



*Building*  
High Performing Boards  
Because Strong Nonprofits Help Build Strong Communities



## LAYING THE FOUNDATION

# WELCOME!

In the chat box, tell us something great about the board you serve on.

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**HOW YOU SOUND!**

- ❖ MUTE YOUR MICROPHONE WHEN YOU AREN'T SPEAKING
- ❖ BE MINDFUL OF BACKGROUND NOISE WHEN YOU ARE SPEAKING

**HOW YOU LOOK!**

- ❖ PLEASE TURN OFF YOUR VIDEO IF YOU ARE WALKING AROUND OR EATING.
- ❖ PAY ATTENTION TO HOW YOUR CAMERA IS POSITIONED

**HOW YOU ENGAGE!**

- ❖ LIMIT DISTRACTIONS
- ❖ AVOID MULTI-TASKING

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## STANDARD OPERATING PROCEDURES

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### COOPER FOUNDATION

Founded by Madison Cooper in 1943 "to make Waco a better or more desirable place to live."

- Grants
- Nonprofit Network
- Waco Leadership Forum
- Cooper House

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MANY BOARD MEMBERS AND CHIEF  
EXECUTIVES DON'T FULLY UNDERSTAND  
THE ROLE OF THE BOARD.

THIS INCREASES RISK AND MAKES THE  
BOARD AN UNDERUTILIZED ASSET.

## WHY THIS MATTERS

"EVERY MAN IS GUILTY OF ALL THE GOOD HE DIDN'T DO."

-VOLTAIRE

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LEADING PRACTICES.  
NOT COOKIE CUTTER.  
DO WHAT MAKES SENSE.

## DISCLAIMER

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TODAY, WHAT'S YOUR ROLE?

- A BOARD MEMBER AT A NONPROFIT
- STAFF AT A NONPROFIT
- INTERESTED IN SERVING ON A BOARD

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**WHO IS HERE TODAY?**

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what we'll cover today

LEGAL DUTIES & WHY HAVE BOARDS?  
BUILDING A GREAT BOARD  
TRENDS IN BOARD STRUCTURE

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**BUILDING HIGH PERFORMING BOARDS**

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LEGAL DUTIES & WHY HAVE BOARDS?  
BUILDING A GREAT BOARD  
TRENDS IN BOARD STRUCTURE

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**BUILDING HIGH PERFORMING BOARDS**

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501(C)(3) TAX EXEMPT STATUS

COMMITMENT TO MISSION OVER PROFIT; NONPROFITS EXIST TO BENEFIT *OTHERS*, NOT *OWNERS*

MUST HAVE A BOARD OF DIRECTORS, WHICH HAS AUTHORITY OVER THE ORGANIZATION

LEADERSHIP SHARED BETWEEN THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE

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## WHAT IS A NONPROFIT ORGANIZATION?

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3-25+ VOLUNTEER BOARD MEMBERS SUPERVISE ONE EXECUTIVE DIRECTOR

THERE IS NO PROFIT INCENTIVE

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## NONPROFITS ARE WEIRD ANIMALS

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DUTY OF CARE

DUTY OF LOYALTY

DUTY OF OBEDIENCE

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## LEGAL DUTIES OF BOARDS ACCORDING TO US NONPROFIT CORPORATION LAW

Page 7 of the workbook

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**DUTY OF CARE:**

EACH BOARD MEMBER HAS A LEGAL RESPONSIBILITY TO PARTICIPATE ACTIVELY IN MAKING DECISIONS ON BEHALF OF THE ORGANIZATION AND TO EXERCISE THEIR BEST JUDGMENT WHILE DOING SO.

~ SHOWING UP ~ READING THE BOARD PACKET ~

~ ASKING QUESTIONS ~

## LEGAL DUTIES OF BOARDS ACCORDING TO US NONPROFIT CORPORATION LAW

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**DUTY OF LOYALTY:**

EACH BOARD MEMBER MUST PUT THE INTERESTS OF THE ORGANIZATION BEFORE THEIR PERSONAL AND PROFESSIONAL INTERESTS WHEN ACTING ON BEHALF OF THE ORGANIZATION IN A DECISION-MAKING CAPACITY. THE ORGANIZATION'S NEEDS COME FIRST.

