



New York Council of Nonprofits, Inc.

Board Development Resource Guide

Roles and Responsibilities

Building Board Infrastructure

Recruitment and Assessment

Conducting Effective Meetings

Community Focus ♦ Statewide Impact ♦ National Network

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About NYCON

The New York Council of Nonprofits (NYCON) is the best resource for New York State's Nonprofits! With nearly 3,000 members, we are the largest state association in the country. NYCON works to build the capacity of nonprofits and communities to enhance the quality of life in New York State. We provide a wide array of specialized technical assistance services, including governance, strategic planning, fundraising, legal, and financial help to nonprofits of all kinds in a staff-based, multi-disciplinary team model. NYCON also provides an array of group purchasing, insurance and employee benefits to our members.

Our Mission

NYCON develops and promotes an effective and vibrant charitable nonprofit community throughout New York State. We strengthen organizational capacity, act as an advocate and unifying voice, help to inform philanthropic giving, and conduct research and planning to demonstrate relevance and impact.

Introduction to the Board Development Resource Guide

This guide provides your organization with sample tools and resources to strengthen your Board of Directors. These encompass best practices based on our extensive experience being and working with all different types of nonprofit organizations. Every organization is unique, however, and ***we encourage you to carefully review and modify the tools, committee descriptions, and other resources so that they are relevant and meaningful to your organization.***

We also encourage you to establish a Board Development or Governance Committee fully charged with reviewing the effectiveness of your governance practices. If you have a small Board, this can even be your Executive Committee. It is important to remember that organizations can, should, and must evolve over time.

The times are changing and the increasing regulations and requirements place an ever-increasing burden on our organizations. The Nonprofit Revitalization Act catalyzed significant changes to New York's Not-for-profit Corporation Law including those affecting committees, conflict of interest and whistleblower provisions, and board independence. The increased need for transparency and the growing pressure to demonstrate our embrace of ethical practices is pushing the sector, and our Boards of Directors, to learn and grow on an ongoing basis.

New Executive Directors, new Board Members, and new Board leaders all bring different experiences and expectations of what effective Board service means. Open and honest conversations that explore how your governance practices can evolve to better meet current situations and circumstances can really help.

Please review the materials in this guide and contact us if you have any questions or would like assistance with your board development efforts.

NYCON Board Development Resource Guide

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Board Member Roles and Responsibilities

Your Basic Duties as a Board Member

Ask Yourself...Are You Fulfilling Your Basic Duties as a Board Member?

As a board member of a charitable nonprofit in New York State, your fiduciary responsibilities revolve around three basic duties: the duty of care, the duty of loyalty, and the duty of obedience. Consider:

Duty of Care

This duty is fulfilled when a board member acts in good faith in all dealings with, and on behalf of, the organization. An individual's actions are measured against the "reasonable person" standard; in other words, how an ordinarily prudent person acts in similar circumstances. Consider:

- Am I sufficiently informed to decisively vote on matters?
- Are board & committee meeting minutes sent to & reviewed by members in advance?
- Are periodic financial reports, including comparisons with budget amounts, received regularly?
- Are board meetings organized to allow adequate discussion of policy related issues?
- Do we take the steps necessary to manage risks throughout the organization?
- Are approved plans monitored to assure accomplishment of objectives?
- Are financial budgets developed & approved before the start of the fiscal year?
- Is the organizational structure adequate to assure an efficient & effective operation?
- Are internal financial controls in place?
- Are we meeting our auditory requirements?
- Am I familiar with the audit? Are all my questions answered to my satisfaction?
- Are the personnel policies legally compliant & fully adhered to?
- Are we getting the most out of our investments? (endowment, working capital, & restricted funds)

Duty of Loyalty

This duty involves acting in the best interest of the organization at all times. Most board members are familiar with the need to avoid conflicts of interest that is clearly stated in state law. Consider:

- Do I regularly attend board meetings & committee meetings?
- How strong is my allegiance to the organization?
- Have I avoided conflicts of interest with the organization?
- Is there policy & procedures for handling conflicts of interest in the bylaws?
- If there are common or overlapping boards for affiliated entities, are decisions evaluated from the perspective of all the involved entities?
- Am I willing to invest my personal resources & use my influence in the interest of the organization?

Duty of Obedience

Nonprofits have an obligation to operate in a manner that fulfills the stated purpose or mission as defined in the articles of incorporation, bylaws, application for tax-exempt status, and other official documents. Board members have a duty to follow the direction set by these governing documents, as well as to oversee compliance with laws and regulations that affect the organization. Consider:

- Have I read & do I understand the charter and bylaws?
- Did I review the mission statement & other documents?
- Am I informed about significant contractual lawsuits or potential claims on assets?
- Do I know the intended beneficiaries of the exempt activities?
- Am I satisfied that resources are dedicated & used in accordance with the organization's mission and purpose?
- Is there a system in place to assure compliance with local, state, and federal laws & regulations, & am I familiar with these laws & regulations?

Sample Position Description: Board Member

Guidelines on Expectations and Responsibilities

SUMMARY: As a member of the Board of Directors, you assume responsibility for ensuring that the organization's fulfills its mission to...

Specifically, Board Members are expected to do the following:

- Support and uphold the mission and values and goals of _____.
- Actively participate in defining and implementing the organizations strategic vision and plans for the future.
- Contribute an average of 6 hours monthly.
- Attend bi-monthly board meetings.
- Actively participate in at least one Board committee.
- Support and become familiar with our Programs.
- Be a confident ambassador for the organization.
- Support fundraising efforts.
- Make a financial gift of personal significance.
- Be familiar with the organization's bylaws, personnel policies, and other key policies guiding governance and operational practices.
- Understand and respect Board-Staff boundaries.
- Participate in the annual evaluation of the Executive Director.
- Assist in identifying prospective board members.

In general, Board Members responsibilities are expected to fulfill their legal and fiduciary responsibilities by completing the following:

SERVICE:

- To prepare for, and attend in their entirety, Board meetings.
- To serve in leadership positions and Committee assignments willingly and enthusiastically when asked.
- To bring a sense of humor to the Board's deliberations.
- To apply obedience to the law of the governance documents, a duty of care and loyalty to the organization.

POLICY AND PLANNING:

- To participate in the development and establishment of policies through which the work of the organization is accomplished.
- To suggest policy-related agenda items for meetings and ask timely and substantive questions, while supporting the majority decision on matters decided by the Board.
- To help ensure effective organizational planning by reviewing, critiquing and approving annual budgets and workplans, as well as long-range plans.
- To identify changing consumer, constituency and stakeholder interest and build stakeholder investment.

FINANCES:

- To ensure the organization's long-term financial stability and integrity.
- To adopt an annual budget that is responsible financially.
- To ensure that periodic audits of the organization's finances are conducted and otherwise assist the Board to fulfill its fiduciary responsibility.

DEVELOPMENT:

- To make every effort to ensure that the organization has the resources to meet current and long-term financial solvency.
- To make a financial gift to the organization that is personally significant.
- To understand and support the organization's fund development efforts, even if you are not expected to ask for funds yourself.
- To use every opportunity to heighten the profile of the organization in the community and to its members/constituents.

INTEGRITY:

- To maintain independence and objectivity and serve with a sense of ethics and personal integrity.
- To fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest; or information of fact that would have significance in Board decision-making.
- To exercise the powers invested for the good of all members of the organization, or of the entity you represent, rather than for personal benefit.
- To respect the confidentiality of sensitive information known due to Board service.
- To respect the diversity of opinions as expressed or acted upon by the Board, its committees and membership, and formally register dissent as appropriate.
- To promote collaboration, cooperation, and partnership among the board, staff, and members.

SELF-ASSESSMENT:

- To participate in the Board periodic assessment of its own performance and recommend improvement in such areas as composition, organization, tenure, retention, and responsibilities.

