

## Resource Bundle

### Nonprofit Board Policies and Procedures

- Sample Nonprofit Board Policies and Procedures <https://www.nonprofitexpert.com/sample-nonprofit-board-policies-and-procedures/>
- Sample Contents of Board Member's Manual <https://managementhelp.org/boards/manual.htm>
- Roles and Responsibilities <https://boardsource.org/fundamental-topics-of-nonprofit-board-service/roles-responsibilities/>

### Board Meetings:

- Running Effective Virtual Nonprofit Meetings: 9 Best Practices for Facilitating Engagement <http://www.bethkanter.org/virtual-meeting-best-practices/>

### Board Recruitment:

- Recruiting, Young, Diverse Boards a Challenge [https://www.thenonproffitimes.com/hr/recruiting-young-diverse-boards-a-challenge/?utm\\_source=Full+NPT+Active&utm\\_campaign=1ff7debdd8-EMAIL\\_CAMPAIGN\\_2019\\_05\\_14\\_02\\_27\\_COPY\\_01&utm\\_medium=email&utm\\_term=0\\_639f323152-1ff7debdd8-96554039&mc\\_cid=1ff7debdd8&mc\\_eid=1534411565](https://www.thenonproffitimes.com/hr/recruiting-young-diverse-boards-a-challenge/?utm_source=Full+NPT+Active&utm_campaign=1ff7debdd8-EMAIL_CAMPAIGN_2019_05_14_02_27_COPY_01&utm_medium=email&utm_term=0_639f323152-1ff7debdd8-96554039&mc_cid=1ff7debdd8&mc_eid=1534411565)
- Board Recruitment Video [https://youtu.be/P4\\_ysG-hLaE](https://youtu.be/P4_ysG-hLaE)
- Finding the Right Board Members for your Nonprofit <https://www.councilofnonprofits.org/tools-resources/finding-the-right-board-members-your-nonprofit>
- Best Practices for Recruiting Nonprofit Board Members <https://www.boardeffect.com/blog/best-practices-recruiting-nonprofit-board-members/>

### Board Engagement:

- Nonprofits Must Advocate <https://blog.boardsource.org/blog/nonprofits-must-advocate>
- Rules of (Board) Engagement: How to Activate your Board as Fundraisers <https://trust.guidestar.org/rules-of-board-engagement-how-to-activate-your-board-as-fundraisers>
- Change Your Approach to Board Engagement <https://blog.boardsource.org/blog/change-your-approach-to-board-engagement>

### Strategic Planning:

- Kickstart Your Strategic Planning Process <https://bvuvolunteers.org/bridgespan-group-kickstart-your-strategic-planning-process/>
- Creating Your Nonprofit's Future: Why Strategic Planning May Be the Most Important Thing Nonprofit Executive Directors Can Do <https://trust.guidestar.org/creating-your-nonprofits-future-strategic-planning>

### **Fundraising:**

- 13 Common Fundraising Mistakes Made By New Nonprofit Organizations <https://www.forbes.com/sites/forbesnonprofitcouncil/2018/05/16/13-common-fundraising-mistakes-made-by-new-nonprofit-organizations/#42eb3ea6687e>
- How to Raise Funds for a New Nonprofit <https://getfullyfunded.com/how-to-raise-funds-for-a-new-nonprofit/>
- Fundraising and Your Board During a Pandemic: Lean into the trends [https://blog.boardsource.org/blog/fundraising-and-your-board-during-a-pandemic-lean-into-the-trends?\\_ga=2.255014858.357755243.1603377133-322157614.1603377133](https://blog.boardsource.org/blog/fundraising-and-your-board-during-a-pandemic-lean-into-the-trends?_ga=2.255014858.357755243.1603377133-322157614.1603377133)

### **Nonprofit Branding:**

- The What, Why and How of Nonprofit Branding <https://bvuvolunteers.org/the-what-why-and-how-of-nonprofit-branding/>
- Nine Aspects to Consider When Branding a Nonprofit <https://www.forbes.com/sites/forbesnonprofitcouncil/2018/08/30/nine-aspects-to-consider-when-branding-a-nonprofit/#77a79e3976c0>
- Why Branding Your Nonprofit Matters <https://www.socialsolutions.com/blog/making-name-nonprofit-branding-matters/>

### **Personnel Management:**

- Sample Nonprofit Employee Handbook (PDF Download at the link) <https://www.501commons.org/resources/tools-and-best-practices/human-resources/sample-employee-handbook-national-council-of-nonprofits/view>
- Another Sample Handbook: <https://www.nonprofithr.com/portfolio-items/essential-nonprofit-employee-handbook-template/>
- Volunteer Management Model: <https://extension.msstate.edu/publications/isoture-model-for-effective-volunteer-management>
- Volunteer Resource Toolkit: <https://sjworkshopblog.files.wordpress.com/2012/12/volmgresource-toolkit.pdf>

### **Program Evaluation:**

- Basic Guide to Program Evaluation <https://managementhelp.org/evaluation/program-evaluation-guide.htm>

