Wisconsin Indianhead Technical College

Building an Exceptional Board of Directors

April 28, 2011

Training Resource Manual

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The Center for Public Skills Training
www.createthefuture.com
Critical Role of the Full Board

In addition to the critical roles played by the board development committee described below, the full board has a number of responsibilities in building an effective governing board. They include:

1. Establish a governance committee.
2. Approve board director criteria initially developed by the board development committee.
3. Elect or appoint members to the board (except in cases where the bylaws mandate an election of board directors.)
4. Terminate members for failure to perform adequately (in accordance with authority granted in the bylaws).
5. Ensure nomination an election of officers, again in accordance with authority granted by the bylaws.
6. Ensure an effective nomination process for new board directors.
7. Ensure the evaluation of collective board effectiveness and individual board director effectiveness.
8. Rotates board leadership positions to assure continuing leadership development and to foster innovation and fresh thinking on the part of board directors.

Critical Role of the Board Development Committee

A board development committee created by the Board of Directors plays a critical role in the overall board development process. This committee is also referred to as the governance committee. A sample description is included on page 19. Here are some responsibilities of the board development committee:

1. Develop board director criteria that express recruitment priorities in terms of skills, knowledge, contacts and resources sought after by the charter school board.
2. Recruiting potential board directors.
3. Present potential board directors to the board (or if the bylaws mandate an election, this committee prepares the slate of candidates in accordance with the bylaws)
4. Provide orientation of potential and new board directors.
5. Provide training and continuing education for all board directors.
6. Provide regular recognition to board directors.
Board Self-Assessment at a Glance

1. Assess board readiness. The self-assessment process is designed to make a reasonably well-functioning board do better.

2. Decide, as a board, to conduct the assessment. Buy-in is crucial. Allow time to discuss initial concerns, questions and suggestions.

3. Decide what information will be collected and by whom. Assign preparation to a task force or committee.

4. Agree on standards in advance. Be sure to decide whether the assessment will address board performance, individual member engagement or both.

5. Decide whether to use a consultant or outside facilitator, such as a former board member.

6. Examine a few standard instruments. Then decide whether to adapt one of them or to develop a new form. Either way, keep it short.

7. Distribute the instrument.

8. Ensure confidentiality by using a third party, such as a former board member, to receive and compile the self-assessment forms. Experts say board members should see only the compiled data, but this approach may not be right for your organization.

9. Compile, analyze and present a written report.

10. Discuss the findings. Remember to celebrate successes.

11. Identify and implement a few practical goals and achievable action steps that will lead to better board performance and more satisfying board service.
Proven Practices for Building a Future Focused Board

For a nonprofit organization to succeed, it must have a board that is committed to the organization's mission, possesses substantial leadership skills and expertise, sets policy that guides the nonprofit organization's work, and evaluates both the nonprofit organization and itself with an eye toward continuous improvement.

This resource packet includes tools for implementing some of the best practices and techniques being used today to strengthen the governance capacity of nonprofit boards. Applying these best practices will lead to immediate improvements in your board’s functioning.

1. Written individual board and officer role descriptions. Pages 5-8
2. Align key board processes with strategic plan -- especially board recruitment and committee structure.
5. Committee Effectiveness. Pages 11-16
6. Organizational Dashboard. Pages 17
7. Board Leadership Succession Plans. Page 18
8. Board Assessment including Board Meeting Feedback Form. Pages 19-20
9. Governance Committee. Page 21
10. Incorporate strategic deliberation into board meetings. Pages 22-25
Board Member Position Description

1. Attend regular meetings of the board, which are each approximately two hours in duration. The board meets at least eight (8) times per year. Be accessible for personal contact in between board meetings.

2. Provide leadership to board committees. Each board member is expected to serve as an active, ongoing member of at least one committee. This requires a number of meetings per year plus individual committee task completion time. Presently committees include fund development, strategic planning, board development, personnel, finance, and executive.

3. Commit time to developing financial resources for the organization. This includes making a personally meaningful financial gift as well as supporting other fund development activities of the organization in a manner appropriate for board members.

4. Responsibly review and act upon committee recommendations brought to the board for action.

5. Prepare in advance for decision-making and policy formation at board meetings; take responsibility for self-education on the major issues before the board.

6. Participate in the annual board member self-review process.

7. Participate in the annual board development and planning retreat held in April of each year.

8. In general, utilize personal and professional skills, relationships and knowledge for the advancement of the organization.

I am aware that this board member position description is an expression of good faith and provides a common ground from which board members can operate. Additional information on organizational mission and board responsibilities is contained in the board orientation materials and bylaws which I have read.

____________________________________________     _________________
Board Member’s Signature    Date
JOB DESCRIPTION FOR PRESIDENT/CHAIRPERSON OF THE BOARD

1. Oversee board and executive committee meetings.
2. Serve as ex-officio member of all committees.
3. Work in partnership with the CEO to make sure board resolutions are carried out.
4. Call special meetings if necessary.
5. Appoint all committee chairs and with the CEO, recommend who will serve on committees.
6. Assist CEO in preparing agenda for board meetings.
7. Assist CEO in conducting new board member orientation.
8. Oversee searches for a new CEO.
9. Coordinate CEO’s annual performance evaluation.
10. Work with the board development committee to recruit new board directors.
11. Coordinate periodic board assessment with the CEO.
12. Act as an alternate spokesperson for the organization.
13. Periodically consult with board directors on their roles and help them assess their performance.

JOB DESCRIPTION FOR VICE-PRESIDENT OF THE BOARD

1. Attend all board meetings.
2. Serve on the executive committee.
3. Carry out special assignments as requested by the board president.
4. Understand the responsibilities of the board president and be able to perform these duties in the president's absence.
5. Participate as a vital part of the board leadership.

