

**Successful Boards, Sustainable Organizations:
A Guide to Nonprofit Board Tools**

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Humboldt County California

Table of Contents

Introduction	4
Acknowledgements	5
Section 1: Nonprofit Board Manual	6
Sample Table of Contents for Nonprofit Board Manual	7
Charter Documents	8
Sample Articles of Incorporation	9
Strategic Plan	13
Creating Vision and Mission Statements.....	14
SWOT (Strengths/Weaknesses/Opportunities/Threats)	15
S.W.O.T. ANALYSIS	17
Impact/Profitability Matrix Map	18
Criteria for Determining Program Impact.....	20
Goal Brain Storming Tool	21
Important Steps in Strategic Planning	22
Strategic Planning Template 1	23
Strategic Planning Template 2	24
Board Organization/Operations	25
Important areas to be covered in your Bylaws.....	28
Sample Board Application	29
Sample Board Job Description.....	31
Sample Job Duties for Board Officers.....	33
Board Member Agreement Template	35
Sample Conflict of Interest Policy.....	37
Tips for Organizing Committees.....	38
Common Nonprofit Board Committees and Duties.....	39
Sample Committee Report	41
Sample Board Agenda	42
Tips for taking Meeting Minutes.....	43
Warning Signs of Challenging Board Members	44
Giving Feedback to a Challenging Board Member.....	45
Sample Board Evaluation #1	46
Sample Board Evaluation #2	49
Succession Planning Check List.....	50
Board Recruitment Matrix.....	51
Descriptions of Programs and Services	52
Sample Organizational Chart.....	53
Executive Director Emergency Succession Plan Template.....	54
Financial Overview	56
Seven Key Steps to Creating a Successful Yearly Fundraising Plan	57
Fundraising Plan Tool #1	58
Fundraising Plan Tool #2.....	59
Fundraising Tool #3.....	60
Fundraising Plan Template.....	61
Volunteer Hours Tracking Template	62
Section 2: Orientation and Training	63
Board Orientation	64

Sample Orientation Policy.....	66
Sample Board Orientation Checklist.....	67
Orientation Packet Checklist	68
Questions New Board Members Should Be Able to Answer After Orientation	69
Board Orientation Evaluation.....	70
Do's and Don'ts for Board Members.....	71
Basic Parliamentary Procedure for Board Members	72
Board Training.....	73
Links to Automated Slide Show Style Developmental Moments.....	75
Appendices.....	76
Appendix A	77
Appendix B.....	92
Bibliography	104

Introduction

This guide was created to be a user-friendly source of information to support nonprofit board development. Within this guide you will find two sections. The first section is focused on an essential board tool, the board manual. In this section you will find a sample table of contents followed by short descriptions of each section, as well as templates that can be used as guides for your organization and tools that you may find helpful for your board, related to the topic at hand.

The second section of this guide is focused on orientation and training for board members. In this section you will find a discussion of orientation and board training, as well as helpful tools for developing your organization-specific orientation. You will also find a list of links to pre-created “developmental moments” that can be incorporated into a board meeting or board orientation session.

In the appendices you will find a detailed template for bylaws as well as a scripted training that can be used with your board. The training is intended to be presented by an experienced board member to the larger board as a whole.

All of the templates in this guide are meant only to be basic building blocks from which you can create documents specific to your organization. Throughout the guide you will see that the templates are created for a fictitious organization that I have called “*Mindful Pathways*”. You will find that there is **green text** located on many of the templates and documents. This **green text** is used to indicate that this information needs to be tailored to your organization, or that you have reached a helpful note related to developing your organization specific template.

Acknowledgements

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Section 1: Nonprofit Board Manual

Sample Table of Contents for Nonprofit Board Manual

(Items marked with an * are considered to be optional categories)

Charter Documents:

Articles of Incorporation

IRS 501(c) (3)

*Leases, Grants, etc.

Strategic Plan:

Mission and Vision Statements

*Agency History

Strategic Plan

Board Organization/Operations:

Bylaws

*Board Member Application

Board Member Job Description(s)

Board Member Contract/Commitment

*Conflict of Interest Policy

* Confidentiality Policy

*Board Member contact Information

*Board Member Biographies

Board Committees

Annual Board Calendar

*Board Meeting Agendas and minutes

*Board Evaluation

*Board Succession Plan

Descriptions of Programs and Services:

Organizational Chart

Program Descriptions

*Personnel Policy Manual

*ED Succession plan

*Brochures, articles, etc.

*Staff Contact Information

*ED Annual Evaluation

Financial Overview:

Current Budget

Financial Statements

*Most Recently Filed 990

Fund Raising Plan

*Volunteer Hour Tracking

Charter Documents

Articles of Incorporation:

It is important to include the Articles of Incorporation for your board members. These articles show that your organization is an established nonprofit corporation. It is important for board members to understand the parameters of the Articles of Incorporation, as once they have been approved by the state, the organization cannot establish any activities not specified by the articles. You will find a template for the Articles of Incorporation starting on page 9.

501 (c) (3):

A copy of the IRS letter granting 501 (c) (3) status to your organization should be included for all board members. The IRS letter will include the organization's EIN. This number must be included on all acknowledgements of donations. It is essential for your board to maintain its nonprofit status. Being granted 501(c)(3) status has many benefits for organizations. These benefits include tax exemptions, the ability to receive donations that are tax deductible to donors, being eligible for funds from tax exempt government foundations, and protection from personal liability. Holding a 501(c)(3) status indicates that the corporation is a legal entity separate from the employees, volunteers, board, etc.

Leases, Grants, Etc.:

Board members find it helpful to be well informed about all aspects of their organization, including any leases or mortgages that the organization has signed. Board members may also find it useful to see information on funding sources, such as grants. It was noted by multiple individuals whom I interviewed that having access to the grants funding the organization helped the board members to make informed decisions about programs and other relevant issues. Often grants have specific outlines for funding or other organizational requirements that are useful for board members to be aware of when being an active part of decision-making related to the agency.

NONPROFIT CORPORATION ARTICLES OF INCORPORATION

Pursuant to §_____ of the laws of [Keywords], the undersigned majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE 1

Name

The name of the corporation is: [Comments]

ARTICLE 2

Existence

The corporation shall have perpetual existence.

ARTICLE 3

Effective Date

The effective date of incorporation shall be: upon filing by the Secretary of State.

ARTICLE 4

Members

The corporation will or will not have members

ARTICLE 5

Type of nonprofit corporation

The corporation is not for profit and a Public Benefit Corporation, a Mutual Benefit Corporation, or a Religious Corporation

ARTICLE 6
Registered Agent and Office

The street address of the initial registered office of the corporation is:

Address 1

Address 2

The name of the initial registered agent is:

Name of agent Inc.

ARTICLE 7
Principal Office

The corporation has a principal office. The street address of the principal office is:

Address 1

Address 2

County

ARTICLE 8
Mailing Address

Address 1

Address 2

County

ARTICLE 9
Directors

The corporation's initial directors are as follows:

Name, Address 1, Address 2

Name, Address 1, Address 2

Name, Address 1, Address 2

ARTICLE 10
Indemnification

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE 11

Purpose

The purpose of the corporation is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code and herein stated as follows:

Explain why is the corporation being formed, what does it intend to accomplish, who will benefit from its accomplishments, and how will the corporation achieve its purpose.

The character and essence of the corporation is the same as the purpose.

ARTICLE 12

Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 11. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE 13

Distributions Upon Dissolution

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 14
Incorporator

The name and address of the Incorporator is:

Name
Address 1
Address 2

Signature

[Date]

Strategic Plan

Vision and Mission Statements:

All nonprofit agencies are to have a vision and mission statement. These statements should be the core of organizational operations. All programs and activities should support the vision and the mission of the agency. For these reasons it is vital that board members are very familiar with both of these statements and members should be provided with a copy of each at the time of their entry to the board. Some boards find it helpful to print the mission statement on each of the board agendas so that it can be easily referred to while making decisions. You can find a tool to help with the creation of the vision and mission statements on page 14.

Agency History:

If your agency is not just starting out, it can be helpful to provide new board members a brief (one page) snapshot of the organization's history. This gives new board members the chance to see how the agency has grown or changed since the time of its creation.

Strategic Plan:

A strategic plan is a very important part of your organization. A strategic plan is focused on promoting the agency's vision and mission. It helps your organization to establish realistic goals, action steps, and objectives. The strategic plan helps to identify who should be responsible for moving forward with the stated goals. The strategic plan helps your organization to develop a consensus about the direction in which your organization will move. Starting on pages 15 you will find some tools that can help your organization with strategic planning. Starting on page 23 you will find two sample templates for strategic plans.

Creating Vision and Mission Statements

Vision Statement

What is a vision statement?

A short description of the long-term change your organization hopes to make within the target community. It is the description of the world that you hope to create. Your vision should be broad and not limit the work that your organization may choose to participate in.

Consider answering the following questions:

1. What needs to change?
2. What would success look like?

Sample Local Vision Statements:

1. We envision the Sequoia Park Zoo as a premier Redwood Coast destination.
2. We envision a community where older persons and those with disabilities have knowledge of and access to available resources that promote quality of life.

Mission Statement

What is a mission statement?

A short statement describes the reason that your organization exists. It tells how you want to go about achieving your organizational vision. The statement should be clear and simple. It should broadly describe the work that your organization does.

Consider answering the following questions:

1. What does your organization do?
2. How do you accomplish your vision?
3. Whom do you serve?

Sample Local Mission Statements:

1. To provide heartfelt end of life care and grief support services to all who need them in Northern Humboldt County.
2. Area 1 Agency on Aging will provide leadership and services that support older persons and those with disabilities through education, programs, advocacy and volunteerism.
3. Sequoia Park Zoo inspires conservation of the natural world by instilling wonder, respect and passion for wildlife.

*Note: All sample vision and mission statements were obtained from the organizations' web pages

SWOT (Strengths/Weaknesses/Opportunities/Threats)

The SWOT analysis tool can help you to map where your agency is today and help you to identify what direction you want your agency to move in the future. This tool can help you to identify the strengths your organization has to be built upon, as well as the weaknesses that can be improved, and opportunities that can be harnessed. You will find an example of SWOT analysis on this page, followed by a blank tool that you can customize and use for your agency on the next page. You will also find a useful SWOT worksheet on page 16.



STRENGTHS	WEAKNESSES
OPPORTUNITIES	THREATS

S.W.O.T. ANALYSIS

Worksheet created by Byrd Lochtie

These questions will help you focus on what is going well in your organization, and where you may need to make some improvements. Think about these questions as you prepare for strategic planning.

ABOUT OUR ORGANIZATION (Things we have control over)

1. What are our strengths?

Example: We have limited financial resources.

2. What are our weaknesses?

Example: We have limited financial resources.

3. What are our opportunities?

Example: There is community demand for our services.

4. What are the threats to our organization?

Example: Our funding base is not diversified.

EXTERNAL FACTORS (Things that affect us but over which we have little or no control).

