

# Proven Tools to Build a High Performance Nonprofit Board with the Right Board Members

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Strategically defining, identifying, nurturing, electing, training and evaluating the right board members is a huge part of building a high performance board. These board training resources have proven themselves in hundreds of nonprofits.

This and other resources concerning good governance are on my website: [www.TheAndringaGroup.com](http://www.TheAndringaGroup.com). Feel free to make copies of pages within this packet or on the website for any non-commercial use. None have a copyright.

Further resources developed over 30 years can be found in **Good Governance for Nonprofits**, by Laughlin and Andringa, that explains how to document dozens of best practices in an organized Board Policies Manual (BPM).

Many of the key principles of nonprofit governance are also in the bestselling **Nonprofit Board Answer Book**, Third Edition (2012) by BoardSource (a further expansion of the Andringa & Engstrom 2004 "Expanded Edition" by the same title).

The Internet, including many good governance resources at [www.BoardSource.org](http://www.BoardSource.org), makes board development an easier task today.

## MAIN PRINCIPLES TO CLARIFY BOARD AND STAFF ROLES

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1. The BOARD governs, and has but one agent, the CEO, who hires all other staff.
2. The board Chair manages the board. The CEO manages the organization. They partner rather than compete because their roles are entirely different.
3. The CEO reports to the full board, even though he or she also may be an *ex officio* “member of the board” (preferably without vote).
4. Each board member is recruited to bring most of these five: Work, Wisdom, Wealth, Wallop, and Witness.
5. Each board member wears 3 (sometimes 4) hats:  
**Governance** (only when a quorum present; group work)  
**Volunteer** (individual contributions; usually under a staff member)  
**Participant** (attend organization events to meet, speak, listen)  
**Implementer** (fulfill board policy when staff are unable)
6. Both Board and Staff **FORMULATE** board policies.  
Only the Board **DETERMINES** board policies.  
Usually, only staff **IMPLEMENT** board policies.  
The Board **MONITORS** its own policies, usually with staff help.
7. All board members fulfill these basic legal obligations:  
**Duty of Care:** Be informed, participate with the care a prudent person would do in similar circumstances.  
**Duty of Loyalty:** Exercise power in the interest of the organization, not their own or on behalf of another entity, eliminating conflicts of interest.  
**Duty of Obedience:** Adhere to government laws and its own bylaws, maintaining guardianship of the mission.

## EMOTIONAL OWNERSHIP AND GOVERNANCE

1. Emotional ownership is a measure of the personal involvement of the board members of a nonprofit organization. Involvement is used here to represent a variety of factors that describe the board members' relationship with the organization. These factors include:
  - a. the proximity of the organization to their home or place of work
  - b. the frequency of their visits to the organization
  - c. the effect of the organization on their local community
  - d. the specific impact of the organization on family members or close friends
  - e. the organization's dependence on board members' volunteer help (outside the board) for survival
  - f. their level of monetary donations
  - g. their passion for the organization's mission
2. The more these factors apply to a board, the higher the degree of emotional ownership. And the higher the emotional ownership, the greater the tendency for board members to violate a few basic principles of good governance, e.g.:
  - a. Board members failing to distinguish between when they are wearing governance hats (board meetings) and when they are wearing volunteer hats (helping staff)
  - b. Board members inappropriately discussing board matters with constituents or other board members outside board or committee meetings.
  - c. Board meetings looking too closely over the shoulder of the CEO or advising the CEO individually, not as a board, i.e., "too many cooks in the kitchen".
3. Organizations whose board members tend to have high emotional ownership include:
  - a. Churches
  - b. Home owners associations
  - c. Private clubs
  - d. Private schools
  - e. Member organizations (mostly local members)
4. To guard against these dysfunctional tendencies, boards with high emotional should:
  - a. Clarify roles ... in writing
  - b. When convened as the board, stick to board work (policy)
  - c. Be clear that volunteer work comes under the CEO's leadership
  - d. Set clear board protocols, e.g., only the chair speaks for the board, all members support decisions in public once they are made by the board, don't discuss sensitive board issues with constituents, or even other board members outside of committee and board meetings
  - e. Evaluate board members before re-election

## GOVERNANCE REFLECTS CULTURE AND VALUES

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Every board is different. To move from Good to Great is not just about knowing best practices. It is doing them while honoring an organization's culture and values. Boards themselves have unique cultures and values, whether written or not. It pays to answer these questions – and others like them – to try to define what your culture and values are. Then get consensus on whether these are good. And when that is done, teach them to new board members and revisit them from time to time.

