

Ten Basic Responsibilities of Nonprofit Boards and Ways to Develop These Skills with Your Board

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Section 1

Introduction

Board of Directors Roles and Responsibilities

Introduction

How to utilize this workbook:

This workbook was developed for Chief Executives (or whatever title you use) of Independent Living Centers to utilize in training of their respective board of directors. The focus of this workbook is on board member's Roles and Responsibilities. First is an overview that highlights the basic responsibilities of a non-profit board (Section 2). Using the ten basic responsibilities outlined by BoardSource we will focus on each of those responsibilities in this workbook (Sections 3 – 12).

Each of the ten areas covered in this workbook will have some core concepts outlined, as well as some discussion questions and group activities.

Because each board for each ILC is unique in its membership and stage of development it is nearly impossible to develop one training modality that would meet everyone's needs. This workbook is an attempt to provide chief executive's a variety of materials, discussion questions and group activities that they can either modify or use as is that would meet their respective board's needs. Sometimes just using some discussion questions with your board can be a valuable training experience. Chief executives know their boards and where training would be useful. The chief executive can pick and choose which sections, questions or activities would be beneficial for their board and organization.

Resources located in Section 13 that may be helpful for further work with your board are also provided.

Chief executives are still responsible to providing training for their boards in such areas as: History and Philosophy of the IL Movement; the organization's history; expectations of the individual board member and committees. These are areas of strength for the chief executives and would be most successfully delivered by them.

These training modules can be expanded if chief executives want to share with other chief executives some materials, discussion questions, activities or resources that they have found to be effective when working with their respective boards.

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Section 2

Overview

What are the basic responsibilities of a nonprofit board?

1. Determine the organization's mission and purposes.
 - It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents.
 - Does your board have a working knowledge of the organization's mission, purpose and programs/services?
2. Select the chief executive.
 - Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. Support and evaluate the chief executive.
 - The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
4. Ensure effective planning.
 - Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
5. Monitor and strengthen programs and services.
 - The board must ensure that current and proposed programs and services are consistent with the organization's mission and monitor their effectiveness.
6. Ensure adequate financial resources.
 - One of the board's main responsibilities is to ensure that the organization has adequate financial resources to fulfill its mission.
7. Protect assets and provide financial oversight.
 - The board must approve the annual budget and ensure that proper financial controls are in place.
8. Build a competent board.
 - All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
9. Ensure legal and ethical integrity.
 - The board is ultimately responsible for adherence to legal standards and ethical norms.

10. Enhance the organization's public standing.
- The board should clearly articulate to the public the organization's mission, accomplishments, and goals and garner support from the community.

Adapted from: BoardSource

What are the responsibilities of individual board members?

GENERAL EXPECTATIONS:

- Know the organization's mission, purpose, goals, policies, programs, services, strengths, and needs.
- Serve in leadership positions and undertake special assignments willingly and enthusiastically.
- Avoid prejudiced judgments on the basis of information received from individuals; urge staff members with grievances to follow established policies and procedures through their supervisors. All significant matters coming to you should be called to the attention of the chief executive and/or the board's elected leader as appropriate.
- Keep up-to-date on developments in the organization's field.
- Bring goodwill and a sense of humor to the board's deliberations.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Follow conflict of interest and confidentiality policies.

MEETINGS:

- Prepare for and conscientiously participate in board and committee meetings, including appropriate organizational activities when possible.
- Ask timely and substantive questions at board and committee meetings, consistent with your conscience and convictions, while supporting the majority decision on issues decided by the board.
- Maintain confidentiality of the board's executive sessions and when confidential information is given to you. Never speak for the board or organization unless authorized to do so, but also remember that *all* utterances from board members carry great weight with those within and outside of the organization. Private opinion on any matter is often construed by other's as the board's official posture whether it really is or isn't.
- Suggest board and committee meeting agenda items occasionally to board leaders and the chief executive to ensure that significant, policy-related and strategic matters are discussed.

RELATIONSHIP WITH STAFF:

- Counsel the chief executive as appropriate, providing support through often difficult relationships with groups or individuals.
- Avoid asking the staff for favors, including special requests for extensive information that may take extraordinary time to gather and are not part of ongoing board or committee work – unless you have consulted with the chief executive, board chair, or appropriate committee chair.
- Remember that it is most appropriately the chief executive who is responsible for assessing staff performance, **NOT** board members or the board. Most chief executives, however, welcome comments or opinions, offered during private conversations that are complimentary or constructively critical of a senior officer.

AVOIDING CONFLICTS:

- Serve the organization as a whole rather than any special interest or constituency. Even if you were invited to fill a vacancy reserved for a certain constituency or organization, your first obligation is to avoid any preconception that you “represent” anything other than the overall organization’s best interests.
- Avoid obsessions with a single issue.
- Avoid even the appearance of a conflict of interest that might embarrass the board or the organization. Disclose any possible conflicts to the board in a timely fashion.
- Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate, even though not necessarily obliged to do so by law, regulation, or custom.
- Never accept (or offer) favors or gifts from (or to) anyone who does business with the organization.

FIDUCIARY RESPONSIBILITIES:

- At all times, exercise prudence with the board in the control and transfer of funds.
- Faithfully read and understand the organization’s financial statements and otherwise help the board fulfill its fiduciary responsibility.

FUNDRAISING:

- Give an unrestricted annual gift and restricted program or project support in line with your particular interests and personal means. Always do your best to set an example for other board members.
- Remember, giving one’s time and expertise, as important as they are, are not substitutes for providing financial support according to one’s capacity. As one experienced and exemplary director candidly said, “Nonprofit organizations need money and money simply has to come from those who have it. If board members don’t support their own organization, why should anyone else?”
- Assist the development committee and staff by helping to identify potential givers and implement fundraising strategies through personal influence where you have it (corporations, individuals, foundations).

AMBASSADORIAL SERVICE

- Serve your organization responsibly and diligently by telling the organization's story and presenting its accomplishments as well as its needs and current challenges. You are your organization's logo.
 - Represent, as well, your community to your organization. Bring back concerns, ideas, suggestions, compliments, and the like when you think they may have merit. Remember, as a board member, you are at the nexus of two-way communication.
- Adapted from: 10 Basic Responsibilities of Nonprofit Boards – BoardSource (2009).

Standards of Conduct:

Duty of Care

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the level of "care that an ordinary prudent person would exercise in a like position and under similar circumstances." This requires board members to exercise reasonable care by staying informed, actively participating in making decisions and to exercise their best judgment while doing so.

Duty of Loyalty

The duty of loyalty is a standard of faithfulness. When acting on behalf of the organization in a decision-making capacity, board members must set aside their own personal and professional interests. The organization's needs come first. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

Duty of Obedience

The duty of obedience requires board members to be faithful to the organization's mission and to act in a way that is consistent with the central goals of the organization. Board members bear the legal responsibility of ensuring that the organization remains true to its mission and purpose by its compliance to all applicable federal, state and local laws. A basis for this rule lies in the public's trust that the organization will manage donated or public funds to fulfill the organization's mission.

Ten Things to Remember

As you begin or continue your service on a nonprofit board, these reminders may help you to have a productive and personally fulfilling experience.

1. Remember that there is a time to join the board of a worthwhile organization that accomplishes good things – and a time to go. Believe in the work of your organization and sustain your motivation and commitment. Then, when you have done your best, acknowledge that it may be time to pursue other volunteer endeavors.
2. Remember this old saying about board service: “Keep our noses in and our fingers out.” Board members should not direct staff members or programs.
3. Remember that chief executives need an occasional pat on the back. They’re human too.
4. Avoid dysfunctional politeness by candidly addressing the really important matters that concern you and should concern the board in your judgment. The trick is being able to respectfully disagree with others without being disagreeable and, after sharing your reasoning, to close ranks with the majority vote as a team member.
5. Know what your organization does and whom it serves. While knowing everything about your organization may be impossible, knowing little or nothing about it is an abdication of your responsibilities and could place it in jeopardy.
6. Never miss an opportunity to say something good about your organization, or fail to bring back a good idea that a constituent or member might share with you on the road.
7. As long as you are a board member, make your organization a top priority in your charitable giving.
8. Practice due diligence. Ask good and timely questions. But also remember that it isn’t only the quiet board member who may not have anything to say.
9. Go beyond compliance. Do the right thing at all times.
10. Understand that being a good follower is at least as important as striving to be a good leader. In fact, one mark of a good leader is knowing when to follow. Personal humility, a sense of humor, and not taking yourself too seriously have their places in the boardroom.

From: Ten Basic Responsibilities of Nonprofit Boards – BoardSource 2009.

Section 3

Responsibility #1:

Determine Mission & Purpose

Determine Mission and Purposes:

Core Concepts:

- A commitment to the organization's mission should drive your board's and management's priorities.
- Your board and management should periodically review the mission statement to ensure it is useful, honest, valid, and current.
- Your board is responsible for ensuring that the organization's mission is clearly stated and advanced. This usually takes the form of a relatively brief written mission statement, sometimes supplemented with a more detailed statement of the organization's vision or values – what it supports or believes.
- * The mission statement should articulate why and for whom the organization exists.
- Before developing or revising the mission, wise chief executives and boards consult with the organization's stakeholders.
- A good statement of mission and purpose serves to guide and benchmark such undertakings as organizational planning, board and staff decisions about programs and services, volunteer initiatives, and priorities among competing demands for scarce resources. The board should periodically assess what the organization does to ensure that it is not drifting away from its intended mission and purposes. The mission (which will vary widely from one organization to the next) also sets the stage for fundraising strategies and serves as a benchmark for sustaining the confidence and support of those who believe in the organization.
- There is a distinction between an organization's **mission** (what the organization "is and does") and its **vision** (what it "strives to be and do"). The most important point is that every organization should describe why it exists and what it provides to its intended beneficiaries – and that mission may evolve over time.