JOB DESCRIPTION FOR SECRETARY OF THE BOARD

1. Attend all board meetings.
2. Serve on the executive committee.
3. Maintain all board records and ensure their accuracy and safety.
4. Review board minutes.
5. Assume responsibilities of the president in the absence of the board president and vice president.
6. Provide notice of meetings of the board and/or of a committee when such notice is required.

JOB DESCRIPTION FOR TREASURER OF THE BOARD

1. Knowledge of the organization and personal commitment to its goals and objectives.
2. Understanding of financial accounting for nonprofit organizations.
3. Serves as financial officer of the organization.
4. Manages, with the finance committee, the board's review of and action related to the board's financial responsibilities.
5. Works with the CEO to ensure that appropriate financial reports are made available to the board on a timely basis.
6. Assists the CEO in preparing the annual budget and presenting the budget to the board for approval.
7. Reviews the annual audit and answers board directors’ questions about the audit.
Division of Roles between Board and Executive Director/CEO
(Adapted from “Building and Managing An Effective Board of Directors, Center for Nonprofit Mgmt in Southern California)

This chart describes the roles and responsibilities of the board and the Executive Director/CEO in critical areas. Review each entry and revise as based on the specific needs and requirements of your organization. This chart should be reviewed on an annual basis and updated if necessary.

<table>
<thead>
<tr>
<th>Responsibility</th>
<th>Board Of Directors</th>
<th>Executive Director/CEO</th>
</tr>
</thead>
</table>
| Legal               | • Exercises fiduciary role to ensure that the organization is properly managed. The board should have a mechanism to validate information from the administrator.  
• Maintains legal status; ensures the proper paperwork is submitted to governmental agencies.  
• Reviews financial and business dealings and exercises proper judgment in self-dealing transactions -- avoidance of conflicts of interest.  | • Must provide information to the board to demonstrate that the organization is well managed.  
• Compiles information for annual filing requirements.  
• Signals to the board if any situations are likely to occur/have occurred that jeopardize the legal status of the organization.  |
| Finance and Accounting | • Approves annual budget.  
• Reviews periodic financial reports (balance sheet, income statement, changes in financial position).  
• Ensures that proper internal controls are in place.  | • Prepares annual budget with input from CFO and finance committee  
• Oversees preparation of periodic financial reports.  
• Implements proper financial controls.  |
| Planning            | • Establishes mission, vision and overall program direction for the organization.  
• Reviews strategic plan progress.  
• Assesses compliance/progress in achieving program/service outcomes.  
• Assesses program evaluation plan.  | • Participates in establishing mission and program direction for the organization.  
• Contributes to vision of the organization; and assists the board in maintaining focus and momentum for the organization.  
• Develops specific program goals and objectives based on board specific mission.  
• Develops reports or oversees staff development of reports to demonstrate program progress.  |
| Policy              | • Develop and adopt written board level policies.  
• Responsible for reviewing board level policies periodically  | • Identifies need for new policies  
• Responsible for assuring the implementation of policies and for assisting the board in analyzing policy options  |
| Fund Development    | • Responsible for assuring long-range commitments of resources; approves fund development plan and participates in its implementation as appropriate.  
• Approve grant applications/contracts if required by funder.  | • Creates fund development plan and submits to board for approval.  
• Develops grants, and other funding applications, plans fund-raising events, enters business ventures to support mission.  |
| Personnel           | • Sets and reviews over-arching personnel policies.  
• Hires President/CEO and evaluates his/her performance. (Executive Committee conducts performance review.  | • Implements board level personnel policies.  
• Develops and implements all other personnel policies.  
• Recommends changes in personnel policies to the board.  
• Hires all personnel and evaluates performance of staff members (or delegates to appropriate supervisor).  |
<table>
<thead>
<tr>
<th>Responsibility</th>
<th>Board Of Directors</th>
<th>Executive Director/CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Contracts</strong></td>
<td>• Approves and monitors those contracts under the purview of the board.</td>
<td>• Administers contracts approved by the board. • Approves and monitors all other contracts</td>
</tr>
<tr>
<td><strong>Board Accountability</strong></td>
<td>• Establishes and communicates clear expectations of Board directorship. • Assures effective participation of Board directors. • Conducts annual board self review process.</td>
<td>• Facilitates training and information exchange for members in preparation for selection of Board directors. • Facilitates effective communication among Board directors.</td>
</tr>
<tr>
<td><strong>Decision-making</strong></td>
<td>• Defines and communicates the role of Board and President/CEO in agency decision-making. • Assures appropriate involvement of board directors in organizational decision-making.</td>
<td>• Makes all decisions except those explicitly reserved to the board.</td>
</tr>
<tr>
<td><strong>Community Relations</strong></td>
<td>• Promotes the organization to various publics. • Promotes cooperative action with other organizations in alignment with the mission, vision and overall program direction of the agency.</td>
<td>• Interprets the mission of the organization to the community through direct involvement, public relations programs, including personal contact, descriptive program literature, and work with the media; works closely with the board for an effective division of labor.</td>
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</tbody>
</table>

**Add Others Here**

<table>
<thead>
<tr>
<th>Board Of Directors</th>
<th>Executive Director/CEO</th>
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Consent Agendas

To expedite business at a board meeting, the board can approve the use of a consent agenda that includes those items considered to be routine in nature. A consent agenda would appear as part of the regular board meeting agenda. Full information about these items should be provided to the board in advance in the board packet and any questions or concerns can be directed to the makers of the motions and answered prior to the meeting. This allows thorough examination of the routine items without using up precious board meeting time.

