



A GOOD BOARD IS A VICTORY,
NOT A GIFT




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THE DRAGONFLY




- A symbol of courage, strength, and happiness
- For us, an example of teamwork
 - Dragonflies can fly up to 34 miles/second and they rarely rest
 - The story of the dragonfly's challenge



DEFINITION OF A BOARD

An organized group of people with the authority collectively to control and foster an institution



“AN ORGANIZED GROUP OF PEOPLE...”

A group of people with similar interests and desires...

But distinctive personalities, ideas, biases and habits...

Different reasons for being on the Board and...

Different ideas about why they are there and how to relate to fellow Board members



“WITH AUTHORITY. . .”

The formal right of a Board to exercise power is granted to it by law.

Its true authority is derived from our willingness to accept it as an essential part of the fabric of our society.



“COLLECTIVELY. . .”

No member of a crew is praised for the rugged individuality of his rowing

The collective nature of a Board is emphasized by the fact that it is formally alive only when in a duly constituted and called session



“CONTROL. . .”

If a Board accepts ultimate authority for fulfilling the mission of the organization it serves. . .

it must also have ultimate control

With ultimate control comes ultimate responsibility



“FOSTER. . .”

In reality, most of the time that people devote to a Board is spent supporting the organization, not controlling it.

Advocacy

Fundraising and philanthropy

Planning

Nurture and support of the CEO



DUAL ROLES IN SOCIETY

Responsibility to the Community

Responsibility to the Organization



IN REALITY. . .

- Responsibility to the community
- Responsibility to the organization
- Responsibility to oneself
- Responsibility to each other



FIRST ROLE OF THE BOARD

To assure the future of the organization by:

Setting its vision,

Keeping its mission clearly in focus, and

Ensuring that all components of the organization are in harmony with the vision and mission



HOW DO YOU DO THIS?

- Establish, periodically review and (when necessary) revise the mission
- Ensure that all Board members know the mission
- Ensure that policy decisions, programs and services reflect the mission
- Approve and monitor programs and services for consistency with the mission and standards of quality



SECOND ROLE OF THE BOARD

To determine goals and objectives of the organization through the development and oversight of strategic plans.



THIRD ROLE OF THE BOARD

To develop, in some cases implement, and always monitor policies which govern the organization and its operation.



HOW DO YOU DO THIS?

- Ensure the Board operates efficiently and effectively
 - According to bylaws
 - With productive committees, and
 - Well-run, productive meetings
- Understand and respect the Board-CEO relationship
- Perpetuate itself through Board development
- Select and support the CEO and review performance
- Ensure sound risk management
- **Assess Board performance annually and take corrective action**



Fourth Role of the Board

To assure the future of the organization by ensuring its fiscal stability.



HOW DO YOU DO THIS?

- Ensure sound fiscal management by:
 - Approving and monitoring the annual budget
 - Requiring an annual independent audit
 - Regularly reviewing financial statements
- Raise money, including:
 - Helping develop a fundraising strategy
 - Contributing personally
 - Asking others



Board-Staff Relationship

The Board and the Chief Executive Officer are partners, with the Board representing 51 percent of the partnership.

Each needs the other for the organization to thrive:

- Board leadership is strategic.
- Staff leadership is tactical.
- Board leadership is visionary.
- Staff leadership is programmatic.



WHY IS ALL THIS IMPORTANT?

- Legal Obligations of Board Members
 - Corporate Law
 - Federal Law
 - State Law
 - Local Law
 - Other Possible Mandates



DUTIES OF BOARD MEMBERS

- Duty of Care
 - Setting policy and governing the organization
- Duty of Loyalty
 - No conflicts
- Duty of Obedience
 - Stewardship




THE DUTY OF CARE

- To act as an ordinarily prudent person would in like circumstances
- Requires:
 - Diligent attention
 - Informed participation
 - Getting or demanding access to information needed to make informed decisions
- Particularly applicable to financial information
 - Ignorance is no excuse!