1. Social/Political Influences

Example: State and federal laws

2. Competitors:

Example: Other entertainment

3. Economic Influences:

Example: Increasing costs of doing business

4. Demographic Changes:

Example: Birth Rates

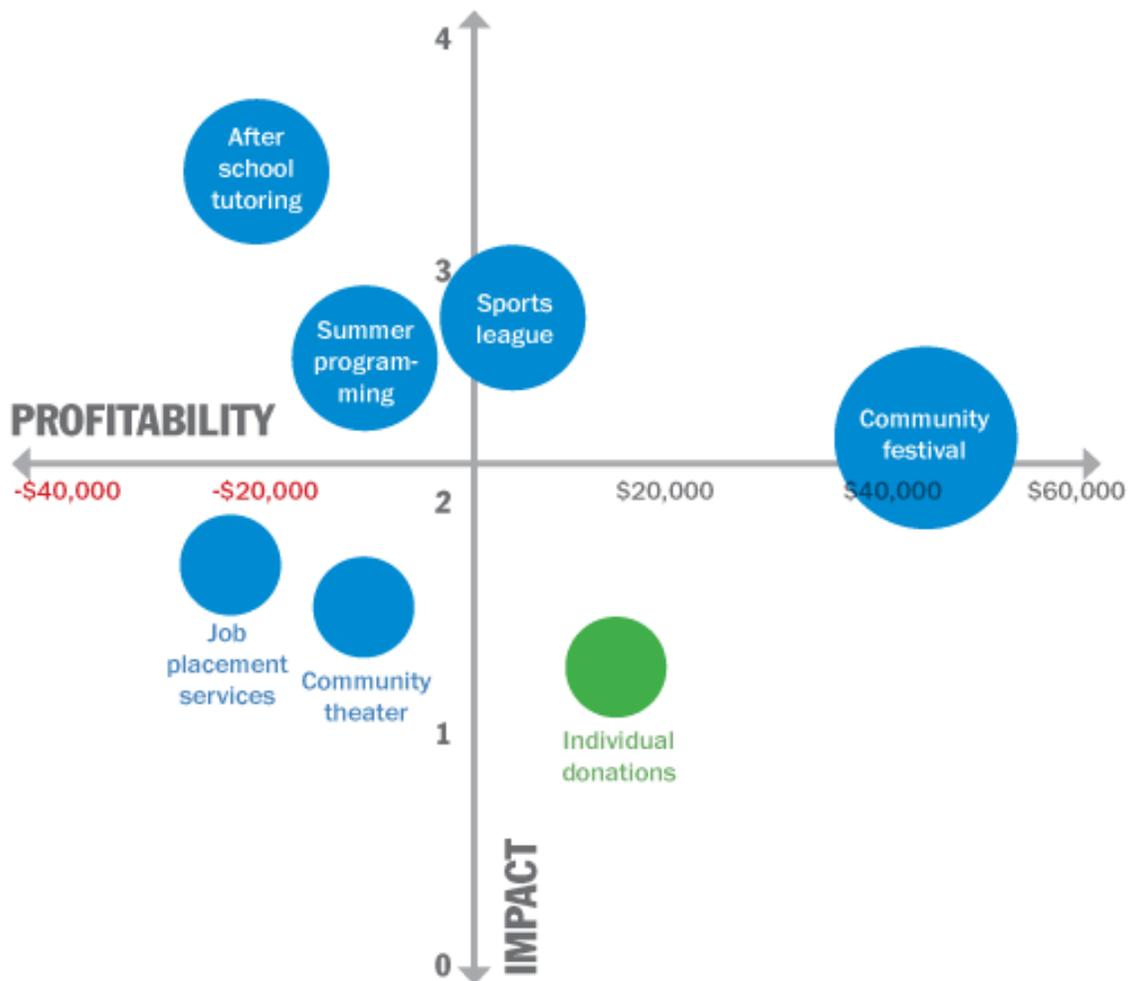
5. Trends in our business/field:

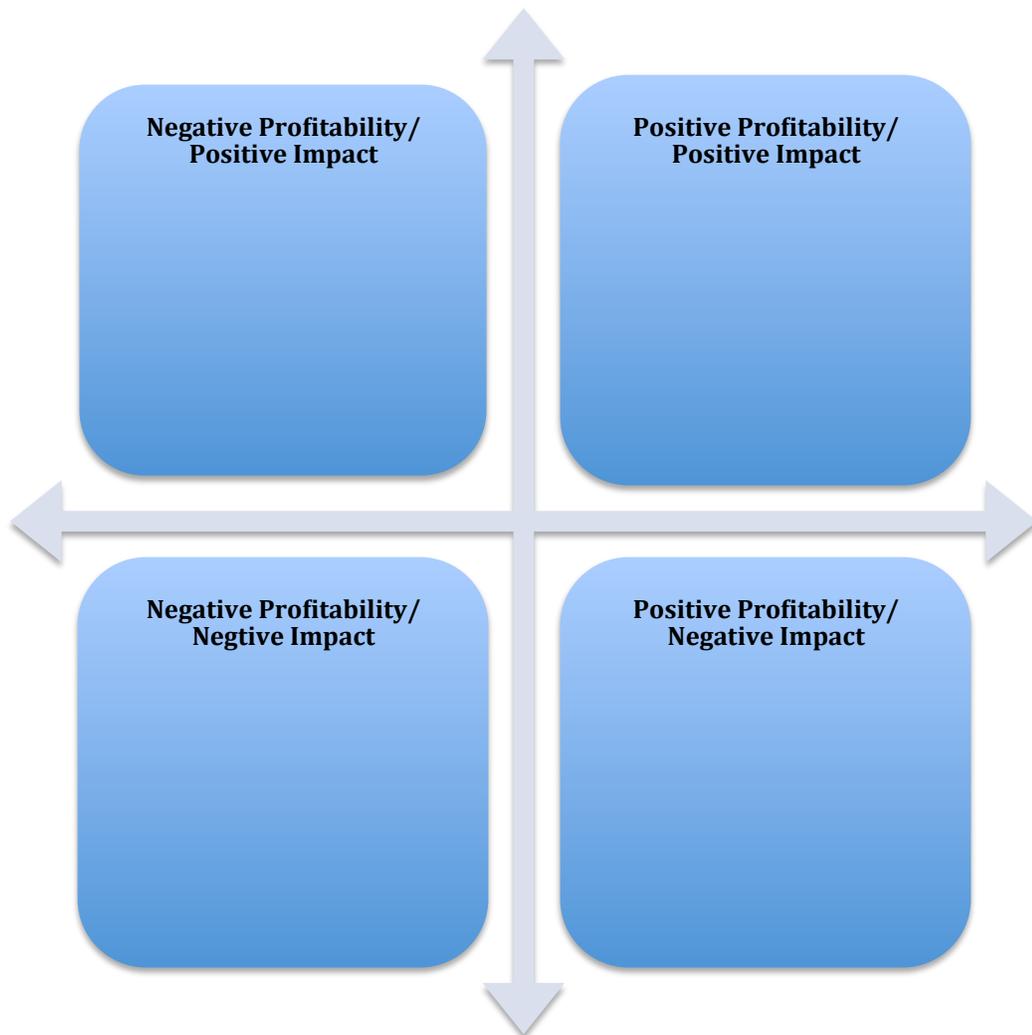
Example: Decreasing demand for our services

Impact/Profitability Matrix Map

Using an impact/profitability map allows you to look at the various pieces of your organization and how they meet your mission (impact) and how profitable they are for your organization (profitability). For example does a program pay for itself or does it require outside funding? Below you will find an example of a matrix map for a community center and on the next page you will find a blank matrix map that can be customized for your organization. On page 20 you will find a list of helpful criteria for determining program impact.

Matrix Map for a Community Center





Criteria for Determining Program Impact

As defined by the *Book Nonprofit Sustainability: Making Strategic Decisions For Financial Viability*

Rank each program based on the seven questions below. Provide each question with a score:

- 1 = not much impact
- 2= some impact
- 3= very strong impact
- 4= exceptional impact

1. Is the program in alignment with the core mission of the organization?
2. Is the program executed in an outstanding or superior way?
3. What is the volume of clients the program reaches?
4. Does the program have a large impact on the clients that it serves?
5. Does the program fill an important gap in the community?
6. Does the program help to build the community surrounding the organization?
7. Does the program increase the impact of other programs?

Goal Brain Storming Tool

The tool below can be used to help map out your goals. This tool allows you to look at all the necessary components of a goal. You will identify the goal and the desired outcomes. You will also look at what action steps or activities need to take place to meet your goal and who needs to be involved to make your goal successful.



Important Steps in Strategic Planning

- Identify the need for a plan to be made.
- Set aside time specifically for strategic planning.
- Identify who will lead the strategic planning (could be board chair, ED, or outside consultant)
- Conduct a SWOT analysis of your organization (see example and template on previous pages).
- Identify goals or long-term outcomes to focus your planning.
- Identify the strategies that are needed to meet your goals (including funding).
- Identify the objectives or results you hope to achieve from your goals.
- Identify the important persons in charge of making progress on these goals.
- Identify timelines for your goals.
- Identify how your plan will be monitored and evaluated.
- Identify how you will share the plan with all the necessary stakeholders.

Strategic Planning Template 1

Goal #1: _____

Objective:	Action Steps:	Timeline:	Responsible Party:	Measure of success:

Goal #2: _____

Objective:	Action Steps:	Timeline:	Responsible Party:	Measure of success:

Goal #3: _____

Objective:	Action Steps:	Timeline:	Responsible Party:	Measure of success:

Strategic Planning Template 2

*Note: strategic plan can be made for 1, 3, or 5 years.

Mindful Pathways Strategic plan 2015-2018

Mission Statement

[Insert organization mission statement here]

Vision for Year 20xx (what is the organization's vision for 10 years from now? Where would you like to be?)

- Vision 1 (list visions which can include areas of programs, funding, boards of directors, facilities, staffing etc.)
- Vision 2

Goals 20xx-20xx

Goal 1: State Goal (i.e.: program goals, staffing goals, financial goals, board of director goals, and facility goals)

- Approach 1 (What steps do we need to take to meet this goal? Identify the timeline for the approach).
- Approach 2 etc.

Timeframe: (When will this goal activity be started? When would we like to have met our outcomes?)

Responsible Members/Committees: (i.e.: Board Chair, Executive Committee, ED, Treasurer, Secretary, etc.)

Goal 2: Follow Format from goal 1

Goal 3: Follow Format from goal 1

Monitoring and Evaluation:

(Identify how the board will monitor the plan and how often the plan will be evaluated)

Board Organization/Operations

Bylaws:

Bylaws of an organization are the specific internal written rules by which the organization will be governed. Bylaws can be a very important tool in the case of dispute among the board. Bylaws include rules about how and when board meetings are conducted, how board members and officers of the board will be selected, a statement of duties for board officers as well as identifying required board office positions, a designation of committees which are a part of the board, and a description of board interactions with employees as well as organizational members (if applicable to your organization). On page 28 you will find a list of important areas to cover in your bylaws. You will find a bylaws template with helpful notes in Appendix A.

Board Member Application:

This document can be used to screen potential board members. Some boards find it helpful to know about potential members prior to moving forward in the selection process. For boards that use a board matrix (see page 51), the application can help to identify if the potential member fits into the desired opening in the matrix. You will find a sample board application on page 29.

Board Member Job Description(s):

While nonprofit board members are volunteers, it is important for members to understand what is expected of them as an individual board member. Board service is after all, a job. A job description can be helpful for general board members as well as for specific board roles such as the Board Chair/President, Vice Chair/President, Secretary, and Treasurer. A sample of a general board member job description can be located on page 31. Examples of officer job duties can be found on page 33.

Board Member Contract/Commitment:

Many boards find the use of a board contract to be useful to their organization. The contract is an agreement between the organization and the new board member. It will outline any important expectations between the organization and the member. It should be signed at the time of entry onto the board. A sample board agreement can be located on pages 35.

Conflict of Interest Policy:

A conflict of interest policy outlines what constitutes a conflict of interest for a board member and what the appropriate action steps are if a conflict of interest is present. Conflict of interest policies are particularly important in rural areas. It is a best practice to have each new member sign a conflict of interest policy. Some boards have these policies signed annually. A sample conflict of interest policy can be located on page 37.

Confidentiality Policy:

Many organizations have information that needs to be kept confidential. This may include client information, financial information, etc. In the case that your organization deals with information that should be protected, staff and board members (as appropriate) should sign a policy that outlines the confidentiality guidelines and rules for the organization.

Board Member Contact Information:

This section of the manual should contain a list of contact information for board members. Information to be included should include phone number, address, and email. This may also be a good place to outline who is called in case of specific emergencies, etc.

Board Member Biographies:

This is a space to include short biographies of your board members. It is helpful for new board members to know a little about existing board members' strengths, interests, and areas of specialty.

Board Committees:

It is important that new board members understand what committees are a part of your organization's board. This is a space to outline what committees exist, what the duties of the committee include, and finally who is a part of each committee. A list of tips for organizing committees, a list of common board committees and committee duties, and a sample committee report, can be found starting on page 38.

Annual Board Calendar:

Each year a board calendar should be created with established dates for board meetings and committee meetings (as appropriate). This calendar should also outline trainings that require mandatory attendance by board members, or other trainings that are available to board members.

Board Meeting Agendas and Minutes:

New board members may find it helpful to receive copies of the last three months board agendas and minutes. This will allow them to see how these documents are organized as well as catch up on the recent discussions and decisions of the board. You will find a sample agenda on page 42, and a list of important information to include in your minutes on page 43. On pages 44 you will find some information on warning signs of a challenging board member and on page 44 steps for communicating feedback to a challenging board member. These tools are provided in this area as challenging board members can critically affect the efficacy of a board meeting.

Board Evaluation:

For boards that use a board evaluation (this is highly recommended) it is helpful for board members to have a copy of the most recent evaluation that was completed by the board as well as a copy of the assessment tool that is used. Two sample board evaluation can be located starting on page 46.

Board Succession Plan:

Succession planning for general board members as well as board officers is vital to the smooth transition of board members, in both planned and unplanned situations. It is recommended that boards have succession plans in place prior to occurrence of a situation that would require the use of one. Some items that are essential to good succession planning are provided in a checklist tool on page 50. I have also provided a template of a board matrix that can be helpful in recruitment on page 51. Finally, you can refer to page 54 where I have provided a template of a succession plan for an Executive Director. This template can be modified to serve for a board officer or general board member as well.