### **COVID-19 Resources:**

- Funding Opportunities <https://candid.org/explore-issues/coronavirus/funds>
- Responding to COVID-19 <https://nff.org/covid-19-tools-and-resources-nonprofits>
- The Board's Role during COVID-19 <https://blog.boardsource.org/blog/what-nonprofit-board-members-should-be-doing-right-now-to-address-the-covid-19-situation>
- COVID-19 Resource List <https://docs.google.com/document/d/1k5pC-R1V4SK4bRPN7cqH9WplXubXP5tt8qpF5hinMoQ/preview>

- Engaging Your Board As You Navigate Covid 19 [https://blog.boardsource.org/blog/engaging-your-board-as-you-navigate-covid-19?utm\\_content=125099249&utm\\_medium=social&utm\\_source=facebook&hss\\_channel=fbp-12007277871](https://blog.boardsource.org/blog/engaging-your-board-as-you-navigate-covid-19?utm_content=125099249&utm_medium=social&utm_source=facebook&hss_channel=fbp-12007277871)

# Board Capacity Assessment

Capacity Element	Level 1 Need improved capacity	Level 2 Basic capacity	Level 3 Moderate capacity	Level 4 High capacity
<b>Core financial &amp; legal responsibilities of board</b>	<p>Lack legal &amp; fiduciary responsibilities</p> <ul style="list-style-type: none"> <li>• No bylaws</li> <li>• Does not follow reporting laws (federal, state, local)</li> <li>• Does not hire &amp;/or supervise CEO/ED</li> <li>• Little input on budget</li> </ul>	<p>Basic legal &amp; fiduciary responsibilities carried out</p> <ul style="list-style-type: none"> <li>• Follows bylaws</li> <li>• Complies with legal reporting requirements</li> <li>• Hires CEO/ED; irregular performance reviews</li> <li>• Involved in budget preparation; reviews financials regularly</li> <li>• Some basic policies are in writing</li> </ul>	<p>Clear understanding of legal &amp; fiduciary responsibilities</p> <ul style="list-style-type: none"> <li>• Follows bylaws &amp; updates periodically</li> <li>• Complies with legal reporting requirements</li> <li>• Hires CEO/ED; co-designs and regularly monitors CEO performance</li> <li>• Involved in financial planning; reviews financial reports at every meeting.</li> <li>• Reviews IRS Form 990 prior to submission</li> <li>• Basic policies for organizational functioning are in writing</li> </ul>	<p>Role extends far beyond basic responsibility</p> <ul style="list-style-type: none"> <li>• Follows bylaws &amp; updates periodically</li> <li>• Complies with legal reporting requirements</li> <li>• Defines &amp; regularly monitors CEO/ED performance targets; reviews salary; attentive to CEO professional development</li> <li>• Actively involved in multi-year financial plans; reviews finances monthly</li> <li>• Reviews IRS Form 990 prior to submission</li> <li>• Basic policies for organizational functioning are in writing and updated periodically.</li> </ul>
<b>Board strategic direction</b>	<ul style="list-style-type: none"> <li>• Lack understanding or disagreement of mission/vision</li> <li>• No strategic plan</li> <li>• No monitoring program performance</li> </ul>	<ul style="list-style-type: none"> <li>• Agree on mission; vague vision</li> <li>• Little involvement in strategic planning</li> <li>• Infrequent discussion of program performance against mission</li> </ul>	<ul style="list-style-type: none"> <li>• Common understanding of mission &amp; vision</li> <li>• Frequent strategic discussions relate to mission</li> <li>• Board involved in strategic planning</li> <li>• Board involved in setting goals to monitor program performance against mission</li> </ul>	<ul style="list-style-type: none"> <li>• Complete buy-in on mission/vision</li> <li>• Major discussions of strategy</li> <li>• Active involvement in strategic planning</li> <li>• Cooperation with staff on setting goals to monitor program performance against mission</li> </ul>
<b>Balance of leadership between board &amp; staff</b>	<ul style="list-style-type: none"> <li>• Board and founders may be doing the work of the organization or</li> <li>• Little direction or support to staff leadership</li> <li>• Unclear process for</li> </ul>	<ul style="list-style-type: none"> <li>• Some direction &amp; support to staff leadership</li> <li>• Board focused on establishing operations with a CEO/ED</li> <li>• Informal process of selecting board leadership</li> <li>• Board informed of most</li> </ul>	<ul style="list-style-type: none"> <li>• Board provides direction &amp; support to staff leadership</li> <li>• Board focused on governance, not daily operations.</li> <li>• Effective process for selecting &amp; cultivating board leaders</li> <li>• Board is informed of all major matters; board input in</li> </ul>	<ul style="list-style-type: none"> <li>• Strong direction, support, and accountability to staff leadership through clear goals and policies; acts as strategic resource</li> <li>• Board focused on governance and long range goals</li> <li>• Strong process to identify, develop, select board leaders</li> </ul>

