



Self-Paced Guide

Board Development Course

Appalachian Regional Commission (ARC) *READY Nonprofits*

Presented by Strategic Consulting Partners

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Appalachian Regional Commission Overview

The Appalachian Regional Commission (ARC) is a regional economic development entity that represents a partnership between federal, state, and local governments. Established by an act of Congress in 1965 through the Appalachian Regional Development Act (ARDA), 40 U.S. Code §§ 14101–14704, ARC is composed of the governors of the 13 Appalachian states and a federal co-chairperson, who is appointed by the president of the United States. Local participation is also provided through multi-county local development districts (LDDs). ARC serves a 206,000-square-mile region of 26.4 million people that includes all of West Virginia and parts of 12 other states: Alabama, Georgia, Kentucky, Maryland, Mississippi, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, and Virginia. To learn more about ARC’s strategic investment goals, objectives, and guiding principles visit www.arc.gov.

Session 1

SESSION 1: Overview

- I. Welcome
- II. Course Overview
- III. Course Outcomes
- IV. Course Objectives
- V. Assignment

I. Welcome

Welcome to the Self-Paced Board Development course for the *READY Nonprofits* Training Program. This course is designed to support nonprofit organizations in the Appalachian Region with emphasis on improving their internal capacities, which will help them leverage other resources to improve the quality of life and foster economic development in their surrounding communities.

II. Course Overview

The board development course for nonprofits is designed to equip individuals with the knowledge and skills needed to cultivate effective and high-performing boards within the nonprofit sector. Participants will explore fundamental principles of governance, ethical responsibilities, recruitment, onboarding, and the roles and responsibilities of board members. Emphasis will be placed on fostering a culture of accountability and navigating the unique challenges faced by nonprofit boards.

Through content covered within this guide, provided questions to prompt dialogue within your organization, and practical exercises, participants will learn strategies for effective board leadership. Completion of this guide will enable organization members to contribute to the strategic direction and long-term success of their nonprofit organizations.

This course includes five sessions with each session incorporating up to three modules. Each module provides content related to the course objectives and learning outcomes. We encourage you to explore the various reflection questions and assignments to help further your engagement with the course materials and direct application within your organizational environment. This course is designed to be completed sequentially by starting with session one and ending with session five. Each session's assignments and activities build upon content covered in prior sessions. Throughout the materials there are questions to be used as a cue to pause and take notes or reflect in a manner and medium that best suits your learning style. Reflecting on application is key in extending learning and permeating the knowledge, tools, and practices throughout your organization.

III. Course Outcomes

Participants will be equipped with the tools and knowledge to build and sustain boards that are not only compliant with legal and regulatory requirements but also poised to actively support and advance the mission of the nonprofit they serve.

IV. Course Objectives

At the conclusion of this course, participants will know how to do the following:

- Explore roles and responsibilities of board and staff.
- Implement a board self-assessment to identify areas for improvement and set annual goals.
- Create a board recruitment and development plan.
- Examine the importance of strategic planning.
- Understand the responsibilities of fiduciary oversight.

- Assess board committee structure for effective governance.
- Review core components of effective bylaws and board structure.

V. Assignment

As you begin this course, please review the assignments within each session and complete them. This will begin to provide you with the foundational information to move through the course content and apply the learning within your organization.

- Complete the Board Report Card Worksheet. Review the instructions in detail as **each member of your board should complete the worksheet**. For planning purposes, you will be asked to reflect on the responses collected at the beginning of Session 3.

Board Report Card Instructions: Each board member completes the worksheet individually and compares the results with the ratings of the other members. Answer the questions as best as you can. If you can't answer with a grade and/or effort score, please leave a comment to explain. Discuss the results and identify ways to keep growing.

Regular usage of this tool will help you identify patterns and progress. Strive to ensure that both your grade and effort improve.

Instructions:

For each indicator, select a grade of A - F to assess **impact of effort**. Then, for each indicator, select a score of 1-3 to assess **level of effort**. If you're unable to select an impact grade or effort score, please share any relevant feedback in the comments section.

Level of Impact: Grade A-F | Grade A represents extremely high impact | Grade E represents extremely low impact.

Level of Effort: Rating 1-3 | Rating of 3 represents highest effort | Rating of 1 represents lowest effort.

Note: An "A" grade with a "3" in effort, indicating excellence but low effort, may not be better than a "B" grade with a "1" in effort, indicating good work but high effort.

High grades with low effort may indicate you are not applying yourself enough.

Board Report Card

STRATEGIC DIRECTION & LEADERSHIP	Grade A-F	Effort 1-3	Comments? What can we do better? How can we improve?
Our vision and mission clearly communicate what we do and what we want to achieve.			
Vision, mission, and strategic plan are all reviewed and approved yearly.			
We have a board-led, staff-driven strategic planning process. Our plan lays out specific, measurable goals and is updated annually.			
We have a system to assess the changing environment and reinvent ourselves regularly.			
We effectively identify and address weaknesses and problems before they become major issues.			
Our values and beliefs are reflected in our programs, activities, and actions.			
Our budget expenditure reflects our strategic initiatives and priorities.			
The CEO gives quarterly feedback on performance and progress toward desired results.			
We have adopted a fundraising strategy and reflect on its successes.			
Board members understand their roles and responsibilities in fundraising efforts.			
We have an established approach/framework to pursue and develop strategic alliances.			
Expectations of what each board member should “give, get, or do” are clearly defined.			

We are confident in our ability to deal with whatever the future holds.			
COMMUNICATIONS	Grade A-F	Effort 1-3	Comments? What can we do better? How can we improve?
We solicit feedback from our stakeholders, respond to concerns, and identify evolving needs, wants, and values.			
We are clear on who can serve as the organization's spokesperson.			
We regularly share information about our accomplishments and success with our members and the press.			
Each target audience we serve knows what we do.			
The board and staff understand and can convey the organization's mission and purpose.			

EFFECTIVE MEETINGS	Grade A-F	Effort 1-3	Comments? What can we do better? How can we improve?
Board meetings are efficiently and effectively conducted with quality agendas and materials that are sent before the meeting, and follow-up is sent out no more than one week after board meetings.			
Board meetings are conducted quarterly or twice yearly and have clearly defined outcomes.			
Board members are prepared for, attend, and participate in meetings.			
Board members do not miss meetings except in emergencies.			

Board debate is lively and respectful.			
GOVERNANCE	Grade A-F	Effort 1-3	Comments? What can we do better? How can we improve?
The board has a system to evaluate itself regularly.			
The board receives systematic training every year.			
The board is evaluated by an outside source at least every 3 years.			
Bylaws are reviewed at least once every 3 years.			
The board has term limits.			
There is a process to remove board members who do not comply with board policies.			
An effective committee structure is documented with adequate participation of board members to manage the core governance responsibilities (strategic direction, fiduciary, legal/ethical standards).			
Volunteers who serve on ad hoc committees are increasing.			
Our policies, processes, and insurance adequately protect the board, staff, and volunteers.			
We regularly review and comply with our conflict of interest and antitrust policies.			
Our policies and practices protect against and provide recourse for harassment.			
We have clear and effective crisis management and crisis disaster preparedness plans.			

We have a clear and consistent document destruction program in place.			
The CEO/Executive Director is given powers (empowerment) and parameters of operating without board approval.			
The staff is given clear expectations around their roles and responsibilities by the CEO/Executive Director.			
The board does not micromanage.			
The staff has the talent and tools to fulfill the mission of the organization.			
The CEO/Executive Director and staff have funding allocated and budgeted for professional development, and there is a commitment to do so.			

CULTURE	Grade A-F	Effort 1-3	Comments? What can we do better? How can we improve?
Each board member feels valued, engaged, and properly utilized.			
Each board member seems proud to serve as a member of the board.			
Our policies and actions reward and recognize behavior we want to encourage.			
Our policies and actions DO NOT reward behavior we want to discourage.			
Interaction between CEO and board as well as among board members reflects mutual trust and respect.			

FINANCE	Grade A-F	Effort 1-3	Comments? What can we do better? How can we improve?
Our organization has strong financial management and whistleblower policies.			
Budgets and expenditures are aligned with the mission and goals.			
The board approves a realistic budget and monitors financial performance and projections regularly.			
We regularly hire an outside accountant to audit the organization's financials.			
We regularly monitor whether our assets are being used primarily for program and service delivery.			
The board and staff know how to read and respond to financial statements and audits.			
We have a process to ensure government contract obligations and donor restrictions are fulfilled.			

What are the top three biggest issues facing our board?

What two to three changes could improve the board's effectiveness and support the organization's success?

Congratulations on completing the Board Report Card!

Your time, care, and thoughtfulness in completing this evaluation tool will contribute to a stronger and more effective Board of Directors, with healthier communication and aligned goals!

Session 2

SESSION 2: Overview

- I. Session Outcomes
- II. Standards for Excellence
- III. Importance of Nonprofits and Nonprofit Boards
- IV. Nonprofit Governance
- V. Nonprofit Board Governance
- VI. Effective Boards
- VII. Assignment

I. Session Outcomes

Session Outcomes

After this session, you will:

- Have a deeper understanding of the legal reasons for having aboard.
- Have a deeper understanding of the fundamentals of board governance.
- Have a deeper understanding of the board's role in fundraising.



