

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

NON-PROFITS EXIST TO IMPROVE THE WORLD.

PEOPLE WILL SUFFER IF I DON'T DO MY JOB WELL.

WHY THIS MATTERS

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

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what we'll cover today

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

BUILDING HIGH PERFORMING BOARDS

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LEGAL DUTIES & WHY HAVE BOARDS?

BUILDING A GREAT BOARD TRENDS IN BOARD STRUCTURE

BUILDING HIGH PERFORMING BOARDS

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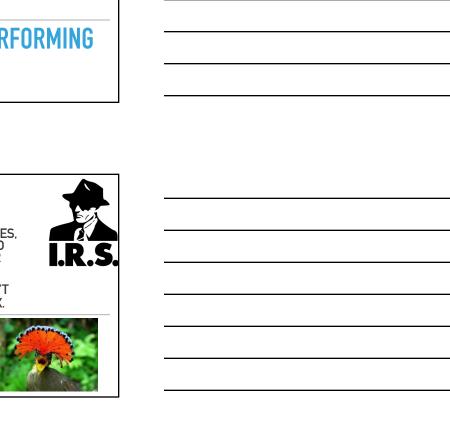
501(C)(3) TAX EXEMPT STATUS

UNLIKE FOR-PROFIT COMPANIES, THEY DON'T ACCUMULATE AND DISTRIBUTE PROFITS TO THEIR INVESTORS OR OWNERS.



NONPROFITS ARE WEIRD ANIMALS





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



LEADERSHIP SHARED BETWEEN THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE

3-25+ VOLUNTEER BOARD MEMBERS SUPERVISE ONE EXECUTIVE DIRECTOR

NONPROFITS ARE WEIRD ANIMALS



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DUTY OF CARE

DUTY OF LOYALTY

DUTY OF OBEDIENCE

LEGAL DUTIES OF BOARDS ACCORDING TO US NONPROFIT CORPORATION LAW

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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 OBEDIENCE:

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.

- \sim UNDERSTAND THE APPLICABLE LAWS \sim
- ~ ENSURE THAT DECISIONS & STRATEGIES REINFORCE THE PURPOSE OF THE ORGANIZATION~

LEGAL DUTIES OF BOARDS ACCORDING TO US NONPROFIT CORPORATION LAW

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DUTY OF COMMON SENSE



DUTY OF CURIOSITY

Can you help me understand...?



INSIST ON ANSWERS

TWO MORE DUTIES OF BOARDS

TO FULFILL THESE DUTIES,
BOARD MEMBERS MUST HAVE A
THOROUGH UNDERSTANDING OF THE
ORGANIZATION'S OPERATIONS, THE
COMMUNITY IT SERVES, AND THE
LARGER ECOSYSTEM.

PURPOSE-DRIVEN BOARDS

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THOROUGH UNDERSTANDING OF THE ORGANIZATION'S OPERATIONS

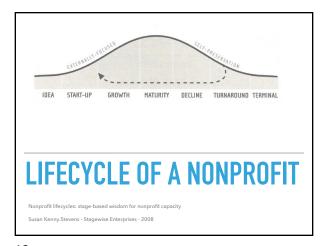
PURPOSE-DRIVEN BOARDS

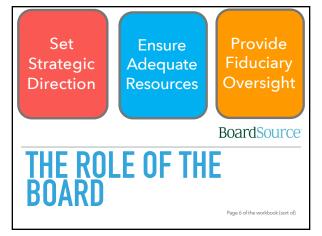
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THOROUGH UNDERSTANDING OF THE ORGANIZATION'S OPERATIONS



MANAGE OPERATIONS
PURPOSE-DRIVEN BOARDS





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THE BOARD:

IS A GROUP OF INDIVIDUALS – A TEAM!
INDIVIDUAL BOARD MEMBERS HAVE NO
AUTHORITY (OR INDIVIDUAL RIGHTS) OVER THE
ORGANIZATION

THE ROLE OF THE BOARD





HOW WILL OUR DECISIONS & STRATEGIES IMPACT **ALL OF THE PLAYERS IN OUR ECOSYSTEM**? WILL IT HELP US – AS
AN ECOSYSTEM – DO THE MOST GOOD?

