



Board Development Materials and Resources

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XYZ BOARD AND MEMBER RESPONSIBILITIES

The Board of Directors of XYZ Agency has in their custody the integrity of the organization, its mission, standing and reputation built by those who have given the agency their efforts over the years. The Board of NFP holds in trust the organization's future as well as its present; the collective judgment of the Board will affect it as an institution of service to the community.

The Board of Directors is an active Board. Therefore, every member of the Board is expected to make a concrete, substantial and measurable contribution to the agency. There are many ways in which such contributions can be made. Board members are expected to provide time, resources and expertise, attend and support agency events and promote the organization in the community.

Board Responsibilities

The following is a listing of the Board's general responsibilities:

- Preserve and when necessary reshape the organization's mission and set operating policies
- Establish annual goals and engage in strategic planning
- Assess performance of organization against its mission and key program priorities
- Ensure adequate resources for the agency to fulfill its mission
- Advise on and monitor agency's policies and programs to ensure alignment with mission and goals
- Establish and oversee fiscal policy, financial controls and an annual budget
- Build/enhance the agency's public image and reputation with key stakeholders/community
- Identify and recruit volunteer leadership – board members and committee members
- Select, develop and evaluate Executive Director
- Assess and improve own performance

Individual Board Member Responsibilities

In order to carry out the general board responsibilities, individual Board members agree to perform the following specific duties:

- Attend (punctually) at least 75% of the Board meetings
- Participate actively on at least one committee
- Promote and attend Agency special events
- Participate in fund raising activities. Can include giving personal time and money; developing donors, members, and supporters; leading and supporting fundraising campaigns and events.
- Make an individual financial contribution that is personally meaningful
- Promote and represent the agency to the community

SAMPLE BOARD MEMBER AGREEMENT (1 of 2)

I, _____, understand that as a member of the Board of Directors of XYZ, I have a legal and moral responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the agency, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a board member:

1. I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson.
2. I will attend at least 75% of board meetings, committee meetings, & special events.
3. I will make a personally meaningful financial contribution.
4. I will act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
5. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies and other board members.
6. I will work in good faith with staff and other board members as partners toward achievement of our goals.
7. If I don't fulfill these commitments to XYZ, I will expect the Board Chair to call me and discuss my responsibilities with me.

In turn, the organization will be responsible to me in several ways:

1. I will receive financial reports and an update of organizational activities that allow me to meet the "prudent person" section of the law.
2. Opportunities will be offered to me to discuss with the Board Chair and the Executive Director the organization's programs, goals, activities, and status; additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a board member.
4. Board members and staff will respond in a straightforward fashion to questions I have that I feel are necessary to carry out my fiscal, legal and moral responsibilities to this organization. Board members and staff will work in good faith with me towards achievement of our goals.
5. If XYZ does not fulfill its commitments to me, I can call on the Board Chair to discuss these responsibilities.

Signed:

_____ Date: _____
Member, Board of Directors

_____ Date: _____
Chair, Board of Directors

SAMPLE BOARD MEMBER AGREEMENT (2 of 2)

As a member of the XYZ board, I am fully committed to the mission and have pledged to help carry it out. I understand my duties and responsibilities include the following:

- I will be fiscally responsible, with other board members, for this organization. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget.
- I know my legal responsibilities for this organization as a member of the board and will take an active part in establishing and overseeing the organization's policies and programs.
- I will act in accordance with the bylaws and operating principles outlined in the board manual and understand that I am morally responsible, as a member of the board, for the health and well-being of this organization.
- I will give what is for me a substantial annual financial donation.
- I will actively participate in fundraising in whatever ways are best suited for me and agreed on with those in charge of the organization's fundraising.
- I will actively promote the organization in the community and will encourage and support its staff.
- I will prepare for and attend board meetings, be available for phone consultation, and serve on at least one committee, as needed.
- If I am not able to meet my obligations as a board member, I will offer my resignation.
- In signing this document, I understand that no quotas are being set and that no rigid standards of measurement and achievement are being determined, and I trust that all board members will carry out the above agreements to the best of our ability.

Signed: _____ Date _____

Received by: _____ Date _____

SAMPLE BOARD MEMBER APPLICATON FORM

This should be reviewed and modified by the Board as needed.

