 3 years to allow for staggered elections moving forward

- Provide financial oversight for the organization
- Interpret and resolve conflicts of interest related to governance.

Typical Annual Calendar of Meetings & Topics:

Month	Administrative Agenda
January	Audit & Finance committee - Year end financials
February	Board - Operations focus
March	Governance committee - Annual meeting preparation Executive committee
April	Audit & Finance committee - Q1 financials Annual member meeting
May	Board - Officer/committee assignments
June	Governance committee Executive committee
July	Audit & Finance committee - Q2 financials
August	Board - Finance focus
September	Governance committee Executive committee
October	Audit & Finance committee - Q3 financials; budget recommendation
November	Board - Budget approval
December	Governance committee Executive committee

Officer Responsibilities (excerpt from the Bylaws):

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Duties of President. The President shall (1) preside over all Board meetings and Member meetings of the Cooperative; (2) call special meetings of the Board of Directors; (3) appoint such committees as the Board of Directors may deem advisable for the proper conduct of the Cooperative; (4) ensure that all orders and resolutions of the Board are put into effect, (5) perform all acts and duties usually performed by a presiding officer, and (6) support Board planning for officer perpetuation, (7) have such authority and perform such acts and duties as may be prescribed by the Board from time to time.

Section 2. Duties of Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, provided, however, that in case of the death, resignation, or disability of the President, the Board of Directors shall have the prerogative to declare the office vacant and elect any eligible person as President. The Vice President shall have such authority and perform such other acts and duties as may be prescribed by the President or the Board from time to time.

Section 3. Duties of Secretary/Clerk. The Secretary shall be the Clerk of the Cooperative corporation, and shall keep a complete record of all meetings of the Cooperative and of the Board of Directors, and shall have general charge and supervision of the books and records of the Cooperative.

The Secretary shall sign papers pertaining to the Cooperative as authorized or directed by the Board of Directors. The Secretary shall serve all notices required by law and by these bylaws, and shall make a full report of all matters and business pertaining to the office and operation of the business to the Members at the annual meeting. The Secretary may keep a corporate seal and shall keep all corporate books and records of the Cooperative and may affix the corporate seal to all papers requiring a seal; shall keep all Member records; shall make all reports required by law and these bylaws; and shall have such authority and perform such other duties as may be required by the Cooperative or prescribed by the President or the Board of Directors.

Upon the election of a successor, the Secretary shall promptly turn over to the successor all books, records and other property belonging to the Cooperative. Duties of the Secretary may be performed by staff or Members under the supervision of the Secretary.

Section 4. Duties of the Treasurer. The Treasurer shall (1) work with the General Manager to facilitate the Board's understanding of the financial condition of the Cooperative, (2) Provide input to the General Manager on the Cooperative's operating, capital, and cash-flow budgets as the General Manager prepares a budget for board approval; (3) Draft and present for the Board's approval a detailed Board Governance budget line annually and monitor and report on said line (4) Review and sign the Cooperative's tax filings (5) Make such reports as may be required by the board (6) sign official Cooperative documents as is necessary and appropriate and (7) in the absence of a General Manager, ensure that appropriate financial bookkeeping systems are employed, performing those duties if needed and qualified, (8) perform other such acts and duties in relation to the Cooperative's finances as may be prescribed by the Board from time to time.

Upon the election of a successor, the Treasurer shall promptly turn over to the successor all monies, financial assets, property, books, records and documents pertaining to his/her office or belonging to the Cooperative. Duties of the Treasurer may be performed by staff or Members under the supervision of the Treasurer.

In addition to the official roles listed in the bylaws:

The President is responsible for (or delegating someone to):

- Setting the agenda - soliciting agenda items from board and CEO
- Fielding proposed agenda items from members and determining readiness for board discussion
- Reporting at annual subscriber-member meetings
- Writing the board report in the Annual Report
- Upholding and interpreting the bylaws (in support of the full board understanding and upholding)
- Representing the board: operating as a representative of the MCPC board in the community or outside of MCPC spaces
- Representing the board internally as the voice of the board to the CEO, employees, and members
- Coordinating with CEO about board meetings:
 - Acting as a thought partner for the CEO in order to determine agenda items for the board

or for different committees

- CEO and board president keep each other informed about relevant issues in order to prepare board conversations
- Provide direction to directors (i.e. proposals for how to approach a topic, solutions, etc.)
- Provide clear delegation and accountability to committees on behalf of their responsibilities
- Giving notice of all meetings and sending out agenda and documents so that directors are prepared for discussions
- Scheduling board meetings
- Coordinating with directors and management for the annual meeting.

The Vice President is responsible for (or delegating someone to):

- Presiding over meetings and fulfilling the responsibilities of the president in their absence
- All jobs delegated by the president as needed
- Take on special projects or leadership development opportunities as needed.

The Secretary is responsible for (or delegating someone to):

- Recording meetings electronically, if needed
- Taking notes for approval as minutes - which includes attendance, recording motions, recording dates and timelines for actions, noting times for starting executive sessions or special meetings
- Counting and recording votes at meetings
- Filing corporate documents
- Signing official documents as needed
- Maintaining document archive (meeting minutes, corporate resolutions, etc.)
- All jobs delegated by the president as needed.

The Treasurer is responsible for (or delegating someone to):

- Reporting financial performance to directors and members
- Chairing the Audit and Finance Committee
- Understanding and reporting on company cashflow
- Leadership role in annual and capital budgets development
- Working with CEO on patronage distribution and education for members when appropriate
- All jobs delegated by the president as needed.