TIP: At least annually, reserve time at a board meeting for members to briefly discuss what they do or can do for the organization beyond faithful participation in board and committee meetings. So often, it is what board members do for their organization between meetings that matters as much or more than what is accomplished in regularly scheduled meetings.

DANGER: Changing the organization's mission or statement of purpose without consulting and engaging key stakeholders could lead to confusion, a loss of support as well as guide the organization in a wrong direction.

Do you need to revise your Mission Statement?

Some possible questions to guide a discussion on the current state of your organization's mission:

- Is the mission statement short (17 or fewer words) and sharply focused? Would it fit on a t-shirt?
- Do board members and staff know the mission statement? Is it clear and easily understood?
- Does it define why you do what you do?

- Does it provide direction for doing the right thing?
- Does it inspire your passion and commitment?
- Does it say, in the end, what your organization wants to be remembered for?
- Have you revisited your mission statement in the last 3 years?

Discussion Questions:

1. Do we use our mission statement as our first frame of reference when making decisions?
2. Does our statement of mission clarify what makes our organization distinctive?
3. Have we recently adjusted or reaffirmed our mission statement?
4. What new or emerging changes in the environment or our organization's circumstances should cause us to reconsider our mission statement's adequacy or appropriateness?

Activities: Mission Statement

- Answer any or all of the following questions and discuss @ your next meeting:
 - A. List **three** ways that your board has recently used the mission to guide the decision-making process:
 - B. When was the last time your board reaffirmed or adjusted the mission statement?

C. List **three** possible changes in your environment or your organization's circumstances that might cause you to reconsider your mission statement's adequacy or appropriateness.

D. Ask each board member to write the mission from memory and display each board member's response. How similar or different are they?

E. Pass out a copy of the mission statement and have someone read it aloud. Does the mission statement still reflect what makes your organization so necessary?

Section 4

Responsibility #2:

Select the Chief Executive

Select the Chief Executive:

Core Concepts:

- Choosing a new chief executive is among the most consequential of your board's decisions because it will affect the organization's continuing development and effectiveness.
- When a vacancy occurs in the chief executive position, your board needs to decide whether to hire an executive search firm to help with the search process, including candidate recruitment, or to conduct the search on its own.
- Before launching a search, it's essential to work backward to a list of desired attributes to be sought in serious candidates – backward from a clear consensus on the organization's nature and current circumstances, its strategic and most pressing priorities, and goals to be met.
- Effective chief executive performance is intimately linked to your board's effectiveness. Ensure that your board and its leaders are prepared to provide the necessary commitment of time and support to help get the job done.

- Succession planning is part of your board's responsibility to ensure that the organization is prepared for the future. When done properly – with the full commitment and assistance of the current chief executive – the odds of making a smooth transition to new leadership increase dramatically.

How to Hire the Next Leader of your Organization:

In a national, regional, or local search for a new leader, your board should:

- Review the organization's statement of mission and purpose.
- Conduct an inventory of the organization's current and emerging strengths and needs (perhaps aided by an outside group if one is retained to help with the search).
- Agree on clear objectives and clarify expectations for at least the first year of the new chief executive's service, plus a few major long-term priorities and goals.
- Articulate the particular characteristics, skills, and style that the organization seeks in its new chief executive.
- Provide an adequate compensation package and other employment terms.
- Clarify the board's functions as distinct from those of the chief executive and staff, including the chief executive's responsibility to select and supervise a management team without the board intrusion.
- Clarify the board's expectations of the chief executive and what the chief executive can expect from the board.
- Reaffirm that the organization's chief staff officer (by whatever title) is indeed the chief executive's rather than the board's elected volunteer leader.

*** Even though your board and the chief executive need to work together in close partnership, it is necessary to recognize a line between operations and oversight.

Adapted from: Ten Basic Responsibilities of Nonprofit Boards: The Companion Workbook – Board Source - 2012.

Select the Chief Executive

Discussion Questions:

- Does your board have a formal process to review and, if necessary, revise the chief executive job description?
 - If not, why not?
 - If so, are you happy with the process?
 - Under what circumstances might you revise the process?
-
- Does your board have a written succession plan?
 - If so, when was it drafted?

- Does it still meet your needs?
- Under what circumstances might you revise the plan?

Select the Chief Executive

GROUP ACTIVITY:

Break up into sets of two or three and discuss the following scenario:

The chief executive has contacted the board to let it know that she's leaving the organization effective immediately. Draft a quick emergency succession plan that answers the following questions:

1. What structure will you put in place to support the staff while you transition to new leadership?

2. Will you work with an interim chief executive?

What skills and abilities would you need in an interim chief executive?

3. Will you hire a search firm?

If so, what qualifications and experience should it have?

If not, how do you plan to conduct the search for a new chief executive?

What should be the process for internal candidates who apply?

- Come back together as a board and review your respective group's discussions. Any similarities or discrepancies noted?

Section 5

Responsibility# 3:

Support & Evaluate the Chief Executive

Support and Evaluate the Chief Executive:

Core Concepts:

- The chief executive's success is linked to your board's determination to do its part to sustain an effective relationship – one marked by mutual respect and an understanding of the distinction between board and executive responsibilities.
- Providing personal and organizational support for executive leadership, regularly assessing the chief executive's performance, and acknowledging superb service through appropriate compensation are key board responsibilities as well. A high-performing board gives ongoing attention to these matters.
- The chief executive should be able to count on support from your board chair and the rest of your board. Some examples of ways board leaders can be supportive are:
 - Being reasonably predictable in how they react to and address emerging problems and "bad news".
 - Clarifying boundaries and not micromanaging and second-guessing all decisions.
 - Encouraging the chief executive to be decisive.
 - Standing by the chief executive when constituencies do not like certain decisions.
 - Responding to the chief executive's requests for help.
 - Providing encouragement when needed.
- Performance reviews work best when guided by these 5 principles:
 1. The primary purpose of the performance review is to help the chief executive perform more effectively
 2. The chief executive should be consulted on and comfortable with the review process.
 3. The chief executive's and board's performance are interdependent – neither can be assessed completely independently.
 4. It is the board's responsibility to assess the chief executive's performance, and it is the chief executive's responsibility to assess the senior staff's performance.
 5. If regular and productive communication is maintained throughout the year, there should be few or no surprises in the review process.
- The annual review should be a formal, written process that centers on the annual goals mutually and previously agreed upon by your board and the chief executive.
- A good performance review process helps to inform compensation adjustments.

Support and Evaluate the Chief Executive

Discussion Questions:

1. What are the agreed-upon goals for the chief executive for the next year?

Support and Evaluate the Chief Executive

GROUP ACTIVITY

- Have each board member list three new things that the board can do to support the current chief executive.
- Ask the chief executive to list three as well.
- Compile the list and share it. Do you notice any similarities or recurring themes?

SAMPLE EVALUATION FORM – EXECUTIVE DIRECTOR

This evaluation will be conducted by a committee of the executive board. It is anticipated that before completing, it will discuss some of the key elements of the executive director's performance with key staff members of the Board of Directors. The evaluation should include the following criteria:

Overall Organizational Performance

1. Works with board and management staff to develop strategies for achieving mission goals and financial viability.
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need ImprovementComments and constructive criticism

2. Provides appropriate support and leadership to the Board.
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

3. Demonstrates ability to analyze opportunities and need for changes.
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

4. Builds respect and profile of agency with various constituents.
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

5. Establishes ambitious goals and adapts programs appropriately.
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

Community Leadership

1. Serves as an effective spokesperson; represents agency well with all organizations/people.
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

2. Establishes and makes use of relationships with organizations and individuals in field.
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

Administration and Human Resources

1. Establishes and leads an effective management team
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

2. Recruits and retains an appropriate staff
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

3. Maintains appropriate balance between programs, administration and personnel needs
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

4. Ensures compliance with relevant workplace and employment laws and procedures
 - a. Outstanding
 - b. Good
 - c. Acceptable

- d. Unsatisfactory/Need Improvement
Comments and constructive criticism

5. Insures that employees are properly screened, licensed and trained
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

6. Ensures personnel policies and job descriptions are up to date
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

7. Maintains a climate of excellence, accountability and respect among all staff.
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

Financial sustainability and mission impact

1. Assures adequate control and accountability for all aspects of JFS, including all necessary and appropriate record keeping
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

2. Sees programs and activities are developed, executed, modified and/or dismantled as appropriate
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

3. Works with staff, board and other community members, as appropriate, to insure programs are carried out in a fiscally responsible manner.
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

4. Develops realistic and ambitious plans for maintaining fiscal integrity of agency; is involved in fundraising as appropriate; establish positive relationships with donors as appropriate
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

Board of Directors

1. Involves board appropriately in decision making
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

2. Provides appropriate leadership to the Board
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

3. Insures that Board is appropriately informed in a timely manner
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

4. Sees that Board committees are appropriately supported
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

5. Works with Board to recruit and retain members
 - a. Outstanding
 - b. Good
 - c. Acceptable
 - d. Unsatisfactory/Need Improvement
Comments and constructive criticism

Any other comments:

Section 6

Responsibility #4:

Ensure Effective Planning

Ensure Effective Planning:

Core Concepts:

- Through the planning process, your board and staff translate the organization's mission into goals and objectives, which can then be used to focus its resources and energy.
- There are numerous ways to do planning – from comprehensive analysis to revising the present plan. The leadership should determine together which approach is best.
- Traditional planning generally covers a 3 to 5 year period.
- Although the chief executive is responsible for designing and conducting a process, the chief executive and staff do not unilaterally determine the organization's strategic direction. Your board's responsibility in this area is to:
 - Insist that organizational planning occurs.
 - Participate in the strategic planning process.
 - Keep the focus on mission fulfillment.
 - Assess the merits of the planning process and its results.
 - Formally approve agreed-upon strategies and outcomes.
 - Use the goals as a guide for budgeting and other priorities.
 - Monitor the plan's implementation and the organization's progress, largely based on stated goals and objectives.
- Board members are at their best when they ask good questions and offer ideas of their own about the organization's operating environment.
- The board needs to stay focused on **The Big Picture** – not the details. The staff drafts the annual operational plan to implement the strategic plan.
- Remember that the **process** of planning is as important as its outcomes. Getting the process right adds value and thus justifies the time and expense involved.