Any item which appears on the consent agenda may be removed from the consent agenda by a member of the board. The remaining items will be voted on by a single motion. The approved motion will then be recorded in the minutes, including a listing of all items appearing on the consent agenda. Use of a consent agenda eliminates the need to vote separately on many of the routine items and resolutions not requiring explanation or board discussion. There is generally one motion to approve all items on the consent agenda, but it takes only the request of any one board director—generally not a formal vote—to remove any item from the consent agenda before the vote. If removed from the consent agenda, the item will be taken up later in the regular agenda. That item is then discussed and voted on separately, after the rest of the consent agenda has been approved.

In all cases, it is assumed there is nothing controversial about these items and therefore no need for discussion. Grouping agenda items like these facilitates the meeting and allows time to be properly spent on issues that do need discussion.

Here are some examples of routine items that can be included in a consent agenda:

- Committee and previous board meeting minutes.
- Minor changes in a procedure.
- Routine revisions of policy.
- Updating documents, for example, address change for the organization.
- Standard contracts that are used regularly (confirmation of using the traditional in-house contract with a new vendor).
- Confirmation of conventional actions that are required in the bylaws (for example, signatory authority for a bank account or acceptance of gifts).

Resources:

- The Consent Agenda: A Tool for Improving Governance. 
- Consent Agenda. 
Sample Board Meeting Consent Agenda

Call to Order
(Welcome by the chair, who shares the objectives of the meeting and reviews the agenda)

Consent Agenda Items -- Items Previously Sent to the Board
(The consent agenda includes items that are approved by consent (without a vote, if there is no objection) or by formal vote. Single items can be taken off calendar in considered separately, it even only one member wishes to do so. Typical items in this calendar are:
- Minutes.
- Routine ratifications.
- Board approvals required by the bylaws, such as the approval of banking relations.)

Treasurers Report -- Item Previously Sent to the Board
(This is an opportunity for the treasurer to answer questions on financial reports or bring items for action.)

Executive Director’s Report -- Item Previously Sent to the Board
(Opportunity for board directors to ask questions on the written report. The ED can also use time to update board directors on emerging issues and trends.)

Committee Reports -- Items Previously Sent to the Board
(Begin with committees that have action items that allow time for questions on other committees’ reports. Remember, committees do not need to be on every agenda if they have not sent out a report or have no action items.)

Issues Discussion and Decision-making/In-depth Board Education -- Items Previously Sent to the Board
(This is the part of the agenda where the board focuses on major governance deliberation, decision-making and/or education. This section becomes the centerpiece of the board meeting.)

Old (Unfinished) Business
(Items that have been postponed from or not finished from previous meetings are handled here)

New Business
(This is an opportunity for a board director to bring up items that have not been placed on the agenda. In the case of major issues, there likely would not be enough time for a thorough discussion of the item. The board could agree that such an issue would be scheduled for discussion at future board meeting or delegated to the appropriate committee for initial discussion with a report back to the board at a future meeting.)

Evaluation of the Meeting
(This can be a quick, two-minute appraisal. Board directors answer to questions: "What went well?" and "What did not?" -- Also see Board Meeting Feedback Form on next page of this document)

Adjournment
Committee Chair Job Description

Responsibilities:

1. Attend all committee meetings.
2. Call and preside over meetings of the committee.
3. Set the agenda for committee meetings.
4. Record decisions and recommendations made by the committee.
5. Report the committee’s activities and recommendations to the executive committee or the full board.
6. Invite the chief executive and board chair to attend committee meetings.
7. Work with the chief executive and board chair to decide who should serve on the committee.
8. Delegate responsibilities to other committee members and encourage their full participation.
9. Evaluate the work of the committee with other committee officers, the board chair, and the chief executive in concert with the organization’s strategic plan.
Executive Committee

General Purpose

The Executive Committee is commissioned by and responsible to the Board of Directors to function on behalf of the Board of Directors in matters of emergency and in interim periods between regularly scheduled Board meetings. The Executive Committee shall have and exercise the authority of the Board of Directors provided that such authority shall not operate to circumvent the responsibility and authority vested in the Board of Directors by the By-laws, and any action taken is to be ratified by the Board of Directors at its first subsequent meeting.

Appointments and Composition

1. The Executive Committee shall be composed of the President, Vice-President, Secretary, and Treasurer of the Board and one at-large member.

2. The Chair of the Executive Committee shall be the President of the Board of Directors.

3. The President, Vice-President, Secretary, Treasurer and one at-large member shall be elected in accordance with procedures set forth in the By-laws of the organization.

Responsibilities

1. Meet to draw up an agenda for meetings of the full Board of Directors.

2. Make decisions on behalf of the full board as needed which cannot wait for the full board or on matters delegated to the Executive Committee by the Board of Directors.

3. Maintain effective communication with the committees of the organization.

4. Coordinate the annual planning and budget process of the organization in conjunction with the Finance Committee and the CEO.

5. Annually review the performance of the CEO according to the procedures outlined in the Personnel Policies of the organization. (The CEO, in turn, is responsible for the annual performance review of other staff.)

6. Respond to the call of the Board President or CEO for emergency meetings to deal with special problems between regular Board meetings.

7. Annually submit objectives as part of the planning and budgeting process.

8. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors.

9. Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.
Finance Committee

**General Purpose**

The Finance Committee is commissioned by and responsible to the Board of Directors. It has the responsibility for working with the CEO to create the upcoming fiscal year budget; presenting budget recommendations to the Board; monitor implementation of the approved budget on a regular basis and recommend proposed budget revisions; recommend to the Board appropriate policies for the management of the Corporation's assets. The Finance Committee shall be assisted by the CEO.