~ DISCLOSE ALL CONFLICTS ~ DON'T PARTICIPATE IN  
DECISIONS THAT PERSONALLY AFFECT YOU ~

## LEGAL DUTIES OF BOARDS ACCORDING TO US NONPROFIT CORPORATION LAW

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**DUTY OF LOYALTY:**

BOARD MEMBERS BEAR THE LEGAL RESPONSIBILITY OF ENSURING THAT THE ORGANIZATION COMPLIES WITH ALL THE APPLICABLE FEDERAL, STATE, AND LOCAL LAWS AND ADHERES TO ITS MISSION.

~ UNDERSTAND THE APPLICABLE LAWS ~  
~ ENSURE ACTIVITIES REINFORCE THE MISSION ~

## LEGAL DUTIES OF BOARDS ACCORDING TO US NONPROFIT CORPORATION LAW

Page 7 of the workbook

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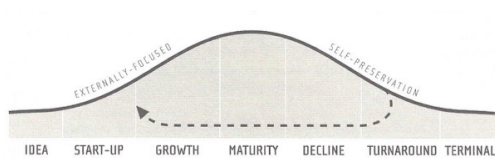
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**TO FULFILL THESE DUTIES,  
BOARD MEMBERS MUST HAVE A  
THOROUGH UNDERSTANDING OF THE  
ORGANIZATION'S OPERATIONS.**

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## LIFECYCLE OF A NONPROFIT

Nonprofit lifecycles: stage-based wisdom for nonprofit capacity  
Susan Kenny.Stevens - Stagewise Enterprises - 2008

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### DUTY OF COMMON SENSE



### DUTY OF CURIOSITY

Can you help me understand...?



## TWO MORE DUTIES OF BOARDS

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Set  
Strategic  
Direction

Ensure  
Adequate  
Resources

Provide  
Fiduciary  
Oversight

BoardSource

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## WHY HAVE BOARDS?

Page 6 of the workbook (sort of)

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Set  
Strategic  
Direction




Mission  
& Vision

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Set  
Strategic  
Direction

Ensure  
Adequate  
Resources

Provide  
Fiduciary  
Oversight

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## WHY HAVE BOARDS?

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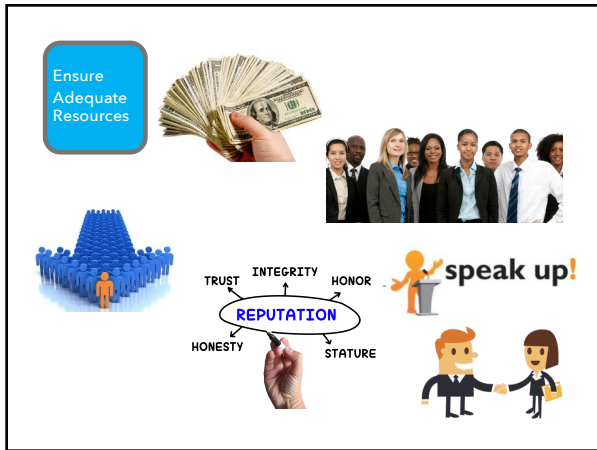
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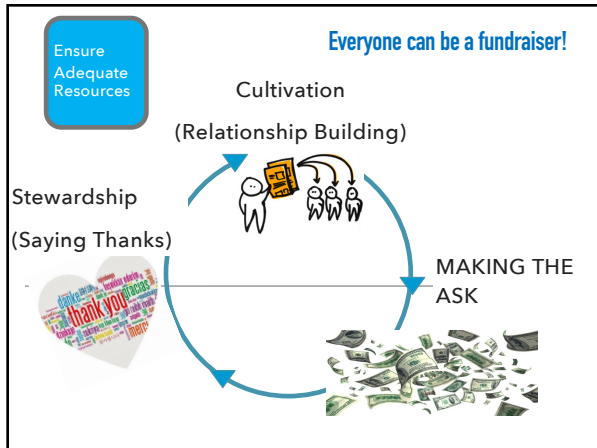
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**SUPPORT THE CHIEF EXECUTIVE!**  
**A HEALTHY BOARD-CEO RELATIONSHIP IS BASED ON:**  
 A SHARED UNDERSTANDING OF MISSION AND VISION  
 RECIPROCAL COMMUNICATION; AND  
 MUTUAL RESPECT, TRUST, AND SUPPORT FOR EACH OTHER AND THE PARTNERSHIP.

CHIEF EXECUTIVE = CEO = Executive Director  
 = The paid staff person in charge of operations.

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**SUPPORT THE CEO!**  
**HOLD THE CEO ACCOUNTABLE!**

MEASURABLE GOALS  
 SERVICE & IMPACT  
 STAFF SATISFACTION/TURNOVER  
 WHAT ELSE?