II. Standards of Excellence

Standards For Excellence



Developed by the Standards for Excellence Institute

By implementing the performance benchmarks in the code, nonprofit organizations will meet the highest ethical standards for effective service in the public interest.



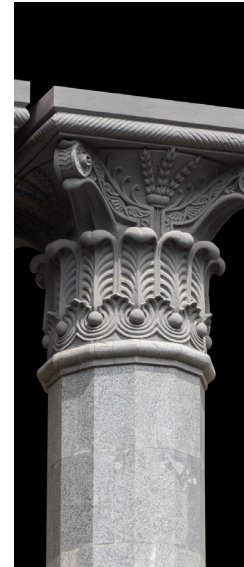
By following the guidelines outlined by the Standards for Excellence Institute, nonprofits can meet the challenges facing nonprofits and provide the highest quality service in the public interest.

- The Standards describe how nonprofits should act to be ethical and accountable in their program operations, governance, human resources, financial management, and fundraising.
- The Standards are based on 58 guiding principles.
- This is one set of standards, but there are others successfully used by nonprofits.

A. Standards of Excellence and the Five Pillars

Standards for Excellence and the Five Pillars

-  1. Mission, Strategy, and Evaluation
-  2. Leadership: Board, Staff, and Volunteers
-  3. Legal Compliance and Ethics
-  4. Finance and Operations
-  5. Resource Development



This course uses a modified version of the Standards for Excellence. Several of the pillars are:

1. Mission, Strategy, and Evaluation: Mission and impact, planning strategically, organizational evaluation, program evaluation, strategic partnerships

2. Leadership: Board, Staff, and Volunteers: Leadership and governance, leadership and operational management, cultural competency

3. Legal Compliance and Ethics: Maintaining legal compliance, required public disclosures, reporting misconduct and whistleblower protection, conflicts of interest, ethics

4. Finance and Operations: Financial budgeting, reporting, and monitoring, internal controls and financial policies, personnel policies, administrative policies, risk management and insurance

5. Resource Development: Resource plan, sources of income, fundraising, donor relations, acceptance of gifts, fundraising on behalf of the organization

The Standards for Excellence is one of several models for optimum board management.

III. The Importance of Nonprofits and Nonprofit Boards



Importance of Nonprofits and Nonprofit Boards



A. Why are Nonprofits Important?

Why are Nonprofits Important?

- Take a moment to reflect on why nonprofits are important.
- Write three reasons why nonprofits are important.





Questions to consider:

Why are nonprofits important?

What words or phrases come to mind when you consider the nonprofit organization that you are a part of? This can be any aspect of the nonprofit – the mission, impact, services, programs, or other organizational components that come to mind.

Now that you have reflected on the importance of nonprofit organizations, we will delve deeper into statistics around the sector and impacts to the economy.

Why Nonprofits?

1.8 million nonprofits

- Registered with the IRS in 2023 (10% increase from 2005)
- Represent art, health, education, and advocacy; labor unions; and business and professional associations

\$2 Trillion

- Added to the US economy in 2023 in goods and services purchased and salaries of employees



Why Nonprofits?

\$557.16 billion

→ In private giving from individuals, foundations, and businesses in 2023

\$130 billion

→ In government funding to pay programming costs

12.8 million people

→ Employed by nonprofits in 2022



Why Nonprofits?

\$634 billion

→ Paid in nonprofit wages

28.3 % of US adults

→ Volunteered in 2023 (4.99 billion hours of service with \$167.2 billion of economic value)



The nonprofit sector has significant impacts on the economy through creating jobs, driving demand for goods and services, and generating tax revenue through their operations and the activities they stimulate. Nonprofits employ millions of people at various skill levels, are significant consumers of goods and services, and provide essential services that support communities.

Nonprofits receive billions of dollars in private giving¹, which requires oversight and fiduciary responsibility for the receiving organization to act in good faith and in the best interest of the organization and its beneficiaries. Nonprofit organizations should have a board to act as the trustees of the organization's assets and exercise due diligence and oversight to ensure strong management and financial status.

[1. Giving USA's report shared that 557.16 billion was given in 2023](#)

Why Do We Need a Nonprofit Board?

- The IRS requires that nonprofit organizations comply with fiduciary reporting measures.

Board members are the fiduciaries who steer the organization toward a sustainable future by adopting sound, ethical, legal governance, and financial management policies. They also ensure that the nonprofit has adequate resources to advance its mission.

IV. Nonprofit Governance



Nonprofit governance is the system of rules, practices, and processes used to manage and oversee an organization to ensure it effectively achieves its mission and remains sustainable. The board of directors holds the legal authority and responsibility of overseeing high-level strategy, financial health and management, while ensuring compliance with laws and regulations.

A. Key Aspects of Nonprofit Governance

Board of Directors: The board is the primary governing body, responsible for making high-level decisions, setting the organization's direction, and overseeing operations.

Legal and Fiduciary Responsibility: Board members have a fiduciary duty to act in the best interest of the organization, requiring them to be prudent, loyal, and obedient. This includes a duty of care, a duty of loyalty, and a duty of obedience.

Oversight of Management: The board oversees the executive director and management team, holding them accountable for implementing the organization's mission and goals.

Strategic Planning: A core responsibility is setting the organization's long-term vision and strategic plans, ensuring alignment with the mission.

Financial Management: The board ensures the organization's financial health and accountability by approving budgets, monitoring financial resources, and ensuring accurate record-keeping.

Accountability: Nonprofit boards are accountable to the public and stakeholders, and their governance ensures the organization acts ethically and transparently.

Distinction from Management: Governance (the board's oversight) is distinct from management (day-to-day operations), which is handled by the executive director and staff.

B. Five Basic Good Governance Practices

The National Council of Nonprofits shares the following Good Governance Policies for Nonprofits:

- **Maintain [corporate minutes](#)** of all board meetings, and for committee meetings of any committees that are authorized to act on behalf of the board, such as an executive committee (see IRS Form 990, Part VI, Section A, line 8).
- **Annually review** a written policy and complete a questionnaire about [conflicts of interest](#) (see [IRS Form 990](#), Part VI, Section B, Line 12). **Document** in minutes of board meetings when the policy is invoked.
- **[Approve the executive director/CEO's compensation](#)** and benefits, and document how the board determined that the compensation is appropriate and not excessive (see IRS Form 990, Part VI, Section B, line 15).
- **Require the board to review a copy of the IRS Form 990** before it is filed (see IRS Form 990, Part VI, Section B, line 11). For smaller nonprofits that only file the Form 990-N, make sure the board knows about the annual filing requirement.
- **[Disclose to the public](#)** the nonprofit's three most recently filed annual returns with the IRS, as well as its application for tax-exemption and related correspondence and attachments.

Additional governance practices, policies, and resources are available on the National Council for Nonprofits [website](#) for review and reference.

Both Executives and Board Members Have Expressed Frustration



“I sit on the board but don’t really understand what we do.”

“I provide my own year-end review because I don’t have clear goals in place.”

“I’m tired of inconsistent and stressful fundraising.”

“I’m so tired of thinking about admin and fundraising. I wish I could just focus on our true mission.”

“I am constantly playing catch-up.”



Questions to consider:

What frustrations does your board experience?

Can you relate to the comments on the slide?

Would you add anything to the list noted on the slide from your experience?

C. Symptoms of Dysfunctional Boards

Symptoms of Dysfunctional Boards

- Endless conversation of trivial items
- Short-term bias: Last month's finance report takes more time than the strategic position of the organization.
- Reactive stance: Staff dictates topics and direction, and the board reacts.
- Reviewing, rehashing, and redoing (sometimes intentionally designed)
- Leaky accountability



Questions to consider:

How can we meet these challenges of dysfunctional boards?

Are any of these symptoms showing up in your nonprofit organization? If so, what steps could be considered to begin addressing the dysfunction?

D. Board Maturity Continuum



As nonprofits grow, so should their boards. The Board Maturity Continuum is a model that tracks a board’s development from a basic level to a more advanced stage, shifting from focus on operations to long-term strategy and governance. The board’s focus should shift over time from the early stages of the organization to a more mature stage.

V. Nonprofit Board Governance



Nonprofit Board Governance



A. The Three Duties of Fiduciary Governance

The Three Duties of Fiduciary Governance

Duty of Care

The **Duty of Care** describes the level of competence that is expected of a board member and is commonly expressed as the duty of care that an ordinarily prudent person would exercise in a similar position and circumstance. This means that a board member owes the duty to exercise reasonable care when they make a decision as a steward of the organization.

Duty of Loyalty

The **Duty of Loyalty** is a standard of faithfulness that says a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain but must act in the interests of the organization.

Duty of Obedience

The **Duty of Obedience** requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.



