

# Boards Matter

## Board Building Tools

For the Busy   
Social Justice Executive

 taking the “Bored” out of “Board”



Management Assistance Group  
Make real change



Management Assistance Group  
Make real change

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This publication was made possible through the generous support of the Ford Foundation.

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# The Management Assistance Group

The Management Assistance Group strengthens visionary organizations that work to create a just world so they can persevere as powerful agents of social change. For over 27 years, we have worked in partnership with hundreds of organizations to build clarity of purpose, effectiveness in achieving goals, and powerful strategies.

Our work has taken us to virtually every state, and across the spectrum of social justice issues. We assist organizations in many areas of organizational development, including strategic planning, fund-raising, adjusting to growth and change, managing people, restructuring, and board development.

Our consultants come from the world of social change, and we are proud to play a part in building a strong social justice community and, in turn, a better future.

This publication compiles over 27 years of practical tips, tools, and insight from our work with social justice organizations. We hope you find it useful. To find out more about us, our publications, and our services, visit us on the web at [www.managementassistance.org](http://www.managementassistance.org).

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# Introduction

Most executive directors of social justice organizations know they're supposed to build their boards, and most even know something about how to go about doing it. Yet many don't get around to it. Or, even worse, their efforts fail to produce the board they want. No wonder so many executive directors feel frustrated and ambivalent about board development.

On one hand, executives respect and appreciate the talents, skills, and experiences their individual board members bring, and they wish they could use board members' assets more effectively. On the other hand, executives often doubt that the time and energy they'd have to devote to strengthening their boards would be worth it. They don't think they'll get as much out of it as they'd have to put into it.

Executive directors want their boards to be there when they need them—raising money, providing access, and making connections. Unfortunately, boards don't usually do these things if board members lack a sense of ownership in the organization, or if they feel that their time and talents aren't being meaningfully utilized.

At its best, a board is much more than the list of tasks it performs. Its deeper value is its members' ability to think together about the organization and how to best advance its mission. In their book *Governance as Leadership*, Richard Chait, William Ryan, and Barbara Taylor encourage executive directors to elicit help from the board in making sense of their organization's successes, failures, and unexpected results, as well as changes in the political, social or economic climate. In

doing this, the board moves beyond a narrow oversight function and can begin to productively frame key problems and questions. This is what Chait, Ryan, and Taylor call "generative thinking," which they argue is essential if boards are to provide leadership and govern effectively.

When executive directors fail to fully engage boards, board members tend to become inactive and disengaged. They are unlikely to raise money, make connections, or serve as ambassadors for the organization. Despite all this, engaging a board in meaningful ways provokes anxiety for many executives. They worry that having a strong board means losing power in their own organization. They fear the board will supplant or diminish their leadership. They think to themselves, "I know what needs to be done—the board will just slow me down or, even worse, get in the way." They view the board/staff relationship as a zero-sum game: "Either I'm in control or they are."

But the board/staff relationship shouldn't be an exercise in containment geared toward erecting borders and separating turf. Instead, it can, and should be, a collaborative partnership built on a shared commitment to the organization's success. We encourage executive direc-

tors to view building a partnership with their board as an essential part of leading their organizations. The materials that follow are designed to help you develop a board that adds value and potency to your organization. Though this guide is primarily written for executive directors, board members will likely find it useful as well.

**Section 1: How'd We Get Here? Following Boards and Leading Boards.** Understand how your board has developed. Gain insights into old patterns, and uncover opportunities for shifting the board in a new direction.

**Section 2: Understanding the Core Responsibilities of a Governing Board.** Help board members focus their attention, govern the organization, and provide significant value.

**Section 3: Fostering a Strong Board/Executive Director Partnership: Some Do's and Don'ts.** Practical guidance for those navigating this critical yet often fuzzy and complex relationship.

**Section 4: Getting Into the Mix: Tips for Strategically Developing the Composition of Your Board.** Learn to analyze the composition of your board, design a board nominations process, identify the personality traits of desirable candidates for board service, set expectations for individual board members, and orient new board members.

**Section 5: What's the Role of the Board Chair?** Clarify the important facilitative role board chairs can play.

**Section 6: Having Board Meetings that Members Want to Attend.** Design board meetings that matter, and explore how the board chair can help build an effective board.

**Section 7: Creating Committees that Work: Some Tips and Sample Mandates for Board Committees.** Think through standing and ad hoc committees—their mandates, and how best to use them.



# How'd We Get Here?

## Following Boards and Leading Boards

Boards of directors are not static. Effective boards change as their organizations evolve and grow. To build a board that can meet the needs of your organization today, it's important to understand how your board developed, in order to identify aspects of its dynamic and culture you may want to reexamine.

In his two articles, “The Board of Directors Is a Problem: Exploring the Concept of Following and Leading Boards” and “Board Passages: Three Key Stages in a Nonprofit Board’s Life Cycle,” board guru Karl Mathiasen identifies two very different types of boards that emerge in the early stages of an organization’s development: the *following board* and the *leading board*. Each has distinctive features that can last decades, and each will face unique challenges as the organization matures. Knowing the characteristics of each type of board can offer useful perspective on the patterns your board may now exhibit, and help clarify strategies for creating a needed shift.