**Appointments and Composition**

1. The members of the Finance Committee shall be the Treasurer of the Board who shall serve as Chair, the President who shall serve as an ex-officio member, together with other directors appointed by the President with the advice and consent of the Board in accordance with the By-laws.

**Responsibilities**

1. Review, and recommend to the board for approval, an annual budget for the organization in collaboration with the CEO and the CFO.
2. Also in collaboration with the CEO, review, and recommend to the board for approval and annually revise, a three-year financial forecast and long-range financial plans based on the forecast.
3. Review grant proposals when required by funders, and when necessary, recommend action by the board.
4. Review all non-budgeted expenditures over a set dollar amount to be determined by the board of directors and recommend action to the board.
5. Annually submit objectives as part of the planning and budgeting process.
6. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors.
7. Arrange for an annual audit with submission of same to the Board.
8. Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.
Resource Development Committee Description

**General Purpose**

The Resource Development Committee is commissioned by and responsible to the Board of Directors to assume the primary responsibility for raising non-grant funds to meet the budget of the organization. The Board of Directors, in consultation with the Resource Development Committee, Finance Committee and Executive Director, will determine the fundraising goal for the Resource Development Committee.

**Appointments and Composition**

1. Appointments of the Chair and members of the Resource Development Committee shall be appointed by the President with the advice and consent of the Board in accordance with the By-laws. Committee.

2. The Chair of this Committee shall be a member of the Board of Directors.

3. Members of this committee shall be members of the Board of Directors, subject to the conditions stated in the by-laws. Additional committee members may be appointed and need not be members of the Board of Directors, subject to the conditions stated in the by-laws and any relevant board policies.

**Responsibilities**

1. Develop an annual fundraising plan that will generate the funds needed to meet the non-grant fundraising goal.

2. Develop the necessary sub-committee systems to successfully carry out the fundraising events and activities that are part of the annual fundraising plan; supervise the functions of the sub-committees.

3. Develop a plan for involving Board members in the non-grant resource development activities of the organization.

4. Investigate new resource development projects and activities for possible future use.

5. Annually submit objectives as part of the planning and budgeting process.

6. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors.

7. Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.
Board Committee Plan Reporting Form

**Reporting Quarter _____**

*Name of Board Committee ____________________________*

<table>
<thead>
<tr>
<th>Strategies Assigned to Committee</th>
<th>2011 Objective</th>
<th>Quarterly Committee Progress/Results</th>
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</thead>
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<tr>
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</table>

*Form to be filled out on a quarterly basis by committee chair and submitted to Board President.*
## Sample Board and Committee Calendar

<table>
<thead>
<tr>
<th>Meeting</th>
<th>Jan</th>
<th>Feb</th>
<th>Mar</th>
<th>Apr</th>
<th>May</th>
<th>June</th>
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<tbody>
<tr>
<td><strong>Board of Directors</strong></td>
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<td>6/8 8:00 am</td>
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<tr>
<td>Executive Committee</td>
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<td></td>
<td>5/4 8:30 am</td>
<td>Quarterly Committee Report Due</td>
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<tr>
<td>Finance Committee</td>
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<td></td>
<td>Quarterly Committee Report Due</td>
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<tr>
<td>Board Development Committee</td>
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<td></td>
<td>Quarterly Committee Report Due</td>
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<tr>
<td>Resource Development Comm.</td>
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<td></td>
<td>Quarterly Committee Report Due</td>
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<tr>
<td>Strategic Plan. Comm.</td>
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<td></td>
<td>Quarterly Committee Report Due</td>
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<tr>
<th>Meeting</th>
<th>July</th>
<th>Aug</th>
<th>Sept</th>
<th>Oct</th>
<th>Nov</th>
<th>Dec</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Board of Directors</strong></td>
<td></td>
<td>8/8 8:00 am</td>
<td></td>
<td>10/10 8:00 am</td>
<td>12/12 8:00 am</td>
<td></td>
</tr>
<tr>
<td>Executive Committee</td>
<td>7/11 8:00 am</td>
<td>9/12 8:00 am</td>
<td>Quarterly Committee Report Due</td>
<td>11/14 8:00 am</td>
<td>Submit annual committee report</td>
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</tr>
<tr>
<td>Finance Committee</td>
<td>Begin work on budget with Exec.</td>
<td>Begin draft budget proposal to Executive Committee</td>
<td>Quarterly Committee Report Due</td>
<td>Bring budget to board for approval</td>
<td>Submit annual committee report</td>
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<tr>
<td>Board Development Committee</td>
<td></td>
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<td>Recruitment and orientation as needed</td>
<td>Recruitment and orientation as needed</td>
<td>Recruitment and orientation as needed</td>
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<tr>
<td>Resource Development Comm.</td>
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<td></td>
<td>Submit annual committee report</td>
</tr>
<tr>
<td>Strategic Plan. Comm.</td>
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<td></td>
<td></td>
<td></td>
<td>Submit annual committee report</td>
</tr>
</tbody>
</table>
Organizational Dashboard

Another tool that can be used to increase the effectiveness of board decision-making is the “organizational dashboard.” Chait, Holland and Taylor describe this tool in Improving the Performance of Governing Boards. The dashboard incorporates key success factors of the organization – the most essential areas of performance. These are the variables that most determine whether the organization will succeed or fail. Once the critical success factors have been identified, the board and the organization administrator (and other key staff) can then propose and consider strategic performance indicators – the qualitative and quantitative data that most accurately measure and convey the critical areas of performance. These critical success factors should be linked to the organization’s strategic plan. By focusing on these indicators, the board can position itself to place its focus on the priority areas of governance.

