



GEORGETOWN UNIVERSITY

McCourt School of Public Policy
Center for Public & Nonprofit Leadership

Governing the Nonprofit Organization

*Lessons from the Georgetown
Nonprofit Management Executive
Certificate Program*

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I. INTRODUCTION

Boards of Directors are groups of people, and they experience all the struggles and have all the needs that are typical of working groups. They need structures and systems. They need skillful facilitation of meetings. They need clarity of decision-making procedures and rules. They also need an occasional therapy session.

The successful nonprofit organization is one that both understands, and manages, the needs of the board. An effective board and a strong partnership between the board and its Executive (throughout the Essay we are using “Executive” to include both the title of Executive Director and the one of Chief Executive Officer) are essential to the organization’s ability to successfully accomplish its mission.

When the board is not effective, the organization struggles and falters in accomplishing its mission. The Executive and staff spend inordinate amounts of time focused on “repairing” the board. Their energies are diverted from programs and services, thereby lessening the impact the organization could have on the community needs it was established to address.

As I teach my class for Georgetown University’s Nonprofit Management Executive Certificate Program, I hear students discuss similar challenges. Repeatedly, when we talk with board members about nonprofit governance, several key questions surface — questions that, if not adequately addressed, potentially can impede the board’s — and the organization’s — effectiveness.

What is the board supposed to do?

Board members need and want to know what is expected of them.

How is the board supposed to function?

Board members need to understand governance models and principles, as well as the difference in decision-making authority between their governance role and their support role.

What is the board’s relationship with the staff?

Board members need to see the relationship with the chief executive and staff as a partnership that is an essential factor in the success and effectiveness of the organization.

What is the board supposed to do?

Board members need to know the basic rules for meetings, planning and organizational action.

II. WHAT IS THE ROLE OF THE BOARD?

Most board members, in my experience, are honestly interested in supporting their organization. When they fail, it is not because they lack motivation or interest or commitment. It is because they do not know their roles and responsibilities or how they can effectively contribute to the organization, either as an individual or as part of a group.

Invariably, when a Board of Directors reaches out for help, common questions emerge:

- “What am I supposed to do?”
- “What are our responsibilities as a board?”
- “What is the best way for me to contribute?”
- “How can my skills and talents be best utilized?”
- “What decisions are we supposed to make and what decisions is the Executive supposed to make?”

Similarly, there are common complaints:

- “I have been on the board for a year and I still don’t know what I should do...”
- “I came to the board thinking that I could really help by... but, I have not been asked to do anything, or what I have been asked to do is not what I want to do.”
- “I don’t know what the purpose of the board is, or how we add value.”

The first task, then, is to clarify the role of the board and its members. Once the board members know what to do, they will find it easier to create the structures and systems to support their work. The work of the board is to fulfill two functions: to govern and to support the organization. The Board’s legal obligation is to govern. The Board’s moral obligation is to support.

III. THE BOARD’S LEGAL OBLIGATION TO GOVERN

Boards of Directors are guided by nonprofit laws and statutes and are required to fulfill fiduciary responsibilities, as defined by the laws of the state in which the organization is incorporated. Such legal requirements customarily are detailed in the organization’s by-laws. Notwithstanding the contents of the by-laws, all boards in the United States have the legal obligation to govern.

Understanding what it means to govern, and then implementing that understanding, is the board’s foremost legal obligation. An effective board governs by establishing or affirming the mission and the vision of the organization and determining the most strategic approaches to ensure that the mission is implemented successfully.

Boards are most effective when they focus on the big picture and on the big ideas. The Executive and staff are so intent on program implementation and addressing operational issues that they need to be able to count on the board to “see the forest from the trees,” to guide and inform strategic discussions and actions, and to consider the global implications of key decisions. Board members, therefore, are essential participants in strategic thinking and planning exercises and must be invited to bring their perspectives when the organization reviews or revises the mission and determines its strategic approaches.

An effective board governs by providing oversight of programs, finances, the chief executive and the organization’s compliance with the law. Boards are most effective when they determine the performance areas where success is critical and the desired outcomes for each area.

Boards determine the expected results for the organization's programs and the impact that programs should have on community needs. Boards determine performance indicators and benchmarks that define more specifically the desired impact, and that facilitate the board's monitoring and oversight tasks.

In overseeing finances, boards determine budget assumptions, give strategic guidance to the development of the budget, and approve the budget. Boards regularly review the organization's fiscal position. They select and maintain a relationship with the audit firm, and they develop investment and reserve policies.

Boards also supervise and evaluate the performance of the Executive and they regularly assess their own performance.

Boards ensure that their organizations follow laws and regulations and adhere to their contractual obligations.

Effective governance is a systematic and collective effort. When it governs, the board as a group is the only and final authority. The Executive and staff need to abide by the decisions made by the board. Individual board members, be they officers or holders of special titles or positions, do not have any authority as individuals. Only the board as a whole has the authority to govern.

An Example:

The board of an organization that prepares high school students to go to college is developing a strategic plan. The organization has assisted several hundred students in entering college but has not maintained contact with the students after they entered and, therefore, does not know if they have graduated. A major question the group chooses to address is whether the desired result of the organization's efforts is for the students to enter college or to successfully graduate from college. Answering that question is a governance responsibility because it determines a key aspect of the mission and potentially shapes the strategic approaches to the mission.

After much deliberation, the board decides that college graduation is the desired result. This decision is seminal in the development of the organization's programs, because it requires additional services, staff and resources not only to assist students in their high school studies, college entrance examinations, and college and scholarship application processes, but also to track them after they have entered college and to support them while in college.

Once the mission is revised and the expectations for the program outcomes clarified, the board determines measures of success for the programs. Given the organization's resources and track record, how many students should enter the college of their choice? How many of those should graduate? Once the board has determined such outcomes, the Executive presents regular reports on accomplishments. The board has fulfilled its legal obligation to establish mission and strategies and to provide program oversight.

IV. THE BOARD'S MORAL OBLIGATION TO SUPPORT

Many board members understand that governing is only a limited way to add value to an organization. Board members typically want and need to assist the organization in the accomplishment of its mission. Boards encourage their members to provide this support in numerous ways.

Boards provide organizational support through fundraising.

Effective boards support the organization by helping to raise the funds that ensure organizational success. Not all boards assist in fundraising. National boards of professional societies that depend on member dues for support, for example, are often not engaged in fundraising. However, the majority of the 1.7 million boards in the United States consider fundraising to be one of their major support functions. In order to be effective in fundraising, boards develop or adopt fundraising plans and strategies, set expectations for individual board member giving, have realistic assignments for board members' participation in fundraising activities and ensure that individual board members are trained to fulfill fundraising responsibilities.

Boards provide organizational support in many ways other than fundraising.