**WHY HAVE BOARDS?**

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**THE BOARD'S ROLE**

- ☐ BOARD HAS ULTIMATE AUTHORITY AND ACCOUNTABILITY
- ☐ WORKS PRODUCTIVELY WITH ITS ONE EMPLOYEE: THE CHIEF EXECUTIVE
- ☐ DOES NOT MANAGE THE OPERATIONS
- ☐ DOES NOT MICROMANAGE
- ☐ EVALUATES THE CHIEF EXECUTIVE WITH A SOUND, OBJECTIVE PROCESS



## THE BOARD - CHIEF EXECUTIVE PARTNERSHIP

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**CHIEF EXECUTIVE**

- ☐ AUTHORIZED TO MANAGE ORGANIZATIONAL OPERATIONS
- ☐ HIRES ALL STAFF
- ☐ WORKS PRODUCTIVELY WITH THE BOARD



## THE BOARD - CHIEF EXECUTIVE PARTNERSHIP

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RESTRICTED INFORMATION FLOW

LIMITED OVERSIGHT

LIMITED STRATEGIC INPUT

CONFLICTS OF INTEREST

FILLED WITH FIGUREHEADS AND FUNDRAISERS

FILLED PRIMARILY WITH HANDPICKED FRIENDS WHO SERVE AS A FAVOR TO THE ED

SKELETON BOARD OR CONSISTENT AND/OR WIDESPREAD ABSENCES

## SIGNS OF A CONTROLLING EXECUTIVE & WEAK BOARD

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WHO RECRUITS BOARD? (SEE BOARD BUILDING!)  
 RECONSIDER SIZE OF BOARD/EXECUTIVE COMMITTEE  
 BOARD SELF-ASSESSMENTS  
 SUCCESSION PLANNING  
 STRONG BOARD CHAIR  
 JOB DESCRIPTIONS FOR BOARD  
 CEO EVALUATION/EXECUTIVE SESSION

## CONTROLLING EXECUTIVE / WEAK BOARD REMEDIES

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Set  
Strategic  
Direction

Ensure  
Adequate  
Resources

Provide  
Fiduciary  
Oversight

## WHY HAVE BOARDS?

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APPROVE ANNUAL BUDGET  
 MONTHLY REVIEW OF FINANCIAL STATEMENTS  
 PAYROLL TAXES  
 ANNUAL REVIEW OF THE 990  
 DIRECTORS & OFFICERS INSURANCE  
 . ANYONE CAN SUE YOU FOR ANYTHING  
 ANNUAL AUDIT  
 INTERNAL CONTROLS

Provide  
Fiduciary  
Oversight

## WHY HAVE BOARDS?

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## INTERNAL CONTROLS

Provide  
Fiduciary  
Oversight

UNSCHEDULED REVIEWS OF STAFF EXPENSE REPORTS

BANK STATEMENTS (ALL!) SENT TO THE BOARD  
TREASURER

ENCOURAGE WHISTLEBLOWERS

## WHY HAVE BOARDS?

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Check out Waco Foundation's Fraud  
Prevention materials in the  
Nonprofit Management Library

[www.mclennannonprofits.org](http://www.mclennannonprofits.org)

Provide  
Fiduciary  
Oversight

## PREVENT FRAUD!

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NONPROFIT – 501(C)(3) – IS A TAX STATUS, NOT A BUSINESS  
MODEL

NONPROFITS SHOULD HAVE 3- 6 MONTHS CASH ON HAND.

IDEALLY, NONPROFITS WOULD HAVE DIFFERENT TYPES OF  
RESERVES FOR A VARIETY OF PURPOSES:

CAPITAL NEEDS

TRANSITIONS / DIRECTION CHANGES

OPERATING NEEDS

OVERHEAD IS IMPORTANT AND HAS ITS PLACE.

Provide  
Fiduciary  
Oversight

## WHY HAVE BOARDS?

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Set  
Strategic  
Direction

Ensure  
Adequate  
Resources


Provide  
Fiduciary  
Oversight



**GROUP  
THINK**



**ASK HARD  
QUESTIONS**



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## WHY HAVE BOARDS?

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## WHAT'S IN YOUR TOOLKIT?

