

## Agenda

- 6:45      **Arrivals**
- 7:00      **Getting Started**
- Welcome
  - Introductions
  - Goals for today
  - About the capacity building project
- 7:10      **Board Roles and Responsibilities Overview**
- Eight basic roles and responsibilities
  - Board life stages
- 7:40      **Board Assessment**
- 8:00      **Getting focused**
- How to organize the board's work
  - Establishing a healthy board culture
- 8:30      **Creating your board capacity building plan**
- 8:55      **Wrap-up/Evaluation**
- 9:00      **Adjourn**

## Board and Staff Roles and Responsibilities

### Board Roles

- Develop and communicate mission
- Supervise and support Executive Director
- Develop and approve strategic plan
- Fund development
- Financial oversight
- Maintain and strengthen Board
- Set policy
- Resolve disputes involving ED or community

### Executive Director Roles

- Manage staff
- Day-to-day (operations) management
- Manage financial resources
- Liaison to Board of Directors
- Fundraising
- Represent organization

Learn more:

Compasspoint's Nonprofit Board Basics Online, <http://www.compasspoint.org/boardbasics>

Board Café, <http://www.compasspoint.com/boardcafe/index.php>

BoardSource, [www.boardsource.org](http://www.boardsource.org)

## LIFE STAGES OF NONPROFIT BOARDS

### Organizing board

#### Characteristics:

- may be leading (circle of leaders with shared vision) or following (one leader gathers supportive group)
- small and homogeneous
- informal
- committed
- involved in everything
- find it difficult to hire/trust first staff members and share power
- founders think they know best

#### **Original structure is strained by:**

- *growth*
- *overwhelming tasks*
- *burnout*
- *crisis (financial or organizational)*
- *division on key issue*

#### **Transition**

- *in face of new demands, board and staff must redefine roles, open organization to new people*
- *some founding members leave*
- *roles are renegotiated*
- *development of systems, clearer job descriptions*

### Governing Board

#### Characteristics:

- board accepts responsibility for "traditional" board tasks
- board is enlarged, diversified
- committee structure allows some tasks to be delegated
- staff may gain new responsibilities and decision-making power

#### **Transition**

- *established organization becomes increasingly "professionalized"*
- *fundraising function of Board increasingly important*

### Institutional Board

#### Characteristics:

- focus on recruiting a large board which includes wealthy and influential people
- serving on the Board is considered prestigious
- board oversight responsibilities delegated to committees, including a strong executive committee

Source: Board Passages: Three Key Stages in a Nonprofit Board's Life Cycle, by Karl Mathiasen, III, available from BoardSource, [www.boardsource.org](http://www.boardsource.org).

## **Tools for Organizing your Board**

- Agenda
- Board packet
- Board calendar
- Annual board goals
- Formal board orientation
- Board retreat
- Board job description
- Clear committee mandates & structure

Learn more:

United Way of King County Governance and Management Resources,

<http://www.uwkc.org/nonprofit/governance/default.asp>

Why Boards Micromanage and How to Stop Them, by Hildy Gottlieb,

[http://www.help4nonprofits.com/NP\\_Bd\\_MicroManage\\_Art.htm](http://www.help4nonprofits.com/NP_Bd_MicroManage_Art.htm)

## Meeting Tips and Tools

### What are meetings for?

- Building relationships
- Getting work done
- Moving the organization forward

### Role of Board Chair

- Focus the group's energy
- Facilitate meetings
- Human resource manager for the board
- Choreograph the board's work

### Tools of the Board Chair

- Strategic Plan
- Committee Structure
- Meeting Agendas
- Relationships with other board members

### Setting the Right Agenda

- Limit to 2-way communication
- Focus on the future
- Use a consent agenda
- Be realistic about time
- Time the agenda
- List person responsible for each item
- Include good news and volunteer recognition

### Consent Agenda

- Saves time
- Addresses routine items
- Info is included in board packet
- Use one motion to approve all items
- Discussion is not allowed

### Examples of appropriate C.A. items:

- Approval of minutes
- Minor changes in procedure
- Updating documents
- Standard contracts
- Change in bank account signers

### Executive Session

- Used to discuss sensitive, internal issues
- Board members only (plus invited guests)
- Limit discussion to stated purpose of session

- Minutes are confidential and available only to board members

### Effective Reports

- Summary Statement
- Explain findings without editorializing
- State relevance to the organization
- Ask for questions
- Propose action if appropriate
- Explain implications of the proposal
- Summarize
- Make a motion

### Facilitation Tips

- Establish Groundrules
- Identify meeting objectives
- Keep the group focused
- Practice active listening (Validating, Reflecting, Summarizing)
- Track action items
- Encourage participation by all group members
- Be mindful of time & agenda
- Use a parking lot

### Group Decision-making

*Agree first on how you will decide!*

- Majority vote
- Unanimity (everyone agrees)
- Consensus (everyone agrees to support the decision)
- Delegation (assign to committee for a decision or recommendation)
- Person-in-charge decides after discussion
- Flip a coin

### Minutes

- Date, time, location, people present, excused, absent
- All motions, including mover, seconder and outcome
- Summarize discussions
- Note action items or commitments made (may also be summarized at beginning or end of minutes to highlight)
- Attach handouts, reports used in the meeting

## Guidelines for Committees

### **10 Ways to be a Better Committee Member**

1. Read board packet or minutes in advance and come prepared
2. Be on time and present for the meeting
3. Pay attention and don't engage in side conversations
4. Listen and stay open to the ideas of others
5. Speak up and contribute
6. Help others stay on subject
7. Proactively do the things you commit to; be responsible and accountable to other board members
8. Don't make commitments you can't keep
9. Attend regularly and call the chair for an update when you miss a meeting
10. Take notes for yourself, clearly noting action items and deadlines

### **Responsibilities of the Committee Chair**

1. Recruit diverse and balanced committee (depending on the organization, may include board and non-board members, staff representative if appropriate)
2. Convene monthly meeting (contact all committee members, preferably at least 10-14 days before meeting date)
3. Help articulate committee vision, purpose and goals
4. Set agenda and use committee time wisely
5. Supervise committee volunteers. Set clear expectations and follow-up when they are not being met.
6. Ensure that committee minutes are being taken and distributed, track action items
7. Report back to full board, present committee recommendations
8. Provide leadership to the committee, act as a role model and active committee member

## **Strategies for Building a Healthy Board Culture**

### **Clarifying roles and decision-making process**

- Written board job description
- Board roles and responsibilities training
- Discussion of board groundrules
- Overview of decision-making process at board orientation
- Clear purpose statements for committees

### **Creating an inclusive, engaging climate**

- Board orientation
- Relationship-building/social time for board members
- Treat everyone with respect
- Allow dissent and disagreement
- Skilled meeting facilitation
- Give people breaks, food, comfortable seats

### **Fostering accountability**

- Track and follow-up on status of assigned tasks
- Empower individuals and committees
- Strategic planning – set measurable objectives
- Board self assessment
- Board commitment forms

### **Staying focused on and aligned with the mission**

- Schedule substantial time at board meetings for meaningful, mission-related discussion
- Engage in planning that includes visioning and values articulation
- Discuss your reasons for being on the board
- Bring clients/people who have benefited from your work to “testify” at board meetings
- Encourage board members to visit program locations