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B. Governance as Leadership Model


Governance as Leadership Model



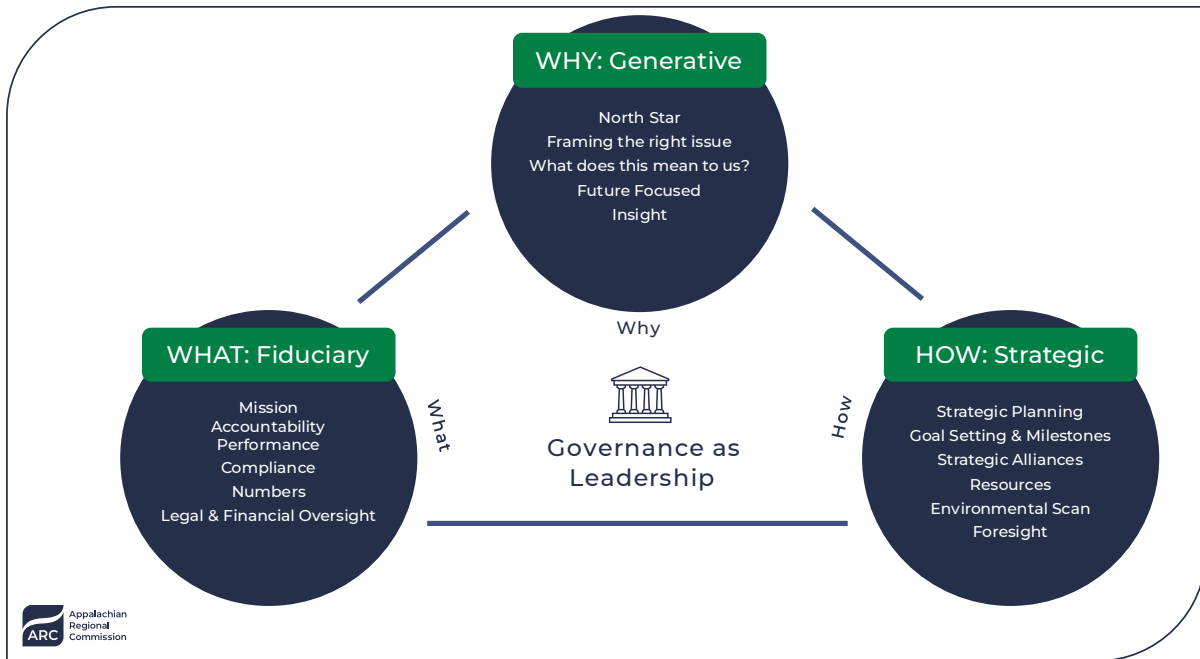
Governance as Leadership

The model is a framework for boards to:

- Shape strategic direction
- Lead beyond basic oversight
- Contribute to innovation and future growth



Governance as Leadership model is a framework that views a governing body like a board of directors, not just as an oversight entity but as an active leader in shaping an organization's strategic direction. It goes beyond basic fiduciary duties to actively contribute to innovation and future growth, often encompassing three key modes: fiduciary, strategic, and generative.



Governance as Leadership

The Board:

- Develops insight and understanding about a question, problem, challenge, opportunity
- Develops a sense of the organization's identity to most effectively respond to a problem
- Generates and discusses alternatives
- Discerns and frames problems
- Pursues different perspectives
- Discusses robustly

Questions to Ask Your Organization:

- What are the most compelling signs of the success of our organization to date?
- What best explains our success to date?
- What will be the most compelling signs of success in 10 years?
- What will best explain our success 10 years from now?
- What governance/board issues could impede our progress?

Fiduciary Role

- Board has duties of loyalty and care to the organization
- Board members oversee operations and ensure accountability.

Questions to Ask:

- Are we asking in accordance with our mission?
- Is something missing or out of order?
- Does everything comply with established policies, procedures, and precedents?
- Is the organization compliant with licensing, certifications, accreditations, rules and regulations?



Fiduciary

Mission
Accountability
Performance
Compliance
Oversight



Generative Role

- Board engages in sensemaking to interpret complex, ambiguous, or emerging issues. Board frames problems, explores meaning, and shapes organizational direction through inquiry and dialogue

Questions to Ask:

- What problem are we really trying to solve, and for whom?
- What assumptions are we making—and what if they're wrong?
- How does this issue connect to our mission, values, and long-term impact?
- What voices or perspectives are missing from this conversation?
- What would success look like beyond metrics?



Generative

North Star
Framing the Right Issue
Future Focused
Insight



Strategic Role

- Board partners with executive leadership to set direction and priorities. Board focuses on goals, strategies, and resource alignment to advance the mission

Questions to Ask:

- Do we have a strategic plan?
- Are we pursuing the right priorities to advance our mission at this moment?
- What outcomes are we trying to achieve, and how will we know we're succeeding?
- Are resources aligned with our strategic goals?
- How does this decision position the organization for long-term sustainability and impact?



Strategic

Strategic Planning
Goal Setting
Alliances
Resources
Foresight



Questions to consider:

Does your board primarily function in the Fiduciary, Generative, or Strategic role?

What stage of the Board Maturity Continuum is your board in? What may support the board's development to the next stage?

VI. Effective Boards



Effective Boards



A. Eight Things Effective Boards Do



Eight Things Effective Boards Do



-
- Determine the mission and vision.
 - Select the CEO.
 - Support and review the CEO.
 - Ensure effective organizational planning.
 - Ensure adequate resources to do the job.
 - Ensure resources are managed efficiently.
 - Enhance the organization's public image.
 - Assess its own performance.
-



Questions to consider:

In reviewing the list of things effective boards do, how many of these do you think your board does and does well?

What steps could your organization take to support the board in taking on more of the tasks of effective boards?

B. Good Boards Gone Bad



-
- Endless conversation on the trivial
 - Short-term bias – last month's finance report gets more time than the organization's strategic position
 - Reactive stance – staff dictates topics and direction, board responds
 - Reviewing, rehashing, and redoing old business
 - Leaky accountability
 - Diffuse authority
-

Sometimes even the most effective boards can lapse and incorporate practices that can lead to dysfunction. Ensuring your organization's board maintains effective practices is a wise strategy. Annual board training can provide essential refreshers on the duties of board members and provide an opportunity for members to commit themselves to their duties. The bylaws of a board are a set of internal governing rules

that detail the structure, operations and how the board of directors' functions. The bylaws provide a framework for the board around areas such as composition, officer rules, term limits, and how to handle conflicts of interest among other important topics. The bylaws are legally binding. Organizations should consult with a legal professional to create, review, and amend bylaws.

C. How Bylaws Are Used

Bylaws: How Are Bylaws Used?

Bylaws guide the board's actions and decisions. They help prevent or resolve conflict and disagreements and can protect the organization from potential problems by clearly outlining rules around authority levels, rights, and expectations.



D. Board's Responsibility for Fundraising



Individual

- Participating in individual giving

Strategic

- Ensuring a strategic plan with desired results
- Creating an annual fundraising forecast

Oversight

- Ensuring proper reports and communications throughout the year.
-

The board is not the fundraising department, but it is responsible for ensuring that the organization has the resources to achieve strategic goals.

VII. Assignment

- Reflect on your key takeaways from this session. What might you consider doing differently within your organization?
- Find and review your organization's bylaws.
- Complete the **Whose Job Is It?** Worksheet and consider asking your board members to complete it as well.
- Collect the Board Report Card results from your board members and compile the results. Shared the results with your Board Development Committee. Use the summary results to begin to define the board development priorities.
- Preview the Board Composition Matrix.

Whose Job Is It?

Board and Staff Responsibility Clarification Exercise

Please mark the appropriate box, assigning each item to the individual (group) having primary responsibility. You may check multiple boxes if you feel the responsibility is shared, but please attempt to assign primary responsibility.

Responsibility	Board	E.D./Staff	Unknown
<i>Example</i>	X		
Determine the organization's goals.			
Ensure fundraising for the organization.			
Hire the Executive Director.			
Evaluate the Board's performance annually.			
Keep board members informed of operations.			
Formulate policy.			
Administer all phases of operations.			
Hire and supervise professional staff.			
Plan methods of program delivery			
Implement programs.			
Meet all legal requirements.			
Recruit new board members.			
Orient, train, and develop board members.			
Draft the annual operating budget.			
Establish a salary administration plan.			
Implement a salary administration plan.			
Implement policy.			
Prepare information on strategic choices for the board.			
Recommend board members for various committees.			
Provide community relations contacts.			
Evaluate the Executive Director annually.			
Evaluate the organization's results.			
Assess the organization's problems.			
Approve annual budget.			

Board Composition Matrix

High-performing nonprofit boards are thoughtful and intentional in creating a strategically composed board of directors. Composition ideally reflects differences in skill sets, professional expertise, life experiences, circles of influence, and personal and leadership characteristics. Every board's ideal composition should be considered regarding the organization's specific needs, strategies, and lifecycle as the board looks forward several years.

This matrix, **which includes Worksheets A and B noted** below, can be customized to reflect the breadth of characteristics and factors critical to your organization.

Worksheet A

Please complete Worksheet A of the Board Composition Matrix to identify your board's current composition and compare it with its ideal one. All board members should check the elements that best reflect their service on this board. The completed worksheet should be submitted to the governance committee.

Worksheet B

Customize Worksheet B of the Board Composition Matrix to align with Worksheet A. After all board members have completed Worksheet A, use this form to compile the individual worksheets. Board member names or initials can be inserted below in Columns 1, 2, etc.