Sample Position Description: Board President

The President of the Corporation is the chairperson for the board of directors who:

- Serves as the chief volunteer officer of the organization
- Is the only person authorized to speak for the board except for the executive director, other than in specifically authorized materials
- Ensures that the board behaves consistently with legal and contractual obligations and the bylaws
- Provides leadership to the board of directors, who set policy and to whom the executive director is accountable
- Acts as a liaison between the board and executive director
- Chairs meetings of the board with all the commonly accepted powers of the position
- Encourages board participation in strategic planning
- Appoints directors to committees and chairpersons of committees in consultation with the executive director,
- Delegates responsibility to other board members such as committee chairs
- Serves ex-officio as member of all governance committees and attends their meetings when possible
- Discusses issues confronting the organization with the executive director
- Reviews with the executive director any issues of concern to the board
- Monitors financial planning and financial reports
- Helps guide and mediate board actions with respect to organizational priorities and governance concerns
- Participates in the evaluation of the performance of the executive director and informally evaluates the effectiveness of board members
- Recognizes good performance of board members
- Recognizes performance of the executive director, evaluates the board's effectiveness (objectivity in making decisions, willingness to take action, and influence to carry out the mission.)
- Evaluates the board informally by observing what is happening in the organization, assessing the committee chairs, monitoring relations with other organizations, sounding out public opinion
- Self-evaluates his/her own performance and shares with Executive Committee
- Addresses performance and/or conflict of interest problems with board directors
- Accepts other appropriate board leadership duties as directed by the board

Desirable Qualifications:

1. Vision – broad, overall image of the agency's operations
2. Generalist approach to the organization
3. Impartial attitude
4. Caring nature
5. Strong leadership skills
6. Ability to facilitate
7. Working knowledge of Robert's Rules of Order

Sample Position Description: Board Vice-President

- Shall have all of the powers and functions of the president in the absence of the chief volunteer officer.
- Be a “President-Elect” and shall succeed the chairperson of the board when appropriate.
- Shall have signatory authority for cash transactions or other official agency reports.
- Perform other appropriate duties as requested by the board or chairperson of the board.
- Sometimes helps to support committee functioning and leadership.

Sample Position Description: Secretary

- Perform or oversee documentation for activities of the board.
- Assure that all documentation of corporate activities is managed in an appropriate manner.
- Have custody of all records and reports of the corporation.
- Perform or delegate to staff and assure the following:
 - ✓ Creating and mailing agendas for all meetings of the board
 - ✓ Keeping and reporting of complete and accurate minutes of all meetings of the board and all unanimous written consents executed by board members
 - ✓ Knowing and advising the board on Roberts Rules of Order
- Serves on the Executive Committee.
- Perform such other duties as pertain to the office or as may be prescribed by the board.
- Ensure that all Board Candidates and Board Members submit conflict of interest disclosure forms and disseminate them to either the President or the Chair of the Audit committee.

Desirable Qualifications:

1. Good Communication skills, especially written
2. Experience with minutes (ability to participate in a meeting & record at the same time)
3. Strong filing and organization skills
4. Notary

Sample Position Description: Treasurer

- Oversee all financial activities of the corporation and act as the chairperson of the Finance Committee that reviews all financial matters.
- Assure that all financial matters are managed in an appropriate manner.
- Have custody of all funds and securities of the corporation.
- Perform or delegate to staff the preparation of the following:
 - ✓ Maintaining full and accurate accounts of receipts and disbursements in the corporate books. Records of financial transactions shall be retained for eight years from the date of transaction.
 - ✓ Depositing all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board.
 - ✓ Disbursing the funds of the Corporation as may be ordered or authorized by board and preserve proper vouchers for such disbursements.
 - ✓ Rendering to the chairperson and the board at the regular meetings of the board, or whenever they require it, an account of his/her transactions as Treasurer and of the financial condition of the Corporation.
 - ✓ Rendering a full financial report at the annual meeting of the board.
 - ✓ Being furnished by all corporate officers and agents at his/her request with such reports and statements as s/he may require regarding the financial transactions of the corporation.
 - ✓ Acting with the Finance Committee, see that a true and accurate accounting of the financial transactions of the corporation is made, that reports of such transactions are presented to the board, and that all expenditures are made to the best possible advantage, and
 - ✓ Performing other duties as are given to him/her by these Bylaws or as from time to time are assigned to him/her by the board or chairperson.
- Serves on the Executive Committee and all other finance related committees as determined appropriate.

Desirable Qualifications:

1. Accounting knowledge
2. Skill in assessing financial position
3. Ability to separate the overall financial picture from detail oriented day-to-day operational issues and to focus on the overall financial picture.

Code of Ethical Conduct and Annual Potential Conflicts Disclosure Statement

—Code of Ethical Conduct—

This Corporation is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Director, Officer and Key Employee (to the extent applicable) shall adhere to the following code of conduct:

By-Laws & Policies

- be aware of and fully abide by the constitution, bylaws, rules and regulations of the Corporation and policies of the corporation, pursuant to the New York Not-for-Profit Corporation Law (N-PCL)
- assure compliance of the Corporation with respect to all statutes, regulations and contractual requirement
- respect and fully support the duly-made decisions of the Board of directors in accordance with their fiduciary duties of obedience and loyalty
- respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the N-PCL
- work diligently to ensure that the board fully assumes its role as a policy-making, governing body
- view and act towards the Chief Executive Officer as the chief administrative officer with the sole responsibility for the day-to-day management of the organization, including personnel, and for implementation of board policies and directives

Informed Participation

- attend most, if not all, meetings of the Board and assigned committees
- remain informed of all matters, including financial, that come before the Board and/or assigned committees
- respect and follow the “chain of command” of the Board and administration
- constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies
- oppose, on the record, Board actions with which one disagrees or is in serious doubt
- appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the corporation
- do not fully commit to others or self to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action duly taken.
- act in ways that do not interfere with the duties or authority of staff

Conflict of Interest, Representation & Confidentiality

- represent the best interests of the corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the Corporation
- conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board, pursuant to N-PCL
- not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the board member's affiliation with the Corporation.
- publicly support and represent the duly made decisions of the Board
- speak positively of the organization to the Corporation members, and all current and potential stakeholders and constituencies
- not take any public position representing the Corporation on any issue that is not in conformity with the official position of the corporation
- not use or otherwise relate one's affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election
- maintain full confidentiality and proper use of information obtained as a result of board service in accordance with board policy or direction

Interpersonal

- speak clearly, listen carefully to and respect the opinions of fellow board members and key staff
- promote collaboration and partnership among all members of the board
- maintain open communication and an effective partnership with the Board's officer and committee leadership
- remain "solution focused", offering criticism only in a constructive manner
- not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the board because of differences in opinion or other personal reasons
- always work to develop and improve one's knowledge and skills that enhances one's abilities as a Director

—Annual Potential Conflicts Disclosure Statement—

As a Director or Officer or Key Employee of the Corporation, prior to being seated on the Board of Directors or commencing employment with the Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as circumstances may change from time-to-time. With regard to this Conflicts Disclosure Statement, be advised, all material terms identified by quotation marks are defined by Appendix "A" of the By-Laws of the Corporation, which is entitled "By-Law & Corporate Policy Definitions."

Please mark 'Yes' or 'No' where indicated & provide additional information when requested

Financial Information Return Disclosure.

Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an officer, director, trustee, key employee, partner or member of, or hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), in, an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with the Corporation?

_____ _____
No Yes If Yes, briefly describe below & attach a detailed explanation

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former “Officer,” “Director” or “Key Employee” of the Corporation?

_____ _____
No Yes If Yes, briefly describe below & attach a detailed explanation

3. Do you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with the Corporation?

_____ _____
No Yes If Yes, briefly describe below & attach a detailed explanation

4. Have you, or did you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with the Corporation that might reasonably be considered a real or potential conflict of interest pursuant to the Corporation’s Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

_____ _____
No Yes If Yes, briefly describe below & attach a detailed explanation

5. Have you been provided with, properly reviewed and reasonably understand the terms of the Corporation’s current written Board of Directors Conflicts of Interest Policy?