# Board Capacity Assessment

	<p>selecting board leadership</p> <ul style="list-style-type: none"> <li>• Board not informed of major organizational matters; disagreement about appropriate level of board engagement in decisions</li> <li>• Lack understanding of board leadership roles</li> <li>• Little participation in reputation building</li> </ul>	<p>organizational issues; board input sought on most major decisions; occasional disagreement about board vs. staff decisions</p> <ul style="list-style-type: none"> <li>• Understand most board leadership roles</li> <li>• Some participation in reputation building</li> </ul>	<p>decisions actively sought &amp; valued; distinction between board and staff decisions</p> <ul style="list-style-type: none"> <li>• Clear understanding of board leadership that strives for balance with staff leadership</li> <li>• Effective ambassadors for organization</li> </ul>	<ul style="list-style-type: none"> <li>• Communication between board &amp; staff reflects mutual respect, awareness of roles &amp; responsibilities, shared commitment, value of collective wisdom</li> <li>• Clear understanding of strong board leadership that actively supports CEO/ED leadership &amp; development</li> <li>• Actively engages in outreach to build reputation</li> </ul>
<b>Board participation in fund development</b>	<ul style="list-style-type: none"> <li>• Does not view fundraising as board responsibility</li> <li>• Little understanding of organization's resource needs</li> <li>• No goals/plans for board fundraising activities</li> <li>• Board members donate minimally to organization</li> </ul>	<ul style="list-style-type: none"> <li>• Members accept board responsibility in fundraising but doubt ability to be successful</li> <li>• Some understanding of resource needs</li> <li>• Board fundraising activity does not exist</li> <li>• Several members have made significant contributions</li> </ul>	<ul style="list-style-type: none"> <li>• Many members embrace fundraising as a core responsibility</li> <li>• Many feel ownership of resource needs</li> <li>• Realistic board fundraising goals and plans</li> <li>• Board fundraising activities underway</li> <li>• Many consistently donate at appropriate levels</li> </ul>	<ul style="list-style-type: none"> <li>• Majority of members embrace fundraising as core role</li> <li>• Strong ownership of resource needs</li> <li>• Appropriate fundraising goals and plans in place</li> <li>• Board is active in fundraising</li> <li>• Measurable progress toward goals.</li> <li>• Each member makes regular donation that is personally significant</li> </ul>
<b>Board composition &amp; commitment</b>	<ul style="list-style-type: none"> <li>• Limited fields of expertise &amp; skills</li> <li>• Narrow spectrum of constituencies</li> <li>• Not reflective of community served</li> <li>• Limited capacity to donate</li> <li>• Low commitment to organization's success</li> </ul>	<ul style="list-style-type: none"> <li>• Some diversity of experience, some skills that are needed</li> <li>• Some diversity of constituencies</li> <li>• Some representation of community served</li> <li>• Moderate capacity to donate</li> <li>• Moderate commitment to organization</li> </ul>	<ul style="list-style-type: none"> <li>• Good diversity of experience; most of skills needed</li> <li>• Most constituencies represented</li> <li>• Good representation of community served</li> <li>• Good capacity to donate or connect to donors</li> <li>• Solid commitment to organization's success</li> </ul>	<ul style="list-style-type: none"> <li>• Broad variety of experience and all skills needed including functional and program-related expertise</li> <li>• All constituencies represented; high-profile names</li> <li>• Proven record of financial investment</li> <li>• Outstanding commitment to organization's success</li> </ul>

# Board Capacity Assessment

<p><b>Board development &amp; self evaluation</b></p>	<ul style="list-style-type: none"> <li>• Ad hoc process for recruiting and nominating members</li> <li>• Little attention to board composition</li> <li>• No orientation</li> <li>• No policy on tenure</li> <li>• No board goals</li> <li>• No discussion of board performance</li> <li>• No training</li> <li>• No individual assessment</li> <li>• Low performing members</li> </ul>	<ul style="list-style-type: none"> <li>• Committee to recruit new members meets occasionally</li> <li>• Some attention to board composition</li> <li>• Informal orientation</li> <li>• Loose policy on tenure</li> <li>• No formal goal setting</li> <li>• No formal board assessment</li> <li>• Some ongoing training</li> <li>• Informal individual assessment</li> <li>• Some low performing members</li> </ul>	<ul style="list-style-type: none"> <li>• Governance committee meets regularly</li> <li>• Effective process to identify &amp; recruit new members to fill specific gaps in skills &amp; attributes</li> <li>• Orientation for new members</li> <li>• Understanding of tenure policy</li> <li>• Regular evaluation against board-set goals, but results not used strategically</li> <li>• Ongoing training and skill development</li> <li>• Evaluation of individual members at time of re-nomination</li> </ul>	<ul style="list-style-type: none"> <li>• Governance committee meets year-round to ensure the following:</li> <li>• Annual assessment of board composition with targeted recruiting for specific skills</li> <li>• Formal orientation</li> <li>• Written policy on tenure</li> <li>• Formal board evaluation against goals; results used to improve</li> <li>• Commitment to training</li> <li>• Formal evaluation of individuals</li> <li>• No collective tolerance for low performers</li> </ul>
<p><b>Board infrastructure</b></p>	<ul style="list-style-type: none"> <li>• Board too small or large for organization</li> <li>• Poor understanding of roles &amp; responsibilities</li> <li>• Infrequent meetings</li> <li>• Poor attendance</li> <li>• Meetings poorly planned and unproductive</li> <li>• Inconsistent use of agendas and minutes</li> <li>• Little use of committees</li> </ul>	<ul style="list-style-type: none"> <li>• Board working to determine best number of members</li> <li>• Roles &amp; responsibilities understood but not written</li> <li>• Regular meetings</li> <li>• Attendance generally good</li> <li>• Generally purposeful meetings</li> <li>• Agendas &amp; minutes used</li> <li>• Occasional ad hoc committees</li> </ul>	<ul style="list-style-type: none"> <li>• Board size appropriate</li> <li>• Written board job descriptions</li> <li>• Meetings schedule planned in advance</li> <li>• Consistently good attendance</li> <li>• Purposeful, well-planned meetings</li> <li>• Agendas &amp; minutes for every meeting</li> <li>• Committee system in place</li> </ul>	<ul style="list-style-type: none"> <li>• Board size appropriate</li> <li>• Members sign contract detailing roles &amp; responsibilities</li> <li>• Annual meeting calendar distributed</li> <li>• Consistent attendance highly valued</li> <li>• Productive meetings include strategy, inspiration, reporting, and socializing</li> <li>• Agenda set by ED and board chair; meeting materials distributed in advance; decisions recorded in minutes</li> <li>• Formal committee structure with clear board-level and committee-level decisions; written descriptions of committee roles &amp; responsibilities; focused committees result in more efficient board meetings</li> </ul>