INQUIRY-INFORMATION-INVOLVEMENT

- Do we ask questions?
- Do we ask for things we don't receive, but need to see?
- Do we read the minutes of every meeting?
- Do we review financials?
- Are we familiar with the governing documents?
- Do we speak out when we disagree?




DUTY OF LOYALTY

- To act in good faith and **always** in the best interest of the organization
 - Faithfulness to the organization
 - Undivided allegiance by all
 - Freedom from conflict of interest*
- *Undue influence on decisions based on personal, financial, business or other concerns unrelated to the organization's best interests



DUTY OF OBEDIENCE

- In our decision making and actions, to ensure that:
 - The organization operates in keeping with the laws and rules that govern it
- Prescribes faithfulness to the organization's mission and reason for being
- At the core of maintaining the public trust



BOARD V. BOARD MEMBER

- A Board:
 - Can only function in a duly-called and -constituted session
- A Board Member:
 - Is a Board member 24 hours a day, 365 days a year



DEFINITION OF A BOARD MEMBER

- A willing volunteer
- Clear about purpose, role
- Feels commitment to the mission
- Knows what is expected of members
- Is prepared to meet those expectations
- Expects and gets support to do a good job
- Regularly asks the question, "How are we doing?"
- Is a valued and valuable member of the team



IN THE LIGHT OF DAY. . .

The most difficult function of any Board is to turn knowledge and understanding of key roles into action.

But you gotta start somewhere.

Best course of action:

Launch a Board development initiative.



GETTING, KEEPING A GOOD BOARD

- Depends on
 - Identification
 - Recruitment
 - Orientation
 - Involvement



BOARD DEVELOPMENT COMMITTEE

- No longer just a selection committee
- Overall Board **management, development and assessment**
- Year-round, standing committee
- Responsible for:
 - New member recruitment
 - Continuity of leadership
 - New member orientation
 - Annual Board assessment



IDENTIFICATION

- ID needed attributes, not "golden eggs"
- Develop ideal Board member profiles
- Share with the full Board
- Select members based on profiles



RECRUITMENT

- Educate, educate, educate!
- Share everything
 - Organization's issues and problems
 - Reason for selection
 - Specific responsibilities
 - Expectations for membership, including \$



ORIENTATION

- Before asking the question!
- Cultivate, cultivate, cultivate!
 - Visit the program site(s)
 - Meet the Chair
 - Assign a Board "sponsor"
 - Discuss opportunities for immediate involvement
 - Answer the candidate's questions and concerns



INVOLVEMENT

- Right away!
- Provide a Board manual
- Get the new member:
 - On a committee
 - Involved in advocacy, fundraising
 - Serving as a staff advisor



BOARD ASSESSMENT

- Everyone gets involved:
 - ID areas for improvement
 - Measure progress toward goals
 - Improve communication
 - Build teamwork



SAYING GOODBYE

- Before the trouble starts:
 - Lay out expectations in a job description and board orientation
 - Model "Boardly" behavior
 - "Coach" the incoming president
 - Maximize board engagement and participation
 - Follow up when jobs aren't getting done



WHEN ALL ELSE FAILS. . .

- Intervene quickly:
 - Board chair
 - Board Development Committee chair
- Sometimes errant or absent Board members must go:
 - State the problem dispassionately
 - Maintain professionalism
 - Explore options with the errant Board member
 - Follow up a resignation with a letter



ANOTHER IMPORTANT COMMITTEE

- Donor Development
 - Not to raise funds and cultivate donors
 - To organize donor and fund development
 - Everyone on the Board participates
 - There's a job for everyone



BOARDS IN TRANSITION

- Stressing accountability
- Downsizing for effectiveness
- Orienting in advance of asking
- Having and respecting term limits
- Contributing personally
- Viewing fundraising as a Board role
- Ensuring its own effectiveness