Effective boards provide needed advice to the staff in many areas, including accounting, legal, program development, human resources, risk management, public relations and advocacy. Effective boards encourage individual board members to be involved in program activities as volunteers. When board members see the programs, clients and activities of the organization from the ground up, they are more likely to understand the real value of the organization, its strengths and areas of needed development, and they tend to support it more generously, more effectively and for a longer time.

Effective boards are the ambassadors for the organization in the community and advocate publicly for the organization's cause.

When board members fulfill support functions, they often do so as individuals or in small groups (committees, task forces) and they act as volunteers, consultants or advisors for the organization and its staff. When board members fulfill the support function, they work at the direction and discretion of the Executive.

The challenge is that sometimes board members confuse their "support" role and their "governance" role.

They expect that their "support" ideas and recommendations will hold "governance" authority. They think that the staff ought to implement their suggestions, only because they are board members, without regard to the value or virtue of the suggestions. They forget that the board only has authority when it acts as a group in fulfilling governance functions. When individual board members fulfill the support function, they must be willing to trust the wisdom of the Executive and staff, even on matters that might be very close to the heart and expertise of the board member.

Boards have the final say on the *why* and the *what* and they determine the *desired result*. The Executive and staff have the final say on the *how*, the *who*, the *when* and the *how much*.

An Example:

A university professor of English as a second language was recruited to be on the board of an organization that teaches English as a second language to recent immigrants using volunteer instructors. The professor quickly was appointed as the chair of the program committee and became involved in reviewing the curriculum, lesson plans, materials used in each classroom and the teachers' evaluation process. The professor's evaluation of the teaching quality revealed that the volunteer instructors' teaching abilities varied widely. Some teachers were very skilled, and their students showed much progress, while others struggled greatly, and their students were not learning as fast and as well. The board member told the Executive that she would be happy to be the evaluator, spend time in each classroom and give the instructors (and the Executive) feedback about their proficiency in teaching.

The Executive disagreed. The instructors are all volunteers, the Executive said, and they should not be evaluated as though they were "real" teachers, it would discourage them from continuing their engagement with the organization. This stringent and academic process would make it even more difficult to recruit and retain volunteer instructors, which were the backbone of the program. The board member countered that the quality of the program was what mattered, and the Executive was jeopardizing it. Moreover, the board member had been asked to join the board to add expertise to the program, and now that the expertise was provided at great cost of time and effort, the Executive would not accept the advice.

Tension, confusion, and pain ensued, for both the Executive and the board member. Their communication became more and more difficult and eventually stopped. The board member brought the issue to the board chair, who understood the difference between the governance authority bestowed upon the board as a group and the support function fulfilled by individual board members. The board chair explained that no matter how valuable the professor's opinions and ideas, in this matter (the HOW of the program) the Executive had the final say, and the board member must "let go" and accept that programmatic decisions will be made by the Executive .

If the program proved unsuccessful and the desired outcome was not reached, the board could take action in its evaluation of the Executive and use its governance authority to hold the Executive accountable to fulfill the established program outcomes. But as long as the goals were met and the results successfully accomplished, the board members did not have the authority to change specific programs' aspects.

Stories such as this can end well, or poorly. Many board members leave board service disappointed that their contributions were not appreciated, and many Executives feel micro-managed and worry that their professional and managerial skills are not trusted. To prevent this negative ending, boards must facilitate the partnership between the board and Executive and ensure smooth cooperation between them. The foundation of this relationship is the clear

understanding by both board and staff of the difference in the board's governing and supporting roles and the parameters of authority for both of those functions.

V. HOW IS THE BOARD SUPPOSED TO FUNCTION?

Once boards understand their obligation to govern and how that obligation is manifested, they should select a governance model best suited for their history, culture, and practices. Following are examples of governance models and their implications for organizing meetings and agendas and for structuring the relationship with the Executive (See Table 1 on page 9).

VI. WHAT IS THE RELATIONSHIP BETWEEN THE BOARD AND STAFF?

Once board members and the Executive understand each other's parameters for decision making, they are ready to begin working together, and the ideal model for this collaboration is a partnership. Neither the board nor the Executive is in full control all of the time. Power is shared according to the model of governance adopted by the board. To ensure that the partnership is effective, the following four elements must be present at all times:

- 1) Shared Expectations — board members, the Executive and key staff members must clarify roles and responsibilities for and with each other. They should share what they expect of each other and their understanding of the critical indicators of program and organizational success.
- 2) Cooperative Planning — board members, the Executive and key staff together should prepare and review regularly the strategic plan. The Executive and staff should prepare an implementation plan yearly and the board should review it. Together, they should develop a contingency plan.
- 3) Collaborative Evaluation — board members and the Executive should evaluate programs and outcomes together. Board members should assess their own performance and the performance of the Executive regularly.
- 4) Effective Relationships: Open and Honest Communication, Trust and Respect — This is the foundational element for an effective partnership. If the board and the Executive do not trust each other or respect each other's role, they will not plan together, share expectations, or evaluate programs together. If they do not communicate openly and honestly, the partnership collapses.

Table 1: Board Governance Models

	Policy Boards	Traditional Boards	Focused Boards
Philosophical Approach	<ul style="list-style-type: none"> • Formulate policies • Determine final outcomes • Determine executive limitations 	<ul style="list-style-type: none"> • Listen to CEO recommendations • Approve and monitor, support successful implementation of tasks and programs. 	<ul style="list-style-type: none"> • Discover issues that matter • Solve problems with CEO and staff
Parameter of influence	Long term	Short term	Long term and short term
Relationship to CEO	Separate <ul style="list-style-type: none"> • Boards set limitations and monitor against policy criteria • CEO has authority on everything else. 	Directed <ul style="list-style-type: none"> • Board directs the CEO or the CEO directs the board 	Partnership <ul style="list-style-type: none"> • Board and CEO set policy and implement together • Responsibilities are decided by the issues
Committees	Established to do the work of the board, not to help the staff do theirs. <i>Customary committees:</i> financial and program oversight	Established to oversee and assist the work of the staff. <i>Customary committees:</i> standing committees following administrative functions, i.e., executive, finance, fundraising, program	Established to focus on priorities. <i>Customary committees:</i> Ad-hoc focusing on priorities. Board structure mirrors strategic goals.
Meetings	Infrequently scheduled	Regularly scheduled; driven by established routine	Scheduled according to goals and priorities
Agendas	Determined by model: <ul style="list-style-type: none"> • Reports from CEO and staff • Discussion about accomplishments of outcomes • Discussion about future expected results 	Determined by: <ul style="list-style-type: none"> • Executive Committee • Committee reports • Old business • New business 	Determined by board and CEO: <ul style="list-style-type: none"> • Different topics according to priorities • Agenda supports participation and action by board members
Evaluation	Focus on results and outcomes	Often missing from board activities. When done, focus is on services and customers.	Focus is on evaluating the accomplishment of established priorities and goals in cooperation with the CEO.