1. Do we pursue “truth” and “look hard at the evidence” in decision-making?
2. Are we transparent and do we want to be more so?
3. Do we have a culture where disagreements are welcomed, or discouraged?
  
4. Is the first loyalty of board members to this organization or some other?
5. Does evaluation of individual board members fit our culture?
6. Do we appoint/elect officers and committee chairs based on merit?
  
7. Are we highly collaborative or do we go our own way?
8. Do we nurture people of wealth to get their money or serve them?
9. Do we quickly resolve conflicts or let them fester?
  
10. Do we view staff as merely “means” or is their development a worthy end?
11. Do we really welcome the tough questions in our dialogues?
12. Are we closer to being rule-oriented and legalistic, or more forgiving?
  
13. Are we risk takers or would we rather conserve what we have?
14. What questions or issues are “out of bounds” for discussion?
15. Do we engage our detractors or shun them?
  
16. Do we view our CEO as a partner in governance or our hired hand?
17. If people of faith, have we worked at linking our work with our faith?
18. Are we willing to identify poor programs and end them?

There are dozens more questions. How could you honestly define your board's (and institution's) culture and identify the values that really drive you (versus those that you might have written out but do not always honor them)? Healthy boards work toward being authentic in their relationships within a worthy culture.

## THE BOARD MEMBER “HATS”

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Most organizations expect board members to wear the first three hats. In very small organizations with too few staff, some board members wear hat #4 as well.

### 1. Governance Hat

- \* Qualifications to wear this hat should be #1 in electing new directors
- \* Pre-election and post-election orientation is a must to be productive
- \* The work here is only group work when a legal quorum is present
- \* Individual gifts are sometimes muted in this group function
- \* The board chair managers the group and the CEO reports to them
- \* Each director brings something unique so the team is complete
- \* Peer review and consensus to be elected to another term is essential
- \* Training is required for wearing this hat, more so than the others
- \* Directors must really own governance, not assume the CEO is in charge
- \* All help board meetings focus on governance, not on management issues

### 2. Volunteer Hat

- \* Most directors are asked to volunteer for helping in their strong areas
- \* In most organizations, directors make up only a portion of volunteers
- \* Usually, a director wears this hat under the guidance of the CEO or staff
- \* Some directors can give more time to volunteer activities than others
- \* Helping to raise funds in ways they enjoy is one volunteer hat role
- \* Invited to participate in a management team meeting is another role
- \* Mentoring young staff is another, but boundaries need to be set

### 3. Participant Hat

- \* Sometimes directors are encouraged to “just show up” for key events
- \* Should be optional in most instances
- \* Normally, both the chair and the CEO, agree directors need to “be there”
- \* Often, say the annual banquet, directors are expected to bring others

### 4. Implementer Hat

- \* Normally, a board assumes implementation is the CEO’s role
- \* But in understaffed nonprofits, this hat could take up much time for a few
- \* Seldom, if ever, worn by directors in larger, mature organizations
- \* But a board may designate one of its own to implement a policy
- \* Then accountability is back to the board
- \* If helping the CEO implement something, that is the volunteer hat