Important areas to be covered in your Bylaws

In the book “The best of the board Café” by Jan Masaoka, a list of provisions to be covered in bylaws is provided. According to Masaoka, on page 29-30 of her book, the essential areas of coverage include:

- Indemnification
- Whether the organization is a membership organization or not
- Range of board members (minimum and maximum number should be specified)
- The number of board members that are required to make a quorum
- Terms and term limits of board members
- Titles of officers, how they are elected or appointed, and the term length and limits for the office
- The procedure for the removal of a board member or officer of the board.
- Conflict of interest policy (this can be as simple as mentioning there is a conflict of interest policy in place and does not necessarily need to include the actual policy)
- The minimum number of board meetings that must occur each year
- The procedure to call a special or emergency board meeting
- The procedure for how a committee is created or dissolved
- A specification of specific committees that already exist or the organization deems may exist, along with the specifications of how members are appointed and the duties or powers of the committee.
- Procedures related to conference calls or electronic meetings

It is important to review your bylaws every 2-3 years, or as needed to assure that they are a clear reflection of how your organization wishes to continue its governance. It is important to include in your bylaws how they are to be amended or updated.

Sample Board Application

Mindful Pathways Board Application

Thank you for agreeing to have your name submitted as a possible nominee for **Mindful Pathways** Board of Directors. The **Mindful Pathways Nominating Committee** will review this application for consideration. As the make-up of the Board changes, the **Nomination Committee** is charged with recruiting possible nominees that meet the current or future needs of the Board. This application will help the Board match your expertise and skills with the needs of the Board.

The information provided in this application will be used strictly by **Mindful Pathways** Board and Executive Director. No information provided will be shared with others.

Please complete the application and return it to **[Insert Address]**.

Feel free to provide any other information you deem appropriate.

What skills or areas of expertise would you bring to the Board?

Tell us why you are interested in serving on the **Mindful Pathways** Board?

Board members serve **two**-year terms. The Board currently meets **at 6 PM, the second Monday of each month at the organizational office**. The meetings usually last **two** hours. There may be committee meetings in addition to the Board meetings.

Are you able and willing to make that commitment of time? YES NO

Comments:

Are you familiar with the services of **Mindful Pathways**? YES NO if so, please explain.

Do you have any current relationships with staff of **Mindful Pathways** or any current clients?

Yes No If, yes, please explain.

Sample Board Job Description
Retrieved from www.nonprofitworks.com and modified

Mindful Pathways

Member of the Board of Directors

Job Description and Expectations

Purpose: To advise, govern, oversee policy and direction, and assist with the leadership and general promotion of **Mindful Pathways** so as to support the organization's mission and needs.

Optional – Mission or purpose statement: (Insert your mission statement or other appropriate language here.)

***Major responsibilities:**

- Organizational leadership, governance, and advisement
- Organization and continuity of the board of directors, officers, and committees
- Formulation and oversight of policies and procedures
- Financial management, including adoption and oversight of the annual budget
- Oversight of program planning and evaluation
- Personnel evaluation and staff development
- Review of organizational and programmatic reports
- Promotion of the organization
- Fundraising and outreach

Members of the board share these responsibilities while acting in the interest of **Mindful Pathways. Each member is expected to make recommendations based on his or her experience and vantage point in the community.*

Length of term: **Two** years, which may be renewed up to a maximum of **2** consecutive terms, pending approval of the board.

Meetings and time commitment:

- The board of directors meets **at 6 PM, the second Monday of each month at the organizational office**. Meetings typically last **2 hours**.
- Committees of the board meet an average of **one time per month**, pending their respective work agenda.
- Board members are asked to attend at least **75%** of special events or meetings per year, as they are determined.

Expectations of board members:

- Attend and participate in meetings on a regular basis, and special events as able.
- Participate on a standing committee of the board, and serve on ad hoc committees as necessary.
- Be alert to community concerns that can be addressed by **Mindful Pathways'** mission, objectives, and programs.
- Help communicate and promote **Mindful Pathways'** mission and programs to the community.
- Become familiar with **Mindful Pathways'** finances, budget, and financial/resource needs.
- Understand the policies and procedures of **Mindful Pathways**.
- Financially support **Mindful Pathways** in a manner commensurate with one's ability.

Sample Job Duties for Board Officers

Retrieved from www.compasspoint.org

PRESIDENT / CHAIR / CHIEF VOLUNTARY OFFICER (CVO)

General: Ensures the effective action of the board in governing and supporting the organization, and oversees board affairs. Acts as the representative of the board as a whole, rather than as an individual supervisor to Executive Director.

- *Community:* Speaks to the media and the community on behalf of the organization (as does the Executive Director); represents the agency in the community.
- *Meetings:* Develops agendas for meetings in concert with the Executive Director. Presides at board meetings.
- *Committees:* Recommends to the board what committees are to be established. Seeks volunteers for committees and coordinates individual board member assignments. Makes sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out; identifies committee recommendations that should be presented to the full board. Determines whether executive committee meetings are necessary and convenes the committee accordingly.
- *Executive Director:* Establishes search and selection committee (usually acts as chair) for hiring an Executive Director. Convenes board discussions on evaluating the Executive Director and negotiating compensation and benefits package; conveys information to the Executive Director.
- *Board Affairs:* Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members.

VICE PRESIDENT / VICE CHAIR

- *General:* Acts as the president/chair in his or her absence; assists the president/chair on the above or other specified duties.
- *Special Responsibilities:* Frequently assigned to a special area of responsibility, such as membership, media, annual dinner, facility, or personnel.
- Some organizations choose to make the vice president, explicitly or implicitly, the president-elect.

TREASURER

- *General:* Manages the board's review of, and action related to, the board's financial responsibilities. May work directly with the bookkeeper or other staff in developing and implementing financial procedures and systems.
- *Reports:* Ensures that appropriate financial reports are made available to the board. Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health.

- *Finance Committee*: Chairs the Finance Committee and prepares agendas for meetings, including a year-long calendar of issues. In larger organizations, a separate Audit Committee may be chaired by a different person.
- *Auditor*: Recommends to the board whether the organization should have an audit. If so, selects and meets annually with the auditor in conjunction with the Finance and/or Audit Committees.
- *Cash Management and Investments*: Ensures, through the Finance Committee, sound management and maximization of cash and investments.

***Note: The vast majority of boards have a Secretary. The common duties for a secretary can be found outlined in the Bylaws template found in Appendix A. Secretary duties are outlined on page 86.**

Board Member Agreement Template

Obtained and Modified from *Introduction to Board Service* by Byrd Lochtie & Amy Jester (10/2014)

Mindful Pathways

Board Member Agreement

I, _____ understand that as a member of the Board of Directors of the **Mindful Pathways** I have a legal, moral, and fiduciary 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 organization, and I will act responsibly and prudently as its steward.

My duties and responsibilities as a board member include:

- I will serve a **3-year** term. I understand that my term may be renewed **1 time** if I wish and the board agrees, for a maximum of **6 years** consecutive years of service.
- I will represent the organization, and interpret the organization's work and values to the community. I will act as an ambassador in support of **Mindful Pathways'** goals to attract new volunteers, trustees, and donors to the organization.
- I will engage in long-term planning for **Mindful Pathways** and I will help shape the vision and work of the organization.
- I will attend at least **90%** of board meetings and key events [**list fundraisers**]. I will inform the staff or President beforehand if I will not be able to attend a meeting or event.
- I will make a personal financial contribution at a level that is meaningful to me.
- I understand that Board members are often asked to help with fundraising and I will support **Mindful Pathways** fundraising as the need arises and my schedule allows.
- I will act in the best interest of the organization, and excuse myself from discussions and votes when I have a conflict of interest.
- I will stay informed about what is 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, finances and other board matters. I will, to the best of my ability, take advantage of educational and professional development opportunities in order to be informed.
- I will participate in the organization by serving on **2** committees or projects.
- If I don't fulfill these commitments to the organization, I will expect the board President to call me and discuss my responsibilities with me.

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

- I will be sent, without request, monthly financial reports and an update of organizational activity that allow me to meet the legal requirements of being a board member.
- I will be provided with an initial orientation and offered subsequent educational and professional development opportunities to help me perform my duties and keep me informed about relevant issues.
- Board members and staff will respond in 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.
- If the organization does not fulfill its commitments to me, I can call on the board President and Executive Director to discuss these responsibilities.

Signed:

_____ Date: _____
Member, Board of Directors

_____ Date: _____
President, Board of Directors

Sample Conflict of Interest Policy
Retrieved and modified from www.ncforestservice.gov

Conflict of Interest Policy for **Mindful Pathways**

A conflict of interest is defined as an actual or perceived interest by a staff or Board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain.

Officers and members are obligated always to act in the best interest of the organization. This obligation requires that any officer or member, in the performance of organization duties, seek only the furtherance of the organization mission. At all times, officers and board members are prohibited from using their job title or the organization's name or property, for private profit or benefit.

A. The officers and members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fund raising-activities.

B. No officer, or member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:

1. The officer or member;
2. Any member of their immediate family;
3. Their partner;
4. An organization in which any of the above is an officer, director or employee;
5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.

C. **Disclosure**--Any possible conflict of interest shall be disclosed by the person or persons concerned.

D. **Board Action**--When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Trustees, excluding the person(s) concerning whose situation the doubt has arisen.

E. **Record of Conflict**--The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

Name of Board Member

Signature of Board Member

Date

Tips for Organizing Committees

- Ensure that your committee has a specific task or work plan. The committee needs to have specific, designated tasks.
- Ensure that your committee has a purpose and meetings are meaningful.
- Have at least one board member on each of your committees. It is ideal to have at least two per committee.
- Have board members participate in no more than two committees each.
- Have the committee chair report to the board as a whole at each board meeting. A copy of the committee report form should be provided to the Secretary for attachment to the minutes.
- Consider the use of non-board member volunteers to serve on committees.
- Consider including a relevant staff member on each committee.
- Consider the job of the committee when deciding on the frequency of committee meetings.
- The Board Chair and/or Executive Director can service as ex officio members of any relevant committees. In other words, due to their officer position they can sit as a voting member on any committee, without being specifically designated a committee member.

Common Nonprofit Board Committees and Duties

Finance Committee:

This committee focuses on the financial governance of the organization. The duties of this committee include, but are not limited to:

- Preparing a yearly budget OR reviewing the budget that is prepared by staff. It is important to be sure that the budget and the organization's plans and mission are congruent.
- Report to the board as a whole on any financial concerns or opportunities.
- Make financial recommendations to the board as a whole.
- Work with staff to be sure financial reports are complete and prepared on time.
- Oversee Investments.
- Work with auditor.
- Advise the Executive Director and other staff about financial priorities for the organization.

Fundraising Committee:

This committee has a job that is bigger than simply raising money. This committee also oversees that organizational fundraising plan for the organization and the board, as well as organizing and overseeing actual fundraising events and activities. The duties of this committee include, but are not limited to:

- Establish a fundraising plan in conjunction with organization staff.
- Oversee implementation of the established fundraising plan.
- Monitor fundraising efforts.
- Report to whole board on fundraising progress and activities.

Governance and Nominating Committee:

This committee is one of the most influential committees on the board. It includes oversight of governance as well as nomination responsibilities. The duties of this committee include, but are not limited to:

- Draft board composition guidelines or board matrix
- Recruit and screen new board members.
- Recommend new board members to the board as a whole.
- Organize board education and training.
- Conduct the annual board assessment and compile the results.

Executive Committee:

This is a small group typically made up of the officers of the board. This committee is commonly given the authority to act of behalf of the entire board between meetings, in the event of an urgent matter. Not all boards will use an executive committee. For example small boards rarely need to use an executive committee because board members can be easily gathered in the event of an emergency. If an executive committee is to exist within a board, the Bylaws should outline the limitations. Executive committee duties are most often defined by the duties the committee cannot perform. The executive committee should not have the power to:

- Amend organizational bylaws
- Elect or remove board members
- Hire or Fire the Executive Director
- Change or Approve the organizational budget
- Make major organization structural decisions

Sample Committee Report

Committee Name: _____

Date of Report: _____

Committee Members Present:

Summary of Recent accomplishments related to committee:

List of activities in progress, and upcoming events related to committee:

Recommendations for action at this time

1. Recommendation to: Board Executive Director Other _____

Recommendation:

Comments (Include background, timeframe, other relevant information):

2. Recommendation to: Board Executive Director Other _____

Recommendation:

Comments (Include background, timeframe, other relevant information):

Sample Board Agenda

Mindful Pathways Board Meeting

Date:
Facilitated by:
Location and Time:

Agenda

Call to Order

Welcome (introduction of new board members or visitors)

Approval of previous minutes (Consent Calendar)

Treasurer's Report/Financial Report

President's Report

Executive Director Report

Committee Reports:

- Executive Committee
- Nominating Committee
- Financial Management Committee
- Fund Development Committee

New Business (anything that was brought up on the committee reports or ED reports that need further action)

Old Business (anything brought up at the previous meeting that needs updates or further action)

Adjourn

*Note: It can be helpful to use timed agendas to assist your board in staying on track.