## What Is A Following Board?

The *following board* is often the “founder’s board.” This group is convened by a founding executive director who needs a board to support his or her new venture.

### Likely Characteristics of a Following Board:

- Often made up of a small homogenous group of individuals whose interests are akin to the executive director’s.
- Members share a strong commitment to the organization’s purpose and to the vision of its leader. Often, board members feel more loyal to the founder than to the institution.
- Board members typically communicate with the executive director individually—the board doesn’t gel as a body or develop a shared sense of responsibility or accountability.
- Board members are content to take on a cheerleading role, reviewing reports of the organization’s activities and offering encouragement and support.
- Strategic planning is left to the executive director. Individual board members may offer advice or guidance, but only if asked.
- While individuals may make donations, the whole board rarely assesses fundraising strategies or engages in a concerted effort to raise money on the organization’s behalf.
- The board lacks a sense of ownership, instead viewing the organization as the executive director’s “baby.”

## HOW TO SHIFT THE FOLLOWING BOARD

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**The *following board* is defined by its relationship to the founding executive director**, so it’s not until the founder departs, or decides he or she wants a different kind of board, that the board’s role can change. At this point, the *following board* can shed its old habits and become a more active governing board.

First, the executive director needs to make a conscious shift in how he or she relates to the board, and work to convince the board he or she really wants its involvement. The executive director should invite the board to shape the organization’s direction and review its purpose, goals, strategy, and priorities. With explicit permission from the executive director, the board should be encouraged to ask tough questions, disagree with the executive, and challenge his or her thinking.

Second, the board should add new members who aren’t connected to the executive director and who have served as effective board members on other governing boards. These board members can begin to alter the board’s dynamic and break through old patterns and assumptions.

Third, the organization should identify a strong board chair to partner with the executive director in board building. The chair can help enhance the board’s overall engagement and ownership of the board, facilitate meetings, raise important issues, and help set meaningful agendas.





## What Is A Leading Board?

The other typical kind of board is the *leading board*. The leading board envisions and creates the organization, then serves as its unpaid staff, its volunteer base, its core donors, and the board of directors.

### Likely Characteristics of a Leading Board:

- Composed of a small, determined, homogeneous group of activists who join together to give their time and energy to a cause to which they share a passionate commitment.
- Members are willing to do all the tasks, however mundane, needed to get the organization up and running.
- Members quickly develop a strong sense of ownership. “We got it started,” they say. “We’re the ones who made it work successfully at the beginning, and it is ours to do with as we see fit.”
- Members act as *de facto* staff, working together to design, develop, and implement programs.
- Generally raises all the funds, which increases its sense of ownership.

## HOW TO SHIFT THE LEADING BOARD

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**The *leading board* is characterized by over-engagement,** and is not likely to change until the organization’s growth requires it to hire paid staff. Even then, the leading board may resist giving up any power and instead hire an “executive secretary,” someone to follow the board’s lead and implement its mandates. Leading board members are often ambivalent about having staff: They want staff members to do more of the work, but they don’t want to give up any of the control. Only when board members realize that the organization needs a full-time executive director, someone empowered to exercise real authority and leadership, will they step out of old patterns and become a *governing board* (see next section).

To do this, the organization first has to clearly define the role of the executive director, and then vest that role with power and authority. At the same time, the board needs to lessen its involvement in day-to-day operations while increasing the attention it pays to its governance responsibilities (see page 6). Since the board is still likely to be needed to help carry out some daily work,

make clear when the board is carrying out its governance responsibilities and when it’s acting as *de facto* staff. Board members have to understand that when they’re carrying out a staff function, they are operating as volunteers under the executive director, but when the board as a body is engaged in governance responsibilities, it has decision-making authority.

It is also critical that transitioning boards add new members. The dynamic among leading boards is nearly impossible to change without bringing on new members who are experienced playing governance roles and who are outside the homogenous circle of founders. Establishing and honoring terms is critical: Board members should no longer be automatically renominated. Instead, as their terms expire, give them the opportunity to reflect on their service. At this time, they can put their names forward for renomination, step into board leadership, or gracefully depart from the board and possibly find other ways to contribute to the organization.

# Understanding the Core Responsibilities of a Governing Board of Directors

The following list enumerates the board's six essential governance responsibilities and highlights some ways that the board can carry out its duties.

## **We recommend using this list to:**

- ✧ Discuss the proposed responsibilities with your current board so that the board members develop a shared understanding of the roles that they commit to and own.
- ✧ Share responsibilities with potential new board members so that they know what they should be prepared to do if they join the board.
- ✧ Augment your board manual or board orientation kit.
- ✧ Form a basis for the board members to evaluate periodically how well your board functions as a governing body—and to define where additional efforts may be required.

## What Are the Core Responsibilities?

**1** Assuring that the organization maintains its institutional integrity; stays true to, and advances, its mission, values, and mandate; and focuses on those activities that are most important to realizing its goals.

*Some ways boards can carry out this responsibility:*

- Working with staff members to define the organization's broad direction and goals.
- Participating in the development of long-range and annual plans, and in setting priorities. Assuring that budget allocations are consistent with those plans and priorities.
- Making and reviewing major policy decisions—especially when they involve significant risks or shifts in direction.
- Evaluating the effectiveness and impact of the organization's work.
- Questioning activities that appear inconsistent with the organization's mission, values, focus, or priorities.