## GOOD BOARD STRUCTURE AND PROCESS

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1. Ask: Why do we need a board larger than 9-11?
2. Elect a good chair to “manage the board”
  - Allow unlimited annual re-elections if evaluations show the board wants a good chair to have another term.
  - Don’t determine in advance whether a vice chair succeeds a chair; let the board decide that at the time a new chair is needed.
3. If the board elects a Secretary and/or Treasurer, also elect a key staff person(s) to be Assistant Secretary and Assistant Treasurer so minutes and other documents get processed easily.
4. If the board wants the CEO to be a board member, it is best for the CEO to be an *ex officio* non-voting member. The CEO has influence through voice; better than through vote.
5. Have as many full board meetings as are necessary (usually 2-4/year). Committees should meet “live” at least once/year, then by phone.
6. Always function according to the organization’s Bylaws. But keep them general so they are not too prescriptive require change too often.
7. Further policies about board structure and process should be documented in one place, ideally in one part of the Board Policies Manual (a “governance management system” discussed separately). A free template of an entire BPM can be downloaded at the website below. The BPM should address topics such as these:
  - Who appoints committees, committee chairs, and for what terms
  - Definitions of each committee’s role
  - Use of board ad hoc task forces
  - Everything about board meetings and reports
  - Board expenses
  - Process for recruiting, orienting, selecting and evaluating board members
  - All policies relating to the boards relationship with the CEO/staff
  - Parameters around staff decisions in all functional areas

Note: This tool is used to gain agreement among all directors of what the future ideal profile of the board should look like. ***The items below are examples only.*** The three categories reflect the board's perception of the 'dream team' which would include all those players thought to be needed for an excellent board of directors. The Board Development Committee (or nominating committee) would use this board-approved profile to assess the current board members and target the search and selection process for new directors/trustees.

**I. EVERY** board candidate should ...

- A. Be widely known in his community as a person of integrity
- B. Have demonstrated in past his/her interest in and support for the organization
- C. Have served on at least two other nonprofit boards of directors

**II. As a GROUP,** the entire board should eventually reflect this profile ...

- A. Fairly reflect the primary constituencies of the organization
- B. Include at least X female and Y minority leaders
- C. Have no more than Z% from any one professional/career category
- D. Have 1/3 capable of donating \$XXX annually

**III. EACH** individual director or prospective director should bring *at least one* of these, in addition to meeting category I criteria and helping the board meet category II. The board development committee should have a confidential list of current directors and prospective directors to note in the far right columns below (using initials or numbers) so directors can review and advise on potential board members.

	Our Ideal Board Profile Would Have at Least One Person in Each Category Below	Directors: Who has what?	Prospects: Who has what?
A.	Expert on the sociology and psychology of primary beneficiaries		
B.	Expert in nonprofit law		
C.	CEO or former CEO of a similar organization		
D.	Expert in major donor fundraising		
E.	Expert in public relations and media		
F.	Business/professional leader who benefited from the organization		
G.	Expert in large organization finance, preferably a CPA		
H.	Expert in construction and building maintenance issues		
I.	Person currently living among primary beneficiaries		
J.	Expert in theology (or another relevant, academic discipline)		
K.	... (other qualifications as determined by the board)		

# BOARD RECRUITMENT MATRIX

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This matrix can be adapted to assist your organization's recruitment efforts by assessing your current board composition and identifying opportunities to diversify and/or expand your board.

Every organization is different. Use the table below to help distinguish the skills and strengths you need from board members depending on your organization's stage of development, community served, and other circumstances.

In considering board building, an organization is legally obligated to follow its bylaws, which may include specific criteria on board size, structure, and composition. Keep in mind that your organization's bylaws may need to be updated to incorporate and acknowledge changes in the environment and community that have made board structure changes necessary or desirable.

AREAS OF EXPERTISE/LEADERSHIP QUALITIES	NUMBER OF CURRENT MEMBERS	NUMBER OF PROSPECTIVE MEMBERS
Administration/Management		
Early-stage organizations/start-ups		
Financial oversight		
Fundraising		
Government		
Investment management		
Law		
Leadership skills/motivator		
Marketing, public relations		
Human resources		
Strategic planning		
Physical plant (architect, engineer)		
Real estate		
Understanding of community needs		
Technology		
Other		

  

RESOURCES		
Money to give		
Access to money		
Access to other resources (foundations, corporate support)		
Availability for active participation (solicitation visits, grant writing)		