Name _____ Phone _____

Address _____

E-mail _____ Date _____

Relevant experience and/or employment (attach a resume if needed) _____

Why are you interested in serving our organization? _____

Specific area(s) of expertise/contribution you feel you can make _____

Other volunteer commitments (please list names of organizations) _____

Past/current Board experiences (please list names of organizations) _____

Signature: _____

Please return completed form to [*insert address*]

SAMPLE BOARD COMMITTEES' JOB DESCRIPTION

STANDING COMMITTEES

The following committees are typically established as standing committees and meet regularly throughout the year. These committees are chaired by a Board member and membership consists of board members and outside individuals who bring specific expertise or experience to the committee.

Board Development Committee

Responsibilities:

- Prepares priorities for board composition
- Recruits new board members
- Meets with prospective board members and recommends candidates to the Board
- Recommends a slate of officers to the Board
- Conducts orientation sessions for new board members and organizes training sessions for entire board.
- Suggests new, non-board individuals for committee membership

Budget and Finance Committee

Responsibilities:

- Reviews budget initially prepared by staff and monitors consistency between the budget and the agency's plans
- Reviews monthly financial statements
- Reports to the Board any financial irregularities, concerns, opportunities
- Works with staff to design 'understandable' financial reports and to ensure that reports are accurate and timely
- Oversees short and long-term investments
- Recommends the selection of the auditor
- Advises the Executive Director and other appropriate staff on financial priorities.

A separate **Audit Committee** is required when the Annual Audit is conducted.

Fundraising/Strategic Philanthropy Committee

Responsibilities:

- Develops an annual, strategic fund raising plan that will generate the funds needed to meet the budgetary needs of the agency
- Investigates new fundraising projects, activities and ideas for possible use in the future
- Takes the lead in certain types of outreach efforts, such as chairing a committee for a fundraising event or hosting fundraising parties, etc.
- Monitors fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost effective.
- Annually submits objectives as part of the planning and budgeting process
- Reports to the Board of Directors at regular meetings of the Board in a manner determined by the Board

The Executive Committee (optional)

Composed of Executive Director, Officers of the Board and one or two additional Board members.

Responsibilities:

- Plans the agenda of Board meetings, placing priority on action items
- Makes immediate decisions if full Board unable to meet
- Formulates policies for presentation to Board
- Serves as a communication link with other members of the board, especially committee chairs
- Upon receiving input from Board, prepares annual evaluation of Exec. Director

Other Temporary, ad-hoc Board Committees

Some committees are convened on a temporary basis to address a specific, single event or issue. Often called ad hoc committees or task forces, they meet for a few months, or even a few years, and then disband once their task is completed. Examples of commonly used temporary committees and their designated tasks include:

- Special Event Committee: To plan and coordinate a specific event.
- Marketing/Imaging Committee: To develop methods to enhance the agency's image in the community and to attract clients and funds.

- Program/Special Issue Committee: To address a specific program issue, or investigate/explore an unusual problem or opportunity.
- ED Transition or Search Committee: To seek a new executive director, including recommending guidelines and a search process to the board, to take steps to help the new executive director succeed.
- Site Committee: To work with staff to evaluate the existing location and consider a move to a different location, to review a new lease, or to weigh the feasibility of purchasing a building.
- Planning Committee: To lead a strategic planning endeavor

SAMPLE COMMITTEE CHAIR JOB DESCRIPTIONS

Title: Committee Chair

Suggested Term: 2-3 years

Responsible to: Board Chair

(in addition to Responsibilities and Duties of Board Member)

- Ensure committee has clear charge that is consistent with the goals and preferences of the Board and is fully understood by each committee member
- Sets committee agendas, facilitates the meetings, 'assigns' work to members and distributes meeting minutes.
- Initiates scheduling of meetings
- Ensures committee members have the resources and information needed to do their jobs as committee members.
- Works closely with the Board Chair, Executive Director and other staff as agreed to by the Board and ED.
- Sets tone for committee work that is purposeful, complete and timely.
- Reports to the full Board on committee's decisions and recommendations.
- Initiates and leads the committee's annual evaluation for standing committees or final evaluation for ad hoc committees.