**2** Safeguarding the financial soundness and integrity of the organization, and assuring the adequacy of its financial resources.

*Some ways boards can carry out this responsibility:*

- Reviewing the proposed annual budget to assure it is realistic and balanced, and that resources are not stretched too thin.
- Monitoring the financial health and integrity of the organization by reviewing quarterly financial measures, budget-to-actual reports, and audits (including management letters).
- Assuring that adequate financial controls are in place.
- Approving decisions involving major financial obligations.

### 3 Assuring that the organization has the stable and diverse Funding base it needs to achieve its goals.

*Some ways boards can carry out this responsibility:*

- Helping staff to develop long- and short-range fundraising strategies.
- Carrying out fund-raising strategies by making personal donations, and by cultivating and soliciting donations from others.
- Taking part in other fundraising activities such as writing personal notes, providing names for appeals, identifying prospects, and participating in events.

### 4 Assuring that the organization is led well and managed soundly.

*Some ways boards can carry out this responsibility:*

- Selecting the executive director and setting compensation.
- Conducting regular evaluations of the executive director's performance and providing additional feedback as needed.
- Approving personnel policies; periodically reviewing and amending them, as needed.

### 5 Assuring that the board is well-constituted, prepared, and equipped to carry out its responsibilities.

*Some ways boards can carry out this responsibility:*

- Analyzing the board's composition and establishing a nominating and recruitment process that assures that the board is composed of people who meet its needs.
- Establishing effective committees and workgroups to facilitate the board's work.
- Periodically evaluating and strengthening its own functioning; developing plans to effectively involve each individual board member.
- Adopting by-laws and acting in accordance with them.

### 6 Advancing the organization's work and credibility with key constituencies.

*Some ways boards can carry out this responsibility:*

- Serving as an interpreter and advocate for the organization; understanding and conveying its principal message and goals.
- Working to establish links and access to, and credibility with, key constituencies; introducing staff members to significant individuals and institutions.



# What Other Value Can A Governing Board Add?

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When a board of directors is empowered with governing responsibilities, it nearly always makes a number of other contributions that are less tangible but no less valuable.

## **Sees the Forest For the Trees**

Because a board is not immersed in the day-to-day work of an organization, it can stay focused on the big picture—mission, direction, and goals. Social justice organizations can find themselves bombarded with new opportunities or crises and pulled in different directions by funders, the interests of staff, changes in the political and social environment, or demands of key constituencies. A strong board can see the forest for the trees, prevent the organization from going off on tangents, and keep it focused on the work that will make the greatest difference.

## **Asks Tough Questions**

A strong board can be your toughest, most honest, and most deeply supportive critic. It can question orthodoxies and point out where the organization is ossified, stuck, or complacent, helping the staff push beyond the status quo and consider what the organization can start doing (or let go of) to have a greater impact.

## Enriches Decision Making

A board can bring a rich mix of diverse perspectives and experiences to key organizational discussions and decisions. It can help signal the reactions of particular constituencies, serve as a gauge of what will work and what will not in reality, identify shifts and changes in the environment, and find the best balance among competing views and positions.

## Helps Staff Know When to Say No

Boards can help staff determine priorities. Given the immensity of the ills that social justice organizations seek to address, a staff is always under pressure to take on more than it can possibly handle. A strong board pushes the staff to determine the activities that are core and essential, and that will make the biggest impact, and then gives it permission to say “no” to everything else.



## Provides Stability For the Long Haul

Fundamental systemic change takes time. Although healthy boards rotate a few of their members each year, the board, as a body, offers the organization the continuity and stability it needs to ensure its appropriate continuation through changes among its staff, executive director, and funders.

## Helps Executives Grow and Make Tough Calls

Boards provide executive directors affirmation and feedback to help them grow. In an increasingly complex political, social and economic climate, executive directors of social justice organizations carry heavy responsibilities, manage large workloads, and make challenging choices. Boards offer crucial support when their executive is under attack, dealing with controversies, taking a risk, or mired in doubt when facing tough decisions.

# Fostering a Strong Partnership: Some Do's and Don'ts For Executive Directors and Board Members

No matter how hard board members and executives work at clarifying a governing board's core responsibilities, there are places where the roles of the board and the staff are fuzzy. Boards and executive directors inevitably run into difficulties in these areas. Here are some guidelines to navigate these critical relationships.