_____ _____
No Yes If No, briefly describe below & attach a detailed explanation

Independent Director Assessment Disclosure.

In order to qualify as an “Independent Director,” as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond in the affirmative to each of the following questions, although failure to respond in the affirmative to all questions shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

1. Are you currently, or have you been within the last three (3) fiscal years, an employee of the Corporation, or an “Affiliate” of the Corporation?

_____ _____
No Yes If Yes, briefly describe below & attach a detailed explanation

2. Do you have a “Relative” who is, or has been within the last three (3) years, a “Key Employee” of the Corporation or an Affiliate of the Corporation?

_____ _____
No Yes If Yes, briefly describe below & attach a detailed explanation

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an “Affiliate” of the Corporation, other than reimbursement for out-of-pocket expenses?

_____ _____
No Yes If Yes, briefly describe below & attach a detailed explanation

4. Do you have a “Relative” who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an “Affiliate” of the Corporation, other than reimbursement for out-of-pocket expenses?

No Yes If Yes, briefly describe below & attach a detailed explanation

5. Are you a current officer or employee of, or do you have a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an “Affiliate” of the Corporation, for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this question, the definition the term “payments” does not include charitable contributions.

No Yes If Yes, briefly describe below & attach a detailed explanation

6. Do you have a Relative who is a current officer or employee of, or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an “Affiliate,” for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this question, the definition the term “payments” does not include charitable contributions.

No Yes If Yes, briefly describe below & attach a detailed explanation

—*Certification*—

I, the undersigned, certify that I have read and understand this Code of Ethical Conduct & Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests Policy of the Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Corporation, except those that may have been disclosed herein.

Director Signature

Date

Suggested Contents of a Board Manual

Board of Directors' Orientation Checklist: Topics and Materials

1. Board Organization

- Board member duties and responsibilities
- By-laws (dated)
- Board members' addresses, telephone and fax nos.
- Committee assignments, including staff
- Incorporation papers
- Organizational chart, including committees
- Calendar of board meetings

2. Organizational Background

- Brief history of the organization
- Annual reports (2 years)
- Relation to other agencies (chart of organization's place in the service system or list of related/referral agencies)
- Relation to national, regional or state organizations
- Organization's goals and objectives

3. Personnel

- Personnel policies (dated)
- Job descriptions
- Evaluation system
- Staff chart
- Salary ranges
- Personnel Committee charge, including staff role

4. Financial

- Annual audit
- Sources of funding
- Annual budget, by program
- Fundraising policies and plans
- Investments
- Property
- Insurance
- Fiscal calendar (budget development cycle, fiscal year, etc.)
- Finance Committee charge, including staff role

5. Program

- Program descriptions
- Program evaluation system description
- Results of most recent program evaluation
- Program Committee charge, including staff role

6. Strategic or Long-Range Plan

- Written plan
- Strategic Planning Committee charge, including staff role

Building Board Infrastructure

Sample Board Calendar

January	February	March
<ul style="list-style-type: none"> • Jan 3: Board Meeting • Board Development Committee: Board Member Orientation • Executive Committee-Conduct ED Evaluation 	<ul style="list-style-type: none"> • Feb. 7 Board Meeting • 2/14 Fundraiser 	<ul style="list-style-type: none"> • Mar.7 Board Meeting • Board Annual Retreat
April	May	June
<ul style="list-style-type: none"> • April 4: Board Meeting • Finance Training • Field Audit takes place 	<ul style="list-style-type: none"> • May 2: Board Meeting • 5/16 Fundraiser • Audit and Finance Committee – Audit review 	<ul style="list-style-type: none"> • June 6: Board Meeting • Audit presentation to Board
July	August	September
<ul style="list-style-type: none"> • No Board Meeting unless needed 	<ul style="list-style-type: none"> • No Board Meeting unless needed 	<ul style="list-style-type: none"> • Sept. 5: Board Meeting • Board Development Committee- Bylaw review and suggested changes due
October	November	December
<ul style="list-style-type: none"> • Oct. 3: Board Meeting • Finance Committee- draft budget • Special Event 	<ul style="list-style-type: none"> • Nov. 7: Board Meeting • Annual Meeting 	<ul style="list-style-type: none"> • Dec. 5: Board Meeting • Approve annual budget • Officer elections • Annual Appeal

Possible Activities & Events to Include in Your Board Calendar

<ul style="list-style-type: none"> Conduct Board Training Board of Directors Evaluation Board Elections Board Retreat Committee Meetings Membership Meeting 	<ul style="list-style-type: none"> Executive Director Evaluation Evaluate Program Effectiveness Conduct or Review Strategic Plan Fundraising Events Special Events Fundraising Events 	<ul style="list-style-type: none"> Approval of Annual Budget Organizational Audit Review By-laws Review Personnel Policies
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Board Oversight Calendar – EXAMPLE (columns B-F to be customized to individual agency)					
Oversight Event	When Initiated	Initiated By	To Board	Board Action	Follow-up
Budget					
Budget development	(annually)	Finance Committee, ED		Input	Finance Comm.
Budget approval	(annually)	Finance Committee, ED		Approval	ED empowered to implement
Budget monitoring	monthly	Finance Committee, ED		Review, approval	Monthly financials filed for audit
Auditor Selection	(bid at least every 3-5 years)	Audit Committee or full Board		Approval	
Audit Acceptance	(annually)	Finance or Audit Committee, Board		Review, approval	Distributed to board, filed
Auditor Review of Independence	(annually)	Audit Committee or Board		Approval	
Payroll tax withholding	(monthly)	ED	Monthly	Hear report of payment	Immediate response to any lapse of payment
990 submission	(annually)	Finance Committee, ED	(w/budget)	Review, approval	990 Filed with IRS
Fund development plan	(annually)	Fund Development/P.R. Committee, Development Director		Reminders	ED, FR committee
Individual donations	(annually)	Each Board Member			President thanks board members who contribute
Board Conflicts Disclosure	Annually	Each Board Member to Secretary		Hear report of submission	Secretary to President or Chair of Audit Committee
Governance					
Review minutes	monthly	Board Secretary	Next meeting	Review, approval	Secretary oversees
Assessment of Bd Composition	(annually)	Board Development Committee (BDC)		Input, discussion	BDC develops recruitment strategy
Assessment of Bd Function	(annually)	Board Development Committee		Input, discussion	BDC recommends board development, changes to structure
Review of bylaws	(annually)	Board Development Committee		Input, discussion	BDC recommends changes to board if needed
Bylaw changes	when needed	Board Development Committee	When needed	Input, discussion	Updated & dated copies distributed to board members, filed
Board orientation	(annually)	Board Development Committee		Participation	Mentoring of new members, if needed
Committee work	ongoing	Committee Chairs	Monthly	Reports, recommendations	Committee acts on board input

Board Oversight Calendar – EXAMPLE (columns B-F to be customized to individual agency)

Oversight Event	When Initiated	Initiated By	To Board	Board Action	Follow-up
Strategic planning	Ongoing	Executive Committee, ED, committee chairs	Monthly	Report on achievements	ED, Exec. Committee,
ED evaluation	(annually)	Executive Committee, ED		Input, discussion, approval	Executive Committee
ED salary review	(annually)	Executive Committee, ED			Exec. Committee meets regularly with ED to monitor board and ED performance toward goals
Annual report	(annually)	ED, Executive Committee		When audit is final	Distributed as PR piece?
Conflict of Interest Disclosure	(annually and ongoing)	Board Member	Annually and as needed	As needed	Conflict or Board Development Committee review
Grant Reporting					
(list all grants, donors who require regular reporting)	(determined by ED, any applicable committee)	ED		Hear report, discussion	Any follow-up delegated by board
Insurance Renewals					
Property/Casualty	(60-90 days)		(30 days before renewal)	Review coverage	ED follow-up to bind coverage
Professional Liability	(60-90 days)		(30 days before renewal)	Review coverage	ED follow-up to bind coverage
Directors and Officers Liability	(60-90 days)		(30 days before renewal)	Review coverage	ED follow-up to bind coverage
Statutory Coverages:					
Workers Comp					
Disability					

Building an Effective Board Committee Structure

Committees provide an important opportunity for the Board of Directors to perform its due diligence functions effectively and efficiently. In addition to relying on the knowledge and expertise of the Executive Director, Legal Counsel, and Fiscal Counsel, Boards can rely on its committees to research, evaluate, and recommend a course of action to the Board of Directors.