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LEGAL DUTIES & WHY HAVE BOARDS?  
**BUILDING A GREAT BOARD**  
 TRENDS IN BOARD STRUCTURE

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## BUILDING HIGH PERFORMING BOARDS

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**WHO BUILDS THE BOARD?**

Governance Committee  
(formerly/AKA: Nominating Committee)

**&**

YOU!  
(the board!)



**BUILDING A GREAT BOARD**

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**STEP #1: WHAT DO WE NEED  
RIGHT NOW AND IN THE NEAR  
FUTURE?**

WHAT ARE THE THREE MOST IMPORTANT  
THINGS FOR OUR BOARD TO ACCOMPLISH THIS  
YEAR?

DO WE HAVE THE RIGHT PEOPLE ON THE  
BOARD TO MAKE THAT HAPPEN?

**BUILDING A GREAT BOARD**

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**BUILDING A GREAT BOARD  
WHEN?**

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COLLEAGUES  
BOARD MEMBERS OF OTHER NONPROFITS  
NEWS MEDIA  
SOCIAL MEDIA  
CURRENT VOLUNTEERS & BOARD MEMBERS  
DONORS  
COMMUNITY LEADERS  
SMALL BUSINESS OWNERS  
PROFESSIONALS RELATED TO MISSION  
LOCAL LEADERSHIP PROGRAMS:

*LeadershipPlenty, Leadership Waco, Junior League of Waco, Hispanic Leaders Network*

## BUILDING A GREAT BOARD: HOW & WHERE?

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inter-faith commitment dialogues  
multi-generational community  
access share veterans  
gender identity compassion leadership growth race **inclusion** representation  
disability sexual orientation equity  
perspective advocacy empowerment

## DIVERSITY, EQUITY, INCLUSION

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## BOARDS MUST BE:

Willing to cultivate their own knowledge and understanding about the systemic issues that impact your clients or stakeholders of color

## DIVERSITY, EQUITY, & INCLUSION

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**BOARDS MUST BE:**

Willing to make changes to the way that your board operates to become more diverse, inclusive, and equity-focused

(i.e., Participate in racial equity training; become more intentional in recruiting for board demographic diversity; welcome differing points of view into boardroom deliberations)?

**DIVERSITY, EQUITY, & INCLUSION**

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**BOARDS MUST BE:**

Willing to acknowledge that your previous approach to your mission, work, and the communities you serve may have overlooked a race-based analysis in ways that were problematic or damaging

**DIVERSITY, EQUITY, & INCLUSION**

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**BOARDS MUST BE:**

Willing to listen to the perspectives of board members of color.

And – if you make missteps – are you willing to ask people of color on your board to "charge it to your head and not to your heart"?

**DIVERSITY, EQUITY, & INCLUSION**

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## GO BEYOND YOUR NETWORKS

### DEEP NETWORKING

OTHER COMMUNITY ORGANIZATIONS  
LEADERS IN YOUR CURRENT OR PAST CLIENT COMMUNITY  
POST BOARD POSITIONS PUBLICLY (WEBSITE, SOCIAL MEDIA)

STRATEGIC BOARD RECRUITMENT ISN'T ABOUT SPEED AND EASE — IT'S ABOUT **TAKING THE TIME TO GET IT RIGHT.**

## DIVERSIFYING YOUR BOARD: HOW & WHERE?

Page 11 of the workbook

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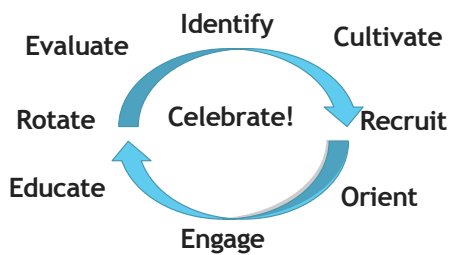
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## BUILDING A GREAT BOARD THE BOARD BUILDING CYCLE

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## BUILDING A GREAT BOARD THE BOARD BUILDING CYCLE

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ASK POTENTIAL BOARD MEMBERS:

- In reading through our nonprofit's strategic plan (or whatever background documents we gave you ahead of time), what things excite you?
- What specific skills, experience or networks do you think you could bring to the table in order to help us move forward on our goals?

**RECRUIT**

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**BUILDING A GREAT BOARD**  
**THE BOARD BUILDING CYCLE**

Page 12 of the workbook  
[http://www.socialvelocity.net/2017/08/the-right-questions-to-ask-a-potential-board-member/?mc\\_cid=64d8f9e8a8&mc\\_eid=23bc3e56d7](http://www.socialvelocity.net/2017/08/the-right-questions-to-ask-a-potential-board-member/?mc_cid=64d8f9e8a8&mc_eid=23bc3e56d7)

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**BUILDING A GREAT BOARD**  
**THE BOARD BUILDING CYCLE**

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ARE THEY WILLING TO  
DO WHAT IT TAKES?