(NOT JUST ASKING HOW DECISIONS IMPACT OUR ORGANIZATION)

PURPOSE-DRIVEN BOARDS

https://ssir.org/articles/entry/the four principles of purpose driven board leadership

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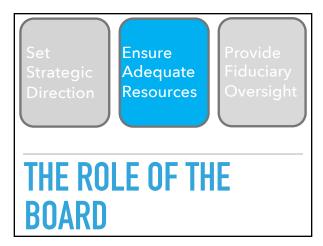


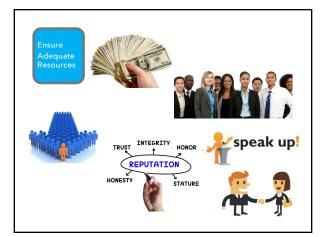
HOW WILL OUR DECISIONS OR STRATEGIES **CREATE MORE EQUITABLE OUTCOMES**? HOW MIGHT OUR DECISIONS
REINFORCE SYSTEMIC INEQUITIES?

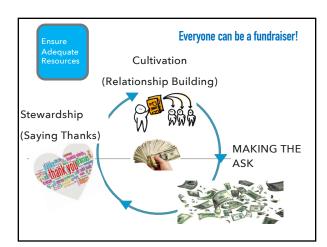
(NOT JUST ASKING HOW DECISIONS ADVANCE OUR MISSION)

PURPOSE-DRIVEN BOARDS

https://ssir.org/articles/entry/the_four_principles_of_purpose_driven_board_leadershi











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.



 ${\tt CHIEF\ EXECUTIVE\ = CEO\ = Executive\ Director}$

= The paid staff person in charge of operations.

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SUPPORT THE CEO! HOLD THE CEO ACCOUNTABLE!



HOW? ANNUAL EVALUATION

- ANNUAL EVALUATION WITH CLEAR MEASURABLE GOALS
 - ** SERVICE & IMPACT
 - **. STAFF SATISFACTION/TURNOVER
- COMMUNICATION THROUGHOUT THE YEAR
- WHAT ELSE?

THE ROLE OF THE BOARD

THE BOARD:

LOOK FOR APPROPRIATE OPPORTUNITIES TO CREATE BOARD/STAFF/STAKEHOLDER COMMITTEES OR TASK FORCES

CONSIDER HOW TO FORMALLY GET FEEDBACK FROM STAFF AND STAKEHOLDERS ABOUT ORGANIZATIONAL AND CHIEF EXECUTIVE PERFORMANCE

ENSURE THERE IS A GRIEVANCE POLICY FOR STAFF WITH A CLEAR COMMUNICATION 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 TO ENSURE STAFFING AND SERVICE MODEL IS ALIGNED WITH APPROVED BUDGET AND STRATEGIC PLAN

EXECUTES THE STRATEGY

THE BOARD - CHIEF EXECUTIVE PARTNERSHIP

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RESTRICTED INFORMATION FLOW

LIMITED OVERSIGHT

LIMITED STRATEGIC INPUT

CONFLICTS OF INTEREST

FILLED WITH FIGUREHEADS OR FUNDRAISERS WITH NO TIME

FILLED PRIMARILY WITH HANDPICKED FRIENDS WHO SERVE AS A FAVOR TO THE $\ensuremath{\mathsf{ED}}$

SKELETON BOARD OR CONSISTENT AND/OR WIDESPREAD ABSENCES

SIGNS OF A CONTROLLING EXECUTIVE & WEAK BOARD

WHO RECRUITS BOARD? (SEE BOARD BUILDING!)