In a solid partnership, where there is mutual respect and healthy communication, board members ask the Executive questions such as:

- What are you worried about? What keeps you up at night?
- What do you think is needed in this situation? How could we best approach solving this problem?
- What are your dreams for the future?
- What are some of the obstacles we would need to overcome so that your dreams will come true? What do you need from us, as a group and as individuals?

And the Executive responds with comments such as:

- I need your perspective, your advice, your objectivity.
- I need you to keep my feet to the fire, because I am so often caught up in the minutia of managing the day to day affairs, that I may forget our key goals.
- I am interested in knowing what you think are our priorities.

In a weak partnership, Board members make comments such as:

- What have you done since the last time we set goals?
- Why is there a gap between what we said we would do and what was actually accomplished?
- Why are our competitors better funded than we are?
- Why are you focusing on this particular project? Where is the report we asked about?

And the Executive response may be:

- We really need additional funds and I cannot raise all the money alone.
- What are you really doing for the organization?

These latter conversations indicate that board members are not getting the information they feel they need to provide oversight and guidance, and the Executive does not feel understood or supported. The expectations for program success are disparate, as well as the board's level and quality of involvement.

VII. HOW DOES THE BOARD ACCOMPLISH ITS WORK?

Once board members understand their role, they need to focus on structuring their work. They need to organize their meetings effectively, develop the leadership skills of all board members (not just the officers or the members of the Executive Committee) and address the inevitable challenges of managing a group of individuals. Personalities, expectations, culture, practice, habits, past history... many factors contribute to the successes or difficulties of board life.

Let's examine some best practices in how boards work and add value to their organizations.

Meetings and communications

Effective boards are organized and their leaders conduct meetings that are purposeful, productive, necessary, well-managed and capably led. Board members receive appropriate

information before the meetings and come to the meetings prepared to act.

Meeting frequency

There is no prescribed or ideal number of board meetings. Boards must meet frequently enough to fulfill all of their legal and moral obligations, but not so often that meetings are no longer effective. For community-based organizations, the trend seems to be five or six meetings a year (every other month) with committee meetings in the off months. Board meetings can be held via video or audio conferencing and decisions made are considered legally binding as long as each board member can hear and is heard. For large national or international organizations, the trend is one or two meetings a year, most often via video conferencing.

Committees meet most often virtually and in between scheduled board meetings.

Decision making

The most important outcome of board meetings is the decisions made by board members. Boards should agree on a decision-making process that is conducive to effective closure on issues and that fits the culture of the organization. There are three formally approved decision-making processes:

- Robert's Rules of Order
- The American Bar Association Modern Rules of Order
- Roberta's Rules of Order

Boards should study these methodologies, discuss the implications of each, and decide which is best suited to the organization. The decision does not have to be included in the bylaws, and could be documented in the board manual. (See Boxes on pages 13-15)

Computer-mediated communication

Whether through audio and video conferencing, chat software, interactive media, email, distance learning and the use of web-based information, computer-based communication has become essential in facilitating board communication, planning and decision making. Effective boards are competent in using the necessary electronic tools to facilitate communication with each other, the Executive, and the staff.

Quality communication

Poor communication among board members and between board members, the Executive and the staff is one of the major causes of organizational ineffectiveness. Regardless of the method of communication, board members should communicate with each other, the Executive and the staff openly, honestly and in a timely manner. Board members should develop a variety of processes for sharing concerns and expectations, be transparent with each other and the community at large and avoid at all cost the creation and use of "cliques."

Collective welfare

Effective boards create a sense of inclusiveness among members and recognize group achievements regularly. Holding a yearly retreat is common practice and facilitates board members' dealings with one another, giving them the opportunity to know each other better in a more relaxed atmosphere. Spouses and partners may be invited to share a meal with the board before or after the retreat, furthering the group's integration. The more board members know each other, the more they are likely to trust each other, the better their decisions will be and the more the organization will gain from their involvement.

Effective boards consistently focus on renewing themselves, developing and cultivating leadership and ensuring smooth succession. The same board members, going to the same meetings year after year, serving on the same committees, approaching issues in the same manner, end up making the same decisions, which tends to stymie organizational growth. They also tend to burn out after a few years.

The trend is to have board members serve two three-year terms, allowing each member to serve a total of six years before leaving the board. During those six years, the board member needs to be given the opportunity to grow in leadership positions within the board, from committee member to committee chair, to officer, to board chair, as suits his or her interest and availability.

Chart 1: Procedures for Conducting Board Meetings

Adapted from Robert's Rules of Order		1
Organizations using parliamentary procedures (Robert's Rules of Order) follow a fixed agenda. Here is a typical example:		
1. Call to order	6. Special orders	
2. Roll call	7. Unfinished business	
3. Minutes	8. Announcements	
4. Officers' reports	9. Adjournment	
5. Committee reports		
Board members participate by stating the decision they would like to make prior to discussing its merit. Their proposed decision comes in the form of a motion.		
A motion is a proposal that the board take action on some issues.		
Members can:		
Present motions	make a proposal	<i>I move ...</i>
Second motions	express support for discussion of a motion	<i>I second</i>
Debate motions	give opinions on the motion	<i>I think</i>
Vote on motions	make a decision	<i>Aye - Nay</i>
Then members vote: by voice, by show of hands, by roll call, by ballot, by general consent.		

All too frequently, the adoption of “traditional parliamentary rules” leads to confusion, disagreement, and disruption. This is not surprising because traditional rules (most commonly known as Robert’s Rules) were developed to manage formally structured debates. According to General Henry M. Robert, “Parliamentary Law refers originally to the customs and rules for conducting business in the English Parliament.”

Significant authority is given to the Chair of the Board (when the Modern Rules of Order are adopted), who needs to conduct the meeting with fairness and good faith toward all board members who are entitled to participate.

Determine the principles and procedures the board will use to deliberate.

- Ensure that all pertinent points of view are considered.
- Expect that the Chair is capable of molding different approaches and opinions into a general consensus.
- Maintain the dignity of the meeting, by giving the right to speak to one board member at a time (subject to reasonable time limitations) and by not tolerating inappropriate language.
- Present issues for discussion in a manner that is understood by all.
- Discuss issues after adequate information and education has been provided for each board member on such issues.
- Document clearly and in writing the decisions of the board.

If board members agree on a course of action by a clear consensus, the Chair may state that the issue is resolved by consensus, or by the “sense of the meeting.” The Chair’s statement is recorded in the minutes as the decision of the meeting.