# Board Self-Evaluation Questionnaire

A Tool for Improving the Governance Practices  
of Non-Profit Organizations

Name \_\_\_\_\_ (optional) For period from \_\_\_\_\_ to \_\_\_\_\_

# Board Self Evaluation Questionnaire

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Questions should be answered by all board members. When completed individually the results of Sections A, B and C should be compiled, shared and discussed by the whole board to determine an average group answer to each question and an overall section rating. Section D should be answered by board members alone but not shared with the group. Sections A, B and C should also be completed by the **Executive Director or CEO**. This questionnaire also includes Section E, which provides feedback to the Chair of the Board.

*Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).*

## **A. How Well Has the Board Done Its Job?**

- |  |   |   |   |   |   |
|--|---|---|---|---|---|
| 1. Our organization operates with a strategic plan or a set of measurable goals and priorities.  | 1 | 2 | 3 | 4 | 5 |
| 2. The board's regular meeting agenda items reflects our strategic plan or priorities.   | 1 | 2 | 3 | 4 | 5 |
| 3. The board has created or reviewed, in this period, some key governance job descriptions (e.g board chair, directors and committees) | 1 | 2 | 3 | 4 | 5 |
| 4. The board gives direction to staff on how to achieve the goals by setting, referring to, or revising policies.                      | 1 | 2 | 3 | 4 | 5 |
| 5. The board has identified and reviewed the organization's relationship with each of its key stakeholders                             | 1 | 2 | 3 | 4 | 5 |
| 6. The board has ensured that the organization's accomplishments and challenges have been communicated to key stakeholders             | 1 | 2 | 3 | 4 | 5 |
| 7. The board has ensured that stakeholders have received reports on how our organization has used its financial and human resources.   | 1 | 2 | 3 | 4 | 5 |
| 8. _____   | 1 | 2 | 3 | 4 | 5 |

*My overall rating (add together the total of the numbers circled):*

Excellent (30-24)    Satisfactory (23-19)    Poor (18- 6)

**B. How Well Has the Board Conducted Itself?**

*Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).*

- |  |   |   |   |   |   |
|--|---|---|---|---|---|
| 1. As board members we are aware of what is expected of us.  | 1 | 2 | 3 | 4 | 5 |
| 2. The agenda of board meetings are well planned so that we are able to get through all necessary board business.        | 1 | 2 | 3 | 4 | 5 |
| 3. It seems like most board members come to meetings prepared.   | 1 | 2 | 3 | 4 | 5 |
| 4. We receive written reports to the board in advance of our meetings.   | 1 | 2 | 3 | 4 | 5 |
| 5. All board members participate in important board discussions.   | 1 | 2 | 3 | 4 | 5 |
| 6. We do a good job encouraging and dealing with different points of view.   | 1 | 2 | 3 | 4 | 5 |
| 7. We all support the decisions we make.   | 1 | 2 | 3 | 4 | 5 |
| 8. The board assesses its composition and strengths in advance of recruiting new board members.                          | 1 | 2 | 3 | 4 | 5 |
| 9. The board assumes much of the responsibility for director recruitment and orientation                                 | 1 | 2 | 3 | 4 | 5 |
| 10. Board members have some interaction with external stakeholders at board meetings (e.g as guests) or between meetings | 1 | 2 | 3 | 4 | 5 |
| 11. Our board meetings are always interesting.   | 1 | 2 | 3 | 4 | 5 |
| 12. Our board meetings are frequently fun.   | 1 | 2 | 3 | 4 | 5 |

*My overall rating: (add together the total of the numbers circled)*

Excellent (60- 50)     Satisfactory (49-35)     Poor (34-12)