The governance committee should then compare the board's current skills, expertise, and diversity to the characteristics of its ideal board and identify the gaps. Consider the impact of those cycling off the board in the next one to three years. The targeted characteristics and skills list can be prioritized according to urgency and value. The governance committee can present this analysis and its recommended priorities to the board for discussion. Once finalized, this prioritized list becomes the guide for the board as it seeks to recruit new members.

Board Composition Matrix - Worksheet A: Individual Board Member

Board Member Name: _____

Number of Years on the Board: _____ Current Term Expires: _____

Age:		Personal Style (check the two that best apply)	
Under 18		Catalyst for change	
19 - 34		Consensus builder	
35 - 50		Good communicator	
51 - 65		Mediator	
Over 65		Implementer/gets things done	
Gender		Strategist/asks excellent questions.	
Male		Visionary	
Female		Areas of Expertise (check the four that best apply)	
Prefer not to answer.		Administration/management	
Community Connections		Advocacy/public policy	
Corporate		Education	
Education		Entrepreneurship	
Faith-based organizations		Financial management: accounting	
Health care		Financial management: investments	
Media		Fundraising	
Philanthropy		Government	
Political		Governance/nonprofit management	
Small business		Health care/medicine	
Social services		Human resources	
Other:		Law	
Financial Resources		Marketing/public relations	
Money to give		Physical plant/facilities/engineering	
Access to other potential individual donors		Real estate	
Access to other resources (e.g., foundations, corporate support)		Social media	
Qualities		Strategic planning	
Leadership skills/motivator		Technology	
Willingness to work/availability		Other:	
Personal connection with the mission			

Board Composition Matrix - Worksheet B: The chart is an aggregate of all board member data. See directions on the prior pages.

	Current Members									Prospects			
	1	2	3	4	5	6	7	8	9	A	B	C	D
Age													
Under 18													
19–34													
35–50													
51–65													
Over 65													
Gender													
Male													
Female													
Prefer not to answer.													
Financial Resources													
Money to give													
Access to other potential individual donors													
Access to other resources (e.g., foundations, corp. support)													
Community Connections													
Corporate													
Education													
Faith-based organizations													
Health care													
Media													
Philanthropy													
Political													
Small business													
Social services													
Other:													
Qualities													
Leadership skills/motivator													
Willingness to work/availability													
Personal connection with the mission													
Personal Style (max. two per board member)													
Catalyst for change													
Consensus builder													
Good communicator													
Mediator													
Implementer/gets things done													
Strategist/asks excellent questions.													
Visionary													

	Current Members									Prospects				
Areas of Expertise (max. four per board member)	1	2	3	4	5	6	7	8	9	A	B	C	D	
Administration/management														
Advocacy/public policy														
Education														
Entrepreneurship														
Financial management: accounting														
Financial management: investments														
Fundraising														
Government														
Governance/nonprofit management														
Health care/medicine														
Human resources														
Law														
Marketing/public relations														
Physical plant/facilities/engineering														
Public policy														
Real estate														
Social media														
Strategic planning														
Technology														
Other														
Number of years on the board														

Session 3

SESSION 3: Agenda

- I. Assignment Review
- II. Session Outcomes
- III. Vision for Your Dream Board
- IV. Board Recruitment
- V. Onboarding and Development
- VI. Assignment

I. Assignment Review

Before moving into new content within Session 3, this session begins with reflection on the assignments from Sessions 1 and 2 and make note of action items your organization should consider as you develop your board.

Completing the Board Report Card was an assignment from Session 1. Now that you have collected the responses from your board members, please review the questions below.



Questions to consider:

What are three things that your board does well?

What are the top three priorities for your board to develop further?

What steps are needed to begin this transition?

What surprised you in the responses collected from your organization's board?

In Session 2, you were assigned to complete the Whose Job Is It? Worksheet and to ask your organization's board members to complete it as well. Below is a table that summarizes the key roles and responsibilities of both the board and the staff.

Whose Job Is It? Review

	Board	Staff
Policy	Makes policy (finance, investments, personnel, legal, systems).	Proposes and develops new initiatives.
Legal	Ensures compliance with law and proper management.	Anticipates and plans for compliance issues.
Planning	Approves mission and strategy.	Catalyzes and supports the planning process.
Program	Approves program ideas.	Provides information for the board to monitor current and future programs.
Board Development	Develops board capacity to develop itself.	Ensures the board has capacity to competently assess programs and portfolios.





Questions to consider:

How were you and your board aligned or misaligned on the roles and responsibilities?

What practices does your organization need to shift?

What steps will be needed to transition your board and staff towards this model?

II. Session Outcomes

Session Outcomes

After this session, you will have a deeper understanding of:

- Creating a vision for your board
- Improving board recruitment
- Creating a system for onboarding and engaging new board members



III. Vision for Your Dream Board

MODULE 1



Vision for Your Dream Board



A. Grow Your Board

Grow Your Board

Board members bring different skills, viewpoints, and backgrounds, which inform higher-quality decisions. This translates into more strategic guidance and risk management.



Growing your board happens on two levels:

- 1. Individually:** Board members increase their knowledge, skills, and leadership.
- 2. Collectively:** Board members learn to govern strategically, improving operations and offering more substantial support for the organization.

It's important to be intentional with who you recruit and how you recruit board members. It is important to consider that the board is not the only way to engage stakeholders, so thoughtful planning and recruitment should occur for filling open board positions.



Questions to Consider:

Reflect on your organization's recruitment plan for achieving and maintaining varied board membership. If you do not yet have a board recruitment plan, the next part of this session will delve deeper into board recruitment strategies. Considering the following questions about your board will help inform your board recruitment strategies.

In what ways is your board reflective of your community?


In what ways do you want the board to be more effective?

What skills, knowledge, and abilities are essential for a well-rounded board?


What are the obstacles to growing your board?

What strategies will overcome these obstacles?

IV. Board Recruitment



Board Recruitment



Creating a system for board recruitment will help your organization effectively seek the expertise and knowledge needed to govern effectively.

A. Board Recruitment Process



Establish a Board Development Committee: Board recruitment is an ongoing strategic and critical activity for the success and sustainability of nonprofit organizations. An effective recruitment process ensures a board has the right mix of skills, experience, and connections to fulfill its responsibilities and advance the mission of the organization.

This requires an active committee of the board to guide the board membership process. In some cases, the bylaws will mandate a committee to oversee the board recruitment and nominations process. Your organization should consider if the organization needs a board nominating committee or if this function is part of another committee's work. The board should meet and report out regularly around board membership with goals and a process for recruitment.

Prepare for Active Board Director Recruitment: Effective preparation for board director recruitment begins with reviewing the **bylaws of the organization**. The bylaws should determine who can serve on the organization's board. The committee must ensure that it complies with the bylaws regarding:

- Composition of the board
- Term limits
- Number of vacancies to be filled
- Nominating and election process

In some organizations, the Board Development committee is empowered by the organization's full board with the responsibility to search for the best-qualified candidates and bring a slate to the board, which then votes some or all of the slate into office according to provisions of the bylaws.

It is essential to review the organization's strategic plan to assess if there are any implications for governance. Many strategic plans have a focus for leadership and governance which could include board development. For example, through the strategic planning process the organization may have determined that the board needs to grow, that the organization needs to strengthen its relationship with key sponsorship segments, that the board needs a succession plan or an update to bylaws, or that the board should make a financial commitment. These action items should then impact the board's actions, training, and further development. Consulting the strategic plan and aligning efforts will help to strengthen capacity and alignment.

Develop a Profile of the Current Board: The Board Development committee develops a board composition matrix of the current board capturing the expertise, knowledge, and skills of existing members. The matrix analyzes the current board and helps to identify where there are gaps to be filled. Some common examples of criteria include experience, specific skills, community contacts, geographic location, etc. Using a board composition matrix helps to guide the recruitment process and ensure balanced composition to best support the organization's mission.

Develop an Initial List of Prospective Board Members: The Board Development Committee utilizes the results to develop an initial list of prospective board directors. It is recommended that prospective board members complete a board application to include a recent resume and references. After identifying the initial list of prospective board directors, the Board Development Committee should examine the individuals more closely with a thorough review of the board application, resume, and references. Based on the review, the board can rank the individuals for best fit for the board and organization.

Set Up Contact and Orientation with Top Prospects: The committee can then conduct in-person meeting/orientation coupled with a tour with the committee chair, board chair, and executive director. This meeting/orientation session conveys to board prospects the importance of the position they are being asked to consider. It takes time from the busy schedules of key organization leaders, but the investment of explaining the expectations and role requirements helps the prospective board members understand the importance of the role. If the board chair and committee chair are unable to attend, ensure attendance by one or more members of the Board Development Committee and the executive director.

Select and Appoint New Members: After the orientation sessions for prospective board directors have been held, the Board Development Committee meets to review all the individuals who participated. The next step is the final selection/appointment of new members to the organization board. This final step depends on the provisions of the organization's bylaws. If the bylaws call for an election from among all interested individuals, the Board Development Committee will develop ballots and other election materials as required.