DANGER: Boards that fail to honestly and comprehensively assess the threats and challenges that the organization faces within its operating environment (for example, its competition, obstacles to overcome, and major constraints on its economic viability) are driving without a GPS or map.

Components of the plan:

Depending on the special circumstances, mission, and purposes of the organization, most planning efforts will include some variation or combination of these elements:

- Statement of mission and purposes (reaffirmation or revision).

- Statistics, trends, and other research data about the environment in which the organization operates (likely internal and external circumstances).
- Needs of current programs and services (constituent feedback is especially important).
- Need for new programs and services (constituent feedback is especially important).
- Advocating reallocation of limited resources by eliminating weak or tired programs and activities to help finance new opportunities.
- Staffing (current and projected needs).
- Board of directors (membership, size, method of selection, board member performance assessment, meetings, committee structure, and other bylaw provisions).
- Financial projections (income, expenses, reserves, new revenue streams).
- Fundraising goals and strategies that set the stage for subsequently framing an explicit case statement (a case for support from individuals and other funders).
- Public relations and education strategies (how do we get our story out?)

Discussion Questions:

1. Do our regular board meetings (apart from retreats) include at least one strategic, or Big Picture, issue on the agenda?
2. Is our current strategic plan based on realistic and comprehensive assumptions about the organization and its external environment? What considerations are missing?
3. How might challenging demographics and other economic, social, and political trends affect a constituent, client, or membership base that provides a primary revenue stream?
4. What goal should the organization strive to achieve for financial reserves (for example, at least on-half of the operating budget)? Are there some potential revenue streams to consider?
5. Are new priorities clear and the proposed means of paying for them realistic? Which programs should be self-supporting? Which might be operated at a loss in order to fulfill the organization's mission?
6. What metrics (strategic indicators or criteria) do we use to monitor organizational effectiveness?

Group Activities:

1. Pull out your organization's current strategic plan. Is the plan based on realistic and comprehensive assumptions about the organization and its external environment? What considerations are missing?

2. Since the plan was written, what has changed that may require the board's attention?

Section 7

Responsibility # 5:

Monitor & Strengthen Programs & Services

Monitor and Strengthen Programs and Services:

Core Concepts:

- Board work should focus primarily on the organization's impact, as determined by the extent to which program participants achieved the desired results and changes in behaviors or conditions over the long term.
- Given limited dollars and unlimited demands on them, your board ultimately decides among competing priorities. Board members should ask:
 - What data and information will help us assess our operation effectiveness, financial condition, and programmatic activity?
 - What are we trying to achieve?
 - How do we know whether we are making a difference or succeeding at our mission?
- Always aim for a balance between your board's responsibility to ensure quality, cost-effective programs and services, and the staff's responsibility to creatively initiate, conduct, and evaluate them. Board members and staff have many distinct roles and it takes a lot of effort to maintain appropriate boundaries, while keeping communication open. The following may be helpful (located in this section):
 - How does the board avoid the extremes of "Rubber Stamping" and Micromanaging?
 - Should staff contact with the board be restricted?
 - Board and Staff Responsibility Chart.
- How does your board monitor and otherwise contribute to strengthening the organization's endeavors, especially when a well-qualified staff is in place? For most boards, fulfilling this responsibility includes the following:
 - Periodically assessing the efficacy of programs and services (some boards establish a committee to evaluate programs and services, especially user satisfaction with them).
 - Asking good questions about proposed programs and services, especially as they relate to the organization's unique mission and purposes.
 - Studying both the cost-benefit ratio of major undertakings and user satisfaction data (hearing from users of certain programs and services) to facilitate an exchange of information and learning.
 - Occasionally recommending or authorizing management to invite qualified third-party consultants to study programs or services that may be causing concern.
- Board members should guard against staff or board defensiveness about certain "sacred cows" whether those are programs, services, publications, events, or even personalities.

How does the board avoid the extremes of "Rubber Stamping" and Micromanaging?

A board member provides oversight and guidance, always keeping in mind the organization's mission. That doesn't mean approving without question every program, project, and budget proposed by staff. Nor does it mean becoming engrossed in operational details such as deciding which flowers are planted by the front door. Board

members who are clear about their responsibilities are much less likely to become involved inappropriately in administration or to distance themselves from critical decisions. Strive for balance.

Rubber Stamping: approving without question whatever staff members or committees recommend. This often starts when there are fewer full board meetings and more committees and committee meetings. Board members may feel somewhat informed about their committee areas of responsibility but don't believe that full board meetings provide enough time to be informed about other areas. They begin to see themselves more as advisors than as members of the governing body. Or they may feel that their individual contributions are not essential to the full board's work – a common reaction when the executive committee takes on greater responsibilities.

What can a board member do to avoid rubber-stamping?

- Read the background materials on an issue.
- Analyze the statistics.
- Listen carefully to presentations and ask pointed questions about stakeholder's needs, relevance to mission, and success (or failure) of strategies.
- Your opinion counts, and you have an obligation to speak out if something troubles you.

* The board culture should welcome open debate and discussion with the understanding that any decision that the board makes should be supported publicly, even by those who disagree personally.

* If you reach the point where you don't feel that you have enough time to attend meetings or read board materials thoroughly, do the right thing by resigning. Then the organization can appoint someone who can fulfill the responsibilities of board service.

Micromanagement can occur when roles aren't clear or when board members assume management functions. Some board members have a great familiarity with the organization or certain programs. That familiarity may be helpful to the board's function, but it may also impede the board if the board member(s) focus too much on what they are familiar with. You will know that board members have crossed the line and begun to micromanage when they exhibit behaviors like these:

- Offering unsolicited opinions on purchases of office equipment or selection of vendors.
- Becoming involved in personnel issues, such as hiring and firing staff (other than the chief executive) or approving individual salary increases.
- Demanding to review invoices and receipts.
- Creating a committee that deals with operational issues already assigned to staff members.
- Sitting in, uninvited, on staff meetings.

Now, the board may make the decision on where the organization's new office will be located, but it is not appropriate for the board to select the office décor or design the sign for the front door. The board's work, which usually includes serving on a committee or two, leaves no time for participating in staff decisions.

* Staff members should understand the role of the board members as well, so they don't unwittingly ask questions or provide the kinds of information that pull board members into management functions.

Some ideas to prevent micromanagement:

- The board chair and chief executive together should review the agenda for board meetings to ensure that they do not unwittingly promote micromanagement. Topics should relate to strategic goals, not administrative issues. Supporting materials should present high-level information that facilitates discussion. They would screen the agendas and materials to make sure that do not emphasize operational issues or open the door to discussions of minutiae.
- If a board member seems headed towards micromanagement; can that person take on an assignment (committee, task force) that is related to their interests. Or would it be helpful for that person to be given a challenge that is a little outside their comfort zone, so they can see the organization from a broader perspective and directs their energy and attention in a more strategic direction.
- Clear understanding of the board's, the chief executive's and staff's roles and how they are distinct, where they connect and how to communicate effectively. This will probably be an on-going area for discussion in a lot of organizations.

From: The Nonprofit Board Answer Book – BoardSource 2012

Should staff contact with the board be restricted?

The challenge: Should board members have contact with staff independent of the executive director?

Executive directors often feel that independent board-staff contact undermines their authority, and creates the potential for staff to give misleading and undermining information to the board.

Board members want to respect the authority of their CEO, but they also know that they can often serve best by meeting separately with staff on program or fundraising issues, and they value the independent viewpoint they can develop when not all their information is filtered through the executive director.

WARNING: Restricting contact between board and staff usually results in suspicion on the part of the board and resentment from the staff.

Some suggestions and guidelines that may help:

- There are no restrictions on contact, but the executive director must be informed of meetings. (Example: a voice mail message from the Controller saying, "Hey, I just wanted you to know that I'm meeting with the Board Treasurer next week to go over cash flow projections. Let me know if you have any concerns or things you want me to bring up.")
- Building on that: develop a communication system that everyone understands. For example: is the executive director informed before a board member meets with staff? Do staff have a clear understanding on when/how to interact with the board? What types of responsibilities are whose (executive director; board; staff) in an effort to reduce/avoid micromanaging by the board?
- Board members can request information and reports (such as another copy of the budget or last month's consumer statistics report), but must stop short of directing staff by asking for reports that are not already prepared (new reports can be requested of the executive director).
- Have program managers give presentations to the board on a regular basis re: developments in the field and their program. This establishes a formal path for the board and key staff to communicate and keep updated.
- Personnel grievances must go through the channels specified in the personnel policies. Board members should direct staff complaints to those channels.

To help convey who does what regarding board and staff, the following activities are suggested to be done by board, staff or jointly. This document should be reviewed by board members to finalize how they would like to do what among board and staff members. (The original author of this document is unknown.)