SAMPLE BOARD OFFICER JOB DESCRIPTONS

Board Chair Job Description

Suggested Term: 2 to 3 years

Specific duties in addition to responsibilities as a Board member

- Chair the meetings of the Board after developing the agenda with the Executive Director
- Serve as ex-officio member of all committees
- Call special meetings if necessary
- Appoint committee chairs in consultation with other Board members
- Develop succession plans for committee chairs
- Monitor performance of committees and Committee Chairs. Work with committee chairs.
- Function as a partner with the Executive Director in achieving agency mission. Work closely with while not micromanaging the ED.
- Review with Executive Director any issues of concern to the Board
- Ensure Board's leading role in strategic planning
- Monitor financial planning and financial reports
- Act as alternate spokesperson for the organization
- Coordinate Executive Director's annual performance evaluation and compensation
- Lead evaluation annually of the performance of the organization in achieving its mission and of the Board in carrying out its responsibilities.
- Conduct Board evaluation and use results to improve board processes and meetings.

Board Vice-Chair Job Description

Specific duties in addition to responsibilities as a Board member

- Chair Board meetings when the Chair cannot be available
- Carry out special assignments as requested by the Board Chair
- Serve on Executive Committee
- Participate closely with the Chair to develop and implement officer transition plans.

Board Treasurer Job Description

Specific duties in addition to responsibilities as a Board member

- Serve as Chairperson of the Finance Committee
- Work with the Executive Director to ensure that appropriate financial reports are made available to the Board on a timely basis.
- Assist the Executive Director in preparing the annual budget and presenting the budget to the Board for approval
- Serve on Executive Committee

Board Secretary Job Description

Specific duties in addition to responsibilities as a Board member

- Oversee retention and updating of organization's bylaws and Board policy statements
- Ensure that there is a quorum at Board meetings
- Oversee development and retention of Board and Committee meetings' minutes
- Sign official documents of the organization as required
- Serve on Executive Committee

BOARD SELF-EVALUATION

Use the following evaluation to identify your board's strengths and areas for future improvement. One process you can use is to:

- Have each board member individually complete the questionnaire.
- Identify one person to compile the results and comments.
- Set time aside to have the board discuss the results.
- Develop strategies to make the desired changes. Put the strategies in your board's annual work plan.
- Monitor and evaluate your progress.

Board Evaluation		
		Comments on strengths or ideas for improvement
The board operates with clearly defined: <ul style="list-style-type: none"> • Mission • Yearly Goals • Bylaws 	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
Board members understand their roles and responsibilities and carry them out effectively.	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
Job descriptions have been developed and are used for: <ul style="list-style-type: none"> • Individual board members • Executive positions • Committee Chairpersons 	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
The board uses committees and/or work groups to divide board work fairly	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
Committees have a Terms of Reference statement which defines their roles and responsibilities	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
Board members follow through on plans and commitments	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	

		Comment on strengths or ideas for improvement
Board members understand their legal obligations and ensure they are being met	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
The board composition reflects the diversity of experience, skills, age, gender, and ethnocultural representation appropriate to your community	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
The board represents the interests of the organization's membership	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
Recruitment of effective board member nominees is a year round activity	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
Board members are elected for a specific/limited term	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
Trusting and respectful relationships exist between board members and other individuals within the organization	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
Individual board members are evaluated annually to assess and recognize the skills and time they have contributed and to identify the role they will play in the future	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
The board evaluates its work annually, in relationship to the goals and plans they have made and the processes they use	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	
The board communicates clearly and regularly with appropriate staff, volunteers, funders, and the wider community	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Don't Know	

Board Evaluation (continued)

Areas for Improvement:

Issue	Start Date:	Complete Date:	Delegated To:	Resources Required:

BOARD MEMBER SELF EVALUATION

EXAMPLE OF ANNUAL GOAL SETTING CONTRACT

A Goal-Setting Process for Individual Trustees

Letter from the Committee on Trustees

Dear (Trustee):

The Committee on Trustees of _____ College is grateful for your continuing service to the board and the college. As you know, the committee asks trustees to participate annually in a written "Performance Goals and Self-Evaluation" exercise. At the beginning of the year, each trustee is asked to establish personal goals and to request from the administration information or assistance that you may need to enhance your performance as a board member during the coming year. At the end of the year, each of us will be asked to conduct a self-evaluation, based on the goals we set earlier.

Enclosed is a form that we ask you to use in developing your goals for the year. Please complete the form and return it to me in the enclosed envelope, retaining a copy for your files. Members of the board and/or the staff will contact you about both your plans to help the college and about any assistance you may have requested from the college. At the end of the year, the Committee on Trustees will return your form to you, along with a self-evaluation sheet, and asked that you assess your own performance.

Your participation in this effort is much appreciated. Please call me or any other member of the Committee on Trustees if you have questions.