WAYS TO HELP PUBLIC CHARITIES:

- BECOME A MEMBER OF A BOARD (GOVERN)
- BE A VOLUNTEER (HELP)
- BE A STAFF PERSON
- BE A DONOR

**EVERYONE IS  
IMPORTANT!!!!**

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**BOARD BUILDING**

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LEGAL DUTIES & BASIC RESPONSIBILITIES OF NONPROFIT BOARD MEMBERS  
BUILDING A GREAT BOARD

**TRENDS IN BOARD STRUCTURE**

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**BUILDING HIGH PERFORMING  
BOARDS**

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| <b>TYPES OF COMMITTEES</b> | <b>TASK FORCES</b>                                |
| STANDING COMMITTEES        | <input type="checkbox"/> BYLAWS REVIEW            |
| • GOVERNANCE               | <input type="checkbox"/> CAPITAL CAMPAIGN         |
| • FINANCE                  | <input type="checkbox"/> EMPLOYMENT POLICY REVIEW |
| • AUDIT                    | <input type="checkbox"/> EVENTS                   |
| AD HOC COMMITTEES          | <input type="checkbox"/> EXECUTIVE SEARCH         |
| ORGANIZATIONAL COMMITTEES  | <input type="checkbox"/> PUBLIC POLICY            |
|                            | <input type="checkbox"/> STRATEGIC PLANNING       |

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**LEADING PRACTICES IN  
GOVERNANCE**

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**Executive Committee\***

**IF YOU HAVE ONE:**

- LIMITED ROLE
- TWO PURPOSES: REVIEW THE CEO AND HANDLE EMERGENCIES
- MEET ONLY IF NEEDED
- LIMIT DECISION-MAKING
- ACCOUNTABLE TO THE FULL BOARD:
- ENSURE PROMPT REPORTING BACK
- BYLAWS SHOULD DETERMINE WHO IS ON THE COMMITTEE (NOT THE COMMITTEE'S WHIM)

**\*UNLESS YOUR BOARD:**

- has >15 members AND
- Meets ≤ quarterly

**TRANSPARENCY IS KEY**

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**TRENDS IN COMMITTEE STRUCTURE**

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**EXECUTIVE COMMITTEE**

ARE COMMITTEE MEMBERS ESSENTIALLY ATTENDING TWO BOARD MEETINGS?

IS THE EXECUTIVE COMMITTEE ACTUALLY MAKING ALL OF THE DECISIONS?

IS THERE INFORMATION THE EXECUTIVE COMMITTEE HAS THAT THE REST OF THE BOARD IS NOT PRIVY TO?

IS THE EXECUTIVE COMMITTEE ACTUALLY DOING OTHER COMMITTEES' WORK? (E.G. FINANCE, GOVERNANCE)



**NONPROFIT GOVERNANCE TRENDS**

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**TRENDS IN BOARD TERMS**

TWO 3-YEAR TERMS OR THREE 2-YEAR TERMS

2-YEAR TERMS FOR BOARD CHAIR

**USE NON-BOARD MEMBERS ON COMMITTEES**

NEW EXPERTISE & DIVERSITY

EXPANDS THE NUMBER INVOLVED WHILE AVOIDING AN UNWIELDY BOARD

TESTING GROUND FOR POTENTIAL BOARD MEMBERS

MORE PEOPLE LEARN ABOUT THE ORGANIZATION

INVOLVES THOSE PEOPLE UNABLE TO COMMIT TO BOARD

**NONPROFIT GOVERNANCE LEADING PRACTICES**

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### TRENDS IN COMMITTEE STRUCTURE

- Committee Descriptions
- Responsibilities and expectations; limited to those things explicitly delegated by the board
- Committee meetings are open to all board members.
- Committee minutes go out within a few days
- Committee reports are shared with the full board at its meetings.

