

Board of Directors

10 BASIC RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Determine the Organization's Mission and Purpose

- Create and regularly review the organization's mission statement to ensure its continuing accuracy and validity.
- Articulate the organization's goals, means, and primary constituents served.
- Demonstrate a clear understanding and working knowledge of the organization's mission and philosophy.

2. Select the Executive Director

- Reach consensus on the chief executive's job description.
- Undertake a careful search process to find the most qualified individual for the position.

3. Support the Executive Director and Review His/Her Performance

- Provide moral and professional support for the chief executive and ensure that he/she has the resources needed to further the mission and goals of the organization.
- Work with the chief executive or to decide upon a periodic evaluation of his/her performance.
- Plan for and execute a thoughtful and comprehensive performance evaluation of the chief executive.

4. Ensure Effective Organizational Planning

- Ensure that the organization engages in regular and appropriate planning and evaluation activities.
- Actively participate in these processes.
- Assist in implementing organization goals arrived at through the planning processes.

5. Ensure Adequate Resources to Carry Out Purpose and Mission

- Ensure adequate resources for the organization to fulfill its mission.
- Work in partnership with the chief executive, development staff, and other appropriate partners to raise funds.

6. Manage Resources Effectively

- Ensure that the organization remains accountable to all donors and the general public.
- Ensure that proper financial management systems and controls are in place.
- Safeguard the organization's tax-exempt status.
- Assist in developing the organization's annual budget and clearly identifying sources of actual and potential revenue.

7. Determine and Monitor the Organization's Programs and Services

- Ensure that the organization's programs and services are consistent with the mission.
- Monitor the effectiveness of all programs and services and see that appropriate changes are made as necessary, according to changes in the industry and the organization.

8. Enhance the Organization's Public Image

- Serve as ambassadors to the community.
- Clearly articulate the organization's mission, accomplishments, and goals to the public.
- Garner support from important members of the community who can help to enhance the organization's public image and further the organization's mission.
- Oversee the organization's public relations strategy.

9. Ensure Legal/Ethical Integrity and Maintain Accountability

- Delegate the hiring and managing of employees to the chief executive and serve as a "court of appeal" for appropriate personnel matters and grievances.
- Ensure that there are clear policies and procedures to address personnel issues and grievances.

10. Recruit and Orient New Board Members and Assess Board's Performance

- Ensure that there is a process for regularly evaluating the board's performance.
- Achieve consensus on areas where the board needs improvement and determine how to make the improvements.
- Ensure that there is a process for regularly recognizing the board's and the organization's accomplishments.

Establishing an Advisory Board or Group

Overall Benefit of an Advisory Group

Driving forces such as increased global telecommunications, public consciousness and diverse values are causing rapid change among organizations like never before. Consequently, the overall role of board governance becomes very critical in guiding these organizations during rapid change. Thus, an advisory group can be a tremendous complement to the effectiveness of the official, or formal, board of directors as it works to carry out a specific, complex, major role (eg, financial analysis) or initiative (eg, construct a building).

What is an Advisory Group?

An advisory group is a collection of individuals who bring unique knowledge and skills which complement the knowledge and skills of the formal board members in order to more effectively govern the organization.

Advisory groups are sometimes used, too, to provide membership which gives status to people, for example, retired CEOs, board chairs or major contributors.

The advisory group does not have formal authority to govern the organization, that is, the advisory cannot issue directives which must be followed. Rather, the advisory group serves to make recommendations and/or provide key information and materials to the formal board of directors.

The advisory group can be standing (or ongoing) or ad hoc (one-time) in nature.

When Should an Advisory Group Be Formed?

Consider establishing an advisory group when it's apparent that a major, current issue/challenge or complex program/product/service is too complex and/or numerous to be handled by the formal board of directors.

It's best if the advisory group is formed to address a need that is usually outside the usual, ongoing roles and responsibilities of a formal board. Otherwise, it may be more prudent to more fully equip and develop the formal board of directors.

How Should the Advisory Group Be Defined/Organized?

For ongoing, major activities (for example, those that will last longer than a year) establish a standing advisory group. For short-term activities (for example, one to nine months), establish an ad hoc advisory group.

Carefully define the role of the advisory group in the formal board of directors' by-laws.

In the by-laws, specify the advisory group's purpose, duration, guidelines for membership, how it contributes knowledge and skills, and any structures/policies from

which the advisory group interacts with the formal board of directors and organization members.

Advisory group, like formal boards of directors, should have a chair who drives organization and development of the advisory group. The advisory group chair should be the point of contact between the advisory group and the formal board of directors.