## For Executive Directors

Don'ts	Do's
<p>Don't expect board members to initiate offers of help or request assignments; if you wait for them to come to you, you may wait forever.</p>	<p>Do meet with each individual board member once a year to discuss their interests, the organization's needs, and how they can help.</p>

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## (For Executive Directors Continued)

Don'ts	Do's
<p>Don't forget that your board members are volunteers with their own full-time jobs, so be strategic in asking for help. Don't resent board members when they fail to follow through, but don't do their jobs for them, or they'll never step up to being accountable.</p>	<p>Do make sure that board members understand what you'd like them to do, and provide them with the structure, staff support, or follow-up they need. Remember good staff work makes for good boards. Do ask your chair to communicate what's needed to board members.</p>
<p>Don't bring issues or questions to the board after you've already made up your mind. The board will feel manipulated or like a rubber stamp. At the same time, don't hesitate to fully express your views on policy decisions.</p>	<p>Do trust and empower your board to make important policy decisions. Their perspective can enhance thinking and increase ownership. Do get buy-in before taking on new major activities, even if it means delaying a funding opportunity.</p>
<p>Don't spend the whole meeting presenting reports—including yours—or dealing with house-keeping issues or trivial matters.</p>	<p>Do engage the board in vibrant discussions. Bring at least one juicy issue to each board meeting.</p>
<p>Don't distribute voluminous background materials without clearly differentiating what you <u>really</u> want the board to read and what is “for their information” only.</p>	<p>Do prepare discussion memos for key agenda items. Make sure the memos provide essential information, crystallize issues, and clarify any action the board needs to take.</p>
<p>Don't let yourself or your staff dominate board discussions. You don't have to know everything, defend everything, have all the answers, or generate all the good ideas. If you want your board to contribute, let them contribute to you.</p>	<p>Do set a tone that invites board members to participate fully and openly in discussions. Actively encourage your board to challenge, question, or criticize wherever they feel it is warranted.</p>
<p>Don't expect board members to raise money unless you are prepared to involve them meaningfully in setting the course of the organization. Board members need a real sense of participation, investment, and ownership.</p>	<p>Do be prepared to provide board members with whatever support they need—guidance, handholding, nagging—if you want them to raise money.</p>

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## (For Executive Directors Continued)

Don'ts	Do's
Don't let your board members find out about the organization's news from outside parties.	Do inform your board, in a timely manner, of all important developments, problems, or controversies.
Don't forget to thank and acknowledge board members for whatever help they provide, and don't complain to your staff (or others) about what the board is or isn't doing.	Do make sure your board members feel that you appreciate their contributions. Speak well of your board.
Don't gossip about board members, but don't ignore disgruntled ones. Try to solve problems by talking directly to them, or get help from your board chair.	Do bring problems with board members to your board chair, but only after trying to resolve them directly with the board member.



## For Board Members

Don'ts	Do's
Don't micromanage or get caught up in operating details, and don't ask or direct the staff to do anything without first consulting with the executive director.	Do concern yourself with whether the organization is achieving its mission and goals, maintaining high standards, and remaining fresh, creative, and on the edge.
Don't inject yourselves into hiring or firing decisions unless the executive director explicitly asks for counsel or help.	Do trust and empower the executive director to direct and manage the staff.
Don't make policy without involving the staff members responsible for implementing it, or you might end up with two policies—yours and the one the staff is actually carrying out. Avoid second-guessing the executive director and staff; if it can be done their way as well as yours, let them do it their way.	Do ask staff members to participate in the board's discussion of areas for which they are responsible. Offer friendly, constructive criticism, but lean toward giving the executive director and staff the benefit of the doubt.
Don't talk to staff members about the executive director unless it is part of a transparent performance-review process.	Do tell staff members who complain to you to raise their issues directly with their supervisors.
Don't avoid conflict in the boardroom by sharing your disagreements only with like-minded board members in the hall. At the same time, don't rehash issues, or keep pressing in areas where your views did not prevail.	Do raise hard issues, ask penetrating questions, and press for the rationale behind plans during meetings. State your opinion, but support the majority's decision once it's been made.
Don't forget that whenever you, as a board member, volunteer to do staff work, you must work under the direction of the executive director.	Do remember that the executive director neither reports nor answers to individual board members. Rather, the executive director is accountable only to the board as a whole.
Don't criticize the executive director except in appropriate boardroom sessions or through an institutional evaluation process.	Do formally evaluate the executive director's performance once every year or two. Thank and acknowledge the executive director and staff. Remember—the only appreciation they're likely to get is from you.

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## (For Board Members Continued)

Don'ts	Do's
<p>Don't remain on the board unless you are going to be an active, contributing member. Don't agree to do things unless you're prepared to follow through.</p>	<p>Do attend board meetings. If you think the meetings don't make valuable use of your time, let the chair know. Participate actively on at least one board committee, or in one important area where the organization needs your help.</p>
<p>Don't make unnecessary demands on the executive director or staff, and don't ask them to do special favors for you.</p>	<p>Do make sure you contribute more to the organization in time, work, and money than you take from it.</p>
<p>Don't run hidden agendas, and, as a fiduciary, never put your interests before the organization's.</p>	<p>Do disclose apparent or real conflicts of interest, and recuse yourself from discussions on these matters.</p>
<p>Don't always advocate for only one issue, one constituency, or one part of the organization or program.</p>	<p>Do focus on the organization's needs as a whole. Remember that even if you are on the board because of your links to a particular group, your foremost duty is not to "represent" anything but the organization's best interests.</p>
<p>Don't have committee meetings unless there's something important for the committee to do. Committees that meet without a clear purpose can make work that may not be useful.</p>	<p>Do rely on fluid, <i>ad hoc</i> task forces as much as standing committees to serve as board working groups.</p>
<p>Don't speak for the board or the organization except when explicitly authorized to do so, and don't gossip or speak badly of the organization. Respect the confidentiality of board meetings.</p>	<p>Do act as an ambassador for the organization. Promote it to the people and communities you interact with. Listen to what outside stakeholders say about the organization, and report your findings to the chief executive and/or board chair.</p>
<p>Don't automatically renominate board members. Disengaged members may be staying on out of guilt when they would really love the chance to leave gracefully.</p>	<p>Do adhere to board member's terms, and use the nominating process as an opportunity to assess board members' performance.</p>



