

# OUR WORK OF BOARD GOVERNANCE

**MISSION:** Our board governance begins with a commitment to carry out our purposes.

<p style="text-align: center;"><b>ROLES OF THE BOARD OF DIRECTORS</b> <i>“Functioning as a governing body”</i></p> <p><b>Governance</b> is our exercise of authoritative direction and control with the aim of guarding and nurturing our organization’s fundamental purposes in a manner that is visionary, effective, efficient, legal, and ethical, on behalf of the public we serve. In governing we have the following roles:</p> <ol style="list-style-type: none"> <li>1. We govern through mission-centered plans, policies, and decisions</li> <li>2. We select and work through our chief executive officer</li> <li>3. We establish and guard our mission and our future</li> <li>4. We monitor our organizational performance</li> <li>5. We take legal responsibility for our organization</li> <li>6. We carry financial oversight responsibilities</li> <li>7. We commit to organizational funding</li> <li>8. We maintain our vitality as a board</li> </ol>	<p style="text-align: center;"><b>PROTOCOLS OF THE BOARD</b> <i>“Our rules of the road”</i></p> <p><u>Our Style of Board Governance</u></p> <ol style="list-style-type: none"> <li>1. In approaching our task we emphasize policy, outward vision, diversity of viewpoints, and strategic leadership more than administrative detail</li> <li>2. We make clear distinctions between board and staff roles</li> <li>3. We emphasize pro-activity rather than re-activity</li> </ol> <p><u>Protocols for Board Meetings</u></p> <ol style="list-style-type: none"> <li>1. Board members will come prepared</li> <li>2. Meetings will start on time</li> <li>3. Items for consideration must be on the printed agenda (with few exceptions)</li> <li>4. Lively interaction in decision making is expected.</li> <li>5. Members agree to disagree agreeably</li> <li>6. Attendees will respect and accept all reminders to stay focused</li> <li>7. Decisions will be by majority vote</li> <li>8. Confidentiality regarding board business and discussions is expected</li> <li>9. Members will own and support all decisions</li> <li>10. Meetings will end on or before the published ending time</li> </ol>
<p style="text-align: center;"><b>BOARD MEMBER RESPONSIBILITIES</b> <i>“Our role in governance”</i></p> <ol style="list-style-type: none"> <li>1. Faithfully attend board meetings</li> <li>2. Prepare for and participate in board meetings</li> <li>3. Take committee and task force assignments</li> <li>4. Participate in board development activities</li> <li>5. Observe the organization’s work firsthand</li> <li>6. Support the CEO as a partner</li> </ol>	<p style="text-align: center;"><b>BOARD MEMBER RESPONSIBILITIES</b> <i>“Our role as a volunteer”</i></p> <ol style="list-style-type: none"> <li>1. Be an ambassador for our organization</li> <li>2. Be a donor of record each year</li> <li>3. Assist with fundraising activities</li> <li>4. Use individual skills and talents on behalf of our organization</li> <li>5. Use our connections to move the organization forward</li> <li>6. Encourage and appreciate the staff, volunteers and donors</li> </ol>

# 12 BEST PRACTICES OF NONPROFIT BOARDS



Here are 12 best practices for nonprofit governing boards—and those who practice them—give them their constant in-depth attention!

## MEMBERSHIP

1. Boards are passionately **mission focused**
2. Boards are right-sized with quality **members and relationships**

## GOVERNANCE

3. Boards understand and are effective at **governance**
4. Boards and their members are clear about their **roles and responsibilities**

## LEADERSHIP

5. Boards **supervise only the CEO**
6. Boards have an effective **CEO-Board Chair partnership**

## DECISIONS

7. Boards **focus on policy**, and thereby speak with one voice
8. Boards function with clear **processes for meetings**
9. Boards give attention to **the future, end results, and big issues**
10. Boards exercise **fiduciary responsibilities** for assets, income and expenses

## SUSTAINABILITY

11. Boards govern with a fluid and concise **“Board Policy Manual”**
12. Boards have an active year round **board development committee**

# GOVERNANCE: THE BOARD

## ACTING ON BEHALF OF...



Governance is not the carrying out of programs that deliver on an organization's mission. Nor is it the managing of an organization. Those activities are the work of the staff. Governance is a category all by itself. It is what boards do. And it is what they do on behalf of others.

### THE BOARD MEMBER

*The opportunity to be a member of a non-profit board is a special gift to us as persons seeking to grow and serve. It is also a special gift from us to society through the legion of organizations that are vehicles that make us a civilization. Seen in this light, membership on a governing board should never be taken lightly or accepted merely as an honor. It is a responsible and demanding job. – Max De Pree*

### ON BEHALF OF...

*Board members serve and boards function on behalf of a broader constituency. They are the people whose interests, concerns and needs are at the heart of an organization's mission. Some are on the inside. Most are usually outside. They are what have been described as "the moral owners" of a nonprofit. Boards govern an organization on their behalf. – Dave Coleman*

### DEFINING BOARD GOVERNANCE

*Governance is the exercise of authoritative direction and control with the aim of guarding and nurturing an organization's fundamental purposes in a manner that is visionary, effective, efficient, legal, and ethical, on behalf of the public the organization serves. More simply stated, it is the authority exercised by a board on behalf of many to accomplish a mission with a degree of organizational excellence"*

*- Dave Coleman*

### THE DUTIES

If you check with your state government about nonprofit organizations, you will likely find language to the effect that boards exercise fiduciary responsibilities. That is, they are entrusted to act on behalf of others in ways that exercise the duties of good faith, loyalty and care. For example, they might say:

*Board members act in good faith and loyalty in a manner that one reasonably believes to be in the best interest of the organization. These duties require that board members maintain confidences, identify and disclose conflicts of interests, and never use information obtained as a board member for personal gain.*

In the duty of care, it is often said that a board member must act as any *prudent person* would act in carrying out governing responsibilities:

*...one must make reasonable inquiries and exercise independent judgment using skills, caution, and diligence that a prudent person would use in handling corporate affairs.*

### GOVERNANCE AS A "TEAM SPORT"

*Governance is an activity, an action word; it is what boards do. The essence of the verb to govern is being a steward and trustee of an organization's resources and capacities. Governance is a team sport. Boards exercise collective influence, their members have no individual power. Boards exist only when they meet, that is, between raps of the gavel." – Dennis Pointner and James Orlikoff*