RECONSIDER SIZE OF BOARD/EXECUTIVE COMMITTEE

BOARD SELF-ASSESSMENTS

STRONG BOARD CHAIR

SUCCESSION PLANNING

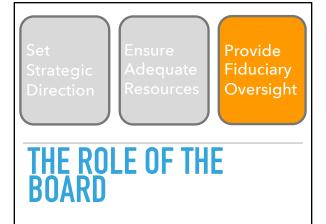
JOB DESCRIPTIONS/EXPECTATIONS FOR BOARD MEMBERS

OPEN CULTURE FOR ASKING QUESTIONS

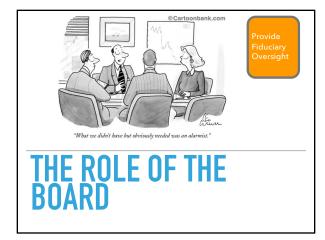
CEO EVALUATION/EXECUTIVE SESSION

CONTROLLING EXECUTIVE / WEAK BOARD REMEDIES

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Protect the organization's assets in all forms

APPROVE ANNUAL BUDGET
MONTHLY REVIEW OF FINANCIAL STATEMENTS
PAYROLL TAXES

Provide Fiduciary Oversight

ANNUAL REVIEW OF THE 990

DIRECTORS & OFFICERS INSURANCE

ANYONE CAN SUE YOU FOR ANYTHING

ANNUAL AUDIT

INTERNAL CONTROLS

THE ROLE OF THE BOARD

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INTERNAL CONTROLS

UNSCHEDULED REVIEWS OF STAFF EXPENSE REPORTS

BANK STATEMENTS (ALL!) SENT TO THE BOARD TREASURER

ENCOURAGE WHISTLEBLOWERS

THE ROLE OF THE BOARD

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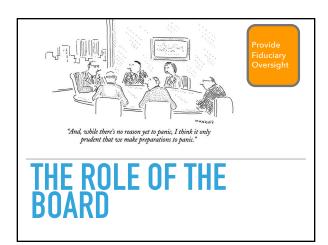
NONPROFIT – 501(C)(3) – IS A TAX STATUS, NOT A BUSINESS MODEL

NONPROFITS SHOULD HAVE 3- 6 MONTHS CASH ON HAND. IDEALLY, NONPROFITS WOULD HAVE DIFFERENT TYPES OF RESERVES FOR A VARIETY OF PURPOSES:

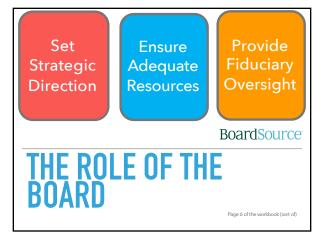
- CAPITAL NEEDS
- TRANSITIONS / DIRECTION CHANGES
- OPERATING NEEDS

 $\underline{\text{OVERHEAD IS IMPORTANT AND HAS ITS PLACE}}.$

THE ROLE OF THE BOARD







THOROUGH UNDERSTANDING OF THE ORGANIZATION'S OPERATIONS



MANAGE OPERATIONS

PURPOSE-DRIVEN BOARDS
AKA NOT MANAGEMENT

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THE BOARD:

IS A GROUP OF INDIVIDUALS – A TEAM!
INDIVIDUAL BOARD MEMBERS HAVE NO AUTHORITY
(OR INDIVIDUAL RIGHTS) OVER THE ORGANIZATION

BOARD = NOT MANAGEMENT

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BOARD:

- ADOPTS A STRATEGIC MINDSET, FOCUSING ON BIG ISSUES
- ACTIVELY PARTICIPATE IN STRATEGIC PLANNING SESSIONS
- ANNUALLY EVALUATES THE CEO; DETERMINES COMPENSATION
- EVALUATES ITS OWN PERFORMANCE AT LEAST EVERY 2-3 YEARS
- ASSESSES THE ORGANIZATION'S ACHIEVEMENT OF ITS GOALS VIA STAFF REPORTS TO THE BOARD