In order for committees to be effective they need to be supported and nurtured. Consider the following:

1. Distinguish between *Committees of the Board* which have, or can be granted, the authority to bind or make decisions on behalf of the Board of Directors and must be comprised solely of voting Board Members and *Committees of the Corporation* which are advisory to either the Board of Directors or the Executive Director and may include non-board members and volunteers, as determined by the organization.
2. Clearly define the charge and authority as well as the limitations of each committee in writing and review annually.

Limitations on Committee Authority

No Committee shall have such the authority in the following matters:

- a) submission to Members, if any, of any act, or action, requiring Members approval by statute and/or these By-Laws;
 - b) filling of vacancies on the Board, or in any of its various Committees;
 - c) fixing of compensation for Directors, or members of its various Committees;
 - d) authorization of any form of Fundamental Corporate Change, as set forth in these By-Laws, including, but not limited amendment, or repeal, of these By-Laws or the adoption of new By-Laws; and/or,
 - e) amendment, or repeal, of any resolutions of the Board, which by its terms, shall not be capable of amendment or repeal.
3. Develop an annual workplan for each committee.
 4. Do not create committees that cannot be sustained and supported through volunteer participation and staffing. Committees require at least three voting members.
 5. Committees that are not functional should either be made functional or eliminated in the bylaws.
 6. All Committees should be staffed by the Executive Director or his/her designee whenever possible.
 7. All committees should have minutes taken and should distribute those minutes to the entire board. Committee work should be respected and not “rehashed” at the Board meeting. If you are unsatisfied with the work of a committee or have additional questions send it back to the committee or to a different committee (e.g. the finance committee for financial implications)
 8. Consider having non-Board Members serve on select committees of the corporation.

Typical Committee Responsibilities

Executive Committee

Composition: Chaired by the Board President and comprised of officers. Sometimes includes chairs of standing committees, past presidents, and/or board members at-large. It is important that the committee have the composition of board leaders necessary to legitimize whatever actions it may need to take.

Responsibilities:

- Maintains surveillance of the business and affairs of the corporation
- Empowered to exercise all of the powers of the board that may lawfully be delegated in the management of the affairs of the corporation as may be necessary between board meetings or as specifically authorized by the board and/or bylaws
- Reports its actions to the board at the next regularly scheduled or special meeting of the board
- Evaluates the Executive Director

Audit & Finance Committee

Composition: Typically chaired by the treasurer, although this is not always advisable. Members are usually appointed by the President or his/her appointments are subject to ratification by the board. Board president is ex-officio and usually an active committee member. It is advisable that the chair or liaison connection with other financially focused committees of the board (i.e. investment, fund development, and audit) also serves on this committee. Committee members usually are those board members with some level of expertise or knowledge of fiscal matters.

Responsibilities:

- Develops a proposed budget that advances the organization's purposes and goals for consideration and approval by the board of directors
- Develops policies, processes and reporting procedures that promote the financial well-being, sound financial budgeting, management and the safeguarding of assets, and regulatory/contractual compliance of the corporation for recommendation to and approval by the board of directors
- Monitors, on behalf of the board, implementation and compliance of all financial policies approved by the board
- Reviews the financial implications of new initiatives and changing project revenue
- Serves in an advisory and resource capacity to the treasurer in ensuring that accurate, complete and timely financial records and reports are developed, maintained and reported
- Educates the board as to their fiduciary role and responsibilities
- Assures that appropriate and sufficient insurance coverage is secured
- Performs the functions of audit and investment committees if either or both of these committees do not exist

Personnel Committee

Composition: Typically appointed by the board president or his/her recommendations are subject to board approval.

Responsibilities:

- Formulates, revises and recommends policies on all matters relating to paid and volunteer human resources, including compensation practices, to the board for approval
- Maintains familiarity with, and assures that all personnel practices of the board are in accordance with, applicable law and contractual obligations
- Monitors, on behalf of the board, the implementation of all personnel policies approved by the board of directors
- Keeps the board informed on the organization's personnel requirements and needs
- Establishes procedures and processes to hear grievances and to arrange necessary negotiation with any unions involved with the organization
- Serves as an advisory resource to the Executive Director on personnel matters for which (s)he has assigned responsibilities

Nominations or Board Development Committee

Composition: Elected by the board of directors and/or membership of the corporation. It is not advisable to have this committee appointed, without board ratification, by the board president. Committee members should not include board members and officers who will be eligible for election during the committee's work. Some organizations permit non-board members to serve on this committee.

Responsibilities:

- Ongoing assessment of the strengths and limitations of the board's composition vis-à-vis achievement of organizational mission and goals
- Regularly review and propose to the board for revision of board and officer job descriptions, expectations and ethical standards
- Identify, recruit and nominate officers and directors for board/membership consideration
- Develop succession plans for key board leadership positions
- Design and implement new board orientation
- Coordinate ongoing development and training for all board members and officers

Fundraising and Marketing

The role of the Fundraising and Marketing Committee is to develop and provide leadership in implementing and overall strategy and plan to achieving the organization's mission and financial objectives. As it relates to fund development, the Committee lead the Board's fund development efforts and, with the Executive Director.

Responsibilities:

- Recommend fund development and marketing strategies
- Assist with the development of fund development and marketing plans
- Enlist Board support and action to implement fund development and marketing plans
- Lead major funding requests/projects
- Ensure consistency of operational budget with fund development plans and activities
- Develop and recommend policies and/or guidelines to address how and to what extent fund development, public relations, marketing and related tasks are expected of the Board and Executive Director
- Evaluate and monitor fund development efforts at the Board and staff levels

Programs and Quality Improvement

The role of a Program and Quality Improvement Committee is to ensure the programs are mission driven, reflective of community interests and needs, and have systems in place for evaluating their effectiveness and impact.

Responsibilities:

- To oversee new program development, and to monitor and assess existing programs
- To provide input to and support for program evaluations, and
- To evaluate program priorities for the agency.
- To ensure that consumers, stakeholders, and/or community needs and interests are considered in program development and implementation.

Committee Chair Responsibilities

The by-laws define the functions of standing committees, how committees are formed, and their composition. Committee chairs are either denoted by position and responsibility in the bylaws (i.e. the treasurer shall chair the Finance Committee) or the process of appointment is stated. Generally, the board president or chair appoints chairs of board committees. Some bylaws may call for such appointments to be ratified by the board.

Committee chairs are an important and critical part of the board leadership team. Their responsibilities and duties generally include the following:

- Recommending to the president and/or board, who (s) he would like to see serving on the committee.
- Calling meetings and setting the agenda.
- Ensuring meetings are properly recorded.
- Managing the committee or group process, as customary for the position of a chair.
- Coordinating communication and staffing services with the Executive Director (and/or assigned staff).
- Regularly report to the board all committee recommendations, progress and any other significant issues or concerns that warrant the committee's attention.
- Keep the board president apprised on an ongoing basis of committee work and progress, and notify the president of the committee's report to the board in advance of the board meeting.
- Ensure that the committee stays within its governance charge and is accountable to the board of directors as appropriate.
- When the committee provides advice to the Executive Director and/or staff, clearly distinguishes and articulates to all concerned that such advice is not a directive or supervisory in any way.