If the board members do not agree on a course of action by a clear consensus, the rules of motion and voting procedures will be used, according to a “simplified” Robert’s Rules of Order process.

All variations of parliamentary procedure had — and still have — the following assumptions:

- Tight control is necessary to get results.
- Decisions must always be made by voting.
- Motions (solutions) are made before problems are clearly understood.
- The Chair has ultimate decision-making power.
- Voting has to be a win/lose proposition.
- The agenda is fixed: old business, new business, etc.
- The language of roles is from the military: sergeant-at-arms, presiding officer.
- You need to be an expert at “the rules” to run a good meeting.

continued on next page

Roberta's Rules supports the following principles:

- People tend to support what they help create.
- Starting with a solution is a backward approach to decision making.
- Win/win solutions are possible.
- Reaching consensus isn't always possible, but working toward it is worthwhile in most situations.
- Creativity is more often a result of chaos than control.
- Everyone in the group has something to offer to the outcome, and should express it.
- The collective wisdom of the group is tapped through structured discussion and/or dialogue.

Proposals

Instead of writing a motion, have the subgroup working on an issue create a proposal. A proposal emphasizes full disclosure and getting an agreement

Simple Proposals

The five steps to presenting a Simple Proposal are:

- State the suggestion verbally.
- Clarify the need (problem), check for objections then check for agreement.
- Invite anyone to speak for or against the proposed solution.
- Make any modifications and check for understanding.
- Check for any objections; check for general agreement.
- Note: "general" agreement doesn't mean 100% or unanimous agreement and is defined by the group in advance.

A Structured Proposal

When situations increase in Complexity or Controversy (or those which may be confusing) then a Structured Proposal should be prepared in advance of any discussion by the group. This should be done by more than one person (to strengthen the proposal) or written by a person on behalf of a team, task force or sub-committee with their support.

- should be done for any issue that is complex or controversial;
- includes information about the current situation (the problem) and the propose future situation (the solution);
- is presented by more than one person – the more the better;
- is written and circulated in advance;
- gives everyone a chance to ask questions for clarification, advocate for or against (within a specified time limit) and suggest modifications; and
- is approved or disapproved by the group's pre-determined decision-making method.

When the terms of board members are first established, it is wise to assign terms of different length to board members. By staggering the terms, the organization avoids the departure of all board members at the same time. For example, if a board has 12 members, four will be assigned a one-year term, four a two-year term and four a three-year term. When the first class of board members completes the one-year term, their term is renewed for three-more years, so they, in

effect, can serve four years. The second class serves five years, and the third class serves six years. After this rotation is in place, all new board members are given three-year terms.

Orientation and Education

Effective boards ensure that their members have the knowledge necessary to understand and interpret the organization's context, culture, strategy, markets, technology, and performance. The annual retreat can provide orientation for new board members and exchange of information among existing board members and between board members, the Executive and the staff. Boards should use a portion of every meeting to learn more about the organization, each other and the community. There is nothing more dangerous than empowering a board to make substantial decisions and not providing members the information necessary to make such decisions in a responsible, knowledgeable and strategic way.

Structures and Committees

Like any other working group, the board needs structures to operate efficiently. Most boards have committees or task forces that work to fulfill both governance and support functions. Governance structures are less flexible and more permanent than support structures. For example, the board will customarily have a Finance Committee but may not always have a Public Relations Committee. The key is to shape the board structures to fit the needs of the organization and maintain flexibility as needs, opportunities and challenges change.

Standing committees usually are established to fulfill governance functions. Examples include the Finance Committee, Strategic Planning and Program Oversight Committee, and the Board Effectiveness Committee (aka the Board Development Committee, the Governance Committee). Sometimes standing committees and their role are included in the by-laws.

Task forces or Working Groups are board structures organized to fulfill short-term tasks, or to support the organization in non-governance areas, such as fundraising, public relations, marketing, advocacy, volunteer management, special events, program development or other areas where the Executive needs board involvement and assistance. Given that these task forces are not "standing," they can be structured according to the needs of the board and the organization and could have very short lives.

What about the Executive Committee?

For a small board (25 members or fewer) an Executive Committee is not needed. With the ease and speed of communication, it is no longer necessary for effective governance to create and maintain a small group of board members who discuss issues and make decisions apart from meetings of the full board. When important matters must be handled between board meetings, an email can equally reach 5 or 19 board members and the decision-making process is patterned accordingly.

When Executive Committees discuss matters prior to board meetings, prepare agendas and make recommendations, the board members who are not on the Executive Committee often feel "out

of the loop” about organizational and board matters and they tend to become disengaged and unmotivated.

For a larger board (25 to 300 members), an Executive Committee often is in place. In many such cases, the Executive Committee acts as the board, and the board members who are not on the Executive Committee see themselves, and are seen by the Executive Committee, as advisory rather than governing members. However, the legal and fiduciary responsibility for the organization rests with the board as a whole. All of the board members (whether they are Executive Committee members or not) are responsible and can be held legally liable for the actions of the board. Frequently, the non-Executive Committee members are very uncomfortable being held responsible and liable for decisions they did not make. This dynamic often guides boards to downsize and create advisory councils and other non-governing bodies, such as Friends of...; Honorary Group; President’s Council; Emeritus/Emeriti Panel; Foundation. These structures allow committed individuals to contribute to the organization without having the personal legal responsibility that accompanies board service. The downsizing creates smaller boards that do not need an Executive Committee.

Accountability

How does the board ensure that board members will do what they say they are going to do?

Critics may say:

- *“He said he was going to raise some money, and he never did...”*
- *“She said that she would open some doors with influential people in the community, but that never happened...”*
- *“They talked about researching trends in preparation for strategic planning, but the staff did all of the work...”*

But board members may say:

- *“After all, this is a volunteer job...”*
- *“Board time is ‘B’ time. ‘A’ time is work and family. So, if I don’t do my board work, I have some very good reasons...”*
- *“I had no idea that serving on this board involved this much time and required this much money.”*

Effective boards hold their members accountable without offending or irritating them by:

- Clarifying expectations prior to inviting someone to board service;
- Appointing committee or task force leaders who are skilled at holding their members accountable;
- Providing time during meetings for board members to report on the results of their assigned work;
- Contacting board members who have been lax in their assignments, checking on status of the work and offering support and assistance.
- In order to structure this level of accountability, Board members are invited to complete each year an Individual Board Member Engagement Plan documenting the activities, events and other involvement in which they plan to participate to support the organization. (See Appendix B)

Documents

Structures are supported and informed by written documents such as by-laws, minutes, accurate and up-to-date written policies and board action plans.

Bylaws

Increasingly, organizations are moving away from detailed and specific by-laws, to by-laws that cover the minimum legal requirements, such as the minimum number of board members needed (three), the minimum number of meetings required (one a year), the board's obligation to organize itself to fulfill its responsibilities (no mention of specific committees), method of corporation dissolution, and method of amending the by-laws.