CEO:

- ENSURES STRATECI LANNING HAPPENS WITH BOARD INVOLVEMENT
- LEADS OPERATIONAL PLANNING AND APPROVES PLANS FOR THE STAFF
- ENSURES A PROCESS FOR STAFF PERFORMANCE EXISTS, APPROVES STAFF COMPENSATION, EVALUATES OWN PERFORMANCE

NOT MANAGEMENT







BOARD:

CEO:

- DRAFT &/OR APPROVE BROAD
- HIRE CEO, DELEGATE OPERATIONS
- EXPECT REGULAR UPDATES
- MONITOR LEGAL REQUIREMENTS
- HIRE STAFF & DELEGATE OPERATIONAL RESPONSIBILITIES

MONITOR DAILY OPERATIONS; ENSURE

APPROPRIATE STAFF & OPERATIONAL POLICIES ARE IN PLACE

SHARE ALL NEWS - GOOD AND BAD -WITH THE BOARD

NOT MANAGEMENT







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BOARD:

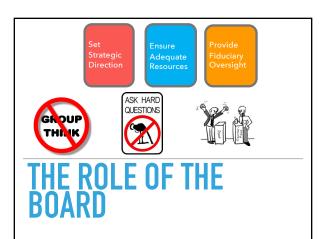
- ENSURES ADEQUATE FINANCIAL EXPERTISE ON
- SETS OVERALL FISCAL POLICIES & ENSURES APPROPRIATE INTERNAL CONTROLS
- APPROVES ANNUAL BUDGET & CAREFULLY MONITORS FINANCIAL REPORTS
- HIRES AN AUDITOR AND REVIEWS AUDIT IN EXECUTIVE SESSION
- CEO:
- WITH HELP OF FINANCIAL STAFF, PREPARES ANNUAL BUDGET; PROVIDES BOARD WITH REGULAR FINANCIAL REPORTS
- WITH STAFF, HANDLES DAILY FINANCIAL OPERATIONS AND MONITORS CASH FLOW
- DEFINES FINANCIAL POLICES AND PROCEDURES

NOT MANAGEMENT











Share something that you learned so far that you can take back to your board



WHAT'S IN YOUR TOOLKIT?

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LEGAL DUTIES & WHY HAVE BOARDS?
BUILDING A GREAT BOARD

TRENDS IN BOARD STRUCTURE

BUILDING HIGH PERFORMING BOARDS

CHAT: WHO BUILDS THE BOARD?

Governance Committee (formerly/AKA: Nominating Committee)



YOU! (the board!)



BUILDING A GREAT BOARD

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WHEN DO WE WORK ON BUILDING 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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DIVERSITY, EQUITY, INCLUSION

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IS OUR BOARD POPULATED IN A WAY THAT ENSURES THAT OUR POWER IS **AUTHORIZED BY AND INCLUSIVE OF THE COMMUNITY IMPACTED BY THE WORK WE DO**? ARE WE DOING ALL WE CAN TO LISTEN TO WHAT OUR PROGRAMMATIC STAKEHOLDERS TELL US IS IMPORTANT?

(INSTEAD OF ASKING, "WHAT DO "WE" THINK IS BEST?" without intentional reflection on how who "we" are informs our perspective)

PURPOSE-DRIVEN BOARDS

 $https://ssir.org/articles/entry/the_four_principles_of_purpose_driven_board_leaderships and the property of the property of$

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BUT IT'S NOT EASY! 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

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

BUILDING A GREAT BOARD: HOW & WHERE?