Continued ►

Source: [The Board Building Cycle: Nine Steps to Finding, Recruiting, and Engaging Nonprofit Board Members](#)

COMMUNITY CONNECTIONS	NUMBER OF CURRENT MEMBERS	NUMBER OF PROSPECTIVE MEMBERS
Religious organizations		10
Corporate		
Education		
Media		
Political		
Philanthropy		
Small business		
Social services		
Other		
PERSONAL STYLE		
Consensus builder		
Good communicator		
Strategist		
Team member		
Visionary		
AGE		
Under 18		
19 – 34		
35 – 50		
51 – 65		
Over 65		
GENDER		
Male		
Female		
RACE/ETHNICITY		
African American/Black		
Asian/Pacific Islander		
Caucasian		
Hispanic/Latino		
Native American/Indian		
Other		

## THE FIVE W'S OF BOARD MEMBERSHIP

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***The Old Criteria:***

Contribute 2 of 3 – Work, Wisdom, Wealth (or Time, Talent, and Treasure).

Some Now Look for People Who Can Provide ALL Five of These

Ideal Board Candidate	Governance Hat	Volunteer Hat
1. Wisdom	Help formulate, negotiate, determine and monitor wise policies.	Be available to advise staff when called upon and offer suggestions to the CEO.
2. Work	Attend committee and board meetings; come with homework finished.	Offer to help with a fund raising campaign, an event, mentor a staff person, etc.
3. Wealth	Comply with board expectations for being a donor of record each year; pay expenses when that is required.	Go beyond easy giving to model sacrificial giving.
4. Witness	If faith-based organizations, help integrate precepts with practice in setting policies.	Talk up the organization “as you go” about your normal work and life. Seek opportunities to make the organization known.
5. Wallop	Bring your knowledge and experience to bear on the work of the board in ways only you can do.	Always think, “what one thing could my position and network accomplish that others could not?”

# Forward Thinking

**Governance practices for not-for-profit board members and executives** Issue no. 11

## Do you really know who your board members are?

By Frank L. Kurre, national managing partner,  
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Selecting the best and brightest candidates for board membership has become a top priority for many not-for-profit organizations. Organizations are concerned that selecting the wrong board members could lead to governance problems, reputational damage and, simply put, bad chemistry. Moreover, heightened scrutiny and transparency requirements from the IRS and state agencies also have raised the stakes for candidate selection. But how do organizations identify and select the most ideal candidates for board membership? While there is a wide range of methods, a growing number of savvy not-for-profit organizations are undertaking due diligence in assessing candidates for board membership.

Most not-for-profit organizations in the United States have self-perpetuating boards, where candidates are identified,



nominated and elected by the existing board of directors or trustees. The candidate identification and selection process typically is handled by the board's executive, nominating or governance committee. Candidates are identified by current and past board members, senior management, alumni, foundations, government agencies and other constituencies.

In the past, new board members were often selected based on who they knew. Little, if any, due diligence was performed. With IRS changes in the required conflict-of-interest disclosures in the Form 990, and federal and state agencies focusing on accountability and stewardship, due diligence in member selection has expanded significantly.

[Continued >](#)

# Do you really know who your board members are? (continued)

This growing use of due-diligence processes in board selection is an important practice for not-for-profit organizations.

## Undertaking due diligence

The following represent some of the due-diligence procedures, also referred to as decision screens, which-not-for-profit organizations are using to select a candidate for board membership:

1. Require the candidate to complete and submit the organization's conflict-of-interest statement and to disclose any potential conflicts or certify that no conflicts exist prior to election.
2. Require the candidate to authorize the organization to perform a full background check. This background check typically includes a search of public documents for any legal judgments, IRS or state liens, negative media publicity and a criminal check.
3. Request that the candidate provide three references from individuals not affiliated with the organization.
4. Request that the candidate briefly discuss (verbally or in writing) his or her approach to serving on the board. Topics to be addressed include commitment to the organization's mission, willingness to participate in committee assignments and the expectation to attend a majority of board and committee meetings.
5. Gauge the candidate's ability to make financial contributions to the organization.
6. Gauge the candidate's ability to promote the organization among his or her professional and personal contacts.
7. Assess whether the candidate has any relationships with existing board members, management or other individuals which could lessen the candidate's ability to be objective and independent.
8. Have several board members, including the board chairperson, interview the candidate before his or her name is placed into nomination.
9. Inquire whether the candidate previously served on other not-for-profit boards. Request information as to the length of board service, leadership positions held and committees on which the candidate served. Consider contacting these not-for-profit organizations about the candidate's performance as a board member. Also consider a similar due-diligence procedure for any candidate who has served on the board of for-profit companies, including public companies.
10. Ensure that any issues of concern are carefully identified and brought to the attention of the committee charged with conducting the nomination process. Consideration also should be given to disclosing these matters to the full board if the candidate is nominated and considered for election. Legal counsel may need to be consulted depending on the seriousness of the matters that are identified.

Other questions to ask in selecting new board members include the following:

- Does the candidate possess certain skills or expertise that will be of value to the organization?
- Is the candidate's demeanor and personality a good fit for the board?
- Has there been full consideration of the benefits the organization will derive from having this individual serve on the board?
- Is there any risk of embarrassment or reputational damage by appointing this individual to the board?

Selection of board members is a critically important process for any not-for-profit organization. Organizations should consider a robust set of due-diligence procedures that will help boards make the best possible decisions. Choosing the best candidates is imperative to a not-for-profit organization's success — not only from a good governance perspective, but also from a reputational perspective. •



### About the author

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### About the newsletter

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## BOARD ORIENTATION AND TRAINING

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1. Why is good orientation and training necessary?
  - A. To reduce frustration and miscommunication based on differing assumptions
  - B. To increase enjoyment and productivity of board members
  - C. To reduce the natural tension between board and staff
  - D. To create a governing board on which good people want to serve
2. Who is responsible for new board member orientation and on-going training?
  - A. Do NOT depend solely on the President/CEO
  - B. Best to have a small Board Development Committee lead
3. When is orientation and training done: some options
  - A. Give appropriate information to candidates before election
  - B. More appropriate information soon after one is elected
  - C. Evaluation and planning at board retreat every 2-3 years
  - D. Ten minutes of training in each meeting
  - E. Useful bite-size information sheets mailed out periodically
4. What topics are covered in board orientation or training?
  - A. Role of board and staff in various areas
  - B. How mission, values, goals are determined and monitored
  - C. Role of staff in serving the board and committees
  - D. Process for identifying, selecting, orienting, evaluating board members
  - E. Conflict of interest policies
  - F. Role of committees in helping the board do its work
  - G. Relating to constituencies (e.g., members, donors, government, faculty, students, etc.)
  - H. Use of advisory groups or affiliate organizations
  - I. Budget process and audit
  - J. Major program development

And many more....

## I. The trend seems to be:

Clarify in bylaws the most reasonable limit terms e.g.,

- \* 1-year term for those brand new to the organization, then ...
- \* two consecutive 3-year terms, or
- \* three consecutive 2-year terms, or
- \* for complex institutions, three 3-year terms

after which a board member is required to be off the board for at least 1 year.

## II. Why required rotation?

- A. Some good prospects and current board members don't like the tradition (or board cultural assumption) of serving forever
- B. Most boards have a hard time not re-electing a board member when history shows most do get re-elected over and over, even when their effectiveness is gone
- C. Most boards need new blood for new cycles of organizational life
- D. It makes it easier to elect people to fit the board's approved "dream team" criteria
- E. Board members' active participation wanes with age, changing life situations, etc.
- F. It opens more slots for highly effective and motivated individuals willing to serve

## III. Some good practices if you DO NOT have required rotation:

- A. Annual affirmation statements from all trustees prior to annual meeting
- B. Good evaluation by Board Development Committee of members whose term is up
- C. Creation of Board Alumni Council for life appointments after X years on board (provides an easy option for those who feel it is time to leave active duty)
- D. Involve good board member prospects on board committees or board task forces until an opening on the board comes up

## IV. Some good practices if you DO have required rotation:

- A. Same as above four suggestions
- B. Consider a win-win one-year term for new people to confirm service is good
- C. Allow non-board members to serve on committees so good board members can be appointed to them during the required year off before again being eligible for election back on the board
- D. Appoint board members during year off to chair some special advisory group

**The Key Reminder:** There is no reason not to keep good board members active, whether on the board or in some other key volunteer assignment, while those not interested in continuing their service always have an honorable way of saying 'I completed what I felt I could do.'