25 Steps to Improving Committee Functioning

1. Be clear about the committee's purpose. What does it exist to accomplish?
2. Give considerable thought to whom should sit on the committee. For Committees of the Corporation, look outside the board and, perhaps even, the organization. You will not only increase your chances of finding people with the specific skills you need, you will end up cultivating potential board members for the future.
3. Tell people why they asked to sit on the committee and what is expected of them. Include likely commitments of time, energy, skills, contacts, and money.
4. Spend some time allowing committee members to bond. People are more willing to participate and take on responsibility when they feel a commitment to the group.
5. As a group, state the problems or issues to be tackled. This way everyone starts on the same page.
6. Limit committee discussions to topics that fit the organization's mission, vision, values, and priorities.
7. Send out agendas and preparatory materials ahead of meetings so that people can come prepared to work.
8. Meet only when there is something substantial with which to deal. There is nothing sacred about monthly meetings.
9. Give people sufficient notice of meetings and try to avoid making last minute changes to the schedule. Try to establish a routine for meetings such as the third Tuesday at 6pm.
10. Begin and end your meetings on time. People are far more likely to come if they feel you respect their calendar.
11. Assign tasks as evenly as possible. While it may be easier to ask the same handful of people that do everything, it guarantees that you limit participation, leadership development, and potential productivity.
12. Solicit, then listen to everyone's input. After all, the value of committees is summed up in the adage "two heads are better than one."
13. Don't just accept comments at face value. Feedback the comments in your own language, applying your interpretation. Ask questions. Probe. Be sure you understand what is being said, and why it is being said.
14. Assume that even the most off-the-wall ideas make sense to the people who express them. Instead of rejecting such ideas out of hand, ask for clarification.
15. Don't fight over ownership of an idea. The important thing is that the idea is intended to potentially benefit the organization.
16. Speak only for yourself. Let others provide their own explanations or rationales.
17. Play the devil's advocate. Always ask the group to group to consider the downside of a pending decision. When people feel they have thoroughly looked at all the potential negatives, they are more confident of any decisions to proceed.
18. Strive for consensus but don't require it. Find the right balance between the process required to make a good decision and the decisiveness needed to accomplish goals.
19. Bring conflict into the open.
20. Don't assume that silence means agreement in situations where decisions are being made.

21. If you can't reach consensus, consider:
 - a) identifying shared interests and working to build on those;
 - b) thinking up ways to make the most promising option better or more palatable;
 - c) putting aside the solutions already on the table, restating the mission, vision and goals, and generating a new list of possible solutions that might also/better meet the organization's needs;
 - d) initiating a trial period in which the strongest option is put to the test;
 - e) changing the scope of the problem;
 - f) agreeing to limit the decision to procedural items rather than substantive.
22. Stay focused on the goals and tasks of the committee.
23. Keep action-oriented minutes:
 - a) record only resolutions and votes, not "he said,.....she said";
 - b) include sections such as supplies to order, ideas to implement, people to call;
 - c) summarize with who will do what, by when.
24. Follow-up after the meeting:
 - a) ask committee members if they are comfortable with their decisions;
 - b) set up a system to bring those who missed the meeting up to date;
 - c) do what you promised to do at the meeting.
25. Prepare a report to the board, including:
 - a) the committee's recommendations;
 - b) the pros and cons of each recommendation;
 - c) the rationale for the recommendations made.

Board Recruitment

Assess your Compatibility

Board Recruitment... Questions to ask prospective board members

1. How passionate are you about our cause?
2. How much time can you give to us?
3. What motivates you as a volunteer?
4. What expectations do you have from the management of organizations on whose boards you serve?
5. What are your personal dreams or aspirations that could be enhanced by service on our board?
6. What professional or personal constraints on your time or service might you anticipate?
7. Are you willing to make a financial commitment that is a stretch?
8. Of what importance to you is social interaction with other board members?
9. How do you feel about performance evaluations of individual board members as a group?
10. As you think about the three primary board roles - *ambassador, advocate, and asker*- in which role(s) do you think you will want to be most active?
11. Do you have any actual or perceived conflicts of interest?

Joining a Board? Before you say “yes, I’ll join the board”

1. What is the organization’s mission? How do the programs relate to the mission?
2. Does the organization have a strategic plan? Is it reviewed regularly?
3. Is the organization fiscally sound? Does the board discuss and approve the annual budget? How often do board members receive financial reports?
4. Are there written descriptions of board member, officer and committee responsibilities? Who are the other board members?
5. Does the organization have directors and officer’s liability insurance?
6. How can I contribute as a board member? How much time will be required for meetings, special events and other board-related responsibilities?
7. Does the organization provide opportunities for board orientation and training?
8. What is the board’s role in fundraising? Will I be expected to make a specific financial contribution?
9. Are the customers of the organization satisfied with the service they receive? How does the organization know this?
10. Does the board work well with the executive leadership?

Sample Board of Directors Application

PART I – Personal Information

Name: _____ **DOB:** _____

Home Address: _____

Telephone : **Work** () _____ **Home** () _____

Home Fax: () _____ Cell: () _____

Home Email: _____

Employer Name: _____

Your Title: _____

Work Address: _____

Work Email: _____

Please “✓” the appropriate boxes to let us know where you prefer to receive email, snail mail and be contacted via phone.

Phone: **Home** **Work** **Cell** Email: **Home** **Work** Mail: **Home** **Work**

PART II – Expertise (knowledge, skills, experience)

Special Skills/Areas of Expertise: *Please check all special skills or areas of expertise you would contribute to OUR ORGANIZATION*

- | | | |
|--|---|---|
| <input type="checkbox"/> Accounting
<input type="checkbox"/> Arts & Culture
<input type="checkbox"/> Community Activist
<input type="checkbox"/> Community Planning
<input type="checkbox"/> Education/Academia
<input type="checkbox"/> Employee Benefits

<input type="checkbox"/> Entrepreneurialism

<input type="checkbox"/> Events
<input type="checkbox"/> Facilities

<input type="checkbox"/> Financial Investments
<input type="checkbox"/> Finances (Nonprofit specific) | <p style="text-align: center;">Finances (Other-please explain)</p> <hr style="border: 0; border-top: 1px solid black; margin: 0;"/> <input type="checkbox"/> For Profit Business
<input type="checkbox"/> Fund Development
<input type="checkbox"/> Grant Writing
<input type="checkbox"/> Healthcare
<input type="checkbox"/> Housing
<input type="checkbox"/> Health & Human Service
<input type="checkbox"/> Issues
<input type="checkbox"/> Insurance (Liability and/or Health)
<input type="checkbox"/> Legal (Nonprofit specific)
<input type="checkbox"/> Legal (Other-please explain)
<hr style="border: 0; border-top: 1px solid black; margin: 0;"/> <input type="checkbox"/> Legislation/Policy (Federal) | <input type="checkbox"/> Legislation/Policy (State)
<input type="checkbox"/> Marketing/Public Relations
<input type="checkbox"/> Media
<input type="checkbox"/> Nonprofit/Association Management
<input type="checkbox"/> Nonprofit Governance
<input type="checkbox"/> Philanthropy

<input type="checkbox"/> Research

<input type="checkbox"/> Risk Management
<input type="checkbox"/> Strategic Planning

<input type="checkbox"/> Technology
<input type="checkbox"/> Other: _____ |
|--|---|---|

NOTE: EDIT AS APPROPRIATE TO YOUR ORGANIZATION

Board Expertise: *Please indicate any boards on which you currently serve or have previously served, as well as any Officer positions you held.*

Organization Name	Time Period	Officer
_____	_____	_____
_____	_____	_____
_____	_____	_____

Other Organizational Expertise: *Please indicate any other charitable or community activities in which you have been/or are presently involved?*

Memberships and Associations (*professional, social, religious, etc.*): *Please indicate whether they are current affiliations or past.*

_____	<input type="checkbox"/> Current	<input type="checkbox"/> Past
_____	<input type="checkbox"/> Current	<input type="checkbox"/> Past
_____	<input type="checkbox"/> Current	<input type="checkbox"/> Past
_____	<input type="checkbox"/> Current	<input type="checkbox"/> Past

PART III – OUR ORGANIZATION Board Information

Prospective Date to Joining OUR ORGANIZATION’s Board:

_____ (Month) _____ (Year)

What is it about OUR ORGANIZATION that interests you in becoming a board member?

