Building a Great Board

Washington Food Coalition Conference

September 10-12, 2014

Shelley Rotondo

Northwest Harvest

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Washington Nonprofits

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The resources in this packet can be found in Word and pdf form online at washingtonnonprofits.org/elevatingboard.

Other resources on Boards

* 501 Commons – 501commons.org
* BoardSource – boardsource.org
* National Council of Nonprofits – councilofnonprofits.org
* Bridgespan – bridgespan.org

Board Member Application Form

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Home Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Home Phone: ( )\_\_\_\_\_\_\_\_\_\_ Home Fax: ( )\_\_\_\_\_\_\_\_\_\_ Home E-mail: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Current Employment/Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Work Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Work Phone: ( )\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Work Fax: ( )\_\_\_\_\_\_\_\_\_\_ Work E-mail: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Current Involvement with other non-profit organizations:

|  |  |
| --- | --- |
| Organization Name | Nature of Involvement(member, volunteer, board, etc.) |
|  |  |
|  |  |
|  |  |

**Board Profile**: The Agency Board seeks leaders who are deeply committed to the agency’s mission and values. In addition, the Board seeks members with a broad range of skills and backgrounds, including but not limited to experience in law, media/marketing and transportation; as well as business, accounting, finance, fundraising, social services, human resources and the food industry (including growing, processing, handling and distributing). The agency has an historical and ongoing connection to religious communities, so one-third of Board seats are reserved for people who are actively engaged in the faith based community.

Please describe any experience, skills and characteristics that fit the Board Profile described above:

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Do you have any other experience, skills or characteristics that would inform or enrich the work of the Board? We are particularly interested in cultural perspectives, life experiences, and points of view that will help us in a way that respects the dignity of the many diverse communities we serve.

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Please describe any prior involvement with the Agency: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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Why are you interested in serving on the Board of the Agency? \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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Is there anything else you’d like us to know about you?

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In addition to building a pool of potential board candidates, we are also building a pool of candidates for leadership committees comprised of both board members and community members.

Comments: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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Please attach a resume or brief biography.

Board of Directors Job Description

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of the Agency hereby personally pledge to carry out in a trustworthy and diligent manner all duties and obligations inherent in my role as a Director.

**MY ROLE:**

**The Agency Board Expectations**

1. To determine the mission, values and policies of the Agency, and periodically evaluate the Agency’s success in fulfilling its mission, living up to its values, and complying with its policies;
2. To understand the agency’s history and programs;
3. To elect members of the Board, elect Board Officers, periodically evaluate the performance of Board Members and Board Officers, and perform all corporate acts on behalf of the Agency;
4. To participate in ensuring staff accountability for implementing that mission and plan;
5. To help the agency connect to the community(ies) of recipients and potential recipients of its services and programs;
6. To take advantage of opportunities to inform myself about the agency-operated services and programs;
7. To fulfill the functions of office set forth in the organization’s bylaws and described in this volunteer job description;
8. As a part of my fiduciary responsibility, to review and approve all budgets, review all financial statements, audits, and other financial reports, and actively inform myself about the agency’s financial health;
9. To create, review and approve strategic plans, major programs and major facilities issues.
10. To interact with other Board members, staff and stakeholders in a respectful and courteous manner;
11. To actively participate in and support the agency’s fund raising, including personal solicitation, major gift campaigns, special events, and planned giving;
12. To represent the agency, when asked, to elected officials, funders and others with resources and influence or who need to be influenced to accomplish agency goals;
13. To select the Executive Director and periodically evaluate his/her performance.
14. I understand that so long as I carry out my duties and responsibilities in good faith and to the best of my ability, I will generally be free from any liability for the debts and actions of the organization as provided in Seattle, King County, and Washington State.