B. Strategies for Effective Board Recruitment

Board Recruitment



- **Recruiting Strategies**
Develop recruiting strategies targeted to the groups and constituencies from which you wish to recruit.
- **Measurable Targets**
Set specific measurable targets for achieving board membership; for example, recruit at least two people with fundraising skills.
- **Assign Accountability**
Assign accountability for achieving the recruiting targets and monitoring progress.



Consider these 3 aspects for effective board recruitment:

1. **Recruiting Strategies**

- Develop recruiting strategies targeted to the groups and constituencies your organization wishes to recruit.
- Create a Board Development committee.
- Create a board application process.

2. **Measurable Targets**

- Set specific, measurable targets for achieving board membership. For example, recruit at least two people with fundraising skills. Recruit two people from business groups. Include representatives of your client community and faith-based leaders.
- Have a clear process for recruiting and engaging prospective members.

3. Assign Accountability

- Assign accountability for achieving the recruiting targets and monitoring progress.
- Make recruitment a priority for the organization.

C. Board Nomination Schedule and Timeline



Board Nomination Schedule

After establishing a process for developing and recruiting for your board, making the process systematic and establishing timelines is essential. Below is a sample list of what a board nomination schedule could look like. Your organization's schedule should align with your organization's bylaws, needs, and fiscal year. A sample timeline is outlined below.

Board Nomination Sample Timeline

- **Fall Meeting - Annual Meeting**
 - Elect new board members for a 3-year term.
 - Identify the incoming chair at this meeting.
- **January Meeting**
 - New board members will attend the first meeting.
 - Present and vote on a slate of board officer candidates.
 - Invite the board of directors to the Winter Board training (description below).
- **Winter - Board Training**
 - Schedule board training for current and prospective members in February and March.

- **Spring Meeting - Strategic Planning**
 - Top candidates for open board seats attend the board strategic planning meetings (no voting rights).
 - Outgoing members attend their last meeting.
- **Summer Meeting**
 - Sign required policies to include the Code of Conduct, Whistleblower, Conflict of Interest, Board Commitment, and any other policies relevant to your organization by the end of April.

D. Board Officer Job Description

Board Officer Job Descriptions

- Board President
- Vice President
- Board Secretary
- Board Treasurer
- Immediate Past President
- Committee Chair

Vice President

In addition to the responsibilities outlined in the committee member job description, this position:

- Serves as a member of the board and will succeed the current president
- Performs chair responsibilities when the chair cannot be available (see Chair Job Description)
- Reports to the board chair
- Works closely with the chair and other staff
- Participates closely with the chair to develop and implement officer transition plans
- Performs other responsibilities as assigned

Board Secretary

- Serves as a member of the board
- Oversees the maintenance of records of the board and ensure effective management of the organization's records
- Manages minutes of board meetings
- Ensures minutes are distributed to members shortly after each meeting
- Will be sufficiently familiar with legal documents (articles, bylaws, IRS letters, etc.) to note applicability during meetings

Immediate Past President

- Serves as a member of the executive committee
- Serves as chair of the governance committee

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Job descriptions for board officer roles are key to a strong foundation for recruitment. The offices of Board President, Vice President, Board Secretary, Board Treasurer, and Committee Chair are all board members whose roles should be documented via a job description. When the role is clearly outlined, board members can determine if they can fulfill the role and will better understand the requirements.

The position of Immediate Past President typically serves as a member of the executive committee and chair of the Governance Committee. Ensuring the Immediate Past President stays involved in a leadership capacity builds in the transfer of historical knowledge as well as support for the incoming Board President for continuity. Officers are typically elected during the annual meeting each year.

Sample Officer Responsibilities:

Board President

- Serves as a member of the board
- Serves as the chief volunteer of the organization
- Partners with the executive director in achieving the organization's mission
- Provides leadership to the board of directors, who sets policy and to whom the executive director is accountable
- Chairs board meetings after developing the agenda with the chief executive
- Ensures strategic planning
- Appoints chairpersons of committees in consultation with other board members
- Serves (ex officio) as a member of committees and attends their meetings when invited
- Discusses issues concerning the organization with the chief executive
- Helps guide and mediate board actions concerning organizational priorities and governance concerns
- Reviews any issues of concern to the board with the executive director
- Monitors financial planning and financial reports
- Fulfills a leading role in fundraising activities
- Evaluates annually the performance of the organization in achieving its mission
- Leads annual board evaluation and that of the CEO/Executive Director president

Vice President

In addition to the responsibilities outlined in the committee member job description, this position:

- Serves as a member of the board and will succeed the current Board President
- Performs Board President and Committee Chair responsibilities when the chair cannot be available (see Committee Chair Job Description)
- Reports to the Board President
- Works closely with the Board President and other staff
- Participates closely with the chair to develop and implement officer transition plans
- Performs other responsibilities as assigned

Board Secretary

- Serves as a member of the board
- Oversees the maintenance of records of the board and ensure effective management of the organization's records

- Manages minutes of board meetings
- Ensures minutes are distributed to members shortly after each meeting
- Familiarizes self with legal documents (articles, bylaws, IRS letters, etc.) to note applicability during meetings

Board Treasurer

- Serves as a member of the board
- Provides oversight to staff on the finances of the organization
- Provides annual budget to the board for members' approval
- Ensures development of and a board review of financial policies and procedures


Immediate Past President

- Serves as a member of the executive committee
- Serves as chair of the Governance Committee

Committee Chair

- Serves as a member of the board
- Sets the tone for the committee's work
- Ensures that members have the information needed to do their jobs
- Facilitates effective and productive discussions
- Oversees the logistics of the committee's operations
- Reports to the board president
- Reports to the full board on the committee's decisions/recommendations
- Works closely with the executive director and other staff as the executive director agrees
- Assigns work to the committee members, sets the agenda, runs the meetings, and ensures the distribution of meeting minutes
- Initiates and leads the committee's annual evaluation

E. Board Member Application



Board Member Application

It is important to have one.

- Consider the Matrix when developing one.
- Consider where it will reside, and how it will be collected.

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A Board Member Application is a good means for people to apply for board membership. A Board Member Application should include:

- Personal information
- Statement of interest explaining the motivation and connection to the organization's mission
- Professional background and relevant skills to include volunteer experience
- Availability for meetings
- References
- Identification of potential conflicts of interest
- Committee interest
- Preferred contact method
- Other relevant information

Note: Consider the Board Composition Matrix from Session 2 when developing or updating the board application.



Questions to Consider:

Does your board have an application? If so, what does it include and when was it last updated?

Where will or does the application reside?

Who manages the application process?

Is the application automated?

What do you think should be included in the board member application?

How many questions should be included?

How many questions are too many?

V. Onboarding and Development



Onboarding and Development

A. When You Were a New Board Member

When You Were a New Board Member

- Think back to when you were new to your board. What did you learn, and what did you wish you learned?



Questions to consider:

If applicable, think back to when you were new to your board. What things were you told, and what things do you wish you were told when you were onboarded?

What did you learn?

What did you wish you learned?

What was the onboarding experience like? What could improve the effectiveness of the onboarding experience?

B. New Board Member Orientation Checklist

New Board Member Orientation Checklist

Your onboarding should include the following:



- Your nonprofit's mission and history, and its statement of values
- Overview of programs
- Strategic plan
- Org chart
- Conflict of interest policy and questionnaire
- Whistleblower policy
- Board Commitment Form
- Recent financial reports and audited financials
- Bylaws and certificate of incorporation
- IRS Determination letter
- Certificate of tax exemption from the state
- Directors' and officers' insurance coverage
- Annual report
- Board directory template
- Calendar of meetings for the year ahead

As your organization considers the onboarding process for new board members, the checklist above provides suggested items to be provided and reviewed with new board members. This checklist can help ensure you cover the key things new board members should know about and have access to as they begin their new role. Consider providing access to a shared drive, board portal, or binder that includes all the resources to ensure easy access and review of materials provided.

C. Board Directory Template



Board Directory Template:

- Is an important tool to know each other.
- Reminds the Board what they committed to
- Monitors term limits and committee assignments
- Requires signed documents

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Board members should be able to familiarize themselves with the other members of the board, their roles, terms of service, and commitments. Using a directory to track the information is helpful in ensuring accountability and compliance. While your organization may not choose to share all of the information tracked, board members can assist the organization in ensuring compliance and follow-up as it relates to board terms and alignment with bylaws.

Board Directory Template

Board of Directors										
Name	Organization	Address	Professional Role	Committee	Start Date Term 1	Start Date Term 2	Whistle Blower	Conflict of Interest	Annual Contribution	Commitment Form



The provided template includes a list of criteria for consideration, which can be modified to suit your organizational needs. Your organization can track whether signed policies are on file for each board member to ensure compliance.

Potential list:

- Name
- Address
- Phone Number
- Employer/Professional Role
- Committee
- Start Date – Term 1
- Start Date – Term 2
- Whistle Blower (Yes/No)
- Conflict of Interest (Yes/No)
- Board Commitment Agreement (Yes/No)
- Annual Contribution

VI. Assignment

- Complete the Board Composition Matrix. Have each board member complete and return Worksheet A, then summarize the results for your current board

onto Worksheet B. Provide the summarized results to the Governance Committee of the board. Discuss how to best utilize the results in your board recruitment strategies.

