Building a Better Board

Parks and Trails New York
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Key Learning Objectives

1. Defining the Board’s Role(s) and Responsibilities
2. Developing an accountability infrastructure
3. Developing a strategic and pro-active approach to board development
4. Making the case in your community for Board service
5. Learning best practices for strategic board assessment, recruitment, orientation, retention & leadership development
Why Does the Board Exist?

- To Represent “The Public Interest” in how grants, contracts, and tax-deductible donations are spent;
- The Board, not staff, is accountable for how these funds are spent
- The board is responsible for discharging the duties of their position in good faith and with that degree of diligence, care, loyalty, & skill which ordinarily prudent persons would exercise under similar circumstances in like positions
- The board has the fiduciary responsibility to abide by the duties of Care, Loyalty, and Obedience
Board Members...

Give:
• Time
• Expertise
• Community/Constituent Perspective
• Credibility
• Influence
• Resources
  – Directly or Access to
  – “Give, Get or Get Off”?
• Commitment to Excellence
  – Care, Obedience & Loyalty

May Get:
• Personal Satisfaction
• Commitment to Mission, Cause, &/or Community
• Professional Growth or Networking Opportunities
• Benefit to Employer or Self
• Recognition
The Board’s Major Policy and Monitoring Functions

1. Board Management and Development
2. Personnel Policies and Executive Oversight
3. Audit, Finances and Fixed Assets
4. Fund/Resource Development (Fundraising)
5. Stakeholder/Community Relations
6. Mission Impact - Programs and Services
7. Planning for the Future
Board Roles in all Volunteer Organizations

**Governance:**
Action as a Collective Body

**Management:**
Direction as an Individual by position or assignment

**Volunteer:**
Action as an Individual at the guidance of a manager
## Governance/Leadership

1. Handle the money and file the forms. Safeguard assets from misuse, waste, and embezzlement.
2. Keep it legal and safe. Ensure compliance with federal, state, and local regulations, and fulfillment of contractual obligations.
3. Make big decisions for the future.
4. Make sure the organization is accountable to its constituencies, and protect the organization’s reputation.
5. Get help when you need it.
6. Plan for arrival and departure of individual members.

## Management

7. Get the work done.... Program and fundraising.
8. Support other volunteers so they can successfully contribute to the organization’s work.
9. Be ambassadors to the community. Lend names and personal credibility and reputation to the organization.
10. Pass along the commitment, passion, and enthusiasm. Provide leadership in spirit.
Management and Leadership

<table>
<thead>
<tr>
<th>Leadership</th>
<th>Management</th>
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<tbody>
<tr>
<td>➢ See the forest</td>
<td>➢ See the trees</td>
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<tr>
<td>➢ Change systems</td>
<td>➢ Maintain systems</td>
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<tr>
<td>➢ Shape &amp; influence</td>
<td>➢ Control &amp; tinker</td>
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<td>➢ Turn crisis to opportunity</td>
<td>➢ Manage crises</td>
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<td>➢ Seek investment</td>
<td>➢ Seek efficiencies</td>
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<tr>
<td>➢ Focus on vision &amp; concepts</td>
<td>➢ Focus on procedures &amp; personalities</td>
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In Building an Accountability Structure...

Clearly define the decision-making, monitoring, reporting responsibilities at the board & management levels in order to know:

✓ Who is responsible for what,
✓ Who makes what decisions,
✓ Who is accountable to whom, and
✓ How and in what ways?
The Bylaws-Policy-Procedure Flow

**Bylaws**
- “Sustainable” Legal Obligations Established by Board (and/or Membership)
- Flows from Certificate of Incorporation or Charter
- Change usually requires advance written notification

**Policies**
- Parameters Established by the Board
- Subject to change without advanced notice (board or executive committee)
- Budgets & Financial, Personnel, Grant Making, Risk Management, ED Job Description, etc.

**Procedures**
- Established By ED or Project Coordinators to Implement the Policies
Accountability Starts with Your Bylaws

- *Is essentially your legislation* as the board is legally bound to adhere
- Sets the rules; composition; nomination, election & removal process & procedures for the board & officers
- Distributes duties & powers to officers, committees, & executive leadership/management
- Defines your decision-making process
- Serves as a compliance & risk management document
Know What Your Bylaws Say re:

• Membership
• Size of Board
• Legal and fiduciary responsibilities
• How are they elected? Vacancies filled?
• Terms of Office? Term Limits?
• Role of Officers
• Role of Committees (of the board, of the corporation)
• Resignation, suspension, renewal
• Number of meetings
• Quorum and Meeting Expectations
Board Development is the process of creating, maintaining & improving the functioning, effectiveness & productivity of board leadership & governance.
Be Intentional about Board Recruitment: Conduct a Board Assets & Needs Assessment

- Talents, specialized expertise & skills
- Board & leadership experience
- Influence, contacts, etc.
- Diversity & representation
  - Ethnic, racial, religious, age, etc.
  - Geographic, political, industry, etc.
- Consumer/resident participation
  - CHDO requirements
- Other?