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GO BEYOND YOUR NETWORKS

DEEP NETWORKING

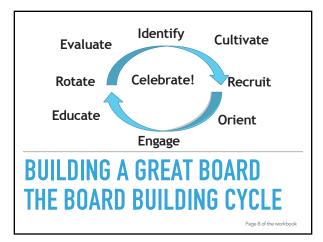
OTHER COMMUNITY ORGANIZATIONS
LEADERS IN YOUR CURRENT OR PAST CLIENT COMMUNITY
POST BOARD POSITIONS PUBLICLY (WEBSITE, SOCIAL MEDIA)

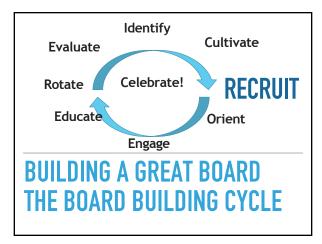
STRATEGIC BOARD RECRUITMENT ISN'T ABOUT SPEED AND EASE — IT'S ABOUT TAKING THE TIME TO GET IT RIGHT.

DIVERSIFYING YOUR BOARD: HOW & WHERE?

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ASK POTENTIAL BOARD MEMBERS:

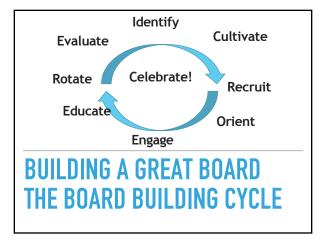
RECRUIT

- 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?
- Ensure the potential board member understands the responsibilities of serving (e.g. time & financial commitment, committee service, length of term)

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!!!!

BOARD BUILDING

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

TRENDS IN BOARD STRUCTURE

BUILDING HIGH PERFORMING BOARDS

TYPES OF COMMITTEES

STANDING COMMITTEES

- GOVERNANCE
- FINANCE
- AUDIT
- EXECUTIVE***

 AD HOC COMMITTEES

FUNDRAISING COMMITTEE

TASK FORCES

BYLAWS REVIEW
CAPITAL CAMPAIGN
EMPLOYMENT POLICY
REVIEW
EVENTS
EXECUTIVE SEARCH
PUBLIC POLICY

STRATEGIC PLANNING

LEADING PRACTICES IN GOVERNANCE

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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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Executive Committee*

DON'T HAVE ONE!!!
UNLESS YOUR BOARD:

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)

TRANSPARENCY IS KEY

TRENDS IN COMMITTEE STRUCTURE

TRENDS IN BOARD TERMS

TWO 3-YEAR TERMS OR THREE 2-YEAR TERMS

2-YEAR TERMS FOR BOARD CHAIR - OR A STRONG VICE CHAIR/CHAIR SUCCESSION PLAN

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 which include responsibilities and expectations; limited to those things explicitly delegated by the board
- Committee meetings are open to all board members.
- Committee Minutes

 Committee Reports
 - Committee minutes go out within a few days to committee members (to check accuracy and inform those unable to attend)
 - Committee reports are shared with the full board at its meetings.

NONPROFIT GOVERNANCE TRENDS

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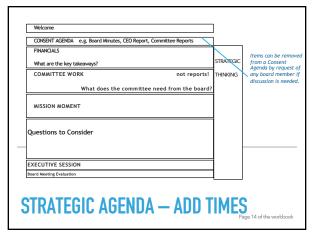
GOVERNANCE COMMITTEE

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



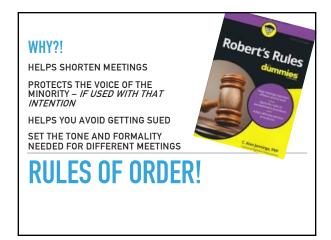


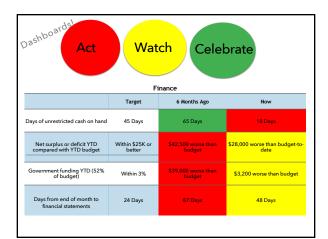
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VIRTUAL BOARD MEETING TIPS

- 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







PEOPLE WILL SUFFER IF I DON'T DO MY JOB WELL.

WHY THIS MATTERS

"EVERY MAN IS GUILTY OF ALL THE GOOD HE DIDN'T DO." $\label{eq:condition} \mbox{-voltaire}$

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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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