As the “dashboard” metaphor implies, the board will regularly refer to the organizational dashboard for feedback on how well the school is doing relative to the critical success factors. In this way, corrective action can be taken before – not during or after – a crisis erupts. The latest version of the dashboard will be included in the board packet of information. The review of the dashboard will be a standard part of each regular board meeting. A “most current version” can be maintained on the organization’s website, available for board directors anytime.

Picture the critical performance indicators for an organization displayed as a 1-3 page chart that would enable the board to regularly answer the following questions:

- What is our overall financial performance? Is our revenue structure balanced? Are we deploying our funds appropriately and according to the approved budget?
- What is the status of key financial ratios (for example, current assets to current liabilities, fixed assets to long term debt)?
- How well are we acquiring the resources we need?
- How well are we using and managing our resources?
- Are we in compliance with applicable laws, regulations and contracts?
- Are our educational programs and services achieving expected outcomes?
- What is the level of customer/member/constituent satisfaction?
- Are we attracting and retaining skilled, dedicated paid staff and volunteers?
- Others specific to your type of nonprofit.

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Board Leader Succession Planning Checklist

- **Our organization has a strategic plan to which it is committed**

- **Board roles and responsibilities have been documented and reviewed**
  - Board member job description
  - Chair job description
  - Conflict of interest guidelines
  - Board members code of conduct
  - Board committee roles descriptions

- **The future skills and talent composition of the board have been assessed in light of the organization’s future board leadership needs**
  - Organizational expertise
  - Representation
  - Community/issue knowledge
  - Fund raising ability
  - Commitment to goals
  - Interpersonal and teamwork skills

- **We have a board recruitment plan**
  - We have a three year board recruitment/board succession outlook
  - A standing recruitment or nominations committee is in place and reporting at least three times a year
  - A board member prospects list has been developed and is up to date
  - Our recruitment package is up-to-date
  - Information on our board, board member duties and on the nomination or recruitment process is on our website
  - We are using our committees as stepping stones to the board

- **We have a board development/education plan**
  - We will be conducting a board self-evaluation and will act on the results
  - We have planned ___ lunch and learn sessions for board and staff

- **We have taken steps towards a more diverse and multi-generational board**
  - Our recruitment plan includes diversity goals reflective of our mission

Source: 2008 Federation of Community Organizations & Non-Profit Sector Leadership Program, Dalhousie University Halifax Nova Scotia
### Individual Board Member Self-Review Form

Your name: _____________________________________________________

**Part 1** Are you satisfied with your performance as a board member in the following areas: (rate your performance in spaces that apply below)

<table>
<thead>
<tr>
<th></th>
<th>Very good</th>
<th>Adequate</th>
<th>Needs work</th>
</tr>
</thead>
<tbody>
<tr>
<td>Attendance at board meetings</td>
<td></td>
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<td></td>
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<tr>
<td>Input in policy development and decision-making</td>
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<td></td>
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<tr>
<td>Attendance at committee meetings</td>
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<tr>
<td>Fund development</td>
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<tr>
<td>Strategic relationship building</td>
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<tr>
<td>Other</td>
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</table>

**Part 2** What factors contributed to your performance or lack of performance in the areas above: (please be specific)

**Part 3** Here's what I would need from the board to maintain/increase my level of board commitment:

**Part 4** Do you have any other comments or suggestions that will help the board increase its effectiveness?
Exit Interview Questions For Board Directors

Instructions: At the end of their term of board service, conduct an exit interview with board directors. The ideas and feedback received will be a valuable resource for board improvement efforts.

- Why did you originally agree to serve on the board?

- Was your understanding about the requirements of serving consistent with your actual board experience?

- What suggestions would you make for improving the way the board operates?

- What are your feelings about leaving the board?

- What did you like best (and least) about serving on the board?

- What advice would you offer to incoming board directors?

- If you could do the job over again what would you do differently?
Board Meeting Feedback Form

Board Meeting Date: _________________   Complete this form before leaving today.

Circle the appropriate rating for the points listed below:

- Were the issues discussed substantive and focused on governance matters rather than operational issues?
  
<table>
<thead>
<tr>
<th>Excellent</th>
<th>Good</th>
<th>Fair</th>
<th>Poor</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>3</td>
<td>2</td>
<td>1</td>
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</tbody>
</table>

- Was the meeting characterized by action/decision-making versus passive listening to reports?
  
<table>
<thead>
<tr>
<th>Excellent</th>
<th>Good</th>
<th>Fair</th>
<th>Poor</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>3</td>
<td>2</td>
<td>1</td>
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</table>

- Was the discussion future oriented?
  
<table>
<thead>
<tr>
<th>Excellent</th>
<th>Good</th>
<th>Fair</th>
<th>Poor</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>3</td>
<td>2</td>
<td>1</td>
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</table>

- Were the materials provided helpful in understanding/resolving the issues?
  
<table>
<thead>
<tr>
<th>Excellent</th>
<th>Good</th>
<th>Fair</th>
<th>Poor</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>3</td>
<td>2</td>
<td>1</td>
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</table>

- In general, please rate the effectiveness of today’s meeting.
  
<table>
<thead>
<tr>
<th>Excellent</th>
<th>Good</th>
<th>Fair</th>
<th>Poor</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>3</td>
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<td>1</td>
</tr>
</tbody>
</table>

- What was the most valuable contribution the board made TODAY to the long-term welfare of La Casa and the people we serve?

- Based on today's discussion, what are the most important topics we should address at our next meeting?