Taking Inventory of Your Organization

Objective: This exercise assures that all members of the organization are operating out of the same information base. These are the ten most commonly asked questions of any organization. All active members need responses to these questions for successful membership recruitment and fundraising.

1. History of the Organization

Size of its membership, when founded, size of budget, geographic area it covers, and any other general information.

2. Organizational Purpose

We are looking for consensus here. Basically, what was the need that existed in the community that your group was founded to address? What makes your group unique, special, and different from other similar groups?

3. Track Record

List the major accomplishments of your group. Know what your organization has achieved. Tell success stories. Be informed and proud of what your organization has done.

4. Current Activities

Funds are seldom given for general support. More often, funds are given for special projects or programs. Be able to list what you are doing specifically at this time as well as the goals for the project.

5. Current Funding Need(s)

Where will the money go? What will it do? Why is it important that they give their donation now versus next year? State the sense of urgency. Basically, know why you are asking them for time, membership, and/or money. Are you personally in agreement?

6. What is the exchange of service provided?

What do people feel they are getting in exchange for their support--membership?
How does your organization improve the quality of life for the community,
neighborhood, city, etc?

7. Why does your organization need volunteers/members?

Why is it important that people from your community become active?

8. Volunteer/Membership Involvement

In what ways do you ask volunteers/members to contribute to the development of
the organization? What specific functions are they asked to help with?

9. Exploring sources for donors, members, and volunteers

Who most stands to gain by your existence? Who stands to lose if you stop existing?
What are some natural leads for identifying your supporters?

10. Why have hired staff?

What are the key functions of your professional staff?

Recruiting new board members

Getting a new board member takes 3 months:

1. Current board members suggest names of new potential board members.
2. Board member calls names they suggested to see if there is any interest.
3. If interested then send the recruit an info packet about the organization.
4. Recruit receives a follow-up call – what did they think? Any additional questions?
5. Recruit meets with sponsoring board member, board chair possibly Executive Director (if applicable.)
6. Recruit invited to board orientation meeting to learn what the organization needs from the board members.
7. New board member is given a task is member of a working board.



Fourteen Ways Staff Can Help a Board Work Well

1. Recognize one major difference between staff and Board in their work for your agency: staff are paid for a major portion of all the work they do for the agency; Board members are volunteering their time and often have full time jobs elsewhere.
2. If possible, arrange staff time and duties so that staff can perform clerical and support functions for the Board:
 - Mail or e-mail meeting notices
 - Type and copy minutes
 - Physically prepare Board orientation manuals
 - Prepare up-to-date lists of Board members' names, address, and phone numbers
 - Utilize chat rooms and listservs to conduct board dialogues
3. Work closely with the Board nominating committee to help find new Board members from among participants in the program, or others who express interest in the program to you. Publicize Board meetings, events, and openings when the Board is looking for new members.
4. Assign staff to meet with standing Board committees such as Finance, Personnel, etc. Staff can carry out research requested by Board members, prepare proposal alternatives, write drafts of Board position papers for Board editing and approval, etc.
5. Staff can present financial information to the Board in clear written form. Prepare cost analysis of options or solutions which Board members propose as well as those developed by the staff.
6. Keep reports short and to the point.
7. Remember that Board members will not immediately know what initials and nicknames mean (i.e. ONA, PDC, HCD, NPCC, etc.) Don't talk jargon and abbreviations.
8. Be honest with Board members about staff views. If you personally cannot express staff views on a subject, make sure a staff member who can comes to the appropriate meeting.
9. Give Board members as much advance notice as possible for meetings they will be asked to attend.

10. Be sure Board members see and hear both praise and criticism that outsiders offer about the program.
11. Remember, Board members are legally liable for the sound management of the corporation. Be sure they have clear understanding of each new contract, new activity, and new funding source.
12. Give Board members as much lead time as possible to make decisions on new directions, new sources of funds, etc. Don't use last minute deadlines as a way to avoid full Board discussion.
13. Any reasonably intelligent staff member can subvert or sabotage almost any Board policy. After all, staff works in the agency full time, Board members are operating on volunteer time after their own jobs.

If staff subvert and sabotage, be prepared for anger, pettiness, and lack of commitment (high turnover or low participation) on the Board. Ask yourself, would you give your time to an organization that:

- Didn't give you complete honest information?
 - Asked your advice but never used it if the staff disagreed?
 - Expected you to be responsible for decisions you didn't make, expenditures you didn't approve?
 - Wasted your time at meetings with incomplete information or information on decisions already made?
14. If staff believe your Board members are "out of touch" with the needs of staff and consumers of the agency's services, they can:
 - Provide more information to Board members about actual services and unmet needs;
 - Work with the most sympathetic Board members to get more "in tune" people appointed or elected to the Board;
 - Encourage clients and other staff to make their concerns known to Board members;
 - Encourage outside sources to let Board members know about unmet needs, prevailing practices, etc.