**C. Board’s Relationship with Executive Director**

*Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).*

- |   |   |   |   |   |   |
|---|---|---|---|---|---|
| 1. There is a clear understanding on most matters where the board’s role ends and the executive director’s begins.  | 1 | 2 | 3 | 4 | 5 |
| 2. There is good two-way communication between the board and the executive director.  | 1 | 2 | 3 | 4 | 5 |
| 3. The board trusts the judgment of the executive director  | 1 | 2 | 3 | 4 | 5 |
| 4. The board provides direction to the executive director by setting and reviewing policies.  | 1 | 2 | 3 | 4 | 5 |
| 5. The board has discussed and communicated the kinds of information and level of detail it requires from the executive director                            | 1 | 2 | 3 | 4 | 5 |
| 6. The board has developed formal criteria and a process for evaluating the executive director  | 1 | 2 | 3 | 4 | 5 |
| 7. The board, or a committee of the board, has formally evaluated the executive director within the past 12 months.   | 1 | 2 | 3 | 4 | 5 |
| 8. The board evaluates the executive director primarily on the accomplishment of the organization’s strategic goals and priorities and adherence to policy. | 1 | 2 | 3 | 4 | 5 |
| 9. The board provides feedback and shows its appreciation to the executive director on a regular basis.   | 1 | 2 | 3 | 4 | 5 |
| 10. The board ensures that the executive Director is able to take advantage of professional development opportunities.                                      | 1 | 2 | 3 | 4 | 5 |
| 11. _____   | 1 | 2 | 3 | 4 | 5 |

*My overall rating: (add together the total of the numbers circled)*

**0 Excellent (40+)   0 Satisfactory (28-39)   0 Poor (11-27)**

**D. My Performance as an Individual Board Member (Not to be shared)**

Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

1. I am aware of what is expected of me as a board member.	1	2	3	4	5
2. I have a good record of meeting attendance.	1	2	3	4	5
3. I read the minutes, reports and other materials in advance of our board meetings.	1	2	3	4	5
4. I am familiar with what is in the organization's by-laws and governing policies	1	2	3	4	5
5. I frequently encourage other board members to express their opinions at board meetings.	1	2	3	4	5
6. I am encouraged by other board members to express my opinions at board meetings.	1	2	3	4	5
7. I am a good listener at board meetings.	1	2	3	4	5
8. I follow through on things I have said I would do.	1	2	3	4	5
9. I maintain the confidentiality of all board decisions.	1	2	3	4	5
10. When I have a different opinion than the majority, I raise it.	1	2	3	4	5
11. I support board decisions once they are made even if I do not agree with them.	1	2	3	4	5
12. I promote the work of our organization in the community whenever I had a chance to do so.	1	2	3	4	5
13. I stay informed about issues relevant to our mission and bring information to the attention of the board.	1	2	3	4	5

My overall rating: (add together the total of the numbers circled)

0 Excellent (40+)    0 Satisfactory (28-39)    0 Poor (11-27)

**E. Feedback to the Chair of the Board (Optional)**

Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

1. The chair is well prepared for board meetings.	1	2	3	4	5
2. The chair helps the board stick to the agenda.	1	2	3	4	5
3. The chair tries hard to ensure that every board member has an opportunity to be heard.	1	2	3	4	5
4. The chair is skilled at managing different points of view	1	2	3	4	5
5. The chair has demonstrates versatility in facilitating board discussions.	1	2	3	4	5
6. The chair knows how to be direct with an individual board member when their behaviour needs to change.	1	2	3	4	5
7. The chair helps the board work well together.	1	2	3	4	5
8. The chair demonstrates good listening skills.	1	2	3	4	5
9. The board supports the chair.	1	2	3	4	5
10. The chair is effective in delegating responsibility amongst board members.	1	2	3	4	5
11. The chair ensures the board is aware of his/her organizational activities outside of our board meetings	1	2	3	4	5
12. _____	1	2	3	4	5

*My overall rating: (add together the total of the numbers circled)*

Excellent (40+)    Satisfactory (28-39)    Poor (11-27)

**(Name of Organization)**

**Sample  
Board Member Commitment Form**

The Board of Directors exists to secure and promote the financial, legal and ethical well being of the organization and to ensure that it fulfills its mission.

As a member of the Board of Directors of [name of nonprofit], I understand that I have a *duty of care* to always work in the best interests of the organization, a *duty of loyalty* to put the good of the organization first and avoid any conflicts of interest and a *duty of obedience* to be faithful to the central goals of the organization and follow its governing documents.

In furtherance of these commitments and responsibilities I will put forth my best individual effort to:

- Attend, fully prepare for, and diligently participate in board meetings, committee meetings and special events.
- Make an annual personal financial contribution at a level that is commensurate with my financial means.
- Actively participate in helping to develop resources for the organization.
- Act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
- Strive to keep abreast of trends, issues, and current developments that may affect the organization.
- Stay informed about what is going on in the organization, asking questions and requesting information as needed. I will participate in and take responsibility for making decisions on issues, policies and other board matters.
- Actively voice my opinions and concerns, and open-mindedly consider everyone else's opinions and concerns, in all board decision making. I will trust that we all share a constant passion for this organization's mission.
- Exercise my authority as a board member only when acting in a meeting with the full board or when appointed by the board.
- Represent the organization in a positive and supportive manner at all times.
- Bring a sense of humor and active listening to my participation in meetings.