## NONPROFIT GOVERNANCE TRENDS

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### GOVERNANCE COMMITTEE

TAKES THE LEAD AND RESPONSIBILITY FOR

- NOMINATING & RECRUITMENT
- ONGOING BOARD DEVELOPMENT
- LEADERSHIP DEVELOPMENT
- BOARD AND MEMBER ASSESSMENT AND BOARD EDUCATION
- ENSURING THAT THE BOARD IS EQUIPPED WITH PROPER GUIDELINES AND STRUCTURE TO DO ITS WORK MOST EFFECTIVELY (AKA BYLAWS & POLICIES REVIEW)

## NONPROFIT GOVERNANCE TRENDS

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### VIRTUAL BOARD MEETING TIPS

- CREATE STANDARD OPERATING PROCEDURES
- ASSIGN ROLES
- SIMPLE AGENDA
- SCREEN SHARING ONLY IF NEW INFO OR A PRESENTATION

## MEETINGS

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#### HOW YOU SOUND!

- ❖ MUTE YOUR MICROPHONE WHEN YOU AREN'T SPEAKING
- ❖ BE MINDFUL OF BACKGROUND NOISE WHEN YOU ARE SPEAKING

#### HOW YOU LOOK!

- ❖ PLEASE TURN OFF YOUR VIDEO IF YOU ARE WALKING AROUND OR EATING.
- ❖ PAY ATTENTION TO HOW YOUR CAMERA IS POSITIONED

#### HOW YOU ENGAGE!

- ❖ LIMIT DISTRACTIONS
- ❖ AVOID MULTI-TASKING

## STANDARD OPERATING PROCEDURES

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#### VIRTUAL BOARD MEETING TIPS

- CREATE STANDARD OPERATING PROCEDURES
- ASSIGN ROLES
- SIMPLE AGENDA
- SCREEN SHARING ONLY IF NEW INFO OR A PRESENTATION

## MEETINGS

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#### VIRTUAL BOARD MEETING TIPS

- ENSURE ALL BOARD MEMBERS KNOW HOW TO USE THE TECHNOLOGY
- CREATE WAYS FOR PEOPLE TO ENGAGE AT THE BEGINNING OF THE MEETING
- FOLLOW SOME OF THE SAME RULES – ARRIVE ON TIME, READ MATERIALS AHEAD OF TIME, DON'T MULTI-TASK
- IDENTIFY WAYS FOR EVERYONE TO ENGAGE
  - ROUND ROBINS, CHAT BOX
- ADDRESS CONFLICTS OF INTEREST

## MEETINGS

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| Welcome  |                       |
| CONSENT AGENDA e.g. Board Minutes, CEO Report, Committee Reports |                       |
| FINANCIALS   | STRATEGIC<br>THINKING |
| What are the key takeaways?                                      |                       |
| COMMITTEE WORK not reports!                                      |                       |
| What does the committee need from the board?                     |                       |
| MISSION MOMENT   |                       |
| Questions to Consider  |                       |
| EXECUTIVE SESSION  |                       |
| Board Meeting Evaluation   |                       |

*Items can be removed from a Consent Agenda by request of any board member if discussion is needed.*

**STRATEGIC AGENDA**

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**WHY?!**

HELPS SHORTEN MEETINGS

PROTECTS THE VOICE OF THE MINORITY – IF USED WITH THAT INTENTION

HELPS YOU AVOID GETTING SUED

SET THE TONE AND FORMALITY NEEDED FOR DIFFERENT MEETINGS

**ROBERT'S RULES OF ORDER!**

The image shows the cover of the book "Robert's Rules of Order for Dummies" by C. Anne Jennings, PhD. The cover is yellow and purple, featuring a gavel and the title in large, bold letters. A small circular badge on the cover says "The essential guide to running effective meetings".

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Dashboards!

Act

Watch

Celebrate

| Finance   |                        |                            |                                    |
|---|------------------------|----------------------------|------------------------------------|
|   | Target                 | 6 Months Ago               | Now                                |
| Days of unrestricted cash on hand                   | 45 Days                | 65 Days                    | 18 Days                            |
| Net surplus or deficit YTD compared with YTD budget | Within \$25K or better | \$42,500 worse than budget | \$28,000 worse than budget-to-date |
| Government funding YTD (52% of budget)              | Within 3%              | \$39,000 worse than budget | \$3,200 worse than budget          |
| Days from end of month to financial statements      | 24 Days                | 87 Days                    | 48 Days                            |

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## BOARD EVALUATIONS

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## Questions?

LEGAL DUTIES & BASIC RESPONSIBILITIES OF NONPROFIT BOARD MEMBERS  
BUILDING A GREAT BOARD  
TRENDS IN BOARD STRUCTURE

## BUILDING HIGH PERFORMING BOARDS

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Evaluations!

Thank you!

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