**MY DUTIES:**

**Each Agency Board Member is expected to:**

1. Stay fully informed of the mission, goals, policies, programs and current concerns of Agency.
2. Attend all Board meetings. A member should be punctual and plan to stay for the full meeting. If an absence is necessary, the Executive Assistant should be notified prior to the meeting.
3. Prepare for, and participate in, Board and Committee meetings and organizational activities (e.g. Volunteer Appreciation Night, Holiday Luncheon, Annual Meeting and Awards Events).
4. Faithfully read and understand Agency’s financial statements and help the Board fulfill its fiduciary responsibility.
5. Serve in leadership positions, on committees, or undertake special assignments willingly and enthusiastically when asked.
6. Hold in confidence all board discussions and activities warranting such treatment.
7. Support Agency administrators and respect their authority by dealing with grievances or divergent opinions through appropriate channels.
8. Refrain from activities that may constitute a conflict (whether professional, financial or personal) between one’s personal interests and those of Agency, as reported annually in the Directors and Officers Disclosure Statement.
9. Support the work of Agency with a donation of time and a monetary contribution in accordance with one’s ability.
10. Perform all duties ethically, in good faith, and with reasonable care, as outlined in the Code of Ethics.
11. Communicate Agency’s activities to one’s denomination on a regular basis, for Board Members affiliated with a religious denomination.
12. Actively engage in fundraising in ways that are best suited to each member and most effectively serve the purposes of the Agency.
13. Work with and respect the opinions of one’s peers.
14. Always act for the good of the organization and represent the interests of all people served by Agency.
15. Represent Agency in a positive and supportive manner at all times.
16. Refrain from intruding on administrative issues that are the responsibility of management, except to monitor results.
17. Support in a positive manner all actions taken by the Board of Directors even when one is in a minority position on such matters.
18. Never exercise one’s authority as a board member except when acting in a meeting with the full Board or as delegated by the Board.
19. Annually review and sign the Agency Code of Ethics and Board of Directors Job Description.
20. Annually complete and return the Agency Directors and Officers Disclosure Statement.
21. To come prepared to contribute to the discussion of issues and business to be addressed at scheduled meetings, having read the agenda and all supporting material relevant to the meeting.
22. To observe the parliamentary procedures outlined in Robert’s Rules of Order, or Sturgis’ Standard Code of Parliamentary Procedure, and manifest collegial conduct in all meetings attended.
23. To assist and support cultivation activities of new or existing corporate, foundation, individual and planned endowment gift donors or prospects.

If for any reason I find myself unable to carry out the above duties as best I can, or am unable to attend 75% of the scheduled board meetings, I agree to discuss with the President of the Board or Board Development Committee my future obligations in serving on the Board of Directors.

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Agency Board Expectations and Responsibilities

**The Agency Board:**

* Elects members of the Board, elects Board Officers, periodically evaluates the performance of Board Members and Board Officers, and performs all corporate acts on behalf of the Agency.
* Determines the mission, values and policies of the agency, and periodically evaluates the Agency’s success in fulfilling its mission, living up to its values, and complying with its policies.
* Selects the CEO and periodically evaluates his/her performance.
* Reviews and approves annual budget, financial management, strategic plan, major programs and major facilities issues.
* Supports the fundraising and community outreach efforts of the Agency