Sincerely,
(Chair, Committee on Trustees)

Personal Performance Goals and Self-Evaluation, 200____ - 200____.

In order to fulfill my responsibilities and to stay informed as a member of the _____ College Board of Trustees, and to increase my understanding of my responsibilities, I agree to meet the following goals during the coming year:

1. Attend regular meetings of the board and of the committees to which I am assigned.
2. Participate in the Annual Fund and other giving opportunities, to my potential.
3. In addition to the above, I agree to involve myself in the life of the College by accomplishing as many as possible of the following goals, consistent with my interests and personal circumstances. (Circle the goals you select, and add in the spaces provided any others that you would like to pursue.)
 - a. Identify 3 new donor prospects (individual, corporate, or foundation).
 - b. Participate in the cultivation and/or solicitation of 3 new donors (individual, corporate, or foundation).
 - c. Host, organize, or participate in an event for admissions or advancement.
 - d. Attend at least two on-campus, non-board events.
 - e. Attend at least one college-sponsored off-campus event, such as an alumni meeting.
 - f. Consult for at least one day with the college in my area of expertise.

- g. Attend and/or represent the College at a minimum of one meeting or conference relating to trusteeship or higher education.
- h. Through my business or professional contacts, recruit on campus, hire, or provide job counseling to at least one student or alumnus seeking employment.
- i. Other activities not listed above:

What support or information will you need from the board or staff in order to accomplish these goals? _____

Signature and Date

Self Assessment

(To be completed a year after goals are set)

Please review the goals you set for yourself as a trustee. Were you able to accomplish your goals? What barriers did you face, if any? How can the board and staff help ensure that you and other trustees become even more successful in the coming year? Please add any comments about the goal-setting process itself.

Signature and Date

INDIVIDUAL BOARD MEMBER EVALUATION FORM

Your name: _____

1. Are you satisfied with your performance as a board member in the following areas: (check spaces that apply below)

	Very Good	Adequate	Needs Work
Attendance at board meetings and other Agency events	_____	_____	_____
Input in policy development and decision-making	_____	_____	_____
Committee participation	_____	_____	_____
Fund-raising	_____	_____	_____
Community outreach	_____	_____	_____
Other _____	_____	_____	_____

2. What factors contributed to your performance or lack of performance in the areas above?
3. Here's what I would need from the organization to maintain/increase my level of board commitment.
4. Do you have other comments or suggestions that will help the board increase its effectiveness?

Individual Board Member Assessment – Conversation Between Board Member, Board Chair and Executive Director

- Are you engaged in the ways you want to be?
- Are there other areas where you are willing and able to contribute?
- Would you consider..... (tailored to each person)?
- Are there additional things that we could do to ensure that all board members are fully engaged?

Sites for Board Development and Governance Resources

Wild Rose Foundation Workbook Series

www.wildrosefoundatioin.ca/bdp/workbooks.aspx

In conjunction with Muttart Foundation, Wild Rose offers a self-guided, non-profit workbook series which can be downloaded. The workbooks are:

- Developing Job Descriptions for Board members of Non-Profit Organizations
- Drafting and Revising By-laws
- Board Building: Recruiting and Development Effective Board Members for Non-Profit Organizations
- Hiring and Performance Appraisal of the ED
- Financial Responsibilities of Not-for-Profit Board

Free Management Library

www.managementhelp.org/topics

Provides free materials for downloading regarding leadership and management for not-for-profit and for-profit. Has extensive information under category of Board of Directors, i.e., Board roles and responsibilities, sample job descriptions, by-laws, etc.

Compass Point Nonprofit Services of San Francisco

www.compasspoint.org

This site furnishes free advice to not-for-profits via 164 frequently asked questions, articles and speeches. It also publishes a free *Board Café* (www.boardcafe.org/) monthly electronic newsletter exclusively for not-for-profit board members. Current and archived issues available on web site.

Board Source

www.boardsource.org

Publishes books, online tools and videos addressing all aspects of board development and governance. Also offers a frequently asked question site. Has a monthly e-newsletter for current governance topics, new resources and events. Annual membership dues per individual: \$99.

Management Assistance Program for Non-Profits

www.mapnp.org/library/index.html

Offers extensive library of free advice on topics on board development, governance, finance, etc. Also offers *Nonprofit Micro-eMba* which has 113 learning modules for developing non-for profit organizational excellence.