*First Principle: Good nonprofits have good boards; and good boards have good chairs!  
The Chair manages the board...The CEO manages the organization.*

1. **Desired Traits.** Knowledge of organization, leadership qualities, fair and objective, able to delegate and motivate volunteers, good facilitator of meetings, willing to make difficult decisions, positive communicator, ability to develop trust relationship with the CEO, etc.
2. **Time Required.** Most chairs report “at least twice the hours” of other active board members are required, so equivalent to 20+ days per year for a typical board.
3. **Selection.** Important to be elected by a fair process, maybe secret ballot. The full board annually should elect the most gifted person for the role who is willing to do the job well.
4. **Length of Service.** Usually one or two-year renewable terms works best. Need objective evaluation by board development (or nominating) committee and expressed willingness to serve again before re-election. But don’t impose arbitrary term limits on great chairs!
5. **Primary Role. The job "product" of the Chair is, primarily, the integrity of the board's process.** The chairman “manages the board.” The Chair is the only board member authorized to speak for the board as a group, other than in rare and specifically authorized instances. She or he models involvement, including giving, helps recruit new board members, makes or suggests wise committee assignments, interprets board feelings to the CEO, develops board meeting agendas with the CEO, and insists on good board training.
6. **Enforcement Role.** The Chair ensures that the board behaves consistent with its own rules and those legitimately imposed upon it from outside the organization. Meetings deal only with those issues that belong to the board to decide. The Chair minimizes cliques within the board and deals with division or dissatisfaction as appropriate.
7. **Special Authority.** The authority of the Chairperson consists only in making decisions on behalf of the board that fall within and are consistent with any reasonable interpretation of board policies on governance process and on the board-CEO relationship. The Chair has no authority to make policy-related decisions beyond policies created by the board.
8. **Relations with CEO.** The Chair has no authority to supervise or direct the CEO, but is expected to advise and partner with the CEO on all governance matters. This trust relationship must be positively developed over time.

## THE CEO – CHAIR PARTNERSHIP

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1. The Chair manages the board. The CEO manages the organization.
2. They do not compete because each has a role that is different and one cannot succeed in doing the other. The exact relationship differs among organizations but must be worked out as trust grows.
3. The CEO should normally be a member of the board, *ex officio* (by virtue of position) but without vote because the CEO's job is to implement board policy (besides, good CEOs "voice" influences many votes anyway).
4. The board should select its own Chair, but the CEO should be consulted and have "almost veto authority" if he/she believes they could not work together.
5. The Chair does not set policy, but is the best to interpret board policy when the CEO needs guidance.
6. The CEO and Chair partner on such things as helping to identify new board members, board agendas, committee assignments, board training, ways to recognize board service, improving meetings.
7. Often the Chair leads the annual evaluation of the CEO, as the Chair knows more dimensions of the CEO role than other board members.
8. The Chair, NOT the CEO, often has to be the disciplinarian when board members behave poorly.
9. The Chair, NOT the CEO, should follow-up when board members are not donors of record or don't sign the annual documents on time.
10. The Chair and CEO are the most critical to each other in having a successful tenure. Respected colleagues, but usually not best friends.
11. The Board Development Committee should evaluate the Chair's performance before re-election, and the CEO's views should be considered.

## EVALUATE BOARD, DIRECTORS AND CEO

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### I. Board of Itself

- A. An on-going role of the Board Development Committee
- B. Short “how are we doing?” at every meeting
- C. Executive session with CEO and without CEO at end of every meeting
- D. Evaluation surveys of all board members every two years
- E. Outside evaluator if necessary
- F. Training modules using “good practices” material that prompt new questions
- G. Other?