**Each Agency Board Member is expected to:**

* Stay fully informed of the mission, goals, policies, programs and current concerns of the Agency.
* Attend all Board meetings. A member should be punctual and plan to stay for the full meeting. If an absence is necessary, the Executive Assistant should be notified prior to the meeting.
* Prepare for, and participate in, Board and Committee meetings and organizational activities (e.g. Volunteer Appreciation Night, Holiday Luncheon, Annual Meeting and Awards Events).
* Faithfully read and understand Agency’s financial statements and help the Board fulfill its fiduciary responsibility.
* Serve in leadership positions, on committees, or undertake special assignments willingly and enthusiastically when asked.
* Hold in confidence all board discussions and activities warranting such treatment.
* Support Agency administrators and respect their authority by dealing with grievances or divergent opinions through appropriate channels.
* Refrain from activities that may constitute a conflict (whether professional, financial or personal) between one’s personal interests and those of Agency, as reported annually in the Directors and Officers Disclosure Statement.
* Support the work of Agency with a donation of time and a monetary contribution in accordance with your ability.
* Perform all duties ethically, in good faith, and with reasonable care, as outlined in the code of ethics.
* Communicate Agency’s activities to your denomination on a regular basis, for Board Members affiliated with a religious denomination.
* Actively engage in fundraising in ways that are best suited to you and most effectively serve the purposes of the Agency.
* Work with and respect the opinions of my peers.
* Always act for the good of the organization and represent the interests of all people served by Agency.
* Represent Agency in a positive and supportive manner at all times.
* Refrain from intruding on administrative issues that are the responsibility of management, except to monitor results.
* Support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such matters.
* Never exercise my authority as a board member except when acting in a meeting with the full Board or as I am delegated by the Board.
* Annually review and sign the Agency Code of Ethics
* Annually complete and return the Agency Directors and Officers Disclosure Statement.

Clarifying Board/Staff Roles and Responsibilities

*Source: PEPS****/*** Copyright ©2003 Charitable Advisors LLC Modified from a handout from www.allaboutboards.com.

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| --- | --- | --- | --- | --- |
| Activity | TypicalAllVolunteer | Typical staff administrator/ coordinator (paid or vol) | TypicalED w/ no or small staff | YourAgency |
| **BOARD** |  |  |  |  |
| Board Governance* Define organization mission
* Ensure mission-based decisions
* Develop organizational policies
* Create an organizational vision
* Create a long-range plan
* Hiring and Evaluating the Admin/ED
* Review regular financial reports
* Review regular reports on program participation, effectiveness, and impact
 | Board | BoardLeads | Board Leads with increasing ED role |  |
| Establish and lead board committees | Board | Board Leads | Board Leads |  |
| Establish annual goals and objectives to meetlong-term or strategic plan | Board | BoardLeads | Staff Leads |  |
| Executive Committee | Makes urgent and operating decisions | + Directs workof theAdministrator | Occasional urgent decisions, mainly plan board work w/ED |  |
| Develop Meeting Agendas | Board Chair | Board Chair | Chair & ED |  |
| Board Development* Define desired Board Composition
* New Board Member Recruiting
* Board Evaluation
 | Board | BoardLeads | Board Leads |  |
| Board Chairperson* Appoint Board Committee Chairs and Members
* Settle disagreements/tension between board members or board committees
* Work with ED to resolve any issues brought to attention of Board
 | BoardChair | Board Chair | Board Chair |  |
| Report on progress against annual and plangoals | Board | Staff Leads | Staff Leads |  |
| Prepare and Distribute Board Meeting Packets | Board | Board Leads (Directs) | Staff |  |
| Establish program evaluation methods/process | Board | Board Leads | Shared, StaffLeads |  |
| Sign legal documents | Board | Board Leads | Shared w/ Approval Authority |  |
| Take minutes at Board meetings | Board | Org Preference | Org Preference |  |
| Initiate merger or closing discussions | Board | Board Leads | Shared |  |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **DAILY OPERATIONS** |  |  |  |  |
| Programs* Assess community needs
* Research and Develop programs
* Assess programs
 | Board | Board Leads | Shared,Staff Leads |  |
| Track Board decisions thru implementation | Board | Staff Leads | Staff Leads |  |
| Hire, train, discipline, fire staff (except ED) | Board | Board Leads | Staff Leads |  |
| Decide when to add additional staff | Board | Board Leads | Shared, often through budget process |  |
| Processing and acknowledging donations | Board | Staff Leads | Staff |  |
| Recruit Volunteers | Board | Staff Leads | Staff Leads |  |
| Develop operating procedures | Board | Board Leads | Staff |  |
| Ensure daily security of facility and assets | Board | Staff Leads | Staff |  |
| Maintain program records | Board | Staff Leads | Staff |  |
| Telephone and office coverage | Board | Staff Leads | Staff |  |
| Daily correspondence | Board | Staff Leads | Staff |  |
| Address discord between staff members | Board | Board Leads | Staff |  |
| Build partnerships with other organizations | Board | Board Leads | Staff Leads |  |
| **FUND RAISING** |  |  |  |  |
| Develop Fundraising Plans | Board | Board Leads | Shared, Staff Leads |  |
| Implement Annual Fund | Board | Often Shared | Staff Leads |  |
| Cultivate and Ask Major Donors | Board | Board Leads | Staff Organizes |  |
| Raising visibility in the community | Board | Board Leads | Staff Organizes |  |
| Researching and writing grants | Board | Board Leads | Staff Leads |  |
| **FINANCE** |  |  |  |  |
| * Form a Finance/Audit Committee
* Determine whether an audit is required, select auditor, and receive audit report.
* Ensure appropriate internal controls
 | Board | Board Leads | Board Leads |  |
| * Ensure payment of bills and payroll
* Ensure routine expenditures are within budget
* File required Gov’t forms
 | Board | Staff Leads | Staff Leads |  |
| * Create big-picture budget goals/ parameters
* Assemble the proposed annual budget for approval
 | Board | Board Leads | Shared,Staff Leads |  |
| Review/authorize expenditures beyond budget | Board | Board Leads | Board Leads |  |
| **RISK MANAGEMENT** |  |  |  |  |
| Assess potential risks, implement strategies to reduce liability | Board | Board Leads | Shared,Staff Leads |  |
| Obtain appropriate insurance and maintaincoverage | Board | Staff Leads | Staff Leads |  |