TACS Board Task List from November 20th Meeting

Who	What	When
Everyone	Identify people to add to the Donor Campaign list AND identify people on the list currently who you'd like to connect with personally (i.e. write a note on their fund appeal letter). Get names to either Paul or Rachel ASAP.	Names to Paul or Rachel by Monday, November 24
Everyone	Bring a few \$\$ to the next board meeting (December 18, 11:30) to chip in for lunch – Soup was a winner this time around, so it'll be soup in December too!	Thursday, December 18 ^t
People Committee	Continue compiling focus group notes and finalize summary/highlights, including conclusions and recommendations. <ul style="list-style-type: none"> o Distribute to TACS board and staff o Distributed to focus group participants 	Ongoing
Rachel	Write and send thank you notes to focus group participants.	Cards were mailed Friday, November 21
People Committee (Guadalupe?)	Call focus group participants for brief interviews about their experience during the focus group.	Calls made by Friday, December 5
Paul, Rachel, Marjory(?), & Kay	Meet for agenda planning of December board meeting (Rachel will send out a meeting invitation date).	Set meeting by December 1
Rachel	Mail out board packets for December board meeting.	Mailed by Friday, December 12
Rachel	Type minutes and send to Marjory for editing.	Friday, December 5
Kay	Write Executive Director's report for December board meeting packet.	Draft to RA by Friday, December 12

Next Full Board Meeting:

Thursday, December 18, 2003
11:30-1:30 pm
Location: TACS (1001 SE Water Ave, Ste 490)

Upcoming Committee Meetings:

Next Finance Committee Meeting: TBD

Next Planning Committee Meeting: Monday, December 1 2:30-4

Next People Committee Meeting: Wednesday, December 3 8:30 – 9:30

Next Fund Development Meeting: Thursday, December 4, 4-5pm



Board Orientation Checklist

_____ New Board members receive written notice of their election to the Board stating dates the term begins and ends, regular meeting dates, times, places, and information about the Board orientation program.

Board Orientation Process:

- _____ Special meeting for new Board members
- _____ Orientation packet
- _____ Personal phone call or meeting with an experienced Board member
- _____ Follow up personal contact after first three months of Board service

Board Orientation Packet:

- _____ Statement of purpose or mission (if developed and adopted by the Board)
- _____ Brief overview of agency programs and services
- _____ Agency annual report with financial statement for past fiscal year
- _____ Bylaws
- _____ Personnel Policies if brief, or brief overview of personnel system for larger organization including: staff organization chart, number of professional and non-professional staff, identification of any unions or employee bargaining associations, date of last major revision of Personnel Policies.
- _____ Policy statement and procedures which have been formally adopted by the Board
- _____ Alphabet Soup: Glossary of abbreviations and acronyms used to refer to agencies and programs with which this organization is connected
- _____ List of all Board members' names, addresses, phone numbers, and terms of office
- _____ List of committees with chairperson identified. If committees have regular meeting times and places, these are included. Board organization chart showing committee and sub-committee structure.
- _____ Most recent financial statements and current annual budget

_____ Minutes for most recent Board meeting

_____ Listing of facilities owned or rented by organization for its operations, including address, staff member in charge, and general purpose of the facility

Board Orientation Meeting:

_____ Opportunity for personal introductions among new and experienced Board members

_____ More formal introductions of new Board members by the nominating committee, highlighting background and credentials for new members

_____ Brief presentations by experienced Board members explaining Board role and procedures

_____ Brief presentation by staff about scope of agency's services

_____ Structured opportunity for small group discussion by interest areas (i.e. financial, personnel, programs, planning, fundraising)

_____ Clear statement of expectations of Board members, including role in agency fundraising

_____ Open-ended opportunity for questions from new Board member

Personal Contact with Experienced Board Member:

_____ Discussion of new Board member preferences for committee assignment

_____ Brief explanation of upcoming significant Board decisions or events

_____ Specific commitment to greet the new Board member at the next Board meeting and provide personal introduction to Board members with common interests

Follow Up Contact After Three Months of Service:

_____ Opportunity for general comments about Board service so far

_____ Inquiry into involvement with committees - if no involvement yet, discussion of barriers and problem solving

_____ Request for feedback in orientation process

BOARD MEMBERSHIP AGREEMENTS

Ideally, orientation of new Board members begins at the recruitment stage. Once you have identified one or several prospects, it is important to get the relationship off to a good start. You should begin by being very clear about what will be expected of the new Board members, and by making sure that each potential Board member has a good understanding of the organization's work and how the Board functions. With all this information in hand at the beginning, the new Board members should feel comfortable "jumping in with both feet" and making a real contribution to the organization from the start.