- Work collaboratively with staff and other board members as partners toward achievement of our goals.
- Strictly maintain the confidentiality of all privileged or sensitive information provided to me to safeguard the organization’s reputation and integrity, as well as the privacy rights of individuals and donors connected with the organization and the Board. I accept this principle as one that should survive my period of board service.

If I do not fulfill these commitments to the organization, I will expect the board chair to discuss my responsibilities with me.

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In turn, I expect the organization to be responsible to me in the following ways:

- Providing me with regular financial reports and analyses and updates on significant organizational and personnel activities.
- Providing me with opportunities to discuss important organizational issues with the board chair and executive director as appropriate.
- Offering me opportunities for professional development as a board member.
- The staff and board members will respond in a straightforward fashion to questions that I feel are necessary to carry out my responsibilities to this organization. Board members and staff will work with me in good faith toward achievement of our goals.

If the organization does not fulfill its commitments to me, I can call on the board chair to discuss the organization’s responsibilities.

I certify by my signature that I understand the foregoing expectations that accompany my board service and will do my best to live up to them as a member of the Board of Directors of (Name of Organization).

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

*Note: Subsequent to its adoption by the Board of Directors, this Statement will be provided to all continuing and prospective Directors-nominees as appropriate.*

## Board Member Job Description Sample

### XYZ Nonprofit

#### Member of the Board of Directors

### Mission

XYZ Nonprofit's mission is to...

For more information, please XYZ's website at [www.xyz.org](http://www.xyz.org).

### Position

The Board will support the work of XYZ and provide mission-based leadership and strategic governance. While day-to-day operations are led by XYZ's chief executive officer (CEO), the Board-CEO relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

#### Leadership, governance and oversight

- Serving as a trusted advisor to the CEO as s/he develops and implements XYZ's strategic plan
- Reviewing outcomes and metrics created by XYZ for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Approving XYZ's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Contributing to an annual performance evaluation of the CEO
- Assisting the CEO and board chair in identifying and recruiting other Board Members
- Partnering with the CEO and other board members to ensure that board resolutions are carried out
- Serving on committees or task forces and taking on special assignments
- Representing XYZ to stakeholders; acting as an ambassador for the organization
- Ensuring XYZ's commitment to a diverse board and staff that reflects the communities XYZ serves

#### Boston

535 Boylston St., 10th Floor  
Boston, MA 02116  
P 617 572-2833  
F 617 572-2834

#### New York

112 West 34th St., Suite 1510  
New York, NY 10120  
P 646 562-8900  
F 646 562-8901

#### San Francisco

465 California St., 11th Floor  
San Francisco, CA 94104  
P 415 627-1100  
F 415 627-4575

## **Fundraising**

XYZ Board Members will consider XYZ a philanthropic priority and make annual gifts that reflect that priority. So that XYZ can credibly solicit contributions from foundations, organizations, and individuals, XYZ expects to have 100 percent of Board Members make an annual contribution that is commensurate with their capacity.

## **Board terms/participation**

XYZ's Board Members will serve a three-year term to be eligible for re-appointment for one additional term. Board meetings will be held quarterly and committee meetings will be held in coordination with full board meetings.

## **Qualifications**

This is an extraordinary opportunity for an individual who is passionate about XYZ's mission and who has a track record of board leadership. Selected Board Members will have achieved leadership stature in business, government, philanthropy, or the nonprofit sector. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector
- A commitment to and understanding of XYZ's beneficiaries, preferably based on experience
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals
- Personal qualities of integrity, credibility, and a passion for improving the lives of XYZ's beneficiaries

Service on XYZ's Board of Directors is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties.

**Bridgestar** ([www.bridgestar.org](http://www.bridgestar.org)), an initiative of the Bridgespan Group, provides a nonprofit management job board, content, and tools designed to help nonprofit organizations build strong leadership teams and individuals pursue career paths as nonprofit leaders.



# BYLAWS:

DOs

+

DON'Ts

## DRAFTING AND AMENDING

- ✗ Don't worry about drafting perfect bylaws the first time around. Start with very basic bylaws that cover major issues surrounding meetings and elections, and then slowly amend those bylaws over time.
- ✓ Note carefully when and how bylaws can be amended.
- ✓ Do review the bylaws periodically and ensure timely amendments when necessary.
- ✗ Don't feel obligated to make your bylaws public. Federal law does not require it.
- ✓ Have an attorney verify that the bylaws are in compliance with state statutes.

## TERMINOLOGY

- ✗ Don't use the term "ex officio" without specifying whether or not these members have a vote.
- ✗ Don't forget that certain terms may have different definitions in state law — and that state law always takes precedence. For example, nonprofits often have varying definitions of "membership." However, under state law, a "member" is typically defined as a person (or entity) who pays dues or has more than a nominal connection with the organization and, in return, receives certain membership rights (often the right to elect or remove officers).