Tips for taking Meeting Minutes

- Remember that board meeting minutes are legal documents recording the actions and decisions of the board of directors.
- There is no one standard method or format to use for taking minutes. Minutes will vary both by organization and by writer.
- When taking minutes be sure to include the following specific information:
 - *The organization name
 - *Date and time of the meeting
 - * Who ran the meeting
 - *Who was present and who was absent
 - *What was voted on and any members who abstained from votes
 - *All motions that were made (who made them and seconded them)
 - *Summary of Action Items (this is optional but helpful)
 - *When the meeting was adjourned
 - * Who prepared the minutes
- When taking minutes you should avoid including the following information:
 - *Opinions or judgments
 - *Criticism or accolades
 - *Personalized discussion summaries
 - *Detailed rehashing of reports (simply include a copy of the report)
- Copies of minutes should be provided to all board members prior to the next meeting in a board packet.
- A copy of the minutes of each meeting should be stored in a safe and easily accessible location.

Warning Signs of Challenging Board Members

A challenging board member is one with a personal agenda, errant behavior, or conflict of interest that blocks his or her ability to serve as an effective, fully functioning board member. A challenging board member can slow the progress of meetings, irritate fellow board members, alienate new members, complicate decision-making processes, and threaten the organizational effectiveness and governance as a whole. The following are warning signs of a challenging board member:

- A board member providing misinformation, parts of a story, inaccurate facts, or not reporting as expected.
- A board member who confuses the rest of the board and/or staff, or splits the team into opposing sides of an issue related to the board member's contradictory positioning on subjects of importance.
- The rest of the board and/or staff spend significant amounts of time discussing the troublesome board members behaviors and issues.
- The board begins to alter its form of operation to counteract the challenging member.
- The board begins to feel defeated by the challenging member's behaviors or issues, and begins to shut down.

It is important to keep in mind, when addressing a challenging board member that the board needs to address the issue or problem behavior, and not the member as a "bad" person. Therefore the issue is not the member but the disruptive occurrence being created by the member. It is also important to ensure that the member is truly the problem and that the issue does not lie with a troubled board. A troubled board may be one that had gone astray of its mission, or perhaps has adopted poor decision making processes. At times a sign of a troubled board is a member who might find cause to stand out by presenting healthy dissent. This member may be driven by passion for the organization and a desire to re-direct the board in a positive direction. This "loyal rebel" can be a very helpful and an important part of the board. It is important to ensure that the challenging member truly meets the criteria in the first sentence of this hand out, and if not, perhaps take a look at overall board functioning.

Giving Feedback to a Challenging Board Member

It can be difficult to provide feedback to a challenging board member. Below you will find some tips for communicating feedback.

1. Cite examples of specific behaviors. Be specific not general, so that the person will understand the behavior to avoid in the future.
2. Use “I” statements. For example: “I feel frustrated when I am unable to keep the time table for the meeting because you are not following the procedure for speaking on issues,” instead of saying “You always slow down the meeting because you interrupt.” The second statement puts the receiver on the defensive.
3. Give feedback on behaviors or issues that the person can change or do something about. Offer solutions. Help brainstorm.
4. Be aware of both the giver and receiver’s emotional state at the time of feedback. Feedback is better given one-to-one than in a group, so that the receiver has privacy and does not feel attacked.
5. Summarize the conversation after the feedback is given. This assures both people have the same understanding of the conversation.
6. Feedback is not a time for venting your feelings. Feedback is a time to offer information to be used to evoke positive change in behavior.
7. Do not ask why the person is acting a certain way; simply name the behavior and focus on mechanisms for change.

If providing feedback and support for change is not effective in changing the behaviors or issues presented by a challenging board member, it is the responsibility of the board to take the actions needed to remove the board member. Your board should have a policy or outline in their bylaws that explains the organizations approved method of removing board members. Be sure to follow this policy as written to avoid any legal liability.

Sample Board Evaluation #1

Rankings go from 1 =Disagree, 3=Neutral, 5 =Agree

Board Activity

All board members understand the policies and procedures for board governance.	1 2 3 4 5
Committees meet regularly and make reports to the board.	1 2 3 4 5
The majority of members attends board meetings regularly.	1 2 3 4 5
All board members participate in at least one committee.	1 2 3 4 5
Nomination and appointment of new board members follows the current policy and Bylaws.	1 2 3 4 5
New board members are provided with adequate orientation and training to perform their duties as a board member.	1 2 3 4 5
Term limit policies for board members are followed.	1 2 3 4 5
All board members are aware of, and promote the strategic plan.	1 2 3 4 5
Board members receive agendas and board packets in advance of meetings with sufficient time to review information.	1 2 3 4 5
The board provides adequate oversight of the financial happenings of the organization.	1 2 3 4 5
The board receives regular financial updates.	1 2 3 4 5
The board regularly reviews and provides evaluation to the Executive Director.	1 2 3 4 5
The board actively participates in discussion on important matters regarding the organization.	1 2 3 4 5
The board chair leads effective board meetings that are meaningful and productive.	1 2 3 4 5

Mission and Purpose

All board members fully understand and promote our organization's mission.	1 2 3 4 5
Board discussions take our organization mission into account.	1 2 3 4 5
The board regularly evaluates the programs offered by our organization to assure the organization's mission is being carried out.	1 2 3 4 5

Board Governance

The board performs its governance role by ensuring that the organization and programs support and promote the mission, vision, and value statements.	1 2 3 4 5
The board periodically reviews the Bylaws and makes amendments as needed.	1 2 3 4 5
The board promotes and provides board development and training.	1 2 3 4 5

Board Organization

The information provided by the Executive Director and other staff is sufficient to ensure effective board governance and decision-making.	1 2 3 4 5
The current committees of the board address the areas of most need and importance.	1 2 3 4 5
All committees use agendas and minutes at each meeting.	1 2 3 4 5

Board Meetings

Board meetings occur often enough that board governance can be effective.	1 2 3 4 5
Board meetings are long enough to accomplish all tasks.	1 2 3 4 5
Board meetings are well organized and productive.	1 2 3 4 5
All board members fully participate in discussions.	1 2 3 4 5

Board Membership

The current number of board members is adequate to govern the organization effectively.	1 2 3 4 5
The board members are comprised of individuals who hold a range of talents, experience, and knowledge.	1 2 3 4 5
The board uses the knowledge and talents of its members effectively.	1 2 3 4 5
The board make up is diverse (gender, age, ethnicity, etc.).	1 2 3 4 5
Each board member makes a yearly financial contribution to the organization according to his/her own ability.	1 2 3 4 5

Board/Staff Relationship

Communication is strong between the board and the Executive Director and other staff members.	1 2 3 4 5
Staff supports the board before, during, and after board meetings as needed.	1 2 3 4 5

Please provide any additional comments that you feel are important for the evaluation of the board performance:

Sample Board Evaluation #2

For the following statements please select a number that best matches how you feel the board has done over the last year.

1=poor 2=fair 3=average 4=good 5=excellent

Board members have a complete understanding of the roles and responsibilities of the board.	1 2 3 4 5
Board members clearly understand the mission and vision of the organization.	1 2 3 4 5
Board members fully understand the programs offered by the organization.	1 2 3 4 5
The structure of the board is clear (example: officers, committees, staff).	1 2 3 4 5
The board has clear goals defined in a strategic plan.	1 2 3 4 5
The board receives regular financial reports and budgets.	1 2 3 4 5
The board helps to set fundraising goals and members actively participate in fundraising.	1 2 3 4 5
The board positively represents the organization in the community.	1 2 3 4 5
Board meetings are focused, organized, and productive.	1 2 3 4 5
The board regularly monitors its strategic plan.	1 2 3 4 5
The board provides annual evaluation of the Executive Director.	1 2 3 4 5
The board is familiar with and has approved the personnel policies.	1 2 3 4 5
All members of the board are actively involved in the board's work.	1 2 3 4 5
The board is made up of a diverse group of members.	1 2 3 4 5

Please identify three board strengths:

- 1.
- 2.
- 3.

Please identify three areas for the board to work on in the next year:

- 1.
- 2.
- 3.

Succession Planning Check List

Succession Planning Checklist *Board Members*



- Our organization has a strategic plan to which it is committed
- Board roles and responsibilities have been documented and reviewed
 - Board member job description
 - Chair job description
 - Conflict of interest guidelines
 - Board members code of conduct
 - Board committee roles descriptions
- The future skills and talent composition of the board have been assessed in light of the our organization's future board leadership needs
 - Organizational expertise
 - Representation
 - Community /issue knowledge
 - Fund raising ability
 - Commitment to goals
 - Interpersonal and teamwork skills
- We have a board recruitment plan
 - We have a three year board recruitment/board succession outlook
 - A standing recruitment or nominations committee is in place and reporting at least three times a year
 - A board member prospects list has been developed and is up to date
 - Our recruitment package is up-to-date
 - Information on our board, board member duties and on the nomination or recruitment process is on our website
 - We are using our committees as stepping stones to the board
- We have a board development/education plan
 - We will be conducting a board self-evaluation and will act on the results
 - We have planned ___ lunch and learn sessions for board and staff
- We have taken steps towards a more diverse and multi-generational board
 - Our recruitment plan includes some diversity goals

This checklist was developed with the help of input from participants in two succession planning workshops for non-profit organizations organized by FOCO and held in Halifax Nova Scotia in early 2008. www.foco.ca

Board Recruitment Matrix

Some boards find it helpful to use a Matrix to evaluate their board and assist in recruitment. This sample matrix should be modified to meet the needs of your organization and board.

Feature	Current Board Members					Candidates		
Initials								
Age:								
Under 30								
30-39								
40-49								
50-59								
60+								
Region:								
Northern Humboldt								
Eastern Humboldt								
Southern Humboldt								
Central Humboldt								
Gender:								
Male								
Female								
Expertise:								
Boards								
Fund Raising								
Financials								
Legal								
Marketing								
Evaluation								
Other:								

Descriptions of Programs and Services

Organizational Chart:

It is important to include an organizational chart in your board manual so that new members can understand how the organization is structured. See page 53 for a sample organizational chart.

Program Descriptions:

This is an area where you should include a short description of each program that your organization provides/oversees. This should include who the program director is, what services are provided by the program, and how the program is funded.

Personnel Policy Manual:

Some board members find it helpful to have a copy of the Personnel Policy Manual; other boards have this manual at the professional office where it can be easily accessed by all. The personnel policy manual should include the detailed description in regard to the daily functioning of the organization's programs, operations, etc.

ED Succession Plan:

It is advisable to have a succession plan in place for the Executive Director of your program. It is advisable to have a procedure lined out in case an emergency does occur. See pages 54 for succession plan tools.

Brochures, articles, etc.:

This is an area where you can share any advertisement or educational documents that your organization uses. This is also a place to share recent news articles about your organization.

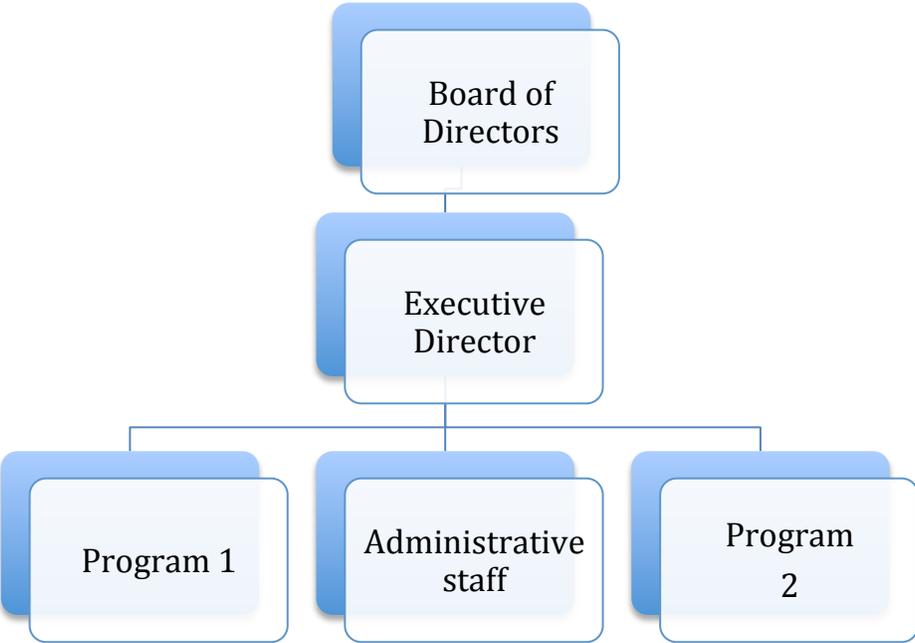
Staff Contact Information:

It is helpful to provide board members with contact information for staff. It is helpful to identify their role in the organization on this sheet as well as any special times when designated staff are to be called in an emergency.