- Create a Board Member Application for your organization. If you already have a Board Member Application, review and determine if a revision is needed.
- Share the Board Directory Template with the Governance Committee for their input around future use with the board.

Session 4

SESSION 4: Agenda

- I. Assignment Review
- II. Session Outcomes
- III. Building Relationships (Board/CEO Partnerships)
- IV. Developing Board Members
- V. Board Engagement and Retention
- VI. Assignment

I. Assignment Review

Session 3 Review

Creating a Vision for your Board

Improving Board Recruitment

Board Recruitment & Onboarding



In Session 3, several topics were covered with assignments focused on completing the Board Composition Matrix, sharing the Board Directory template with the Governance Committee, and creating a Board Application (or reviewing and potentially revising an existing Board Application).



Questions to consider:

What were the results of the Board Composition Matrix for your organization?

What skills, knowledge, and experience do the board need for your organization?

How did the board respond to the results? What actions have been discussed?

If you created or revised your Board Application, what components did you include or add?

When will your board begin using the Application as a part of the recruitment process?

What follow-up is needed to strengthen your board recruitment process?

Does it include utilizing a Board Directory to ensure accountability?

II. Session Outcomes

Session Outcomes

After this session, you will:

- Understand the board/CEO partnership.
- Review 7 steps of developing board members.
- Explore board committees & effective board meetings.

III. Building Relationships (Board/CEO Partnerships)



Building Relationships: Board/CEO Partnerships



A. The #1 Reason CEOs Leave their Role



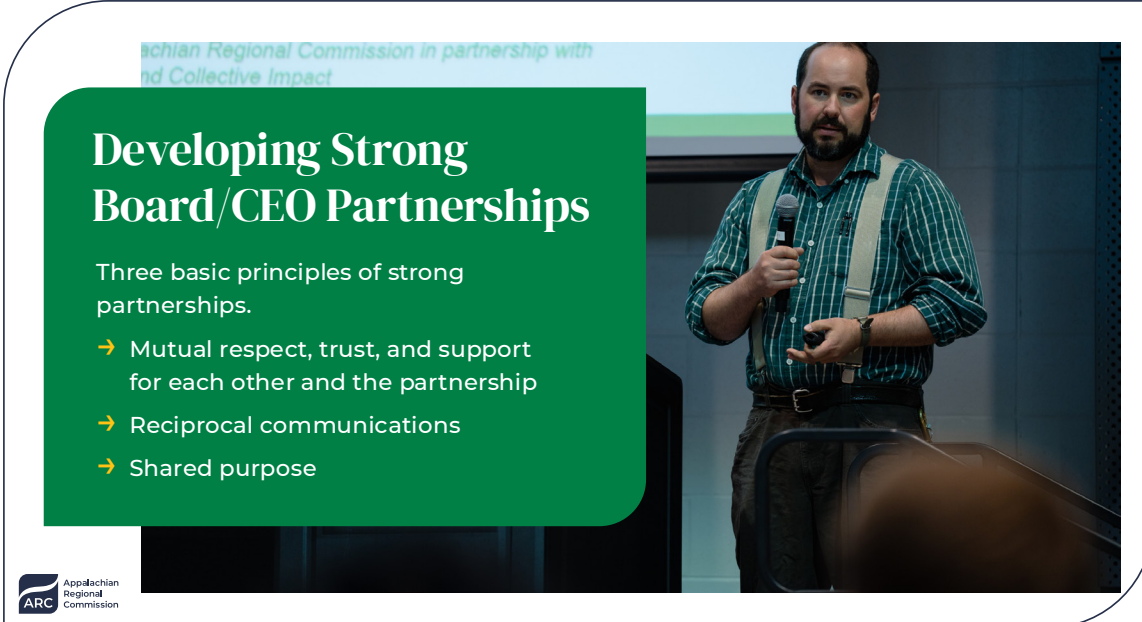
The #1 Reason CEOs Leave the Role

- The #1 reason CEOs leave their role in a nonprofit is due to poor relationships with the board.



Successful nonprofits all have this in common: a healthy functioning relationship between the CEO and the Board President.

B. Developing Strong Board/CEO Partnerships




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Developing Strong Board/CEO Partnerships

Three basic principles of strong partnerships.

- Mutual respect, trust, and support for each other and the partnership
- Reciprocal communications
- Shared purpose

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Questions to consider:

What has worked for your organization in developing board/CEO partnerships?

Provide examples of effective approaches. When the relationship was not effective, what could have improved the situation?

C. Role of Board President

Role of Board President

- Presides at board meetings
- Works with the CEO/executive director (and executive committee, if applicable) to plan meeting agendas
- Supports and acts as sounding board for CEO/executive director
- Acts as spokesperson for board
- Serves as ex officio member of committees
- Works with governance/board development committee and CEO/ED to identify and recruit new board members
- Identifies board members for future leadership positions and helps them develop leadership skills

Empowering the Board President is important for a highly functional board. That starts with understanding the role and scope of work.

Your organization can empower the Board President to speak as a spokesperson for the board, and this responsibility should be explicitly given to them and included in the bylaws.

D. Successful CEOs/Executive Directors



Successful CEOs/EDs

- Initiate and maintain a structure for board work.
- Foster a positive working relationship between the CEO/ED/board president and board.

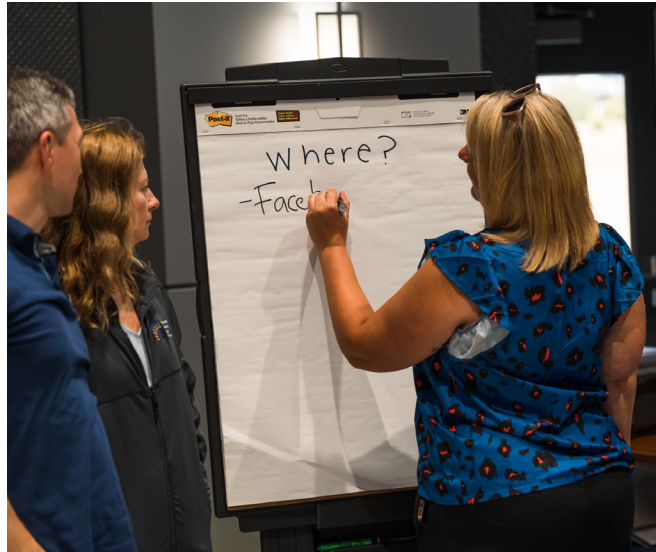
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The CEO/Executive Director can spend significant time engaging with the board of directors but that does not guarantee effective practices. Proactive and strategic communication with the board can ensure the board is informed efficiently. Engagement with the board should not only occur at formal board meetings but also through more informal, and frequent updates using email, phone calls, and committee work. The board and CEO/Executive Director should operate on a “no surprises” policy, with the CEO/Executive Director informing the board of major issues before they become public or are heard from other sources.

E. Set Check-ins for Board President and CEO/Executive Director

Set Check-ins for Board President and CEO/ED

- Set regular check-ins between the board president and the CEO/ED.
- Set agenda for these meetings with expectations of deliverables and next steps.



The Board President and CEO should meet regularly. A meeting cadence should be determined that best meets both parties' schedules and preferences. Regular, shorter meetings can proactively establish communication and structure ensuring open lines of communication. Preparation and distribution of meeting materials in advance will allow the meeting time to be focused and targeted on action items. Using an agenda or meeting template will also help to focus the meeting and maximize time.

F. A Sample Agenda for the CEO/Executive Director and Board President

The template below is designed for a 90-minute weekly meeting. If you prefer a shorter meeting time, adjust accordingly. Modify the language and criteria to meet your organization's needs.

1. Need to Know

Each of you shares the high-level "need to know" report/update. Keep the discussion at the 10,000-foot level unless the CEO/Executive Director asks for specific tactical help on a challenge.

Sample discussion ideas:

- Big headlines, like big news to share, a great new hire, or a possible new program opportunity. Both the CEO/Executive Director and Board President should bring items to the discussion.
- Key challenges or obstacles that the Board President should know and help the CEO/Executive Director work through (e.g., disgruntled staff member exit, potential bad press, a challenge with a partner organization or sector expert, liability concerns, etc.). Discuss any topic or concern that could jeopardize the public perception of the organization and the board's ability to function effectively. The Board President should bring up any concerns, challenges, or opportunities as well.
- The Board President should lead a conversation about the status of new board members in the pipeline and what is needed from the CEO/Executive Director to move forward.

Note: It's easy to let the CEO/Executive Director dominate this part of the discussion. That should not happen, as this should be a balanced opportunity to share information and seek guidance. If the Board President is unable to articulate updates for the CEO/Executive Director about the board's successes, challenges, and opportunities, this may be a red flag.

2. Finances

The organization's financial health should always be included on the agenda. Even if your finances are healthy, this should still be reviewed and discussed at a high level with the detailed work occurring within the Finance Committee.

3. Special Initiatives

Throughout the fiscal year, there are always initiatives or time-sensitive projects in process – from budget preparation to strategic planning, board governance issues, and crisis management. Be clear about your role regarding these topics discussed and what the CEO/Executive Director needs from the Board and vice versa.