- How can our next meeting be more productive?

- Please write additional comments below:
Governance Committee Description

**General Purpose**

The purpose of the Governance Committee is to build and maintain a strong Board for the organization. The Committee will establish and drive a continuous improvement process in order to help the Board and individual Directors become more valuable as strategic assets of the organization, contributing to our long-term success.

**Appointments and Composition**

The members of the Governance Committee shall be board directors appointed by the President with the advice and consent of the Board in accordance with the By-laws.

**Responsibilities**

1. Review the structure and size of the Board and the Board committees. Periodically, review with the Board the appropriate skills and characteristics required on the Board in keeping with the strategic direction of the organization.
2. Identify and consider candidates for Board membership. On behalf of the Board, assess the skills and experience of prospective Board members. Present candidates to the full Board for consideration.
3. Review the institutional and other affiliations of directors and director candidates for possible conflicts of interest. Investigate any potential conflict of interest involving a director and make a recommendation to the Board for resolution.
4. Keep up to date on developments in the corporate governance field. Annually review and assess the corporate governance practices of the Board and recommend any proposed changes to the Board for approval.
5. Plan Board education including new member orientation, education of Board members and Board retreats.
6. Plan training and education of the Board related to governance roles and responsibilities and with respect to bridging Board knowledge gaps.
7. Conduct assessment/evaluation of the Board, the Chair, individual directors, including each director's self-assessment, and Board meetings/sessions.
8. Evaluate and monitor governance structures and processes, including policy development and processes for Board monitoring/oversight of operations.
9. Identify leadership development opportunities for existing and potential Board members to maximize member's contributions.
10. Report to the Board of Directors at regular Board meetings in a manner determined by the Board.
11. Annually submit objectives as part of the planning and budgeting process.
12. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors.
<table>
<thead>
<tr>
<th>Column 1</th>
<th>Column 2</th>
<th>Column 3</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Identifying Changes and Trends</strong></td>
<td><strong>Identifying Critical Strategic Issues</strong></td>
<td><strong>Developing Strategies</strong></td>
</tr>
<tr>
<td><strong>Instruction:</strong> Brainstorm a list in response to this question: What are the external changes and trends that have had the greatest impact on nonprofit organizations in your community (region) (field)? Consider changes in technology, demographics, lifestyle/values, economic, political, legal, philanthropic, volunteerism, etc..</td>
<td><strong>Instruction:</strong> Reflect on the major external changes/ trends that you identified in the pre-program learning activity. Now with reference to selected trends, list what you believe are the 1-3 most critical issues facing the organization over the next 3-5 years. Try to word your statements in the form of questions as in the example below:</td>
<td><strong>Instruction:</strong> With reference to the critical issues you identified in the second program learning activity, generate some strategies that respond to some of those critical issues. See the example below:</td>
</tr>
<tr>
<td><strong>Example:</strong> <em>Emerging technologies will continue to transform the ways organizations can communicate with their markets/constituencies.</em></td>
<td><strong>Example:</strong> <em>How can our organization make the most effective use of emerging technologies to strengthen our relationships with donors, volunteers, members and other key supporters?</em></td>
<td><strong>Example:</strong> <em>Expand agency use of internet technology to strengthen communication with key constituencies.</em></td>
</tr>
</tbody>
</table>
## Foremost Strategic Challenges
**Facing the ABC, Inc. Over the Next 3 years**

<table>
<thead>
<tr>
<th>Foremost strategic issues and challenges that the organization will need to address over the 1-3 years</th>
<th>What roles would be appropriate for the board to play in addressing each issue listed in Column 1?</th>
<th>Clarify the board's need for information and education regarding this issue. (In order to make good decisions in response to this issue, what new things will the board need to know and be able to do?)</th>
<th>What resources can the Board access to help address this issue?</th>
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<tbody>
<tr>
<td>1.</td>
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<td>4.</td>
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</table>
Strategic Issue Briefing Paper Format

Critical Issue Statement:

- **Background:** *(Why and how this is a critical strategic issue for the ABC, INC.?)*

- **Opportunities for the ABC, INC.:** *(Opportunities for growth, improvement, and/or increased program impact for?)*

- **Threats for the ABC, INC.:** *(Threats to the ABC, INC. and/or constituents served — consequences for the ABC, INC. if nothing is done in response to this issue.)*

- **How Nonprofits and Other Organizations Facing Similar Issues, Opportunities and Threats Are Responding:** *(What changes, strategies, shifts in direction are organizations attempting? NOTE: Don’t limit yourselves to what other nonprofits are doing. Consider other kinds of organizations as well.)*

- What major choices, decisions and/or shifts in direction does this issue challenge us to consider?

- What other information do we still need in order to develop effective responses to this issue?
Strategic Plan Roles

Board
1. Sets overall direction and communicates that direction to the organization
2. Formally approves the strategic plan
3. Assures alignment of overall staff, board and committee planning
4. Assures that strategic plan guides board recruiting efforts
5. Identifies continuing and current priorities and develops organization’s financial plan accordingly
6. Establishes procedures to facilitate committees’ response to the strategic plan
7. Evaluates and updates strategic plan
8. Revises mission, vision, goals, strategic directions, and priorities
9. Establishes criteria for successful outcomes and monitors outcomes to assure quality and impact on an ongoing basis
10. Conducts annual self evaluation

Board President (and Vice President/President-Elect)
1. Defines activities in support of organization’s strategic directions
2. With Executive Director, guides Board interpretation of plan in relation to programs and other critical activities (board leadership development, community relationship building, etc.)