# Getting Into the Mix: Tips For Strategically Developing the Composition of Your Board

To be effective, a board must have the right mix of people—the blend of expertise and abilities that will enable it to carry out its full range of functions. Despite the importance of board composition, few social justice organizations use much strategy or rigor when adding new members. They often add people they know and like instead of first determining which assets they most need in new members.

They're often more concerned with what the board looks like than with the tasks it's able to perform. They then recruit prospective members by promising that the only requirements of board service are a couple of meetings per year, only to be disappointed when they find themselves with board members who only show up at occasional board meetings, or who lack many of the skills the board needs, or who don't do much with the talents they bring.

In this section, we lay out a process for deliberate, thoughtful, and strategic board building. This process will enable you to clarify who your board needs, how to find them, and how to engage them.

## Identifying the Ideal Mix For Your Board

Instead of starting with the people you know, first develop a list of the assets, skills, talents and perspectives you board needs to successfully carry out its governance responsibilities (see page 6) and fulfill its mission.

Some of these qualities—like commitment to the organization, a willingness to be an active participant on the board, and a capacity to work well in a group setting—are required of every board member. But many other needs can be satisfied by just one or two board members, who can lead the full board in carrying out each of the critical governance responsibilities. These are some qualities that at least some board members should possess:

- High-level expertise in a key substantive issue area or experience in executing important organizational strategies.
- Credibility with, and strong ties to, key constituencies—and a willingness to open doors.
- Knowledge of, and experience with, fundraising—and a willingness to ask for money.
- Willingness to introduce the organization to wealthy people who could be potential donors.
- Financial management skills, including the ability to help board members review the organization's regular financial statements and help the board meet its fiduciary responsibilities.
- Experience serving on other boards of directors.

**This is a partial and general list**—each organization will have unique needs that correspond to the nature of its work. As long as the board has at least a few people with these qualities, it will be able to carry out its essential governance functions.

## Assessing Your Board and Finding the Gaps

If you know what qualities, skills, and talents your organization needs from its board members, you'll be better able to assess both the assets of your current board as well as the capacities new board members will need to bring. You can use a grid similar to the Sample Board Composition chart (page 22) to analyze your board's composition. You will come away with a vivid sense of the gaps in your board's composition and a list of the skills, talents, perspectives, and experiences you should be looking for in new board members. Remember, it's difficult for a board to absorb and integrate more than three or four new board members per year. You may want to select the most essential traits from among your gaps and use them as a starting point for nominating candidates.



## Identifying, Evaluating And Selecting Candidates

While it's always good practice to ask board, staff, and members to suggest potential board candidates, you can extend your reach by asking community leaders and organizational allies to serve as nominators. By casting a wide net, you might uncover some surprising candidates—and grab some talents or skills that have historically eluded your organization.

As the names start to come in, keep an eye out for two-fers and three-fers—prospective candidates who embody more than one of your needed traits. If you haven't done so already, convene a nominating committee (also known as a board development committee) to evaluate the names that have come in, and develop a set of top-choice candidates.

Schedule an informal meeting with each candidate to discuss his or her potential service. These meetings should have a personal feel, and may consist of just the candidate, a member of the board development committee, and perhaps the executive director. At the meeting, ask candidates about their background, interests, and aspirations. Listen carefully to candidates' needs, and explain **exactly** why you want them, emphasizing the special value they would bring to your board. Also, be sure to review the requirements of board service. These include the basics (time, place, and frequency of meetings) and the expectations of individual board members.

If your candidates agree to be nominees, then you are ready to bring them to the full board for election.

### Expectations of Individual Board Members

- Fully understand and buy into the organization's mission, purpose, values, goals, policies, programs, services, strengths, and needs.
- Attend, and actively participate in, scheduled board meetings. Read background materials, financial statements, and agendas prior to the meeting, and prepare questions.
- Serve as a working member of at least one committee.
- Make an annual financial contribution to the organization, within his or her capacity.
- Participate in fundraising. For instance, board members can call to thank big donors, write personal notes in appeals, provide names for a mailing, sell event tickets, introduce the executive director to foundations or major individual donors, host a house party, or organize a raffle.
- Serve as a resource or adviser, if needed, to the executive director and members of the staff.

## Welcoming And Orienting The New Member

Once you've elected your new board members, don't set them adrift! New board members need support. They need to know that their views are really welcome, that there are no secrets or rituals that are closed to them, and that they have been brought on because of their qualities, skills, and abilities.