Activity

Responsibility

Planning:

Direct the process of planning - Board

Provide input to long range goals - joint

Approve long range goals - board

Formulate annual objectives - staff

Approval annual objectives – board

Prepare performance reports on achievement of goals and objectives - staff

Monitor achievement of goals and objectives - joint

Programming:

Assess stakeholder (customers, community) needs- staff

Train volunteer leaders (nonprofits only) - staff

Oversee evaluation of products, services and programs - board

Maintain program records, prepare program reports - staff

Prepare preliminary budget - staff

Finalize and approve budget - board

See that expenditures are within budget during the year - staff

Solicit contributions in fundraising campaigns (nonprofits) - board

Organize fundraising campaigns (nonprofits) - staff

Approve expenditures outside authorized budget - board

Insure annual audit of organization accounts – board

Personnel:

Employ chief executive – Board

Direct work of the staff – staff

Hire and discharge staff member – staff

Decision to add staff (nonprofit) – board

Settle discord among staff – staff

Community Relations:

Interpret organization to community – board

Write news stories – staff

Provide organization linkages with other organizations – joint

Board Committees:

Appoint committee members – board

Call committee chair to urge him/her into action – board

Promote attendance at board/committee meetings – joint

Recruit new board members – board

Plan agenda for board meetings – joint

Take minutes at board meetings – joint

Plan and propose committee organization – joint

Prepare exhibits, material and proposals for board and committees – staff

Sign legal documents – board

Follow-up to insure implantation of board and committee decisions – staff

Settle clash between committees – board

Monitor and Strengthen Programs and Services:

Discussion Questions:

- What metrics does your board use to monitor organizational effectiveness?
- How do you use the information to inform our programs and services?
- What does your board know about who participates in each of your major programs and services?
- Are participation trends going in the right direction (numbers and categories of people served)?
- Does your organization periodically conduct satisfaction surveys of members, constituents, or consumers? If not, why not?
- Any other questions that would be helpful for a discussion with your board?

Adapted from: Ten Basic Responsibilities of Nonprofit Boards: The Companion Workbook. BoardSource 2012.

Monitor and Strengthen Programs and Services:

GROUP ACTIVITIES:

1. List three of your organization's "signature" activities:

- Share this list with the rest of the board. Are the lists similar? Does your board have data to support its perception?

2. Identify two of your organization's "weakest" programs:

- Share your list with the rest of the board. Are the lists similar? Does your board have data to support its perception?

3. Identify a program that is one of the least consequential to your organization's mission:

- Share with the rest of the board. Are your answers similar?

4. Break up into small groups and examine a list of your programs. Discuss the following questions:

- a. Which programs should be self-supporting?
- b. Which programs are self-supporting?
- c. Which programs operate at a loss?
- d. Of the programs that operate at a loss, which are core to our mission?
- e. Should any of these programs be discontinued or modified?

Adapted from: Ten Basic Responsibilities of Nonprofit Boards: The Companion Workbook – BoardSource 2012.

Section 8

Responsibility #6:

Ensure Adequate Financial Resources

Ensure Adequate Financial Resources:

Core Concepts:

- An organization can be effective only if it has enough financial resources to fulfill its purposes. Although much can and should be expected of the chief executive and management, the board has the responsibility of making sure that the organization does not spend beyond its means.
- For most nonprofit organizations, balancing the budget has two basic dimensions:
 1. Finding dependable revenue streams (normal earned revenue).
 2. Raising private support (gifts and grants).
- Most nonprofits engage in fundraising to attract private contributions, foundation grants and government contracts.
- Boards should ensure that reliable and diverse revenue sources are developed – perhaps through programs and services that generate income, if such activity is compatible with the organization’s mission.
- If your organization has development staff, its responsibility is to include your board members in fundraising activities and equip them to be successful.
- * Your board should guard against any tendency to behave as if its development committee alone bears the responsibility for fundraising. Resource development, including fundraising, is a function of the full board.
- Your board should strive for 100 percent participation in giving. After all, if board members don’t substantially support their own organization, why should anyone else? Board members should give what they can (probably a lot of diversity re: income of board members; so not everyone can give the same). Importance is that the board shows they believe in the organization (its mission and its people).
- For special project or program needs – such as building or renovating a facility or launching a pilot project – a fundraising “case statement” usually emerges from the planning process for review and approval by the board. It should clearly explain why the organization needs the money and how it will use the money.
- The chief executive’s and development staff’s effectiveness is linked to board member participation. Board members should be ready to assist staff by:
 - Identifying potential donors (individuals, corporations, foundations).
 - Helping to open doors through their personal and professional networks.
 - Responding to requests from staff for help soliciting support.
 - Setting a strong example by making a personal gift to the annual giving campaign and to any special fundraising campaigns.
 - Thanking donors and maintaining cordial relationships with them. The most likely person or group to support the organization again is one that has done so in the past.

Discussion questions:

1. Do all board members have a clear understanding of the organizations revenue sources?
2. Do we need to develop more diverse sources of net revenue from programs, services, and other sources that are appropriate to our mission? What ideas do we have regarding more diverse sources?
3. What is our contingency plan in the event that a major source of revenue or contributor suddenly disappeared? Or that revenue was significantly reduced?

4. What is the optimal percentage of earned income, private contributions, and other sources of income that we wish to achieve in order to build a diverse and stable revenue stream?
5. What are our expectations for board members' involvement in fundraising? Do we clearly articulate this expectation? How do we communicate this expectation?
6. Should the board set an annual goal of 100 percent participation for board member giving to motivate personal philanthropy?
7. Do board members help to identify and cultivate possible funders and major donors?

Group Activities:

1. As a group, have board members brainstorm different ways to cultivate, solicit, and steward donors.
2. Have board members list the 10 people they know who would give (\$ 10 to \$ 100 for example) to your organization if asked (new donors only). Of the 10, star the ones (maybe 2 or 3) who would give a higher amount (\$ 50 to \$500 for example). Of those who would give even more (\$ 100 to \$1,000)?

BOARD FUNDRAISING CULTURE ASSESSMENT

The questions listed below cover the 15 key elements of a fundraising culture and can help your board identify the rules, agreements, and traditions that govern its approach to fundraising.

1. Are prospective board members made aware of their fundraising responsibilities before they are elected to the board?

yes no sort of/maybe/not certain

2. Are fundraising responsibilities and personal giving included in the board member expectation agreement?

yes no sort of/maybe/not certain

3. Do all or almost all board members make a yearly personal “stretch” gift to the organization’s annual fund?

yes no sort of/maybe/not certain

4. Does the board chair personally solicit board members annually to ensure appropriate board giving? Does the board chair take time to personally cultivate and steward appropriate higher-level prospects and donors?

yes no sort of/maybe/not certain

5. Do the executive director and board members take time to personally cultivate and steward appropriate higher-level prospects and donors?

yes no sort of/maybe/not certain

6. Does the board's fundraising committee organize the board's fundraising rather than actually doing the fundraising itself?

yes no sort of/maybe/not certain

7. Is the organization's mission statement clear, concise, and compelling? Can all board members recite it?

yes no sort of/maybe/not certain

8. Beyond just reciting the organization's mission statement, can at least 80 percent of board members convincingly articulate the case for support of the organization?

yes no sort of/maybe/not certain

9. Does the director of development (or other staff person) identify appropriate cultivation and stewardship opportunities for board member participation?

yes no sort of/maybe/not certain

10. Have the chief executive and director of development presented a clear fundraising strategy to the board and solicited board input?

yes no sort of/maybe/not certain

11. Do the chief executive and board chair organize meeting agendas to give clear priority to fundraising?

yes no sort of/maybe/not certain

12. Do the chief executive and board chair plan annually for board training opportunities in fundraising?

yes no sort of/maybe/not certain

13. Do the chief executive, board chair, and director of development publicly acknowledge and recognize board members who are fulfilling their fundraising responsibilities?

yes no sort of/maybe/not certain

14. Is there a total board-giving goal in the budget?

yes no sort of/maybe/not certain

15. Does the board celebrate fundraising success?

yes no sort of/maybe/not certain

*Source: Adapted from materials created by Loring, Sternberg & Associates
2012 BoardSource: TEN BASIC RESPONSIBILITIES OF NONPROFIT BOARDS: THE
CAMPANION WORKBOOK*

Section 9

Responsibility # 7:

Protect Assets & Provide Financial Oversight

Protect Assets and Provide Financial Oversight:

Core Concepts:

- According to BoardSource's Nonprofit Governance Index 2007, financial oversight is rated the second strongest area of board performance, behind understanding the mission.
- The board as a fiduciary has the responsibility to safeguard the organization's financial health and reputation. It requires the board, often working in concert with the chief executive to:
 - Review and approve the how the organization budgets, spends and makes money.
 - Establish and follow monetary policies that balance short and long term needs.
 - Verify that the organization's financial systems and practices meet accepted standards.
 - Ensure that the organization has adequate operational reserves for rainy days and to take advantage of unexpected opportunities.
 - Safeguard the organization's reputation by making sure it operates in a transparent, accountable manner.
 - Ensure that the organization is not subjected to unnecessary risk.
- Approving an annual budget and tracking revenues and expenses against the approved budget, at least quarterly is a full board responsibility. This helps the board to determine the organization's current financial position and how that compares to a desired or anticipated financial position. A quarterly Statement of Financial Position (formerly known as the balance sheet) should present the organization's assets (what it owns), liabilities (what it owes), and net assets (the difference between the two). The board should also routinely receive monthly financial statements and possibly cash-flow statements prepared in accordance with Generally Accepted Accounting Practices (GAAP). Ideally, monthly and quarterly reports should compare numbers for the same time period in the preceding fiscal year. The board should raise questions about any large differences that the chief executive (or other staff responsible for their reports) doesn't explain.
- The board is responsible for conscientious oversight of the management of organization resources. This oversight includes ensuring the organization has (and follows) cash-management controls and monitoring the performance of the chief financial officer. Although the chief financial officer reports to the chief executive, not to the board, the board must be satisfied with that person's competence and will inevitably have opinions regarding that person's competence level.
- The board's other money-related responsibilities include:
 - Ensuring that adequate liability insurance provides needed coverage for risk exposure.

- Making sure controls are in place to monitor financial decisions made by the board and staff.
 - Monitoring the organization's reserve funds (the amount of resources currently available) and any endowments (established funds that provide income).
 - Approving investment policy.
 - Overseeing investment performance.
- In general, board members are legally held accountable to the principle of the "Prudent Investor Rule". This essentially means that they are expected to perform within the bounds of what any reasonably intelligent and prudent person would be expected to do (or not do) in managing or investing his or her own funds in similar circumstances.