Executive Director Annual Evaluation:

It is the lawful duty of the Board of Directors to provide evaluation of the Executive Director each year. This evaluation may take many forms. This is a space where the policy in regard to evaluation of the ED may be located, and where the actual evaluation tool can be kept. The previous annual evaluation of the ED can also be provided in this area.

Sample Organizational Chart



Executive Director Emergency Succession Plan Template
Based on a template found on www.compasspoint.org

Emergency Succession Plan Policy
Mindful Pathways

1. Rationale

In order to ensure the continued operations of **Mindful Pathways** and its services to clients and the community, the Board of Directors has adopted the following policy and procedure for the temporary appointment of an Acting Executive Director in the event of an unexpected and/or extended absence of the Executive Director.

2. Primary Functions of the Executive Director (See attached job description)

Among the duties listed in the job description for the Executive Director position, the following are the key tasks to be covered by the Acting Executive Director.

- a. [task 1]
- b. [task 2]
- c. [task 3]
- d. [task 4]

3. Plan for Temporary Unexpected, Short Term Absence

Definition of a temporary short-term absence is as follows:

- The Executive Director is expected to return to his/her position.
- The absence is unexpected and does not include planned leave, vacation, or a sabbatical.
- The absence is less than three months.

Who can appoint the Acting Executive Director

- The Board of Directors authorizes **Executive Committee** to appoint an Acting Executive Director

Back-up for the position of Executive Director (note: if there is an appropriate staff person)

- It has been identified that **Program Manager** will be the first back-up for the Acting Executive Director

Cross-Training plan

- The Executive Director will continually work with the designated back-up staff person to cross train in the identified (section 2) key duties of the Executive Director.

Authority and Restrictions of the Acting Executive Director

- The Acting Executive Director will have the same authority and decision-making power as the regular Executive Director
-

Compensation

- If an identified back-up staff member serves as Acting Executive Director, his/her salary will be evaluated and temporarily increased [specify how increase will be determined].

Oversight and Support of Acting Executive Director

- The Executive Committee will provide oversight and support to the Acting Executive Director. The Executive Committee will also be responsible for closely monitoring the work of the Acting Executive Director.

4. Plan for Temporary Unexpected, Long Term Absence

Definition

- A long-term absence is one that is expected to last more than 3 months, but the Executive Director is expected to return to his/her position.

Procedure

- Procedure will follow the plan of the short tem absence with one addition: The Executive Committee will consult with the Acting Executive Direction (if a staff person) in regard to temporarily filling his/her previous job position, as it is not reasonable to expect the staff person to cover two jobs for a long term absence.

5. Plan for Unexpected, Permanent Absence

Definition

- A permanent absence is one in which it has been verified that the Executive Director will not be returning to his/her position.

Procedure

- The procedure shall remain the same as the short-term temporary plan with the addition of one task. The Board shall appoint an ad-hoc committee or designate the Executive Committee, which will be responsible for the search for, and transition to, the new Executive Director.

This Policy was approved by the Board of Directors on May 04, 2015

Signature of Board Chair

Signature of Executive Director

Financial Overview

Current Budget:

All board members should be provided with the most current copy of the annual budget for the organization.

Financial Statements:

This area is for providing board members with the last three months financial statements for the organization. Ongoing board members should receive these statements monthly.

Most Recently Filed 990:

It is required by law that organizations file a 990 tax form annually. It is the responsibility of the board to ensure that this form is filed in a timely manner. This is a space to provide a copy of the last form to board members.

Fund Raising Plan:

Fundraising is a major responsibility of most boards. This is a space where you will provide your organization's fund raising plan. Please see pages 57-61 for more tools to help develop your fundraising plan. You may also find the tools that were provided for strategic planning on pages 13-24 helpful for guiding your fundraising goals and plan.

Volunteer Hour Tracking:

It can be useful in grant writing, and seeking other funding, to have an accurate accounting of the number of hours that are logged each year by board members. You will find a sample hour tracking log on page 62. It is important to track hours for all your organization's volunteers, not just board members.

Seven Key Steps to Creating a Successful Yearly Fundraising Plan

1. Evaluate the previous year's fundraising efforts and outcomes.
2. Determine measurable fundraising goals for the next fiscal year.
3. Establish objectives to support the goals for the year.
4. Determine the fundraising strategies/action plans needed to meet the objectives.
5. Create an annual calendar outlining all the events and strategies that will occur and who will be responsible for each.
6. Regularly monitor the progress of the plan.
7. Conduct plan evaluation at the end of the fiscal year (perfect step for starting at step 1 for the next year).

Fundraising Plan Tool #1

When making the fundraising plan for the current year it can be very helpful to look at the fundraising activity of the previous year. By taking a careful look at the fundraising projects or programs from the previous year, you should be able to see areas where your efforts were well spent and other areas that may need to be removed or revised. The following simple chart can help you look at time and funds put into specific fundraising efforts as well as the revenue you were able to generate. This chart should be used to look at all fund-generating events, from benefits to direct donor solicitations, and should include the funds collected.

Mindful Pathways Yearly Review of Fund Generation

Review of fiscal year _____ - _____

Program/Project	Cost of Program/Project	Time to Operate/complete	Revenue Generated
			\$
			\$
			\$
			\$
			\$
			\$
			\$
			\$
Total Funds Generated			\$

Fundraising Plan Tool #2

Many organizations rely heavily on a donor base to provide financial support to their organization. For organizations such as these it can be helpful to take a yearly, quarterly, or monthly look at your donor base and evaluate where your organization stands with its donors. Some organizations also find it helpful to track the reason that donors who have previously donated chose not to donate for the current year. The tool below offers an easy-to-use table to analyze you organization donor position for any given year, month, or quarter.

Mindful Pathways Quarterly Donor Analysis

Donor Group	# Donors	Amount Generated/ Avg Donation	+/- compared to previous year
Repeat Donor			
Increase Donor (larger donation than previous year)			
Decrease Donor (decreased donation from previous year)			
First-Time Donor			
Previous Donors (Those who contributed last year but NOT this year)			
TOTALS			

Fundraising Plan Template

*Goal- Supports organization's mission and overall strategic plan

*Objective-Measurable statement that ties directly to the goal

*Fundraising Strategy/Action Plan- How you will achieve each objective. The steps to take, the person(s) responsible, the time frame etc.

Mindful Pathways Yearly Fundraising Plan

YEARLY GOALS (*measurable goals. Increase budget by x%, provide x amount of the Organization's budget through fundraising*)

1. _____
2. _____
3. _____

FUNDRAISING OBJECTIVES (*Raise x amount of money at Y event, increase donor number by 100, etc.*)

Objective #1: _____

Fundraising strategies/action plans (*Identify responsible party*)

- a.
- b.
- c.
- d.

Objective #2: _____

Fundraising Strategies/action plans

- a.
- b.
- c.
- d.

Objective #3: _____

Fundraising Strategies/action plans

- a.
- b.
- c.
- d.

adopted 05/2015

Volunteer Hours Tracking Template

Mindful Pathways Volunteer Hours

Month: _____

Name: _____

# Attended	Hours	Meeting Name
		Board Meeting
		Governance Committee
		Fund-Raising Committee
		Finance Committee
		Other Mindful Pathways related meetings

# Attended	Hours	Public Event
		City Council Meeting
		Rotary Meeting/ Chamber Mixer, etc. Please specify:
		Other public events representing Mindful Pathways (Please Specify):

Hours	Volunteer Time and Service
	Volunteer time program A (Specify)
	Volunteer time program B (Specify)
	Fundraising Calls
	Mindful Pathways ' Events
	Other time spent on Mindful Pathways ' work (Please Specify):

Items	\$ value	Non-cash contribution to [Organization Name]

Total Hours: _____ **Total \$ Value:** _____

Section 2: Orientation and Training

Board Orientation

Orientation of new board members is a way to acquaint board members with your board, and ensure that they are up to speed on current board and organizational matters. Board orientation is essential to ensuring that all new board members are prepared to be “active” board members and feel prepared and welcome at the start of their term. Despite the clear importance of a formal orientation for board members, this is an area that is often found to be lacking or weak in board development. Some boards find it helpful to establish a policy in regard to new member orientation and the procedure that will be followed. You can find a sample orientation policy on page 66.

The board orientation should be seen as the first of many educational events that will take place during one’s service on the board with any given organization. Ideally board members will be oriented prior to attending their first meeting. Given that all organizations are slightly different there is no one standard orientation that will fit all organizations. There are however, some basic guidelines of areas to cover in all orientations. You can find some helpful checklists starting on pages 67. A sample orientation evaluation is located on page 70, and you will find two handouts that you may wish to provide to new board members at orientation on pages 71 & 72.

The Board Manual:

A well-prepared and fully functioning board should have a complete board manual (see previous section for details) that is provided to board members once they have been elected to the board. This manual is ideally provided prior to the orientation and key sections are covered during the in person orientation session. This manual will play an important role in assisting your new board members in getting acquainted with the organization, as well as answering any questions about how the organization and board operate. This manual will provide a handy tool for members to use throughout their board service.

Who is Responsible for Orientation?

The nominating committee or the board president is typically responsible for organizing the board orientation. It is not uncommon and is a best practice, to have all new and existing board members participate in the orientation. This provides an opportunity for experienced board members to share information and stories, and provides a space to begin forming relationships. Some boards find it useful to have at least a part of the orientation held at the organizational office so that new members can meet important staff persons and become familiar with the facilities. It is not uncommon for the Executive Director to play a large part in the orientation; however, it is cautioned that the Executive Director should not conduct the whole orientation due to the fact that it is vital to have existing board members (at least a select few) undertake a portion of the orientation process. One key board member who should always participate in orientation is the Treasurer. The Treasurer should spend time discussing the budget, annual audit, and financial reports with new members to ensure each person is comfortable reading and understanding these documents fully.

Mentorship:

Many boards find it helpful to utilize some form of mentorship program or “buddy system.” This program or practice is designed to connect new board members with an existing board member for one-on-one support and assistance. The board mentor will check in regularly with the new member and make him/her feel supported and welcome. Members are also available to answer questions that new board members may have throughout the beginning of their service. Program lengths vary and can last from three months to a year.

Board Service Education:

Some boards include an educational piece to their orientation. This is designed to help board members understand the legal duties and responsibilities of nonprofit boards and board members. This training may also cover other basic areas of importance to board service. Board members should fully understand these areas if they are to act functionally as board members. If an organization chooses not to cover these topics during orientation, it is vital that the topics be covered in a yearly training, or annual retreat, which should be held soon after annual board elections. Continued board education is a vital part of board development to maintain a fully functioning and active board of directors. You can find a template *Introduction to Board Basics* training in Appendix B.

Orientation Follow-up:

Following up with new board members after orientation is essential. It is recommended that new board members complete an orientation evaluation the day of orientation. This will help the board see if it is meeting its orientation goals. You can find a sample orientation evaluation on page 70. Some boards have also identified as helpful follow-up calls with new board members. Members of the nominating committee or the board President call new members three months after the start of their term to see how they are feeling and if they have any questions or concerns. This simple follow-up, as well as having a board mentor or buddy, can aid tremendously in helping a new board member feel both welcome and supported.

What Orientation is not!

Orientation can take many forms and is conducted by organizations in many different ways. It has been noted, however, that some boards conduct a session with the new member that is a sort of meet and greet, and this is then called an orientation. This meet and greet may come in the form of a lunch with the nominating committee, President, and/or Executive Director. While this is a wonderful practice and helps new board members feel at ease and welcome, this is NOT a board orientation. The purpose of the orientation is to ensure that new board members are fully brought up to speed on the board and organization, as well as the rules that govern that organization. These areas must be covered in order to consider a new board member to have been “oriented properly.”

Sample Orientation Policy

Mindful Pathways

Board Policy Number: 20

Title: **New Board Member Orientation**

Purpose

To affirm the Board's commitment to quickly bring new board members to a knowledge of the Board's roles and responsibilities, so that every board member may serve his/her constituents and the district to the fullest capacity.