### How to Orient Your New Board Member

- Mail him or her a packet of information about the organization and its mission, if you haven't already done so in the recruitment process. Include the organization's mission statement; long- and short-term plans; program descriptions; a list of board and staff members; recent board minutes; and the organizational budget, bylaws, a list of board committees, and any other materials that seem relevant.
- The executive director should meet with each new member before his or her first board meeting to answer any questions and to begin building their relationship.
- At the new member's first board meeting, the chair should offer a formal welcome. Existing board members should introduce themselves and share their reasons for serving.
- During the new member's first meeting, remember to explain shortcut language—acronyms, abbreviations, jargon, nicknames, and any terms of art—that might create a barrier to the new member's full participation.
- Give each new board member a formal “veteran buddy,” another board member who can act as a mentor and guide.
- Schedule on-site visits to familiarize new board members with the organization's programs, issues, facilities, staff, and constituents.
- Involve the new member as soon as possible, either through a particular request for assistance or through a board committee assignment.

# What Types of Personalities Make Good Board Members?

Not every personality is cut out for board service. While some people thrive in the boardroom, others stumble. Here are some personality traits of good board members.

## A Strong Board Member . . .

**Is Committed to the Organization.** A strong board member must have a demonstrated commitment to the organization's mission and subscribe to the organization's values. Look for a history of dedication and follow-through.

**Exercises Common Sense and Judgment.** Common sense can help keep the board planted in reality, find common ground between dissenting parties, and ask the simple questions that get to the crux of the matter. Boards needn't be filled only with experts; generalists with good judgment are just as important.

**Is Respectful of Group Process.** A preference for group activity is by no means universal. Many intelligent and creative people can't stand the committee format. However, board membership is a group activity, and members must work well in this setting.

**Is Centered.** Centered board members are mature and self-aware. They're not out to prove something, or to gain recognition by joining the board. They empower other board members by modeling balance and restraint.

**Is Open-Minded.** Open-minded people are not wedded to old paradigms or traditional methods—they are concerned with finding what works. They will advocate for their solutions but will also understand that there may be more than one worthy path to success.

**Has a Sense of Humor.** Board work is hard work, and a sense of humor about the weird and wonderful things people do in groups keeps things light and in perspective.



## Types to Watch Out For

**Johnny One-Note.** This person is preoccupied with a single issue and brings it up meeting after meeting, drawing it into every discussion at the slightest provocation—or even without provocation.

**The Over-Boarded.** This person is a well-known community member who sits on the boards of many organizations. While an over-boarded member brings prestige and experience, he or she is unlikely to be able to devote much time and energy to your board.

**The Devil's Advocate.** The devil's advocate savors the role of the contrarian, always taking an opposing position and pulling the board into lengthy discussions of pitfalls and “what-ifs.”

**Authority Figures.** Boards can be disabled by having a member who is regarded with such respect or awe that other board members are reluctant to speak their minds. This is one reason it is generally unwise to put former executive directors on boards.

**Unfocused Creative.** Unfocused creative board members are talkative and constantly pursue issues that are tangential to the board's main work. They love to show off their own creativity and distract the board from its important work.

*Adapted from “Board Membering” by Karl Mathiasen*



# Analyzing the Composition of Your Board


	Names of Board Members		Sex		Race/Ethnicity				Age				Skills/Experience/Expertise						
			Male	Female	Asian or Pacific Islander	Black or African American	Latino/a	Native American	White or European American	<29	30+	40+	50+	60+	Policy/Issues	Big Picture Strategic Thinking	Constituency Building	Politics/Government	P.R./Communications
1.																			
2.																			
3.																			
4.																			
5.																			
6.																			
7.																			
8. Ms. Sample Row			X		X						X				X		X		

## CUSTOMIZE IT!

This chart is just a sample—many organizations find that it works best when they modify it to meet their particular needs. Here are some examples from our clients:

 • A **worker's rights group** committed to building leadership among a diverse group of recent immigrants found that the categories of race and ethnicity were insufficient to describe its community. The organization added Country of Origin and Language categories to round out its analysis.

• A **state child policy advocate** needed major legislative victories to advance its strategic objectives, so it added columns specifying experience and access in the state capital.

 • A **lesbian-rights collaborative** eliminated the "sex" category, replacing it with a complement of choices for gender-identity and sexual orientation to more clearly represent the diversity it was seeking.



Skills/Experience/ Expertise					Access/Connections						Yrs on Brd	Trm Exp	Office/ Committee	
Board Leadership	Financial Planning/Management	Organizational Management	Personnel Benefits/Policies	Fundraising	Foundations	Wealthy Individuals	Business/Corporations	Politics/Government	Allied Organizations	Religious Community	Grassroots Constituents			
			X									2	2007	Chair

- **A national civil rights organization** interested in harnessing the power of the internet to conduct large-scale mobilizing added columns for technological expertise and online marketing experience to its list of Skills.
- **An interfaith coalition** added a religious affiliation category to help it ensure that people from a variety of faith traditions were included.