TIP: To insure objectivity and to gain an outside perspective on managing the organization's portfolio, engage a professional investment advisor on a contractual basis. Even if several board members have experience in the investment area, they may not have the time or the expertise in the nonprofit sector to advise the organization. On balance, it is not a good practice for board members to personally manage investments for their organization. Board members with relevant expertise most appropriately help the board to set investment policy guidelines and to monitor the performance of investment advisors to ensure adherence to such guidelines.

Discussion questions:

1. Does the organization need an audit committee?
2. Does the organization have a finance committee?
3. Do we currently have an independent CPA or firm conduct an annual audit? If not, has the time come?
4. Are our various financial statements and reports reliable, timely, and easy to understand? If not, what more does your board need to ensure full board understanding of the organization's financial situation?
5. Do we provide financial literacy training for new board members?
6. Do we have short and long term strategies to address the organization's financial condition and ambition?
7. What is our current level of reserves? Is it appropriate for the organization's current and future needs? If not, how do you plan to build these reserves?

Group Activities:

1. Break up into small groups and list 6 (3 short-term and 3 long-term) strategies to address your organization's financial condition and ambition.
2. As a group, have board members create a list of data and information each would like to see on a financial dashboard. What are the common elements? What is agreed upon as most important/critical?

Section 10

Responsibility# 8:

Build a Competent Board

Build a Competent Board:

Core Concepts:

- Before a good recruitment program can be effective, the individual board members, and the board as a group need to understand their job. If the individual and/or the board as a group are unclear as to their role it could lead to an ineffective board, or in the worst case scenario, a board that is dysfunctional. This could lead to high turnover, bad feelings among board members, and a poor perception of the organization in the community.
- It is vital that an organization determines what qualifications are important for an effective board member to possess. It may be surprising that skills and expertise aren't always the most critical factors. "Fit" is probably the most important factor.
- Recruiting committed individuals on your board is not enough. There must be a way to continually educate and provide tools for the board members to carry on their duties in an effective manner.
- Your board will only be as effective as its individual members.
- Board members tend to respond to the level of expectation persistently articulated to them.
- Do you have a governance committee? This committee can help to:
 - Clarify expectations for all board members.
 - Periodically assesses individual board member performance (as well as the board's).
 - Orienting new board members effectively.
 - Ensure opportunities for in-service education.
- Have you considered an annual retreat or workshops to develop the board (skills and cohesion)?

Identifying Prospects:

- “Is your pool of prospects for a board member as big a pool as the last time you hired a janitor?”
- Consider these 2 scenarios:
 - A). A Nonprofit needs to recruit a janitor. They place an ad, screen a dozen or more resumes and applications, interview 2 or 3 individuals and hire the best one.
 - B). A Nonprofit needs to recruit a board member. Existing board members come up with 2 or 3 possible names, and then ask each if they’d be willing to serve. Whoever says “yes” is in.

Changing Your Recruiting Mindset:

- Your goal is not to find just one candidate who can fill that one seat you have available.
- Your goal is to maintain a pool of prospects who would love to help your terrific organization in any way they can.
- The bottom line is to stop thinking in desperation and to start recruiting for your governing board from the same position of strength that you recruit for your janitor.

So How Will You Create this Pool of Prospects?

- Who should look for prospects?

- Board
- CEO?? ---- Dangers of conflict of interest and can reinforce image of the board members of “only being a volunteer”.
- Staff?

1. Look for prospects from the existing volunteers within your organization.

- Known entity ---- you know their skills, deficits, and level of commitment.
- They have an understanding of the organization.
- Sometimes a good prospect prefers to start as a volunteer.

2. Look for prospects from referrals of current board members.

- Board members know the job, the organization, the criteria, and the community.
- **Activity:** Use a board meeting to brainstorm about possible prospects: Each member list 2-3 prospects (with qualification criteria in front of them).

3. Look for prospects from everywhere else.

- Looking in new places. Where would that be?
- **Ideas:**

- Invite them to get excited!!!! Tours, are there other ways to get potential board members to see what you do?

○ Why people don't approach boards to serve.

- Generally, people see sitting on a board as something one must be invited to do.
- Some people think you can only get onto a board if you are well connected.
- Some people think that being a board member takes special skills, or the ability to raise large amounts of money, and they don't feel they have those skills.
- Some people feel it would somehow be conceited to suggest they might be of value. “Who do I think I am to suggest myself to them?”

Removing Board Members:

- How do you currently measure board member's performance?
- Do you have bylaws that give you legal authority to remove a board member?
- Do you have the organizational backbone to follow through?
- Do you have term limits? Are they enforced? See article on Term Limits in Resources section.

When someone is NOT Board Material (or they have served their term):

- Can they volunteer?
- Can they serve as a committee member?
- Can they fill a very specific role?

Some discussion questions re: diversity of your board:

- Does the diversity among our board members help us achieve our mission?
- How diverse is our board?
 - Geographically – do we represent all or most of our catchment area?
 - Culturally/ethnicity
 - Is our board reflective of our community?
 - Gender
 - Age
 - Disability
 - Skills (Ex: Business, Legal, Education, Fund Raisers)
- How can we recruit a more diverse board?

Discussion questions:

- Does everyone on the board have a clear job description?
- Have we articulated and communicated a comprehensive list of responsibilities and expectations for board members?
- What do you wish you had known when you started on the board that would help you make more informed decisions?
- What information are you lacking even now?
- What constitutes a balanced board for your organization in terms of member skills, experience, capacity for philanthropy, commitment and demographic considerations (disability, ethnicity, gender, geography, age, etc...)? How close are you to this balance?
- Do you periodically assess both the board and the members who are eligible for termination and renomination? What's your process?
- What is our policy on term limits? Do we review it periodically?
- Do we have a governance committee? Do some of our most effective board members serve on it?

Group activities:

- Break into small groups and answer the following question: What should be included in the comprehensive list of responsibilities and expectations for board members of this organization? Share your answers with the rest of the board.
- Break up into small groups and describe an ideal board. How close is your board to the description? What steps could get you closer?
- Review either or both of the assessments. Can you utilize or modify them to work for your organization?

Activity/ Assessment:

Have the board brainstorm and develop a list of the following characteristics:

- **“Must Have”**
 - **“Wouldn’t It Be Nice”**
 - **“Never in a Million Years!”**
- Examples of “Must Have” characteristics:
 - Positive can-do attitude
 - Understanding of our community and its needs.
 - Passion for our cause.
 - Willingness to commit time for board meetings, committee meetings, planning sessions, special events.
 - Team player – works well in a group and is willing to set aside ego for the greater good.
 - Someone who listens well; is thoughtful in considering the issues.
 - Someone who is interested in leading and governing, rather than simply volunteering or doing a portion of the day-to-day work of making the organization function.

 - Someone who can see the forest for the trees, understands the big picture of the community’s need for the mission of the organization.
 - Willingness AND ability to add their expertise, time, resources when the need arises – and are not already overcommitted.

 - Examples of “Wouldn’t It Be Nice” characteristics:
 - Wealthy and willing to donate or well-connected to friends who will donate.
 - Experts in the field.
 - These are other qualities you’d like in a board member **AFTER** they’ve passed the “Must Have” test.
 - “Wouldn’t It Be Nice” (WIBN) traits are those you wish that **SOMEBODY** (or a few somebodies) on your board had.
 - Recruiting for specific skill – be careful not to replace a staff function. This could lead away from governing and to micromanagement.

- Examples of “Never in a Million Years” Characteristics:
 - What are traits you **NEVER** want to see on your board?
 - General qualities: Quarrelsome, Big Ego, Domineering, etc...
 - Someone who is interested in joining your board as a way of advancing their own business interests.
 - Someone who has their own agenda.
 - Case-by-case, specific to your board: Dual Relationships, Former Employees, Married Couples, Any policies that guide you?
 - Follow EEO rules, laws – promote diversity while avoiding public relations nightmares.

Technology

Other

1 2 3 4 5 6 A B C D E
Current Members Prospective Members
F
Other

Section 11

Responsibility # 9:

Ensure Legal & Ethical Integrity

Ensure Legal and Ethical Integrity:

Core Concepts:

- Because your board is ultimately responsible for ensuring adherence to legal standards and ethical norms, its members must collectively exhibit diligence, commitment and vigilance to keep their house in order.
- The organization's reputation and public standing require everyone to take 3 watchwords seriously: Compliance, Transparency and Accountability.
- By adopting a culture of openness for your organization, your board sends a message of honesty, integrity, and a willingness to function beyond mere compliance.
- Compliance:

The term "compliance" refers to the regulatory and legal requirements imposed by government and regulatory bodies at local, state, and federal levels that are considered part of the board's fiduciary responsibility.

- Several public failures in the governance and management of tax-exempt organizations have led to the call for boards to:
 - Ensure the organization adheres to local, state and federal laws and regulations that apply to nonprofit organizations, such as filing IRS Form 990 and other documents on a timely basis (noncompliance can have severe financial consequences).
 - Ensure the organization registers with appropriate state agencies as required before carrying out operations or fundraising in these states.
 - Act in accordance with the provisions of the organization's by-laws and articles of incorporation, amending them when necessary.

TIP: Consider giving each member of the board a copy of the Form 990 before it is filed. Then consider posting on your organization's website as a proactive statement of transparency.

- Transparency:

The term "transparency" refers to the need to provide accurate information about an organization's revenue and how it is expended. Nonprofit organizations are often expected to openly provide complete information to the media and the public about their financial condition, major activities, and staff compensation. In that spirit, your nonprofit organization should consider adopting some or all of the following practices:

- Document how executive compensation is linked to performance.
- Keep records about what other (peer and similar-sized organizations) pay their top staff officers.
- Follow document-retention schedules. Have clear policies and procedures to safeguard against premature destruction of documents.
- Establish policies regarding how staff should handle gifts from vendors and suppliers and obtain competitive bids for products and services.
- Ensure your organization publishes annual reports that include financial data (some organizations include their entire audit report), key activities, and achievements.

