

GRFR Directors' Guidelines and Duties
Approved by the GRFR Board: 3/21/2013

1. GRFR's directors have fiduciary duties, including a duty of care and a duty of loyalty.
2. The duty of due care is fulfilled by (a) acting in good faith (b) with the care an ordinarily prudent person in a like position would exercise in similar circumstances and (c) in a manner that the director or officer believes to be in the best interests of GRFR.
3. "Good faith" requires that directors act honestly, with faithfulness to their duties and obligations and not attempt to take advantage of GRFR.
4. "Care of an ordinary prudent person . . . in similar circumstances" requires that directors act in accordance with their specific role within the organization.
5. Directors must not only subjectively believe that their acts are "in the best interests of GRFR", but those beliefs must be objectively reasonable.
6. Examples of actions directors should take to exercise their duty of care include:
 - a. carrying out their responsibilities to GRFR with diligence, attention, care and skill
 - b. becoming familiar with GRFR mission, including its activities, size, complexity and financial status
 - c. confirming that GRFR has submitted all required governmental filings
 - d. making informed decisions based on a thorough review of the available facts
 - e. attending and actively participating in all board meetings, events, and major decisions
7. The duty of loyalty requires directors and officers to act in the best interests of GRFR and to avoid conflicts of interests. Examples include:
 - a. prohibition against usurping opportunities of the corporation
 - b. directors must not engage in enterprises that compete directly with or have an injurious or detrimental impact on GRFR
 - c. directors must not use confidential information for any purpose outside the scope of their duties to GRFR and must keep such information confidential
8. The primary duties of GRFR directors is to provide oversight over management of the processes and policies of GRFR including but not limited to:
 - a. support and participate in fund raising, including donating as personal finances allow
 - b. financial oversight including approving annual budget, and overseeing major expenditures
 - c. maintaining the good reputation and respectability of GRFR and initiating and maintaining relationships within the community to encourage community support for GRFR and its mission, volunteer recruitment and fund raising
 - d. being informed and/or directly engaged in one or more of GRFR's processes, including applicant screening, transporting, fostering, home visits, adoption and special events