# What's the Role of the Board Chair?

Board chairs in highly effective organizations typically play a facilitative leadership role—helping to develop the board, focus its attention, engage it appropriately in governing the organization, and build a strong partnership with the executive director. Here are the main areas of responsibility:

## Planning, Shaping and Facilitating the Board's Work

With the executive director, a board chair helps sort out what is most critical for the board to do—what needs to be addressed and how the work should be approached. A board chair helps identify important issues, topics, and questions for the board to discuss. Specific duties include the following:

- Working with executive director to plan meeting agendas.
- Helping the executive director decide what information is critical to share with board members in order to best prepare them for key discussions and to prompt their thinking.
- Facilitating meetings by eliciting questions and input, maintaining focus on the agenda, and discouraging micromanagement and inappropriate behavior.
- Working with the executive director and board to establish a sensible committee structure with clear mandates and goals.

## Encouraging and Focusing Board Members' Participation

Help increase the active involvement of individual board members by:

- Modeling good board member behavior.
- In consultation with the executive director, talking with difficult or non-performing board members to encourage positive participation or, if appropriate, to help ease them off the board.
- Making sure the board is being thoughtful and strategic about its own composition and that it has a pipeline of potential board leaders.
- Appoint committee chairs, and ensure that each committee has a good mix of board members—including members with skills and expertise that are essential to each committee.

## Partnering With and Supporting the Executive Director

Be available to the executive director, and help him or her build a strong partnership with the board—one that provides maximum value to the organization. Other steps include:

- Acting as a sounding board for, and, when asked, as an advisor to, the executive director.
- Providing supportive and constructive feedback, as needed and in private, to the executive director.


**CAUTION:** The question of authority often trips up board chairs. When considering the limits of the chair's power, it's helpful to stay focused on the board's governance roles. Above all, remember the following two precepts:

- No individual board member, including the chair, has authority to make decisions unilaterally. Only the board as a body—or the executive committee, where such power has been so delegated—has the power to make decisions.
- Neither the board nor its individual members have the authority to manage members of the staff or direct the organization's day-to-day operations. That is the responsibility of the executive director. The board does have a responsibility to review the performance of the executive director, provide regular constructive feedback, and, if necessary, hire and fire an executive director.

# Having Board Meetings that Matter

(and that People Want to Attend!)

Boards are valuable not just for what they do, but for how they think together as a body. Yet board meetings are often set up in ways that make it hard for boards to think effectively together. Below are some tips, targeted to *both board chairs and executive directors*, for having more engaging board meetings:

- 
- 1 **Agendas Are Important.** While some items may reappear on every agenda—like a discussion of the financial reports—agendas should not be static, overly broad, or unrealistic. Focus on issues and topics that require the whole board’s attention and discussion.



2

**Avoid the Dog and Pony Show.** Endless reports from staff members on programs, or from board members on committee work, put board members in a passive mode and hamper group discussion. Instead, prepare and disseminate brief written reports that focus on important developments. Flag any challenges, issues, or questions that require the board's input.

3

**Pick Ripe, Juicy Topics.** At each meeting, engage the board in at least one really interesting, timely, substantive issue, so board members leave thinking *"This was a valuable use of my time."* Have the staff develop a brief memo that provides board members with background information and highlights the important questions the organization is wrestling with.

4

**Making Dollars and Sense.** When it comes to financial oversight, boards tend to swing from one extreme to the other, either focusing too little attention on fiscal management (trusting that the staff or the treasurer have it all handled) or focusing solely on money matters in times of financial crisis. To help board members responsibly engage in financial matters be sure to: (1) have your treasurer or finance committee work with the staff to produce budgets and financial statements that are clear and easy for board members to read; (2) disseminate those financial documents in advance of board meetings so members have the time to read them; (3) ask the board treasurer to walk through the financials, pointing out areas where the organization has taken a significant detour from its expected revenue or expenses; and (4) invite board discussion.



5

**Executives, Drop Your Defenses.** If executive directors want the best thinking from their boards, they have to initiate discussions early on about the issues that they find truly vexing or challenging. The surest way for an executive director to kill board leadership is to come to meetings with all the answers and expect the board to rubber stamp them. But if executive directors share the issues that keep them up at night, they might just find that soliciting the board's collective wisdom helps the organization make better decisions—and keeps the board more engaged.

6

**What's the Goal?** Make it clear when the board is having a preliminary discussion, acting as a sounding board for staff, providing input and guidance to the executive director, or making a decision.

7

**Create a Culture of Questioning.** It is essential for board members to ask questions, especially ones that may be tough to answer or feel dumb to ask. The board should push the organization to articulate its work, move beyond the status quo, and stay aligned with its mission, goals, and priorities.

8

**Make Attendance Count.** Low attendance kills board morale and lowers the bar for acceptable behavior. Follow up with board members who regularly miss meetings by encouraging their participation, or, if necessary, offering them a way to gracefully step off the board.

9

**Follow-Up.** Be sure board members know that their discussions make a difference for the organization. Show them how their decisions have been implemented and their ideas considered. Highlight how their committee work has helped advance the organization.




# Creating Committees that Work:

## Some Tips and Sample Mandates For Board Committees



Committees are an effective and efficient way to manage a board of directors' work. Committees allow boards to parcel out smaller pieces of work so that meetings of the full board are productive and not bogged down in detail. By assigning board members to the committees where they can add the most value, boards make the best use of their members' diverse skills, perspectives, and experiences.