Board of Directors Time Commitment and Calendar

Agency Board members serve for a three-year term

All Board members are expected to serve on one or two of the Board’s committees:

(Board Development, Executive, Facilities/Procurement, Finance,

Public Policy/Advocacy)

The Board meets regularly eight times per fiscal year (July-June) usually on the

last Thursday of each month listed below from 8:30 a.m. to 10:30 a.m.

January Regular Board Meeting

February Regular Board Meeting

March Regular Board Meeting

April Regular Board Meeting

May Regular Board Meeting

May Agency Annual Partner Conference

June Regular Board Meeting

July Board and Staff Summer BBQ

July/August Board Social Event (1-2 days/Weekend)

September Volunteer Recognition Party

September Regular Board Meeting

October Donor Recognition Party

October Regular Board Meeting

November Volunteer Opportunity – Thanksgiving Week

December Agency Board & Staff Holiday Luncheon

Board Committees

**Executive Committee:**

Officers and CEO consider decisions that need to be made, plan agenda for meetings, and help set the calendar for the Board’s work.

**Finance Committee:**

Treasurer, Board members and staff develop best practices for accounting and financial management, takes responsibility for the annual audit, and develops financial policy and direction (including the draft annual budget) for the best use of agency finances.

**Procurement Committee/Facilities:**

Board members plus staff plus community resource consultants (realtors, architects, food bank operators) work to assure adequate facility resources, and work with various food sources (growers, processors) to secure inventory for distribution.

**Board Development Committee:**

Board members and staff work to improve the function and accomplishment of the Board, consider needs to be filled for Board vacancies, recruit and recommend new Board members, and conduct evaluations of the Board and its work.

**Public Policy/Advocacy Committee:**

Board members plus staff plus community resource consultants develop initiatives, policies and strategies for guiding and strengthening our advocacy efforts

Board Orientation Checklist Source: Technical Assistance for Community Services, 2004

* New Board members receive written notice of their election to the board stating dates their term begins and ends, regular meeting dates, times, places, and information about the board orientation process.