## IMPORTANT CLAUSES

- ✓ Include a clause granting the board the ability to form committees and task forces as the need arises rather than naming all committees and their descriptions in the bylaws.
- ✓ If your board has an executive committee (not all boards should) and gives it the power to act on behalf of the board, the bylaws should define the limits of this authority.
- ✗ When addressing the size of the board, don't specify an exact number. A range allows for the most flexibility — e.g., "no fewer than five and no more than 15 members."
- ✓ Address virtual voting in the bylaws. Keep in mind, most state laws do not allow for email voting, but often voting via telephone or video conference is permitted.
- ✗ Don't include a full conflict-of-interest policy in the bylaws. Instead, reference a standalone conflict-of-interest policy housed in a separate document that can be quickly amended by the board.
- ✓ Consider including a clause allowing board members to be removed both with and without cause. If your board does not want to provide for the removal of directors without cause, a common alternative is to simply have short terms of office, which will allow underperforming board members to quickly roll off the board.

### Resource

[\*Better Bylaws: Creating Effective Rules for Your Nonprofit Board\*](#)



## BOARD MEMBER

# ORIENTATION CHECKLIST

This checklist is a general outline to guide the orientation of new board members. Your organization should modify it as you see fit to ensure that all new board members are provided with the information necessary to fulfill their responsibilities.

### PROGRAM



Tour facilities



Presentation by chief executive, key staff, video, or other electronic media.

Materials to share with board members:

- Organization's web site address
- Annual calendar
- Publications and programs list

### HISTORY



Ensure that new board members understand the history of the organization. When was it founded? Why? How has it grown and developed over time?

Materials to share with board members:

- Brief written history or fact sheet on the organization
- Brochures
- Newsletters
- Articles of incorporation
- Note whether Directors and Officers insurance has been used in the past

### GENERAL EXPECTATIONS OF BOARD MEMBERS



Know the organization's mission, purpose, goals, policies, programs, services, strengths, and needs.

### STRATEGIC DIRECTION



Review strategic plan

Materials to share with board members:

- Most recent strategic plan
- Current case statement
- Recent press clippings

### GENERAL EXPECTATIONS OF BOARD MEMBERS



Follow trends in the organization's field of interest and keep informed.

## BOARD MEMBER ORIENTATION CHECKLIST

### FINANCES

- ✓ Presentation by chief executive, chief financial officer or treasurer.
- ✓ Review recent financials and teach board members how to read and understand organizational financial statements.
- ✓ Provide an overview of the budget practices board members will need to know, including what to know to approve organizational budgets, what the Form 990 is, and how to read a financial statement.

Materials to share with board members:

- Annual reports
- Last three Form 990s (this information should also be shared during recruitment, even if documents are public).

### GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Faithfully read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility.

### ORGANIZATIONAL STRUCTURE

- ✓ Review bylaws
- ✓ Review organizational chart
- ✓ Introduce key staff members
- ✓ Make sure board members not only understand how the organization is structured, but also how the board interacts with specific departments and staff members.

Materials to share with board members:

- Committee job descriptions
- List of staff positions
- Bylaws

### GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Avoid prejudiced judgments on the basis of information received from individuals; urge staff members with grievances to follow established policies and procedures through their supervisors. All significant matters coming to you should be called to the attention of the chief executive and/or the board's elected leader as appropriate.

## BOARD MEMBER ORIENTATION CHECKLIST

### BOARD ROLES & INDIVIDUAL BOARD MEMBER RESPONSIBILITIES

- ✓ Discussion with board chair or whole board about the role of the full board versus the responsibilities of individual board members

For a brief overview, [download our infographic on board member responsibilities](#).

- ✓ Include fundraising responsibilities of individual board members, role that advocacy plays in mission achievement, and how board members can stand for their missions

Materials to share with board members:

- Board member letter of agreement
- Conflict of Interest policy
- Board roster
- Board member position description
- Document describing board roles v. individual board member roles
- Recent board meeting minutes

### GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Prepare for and conscientiously participate in board and committee meetings, including appropriate organizational activities when possible.

Understand and embrace fiduciary responsibilities.

Act as an ambassador for the organization when in public, speak only with one voice outside of board room.

Volunteer outside of board role when appropriate.

Suggest to the appropriate committee possible nominees for board membership who would make significant contributions to the board and organization.

### BOARD OPERATIONS

- ✓ Review board manual

- ✓ Meet with board chair

- ✓ Accept committee or task force assignment

- ✓ Attend board meetings

Materials to share with board members:

- Schedule of board meetings
- Schedules of committee meetings
- Full board roster and committee rosters

### GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Serve in leadership positions and undertake special assignments willingly and enthusiastically.

Attend all board meetings and come prepared to participate.

# CHIEF EXECUTIVE DOS & DON'TS in Recruiting Nonprofit Board Members

## DO

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Develop networks of people and organizations that share similar values and use these networks to identify potential board members.

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Recommend qualified individuals to serve on the board by outlining to the nominating committee what the person would bring to the table.

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Suggest that potential board members serve on a committee before being elected to the full board in order to better ascertain their compatibility with the

organization and provide them with more experience before joining the board.

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Participate, along with members of the nominating committee, in interviews with potential board members.

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Raise cautionary flags if aware that a board candidate could potentially bring negative publicity or serve as a negative influence on the board.