- Ensure your organization responds willingly to requests for information from individuals and organizations, including the media.
- Proactive transparency is not restricted to the organization's Form 990 or its audited financial statements. It often relates to other aspects of decision making, such as ensuring that bids are part of major contracts or that vacant positions are open to all interested candidates. The purpose is to eliminate inside deals and conflicts of interest.
- ** Do not confuse transparency with sharing confidential information. Rather, consider transparency as the only way to earn trust of all the supporters – as well as the general public. By adopting a culture of openness for the organization, the board sends a message of honesty, integrity, and a willingness to function above compliance – to do more than the minimum required by law. Placing your by-laws and annual reports on your website, responding to reasonable requests for information from members or the media or other interested parties can go a long way to sustain the public trust.

- Accountability:

Although your board sets and periodically assesses the adequacy of major organizational policy, accountability measures ordinarily and appropriately fall to management. But your board needs to ensure that the organization:

- Adopts a code of conduct or ethical standards for board members and officers.
- Defines what constitutes possible conflicts of interest, establishes procedures to deal with real or possible conflicts, and annually discloses any such possible conflicts for board members and officers.
- Implements the organization's whistleblower policy, which should include procedures for how and to whom to report allegations of wrongdoing.
- Looks at annual board member and officer disclosure statements and acts on them through an appropriate board committee, as required by established policy.
- Keeps detailed records of any lobbying expenditures and activities.
- Maintains official records for the time periods required.
- Develops and maintains up-to-date personnel policies and procedures (including staff grievance protocols).
- Conducts annual audits of all revenues, assets, expenditures, and liabilities.
- Publishes and widely distributes annual reports that detail the organization's mission, programs, achievements, and finances.

Pitfall: A model conflict-of-interest and disclosure policy may look great on paper, but its adoption will be meaningless and inconsequential or worse unless the board carefully monitors policy and consistently adheres to it.

Discussion Questions:

1. Review the organization's conflict-of-interest policy and provide concrete examples.
2. What is the difference between transparency and confidentiality? Provide concrete examples of both.
3. How can we keep up with the changing laws and regulations that affect nonprofit organizations?
4. Are we forthcoming with the answers when asked how we make decisions, establish policies, and set strategic priorities? Examples?
5. Whenever we establish policy, do we clarify and agree upon who is ultimately responsible for implementing it?
6. Are we doing an adequate job of educating every board member about the board's legal and fiduciary responsibilities?
7. Do you have a periodic professional review of the organization's insurance coverage?

Group Activities:

1. Do you currently have an independent CPA or firm conduct an annual audit? If not, has the time come? (The laws that determine whether or not an organization must have an audit vary from state to state. Make sure your board is familiar with the laws in your state).
 - List 3 pertinent questions your audit committee should ask a prospective firm:
2. List 4 ways that your organization exemplifies each of the 3 watchwords:
 - A. Compliance
 - B. Transparency
 - C. Accountability
3. Gather as a board and list ways that board members should/do meet the obligations of their duties of care, loyalty, and obedience.

Section 12

Responsibility # 10:

Enhance the Organization's Public Standing

Enhance the Organization's Public Standing

Core Concepts:

- Board members should think of themselves as the organization's ambassadors and advocates.

- Board members are also representatives of those they presume to serve through the organization's mission and activities. Constituents, members and consumers are invaluable resources that help bring useful information back to the organization.
- Together with management, the board is challenged with how to strategically communicate the organization's story and to contribute to a healthy and accurate public image for the organization. Good communication plans are an important part of organizational planning and strategic thinking.
- All board members should have an elevator speech- an interesting and compelling explanation, delivered in less than a minute, of the organization's mission and purpose.
- Board members may be called upon to meet with elected officials, testify before legislatures, court foundation program officers, speak to community groups, and represent the organization at national forums.
- Board members should also remember that whatever they utter about the organization carries great weight, whether intended or not, and confidential information must be kept confidential, even from close friends and relatives.
- Every organization needs a plan in place to determine who speaks to the media on what issues.
- Elements of a comprehensive public education process should include:
 - Clearly articulated achievements, presented in comprehensive annual reports and informative press releases.
 - Speeches by board members to civic and community groups.
 - Contributions to the public good, communicated to community and government leaders.
 - Explanations of how gifts and grants and other revenue sources are accounted for and allocated.

Adapted from: Ten Basic Responsibilities of Nonprofit Boards: The Companion Workbook – BoardSource- 2012

Enhance the Organization's Public Standing

Discussion Questions

1. What practices does your board have in place to ensure that both the board and its members are attuned to the needs of your stakeholders?
2. Does your board have a communication plan?
If so, when was it crafted?
Pull it out and read it.
Does it reflect your current needs and practices?
Does it cover the use of social media? Should it?
3. Who speaks for your organization?
On what matters?
Is the responsibility "position-based"?
If so, is this responsibility clearly defined in the job description for that position?
4. What are your guidelines for board members with regard to responding to calls from the media on potentially controversial issues?

From: BoardSource 2012.

Enhance the Organization's Public Standing

GROUP ACTIVITIES

1. List three things that individual board members can do to foster a dialogue between the board and the community. (Share your list with the rest of the board).
2. List three things that individual board members can do to foster a dialogue between the board and volunteers. (Share your list with the rest of the board).
3. List five things that individual board members can do to tell the organization's story.

Which activities work best for which audiences?

How do these activities tie into the goals of the organization? How will you measure impact? Share these thoughts with the rest of the board.

4. List five things that make your organization unique.

5. Identify three key talking points for the organization. Share them with the rest of the board and the chief executive so that everyone can agree on the most important ideas to communicate when speaking to potential stakeholders about the organization.

6. Break up into sets of two and practice your elevator speeches. Does your speech include the mission? Are you making a personal connection to the mission in a concise but engaging way?

From: BoardSource 2012

Section 13

Resources

Board of Directors Roles and Responsibilities

Self- reflection ACTIVITY

Each board member answers these self-reflection questions and then processes your answers together as a group.

1). What do I bring to this board? Talents, skills, experience, connections, etc....

2). Why do I want to serve on this board?

**Board Member Self-Assessment:
Defining the Role of the Board**

- What percentage of at each board meeting is spent talking about things that have already happened (staff reports, financial reports, etc...?)
- What percentage of time is spent talking about the impact the organization will make on the community?
- True or False: Our board discusses such important matters for guiding the organization that the organization would have no overall direction without those discussions. T F
- When you review the budget, how do you know whether or not you should approve it?
- Of the total budget for your organization, which items were discussed at length? Do any of those items comprise less than 1% of your budget (on a \$1 million budget that would be \$10,000 or less)? What percentage of your budget was passed without comment? Why?
- True or False: Our board discusses such important matters for the future of our community that I feel horrible missing a single meeting.
T F
- Our board spends a great deal of time on trivial items. Y N
- We receive reams of paper before each board meeting, but I don't think anyone really reads it all. Y N
- The staff complains that the board micromanages, but we're just doing our job.
Y N

Our board discusses issues, but in the end we pretty much approve whatever the staff requests. Y N

We haven't done a review of our executive director in at least 2 years. Y N

We review our executive director every year, but we have no quantifiable criteria by which to measure his/her performance. Y N

I've been on this board for a little over a year and I'm finally getting a sense of how I can contribute. Y N

I've been on this board for a little over a year, and I'm STILL not really sure where I fit in. Y N

Nonprofit Resource Center
Term Limits for Nonprofit Boards

The debate on term limits has been waging for decades, if not centuries. So, there is no “settled” answer to this question. But my own answer is very firm: term limits—both for board members and officers—are a must. My reasons underlying this answer are simple, and take into account the arguments put forth by those on the side of no term limits.

1. If you are doing all the work you are supposed to be doing as a hard working board member—in other words, if you are truly assuming the full array of your board member responsibilities—you get tired. And after six or nine years of service, and two or three consecutive terms of two or three year terms seems to be the norm, you should be a very tired board member in need of a vacation. But unless we give board members permission to take that vacation, the hard working ones won’t, despite recognizing their own fatigue. (Guilt is a powerful emotion.)

2. Boards need new blood, energy and, perhaps most important, perspective and ideas if they want their organizations to flourish. Which means boards need new board members.

3. What an organization needs on its board in terms of expertise, connections, demographics, and intrinsic qualities is not static. The needs of an infant organization are very different from those of a mature one; what it needs during a growth spurt may not be what it needs during a period of stability. This requires that board members rotate off and new ones come on.

4. Just because a board member rotates off the board after serving one to the maximum number of terms allowed does not mean that you are throwing that board member away, saying good-bye and good riddance. Quite the contrary. Smart organizations have ways to keep those good, hard working board members engaged once their term limit is up. Folks can continue to serve on committees; they can be put on some kind of auxiliary board, such as a Friends Board or Advisory Board; they can become special ambassadors or mentors to future board leaders, and so much more. If people are committed enough to your mission to have

served as a board member, they are committed enough to execute other roles that will support that mission. By changing roles within the organization we provide former board members the opportunity to gain a different perspective on the organization so that should they return to board service down the road they have a broader understanding.

5. Institutional memory should never reside in the memory of one or even several board members. Possessing the institutional memory is the worst reason for keeping

someone on a board, as frequently that is all that person is able or willing to bring to the table. Institutional history should be documented and in a format that is easily shared with others. Do not mistake important institutional memories—times lines, milestones in an organization's history, key leaders, etc—with the minutia that generally gets titled institutional memory. The kind of Institutional memory that too often resides in peoples' minds is more often than not used to hold organization's back, not propel them forward.

6. Boards must avoid the pitfall of dismissing ideas with "We've tried that before." Trying something 10 years before is not the same as trying it today, when neither the organization nor the environment in which it is operating should be the same. Boards populated by individuals who have that institutional memory to remember what was tried—or dismissed without trying—10, 15, 40 years ago—hold organizations back.