Tip: Develop a checklist of current board members skills and potential candidates who meet identified needs.
Find New Board Members: Extend Your Network

• Register with https://www.charitystrong.org/
• Current board members’ networks or affiliations
• Stakeholders: Members, donors, consumers, - and their network
• Other nonprofits, faith or community groups
• Higher education & schools
• Government employees
• Open advertising/open house
• Have non-board members serve on select committees (check bylaws)
• Appoint newer board members to board development committee
• Involve experts, those with influence, others in an advisory capacity
• Check with local United Way, leadership, or volunteer programs
• *Spend time together brainstorming*
Best Practices in Board Development

1. Comply with bylaws, review and amend as needed
2. Develop strategic board development goals, short & long term
3. Assess overall board functioning & composition in relationship to those goals
   - Consider whether and how to Assess individual board member & officer performance
4. Develop and regularly review board & officer job descriptions, qualifications & performance expectations/standards
5. Manage communications with existing board members & officers re: renewal of terms, retirement, etc.
6. Plan for multi-year leadership succession
7. Pro-actively recruit & nominate board & officer positions
8. Design & implement an orientation process that is led by Board Members as well as the ED/CEO
9. Encourage & coordinate ongoing development & training opportunities
10. Establish a Committee charged with Board Development, not just nominations
Key Elements/Sample Board Member Job Description and Expectations

- Support and uphold the mission, values and core practices.
- Be familiar and comply with bylaws and governance policies.
- Support and become familiar with program experiences.
- Actively participate in defining and implementing the organizations strategic vision and plans for the future.
- Contribute an average of # hours monthly in governance (and volunteer) activities.
- Attend % of board meetings.
- Actively participate in at least one Board committee.
- Be a confident ambassador for the organization.
- Support fundraising efforts (or be more specific, e.g. sell tickets, comply with fund development plan, etc.)
- Make a financial gift of personal significance (or $_____ amount, or give/get)
- Assist in identifying prospective board members.
- Understand and respect Board-Staff boundaries.
- Participate in the annual evaluation of the Executive Director.
Making the Case for Board Service

- Board members can gain expertise on complex issues that are integral to business and the economy
- Board members gain exposure to a wide variety of issues and systems
- Board members make a difference
- Board service provides on the job training and professional development
- Board members utilize, develop, and strengthen skills in a variety of areas such as financial management, community organizing, and team building.
- Board members serve as leaders and can influence important decisions
- Board service provides personal and professional networking
- Board service can be fun!
Suggested Contents of a Board Manual or Orientation Packet

- By laws
- Articles of Incorporation and amendments
- Minutes of past meetings
- Most recent audit, recent filings (990)
- Current budget and financial reports
- Major policies
- Board and committee meeting schedule
- Board job description
- Board member list
- Committee assignments
- NYS Attorney General, Charites Bureau, “Right from the Start”
Board Retention Tools

• Board Meeting & Committee Calendar
• Board Oversight Calendar
• Annual Retreat
• Routine Board Assessment & Training
• Regular Board Meeting “In-service”
• Strategic Meeting Agenda & Effective Meeting Facilitation
• Keep Well-informed – “No Surprises”
Board Leadership Development Plan

• Establish expectations for leadership service as part of the recruitment process so new board members are prepared
• Focus plan on officers and committee chairs
• Expect vice-presidents or vice chairs to serve, if asked
• Consider an assistant treasurer or separate finance committee chair
• Define how new officers are oriented by predecessors and what information needs to be transferred
• Consider role of Immediate Past-President, possibly as chair of board development or fundraising committee
• Establish and follow officer terms and term limits
• Honor long-term board service
• Manage communications and messaging well
Prepare for a Productive Board Meeting

➢ Directors have a duty to be prepared & informed, therefore all meeting materials should be forwarded in advance
  • Can be done electronically

➢ Typical board packet includes:
  • Agenda
  • Minutes of last meeting
  • Treasurer’s report
  • Committee minutes & reports
  • ED/CEO report (if applicable)
  • Any other pertinent materials

➢ Meeting Chair needs to think through goals for meeting and anticipate questions or concerns.
Board Meeting Agenda Planning

- Agenda normally prepared by Board Chair in cooperation with ED/CEO, Treasurer & committee chairs
- Should be strategically planned to allow ample time for:
  - Deliberation on current or future decision-making topics
  - Matters where it is important for the board to deliberate & document that it has been informed and/or deliberated upon
- Avoid unnecessarily “rehashing” written or oral reports that do not warrant full board consideration
  - 80/20 Rule: 80% looking ahead; 20% looking back
- Distinguish between board governance and operational issues and plan agenda accordingly
Committee Fundamentals

- Establish committees or workgroups when it's apparent that issues are too complex and/or numerous to be handled by the entire board.
- Distinguish between committees doing governance functions and workgroups or task forces doing operational work.
- Committees make full use of board members' expertise, time and commitment, and ensure diversity of opinions on the board.
- Committee authority is prescribed and limited by the Board.
- Committees may expand opportunities to engage experts or stakeholders.
Strengthen Your Fundraising Board

- Identify long-term goals that are inspiring and engaging
- Develop a fund development plan that identifies strategies, roles, and responsibilities and links stewardship to events.
- Provide tools: marketing materials, elevator speech, etc.
- Make it easy for board members
- Get buy-in and establish champions on the board
- Identify skill gaps among current members
- Recruit new members with needed skills
- Invest in board training
- Set an example
- Establish coaching and mentoring relationships
- Set reasonable goals that build confidence
Make the Most of Today’s Session

• Share the presentation with fellow board members
• Schedule time at your next board meeting to discuss your “take-aways”
• Register with or update your organizational and/or personal profile at https://www.charitystrong.org/
• Set up a Board Development Committee or assign the tasks to another committee (e.g. Nominating or Governance)
• Recognize that change takes time