CEO/Executive Director
1. Develops/updates environmental scan
2. Champions the mission and vision and provides continuity
3. Interprets plan to staff, stakeholders and general public
4. Completes annual report of organization’s and committees accomplishments in relation to strategic directions
5. Assists president and board with development of implementation plan within defined areas of board responsibility
6. Sets schedule and sequence for evaluation, review and updating of plan

Committees
1. Within the organization’s Strategic Plan, identify committee priorities that support goals and strategic directions
2. Develop activities that support committee priorities
4. Contribute to overall organization’s strategic planning process.
Young Voices in the Boardroom
by Betsy Rosenblatt

One in every four US residents is under 18. Young people are members of our communities, clients of our organizations, as well as its future leadership. That's why more organizations are involving young people in new ways, including as board members. Young people are willing to work and eager to learn, so why not take them up on it?

Why bring a young person onto your board? There are many reasons, but here is a sampling.

- Diversity of viewpoint: Young people may offer creative thinking and fresh perspectives that may not be present on your board.
- Long-term growth: How better for young people to learn about nonprofits, leadership, and contributing to their community than through board service? How better for your board to ensure it won't wither and die when current members retire from service?
- Community outreach: Youth have powerful and effective informal networks. If you want to reach young people in your community, recruiting two to serve on your board may be a great way to do so.

When you bring up this idea with others on your board, some people may object. They might say that teenagers don't know how to be board members, or that high school students will leave the area after graduation. It WILL take commitment from the adults on the board to make it work. You may need to adjust meeting times, bylaws, or board member requirements. But some of the changes you might enact - such as reducing the use of jargon and acronyms, making financial reports easier to understand, or creating a board member mentor mechanism - are changes that can be good for everyone on the board.

Following are potential obstacles to young people serving on boards and how to overcome them.

- Legality and bylaws. Most state laws are silent on the issue of minors serving on boards, but you might want to check with an attorney or local resource center who can outline your state's laws. Many organizations specify age limits for board members, on both ends. It is easy to change bylaws to make your board more inclusive.
- Budget. You may need to include money in your budget to make board meetings more accessible to young people. This might include serving food at meetings if they're right after school or providing transportation.
- Board member requirements: If your board requires, for example, personal financial contributions of a fixed amount or higher, it may be preferable to change the requirement to "a level that is personally meaningful." In another example, you may need to be willing to accept high school seniors for one-year terms instead of the usual two-year terms.

Want to start now? Here are some steps to get you started.

- Assess your willingness and readiness: Are your board and staff willing and able to make changes?
- Look to your constituents. Who are you serving? Find two or three young people who are in your pool of clients, students at local schools, or involved in related activities to your mission.
• Call your local Volunteer Center to see if they can help find potential young board members. Many of them have or know of special programs to train and place young people on boards.
• Plan a strong orientation. Young people need the same equipment and background as adults on your organization, as well as some basics on the nonprofit sector and how meetings are conducted.
• Conduct training. Both young people and adults benefit from ongoing board development programs.

There was a time when all board members were new to nonprofits and philanthropy and had to find their way around. What better time to make that happen than when people are young and open to new ideas, and full of creativity and energy?

An organization called Youth On Board has done a great deal of thinking about how and why to bring young people onto the board. They publish "Fourteen Points for Successfully Involving Youth in Decision-Making" ($25 per copy plus $4.50 s&h) or call them in Massachusetts at 617-623-9900, or visit their website at http://www.youthonboard.org. BoardSource co-published with this organization, "Youth on Board: Why and How to Involve Young People in Organizational Decision-Making" (28 pages, $12 members; $16 non-members). Call 800-883-6262 or visit www.boardsource.org.

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Resource Bibliography: A Starter List for Board Members

- Board Member Newsletter by BoardSource (Included with membership) [http://www.boardsource.org/Membership.asp](http://www.boardsource.org/Membership.asp).
  - Developing a Board Recruitment Plan
  - Encouraging Visionary Board Leadership
  - Orientation and Training of Board Members
  - The Board Role In Strategic Thinking And Planning
  - Visionary Board Leadership Assessment
- Boardstar. [boardstar.org](http://boardstar.org).
- Nonprofit Picks of the Week. The only nonprofit capacity building resource of its kind on the Web offering recommendations in the following categories: Websites, Publications, Trends, Useful Resources, and Tech Tips. Published on a weekly basis since 2004, the Picks of the Week are updated each Monday. To check out the full six year archive, go to: [http://createthefuture.com/Picks%20%20Archives.htm](http://createthefuture.com/Picks%20%20Archives.htm).

For more information, contact:

Frank Martinelli
The Center for Public Skills Training
2936 N. Hackett Avenue, Milwaukee, WI 53211
Voice: 414-961-2536
email: frank@createthefuture.com
Website: [http://www.createthefuture.com](http://www.createthefuture.com)

Helping Determined Nonprofit Leaders Harness the Power of Shared Vision . .
ABC, Inc. Board Development Project

Board Development Recommendations for Review and Adoption by the Board

1. Adopt the job description for individual board members, officers and committee chairs as revised by the board and use this job description as part of board development activities including recruitment, training and orientation, performance assessment and leadership development of board members. (Pages )

2. Develop and affirm a clear definition of the roles and responsibilities of the board and executive director. The three column format will be used. The purpose of this role definition chart is to build and foster a mutually beneficial, supportive partnership between the board of directors and principal. (Pages ) Also see Board Staff Time Allocation Graph (page )

3. Establish and operationalize the following standing committees: executive, governance, resource development, and finance. Develop work groups and task forces as needed to enable the board to do other work that is responsible for you. Committees and workgroups will have written descriptions outlining their responsibilities and composition. (Pages )