Board Manual

Information previously included in the bylaws now appears in the board manual, allowing much more flexibility in documenting how the board organizes itself, the size of the board and the structure of work. A comprehensive board manual, reviewed and used regularly by board members, ensures that board members are aware of board structures, policies and plans, and are in a position to modify them as the needs of the organization change. (See Chart 2 on page 19)

Minutes

Minutes are the official and legal documentation of the decisions made by the board during its meetings. They should reflect the decisions and give a brief context for the discussion preceding the decisions. Names of the individual board members who supported one position versus another should not be quoted, and even when a board uses Robert's Rules of Order, or the American Bar Association Modern Rules of Order, when someone offers a motion and someone else seconds it, their names should not be included in the minutes. Board meetings should not be recorded, nor should the minutes be a verbatim transcription of the proceedings.

The Secretary of the Board should approve the minutes, by verifying that they contain a true and accurate documentation of the decisions made by the board during its meetings. Another individual, either a staff person or a board member, should actually take the minutes and present them for approval to the Secretary. Committees are not required to take minutes.

How Does the Board Add Value?

For organizations with paid Executives, boards whose members duplicate, compete with or review and assess the work of the staff are not effective, fulfill neither their legal nor moral obligations, and do not add value to the organization.

For organizations with no staff, where board members fulfill staff roles, board organize themselves according to their governance and staff roles and separate the two functions, developing a process that allows board members to supervise each other accordingly.

Chart 2: Board of Directors Manual Table of Contents

<p>Welcome Letter from the President of the Board and the CEO welcoming the individual board member to service.</p> <p>Purpose of the Manual Explains the function of the manual and makes suggestions on how it should be used.</p> <p>Charter Explains the mandate for the organization and the board. This document should include a statement of any controlling legal provisions, commitments to outside groups, or any other factors that may define or limit the board's authority.</p> <p>The Mission and Values Statements Mission statement for the organization. A statement of philosophy and values regarding services provided by the organization</p> <p>The Articles of Incorporation</p> <p>The By-Laws</p> <p>Directors and Officers Insurance Policy The actual policy should be included in this section.</p> <p>The Role of the Board</p> <p>The Board Member's Individual Responsibility</p> <p>The Role of the Officers</p> <p>The Role and Function of the Executive Committee</p> <p>The Role and Function of Committees Includes committee members' duties and responsibilities.</p> <p>Committee Assignments A directory listing the Committee Chair, members and staff support. Included in this section is a form letter from the Board Chairman, asking new board members to express their preference for committee assignment. A form is enclosed for the board member to complete and return.</p> <p>The Board Directory Includes name, title, home and business address, home and business phone, (some lists include name of spouse and office assistant), term of office for each board member and each officer, and board responsibility (committee chair, officer, other special assignments).</p> <p>Staff and the Organizational Management Structure Includes a directory of staff names and titles, a description of their responsibilities, and indication if staff is assigned to support the work of specific committees. An organizational chart is included in this section, as well as other management information as prepared by the CEO.</p>	<p>Board Member Biographies</p> <p>Annual Plan of Work and Schedule Includes a statement of goals and objectives for the organization and the board, an annual calendar of activities, including dates and locations for each board and committee meeting, and other dates for special events related to the organization and the board.</p> <p>Minutes Minutes of the board and of committee meetings.</p> <p>Policies Board policies.</p> <p>Financial Information Includes audited financial statements for the past three years, the previous year's budgeted and actual statements of revenue and expenses, and current fiscal year budget. This section also delineates board member responsibilities pertaining the financial status of the organization.</p> <p>Information Packet Contains organizational brochure and other materials describing the programs offered by organization, the annual report, fact sheet, news releases and/or relevant articles, publicity materials, bibliographies, list of videos, documentation about the programs deemed useful in the board member's orientation. This packet should include a history of the organization, and any special studies or background information.</p> <p>Strategic Planning Includes any data or document relevant to the board's planning effort. If a Strategic Plan is available, it would be included in its entirety along with information for the board on its review process.</p> <p>Fundraising Plan Includes the organization's fund raising plan, including discussion of the role of the board and the expected involvement of individual board members in ensuring the success of the plan.</p> <p>Program Evaluation and Goals and Objectives Includes goals and objectives for the following year, and evaluation of the accomplishment of goals and objectives for the past year.</p> <p>Major Board Actions Summarizes major board actions and decisions from past year(s). All documents should be dated. It is recommended that a select committee of the board, guided by the Board Chairman, be invited to comment on the form and content of the manual and be involved in reviewing it at least once yearly, or when major changes occur in the composition or structure of the board and in the operations of the organization.</p>
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To add value, boards should:

- Discover and determine the issues the organization must handle;
- Provide leadership in thinking and actions;
- Create a forum in which the CEO can explore ideas in a safe and secure environment;
- Determine priorities;
- Encourage experimentation and push against resistance to change;
- Monitor progress and assess results.

Increasingly, board members are expected to demonstrate and account for the value of their service and actions. The public, the media, and those who receive services from nonprofit organizations no longer hesitate to be public with their expectations of board performance. These increasing demands occur as board members find they have less time in which to volunteer service. Organizations must continually find creative ways to use board members' time efficiently. Computer-mediated communication, video and audio conferencing, interactive media, chat software help in this regard, allowing virtual meetings to occur frequently and effectively.

Boards also can add value by bringing diverse perspectives to the organization. In the future, the generational, cultural, racial, and ethnic diversity of boards will increase. This will require fluidity, flexibility, and responsiveness, but will add creativity in thinking and structures. As the world gets smaller and communication easier, boards will use the diverse perspectives of their members to make better decisions, to reflect more fully their constituencies and to meet their needs even more effectively.

VIII. THE INDIVIDUAL BOARD MEMBERS STANDARDS OF BEHAVIOR

So far, our discussion focused on the obligations, role and responsibilities of the Board as a group. In addition, there are behavioral standards that apply to the obligations of individual board members.

The board as a unit is responsible and liable for what happens internally in an organization, and what happens externally to an organization. In addition, individual Board members are held to three behavioral standards, called DUTIES: duty of care, duty of loyalty and duty of obedience. Board members who faithfully carry out these duties are generally, but not always, clear of personally liability.

The Duty of Care

The Duty of Care requires that board members remain fully informed about the organization's activities, participate in decisions with diligence, care and skill, and do so in good faith. Board members must use the care and judgment of an ordinarily prudent person in similar circumstances.