4. Fundraising

Provide a quick fundraising snapshot, which you can provide with a one-page dashboard with key metrics. Discuss where the organization is Year-to-Date (YTD) and where the Board is related to its commitment. This would be a time for the CEO/Executive Director to ask the Board President to follow up with any board members who still need to fulfill the pledge they made at the beginning of each year. The follow-up messages are more impactful when coming from a Board President to their peers.

5. Upcoming Milestones

This section of the agenda could be anything from (a) setting annual board goals to (b) the audit to (c) the annual gala to (d) the date the board set for vetting new board members. Use this time to discuss upcoming Executive Committee meetings and Board meetings.

6. Review Next Steps

During the meeting, the CEO/Executive Director should be taking notes. Review the summarized notes together and make sure all parties understand what's agreed upon and the action steps from the meeting. Circulate the notes within 24 hours.

These notes become the basis for the following meeting's agenda. What was accomplished? What was deferred? Why?



Questions to consider:

What strategies will you prioritize to build strong CEO/Board relations?

How often does the CEO/Executive Director and Board President in your organization meet? Does the frequency need to be adjusted?

Do you use an agenda for your meetings? What do you typically include?

IV. Developing Board Members



Developing Board Members



A. Seven Steps to Developing Board Members

Seven Steps to Developing Board Members

Developing Leadership Skills and Engagement

- 1** Host annual board training.
- 2** Provide board members with opportunities to develop their skills as board members.
- 3** Help board members get to know each other.
- 4** Encourage board members to be actively engaged at board meetings.
- 5** Conclude meetings with action items.
- 6** Match board members with aptitude for leadership roles.
- 7** Clarify expectations with a board commitment form.



Not all members of your board know each other or engage outside of board meetings or organizational events. Some boards schedule mixers as an informal means to get to know each other outside of the board room. Some boards assign new members a mentor to help acclimate them to the board and their new role for their first year in the board member role. Annual board trainings or workshops provide opportunities for learning and ongoing professional development.

Meeting agendas can be designed to have a more active format or opportunities for members to join committees that meet and move projects forward outside of the more formal board meetings. These smaller working sessions can allow for deeper connection and collaboration amongst board members.

Board members can also shadow a board officer role or engage in a trial participation of a committee meeting to provide opportunities to try roles through assignments and special projects and engagement with the members in the roles currently.

Clarifying expectations through a board commitment form that is reviewed and signed annually helps ensure accountability. A board survey can also gain insight on areas the board needs support or training and offers an opportunity to share information in a more confidential manner.

B. How Many Board Members Does It Take?

How Many Board Members Does It Take?

The average size of a board is **16 members**

 Small Board	<ul style="list-style-type: none">→ Pros: Small boards tend to meet more often and discussions are generally shorter and more focused→ Cons: Board members are usually volunteering for additional events and activities because of the lack of other volunteers.
 Large Board	<ul style="list-style-type: none">→ Pros: Large boards share the load of fundraising and other activities. Longtime board members remember much of the organization's history. They also have more extensive networks.→ Cons: Quieter board members may become disengaged, and cliques tend to form.



Preparing to grow your board and board members starts with understanding everyone's role and longevity – how many openings will the board have or is anticipating, who will be the next leaders, and how to support them for success.

Many experts agree that nine is an ideal number, based on comprehensive leadership research. Larger groups can struggle to make decisions and stay strategic. The average size of a board is 16 members.



Questions to consider:

Check in with your board and discuss your ideal board size to meet the organization's mission.

How many board members are required according to the bylaws?

What is the ideal size of your board?

C. Board Term Limits

Board Term Limits: The Law vs. Best Practices

BOARD TERM LIMITS: The Law

- There is no federal or state mandate. U.S. Nonprofit law does not require term limits for board members.
- Term limits are considered a best practice and should be in the bylaws

BOARD TERM LIMITS: Best Practices

- The common practice is a term of 2-4 years with a limit on two or three consecutive terms.



There is no federal or state mandate for term limits for board members. However, term limits are considered best practice and should be clearly stated in the bylaws. Common practice is a 2-4-year term limited to two or three consecutive terms. Afterward, the board member should step down for 1-2 years.

Smaller or rural groups may struggle with implementing this, but the same general best practices apply to these groups: good board governance and recruitment practices.



Questions to consider:

What do the organization's bylaws say about board term limits?

Has your organization ever struggled with how to manage board members whose term limit expired, but they still desired to stay involved? What did your organization do?

D. Sample Board Commitment Form

Sample Text: As a board member of XYZ, Inc., I am fully committed and dedicated to the mission and have pledged to carry out this mission. I am willing to make a substantial commitment of my time, talent, and resources to further the goals of the organization. I understand that my duties and responsibilities include the following:

- I will support other board members, the oversight of this organization, and the establishment of its operating policies. I will take part in reviewing, approving and monitoring the budget. I will also serve as an ambassador on behalf of the organization and its clients.
- I will educate myself on my legal responsibilities relating to this organization and those of my fellow board members. I am responsible for formulating and overseeing the implementation of these policies.
- I understand and accept the bylaws.
- I will give a personally meaningful financial donation.
- I will actively engage in fundraising for this organization in whatever ways are best suited for me. These may include individual solicitation, undertaking special events, writing mail appeals, and the like. I am making a good faith agreement to do my best and to raise as much money as I can.
- I will actively promote XYZ, Inc. and encourage and support its valued team.
- I understand that attendance is expected at all board meetings, in person or virtually.
- I will serve on the XYZ Inc. board. In addition, I will serve on either one affiliate board or on a committee or work group.
- I will make at least one program/event each year related to the individuals we support.

The Board Commitment Form is an opportunity to clarify roles and expectations, including a requirement to donate. It's a document that is signed at the beginning of each term and, in some cases, reviewed annually to reinforce expectations.

E. Causes for Removal of a Board Member

Sometimes there may be a need to remove a board member from their role due to misconduct, resignation request, failure to meet board responsibilities and expectations (e.g., attendance at meetings) and it is important to be prepared to follow the bylaws around removal. It is also important to document the reason and any steps taken to prevent or address the removal.



Removal of Board Members

- Specify in the bylaws whether removal can be without cause or whether it must be for cause.
 - If for cause, give example(s) in the bylaws of what constitutes a cause.
 - Specify the vote needed to remove a board member.
 - Consider including strong removal provisions in the bylaws and use them if necessary.
-

It is important to check your organization's bylaws and any applicable state laws for the correct procedures for removal. Your organization may elect to consult with legal counsel to ensure all actions are aligned and compliant with the bylaws.

V. Board Engagement and Retention



Board Engagement and Retention



A. Board Committees

Setting the board member up for successful contributions is key to retaining and engaging board members.

Committees are an important part of the board structure. They provide an appropriate forum for specific projects to be reviewed, discussed, accomplished, and monitored in a way that wouldn't be conducive in a larger full board meeting.

Board Committees

AD HOC VS STANDING

- **Ad Hoc Committees** are temporary and established to accomplish a specific project within a set amount of time. The word comes from Latin, which means 'for this'.
- **Standing Committees** operate indefinitely. Codified in the bylaws, they oversee and execute critical operational, strategic, and governance-related functions that require continuous monitoring.



Board Committees

STANDING



Finance



Governance



Fundraising



Three Types of Standing Committees:

- The **Governance Committee** is responsible for the health and functioning of the board. This committee recruits new members, conducts orientation, produces board materials, and evaluates the performance of the board itself. Some organizations are able to create a Board Development Committee

which can then be tasked with the board recruitment, etc. The Governance Committee, is arguably the most important of the three standing committees. This committee is responsible for ensuring the effectiveness of the current board.

- The **Finance Committee** provides overall financial oversight of the organization. The Finance Committee members help to ensure the organization has the necessary resources to provide programming and deliver the mission in the community.
- The **Fundraising Committee** is to provide guidance, oversight, and support to fundraising planning, development, management, and reporting.
 - It's a common misconception that committee members are responsible only for fundraising itself. The Fundraising Committee's responsibilities are more about ensuring that all fundraising activities are conducted strategically, systematically, and in alignment with the organization's goals.
 - The Committee provides insight on setting fundraising targets, identifying potential donors, developing action plans, training board and staff members, and ensuring adequate administrative resources.
 - The Committee plays a key role in developing and implementing a fundraising plan, which is approved by the board of directors and guides the organization's fundraising efforts throughout the year.

While board members chair each committee, community members can join a committee without being part of the board, except for the Finance Committee.

Zero-based committee structures can be found within some organizations. Sometimes an organization is small and lacks the capacity for committees.



Questions to consider:

Reflect on what committees your organization has in place. What additional committees should be considered?

What are 2-3 improvements you would like to see for your committees around current operational deficits? What suggestions do you have for addressing the observed deficits?

B. Effective Board Meetings



Effective Board Meetings

→ Make meetings active by encouraging participation of interested board members in special projects.





Effective Board Meetings

- Set dates one year in advance.
- Clearly define a start and end time for each meeting.
- Create an agenda that aligns with the strategic plan.
- Utilize a consent agenda for efficiency.
- Keep the meeting structure simple.
- Ensure that bylaws and a board directory are readily available.
- Indicate which items require a vote.
- Involve staff and committee chairs in owning specific agenda items.
- Establish effective comms channels, such as Slack or Google Docs.