## Good committees are made, not born. To get the most out of committees, all committees should have the following elements:

- **A clear mandate.** The members of every committee should understand both the reason for the committee's existence and the limits of its responsibility.
- **Appropriate composition.** Although committees are a wonderful way to harness board members' interests, they should not simply comprise all those who volunteer. Board chairs, working with executive directors, should proactively ensure that each committee has the necessary mix of skills, backgrounds, and expertise among its members.
- **Clarity about authority.** All board committees should understand the intended outcomes of their work. They should know whether they are to give feedback to the staff, to make recommendations to the board, or, in the case of understaffed organizations, to serve as volunteer staff under the direction of the executive director.

## There are two kinds of committees commonly used in nonprofits: standing and ad hoc.

**Standing committees** are permanent, though membership varies over time. These committees tend to the fundamental, unvarying responsibilities of the board. Financial management, board nominations, and fundraising are three core areas that generally require the oversight of a permanent committee.

**Ad hoc committees**, by contrast, are time- and task-specific committees convened around a particular organizational issue. *Ad hoc* committees are effective vehicles for board tasks that require a brief burst of in-depth work. They can be convened to meet any of the following goals: investigate a new potential program area; shepherd an organization through a bi-annual strategic planning process; evaluate the merits of a new office space; or recommend how an organization might spend part of its endowment.

MAG recommends that organizations establish as few standing committees as possible, and instead rely on *ad hoc* committees that can be created and disbanded as needed. Unless a committee has regular, ongoing responsibilities, like reviewing financial reports, there's no need for it to be standing. In fact, there's a danger that committees without real agendas will take on unnecessary work, overstep their bounds, or distract the board from more vital tasks.

The narrow focus, well-defined length of service, and clear goals of *ad hoc* committees may attract board members that shy away from more long-term or amorphous commitments.

## Examples of Standing Committees

Below are some sample mandates for the most common standing committees.

### Finance Committee

- Ensures overall financial health and success of organization by overseeing financial policies, procedures, and decisions.
- Develops and approves annual budgets. Regularly revises budget performance and cash-flow projections prepared by staff to ensure that the organization is not taking any undue financial risks.
- Recommends financial guidelines to the board—for instance, how to establish a reserve fund, buy a building, make major purchases, etc.
- Works with the staff to design financial reports, and ensures that reports and quarterly financial statements are easy to read, accurate, timely, and presented to the full board for discussion and review.
- Approves guidelines for short- and long-term investments.
- Advises the executive director and other appropriate staff on financial priorities and systems.
- Ensures the organization has a separate audit committee to select, hire, and review the work of an auditor. Brings the audit and management letter to the full board for review.

### Board Development/Nominating Committee

- Oversees and manages recruitment of new board members. In conjunction with the staff, determines goals for board composition; identifies and meets with prospective board members; and recommends candidates to the full board.
- Defines selection criteria for, and the role of, board members.
- Before re-nominating current board members, the committee meets with each board member to review their participation gauge their interest in continued service.
- Designs and implements a board evaluation process.
- Recommends a slate of officers to the board.
- Together with staff, coordinates the orientation of new board members.

### **Fundraising/Development Committee**

- Oversees the overall fundraising of the organization. Works with executive director, development staff, and/or other appropriate staff to develop the organization's long-range fundraising strategy and activities. Reviews annual fundraising plan.
- Reviews the development plan's progress and recommends any necessary mid-course corrections.
- Ensures board involvement in, and commitment to, the organization's fundraising activities.
- Identifies and opens doors to new donors. Committee members personally solicit contributions.
- Works with the staff to set up meetings and create events that cultivate relationships with potential donors and bond existing donors more closely with the organization.
- Monitors fundraising efforts to ensure that legal and ethical practices are in place, that donors are acknowledged promptly and appropriately, and that development activities are efficient and cost-effective.

### **Executive Committee**

NOTE: While an executive committee can be useful, it can also be quite problematic if it overextends its authority. Particularly in younger and smaller organizations, an active executive committee can separate the board into insiders and outsiders, and make the whole board feel it is a rubber stamp. That said, here are some useful roles an executive committee can play:

- In consultation with executive director and board chair, develops the agenda and ensures that board members receive relevant materials before each board meeting.
- Acts in board's stead when urgent matters require swift board action.
- Spearheads, or otherwise arranges for, the evaluation of the executive director.



# Do You Want to Read More?

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Here are some of MAG's favorite books about the board of directors:

BoardSource, formerly the National Center for Nonprofit Boards, publishes many useful tools for understanding and strengthening boards. We recommend the following:

- *The Board-Building Cycle* by Sandra R. Hughes, Berit M. Lakey, and Marla J. Bobowick. 2000.
- *Governing Boards* by Cyril O'Houle. 1989.
- *Board Passages: Three Key Stages in a Nonprofit Board's Life Cycle* by Karl Mathiasen. 1990.

*Founders and Other Gods* by Deborah Linnell. Nonprofit Quarterly, Spring 2004.

*Governance as Leadership: Reframing the Work of Nonprofit Boards* by Richard P. Chait, William P. Ryan, and Barbara E. Taylor. John P. Wiley & Sons, 2005.

*The Soul of Money: Transforming your Relationship with Money and Life* by Lynne Twist. W.W. Norton & Company, 2003.







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