4. Set an annual 2009 schedule for board meetings and standing committees responsible for major decisions such as development of the budget, annual review and update of the strategic plan and major decisions to be identified by the board and executive director. (Pages )

5. Annually conduct a self-assessment of board members utilizing the one-page form in the board development packet. Use the results of the assessment to provide recognition and assure accountability of board members. (Pages )

6. Implement the strategic board recruitment, orientation and development process as outlined in the ABC Board Development Workgroup Report. This includes use of an exit interview when board members leave the board of directors. (Pages )

7. The board president, executive committee and executive director will utilize the board meeting planning process to design and conduct meetings of the board. The board approved meeting process will incorporate use of a meeting agenda that emphasizes action and decisions including a consent agenda. A meeting feedback form will also be used; the results will guide future efforts to enhance board meetings. (Pages ) Also see Board Decision Flowchart (page )

8. Design and use an organizational dashboard to monitor progress of board and staff in implementing the strategic plan. Performance measures in the dashboard will align with the strategic plan. (Pages )
## Sample Board and Committee Development Plan

<table>
<thead>
<tr>
<th>Change/Practice</th>
<th>By When</th>
<th>Who Responsible</th>
<th>Evaluation Measure</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Ensure that Board committee commissions and work plans are in <strong>Alignment with the Strategic Plan.</strong></td>
<td>90 days</td>
<td>Executive Committee</td>
<td>Observable evidence of alignment in reports, commissions and work plans of committees; 50% completion of tasks reflected in Summit guidance on page 11.</td>
</tr>
</tbody>
</table>
| 2. Evaluate the use of a **Consent Agenda** in Board of Managers meetings.  
  - See page 2 for overview of consent agenda use.  
  - Review two resources on effective use of consent agendas. | December 31, 2008 | Board chair; board member volunteer with experience in use of consent agendas, and Executive Director | Internal review completed; Utilized as appropriate in 2009 |
| 3. Utilize an annual **Board Member Evaluation form.**  
  - See page 3 for sample form.  
  - Agree on how results will be used to enhance board member performance. Example: results are compiled by staff, shared with Board President, and are used as the basis for targeted contact with individual board members to provide recognition and, as appropriate, suggestions for corrective action. | Initiate use with full board by December 31, 2008 | Board chair, Board Development Committee and Executive Director; Yet to be selected board member volunteer/s. | Use of Evaluation |
| 4. Utilize brief **Board and Committee Meeting Review Form** after each meeting to maintain a focus on board and committee priorities.  
  - See pages 4-5 for sample forms.  
  - Agree on how results will be used to enhance future meetings. Example: results are compiled by staff, shared with Board President and committee chairs, and decisions about what will change in future meetings.  
  - Consider Marquette Univ form | Pilot use during 2007-8 with a selected committee; Initiate use with full board by December 31, 2008 | Board chair, Board Development Committee and Executive Director; Yet to be selected board member volunteer/s. | Use of Meeting Review Form; Report to Executive Committee re: enhanced performance of committees and board |
| 5. Review the current **Board and Committee Calendar and enhance as appropriate.**  
  - See page 6 for sample annual calendar. | November 30, 2008 | Adhoc board workgroup | Internal review completed; Utilized as appropriate in 2009 |
| 6. Evaluate the use of an **Organizational Dashboard** to manage information flow to the Board.  
  - See page 7 for sample form. | 90 days | Adhoc board workgroup | Internal review completed; Utilized as appropriate in 2008 |
<table>
<thead>
<tr>
<th>Change/Practice</th>
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<th>Who Responsible</th>
<th>Evaluation Measure</th>
</tr>
</thead>
<tbody>
<tr>
<td>7. <strong>Use Task Forces and Work Groups for short term projects</strong></td>
<td>90 days</td>
<td>See #1, #5 and #6 above Executive Committee</td>
<td>Work assignments completed as laid out in plan</td>
</tr>
<tr>
<td>8. <strong>Use results of Board Member Personal Action Plan</strong></td>
<td>December 1, 2008</td>
<td>Board chair; Executive Director; Individual board members</td>
<td>Forms distributed with personal notes from board chair and Executive Director.</td>
</tr>
</tbody>
</table>
| • Make copies of each submitted personal action plan  
• Return one copy to the board member  
• Use the responses as the basis for targeted follow-up with board members to confirm their action commitments and to address, as appropriate, their feedback regarding what they need from the organization in order to carry out the actions they are committing to. | | |
| 9. **Collect Board Member Personal Action Plan forms from board members who were not present at the Board Summit.** | June 21, 2008 | Michelle | Completed forms from board members |
| 10. **a. Disseminate Guidance for Committees with committee chairs and other leaders as appropriate; b. Committee incorporates guidance as appropriate.** | a. 90 days  
b. December 31, 2008 | Executive Committee, Executive Director; Individual committee chairs | a. Task completed; b. Committee review of guidance; Report to Executive Committee re: enhanced performance of committees. |
| • Share committee specific guidance with the chair of each committee  
• Use the guidance as the basis for targeted follow-up with committee chairs to seek commitments from them regarding the guidance they will incorporate into their committee work.  
• See pages 8-10 for summary. | | |
| 11. **Review board size and submit recommendations and findings to the Board** | 60 days after completion of board and committee structure review | Board Development Committee | Internal review completed; Recommendations and findings acted upon in 2008. |
| 12. **Complete an evaluation of the board development plan** | Annually | Executive Committee; action steps handled by Board Development Committee | Evaluation completed; Measurable increases in levels of board and committee attendance and performance; levels of board member satisfaction |