Keep the meeting structure simple with clear rules for engagement. Organizations should structure their board meetings in a manner that is aligned with their bylaws. A consent agenda format is shared as an example for consideration.

C. Consent Agenda

A **consent agenda** is a meeting management tool that groups routine, non-controversial, and procedural items—such as minutes, reports, and standard contract renewals—into a single agenda item for approval in one, unanimous vote. It streamlines meetings, allowing boards to bypass individual discussion for routine matters. A consent agenda can help keep meeting topics focused and on track, maximizing meeting time for strategic, high-level, and critical issues.

Providing standard board materials to review in advance of the meeting allows for more strategic discussions to occur during the meeting. Providing reporting in advance can help ensure the CEO/Executive Director doesn't spend a majority of the meeting "reporting out" on many program details in a verbal summary of the CEO/Executive Director report that could be included in the consent agenda.

Key Characteristics & Procedures

Single Motion: All items in the consent agenda are approved in one motion without individual debate.

Removal Mechanism: Any board member can request that an item be removed from the consent agenda for separate, full discussion.

Preparation Required: Members must review all materials in advance, as the items are not discussed during the meeting.

Contents: Common items include approval of previous minutes, committee reports, and routine, pre-negotiated contracts.

Benefits: Saves time, improves meeting efficiency, and shifts focus to strategic planning.

Sample Consent Agenda Items

- Approval of the agenda.
- Approval of previous meeting minutes.
- Routine committee reports.
- Ratification of small, routine grants.
- Standard, non-controversial contract renewals.
- Staff and volunteer appointments.
- Updates to organizational information (e.g., address changes).

Important Tips

Do not include items that require substantive discussion, legal deliberation, or high-level strategic decisions.

Ensure all documents are sent to members well in advance (e.g., 3-5 days before the meeting) to allow for thorough review.

Check if your organization's bylaws or adopted rules of order allow for a consent agenda process.

D. Board Agendas

Board Agendas



Traditional Board Agendas



Strategic Agendas

 Appalachian Regional Commission

The National Council of Nonprofits shares two types of agendas for nonprofit boards as examples.

1. The **Traditional Agenda** focuses on routine operations and involves approving minutes and consideration of other operational updates.
2. The **Strategic Agenda** focuses on prioritizing high-level discussions on vision, strategy and discussions around key initiatives.



[Sample Traditional and Strategic Board Agendas](#)

Questions to consider:

How are your board agendas designed? Which format do they follow?

Does your organization need to reformat the board agenda for more productive use of meeting time?

What changes will you consider making?

VI. Assignment


Review the National Council of Nonprofits Self-Assessment for Nonprofit Boards [webpage](#). The webpage provides links to free Board Self-Assessment tools available for nonprofit use. Consider if your board is ready for a self-assessment and if so, select a tool for use or to modify to meet your board's current needs.

Session 5

SESSION 5: Overview

- I. Our Board Development Learning Journey
- II. Reflection
- III. Organizational Impact Activity

I. Our Board Development Learning Journey




Our Learning Journey

What did we learn?

What were your key takeaways?

Do you have any further insights?



WEEK	1	Introduction Session
WEEK	2	Session 2: Why Do We Need a Board?
WEEK	3	Session 3: Board Recruitment and Onboarding
WEEK	4	Session 4: Board Engagement and Retention
WEEK	5	Session 5: Summary Session

Session 1: Introduction to the Course

- Welcome
- Course overview, outcomes, and objectives

Session 2: Why Do We Need a Board?

- Understand the legal reasons for having a board
- Learn the fundamentals of board governance
- The board's role in fundraising

Session 3: Board Recruitment and Onboarding

- Creating a vision for your board
- Improving board recruitment
- Creating a system for onboarding and engaging new board members

Session 4: Board Engagement and Retention

- Build a strong board/CEO partnership
- Understand the seven steps of developing board members
- Explore board engagement and retention strategies

II. Reflection



Questions to consider:

What were your key takeaways from the Board Development course?

What has surprised you?

How are you beginning to think differently?

III. Organizational Impact Activity

Assess the impact of the training program on your organization.

- What has your organization already done to implement new knowledge, skills, or abilities gained from the training program?
- How do you see new knowledge, skills, or abilities from the training program impacting your organization's capacity challenges?

Next, write three (3) action steps your organization needs to take to apply this new knowledge.

This month

This year

Next year

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Glossary of Terms

Accountability: A board's sense of responsibility and building of trust.

Articles of Incorporation: A document filed with a state agency to establish a corporation.

Audit: An independent review of an organization's financial and/or legal transactions and activities.

Board Development: A process for building effective boards and educating board members about their governance role.

Board Matrix: A tool that helps identify desired characteristics and gaps on a board.

Board Member: A person sharing responsibility and liability for the organization with the rest of the members of the governing body.

Board Member Agreement: A written commitment outlining board member expectations.

Board of Directors: The governing body of a nonprofit or for-profit corporation with specific legal and ethical responsibilities to the organization.

Bylaws: A legal document outlining the guidelines for governing a nonprofit organization.

Case Statement: A fundraising document to help articulate a specific campaign's purpose and goals.

Chair: The board officer who is the leader of the board.

Chief Executive: The top staff position of a nonprofit organization; standard titles include CEO and executive director.

Code of Conduct: Ethical standards that are expected of every board member.

Committee: A working group of a board organized to help manage the board's work; see also standing committee, task force.

Confidentiality Clause: A board policy defining unauthorized and improper disclosures of confidential information by board members.

Conflict of Interest: A situation in which the personal or professional concerns of a board member or a staff member affect his or her ability to put the welfare of the organization before personal benefit.

Conflict of Interest Policy: A policy intended to protect an organization's interests when it is contemplating entering a contract, transaction, or arrangement that might benefit the private interests of a board member, officer, or any other individual with substantial influence over the organization.

Consent Agenda: A portion of a meeting agenda that lists routine items for a single vote without further discussion.

D&O (Directors' and Officers') Insurance: Insurance that protects board members and top staff personnel from liability created by actions.

Dashboard Report: A document presenting comparative data in graphs, charts, tables, or columns, used for monitoring and evaluating an organization's advancement in fulfilling its mission and meeting.

Duty of Care: The expectation that a board member will perform his or her duties in good faith and with the care that an ordinary prudent person in a similar position would be used under similar circumstances.

Duty of Loyalty: The expectation that a board member will act in a manner he or she believes to be in the best interests of the organization.

Duty of Obedience: The expectation that a board member will keep the organization faithful to its mission.

Ex Officio: "By virtue of office"; a board position held by an individual because of his or her position in that or another organization.

Executive Committee: A committee with specific powers outlined in the bylaws that allow it to act on the board's behalf when a full board meeting is not possible or necessary.

Fiduciary: A person responsible for oversight, administration, investment, or distribution of assets belonging to another person or an organization. The duties of the fiduciary are termed fiduciary responsibility.

Governance: The legal authority of a board to establish policies that will affect the life and work of the organization while holding the board accountable for the outcome of such decisions.

Governance Committee: A committee responsible for recruiting, orienting, and training board members.

Membership Organization: A nonprofit that grants its members specific rights to participate in its internal affairs.

Minutes: A written legal record of actions during a meeting.

Mission: An organization's fundamental purpose and reason to exist, expressed in a mission statement.

Motion: A formal proposal for action during a meeting.

Nonprofit Organization: An organization defined by state law as established for activities other than profit making; also called a non-governmental organization (NGO).

Policy: A written plan to determine decisions or actions about a specific issue.

Sarbanes-Oxley Act of 2002: A federal corporate reform law designed to protect the interests of shareholders and the public by preventing fraudulent practices and accounting inconsistencies. It focuses on the integrity of financial information, the adequacy of internal financial controls, and auditors' independence. Provisions on whistleblowing and record retention apply to nonprofit organizations.

Secretary: An officer position that involves taking minutes and keeping records and archives of the board.

Standing Committees: Board committees that deal with ongoing issues, such as financial oversight or investments. Members rotate on and off, but the committees exist indefinitely.

Strategic Thinking: Board behavior that enables board members to explore the frameworks within which the organization operates and ask far-ranging questions that drive deeper decisions.

Succession Planning: An ongoing, systematic process that creates an environment for chief executives to succeed and prepares a foundation for their successors.

SWOT Analysis: A planning and evaluation tool focusing on strengths, weaknesses, opportunities, and threats.

Task Force: A board work group established to accomplish a specific objective and then disbanded; sometimes called an ad hoc committee.

Term Limits: A restriction on the number of consecutive terms a person can serve as a board member.

Transparency: A continuous flow of information from an organization to the public about the organization's mission, financial situation, and governance.

Treasurer: A board officer responsible for coordinating and ensuring financial oversight of the organization.

Values: The beliefs, principles, and ethical guidelines that direct a nonprofit's planning and operations; they are expressed in a values statement.

Vice-Chair: A board officer whose primary duty is to replace the chair when the chair cannot carry out their duties.

Vision: An organization's picture of its desired objective, expressed in a vision statement of the organization.

Zero-Based Committee Structure: A board structure that starts annually or biannually with no committees and establishes committees and tasks based on current needs. These work groups disband once their objectives are met or when the board decides they should disband.