How do you feel you can best contribute your time and effort to help OUR ORGANIZATION achieve its mission?

Committees: *Each Board member participates on at least one Committee. Please rate your preference from 1-5.*

Rating	Committee	Responsibility (Describe from Your Bylaws)
_____	Audit & Finance	The Committee shall develop a budget for approval by the B.O.D., propose financial, and investment policies, ensure that board approved investment policies are appropriately and responsibly carried out, review any and all audits of the Corporation or any of its programs or contracts performed, and shall respond in writing, subject to approval of the B.O.D., to such audits, including the management letter, stating any and all remedies to deficiencies or improvements in fiscal policies and procedures cited or recommended.
_____	Board Development	The Committee shall be responsible for ensuring that the composition of the B.O.D. accurately reflects the terms of Board and Committee members; monitoring board member participation and attendance; monitoring board member compliance with and signature of the annual Code of Ethics; regularly assessing the composition and function of the Board; recruiting and nominating Officers and Directors; coordinating orientation for new Directors and assuring the continued development and training of the Board; and monitoring board compliance with and making recommendations accordingly regarding loyalty, conflict of interest and ethical matters.
_____	Programs and Services	
_____	Other (define)	

Proposed Board Meeting Schedule*

Date	Time	Meeting Type	Location
<i>Complete this section as appropriate</i>			

* *Board members can participate at the board meetings either in- person or join us via teleconference.*

Could you regularly attend these meetings? Yes No

How often do you believe you will be able to participate in board meetings?

How often do you believe you will be able to physically participate in board meetings?

Comments: _____

I have read the materials accompanying this application (Bylaws, Board of Directors' Job Description, and Governing Responsibilities). I am ready, willing, and able to assume the responsibilities of membership of the Board of Directors of OUR ORGANIZATION.

Signature: _____

Date: _____

PART IV – Submittal Information

After completing this form, please attach the following items:

I enclosed my biographical sheet and/or resume for office use

I enclosed one or more photographs (preferably a black & white head shot)

I understand these photographs may be used initially in the announcement of my board appointment in appropriate newspapers, journals, and magazines (this will help to highlight your service to the community and to OUR ORGANIZATION).

Mail to:

OUR ORGANIZATION

Board Development Committee

Address

Or fax to OUR ORGANIZATION at:

Attention: Board Development Committee

Fax Number

Suggested Board Member Interview Questions

1. Why do you want to be a board member of this organization?
2. How familiar are you with the mission and programs of this organization?
3. What skills, experience, or other contributions can you make to this organization?
4. Describe your experience with other nonprofit board of directors.
5. What do you know about the roles and responsibilities of the board of directors?
6. Do you understand the legal, moral, and fiscal responsibilities of the board of directors? (*This would be a good time to briefly review them and ensure the person assumes the role as an informed member*).
7. Are you willing to contribute ____ hours? (*tell them your expectations*) each month to the organization?
8. Can you attend our regularly scheduled board meetings?
9. Do you have any fundraising experience? Are you comfortable asking people for money?
10. Can you read, analyze, and/or interpret financial statements?
11. The board is responsible for dealing with the values, vision, and long term planning of the organization. What does this mean to you?
12. Describe your response to conflict.
13. Do you see yourself as a leader or follower? What kinds of leadership skills do you possess?
14. Will you be able to maintain your commitment to the organization for the full term of office (# yrs)?
15. Our organization has several committees by which the board carries out its responsibilities. Which ones might interest you? (Describe the various committees)

Board Assessment

Board Development Assets Inventory

Check One:

Sample Areas of Representation/Expertise	Currently Adequate	Critical Need	Desirable	Suggested Nominees/Strategies
Gender: Male				
Female				
Age: Young Adult (<25)				
26-40				
41-55				
56-65				
65 and older				
Race/Ethnicity: Black/African-American				
Asian/Pacific Islander				
Hispanic				
Native American				
White/Caucasian				
Other (list)				
Geographic Area (specify):				
Sectors: Business/Corporate				
Education				
Faith				
Government				
Nonprofit				
Philanthropic				
Other (list)				

Expertise/Professional:				
Administration/Management				
Accounting				
Banking				
Communications				
Consumer/customer issues				
Fundraising				
Governance (nonprofit)				
Grantwriting				
Human Resources				
Investments				
Law				
Marketing (includes sales)				
Media Relations/Public Relations				
Program				
Real Estate/Property Management				
Technology				
Other (list)				
Resource Access/Influence				
With General community/constituents				
With Local Government				
With State or Federal Government				
Organizations Colleague or Stakeholder				
Major Individual Gift Prospects				
Major Corporate Gift Prospects				
Self is Major Donor				
Other (list)				
Independence				

Board of Directors Performance Evaluation

General Tips for Assessing the Board, Officers, & Members

- Have clear goals & expectations for the organization & for individuals
- Formally assess annually & consider doing so in writing
- If the bylaws or policies are obstacles or not conducive to effective governance, propose changes
- Promote & protect confidentiality & handle sensitive situations very carefully
- Share results with the board, but avoid unnecessary personality-based discussions
- Don't allow mission & performance to be adversely affected by personalities, unhealthy relationships, etc.

Examples of Measures for Board Performance

- Progress with strategic goals, objectives & work plans
- How well do committees function?
- Percentage of Board Members who attend board/committee meetings?
 - Number of meetings you don't have quorum
- Percentage of Board that contributes financially
- Financial amount contributed by board, or percent increase from previous year
- Effective meeting management
 - Duration of meetings
 - Meeting productivity – actions & priorities
 - Board vs. staff participation

Possible Methods and Tools for Assessment:

Survey, interviews; board/committee minutes; retreat; strategic plan monitoring/progress review

Examples of Measures for Individual Board Member Performance

- Time & expertise contributed
- Attendance (number & percentage)
- Constructive participation/engagement
- Influence & representation (activities or results)
- Donations (give or get)
- Attended training/development opportunities
- For officers & committee chairs, performed duties as required
- Management of conflict of interest

Possible Methods and Tools for Assessment:

Minutes; self-assessment survey; President or Committee Chair perceptions; interviews; ED/CEO input; Report Card.

Board of Directors Assessment Survey

Instructions

For each of the following statements, please *circle* your response on a scale from 1 to 5.

Add comments as appropriate. Data should be collated and can be presented as an average to evaluate the Board's strengths, areas for development, and areas where there are significant differences between Board members. After a conversation with the Board, the Board Development, Governance, Nominating, or Executive Committee can develop a plan to address any areas of concern or opportunities for growth.

About Oversight and Corporate Responsibilities.....

- | | | | | | |
|--|--------------|---|---|---|----------------|
| 1. How familiar are you with the "official" mission statement of the corporation? | 1 | 2 | 3 | 4 | 5 |
| | Not familiar | | | | Fully familiar |
| 2. How familiar are you with the bylaws. | 1 | 2 | 3 | 4 | 5 |
| | Not familiar | | | | Fully familiar |
| 3. How aware are you with the significant external legal, legislative, and regulatory events that may protect the corporation (e.g. liability, employment laws, tax laws, etc.). | 1 | 2 | 3 | 4 | 5 |
| | Not aware | | | | Fully aware |
| 4. How aware are you of your legal responsibilities as a board member. | 1 | 2 | 3 | 4 | 5 |
| | Not aware | | | | Fully aware |

About Policies and Programs.....