7. All of what has been said above applies equally to board officers. They get tired, leaders need to be innovative, aware, calculated risk takers, etc. I've seen too many board presidents who have been in office for too long kill the enthusiasm of boards, hold organizations back, squash new ideas. Being a good board leader, particularly the president, requires hard work. Burn out can come quickly to a board president with vision, who wishes to accomplish things, who wants to move the board and the organization forward. What an organization needs in its key leadership positions varies depending upon its strategic priorities. A very different kind of board president is needed as an organization launches into a capital or endowment campaign than when the organization is recuperating from such a campaign.

Laura Otten, Ph.D., Director The Nonprofit Center at La Salle University

8/2009

CHECKLIST FOR THE CHAIRPERSON

by Nathan Garber

John Kenneth Galbraith wrote: "Meetings are indispensable when you don't want to do anything." Unfortunately, in many cases, he is right. To make meetings creative and useful, a good chairperson is essential. The chair can make the difference between a successful, productive, stimulating meeting and a frustrating, disappointing, waste of time. Chairing a meeting effectively does not come naturally, but it can be learned through practice and effort. Use this checklist to help you as you learn the job.

Before the Meeting

- Meetings are for making decisions. Be sure you understand what decisions have to be made at the meeting.
- Plan the agenda to ensure that the most important and most time-critical decisions are made first.

- Make sure that reports and information necessary to make the needed decisions are sent with the agenda in sufficient time for them to be read.
- Contact individuals scheduled to make a verbal report and make sure they will be present or will appoint someone else to give the report.
- Note when someone comes unprepared to the meeting. Call them in advance of the next meeting with a reminder to read and think about the agenda items before the meeting.
- The board or committee can be severely handicapped when members are absent. Frequent absences may indicate personal problems for the member or a problem with the Board. If you have reason to think that any member is not making a serious effort to attend all meetings, call them to find out why.

At the Meeting

- Use a “Consent Agenda” to dispense quickly with routine and non-controversial agenda items.
- Rules of order are important to ensure that decisions are made fairly and that the rights of the majority and minorities are protected. Make sure that the rules you follow encourage adequate discussion and participation.
- Start meetings at the scheduled time.
- Introduce and welcome all newcomers.
- Summarize the issues to be discussed.
- Clarify the time-line for discussion.
- Keep a speakers list. Make sure that everyone who wishes to speak has done so before any speaker has a second opportunity.
- Encourage the quiet ones. Direct questions to them or go around the table so that everyone can comment.
- When discussion wanders, bring it back to the matter at hand.
- Be alert to nonverbal behaviours signifying dissent. Ask the dissenter to comment.
- When debate becomes confrontational and positions become entrenched, seek ways to identify the interests and values that underlie the positions and seek ways to negotiate resolution.

- Watch for signs that the debate has run its course. Then summarize the discussion and ask for a vote or expression of consensus.
- Ask the secretary to read all motions, amendments to be sure that they are clear, express the intent of the mover, and are correctly entered in the minutes.
- Before the meeting is adjourned (or before people start leaving), make sure that anyone who has been assigned a task is clear on their responsibilities and aware of the reporting date.
- Check to see if anyone has a problem with the next meeting date and time.
- End the meeting on time.

After the Meeting

- Review the previous meetings to identify problems so that they can be addressed before the next meeting.
- Review the Annual Agenda to see what is coming up in the months ahead. Update the annual agenda if necessary.
- Review this checklist. Consider what you might do to make the next meeting better, and what long-term strategies might improve your meetings.
- Consider what you might do to assist new members, deal with absenteeism, or remediate poor performance.
- If you have a vice-chairperson or if there is someone in line for the chairperson's role, include her or him in this review process.

Board Chair Job Description

The following description was adapted from materials from Board Source. Note that materials apply to both for-profit and nonprofit unless otherwise noted.

1. Is a member of the Board
2. Serves as the Chief Volunteer of the organization (*nonprofit only*)
3. Is a partner with the Chief Executive in achieving the organization's mission
4. Provides leadership to the Board of Directors, who sets policy and to whom the Chief Executive is accountable.
5. Chairs meetings of the Board after developing the agenda with the Chief Executive.
6. Encourages Board's role in strategic planning
7. Appoints the chairpersons of committees, in consultation with other Board members.

8. Serves *ex officio* as a member of committees and attends their meetings when invited.
9. Discusses issues confronting the organization with the Chief Executive.
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
11. Reviews with the Chief Executive any issues of concern to the Board.
12. Monitors financial planning and financial reports.
13. Plays a leading role in fundraising activities (*nonprofit only*)
14. Formally evaluates the performance of the Chief Executive and informally evaluates the effectiveness of the Board members.
15. Evaluates annually the performance of the organization in achieving its mission.
16. Performs other responsibilities assigned by the Board.

Vice Chair Job Description

The following description was adapted from materials from Board Source. Note that materials apply to both for-profit and nonprofit unless otherwise noted.

This position is typically a successor to the Chair position. In addition to the responsibilities outlined in the Committee Member job description, this position:

1. Is a member of the Board
2. Performs Chair responsibilities when the Chair cannot be available (see Chair Job Description).
3. Reports to the Board's Chair.
4. Works closely with the Chair and other staff.
5. Participates closely with the Chair to develop and implement officer transition plans.
6. Performs other responsibilities as assigned by the Board.

Committee Chair Job Description

The following description was adapted from materials from BoardSource. Note that materials apply to both for-profit and nonprofit unless otherwise noted.

1. Is a member of the Board
2. Sets tone for the committee work.
3. Ensures that members have the information needed to do their jobs.
4. Oversees the logistics of committee's operations.
5. Reports to the Board's Chair.
6. Reports to the full Board on committee's decisions/recommendations.
7. Works closely with the Chief Executive and other staff as agreed to by the Chief Executive.
8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
9. Initiates and leads the committee's annual evaluation.

Board Member Job Description

The following description was adapted from materials from BoardSource. Note that materials apply to both for-profit and nonprofit unless otherwise noted.

1. Regularly attends board meetings and important related meetings.
2. Makes serious commitment to participate actively in committee work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
6. Is an active participant in the committee's annual evaluation and planning efforts.
7. Participates in fund raising for the organization (*nonprofit only*).

Board Secretary Job Description

The following description was adapted from materials from the National Center for Nonprofit Boards. Note that materials apply to both for-profit and nonprofit unless otherwise noted.

1. Is a member of the Board
2. Maintains records of the board and ensures effective management of organization's records
3. Manages minutes of board meetings.
4. Ensures minutes are distributed to members shortly after each meeting
5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings

Board Treasurer Job Description

The following description was adapted from materials from the National Center for Nonprofit Boards. Note that materials apply to both for-profit and nonprofit unless otherwise noted.

1. Is a member of the Board
2. Manages finances of the organization.
3. Administrates fiscal matters of the organization
4. Provides annual budget to the board for members' approval.
5. Ensures development and board review of financial policies and procedures

Suggested Contents and Organization of a Board Manual

1. Board Organization
 - Board member duties and responsibilities
 - By-laws
 - Board members contact information
 - Committee assignments
 - Incorporation papers
 - Committee organizational chart
 - Board calendar

2. Organization's Background
 - History of Independent Living Movement
 - History of the organization
 - Annual report for past 2 years
 - Relation to other agencies
 - Relation to national, regional and state organizations
 - Organizational goals and objectives

3. Personnel
 - Board committee charge, including relationship to staff
 - Personnel policies
 - Job descriptions

- Evaluation system
 - Staff chart
 - Salary ranges
4. Financial
 - Board committee charge, including relationship to staff
 - Annual audit (may be presented separately)
 - Sources of funding
 - Annual budget, by program
 - Fund-raising policies and plans
 - Investments
 - Insurance
 - Fiscal calendar
 5. Program
 - Board committee charge, including relationship to staff
 - Board committee annual report
 - Program descriptions
 - Program evaluation system description
 - Program evaluation results from previous year
 6. Strategic or Long – Range Plan
 - Entire written plan
- From: Board Basics: Key Elements for IL Leadership --- IL NET

Self-Assessment for the Directors of

(Name of organization)

Service on the Board of Directors of *(organization)* is both an honor and a serious responsibility. Because the board strives to achieve the highest possible levels of commitment and performance for itself and its members, all directors eligible for renomination to new terms are asked to respond candidly to this survey, which is shared confidentially only with the Governance Committee. Its purpose is to enable the committee to have a clearer understanding of how you view your experiences and contributions to the board’s work and responsibilities, your wishes about the possibility of continuing your service, and your suggestions to help us take fuller advantage of your talents and interests. This information supplements what is already known about your commitment to our organization’s mission and purposes, and we truly appreciate your providing it.

Please write clearly and return the survey by *(date)* to the chair of the Governance Committee. On behalf of your colleagues on the Board of Directors, Thank You very much!

Name:

Date:

6. With regard to your current committee assignment(s), how satisfying is/are your current committee assignment(s)? Do you wish to be considered for a change in committee assignment in the near future?

7. Are you satisfied with your attendance?

- At board meetings?
Yes No Comment?
- At committee meetings?
Yes No Comment?

8. Are you satisfied with your personal commitment

- To the board's annual goal in its unrestrictive collective giving?
Yes No Comment?
- To our organization's current campaign, project, or other restricted purpose that is of special interest to you personally?
Yes No Comment?
- To helping our development staff to identify (or to cultivate where possible for you) prospective individual, corporate, or foundation donors?
Yes No Comment?

9. Do you faithfully prepare for meetings by reading the materials provided in advance?

Yes No Comment?

10. Do you have a good grasp of the organization's financial condition, needs, and priorities?

Yes No Comment?

11. Have you suggested an agenda item or issue to a committee chair, the board chair, or chief executive for consideration within the past couple of years?

Yes No Comment?

12. Have you taken advantage of any opportunities to tell others about our organization's work, programs, and services within the past few years?