Statement

Within the first **month** of election and/or appointment to the board, all new board members will receive an orientation to **Mindful Pathways**. Within **three months** of election and/or appointment to the board, all new board members will receive training about the roles and responsibilities of the board and board members. The orientation will be conducted by the board **President** and may include, but not be limited to, topics such as:

- A. Vision and Mission,
- B. Bylaws,
- C. Financial Reports,
- D. Manual Overview,
- E. Basic responsibilities of boards and board members, including legal duties.

All board members are strongly encouraged to attend outside board training at least **twice a year**.

DATE OF ADOPTION:

DATE(S) OF REVISION(S):

DATE OF LAST REVIEW:

Sample Board Orientation Checklist

- New Board members receives letter from board president or nominating committee providing written notice of term start and end dates, as well as date, location, and time of next regular meeting and board orientation.
- New Board member receives phone call from experienced board member “buddy” prior to orientation.
- New Board member provided with board manual.
- Physical, in-person orientation given, with new board members and experienced board members present.
- Formal introductions are made to board members and staff.
- Experienced Board members give a brief explanation about the organization and the board roles.
- Vision and mission statements, as well as scope and services, are discussed.
- Board member expectations are discussed, and new board members sign the contract and any relevant policies.
- Organizational strategic plan is discussed.
- The Treasurer discusses the budget (how to understand and read it).
- The fundraising plan is reviewed.
- Current committees are discussed.
- Annual calendar is reviewed.
- Review of any other important areas of the manual that require explanation.
- There is PLENTY of time for questions.

***All new board members should tour facilities as well as be introduced to key staff persons. This does not HAVE to happen at orientation but should happen within one month of the start of term.**

Orientation Packet Checklist

- Welcome Letter
- Organization History
- Bylaws
- Articles of Incorporation
- Strategic Plan
- Organizational Flow Chart
- Annual Board Calendar
- Board Member Roster
- Job Description
- Board Contract
- Conflict of Interest Policy
- Confidentiality Policy
- Annual Budget
- Current Fundraising Plan
- Board Meeting Guidelines
- Previous Board Evaluation
- Board Evaluation Tool

***Note: Most of these items should be located in the board manual, which is ideally provided to new board members prior to orientation or at orientation. When working with the manual at orientation, be sure to spend time addressing each of the above-mentioned areas.**

Questions New Board Members Should Be Able to Answer After Orientation

1. What is the vision and mission of the organization?
2. When was the organization formed?
3. How are board members elected or appointed?
4. Do board members have term limits? If so, what are they?
5. What are the officer positions on the board? How long are officer terms?
6. When and where are board meetings held?
7. How long do board meetings typically last?
8. What is the quorum requirement for the board when voting?
9. What board committees exist and what are their responsibilities and functions?
10. What is expected of board members between meetings?
11. What is expected of board members in relation to fundraising?

Board members should also be made aware of any special circumstances regarding your board.

Board Orientation Evaluation

1. How would you rate the board orientation overall?

Excellent Good Average Fair Poor

2. Was the Material provided helpful?

Yes

No

3. What information, if any, do you feel was missing from your orientation?

4. What was most helpful about orientation?

5. Do you feel better prepared for your role as a board member after orientation?

Yes

No

6. Please provide any recommendations for change in orientation material or format.

*** Evaluation of your orientation can be helpful to ensure that new board members are getting the most out of orientation. This short form could offer great feedback for orientation improvement, or support the great job your organization is already doing.**

Do's and Don'ts for Board Members
Helpful tips for being a good board member

DO This:	DON'T Do This:
Attend Board and Committee meetings and contribute your expertise, and experience	Take the board position if you can not accept the responsibilities.
Become familiar with the board manual	Disregard information that will assist you to make an informed decision.
Make a commitment to being an active board member by raising funds, offering expertise, and giving time to help the nonprofit grow.	Make a commitment and neglect to follow through.
Ask the Executive Director or Board Chair when you have questions or concerns.	Ask staff members when you have questions or concerns.
Refer complaints from staff and the public to the Executive Director.	Try to handle a complaint or bring it to the board without discussing it with the Executive Director first.
Support all board decisions, even if you do not agree.	Bad-mouth the board's decisions to those outside the board.
Help the board establish policies for the organization.	Get involved in daily management decisions for the organization.
Help with strategic planning for the organization.	Expect staff to answer to the board. Only the Executive Director answers directly to the board.

*Handout adapted from Board Member Orientation Strategies for Nonprofit Executives An Aspen Publication

Basic Parliamentary Procedure for Board Members
A quick reference tool based on *Robert's Rules of Order*

To do this:	Say this:	Is motion debatable?	Is motion amendable?
Adjourn a meeting before business is complete	"I move that we adjourn."	No	No
Recess the meeting	"I move that we recess until..."	No	Yes
Suspend further consideration of an issue	"I move we table it."	No	No
End debate	"I move the previous question."	Yes	Yes
Study an issue further	"I move we refer this matter to a committee."	Yes	Yes
Introduction of business (primary motion)	"I move that..."	Yes	Yes
Amend a motion	"I move that this motion be amended by..."	Yes	Yes
Take up a previously tabled matter	"I move we take from the table..."	No	No
Consider an issue out of scheduled order	"I move that we suspend the rules and consider..."	No	No

All motions mentioned in this handout require a second to the motion for action.

A debatable motion is one that is open to debate from other board members. An amendable motion is one that can be amended to read differently than originally stated.

*Handout adapted from Board Member Orientation Strategies for Nonprofit Executives An Aspen Publication.

Board Training

Board development can be said to be made up of two main pieces: the initial board orientation and ongoing board trainings of various forms. The support and promotion of continuous learning is a defining characteristic of boards that excel above the rest. Training should be utilized to expand and deepen member's knowledge about planning, decision-making, governance, and organizational interests. Training board members in these areas will promote board members to operate at their optimal capacity. Training of board members can come in many forms including short trainings incorporated into board meetings, annual retreats, and attendance at outside trainings and workshops. Training topics can include an array of areas spanning from internal issues such as strategic planning and fundraising, to external topics such as board basics and demographic trends. Just as board activities are best laid out on an annual calendar, training can also be approached from this angle. An annual calendar of training topics and types can be created during your annual board retreat or by the committee responsible for board development.

In Appendix B you will find a template training designed to be conducted by an experienced board member for a group of serving board members. The training topic is Board Service Basics (Appendix B). This training is designed to assist you in furthering board development at no cost to your organization. The template includes a list of needed materials, handouts, and a training script. Access to funds and lack of time to develop trainings have been identified locally as barriers to board development. This template, as well as the created developmental moments (page 75) aim to overcome these identified barriers.

Developmental Moments:

Developmental moments can be described as a short period of time, typically 10-15 minutes that is scheduled into the board meeting each month for the purpose of board development and education. Developmental moments can include short trainings or education about specific topics by board members or community members. The use of developmental moments ensures that your board is encouraging training for board members and providing board members with the needed tools and education to excel in their positions. You will find a list of links to short, automated, slide show style, training oriented, developmental moments on page 75.

Annual Retreat:

Many boards hold an annual retreat. The content of the annual retreat varies by organization, but typically is used for the purpose of training board members and also working on strategic planning. The length of annual retreats varies from organization to organization; from a half day to a full weekend. Some organizations conduct their retreat internally, while other organizations contract with an outside educator or board consultant for retreat facilitation. The board retreat is an optimal time to promote and provide ongoing board training. It is a best practice to hold your annual retreat shortly after the annual board elections, in order to include and educate new board members. The annual retreat is also an optimal place to discuss the results of an annual board evaluation that should be conducted prior to the retreat.

Outside Professional Training:

Boards often find it useful to contract with an outside educator or consultant at times to promote board training. Consultants and educators can help facilitate change in troublesome boards, and well as provide requested education on board skills and knowledge. While these types of trainings and support often come at a cost, boards often find the outside expert help to be advantageous. The local Humboldt Area Foundation (HAF) offers grants to nonprofit organizations to assist with funds for these types of educational experiences for your board. Aside from training specifically for your board, NorCAN, in conjunction with the HAF, offers monthly Board Leadership Round Tables that you can encourage members to attend. For current lists of trainings offered by NorCAN please view their website www.northerncalifornianonprofits.org. For information on the local resource library, HAF sponsored trainings, or help with locating a local consultant contact HAF (707-442-2993) www.hafoundation.org.

Community Training:

It is important to remember that all aspects of our community have knowledge to offer. It can be very helpful for organizations to solicit guest speakers from other similar organizations or community agencies that contract with, or utilize the services of your organization. It is important for your board to have a good understanding of the community that it serves and the needs of and resources available to that community. Community experts can be brought in for developmental moments, for longer presentations, or as part of the annual board retreat.

Links to Automated Slide Show Style Developmental Moments

http://prezi.com/3wm9c0ckurx0/?utm_campaign=share&utm_medium=copy&rc=ex0share

The above link will take you to a Prezi entitled *Board Member Basics*. This is a developmental moment lasting 12 minutes, 29 seconds. This developmental moment covers basic responsibilities of the board and board members, legal duties of the board and board members, avoiding personal liability during service, what makes a good board member, and finally the benefits of being a board member. Prezi created in 2015 by Bobbie Good.

http://prezi.com/q7e2hfdeabub/?utm_campaign=share&utm_medium=copy&rc=ex0share

The above link will take you to a Prezi entitled *Keys to Effective Communication*. This is a developmental moment lasting 8 minutes, 38 seconds. This developmental moment covers basic communication. The developmental moment covers what communication is and why it is important, types of communication, components of communication, steps for improving communication, and communication tips. Prezi created in 2015 by Bobbie Good.

http://prezi.com/qrfpzfwntjaq/?utm_campaign=share&utm_medium=copy&rc=ex0share

The above link will take you to a Prezi entitled *Financial Responsibility*. This is a developmental moment lasting 7 minutes, 27 seconds. This developmental moment covers board member financial responsibility. The presentation describes the two areas of financial responsibility: financial management and fund development. Board member duties for each area of financial responsibility are detailed. Prezi created in 2015 by Bobbie Good.

http://prezi.com/ij_otyzz-sd5/?utm_campaign=share&utm_medium=copy&rc=ex0share

The above link will take you to a Prezi entitled *Board Self Evaluation*. This is a developmental moment lasting 10 minutes, 18 seconds. This developmental moment covers the basics of board self evaluation. The presentation discusses what a self evaluation is meant to be and what it is not meant to be, as well as why board evaluation is important. Topics such as important areas to include in evaluation, what to do with evaluation results, how often to conduct evaluations, and who should participate in evaluations are also covered. Prezi created in 2015 by Bobbie Good.

Appendices

Appendix A

Bylaws Mindful Pathways

ARTICLE I. Offices

Section 1. Principle Office

The principle office of Mindful Pathways for the transaction of its business is located at 555 Nonprofit Ln, Eureka, Humboldt County, California, 95501.

Include your full address here with City, County, State and Zip Code

Section 2. Change of Address

The county of the corporation's principle office can be changed only by amendment of these Bylaws. The Board of Directors may, however, change the principal office from one location to another within Humboldt County by board action without amending these bylaws.

Article II. Purpose

The purpose and Mission of Mindful Pathways is [include mission and purpose statements].

The mission statement is the driving force of your organization. Be sure it clearly reflects your organizations intentions.

Article III. Members

Mindful Pathways shall have no members. Any action under the laws of the State of California, which requires approval of members, shall only require the approval of the Board of Directors. Furthermore, all rights that would otherwise vest in the members under law, shall vest in the Board of Directors.

Article IV. Directors

Section 1. Number

Mindful Pathways shall have no less than 4 nor more than 10 Directors and collectively shall be known as the Board of Directors. The number of Directors may be changed by amendment of these Bylaws.

Section 2. Powers

The activities and affairs of Mindful Pathways shall be conducted and all corporate powers shall be exercised by and under the direction of the Board of Directors, consistent with the laws of the State of California and these Bylaws.

Section 3. Duties

It shall be the duty of the Board of Directors to:

- a. perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws, and
- b. meet at such times and places as required by these Bylaws, and
- c. employ, evaluate, discharge, prescribe the duties and fix the compensation of all agents and employees of Mindful Pathways, and
- d. supervise all agents and employees of the corporation to assure that their duties are performed properly.

The Board of Directors may delegate the activities described in sections c. and d. above to an Executive Director. However, the Board of Directors shall retain that authority to employ, evaluate, discharge, prescribe the duties and fix the compensation of the Executive Director.

Each Director shall register his or her mailing address and e-mail address with the Secretary of the Board of Directors. Notices of meetings mailed or e-mailed to the Directors at such addresses shall be valid notices of the meetings.