- | | | | | | |
|---|-------------------|---|---|---|---------------------|
| 5. How familiar are you with the personnel policies? | 1 | 2 | 3 | 4 | 5 |
| | Not familiar | | | | Fully familiar |
| 6. Please rate your awareness of the organization's policies and procedures concerning conflict of interests. | 1 | 2 | 3 | 4 | 5 |
| | Not aware | | | | Fully aware |
| 7. How knowledgeable are you about the programs provided? | 1 | 2 | 3 | 4 | 5 |
| | Not knowledgeable | | | | Fully knowledgeable |

Comments re: Responsibilities/Policies/Programs:

About Board Organization and Decision-making.....

- | | | | | | |
|--|-------------------|---|---|---|---------------------|
| 8. In your opinion, how clearly defined are the priorities of the board of directors? | 1 | 2 | 3 | 4 | 5 |
| | Not defined | | | | Fully defined |
| 9. Do you know how major organizational decisions are made? | 1 | 2 | 3 | 4 | 5 |
| | Not knowledgeable | | | | Fully knowledgeable |
| 10. When a decision is made, does each board member accept responsibility to support the decision? | 1 | 2 | 3 | 4 | 5 |
| | Never | | | | Yes, Always |
| 11. Does the board make timely and well-informed decisions? | 1 | 2 | 3 | 4 | 5 |
| | Never | | | | Yes, Always |
| 12. How efficiently are board meetings run? | 1 | 2 | 3 | 4 | 5 |
| | Not efficiently | | | | Very Efficiently |
| 13. How effective is the organization's committee structure? | 1 | 2 | 3 | 4 | 5 |

		Not effective				Very effective
14.	Does the board have the skills, knowledge, influence, and representation necessary for the organization to achieve its current objectives?	1	2	3	4	5
		Not adequate				Very adequate
15.	Is the relationship between board members one of mutual respect and support?	1	2	3	4	5
		Not supportive				Very supportive
16.	How clear are succession plans for the board's executive leadership?	1	2	3	4	5
		Not clear				Very clear
17.	How clear are the organization's procedures for identifying and nominating potential new board members?	1	2	3	4	5
		Not clear				Very clear
18.	How effective is the board at recruiting new board members?	1	2	3	4	5
		Not effective				Very effective
19.	How clear are procedures for screening or evaluating potential board members?	1	2	3	4	5
		Not clear				Very clear
20.	How thoroughly does the board orient new board members to the culture, policies, and procedures of the organization?	1	2	3	4	5
		Not at all				Very thoroughly
21.	How clear are procedures for removing board members who do not fulfill their obligations?	1	2	3	4	5
		Not clear				Very clear
22.	How often does the board assess its effectiveness?	1	2	3	4	5
		Never				Regularly
23.	How frequently does the board provide opportunities to improve board effectiveness through training or discussion?	1	2	3	4	5
		Never				Regularly

Comments re: Board Organization/Decision-making:

About Financial Management and Development.....

24.	Are you well informed about significant contractual obligations or any potential liability claims that the organization has?	1	2	3	4	5
		Not informed				Fully informed
25.	Do you know how the budget is developed?	1	2	3	4	5
		No knowledge				Fully knowledgeable
26.	Do you have a working knowledge of the budget?	1	2	3	4	5
		No knowledge				Fully knowledgeable
27.	How familiar are you with the restrictions that funding sources	1	2	3	4	5

place on the organization?	Not familiar				Fully familiar
28. How effective is the board in fund development?	1 Not effective	2	3	4	5 Very effective
29. Do you make an annual financial contribution?	1 Never	2	3	4	5 Regularly
30. Do you communicate the mission of the organization to your friends, family, and colleagues?	1 Never	2	3	4	5 Regularly
31. Do you invite friends, family, and colleagues to attend organizational events?	1 Never	2	3	4	5 Regularly
32. Do you invite friends, family, and colleagues to make financial contributions to the organization?	1 Never	2	3	4	5 Regularly

Comments re: Financial Management and Development:

About Your Role and Participation.....

33. Do you regularly attend board meetings?	1 Do not attend	2	3	4	5 Always Attend
34. Do you regularly attend the committee meetings that you are assigned to?	1 Do not attend	2	3	4	5 Always Attend
35. How well does the organization liaison to key groups in the community to collect information on community or constituent needs for the board and staff uses?	1 Not well	2	3	4	5 Very well
36. How fully do you use your knowledge and skills for the benefit of the organization?	1 Not at all	2	3	4	5 Fully
37. In your opinion, do you adequately fulfill your duties as a member of the board?	1 Do not fulfill	2	3	4	5 Totally fulfill
38. Are you personally satisfied as a board member?	1 Not satisfied	2	3	4	5 Very satisfied

Comments re: Your Role and Participation:

About the Executive Director and Staff...

39. How good is the communication between the board and the executive director?	1 Not good	2	3	4	5 Very good
40. How well does the executive director relate to other staff or contractors?	1 Not Well	2	3	4	5 Very well
41. Does the board get the level of staffing assistance it needs to effectively conduct its work?	1 Not adequate	2	3	4	5 Very adequate
42. How clear is the delineation between board and Executive Director responsibilities?	1 Not Clear	2	3	4	5 Very Clear
43. Does the board provide the appropriate level of support and guidance to the Executive Director?	1 Not appropriate	2	3	4	5 Very appropriate

Comments re: Staff:

What do you believe will be the greatest challenge faced by the organization over the next 3 years?

What is the most important thing, in your opinion, that the organization can do to further develop its board as a resource that will help the organization to successfully meet this and other challenges?

Please comment on the skills, experience, interests, and/or contacts you bring to the board.

Please feel free to offer (on the reverse of this page) any general comment about the organization and/or your role as board member.

Conducting Effective Meetings

Meeting Agenda Tips

- Solicit & screen issues from committee chairs
- Make sure that supporting data, options, & recommendations are researched & available at meeting
- Assemble with staff input
- Distribute agenda in advance with supporting materials
- Consider also sending board & committee minutes, written executive director report in advance, or distribute at the meeting
- Insist that people come to meetings prepared
- Encourage members to provide feedback or raise any substantive issues or concerns beforehand
- Begin & end meetings on time
- Establish timeframes on items
- Add “approval of agenda items” at the beginning
- Have approval of minutes & financial report early
- Make sure that critical action items or those requiring the most time are prioritized early
- Include budget discussions after financial report
- Include all regular committee reports, even if the committee has nothing to report
- Be quick to limit unproductive committee discussions that do not require action by referring back to the committee
- Limit discussion on non-policy or non-action items
- Occasionally include an agenda item on how meetings can be improved

Meeting Chair's Checklist

“Meetings are indispensable when you don't want to do anything.”

That statement by John Kenneth Galbraith sums up how many people feel about the meetings they attend. Sometimes though, we are lucky enough to be on a board or committee where we leave meetings with a deep sense of accomplishment and appreciation for our colleagues. Why can't we have more meetings like that? The answer, I believe, lies primarily in the care and attention given to the meeting by the chairperson. While everyone has an important role to play in creating great meetings, no one is more important than the chairperson.

Ideally, the chairperson should be chosen for the knowledge and ability to plan and manage meetings so that every participant understands their role and performs it well. Unfortunately, however, the chairperson is frequently selected by default and doesn't realize that it's possible to make meetings effective, efficient, and fun. Having great meetings requires careful planning and a fair amount of work between meetings but it's within the grasp of every chairperson who's willing to make the effort.

If, as an officer of a nonprofit organization, you are expected to chair meetings, here are some things you can do to make sure that your business gets done, that everyone gets their say, and that participants will look forward to the next meeting.