**Board Orientation Process:**

* Special meeting for new Board members
* Orientation packet
* Personal phone call or meeting with an experienced Board member
* Follow up personal contact after first three months of Board service

**Board Orientation Packet:**

* Statement of purpose or mission (if developed and adopted by the Board)
* Brief overview of agency programs and services
* Agency annual report with financial statements for the past fiscal year
* By Laws
* Personnel Policies in brief, or brief overview of personnel system for larger organization including: staff organization chart, number of professional and non-professional staff, identification of any unions or employee bargaining associations, date of last major revision of Personnel Policies.
* Policy statement and procedures that have been formally adopted by the Board
* Abbreviations and acronyms of agencies and programs with which this organization is connected
* List of all Board members’ names, addresses, phone numbers, and terms of office
* List of committees with chairperson identified. If committees have regular meeting times and places, these are included. Board organization chart showing committee and sub-committee structure.
* Most recent financial statements and current annual budget.
* Minutes for most recent Board meeting.
* Listing of facilities owned or rented by the organization for its operations, including address, staff member in charge, and general purpose of the facility.

**Board Orientation Meeting:**

* Opportunity for personal introductions among new and experienced Board members.
* More formal introduction of new Board members by the nominating committee, highlighting background and credentials for new members
* Brief presentations by experienced Board members explaining Board role and procedures
* Brief presentation by staff about scope of agency’s services
* Structured opportunity for small group discussion by interest areas (i.e. financial, personnel, programs, planning, fundraising)
* Clear statement of expectations of Board members, including role in agency fundraising
* Open-ended opportunity for questions from new Board member

**Personal Contact with Experienced Board Member:**

* Discussion of new Board member preferences for committee assignment
* Brief explanation of upcoming significant Board decisions or events
* Specific commitment to greet the new Board member at the next Board meeting and provide personal introductions to Board members with common interests

**Follow Up Contact After Three Months of Service:**

* Opportunity for general comments about Board service so far
* Inquiry into involvement with committees if no involvement yet, discussion of barriers and problem solving
* Request for feedback in orientation process

Uncovering Your Culture

Board culture = A pattern of beliefs, traditions and practices that prevail when the board convenes to carry out their duties

Culture is made up of 3 elements:

* **Artifacts**: Visible structure and processes (agendas, table, names plates, where people sit, voting, role of CEO and staff)
* **Espoused values**: Stated strategies, goals, and philosophies
* **Basic underlying assumptions**: Unconscious, taken for granted beliefs, perceptions and thoughts- group norms (very difficult to change)

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| --- | --- | --- |
| **Artifacts:** What would we see on the table/ in your hands? | **Values** (said or written): What could we interpret about your values based on evidence seen? | **Norms & Assumptions:** What would we notice about how people behaved? |
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What about your culture would you like to change as you move forward?

Organizational Dashboard

What are some quick numbers that show your organizational health?

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| --- | --- | --- |
| **Measure** | **Indicator** | **Goal/Unit** |
| *Example: Enough support from individual donors for us to meet our budget* | *Number of donors**Amount of $$ from donors*  | *10 new donors per quarter**$1,000/month from donors* |
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Next Steps: Turn this list into an Excel spreadsheet. Each column can note the time period (week, month, quarter). You can use conditional formatting in Excel to trigger your spreadsheet to show colors when certain numbers are registered. Use a typical stoplight (red, green, yellow) to register how you are doing. For example: Green= 10% below goal to achieving goal; Yellow=10-25% below goal; 25% or more below goal. Focus board conversations on Yellow and Red topics.

Consent Agendas

The regular meeting agenda is formatted to include a consent agenda (one vote for all), discussion items (topics deserving discussion and dialogue), action items (topics that require action, such as voting), and information items (updates on anything related to the agency).

*Sample Agenda*

**Welcome**

**Consent Agenda**

Minutes of prior meeting

Contract to retain HR Counsel

Financial report

Project status report

CEO report

**Discussion item**

Change recommended to XYZ program

**Action item**

Decide schedule for next year’s events

**Information items**

New legislation being considered that might impact our agency

As a single item on the agenda, the consent agenda is voted on with a single vote—to approve the consent agenda. The key to the Consent Agenda’s effectiveness is that there is no discussion of that item. To ensure that good decisions are reached, board materials should be provided well in advance and board members should read them.