Shall Vs. May

The use of the term "shall" indicates that an action must be taken with no exceptions aside from bylaw amendment. The use of the term "may" indicates that board members may choose to act or make a decision in a particular way if desired.

Section 4. Term of Office

Each Director shall hold office for a **three** year term, and until his or her successor is elected and qualifies. Each director shall be eligible for re-election for no more than **two** consecutive full **three year** terms. Directors may be elected again to the board after being off the board for at least **one** year.

Section 5. Compensation

Directors shall serve without compensation.

Section 6. Restriction Regarding Interested Directors

No Director serving on the Board may be an interested person. For purpose of section, "interested person," means either

- a. any person who has worked for **Mindful Pathways** for compensation at any time with the previous **12 months**, whether as a full-time, or part-time employee, independent contractor, or other wise, or;
- b. a brother, sister, ancestor, descendent, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of a person who has worked for the corporation for compensation during the previous **12 months**.

Section 7. Place of Meeting

Meetings shall be held at the principle office of the corporation. Any meeting of the Board of Directors held at a place other than the office of the corporation shall be valid if:

- a. the place is designated by resolution of the Board of Directors, or
- b. all Directors give their written consent either before or after the meeting, and file the consent with the Secretary of the Board, or
- c. all of the Directors were given written notice of the meeting, as described in *Section 9. Special Meetings*, below.

Board member term limits are not used by all boards and terms vary in length and also number of terms allowed to be served. It is recognized as a best practice to utilize board term limits. This prevents entrenchment within a board and also ensures new voice and perspective. The allowance of more terms after an absence from the board allows for existing knowledge and skills to remain connected to the board.

Twelve months is a suggested length of time and not a requirement of state or federal law. Your organization can determine the time length it feels is appropriate.

The State of California has limited the number of interested directors that may serve of a board. A board may have no more than 49% of its body consist of interested persons.

Any regular or special meeting of the Board of Directors may be held by telephone conference call, video conferencing, or similar communications equipment, so long as Directors participating in such meeting can hear one another.

Section 8. Regular and Annual Meetings

Regular meetings of the Board of Directors shall be held at a time and place as specified by the Board of Directors. This may be changed by resolution of the Board of Directors at a regular meeting.

At the regular meeting of the Board of Directors during the month of July, Directors shall be elected, subject to Section 4 and 17 of this Article, by the Board of Directors. Cumulative voting for the election of Directors is not permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each director shall be entitled to cast one vote for each position to be filled, with voting being held by ballot.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the board President and such meetings shall be held at the place, within the State of California, designated by the persons calling the meeting, and in the absence of such designation, at the principle office of the corporation.

Section 10. Notice of Meetings

Regular meetings of the board of directors may be held without notice.

Special meetings of the Board shall be held upon four (4) days notice by first class mail, forty-eight (48) hours when delivered personally, by telephone, or by e-mail. Such notice shall be addressed to each Director at the address registered with the Secretary of the Board, as described in Section 3 of this Article.

The month of annual elections to be determined by the board. July is a commonly used month as it is typically the month starting the new fiscal year.

Meetings can be called by the Board President, the Vice President, the Secretary or by any two Directors.

Section 11. Content of Notice

Notice of meetings, when required, shall specify the place, day and hour of the meeting. The purpose of a Board meeting need not be specified in the notice.

Section 12. Waiver of Notice and Consent to Hold Meetings

If a meeting is held without proper notice, the actions of the Board taken at the meeting are just as valid as if the meeting had been properly noticed if:

- a. a quorum was present, and
- b. each absent Director signs a waiver of notice, a consent to holding the meeting, or an approval, either before or after the meeting, and
- c. the absent Directors' waivers are filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Quorum of Meetings

A quorum shall consist of a majority of the Board of Directors currently serving.

No business shall be considered by the Board at any meeting at which a quorum is not present and the only motion that the President of the Board shall entertain at such meeting is a motion to adjourn until the next regular meeting of the Board.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business after the loss of a quorum due to the withdrawal of Directors from the meeting, provided that any action must be approved by at least a majority of the required quorum, or a greater number if required.

Section 14. Majority Actions as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless these Bylaws or the laws of the State of California require a greater percentage for approval.

Section 15. Conduct at Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board or, in his or her absence, by the Vice-President of the Board or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting.

The Secretary of the Board shall act as secretary of all meetings of the Board or in his or her absence, the President of the Board shall appoint another person to act as secretary of the meeting.

Robert's Rules of Order may guide meetings insofar as such rules are not inconsistent with these Bylaws, or the laws of the State of California.

Section 16. Actions by Unanimous Written Consent without Meeting

Any action required, or permitted, to be taken by the Board of Directors may be taken without a meeting, if all Directors individually consent in writing to such action. Such written consents shall be filed with the minutes of the meeting. Such action by unanimous written consent shall have the same force and effect as the unanimous vote of the Directors.

Any certificate or other document filed under any provision of law related to action taken by unanimous written consent of the Board shall state that

- a. the action was taken by unanimous written consent of the Board, and
- b. the Bylaws of the corporation authorize the Directors to take action by unanimous written consent.

Section 17. Vacancies

Vacancies on the Board of Directors shall exist

- a. on the death, resignation or removal of any Director, and
- b. whenever the number of authorized Directors is increased

Robert's Rules of Order are a suggested tool to use for parliamentary procedure. A less formal option is Roberta's Rules of Order.

The Board of Directors may remove from office by two-thirds (2/3) vote a Director

- a. who has been declared of unsound mind by a final order of court, or
- b. who has been convicted of a felony while serving on the Board, or
- c. who has been found by any court, to have breached any duty to the corporation under the laws of the State of California, or
- d. who has been absent from three (3) consecutive meetings of the corporation, or 50% or more of the regular meetings between annual meetings, or
- e. who has committed actions contrary to the mission of **Mindful Pathways**.

Any Director may resign effective upon given written notice to the President of the Board or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without any duly elected Directors, except upon notice to the Attorney General of California.

Vacancies on the Board may be filled by majority of Directors then in office, whether or not less than a quorum, or by sole remaining Director.

A person elected to fill a vacancy shall hold office for the unexpired duration of his or her predecessor's term, or until his or her death, resignation or removal from office.

Section 18. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities or other obligations of **Mindful Pathways**.

Section 19. Indemnification of Directors, Employees and Other Agents

If a Director, employee, or other agent of **Mindful Pathways** successfully defends himself or herself in any civil, criminal, administrative or investigative proceeding brought against him or her in connection with his or her

The specification for how a vacancy is filled and what this means is determined by individual boards. Some boards may decide that the new member's term starts immediately. It is more common for the new member to complete the predecessor's term and then begin his/her own term following the completion of the partial term.

relationship with the corporation, he or she shall be indemnified by the corporation against the expenses he or she actually and reasonably incurs in connection with the proceedings.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred shall be provided by the corporation only to the extent allowed by the laws of the State of California.

Section 20. Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of Directors, employees or agents of the corporation against any liability incurred by him or her in connection with his or her relationship with the corporation, other than for violation of laws of the State of California.

Article V. Officers

Section 1. Number of Officers

The officers of the Board shall be **President, Secretary, and Treasurer**. The Board may also have one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers or other officers. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve as the President of the Board.

Section 2. Qualification, Elections and Term of Office

All officers of the Board must be Directors. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for **one year**, or until he or she resigns, or is removed, or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first. Each officer shall be eligible for re-election.

Section 3. Removal and Resignation

The Board of Directors may remove any officer, with cause, at any time, by two-thirds (2/3) vote of the Board. For the purpose of this section, the following constitutes sufficient cause for removal:

- a. dishonesty, or
- b. conviction of a felony while serving in office, or
- c. mishandling or misappropriation of corporate funds, or
- d. gross misconduct, or
- e. persistent substandard performance of duties.

Any officer may resign at any time by giving written notice to the President or Secretary of the Board. Such Resignation shall take effect at the date of receipt of the notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Section 5. Duties of the President

The President of the Board:

- a. shall perform all duties as may be required by law, or these Bylaws, or which may be assigned to him or her by the Board or Directors, and
- b. shall preside at all meeting of the Board of Directors, and
- c. except as otherwise expressly provided by law or by these Bylaws, shall, in the name of **Mindful Pathways** execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

Section 6. Duties of the Vice President

In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President may have other powers and perform such duties as may be assigned by the Board of Directors.

Section 7. Duties of the Secretary

The Secretary shall:

- a. certify and keep at the principle office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date, and
- b. keep at the principle office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Board of Directors, and meetings of committees of Directors, and
- c. see that all notices are given in accordance with the provisions of these Bylaws or as required by law, and
- d. be custodian of the records, and
- e. exhibit at all reasonable times to any Director, or to his or her agent or attorney, on request, the Bylaws and minutes of the proceedings of the Directors, and
- f. in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her by the Board of Directors.

The minutes of the meetings of the Board of Directors or committees shall record

- a. the time and place of the meeting, and
- b. whether regular or special, and
- c. how the meeting was called, and
- d. how notice of the meeting was given, and
- e. the names of those present, and
- f. the proceeding of the meeting, including all actions taken.

It makes sense that the individual filling the role of the Vice President will be training to become the next President when the current President has termed out.

Section 8. Duties of the Treasurer

Subject to the provisions of these Bylaws related to the “Execution of Instruments, Deposits, and Funds,” the Treasurer shall

- a. have charge and custody of and be responsible for all funds and securities of the corporation, and
- b. receive, or cause to be received, and give receipt for monies due and payable to the corporation from any source whatever, and
- c. disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements, and
- d. keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses, and
- e. exhibit, at all reasonable times, the books of accounting and financial records to any Director or to his or her agent or attorney, on request thereof, and
- f. prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Further the Treasurer shall render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and/or the financial condition of the corporation.

The Treasurer may delegate any or all of the above duties to the Executive Director of the corporation.

Article VII. Execution of Instruments, Deposits, Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer of the Board or employee or agent of the corporation to

enter into any contract or execute and deliver any instrument in the name of **Mindful Pathways** and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Checks, drafts, promissory notes, orders for payments of money and other evidence of indebtedness of the corporation for less than **\$5000**, shall be signed by either the Executive Directors or the Program Director and countersigned by one other person authorized to sign checks by resolution of the Board, provided such expenditure is authorized in the adopted budget.

Checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation for more than **\$5000**, except for payroll, shall be signed by either the Executive Director or the Program Director and countersigned by the President or the Treasurer of the Board, provided such expenditure is authorized in the adopted budget.

Section 3. Deposits

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purpose of this corporation.

The monetary amount determined for this section of the Bylaws will be dependent on the size of your organization and should reflect an amount that is appropriate to your budget.

Article VIII. Corporation Records and Reports

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principle office in the State of California:

- a. minutes of all meetings of the Board of Directors and committees of the Board, as described in Article V., Section 7. Duties of the Secretary, and
- b. adequate and correct books and records of accounts as described in Article V., Section 8. Duties of the Treasurer, and
- c. a copy of the corporation's Articles of Incorporations and Bylaws as amended to date.

Section 2. Directors' Inspection Rights

Every Director has the absolute right, at any reasonable time, to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation. However, no Director has the right to inspect the treatment records of individual clients of the corporation at any time. Access to such individual clients' administrative records shall be made available to Directors on resolution of the Board of Directors.

Section 3. Right to Copy and Make Extracts

Any inspection under these provisions may be made in person or by agent or through any attorney and includes the right to copy and make extracts, except for individual clients' treatment records.

Section 4. Annual Report

The Board shall cause an annual report to be furnished to all Directors no later than **one hundred twenty (120) days** after the close of the corporation's fiscal year. The annual report shall contain the following information in appropriate detail:

- a. a statement of the assets and liabilities, including any trust funds, of the corporation as of the end of the fiscal year, and

- b. the principle changes in assets and liabilities, including any trust funds, during the fiscal year, and
- c. the revenues or receipts of the corporation, both unrestricted and restricted to particular purpose, for the fiscal year, and
- d. the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by a report of independent auditors, or, if there is no such report, a certificate of the Treasurer of the Board that the annual report was prepared without audit from the books and records of the corporations.

Article IX. Fiscal Year

The Fiscal year of **Mindful Pathways** shall begin on the first day of **July** and end on the last day of **June** in each year.

Article X. Amendment of Bylaws

Subject to any provision of the law applicable to the amendment of Bylaws of public benefit nonprofit corporations, any section of these Bylaws may be amended, or repealed and new Bylaws adopted by two-thirds (2/3) approval of the Board of Directors.

Article XI. Amending the Articles of Incorporation

This corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation or the names and addresses of the first Directors or its initial agent, except to correct errors, after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Non-Profit Corporation Law.