Yes No Comment?

13. Do you consider yourself to be an active participant in board and committee meetings?

Yes No Comment?

14. Has anyone asked you to do something for our organization between regular board meetings within the past few years?

Yes No Comment?

15. Do you faithfully respect the need for directors to maintain confidentiality of the board's deliberations and certain information provided to you?

Yes No Comment?

16. Are you satisfied that you consistently exercise objective and independent judgment for the organization as a whole and not only for particular part(s) of it?

Yes No Comment?

17. Have you and the board taken steps to deal with real or apparent conflicts of interest in your board service?

Yes No Comment?

18. Please rate the overall degree to which you have met the individual board member responsibilities for this board. On a scale of 1 to 5 (please circle):

- 1) . Very consistently 2). Somewhat consistently
3). Modestly 4). Poorly 5). Not at all.

19. How would you best describe your intention or wish with regard to renomination?

Yes, with enthusiasm!

Yes, with considerable interest

Yes, I think so (but I would welcome an opportunity to speak with at his or her convenience before I fully commit to this possibility).

Thank you, but I'm not interested in continuing on the board at this time.

20. Please provide any closing comments or suggestions concerning your board service and how the board as a whole might strengthen its effectiveness.

Thank you!!

Please return your survey in the self-addressed envelope provided or mail to:

(Name and address of the Governance Committee Chair)

From: Ten Basic Responsibilities of Nonprofit Boards (2008) by Richard T. Ingram.

Published by BoardSource.

Introduction to Robert's Rules of Order

1. [What is Parliamentary Procedure?](#)
 2. [Why is Parliamentary Procedure Important?](#)
 3. [Example of the Order of Business](#)
 4. [Motions](#)
 5. [Types of Motions](#)
 6. [How are Motions Presented?](#)
 7. [Voting on a Motion](#)
-

What Is Parliamentary Procedure?

It is a set of rules for conduct at meetings, that allows everyone to be heard and to make decisions without confusion.

Why is Parliamentary Procedure Important?

Because it's a time tested method of conducting business at meetings and public gatherings. It can be adapted to fit the needs of any organization. Today, Robert's Rules of Order newly revised is the basic handbook of operation for most clubs, organizations and other groups. So it's important that everyone know these basic rules!

Organizations using parliamentary procedure usually follow a fixed order of business. Below is a typical example:

1. Call to order.
2. Roll call of members present.
3. Reading of minutes of last meeting.
4. Officers reports.
5. Committee reports.
6. Special orders --- Important business previously designated for consideration at this meeting.
7. Unfinished business.
8. New business.
9. Announcements.
10. Adjournment.

The method used by members to express themselves is in the form of moving motions. A motion is a proposal that the entire membership take action or a stand on an issue.

Individual members can:

1. Call to order.
2. Second motions.
3. Debate motions.
4. Vote on motions.

There are four Basic Types of Motions:

1. Main Motions: The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.
2. Subsidiary Motions: Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.
3. Privileged Motions: Their purpose is to bring up items that are urgent about special or important matters unrelated to pending business.
4. Incidental Motions: Their purpose is to provide a means of questioning procedure concerning other motions and must be considered before the other motion.

How are Motions Presented?

1. Obtaining the floor
 - a. Wait until the last speaker has finished.
 - b. Rise and address the Chairman by saying, "Mr. Chairman, or Mr. President."
 - c. Wait until the Chairman recognizes you.

2. Make Your Motion
 - a. Speak in a clear and concise manner.
 - b. Always state a motion affirmatively. Say, "I move that we ..." rather than, "I move that we do not ...".
 - c. Avoid personalities and stay on your subject.
3. Wait for Someone to Second Your Motion
4. Another member will second your motion or the Chairman will call for a second.
5. If there is no second to your motion it is lost.
6. The Chairman States Your Motion
 - a. The Chairman will say, "it has been moved and seconded that we ..." Thus placing your motion before the membership for consideration and action.
 - b. The membership then either debates your motion, or may move directly to a vote.
 - c. Once your motion is presented to the membership by the chairman it becomes "assembly property", and cannot be changed by you without the consent of the members.
7. Expanding on Your Motion
 - a. The time for you to speak in favor of your motion is at this point in time, rather than at the time you present it.
 - b. The mover is always allowed to speak first.
 - c. All comments and debate must be

- d. directed to the chairman.
 - e. Keep to the time limit for speaking that has been established.
 - f. The mover may speak again only after other speakers are finished, unless called upon by the Chairman.
8. Putting the Question to the Membership
- a. The Chairman asks, "Are you ready to vote on the question?"
 - b. If there is no more discussion, a vote is taken.
 - c. On a motion to move the previous question may be adapted.

Voting on a Motion:

The method of vote on any motion depends on the situation and the by-laws of policy of your organization. There are five methods used to vote by most organizations, they are:

1. By Voice -- The Chairman asks those in favor to say, "aye", those opposed to say "no". Any member may move for a exact count.
2. By Roll Call -- Each member answers "yes" or "no" as his name is called. This method is used when a record of each person's vote is required.
3. By General Consent -- When a motion is not likely to be opposed, the Chairman says, "if

there is no objection ..." The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote.

4. By Division -- This is a slight verification of a voice vote. It does not require a count unless the chairman so desires. Members raise their hands or stand.
5. By Ballot -- Members write their vote on a slip of paper, this method is used when secrecy is desired.

There are two other motions that are commonly used that relate to voting.

1. Motion to Table -- This motion is often used in the attempt to "kill" a motion. The option is always present, however, to "take from the table", for reconsideration by the membership.
2. Motion to Postpone Indefinitely -- This is often used as a means of parliamentary strategy and allows opponents of motion to test their strength without an actual vote being taken. Also, debate is once again open on the main motion.

Parliamentary Procedure is the best way to get things done at your meetings. But, it will only work if you use it properly.

1. Allow motions that are in order.
2. Have members obtain the floor properly.
3. Speak clearly and concisely.

Obey the rules of debate.

Most importantly, *BE COURTEOUS*.

Robert's Rules of Order Motions Chart
RobertsRules.org
Based on Robert's Rules of Order Newly Revised (10th Edition)

Part 1, Main Motions. These motions are listed in order of precedence. A motion can be introduced if it is higher on the chart than the pending motion.

§ indicates the section from Robert's Rules.

§	PURPOSE:	YOU SAY:	INTERRUPT?	2ND?	DEBATE?	AMEND?
---	----------	----------	------------	------	---------	--------

§21	Close meeting	I move to adjourn				
	No					
	Yes					
	No					
	No					
	Majority					

§20	Take break	I move to recess for ...				
	No					
	Yes					
	No					
	Yes					
	Majority					

§19	Register complaint	I rise to a question of privilege				
-----	--------------------	-----------------------------------	--	--	--	--

Yes

No

No

No

None

§18	Make follow agenda	I call for the orders of the day				
-----	--------------------	----------------------------------	--	--	--	--

Yes

No

No

No

None

§17

Lay aside temporarily I move to lay the question on the table

No

Yes

No

No

Majority

§16

Close debate I move the previous question

No

Yes

No

No

2/3

§15

Limit or extend debate I move
that debate be limited to ...

No

Yes

No

Yes

2/3

§14

Postpone to a certain time I move to postpone the motion to ...

No

Yes

Yes

Yes

Majority

§13 Refer to committee I move to refer the motion to ...

No

Yes

Yes

Yes

Majority

§12 Modify wording of motion I move to amend the motion by ...

No

Yes

Yes

Yes

Majority

§11

Kill main motion I move that the motion be postponed indefinitely

No

Yes

Yes

No

Majority

§10 Bring business before assembly
I move that [or
"to"] ...

No

Yes

Yes

Yes

Majority

(a main motion)

Part 2, Incidental Motions. No order of precedence. These motions arise incidentally and are decided immediately.

§	PURPOSE:	YOU SAY:	INTERRUPT?	2ND?	DEBATE?	AMEND?
	VOTE?					
§23	Enforce rules	Point of Order	Yes	No	No	No
			None			

§24
Submit matter to assembly I appeal from the decision of the chair

Yes

Yes

Varies

No

Majority

§25

Suspend rules I move to suspend the rules

No

Yes

No

No

2/3

§26 Avoid main motion altogether I object to the consideration of the question

Yes

No

No

No

2/3

§27

Divide motion I move to divide the question

No

Yes

No

Yes

Majority

§29 Demand a rising vote I move for a rising vote

Yes

No

No

No

None

§33 Parliamentary law question Parliamentary inquiry

Yes

No

No

No
None

§33 Request for information Point of information

Yes

No

No

No

None

Part 3, Motions That Bring a Question Again Before the Assembly.

No order of precedence. Introduce only when nothing else is pending.

§ PURPOSE: YOU SAY: INTERRUPT? 2ND? DEBATE? AMEND?
VOTE?

§34 Take matter from table I move to take from the table ...

No

Yes

No

No

Majority

§35

Cancel previous action

I move to rescind

...

No

Yes

Yes

Yes 2/3 or Majority with notice

§37 Reconsider motion I move to reconsider ...

No

Yes

Varies
No
Majority

Resources:

- BoardSource (2012). The Nonprofit Board ANSWER BOOK: A Practical Guide for Board Members and Chief Executives (3rd Edition). Jossey-Bass: San Francisco, CA.
- BoardSource (2012). Ten Basic Responsibilities of Nonprofit Boards: The Companion Workbook. BoardSource: Washington, DC.
- Gottlieb, H. (2001). Board Recruitment and Orientation: A Step-by-Step, Common Sense Guide. Renaissance Press: Tucson, AZ.
- Ingram, R.T. (2009). Ten Basic Responsibilities of Nonprofit Boards (2nd Edition). BoardSource: Washington, DC.

Organizations:

- BoardSource www.boardsource.org
- Center for Nonprofit Excellence www.centerfornonprofitexcellence.org
- Independent Living Research Utilization www.ilru.org