One way to present these expectations is in writing, through a Board Membership Agreement.

Membership Agreements are gaining popularity among Boards of Directors. Chief among their benefits is that they help the Chair assess the level of commitment, skill, and availability that new Board members bring into the mix. These agreements also allow the Board to begin a relationship with a new Board member based on clear mutual expectations, which set the stage for mutual accountability. They explain the Board member's duties—attendance at meetings, participation in fundraising, and other relevant tasks—and can be tailored to the skills of each new Board member. Such an agreement can be an important ingredient in retaining Board members and maximizing their participation and contribution to the organization.

The following are sample clauses that could be included in your Board Membership Agreement. In some cases examples or suggestions have been given. Use them as a guide; however, each point in your agreement should clearly reflect the ideology of your organization and the character of your Board. Make sure that the agreement talks about what is expected both of the Board member and of the organization, and how each will be held accountable to the other. It should also specify how each party will support the other throughout the course of the work relationship.

The Board Chair should review the Membership Agreement form with each Board member and then ask him or her to sign it. The Board Chair and the Board member should each keep a copy.

BOARD MEMBERSHIP AGREEMENT

between

[Name of Board member]

and

[Name of organization]

1. I have examined the mission of [name of organization] and share its commitment to [state the purpose of the organization].

(It is important that each Board member fully understand what the organization exists to accomplish, and that she or he personally commits to doing what she or he is able to do to support that mission. Moreover, it is the Board's responsibility to define, affirm and, when necessary, revise the organization's mission.)

2. I agree to become a Member of the Board of [name of organization] for a term beginning [date] and running for [# of years], through [date], in keeping with the Bylaws.

(There are no hard-and-fast rules for determining Board members' tenure. Many organizations place no limits on the number of terms a Board member may serve; other organizations limit members to two consecutive terms and require a hiatus of one year before a Board member may be reappointed. Many organizations also stagger terms of service so that one-half or one-third of the Board is elected every one or two years, for terms of two to four years. Such policies encourage institutional renewal, because a Board can profit from the experience of veteran Board members while at the same time welcoming the fresh perspective that new members offer. Be sure that whatever you say in your Membership Agreement is consistent with the organization's Bylaws.)

3. I agree to familiarize myself with the organization's programs and services, and I expect [name of organization] staff to keep me abreast of developments in the organization's programming [through reports provided by the Executive Director or by other staff designated by the Executive Director].

(The Board must ensure that current and proposed programs and services are consistent with the organization's stated mission and goals. The ability of the Board to fulfill this role depends largely on the quality of communication between staff and Board members.)

4. I agree to represent and speak on behalf of the organization, so that others in the community may learn about, benefit from and contribute to the services that [name of organization] provides.

(Board members play a critical role in spanning the divide between the organization and the community-at-large, serving both a marketing and an accountability function.)

5. I expect the organization to provide me with full information about its finances. I agree to make the effort needed to understand the organization's financial position and ensure that it meets its financial obligations and responsibly manages the resources entrusted to its use.

(The Board legally bears a fiduciary responsibility for the resources provided to the organization; this involves ensuring the proper management of a group's revenues and any accumulated assets.)

6. I agree to do my part to help find financial support for the organization. I will make a regular personal contribution, consistent with my own ability to give. In addition, I will cooperate in developing whatever contacts I may have with individual donors or with funders for the benefit of [name of organization].

(An organization can be only as effective as its resources allow. Ensuring that adequate resources are available now and in the future is part of the Board's responsibility to uphold the group's mission.)

7. I will do my best to carry out whatever work I agree to do for the organization. If I find difficulty in keeping a commitment, I will let the Chair or staff know. I expect to get whatever training I need to carry out my duties.

(All Board members are required to make a good-faith effort to meet their responsibilities. The "Duty of Care" is a legal standard that establishes a Board member's responsibility or duty as

that of applying the "diligence, care and skill that an ordinarily prudent person would exercise in like position and under similar circumstances.")