The Duty of Care is carried out through:

- Attendance at board and committee meetings
- Advance preparation for meetings

- Use of independent and best judgment

The Duty of Loyalty

The Duty of Loyalty requires board members to exercise their power in the interest of the organization and not in their own interest or the interest of another entity, particularly one in which they have a formal relationship. When acting on behalf of the organization, board members must put the interest of the organization before their personal and professional interests. The Duty of Loyalty requires board members to give undivided allegiance to the organization when making decisions affecting the organization.

The Duty of Loyalty is carried out through:

- Disclosure of any conflict of interest
- Adherence to the organization's conflict of interest policy
- Avoidance of the use of organizational information or opportunities for the individuals' personal gain or benefit

The Duty of Obedience

The Duty of Obedience requires board members to comply with all applicable federal, state and local laws, adhere to the organization's by-laws and remain the guardians of the mission. Although board members may exercise their own reasonable judgment concerning how the organization should best meet its mission, they are not permitted to act or speak publicly in a way that is inconsistent with the central goals of the organization and the decisions of the Board.

The Duty of Obedience is carried out through:

- Thorough examination of the organization's compliance with regulatory and reporting requirements, and other documents governing the organization and its operations
- Involvement in ensuring that board decisions are within the organization's mission
- Speaking "with one voice" after a decision has been made, even if the individual board member voted against it.

Selected Illustrative Legal Cases

Duty of Care

Board members who fail to exercise even cursory supervision of the handling of funds may be liable for losses experienced by the nonprofit organization. For nearly two decades at a Washington D.C. hospital, the hospital administrator and board treasurer made all investment and budgeting decisions with limited supervision from the board. Directors on the board's financial committee failed to use due diligence in supervising those who were delegated to make the financial decisions. *Stern v. Lucy Webb (1974)*

Duty of Loyalty

Two board members were sued to obtain reimbursement for funds expended on their behalf. The court cited numerous examples of their breach of the duty of loyalty, including paying excessive compensation; purchasing personal property and travel with the non-profit's funds; installing a phone in every room in a director's home; and attempting to conceal improper personal purchases. *Nixon v. Lichtenstein* (1997)

Duty of Obedience

When the Board of a hospital attempted to sell the hospital and its assets during a time of financial strain, a Court would not approve the sale (in New York State, the sale of substantially all assets of a nonprofit require court approval). The Court stated that the Board had failed to fulfill the duty of obedience by not demonstrating a commitment to fulfilling its mission after the sale. While the hospital stated that it planned to open up diagnostic and treatment centers, the Court believed this to be an afterthought and that the plan had only been developed after the Board had decided to move forward with the sale. *Matter of the Manhattan Eye, Ear & Throat Hospital v. Spitzer* (1999)

IX. TRENDS IMPACTING THE FUTURE WORK OF THE BOARD

As boards grow smaller, new groups will be created to help organizations accomplish their mission. Many tasks and functions that support organizations do not require the direct work of the board. Support groups may help with fundraising and resource development, program development, marketing and public relations, advocacy, and other tasks, freeing the board to focus its energies on matters of governance and strategy. These groups will need support and management, creating work for the Executive and the staff. Organizations will need to weigh the advantages and disadvantages before adopting this approach.

Board meetings are becoming less frequent and less in person. Committee meetings are nearly always virtual. Board members need less face time with each other, communicate easily via video or audio conferences. The number of face-to-face board meetings will continue to decrease. In such an environment, maximizing the value of board members' time together, whether in person or virtual, becomes a job of increasing importance for the nonprofit organization.



About the Author

Michela M. Perrone, Ph.D., is the President of MMP Associates, a consulting firm established in 1994 to support the successful development and increased effectiveness of organizations, boards and CEOs in the United States and Europe. Dr. Perrone is a faculty member of Georgetown University's Center for Public and Nonprofit Leadership, a consultant and trainer for the Center for Nonprofit Advancement in Washington DC. She works with hundreds of Board members, organizations, and Chief Executives to support their development and increase their effectiveness. After coming to the U. S. from her native Italy as a Fulbright Scholar, Dr. Perrone served as President and Chief Executive Officer of the Lt. Joseph Jr. Kennedy Institute in Washington DC., a prominent nonprofit organization supporting children and adults with intellectual disabilities.

APPENDIX A – INDIVIDUAL BOARD MEMBERS ENGAGEMENT PLAN

For fiscal year XXX

Board Member Name _____

1. I will attend Board meetings scheduled on
Monday September _____
Monday November _____
Monday January _____ (Annual Meeting at which Directors and Officers are elected)
Monday April _____

All meetings are held _____ at _____

2. I am aware that most of our funders expect 100% financial participation by Board members and I will make a personal gift to XXX in the amount of _____

In the form of:

- a) Cash or check _____
b) Securities _____
c) I will include a financial legacy to XXX in my estate planning _____
A copy of our Planned Giving Opportunities brochure enclosed for your easy reference

I will meet with our Executive Director/CEO to share plans for my financial contribution

3. I will reach out to the following individuals to share with them the work of XXX and invite them to know XXX better and support our work.

- a) _____
b) _____
c) _____

4. I am willing to serve on a Committee

Development Committee, Chair _____
(The Development Committee may invite non XXX Board members to serve)

Mission Effectiveness Committee, Chair TBD _____
(Due to the governance and oversight role of the Mission Effectiveness Committee its composition is reserved for Board members only)

5. I am not in the position to serve on a Committee at this time _____

6. XXX is introducing the establishment of a new volunteer group, named the Chairman Circle. The Chairman's Circle is composed of Directors Emeriti. Any present Board members may choose to leave the Board of Directors and decide to serve as a member of the Chairman's Circle. This new body is non-fiduciary in nature, and plays a very important advisory role to the Chair of the Board of Directors and XXX. There are no obligatory meetings to attend.

I would like to submit my resignation as a member of the Board of Directors and join the newly established Chairman's Circle _____

7. XXX is also instituting an Advisory Council, for stakeholders whose involvement and expertise we welcome, but for whom Board service may not be possible. The Advisory Council role is non-fiduciary and there are no obligatory meetings to attend.

I nominate the following people to the Advisory Council

Members of these bodies support the work of XXX. They do not have legal and fiduciary responsibility for the organization and they do not make decisions governing the work of XXX.

8. I will attend PCR's Programs, including the following special events:

BBQ _____
Halloween Party _____
Holiday Party _____
Winter Beach Party _____

9. I will invite a friend or friends to the following events _____

10. I will reach out to individuals to ascertain their interest in becoming Board members, adhering to the following process: _____

- I understand that the presently needed competencies on the XXX Board are: finance, fund raising and public relations.
- I will ask prospective Board members if they would be interested in serving if elected, but I will not officially promise them a seat on the Board.
- I will submit to our Executive Director the individual's resume accompanied by my opinion as to their value to the Board and to XXX.
- The Executive Director/CEO will share the information with the Executive Committee which acts as the Nominating Committee of the Board of Directors.
- The Committee will vet the individuals and make a recommendation to the Board.