Before the Meeting

- There are many things you might want to do at a meeting, but meetings are first and foremost for making decisions. Be sure you understand what decisions have to be made at the meeting.
- Effective meetings require agendas, and everyone needs to know what's on the agenda. Make sure that reports and information necessary to make the needed decisions are sent with the agenda to board or committee members in sufficient time for them to be read.
- Plan the agenda to ensure that the most important and most time-critical decisions are made first.
- 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 and to read and think about the agenda items before the meeting.
- The board or committee can be severely handicapped when members are absent. 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

- Determine if a “Consent Agenda” is appropriate to dispense quickly with routine and non-controversial agenda items. (Do not skip over important functions such as financial reports)
- 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 on time. Take note of members who arrive late and call them before the next meeting to find out if there is anything you can do to make it easier for them to arrive on time.
- Introduce and welcome all newcomers and guests. Introductions should be more than just their names. Use introductions to enable participants to get to know each other.
- Summarize the issues to be discussed and 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.
- Make sure that the quiet ones have an opportunity to speak. Direct questions to them or go around the table. Be alert to nonverbal behaviors signifying dissent or fatigue.
- Be alert for discussion that wanders away from the issue and bring it back to the topic.
- 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 and amendments to be sure that they are clear and express the intent of the mover.
- 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

- Just because the meeting is over, don’t think that your job is done.
- Review the previous meetings to identify problems so that they can be addressed before the next meeting.
- Review the yearly agenda to see what is coming up in the months ahead. Update the annual agenda if necessary. This will be a great help to the next chairperson.
- 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 deal with absenteeism, remedy poor performance, or assist new members.
- 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.

If this seems like a lot of work – it is! But the work decreases over time, and the payoffs are large. Good meeting management will make for a more productive board, more satisfied board members, and a stronger organization.

Facilitation Tips for a Successful Meeting

Always...

- Greet the group and introduce newcomers, or ask everyone to introduce themselves.
- State the purpose of the meeting and convey optimism about the tasks at hand.
- Make sure the meeting is recorded.
- State time limitations, give regular time checks
- Follow the agreed-upon method for decision-making (consensus, majority vote).
- Ask each discussion question and invite responses from all participants – especially the quieter ones.
- Summarize or clarify comments, and identify follow-up actions.
- Reiterate next meeting date and follow-up actions at the end of the meeting -- and thank all participants for coming and contributing.

And when the going gets tough....

- If people are loud or negative, lower your voice and tone, and smile.
- Be relaxed and non-defensive.
- Ask a negative speaker to rephrase his/her comment as a suggestion for a positive change.
- Listen carefully - reflect what you think you hear.
- If there is a conflict, state it out loud and ask the group's help in identifying the root issues.

Principles and Key Definitions of Parliamentary Procedures

Principles

1. Majority rule (or super majority if applicable) must prevail.
2. The rights of members with a minority opinion must be protected.
3. Respect for dignity of members must be assured.
4. Respect for the position & authority of chair must be assured.
5. Logical order of business must be provided.

Key Definitions

Accepting a report is the same as adopting it, and should not be confused with **receiving** a report, which is allowing it to be presented.

Pending is when a question has been stated by the chair and has not yet been disposed of either permanently or temporarily.

Immediately Pending- When several questions are pending, the one last stated by the chair, and therefore the one disposed of first, is said to be the immediately pending question.

Motion is a proposal that the assembly take certain action, or that it express itself as holding certain views.

Seconding of Motion is one where a person declares their favor of a motion that has been made. As a general rule, every motion should be seconded to prevent time being consumed by considering a question that only one person favors. There are however, motions, such as Question of Order, that do not *require* a second.

Subsidiary Motion is one that may be applied to a main motion, and to certain other motions, for the purpose of modifying them, delaying action upon them, or otherwise disposing of them.

Privileged Motions are those that, while having no relations to the pending question, are of such urgency or importance as to require them to take precedence of all other motions. These motions are to fix the time to adjourn, to adjourn, to take a recess, to raise a question of privilege, and to call for order of the day.

Incidental Motion is one that arises out of another questions which is pending or has just been pending and must be decided before the pending question.

Previous Question is the name given to the motion to close debate and at once to take the vote on the immediately pending question and such other questions as specified in the motion.

Substitute is an amendment where an entire resolution, section, or one or more paragraphs, is struck out and another resolution, section, or one or more paragraphs, is inserted in its place.

Robert's Rules Made Simple

What you need to know 90 % of the time

Board Meetings

1. Chair calls the meeting to order when quorum has been established.
 - a. Quorum is defined in bylaws; usually is comprised of 51% of members for board meetings and 10% or 100 persons (whichever is less) for a membership meeting.
 - b. A quorum is required to take action or to record formal deliberation. Without a quorum, the meeting is an informational session, not a board meeting.
 - c. Quorum is established at the beginning of the meeting. If someone leaves midway, the group still has a quorum until the meeting is duly adjourned. The individual leaving should be noted in minutes.
2. Approve previous months minutes
 - a. Changes/corrections should be offered.
 - b. Chair requests a motion to approve minutes. Another member should second the motion.
 - c. Chair calls for a vote, noting any corrections.
 - d. Secretary signs approved minutes.
3. A committee recommendation is the same as a motion that has been made and seconded.
 - a. Chair calls for discussion
 - b. Chair restates the motion to be certain everyone knows what is being discussed and decided.
 - c. Chair calls for a vote.
4. If the board is considering something that has not been moved by a committee, i.e., new business, any action taken must receive a motion and be seconded.
 - a. Chair requests a motion to take the action. Another member should second the motion.
 - b. Chair calls for discussion.
 - c. Chair restates the motion to be certain everyone knows what is being discussed and decided.
 - d. Chair calls for a vote.

A Note on Committee Meetings

- Except for the Executive Committee, committees are deliberating bodies, not decision-making bodies unless specifically authorized by the Board. To demonstrate that a committee has done its due diligence, it should utilize the same procedures as indicated above.
- If the bylaws do not state a quorum for committees, a committee does not need one unless it is making a decision on behalf of the board. The minutes should note those present and those absent in its report, and if it makes any recommendations may want to clearly indicate that they it was made without the participation of the majority of the committee. Board members should take note of this in considering action on the recommendation...

Definitions and Comments

- Motion: Proposals for a decision or action. A motion may be made by an individual or committee in accordance with agenda setting procedures.
- Second: Support for a decision or action
- Abstention: This indicates support for the majority decision. If you are opposed to an action you should vote NO and be on record as doing so.
- Majority: 51% is usually required to make a decision.
- Super Majority: 2/3 is sometimes prudent to rescind a decision or for certain decisions such as removing a board member, hiring, and firing the Executive Director, and making major financial decisions or investments.
- If a decision fails, the issue can be sent (back) to committee, tabled, rescinded, or amended.

Conflict and the Board

Tips for Dealing with Conflict, Before Conflict Deals with the Board

1. Prevent unnecessary conflict before it disrupts the Board's work.

- ❖ Make sure board members get training and support, so that they understand their roles – and the limitations of their roles.
- ❖ Set clear expectations about the board's priorities and tasks.
- ❖ Set a positive, productive tone in all board interactions.
- ❖ Refer to the organization's mission and vision whenever board decisions are being made.

2. Address conflict directly when it arises.

- ❖ Don't avoid a conflict – when one occurs, name it.
- ❖ When the conflict is between members, the board president may address it with each of the involved parties first.
- ❖ If this is not successful in resolving the conflict, the president may identify another board member to meet with the members together and work toward a resolution.

3. If the conflict cannot be privately resolved, schedule a special meeting of the board to resolve the issue. Consider:

- ❖ Setting ground rules for the meeting and identifying a facilitator – a board member who is not involved in the conflict, or an outside facilitator.
- ❖ Identifying the conflict or describe the situation.
- ❖ Making tools available – for example, if the conflict involves bylaw language, get clarification before the meeting.
- ❖ Allowing members to ask questions to clarify their understanding of the conflict.
- ❖ Asking the board to identify the main issues – those that are at the root of the conflict.
- ❖ Choosing from this list of main issues and brainstorming solutions that might be acceptable to all parties.
- ❖ Using a creative approach – role-playing, small group discussion, drawing, and other graphic ways to suggest and “test” solutions.
- ❖ Recognizing progress – when the group finds agreement, articulate the agreement and congratulate the group.

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