8. I know the Board meeting attendance policy as stated in the Bylaws. I expect to be given reasonable notice about upcoming meetings. I agree to make every effort to attend regular Board meetings, and in the event that it is impossible for me to be at a given meeting, I will make an effort to participate by phone. If I find I am unable to attend a meeting, I will notify the Chair or an appropriate staff person in advance. After the meeting, I will take the initiative to find out what I missed. I expect to receive regular minutes of meetings, and such other printed material as I need to function as a Board member.

(It is common practice for nonprofit Boards to meet at least four times a year, for members to receive at least several weeks' notice of scheduled meetings and for a quorum [the minimum number of members required to hold a binding vote] to consist of not less than 50 percent of the members. To ensure that busy Board members will make the time to attend Board meetings, it is often useful to establish and publish a calendar of Board meetings, retreats and events at the start of each year, so that your members can reserve the time in their appointment books.)

9. I will make every effort to bring new talent to the organization, including prospective Board members, volunteers for committees and task forces, and potential candidates for staff openings.

(For self-perpetuating Boards [in which future members are elected to the Board by existing members], each member must be alert to promising talent. It is equally important for Board leadership to keep members abreast of specific needs, such as the need to replace a resigning member, to attract someone with a particular skill or who represents an important constituency, or to expand the Board or its fundraising capacity.)

10. I am open to being called upon by staff members to use whatever skills I have to assist them, subject to my availability. The following are areas in which I would be able to lend my support:

- Assist in fundraising activities
- Provide professional counsel and guidance
- Assist the organization in planning its budget
- Assist with the development and guidance of programs
- Other areas of possible involvement:

(Each Board member should have something to contribute to the Board and to the work of the organization.)

11. I agree to act in the best interests of [name of organization] and to speak up when I see something that I think is inappropriate or off track in the organization.

(Another standard for evaluating Board member responsibility is called the "Duty of Loyalty." This requires each member's faithful pursuit of the interests of the organization she or he serves, rather than her or his personal financial or other interests, or those of another person or organization. There should be regular opportunities, perhaps at Board meetings, for members to share their insights and opinions with the full Board.)

12. If the time should come when I find I can no longer fulfill the duties of Board membership, I will not simply fade away, but will notify the Chair immediately and make arrangements to transfer any outstanding responsibilities to colleagues on the Board.

(Inactive Board members can be a drain on the organization. The voluntary commitment of each member should be acknowledged and appreciated; when a member is no longer able to participate fully on the Board, his or her final service should be to step down and allow the Board to find an active replacement.)

I accept the above commitments as a statement of my responsibilities as a Member of the Board of Directors, and recognize that my full participation is needed.

Signature

Date

This article was excerpted from CRE's publication, From Vision to Reality. Please follow the link to CRE's publications for ordering information.

Board of Directors Profile Grid

	BOARD MEMBERS									
Skills & Abilities In....										
Accounting/Financial Management										
Financial Planning/Investing										
Personnel Management										
Fundraising/Development										
Social Enterprise Fund/Partnership Devel.										
Organizational Planning (Strategic & Annual)										
Public & Media Relations/Marketing										
Legal Issues										
Community Organizing/Advocacy										
Meeting Facilitation										
Facilities Planning/Construction										
Volunteer Coordination										
Event Coordination										
Teaching/Training/Coaching										
Technology - Applications										
Technology - Hardware										
Contacts & Influence With...										
Area Foundations										
Corporations										
State/Federal Agencies										
Local Government										
Elected Officials										
Ethnic/Minority Groups										
Immigrant Communities										
Higher Education/Academia										
Social Service Groups										
Community Development Groups										
Arts-Cultural Groups										
Environmental Groups										
Churches/Religious Groups										
Neighborhood Groups										
Civic Groups										
Media										
Demographics...										
RACE-ETHNIC BACKGROUND										
Black										
Hispanic										
Caucasian										
Asian										
Pacific Islander										
Native American										
Other										
AGE										
Under 25										
26-35										
36-45										
46-55										
Over 55										
GENDER										
Male										
Female										



Board of Directors Annual Workplan

<i>Board member X, thank you for your support in the following areas:</i>	Participation for 200_ (current fiscal year)	Your FY ____ Commitment
Participation		
Board meetings		
Board retreat(s)		
Annual meeting		
Committee Meetings		
Executive		
Governance/Nominating		
Audit		
Finance		
Fund Development		
Other Committee:		
Event Participation		

Giving	Dollar Amount	Dollar Amount
Personal		
Your Company/Organization		
Other Organizations you've leveraged		
In-kind budget relief		

Board Leadership Development		
Training participation		
Recruitment		