11. I will support XXX by using my expertise in the following areas:

a) _____

b) _____

12. These are areas of interest where I would like to grow as a Board member:

a) _____

b) _____

c) _____

13. I am comfortable and interested in advocating for XXX:

- Yes _____
- Not yet _____
- No _____

In order to do so effectively, I need the following information and/or assistance:

14. Please share your comments, suggestions and observations regarding XXX, our programs, staff, Board and/or any other aspect of our work.

PLEASE RETURN THE COMPLETED FORM TO _____
BY _____

WE WILL RETURN A COPY TO YOU FOR YOUR RECORDS.

THANK YOU!!

YOUR DEDICATION AND COMMITMENT TO XXX ARE GREATLY VALUED AND APPRECIATED.

APPENDIX B – BOARD SELF-ASSESSMENT SURVEY TEMPLATE

The Board Self-Assessment Survey helps boards hold themselves accountable to good governance. It does so by asking members to identify areas of strength and needed development or improvement on board functions, structures and norms. Results from the survey should be used to inform plans that improve the board’s organization and performance.

The following template provides suggested questions for boards to consider using in their self-assessment survey. MMP Associates recognizes that each board and organization is unique; therefore, the questions are intended as a guide to help think through the different areas and questions to include. Please use this tool to make comments, edits or suggestions to the survey. MMP Associates is committed to tailoring the survey to best meet your needs. Your edits will be incorporated and uploaded to our SurveyMonkey account.

Sample Introduction

Thank you for participating in the Board Self-Assessment Survey. Please complete the survey by [Date, typically two weeks to complete].

All board members and the executive director will be asked to complete the survey. Please answer the questions based on your experience on the board over the last 12 months, unless noted otherwise.

This survey aims to gain insight into how effectively the board functions as a group, and to give you the opportunity to comment on its operations and performance. It has been adapted from BoardSource's Board Self Assessment survey. The survey is organized in three sections:

- Two main functions of the board: governance and support (what the board needs to do)
- Board operations including structures and norms (how the board fulfills its work)
- Your satisfaction as a member of the board

The individual results of this survey are anonymous. The results will be analyzed and distributed by MMP Associates, the consulting firm that is facilitating the process. Summary results will be shared with the board. If you have any questions regarding the survey or survey questions, please contact Sarah Hou at hou@mmp-a.com. Thank you in advance for your time and thoughtful completion of the survey!

Please note throughout the survey respondents will be asked to rank a series of statements using the Likert scale. Ratings will include: Strongly Agree, Agree, Neutral, Disagree, Strongly Disagree or Not Sure. An open-ended question asking how the board can improve in the area will also be included for each question.

Part I: Functions of the Nonprofit Board - Governance

The governing board of a nonprofit organization is expected to be accountable to the public in ensuring that the organization carries out the purposes for which it was established in a responsible, effective, ethical and legal fashion. Governance gives the board authority to set the mission and strategic direction for the organization and provide accountability and oversight of the organization's goals, finances, chief executive and legal and regulatory compliance.

The questions below ask you to assess the board's role in each of these elements. Please indicate if you strongly agree, agree, are neutral, disagree or strongly disagree with the following statements.

Review the Mission, Vision and Strategic Direction

- a. All board members understand the organization's mission and vision.
- b. The board agrees on how the organization should fulfill its mission.
- c. The board relies upon the organization's mission, vision and values to guide the strategic direction of the organization.
- d. The board periodically reviews the mission to ensure it is appropriate to the organization.

Strategic Planning and Oversight

- a. The board has a shared vision of how the organization should evolve over the next three to five years. [Remove if currently going through a strategic planning process.]
- b. The board is knowledgeable about the organization's major programs.
- c. The frequency of strategic planning meets the needs of the organization.
- d. The board uses the strategic planning process as an opportunity to review the quality, sustainability and effectiveness of its programs and mission.
- e. The board holds itself and the organization accountable for achieving the goals of the strategic plan.

Fiscal Oversight and Risk Management

- a. The board ensures that the organization's annual budget reflects the goals and priorities of the organization.
- b. The board receives financial reports in a timely and regular basis.
- c. The financial reports of the organization are understandable and accurate.
- d. The board's evaluation of the organization's financial performance is objective, honest and free of any conflicts of interest.
- e. The auditor's findings are presented to the board in a way that is comprehensive and clear.
- f. The board ensures the organization has policies in place to manage risks (e.g. internal controls, personnel policies, conflict of interest disclosures, emergency preparedness).
- g. The board has the appropriate amount of directors and liability insurance.
- h. The board has established appropriate investment policies.

Evaluation of the Executive

- a. The board has a regular and systematic process in place for evaluating the executive.
- b. The goals set for the executive adequately incorporates input from both the executive and board.
- c. The degree of oversight exercised by the board over the executive is appropriate.
- d. The board engages in appropriate succession planning to address foreseeable and unforeseeable changes in leadership.

Compliance with Laws and Regulations

- a. The board ensures that all members abide by legal, regulatory and contractual requirements.
- b. The board, in partnership with the executive, ensures that all staff abides by legal, regulatory and contractual requirements.
- c. The board has policies in place to receive, investigate and take appropriate action regarding allegations of misconduct within the organization.
- d. The board has policies or processes in place to protect whistleblowers against retaliation.
- e. The board regularly ensures that the organization is reviewing and complying with legal requirements.
- f. When legal compliance issues are identified, the board takes timely and appropriate action to address them.

Part I: Functions of the Nonprofit Board - Support

Board members add value to the organization by supporting the fulfillment of its mission. Board support can vary depending on the organization, but typically includes general and specialized advice and involvement in the areas of fundraising, volunteerism, advocacy, and public relations [we will update this list depending on the areas included]. Unlike the board's governance function, board members fulfill this function as individuals and work with or at the direction of the executive and staff.

The questions below ask you to evaluate the board's role in each of these elements. Please indicate if you strongly agree, agree, are neutral, disagree or strongly disagree with the following statements.

Fundraising

- a. All board members understand the organization's fundraising plan and strategy.
- b. The expectation of board members' participation in fundraising, including board giving and participation in fundraising activities, is reasonable.
- c. Board members are adequately trained to fulfill their fundraising responsibilities to the best of their ability and capacity.
- d. The board appropriately utilizes the fundraising abilities and opportunities offered by its members.
- e. All board members adequately assist in fundraising.
- f. The board's fundraising efforts are integrated with the organization's fundraising efforts.