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Look in nontraditional places for potential board members such as colleges, social media networking sites, the organization's client base, etc.

## DON'T

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Recommend for possible nomination individuals with whom the chief executive would like to enhance his/her relationship.

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Fail to disclose a previous relationship with a potential board member.

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Leave the selection of new board members to chance by not participating fully in the recruitment and selection process.

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Work with someone other than the nominating committee to recommend and vet new board members.

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Lead interviews of potential board members. Chief executives should play a supporting role by providing information about the organization.

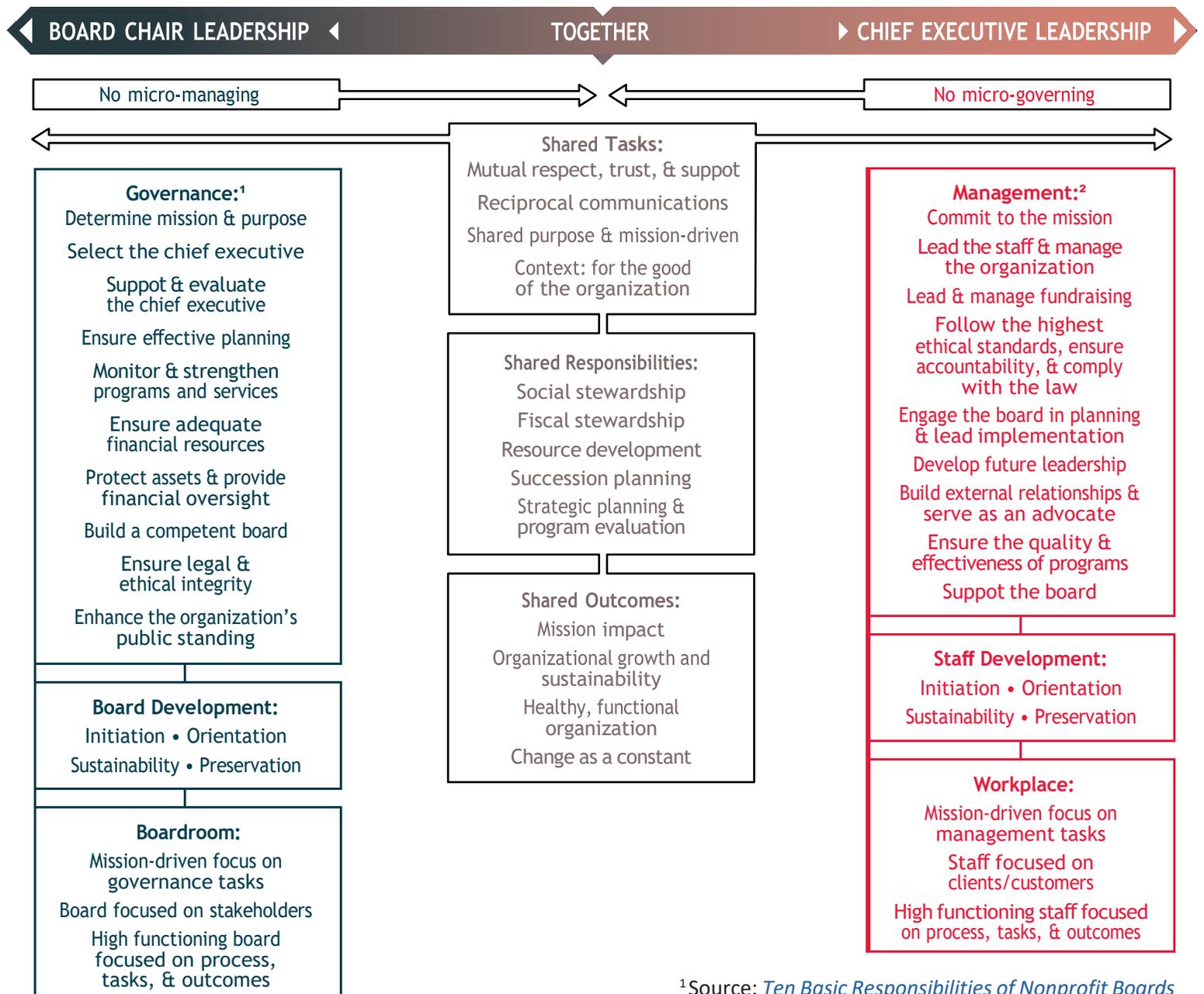
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Give the impression that the chief executive is the one who makes final decisions on approving board members or that he/she is recruiting supporters for his/her management approach.

Source: [Recruiting A Stronger Board: A BoardSource Toolkit](#)

# THE BOARD CHAIR & CHIEF EXECUTIVE PARTNERSHIP

The partnership of the board chair and chief executive provides a structure for accomplishing the tasks of the organization. Governance and management complement and support each other — together focused on mission through different perspectives and actions. The partnership itself is critical in providing a communications headquarter for sharing information, addressing issues, and planning next steps appropriate to the individual and collective responsibilities.



<sup>1</sup> Source: *Ten Basic Responsibilities of Nonprofit Boards*

<sup>2</sup> Source: *The Nonprofit Chief Executive's Ten Basic Responsibilities*