### II Board of Its Own Members and Officers

- A. Best done by Board Development Committee
- B. Always done before re-elections
- C. Always based on written expectations regarding attendance, preparation, positive contributions, confidentiality, personal stewardship, etc.
- D. Seldom involves all board members, but could ask for input from all
- E. Emphasize personal responsibility to resign if not fulfilling expectations
- F. Other?

### III. Board of Its Chief Executive

- A. Assigned to Executive Committee or another small group to manage
- B. Annual process is good for board and CEO
- C. Best to start with mutually agreed upon goals for the year
- D. Always invite CEO to write a self-evaluation based on the agreed upon goals
- E. Invite other directors to comment on the written self-evaluation
- F. Let board discuss performance in executive session
- G. Always debrief CEO orally and in writing
- H. Every 5 years or so, could contract for an outside evaluator who would interview key constituents, staff, donors, etc. and give the board and president a report
- I. Evaluation is one input for the annual compensation review
- J. Other?

*What doesn't get evaluated seldom gets better!*

## REPORT CARD FOR BOARD MEMBERS

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Director/Trustee Name: \_\_\_\_\_ Date: \_\_\_\_\_

Note: This is only one sample of what an evaluation of individual board members might look like. The key is to have some form of evaluation which is known by the full board. You should provide a draft something like this for discussion. Only the board development (or nominating) committee would actually use this kind of tool in deciding which members up for re-election are deserving of that and which slots could possibly be filled by new members who could bring to the governance process more of the desired qualifications from the board profile.

Rating Scale: 4 (highest), 3, 2 or 1 (lowest)

Rating	No.	<b>Category: Governance Role</b>
	1.	Attended all meetings for the full agenda
	2.	Demonstrated that advance materials were read/understood
	3.	Comments helped bring board to good decisions
	4.	Reflected growing understanding of issues/trends in our sector
	5.	Understood and followed bylaws and board policies
		<b>Category: Volunteer Role</b>
	6.	Was a significant donor based on personal resources
	7.	Participated in optional activities to relate to staff and key constituents
	8.	Helped attract other major donors and potential board members
	9.	Responded to requests from chair and president when able
		<b>Category: Overall Character and Contributions</b>
	10.	Attitude and comments reflected positive, civil behavior
	11.	Encouraged the president and staff in their work
	12.	Known and respected in community as person of faith and integrity
	13.	Brought knowledge, wisdom or other contribution other members could not
		<b>TOTAL SCORE</b> (but consider that some items are more important than others)

## BOARD ANNUAL AFFIRMATION STATEMENT

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[Note: This is a template only. You should tailor it to your own organization and make changes whenever appropriate. Normally this document would be given to every member of the board at the same time of year, often 60 days before elections of new board members, and often along with the annual signing of a Conflict of Interest document.]

### MY COMMITMENT (circle Yes or No).

Yes No 1. I affirm support for board and staff leadership and continue to believe in our mission and programs and will invest my time, talent and treasure to the best interests of the organization.

Yes No 2. I affirm I will continue to be an active board member, participate with a positive attitude, maintain confidentiality about board deliberations, and publically support whatever decisions the board makes after good discussion where all points of view are welcomed.

Yes No 3. I affirm I am highly committed to preparing for and attending the scheduled meetings of the board and committees, unless I notify the chair in advance of a major conflict, and understand that the cost of transportation, hotel, and non-scheduled meals will be my responsibility (or my organization's responsibility).

Yes No 4. I affirm that during my term on the board I will arrange my giving priorities so that I am able to be a generous donor, recognizing that major donors, foundations and other donors have the expectation that the Board of Directors will be part of the "most highly committed" group of donors. In addition, I affirm that, as I am able, I will seek to influence generous giving from others I know.

Yes No 5. I affirm that I have read and agree to abide by the organization's Bylaws, Conflict of Interest statement, the Board Policies Manual, and \_\_\_\_\_.