Volunteerism

- a. The board has adequate access to information about the nature and extent of volunteer opportunities.
- b. Board members are encouraged to be involved in program events or activities as volunteers.
- c. The board receives adequate training to fulfill its volunteer role.
- d. All board members regularly volunteer in programs, activities or events for the organization.

Advocacy

- a. Board members have adequate information about advocacy opportunities for the organization.
- b. All board members are strong advocates for the organization and its cause.
- c. Board members adequately coordinate their advocacy for the organization with the board and the executive and/or staff.

Public Relations

- a. Board members have a clear understanding of their role in developing and promoting the public image of the organization.
- b. Board members have a clear understanding of who is authorized to speak on behalf of the organization.
- c. Board members are adequately trained to fulfill their role in public relations.
- d. All board members promote a positive image of the organization in the community.

Part II: Board Operations

In order for the Board to effectively fulfill its governance and support functions, systems and structures must be in place to guide its work. This includes convening purposeful and productive meetings, creating committees and task forces to organize and accomplish work, orienting new members, establishing and following communication protocols, and understanding the relationship between the Board and staff.

The questions below ask you to evaluate the effectiveness of these systems and structures. Please indicate if you strongly agree, agree, are neutral, disagree or strongly disagree with the following statements.

Composition

- a. The size of the board is sufficient for accomplishing its work.
- b. The board is composed of individuals with the necessary skills and expertise needed to help the organization fulfill its mission.
- c. Board membership is diverse.
- d. The board periodically examines its composition and identifies any gaps in expertise, influence, ethnicity, age or gender.
- e. There are formal structures in place to identify and recruit new board members.
- f. New board members are adequately onboarded.
- g. The board actively considers the appropriateness of term limits for its members.

Meetings

- a. The frequency of board meetings is appropriate to accomplish the work of the board.
- b. Board meetings are meaningful and productive.
- c. Board members receive agendas and related information sufficiently prior to board meetings.
- d. Board members come to meetings prepared to discuss and take action on agenda items.
- e. All board members actively participate during meetings.
- f. During board meetings, members have an adequate opportunity to ask questions and discuss issues.
- g. During board meetings, board members feel comfortable asking questions, offering opinions, debating issues and casting independent votes.
- h. The board follows an effective decision making process.

Committees

- a. The current committee structure meets the needs of the board.
- b. The current committee structure meets the needs of the organization.
- c. Committees have formal job descriptions or charters that describe their membership, processes and areas of responsibility.
- d. Committees effectively communicate their activities and recommendations to the full board.
- e. Whenever appropriate, the board makes use of short-term task forces for specific projects.
- f. The process regarding committee assignment offers adequate opportunities for leadership development and succession planning.

Communication

- a. Board members work together as a team.
- b. Board members have the appropriate tools to facilitate board communication and decision-making.
- c. Board members feel included in discussions about issues that affect the organization and the board.
- d. All board members are actively engaged in the board's work.
- e. All board members make governance decisions about board matters or the organization.
- f. A climate of mutual trust and respect exists among board members.

Relationship Between the Board and Staff

- a. The respective roles of the board, the executive and staff are clearly defined and understood.
- b. The board gives the executive the authority to effectively manage the organization.
- c. A climate of mutual trust and respect exists between the board and the executive.
- d. Board members do not direct the work of staff members.
- e. The board ensures the organization's human resource policies are up-to-date.
- f. The role of staff supporting board committees is clearly outlined and understood.

Part III: Board Member Satisfaction

The last part of the survey asks you to consider your own role on the board and your satisfaction with this role over. Please indicate if you strongly agree, agree, are neutral, disagree or strongly disagree with the following statements.

Individual Satisfaction

- a. I understand what is expected of me as a member of the board.
- b. My skills and expertise are being adequately used to support the organization.
- c. I am given opportunities to take on a leadership role on the board if interested.
- d. When needed, professional development opportunities are available to help me fulfill my role on the board.
- e. I have a good working relationship with other board members.
- f. I have a good working relationship with the executive.
- g. I am satisfied with the overall effectiveness of the board.

Part IV: Open Ended Questions

Finally, please let us know what you think should be the board's priorities in the next year to three years to improve its effectiveness.

- What else can the board do to improve its effectiveness?
- What issues should the board prioritize over the next three years?
- Please share any additional comments or suggestions you have related to the board's performance and operations.

APPENDIX C – TO LEARN MORE

Journals

Board Source (formerly the National Center for Nonprofit Boards) publishes *Board Member*, bi-monthly for its members (membership \$139 a year).

Board Café, monthly on-line newsletter issued by Compass Point, in San Francisco. Subscribe at www.compasspoint.org/boardcafe/index.php.

Independent Sector, *The Nonprofit Almanac in Brief*, facts and figures on the nonprofit sector. Free at: www.independentsector.org/pdfs/inbrief.pdf.

Books

Andringa, Robert, *Nonprofit Board Answer Book*, BoardSource, 1997. Discusses all aspects of board life in an easy to find question/answer format.

Carver, John, *Boards that Make A Difference*, Jossey Bass, 1997. Describes the policy governance model for boards, a good governance model for large, national or international boards.

Chait, Richard; Holland, Tom; Taylor, Barbara, *Improving the Performance of Governing Boards*, Oryx Press, 1996. Discusses the competencies of effective boards. Includes a self-assessment guide.

Chait, Richard; Ryan William; Taylor, Barbara, *Governance as Leadership*, BoardSource, 2005. Develops the concept of the board exercising fiduciary, strategic and generative responsibilities equally. Good commentaries on all three modes of governance.

Compass Point, *The Best of Board Café*. Practical, short articles from the Board Café Good information, common sense, practical and appropriate for boards and executive directors.

Dayton, Kenneth, *Governance is Governance*, Independent Sector, (301) 490-3229. Booklet capturing the groundbreaking speech by this former head of Dayton-Hudson clearly defining what is management and what is governance.

Houle, Cyril, *Governing Boards: Their Nature and Nurture*, Jossey Bass, 1989. A classic text on boards. Discusses the human potential, the structure, relationship with the executive director and staff, board operations and external relations.

Masaoka, Jan, *All Hands on Board: the Board in All-Volunteer Organizations*, Booklet available from www.compasspoint.org/bookstore.

Robinson Maureen, *Nonprofit Boards That Work*, Wiley and Sons, 2001. Comprehensive discussion on the role of the board, its desired structure and the substance of its work.

Tyler Scott, Katherine, *Creating Caring and Capable Boards*, Jossey Bass, 2000.
Focuses on trustees' leadership and the education and preparation needed to help boards exercise effective governance.

Resources

Cochran, Alice, *Roberta's Rules of Order*, Jossey Bass, 2004.

Robert, Henry, *Robert's Rules of Order*, Morrow Quill, 1979.

Tortorice, Donald, *The Modern Rules of Order*, American Bar Association, 2005.