Yes No 6. I affirm that if I am unable or unwilling to continue to serve, attend meetings, and execute my responsibilities as a board member, I will resign my position so that the board may have the benefit of the full support and committed time, talents and treasure of an active board member.

My signature below signifies that I have read and affirm my agreement with these expectations and my intention to comply.

Signed: \_\_\_\_\_ Date \_\_\_\_\_

# BOARD MEETING ASSESSMENT

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## PRE-MEETING

› The meeting agenda and relevant background materials were provided in sufficient time to prepare for the meeting.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

## MEETING

› The agenda was clear and realistic for the allotted meeting time.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

› Reports were clear and focused on important information.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

› There was sufficient time for discussion.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

› I was satisfied with my opportunity to participate in discussions.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

› I feel a diversity of opinions were expressed.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

› All participants appeared to be prepared for the meeting.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

› Next steps were identified and responsibilities assigned.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

› I was satisfied with how the meeting was facilitated.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

› I was satisfied with what the board accomplished.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

› I was satisfied with the board's overall meeting performance.

STRONGLY DISAGREE  DISAGREE  NEUTRAL  AGREE  STRONGLY AGREE

## COMMENTS

## WHAT BOARD MEMBERS DO BETWEEN MEETINGS

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When board members meet in a legally constituted meeting, they wear their GOVERNANCE HATS. That's the ONLY time.

After the meeting, one or two *may* have been given board authority to go do something, so they would wear their IMPLEMENTER HATS. That's VERY seldom.

But *ALL* board members should leave meetings knowing that they put on their VOLUNTEER HATS to wear most of the time. What do they do?

### **The Principles:**

1. Define general expectations before board members are elected.
2. Engage each board member – usually under the CEO's leadership -- according to ...
  - \* unique motivations for being on the board
  - \* skills and abilities
  - \* personal networks
  - \* time available
3. Evaluate each board member each year, including how successfully each hat was worn.
4. Realize that non-board members are also volunteers and should be engaged when they could do just as well for the organization as busy board members.
5. What types of things do board members do when wearing their Volunteer Hats?
  - Help recruit, nurture, encourage other board members
  - Show support for CEO and staff through small acts of kindness
  - Personally be a donor of record early in each year
  - Volunteer time to engage other donors
  - Study about the sector in which the organization functions
  - Become a student of nonprofit governance to help guide the board
  - Make site visits to observe the organization in action
  - Draft materials, review/edit materials, critique websites, etc.
  - Pass along good information to the staff and other board members
  - Provide moral and spiritual support to individuals in the constituency
  - Volunteer to serve on an advisory task force or other group
  - Offer to do research on a topic or organization that would help the board/staff
  - Stay in touch with other board members to help build good relationships
  - Learn and use email effectively!

What other three things could be added to this list for your board???

## USING KEY VOLUNTEERS FOR NONPROFITS

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Four ways boards (as well as CEOs) can wisely tap volunteers to help achieve the mission:

### I. Individuals

- Invite an expert to give the board recommendations.
- Invite an experienced governance expert to be your board mentor.
- Invite someone to coach a new chairman.
- Invite non-board members to serve on board committees.

### II. Ad Hoc Task Forces

- Invite 2-5 volunteers to investigate a key issue and advise the board; then disband.
- Invite a mixed group of board members and others to work on a major issue and make a report to the board by a date certain.

### III. Advisory Councils

- Appoint a group of people to meet once or twice a year (or not).
- One way to engage key stakeholders, major donors, potential board members.
- Can appoint for multiple-year, staggered terms; or just annually.
- Need clear definitions of roles, e.g., not an organizational decision-making group, only advice to board and staff.
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### IV. Ambassadors (or similar name)

- Individuals trained to advocate and open doors for donors/clients.
- Don't need to meet as a group but could to learn, build loyalty.

### Keys for Appointing Volunteer Advisors

1. Be intentional in defining the type of people you want.
2. Give them substantive, defined work.
3. Appoint for specific, renewable terms (even annually).
4. Appoint leader(s) of each group to plan with lead staffer.
5. Assign a board member liaison.
6. Provide a budget and assign staff to assist their work.