Article XII. Prohibition against Sharing Corporate Profits and Assets

No Director, employee or any other person shall receive, at any time, any of the net earnings or profits from the operation of the corporation, except for reasonable

compensation for services performed for the corporation in effecting its public or charitable purpose, when such compensation is permitted by these Bylaws.

No person shall be entitled to receive any of the corporate assets on dissolution of the corporations. On such dissolution, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation.

Appendix B

Notes to the Training Facilitator

This training ranges in length from 70- 105 minutes, depending on the facilitator, the discussion, and extra information included. Some facilitators will take longer than 105 minutes by spending extra time covering organization specific information. It is best to set aside an hour and a half to two hours to conduct this training. **Instructions for facilitation will be in orange text.** Scripted training will be in black text. It is an important component of the training to include the interactive pieces and it is highly advisable NOT to remove the interactive exercises when giving the training to your board. It is also possible to use the scripted template training, while also customizing the training by adding additional organizational specific information along the way. You will find areas noted in **orange** where you can include organizational specific information. Including this information may add additional time to the estimated time indicated on the training outline for each section.

Materials Required:

- Training Handouts
- Training script (time frames are approximate and aim to keep you on track)
- White board/chalk board/easel paper

Introduction to Board Basics Training Template

5 Minutes: **Allow attendees to settle in and visit with neighbors**

10-15 Minutes (Introduction and training goals):

Welcome to today's training, *Introduction to Board Basics*. Board service is a very important part of the nonprofit organization. Today we will cover a brief introduction of 501(c)(3) nonprofits, responsibilities and duties of the board and board members, financial responsibilities, and recruitment. I would like to start first with introductions and getting to know just a little bit about each of you. I am going to ask that each of you tell us something serious, and something a little bit out of the box. Please tell everyone your name, what brings you to serve on the board, and also if you were a bird, which one you would be and why. **Start with introducing yourself, answering each of the questions, and then ask for a volunteer to start board member introductions.**

5-10 Minutes (Introduction to Nonprofits):

Who can tell me what a 501(c)(3) nonprofit is? **Call on one or two individuals.** A 501(c)(3) nonprofit organization is an organization that has the status of a corporation with tax exemption benefits, and the ability to receive tax deductible donations. Nonprofit corporations are owned by the public, serve the public, have unpaid volunteer board members, and are exempt from federal taxes and some state and local taxes. The money donated to a nonprofit which has received 501(c)(3) status from the IRS can be written off by the donor as a tax deduction. Nonprofit corporations meet many types of public needs. These public needs include arts, charity, civic affairs, education, environment, health, literary, religious, scientific, and social service needs.

There are many popular myths about nonprofits, some worthy of discussion and clarification today. Myth number one: Nonprofits can't make a profit. **Ask for a show of hands for how many members have heard this myth.** Nonprofit organizations are in fact allowed to produce a profit. However, there are clear guidelines as to how these profits can be used. Nonprofits are not allowed to distribute profits to board members or organizational members. Nonprofits must reinvest their surplus funds into the organization's work. Surplus is in fact essential to build an organizational fund reserve. Myth number two: nonprofits can't lobby. **Ask if anyone has heard this myth and respond by a show of hands.** It is true that nonprofits cannot support or oppose individual candidates. However, nonprofits can support or oppose ballot measures AND nonprofits can encourage legislators to support or oppose key pieces of legislation. Some lobbying can have a long-term impact on nonprofit organizations. The third and final myth we will look at today: nonprofits don't contribute to the economy. **Ask again by show of hands who has heard this myth.** In fact nonprofit organization produced 8% of the gross domestic product for the United States in 2009. In this same year nonprofits employed 1 in every 14 workers and were supported by over 61 million volunteers nation wide.

15-20 minutes (Board and Board Member Responsibilities and Duties):

Ask members to identify what they believe are the basic responsibilities of the board and board members. Write down their answers on the white board or easel paper.

Provide Hand out #1

The board is responsible for providing leadership to the organization. For this reason all members of the board should have leadership skills and work well as part of a team. Qualities of good leaders include: being available, being approachable, utilizing good communication skills, being a good listener, practicing respect and humility, providing group facilitation skills, being organized, using strategic and visionary thinking, practicing and facilitating problem solving, and participating in constructive debate. Members who utilize and practice good leadership skills are better prepared to handle the duties and responsibilities of the board and its individual board members.

The board has many responsibilities. The board as a whole is responsible for what happens in and to the organization it governs. As the ultimate responsible body for the organization the board must ensure that the organization is operating within all laws and organizational policies.

The primary responsibility of the board is governance. Governance is defined by Board Source in their book *The Handbook of Nonprofit Governance* as “the board’s legal duty to exercise power and authority over an organization on behalf of the community it serves.” Governance gives the board authority to make policies and decisions that affect the longevity and work of the organization. It should be fully understood that governance is not the responsibility of any individual board member, but the board as a whole.

The board is responsible for developing and approving policy for the organization. Boards are ultimately the responsible body for ensuring that all needed policies are in place and up to date. Important policies to ensure are included in your board operations include personnel policies, a conflict of interest policy, an ethics policy, and a confidentiality policy. Policies should be reviewed by the board regularly and updated as needed. The board should have clear guidelines for how policies are updated.

The board is responsible to ensure financial integrity of the organization. This means in short that the board is responsible for ensuring adequate organizational funds as well as ensuring funds are being spent appropriately. The board is responsible for creating or approving the organizational fundraising goals and plans as well as the annual budget. Many boards will create, monitor, and actively participate in fundraising while a smaller portion of boards, typically boards for larger organizations, will simply approve and oversee fundraising plans and efforts which are facilitated by organizational staff.

The board is responsible for upholding the vision and the mission of the nonprofit. The vision and the mission of the organization should be at the core of all programs, services, and organizational decisions. Some boards find it helpful to print the organization mission on the top of board agendas for easy assess during the decision making process. It is the duty of individual board members to know the vision and the mission of the organization.

Boards of organizations that work with an Executive Director are legally responsible for overseeing and conducting a yearly evaluation of the Executive Director. The Executive Director answers directly to the board.

The board and its individual board members are responsible for representing the board in a positive light in the community. Board members should have a short, positive elevator pitch, or organizational summary, they use when promoting the organization. Organizational representation by board members to any outside entity should ALWAYS be positive.

Aside from the basic responsibilities of the board and board members there are three legal duties of board members. The three duties are: the duty of loyalty, the duty of care, and the duty of obedience or mission.

The duty of loyalty states that board members should always act in the interest of the organization and not their own interest or the interest of any other entity. Important aspects to the duty of loyalty include conflict of interest and confidentiality. Board members should be transparent and all potential conflicts of interest should be disclosed. Board members should abstain from voting when a conflict of interest is present, and the situation should be reported in the minutes.

The duty of care states that board members should be responsibly informed about the organization's activities, should actively participate in decision-making, and should always act in good faith and with the care of any ordinary person in similar circumstances. To uphold the duty of care board members need to attend board and committee meetings, actively participate in asking questions and making decisions, exercise independent judgment, and be aware of organizational finances and financial policies.

The final duty is the duty of compliance or obedience, which is also sometimes referred to as the duty of mission. This duty states that organizations must comply with federal, state, and local laws, as well as organizational Bylaws and policies. This duty requires the board to be the guardian of the organizational mission as well. The duty of obedience or mission is upheld by ensuring laws on filing requirements are in compliance, ensuring bylaws and policies are being upheld, and making all decisions with the mission at the core of the decision.

It is important to keep in mind that the board as a whole is held legally responsible for the organization. It is very rare for a single board member to be found liable for actions taken by the board. As long as board members are not breaking the law and are acting within their three legal duties, liability is minimal. Board members are covered by indemnification that is stated in their bylaws, and many organizations also carry directors and officers insurance to provide additional protection to board members.

Ask participants to provide suggestions of ways that they can avoid personal liability. Write answers on the white board or the easel paper.

Provide Handout #2 on reducing liability and read over the suggestions as a group.

This is a good time to discuss your agencies conflict of interest policy and also any directors and officers insurance held by your organization.

10-15 minutes (Financial Management vs. Fund development):

Ask for a volunteer to explain the difference between financial management and financial development. Then ask for a few examples of both financial management and financial development. Write the answers on the white board or the easel paper for all participants to see.

Provide hand out #3.

Both financial management and fund development are basic responsibilities of the board. Financial management can be described as the overall management of organizational funds. This means understanding reports such as the budget and annual report, setting goals based on the budget, having a bookkeeping system, monitoring spending, understanding fixed vs. variable expenses, and ensuring timely 990 tax filing. On the other hand, fund development consists of issues such as setting fundraising goals, obtaining organizational funds, understanding the fundraising and/or financial plan, and seeking grants.

Both duties are well managed by committees; however, it is best when the two duties are handled by separate committees. It is a fiduciary responsibility of board members to understand all aspects of financial management and fund development. For that reason it is important to ask questions when you do not understand something that is presented to you.

Boards have various ways of helping members to better understand the overall financial picture of the organization. Some boards have reports prepared with a written summary of the report attached and written in layman's terms. Other organizations present information in various ways, such as with graphs and charts, as well as the actual report.

A very important piece of information, in regard to both financial management and fund development in relation to nonprofit boards, is that it is the duty of each and every board member to participate in financial management and financial development on some level. It is too often mistaken as the job of only the treasurer and the accounting staff.

This is a good time to discuss the fundraising plan of the organization and possibly the annual budget to ensure that all board members understand these two very important documents.

10-15 minutes (Recruitment):

A key component of board sustainability is the skill to recruit appropriate board members to meet the needs of your board. There are several steps to successful and meaningful board recruitment. To begin with you need to take a close look at your current board. What skill sets are represented currently and how diverse is the board? What are the missing pieces of the current board? A strong board is represented by a diversity in age,

ethnicity, economic diversity, and experience. Some boards find it helpful to use a board matrix to assess this information.

Provide handout #4.

After you have determined what type of members your board needs. It is time to consider the mission of the organization and the strategic goals. The board should review the strategic goals and decided if there are special skills that would be helpful to meeting these goals. These special skills can then be sought in new board members. All potential new board members should have a clear interest in the mission of the organization and a desire to be an active learner.

After taking the two steps to clearly define what attributes are sought in a new board prospective, it is important to ensure that the board has a detailed board member job description prepared. The job description should give prospective members a clear idea of the time that will be expected of them, as well as expectations about financial donations to the organization. Term limits and committee membership expectations should also be defined. New members should not be surprised by any expectations after joining the board.

The next step in the recruitment process is to determine who is responsible for conducting the search. The search is typically handled by a Nominating Committee or Governance Committee. Nominating committees are very important to the board. They should function year round, working on recruitment as well as board development and training. The Nominating Committee is typically responsible for board orientation as well. Potential board members should complete board applications as well as have a chance for a face-to-face interview with an existing board member. This gives the board a chance to get a feel for the candidate as well as giving the candidate a chance to ask questions prior to moving forward in the recruitment process.

Selecting new board members typically happens once a year at annual elections. However, it is not unheard of for board members to leave without completing their term for many reasons. In this case a new member will need to be recruited right away to fill the vacant position. Typically following an application and interview process, potential board members are asked to attend a board meeting, after which they can decide if they are committed and interested. The Nominating Committee will often make recommendations to the full board for new members to be placed in nomination for election.

Once your board has elected new members it is vital to provide these new members with a complete board manual and organizational orientation. New board members and existing board members should receive yearly board development trainings that come at the same time as orientation, or shortly after. A key to board member success is providing complete training to allow members to understand their roles and duties.

This is a time that you may wish to discuss how recruitment is handled in your organization. New members may have reflections on the process. What went well in the recruitment process for them? What needed improvement?

10-15 Minutes (Activity):

Board membership requires dedication of the individual board member but also provides benefits to the individual. While board members are typically volunteers they also personally gain from their service. Let's take a little time to explore what makes a good board member and what types of benefits come from board membership.

Take this time to ask members to define what makes a good board members. Encourage all members to contribute. Write all the answers on the white board or easel paper. Be sure that the following are all mentioned:

- **Passion about vision and mission**
- **Preparing for meetings**
- **Attending meetings**
- **Participating in discussion**
- **Asking questions**
- **Participating in fundraising**
- **Being a team player**
- **Communication**
- **Knowing the organizational elevator pitch**

If the members do not come up with these areas themselves be sure that you add them to the list at the end.

Now take time to ask members to identify what they get from board membership or what they hope to get from board membership. Again write the responses on the white board or easel paper. Some examples of benefits to board members include:

- **Learning the needs of the community**
- **Learning about community issues**
- **Working in an area one is passionate about**
- **Network building, building leadership**
- **Learning new skills**
- **Contributing your expertise to the local community**
- **Building relationship**
- **Having fun**

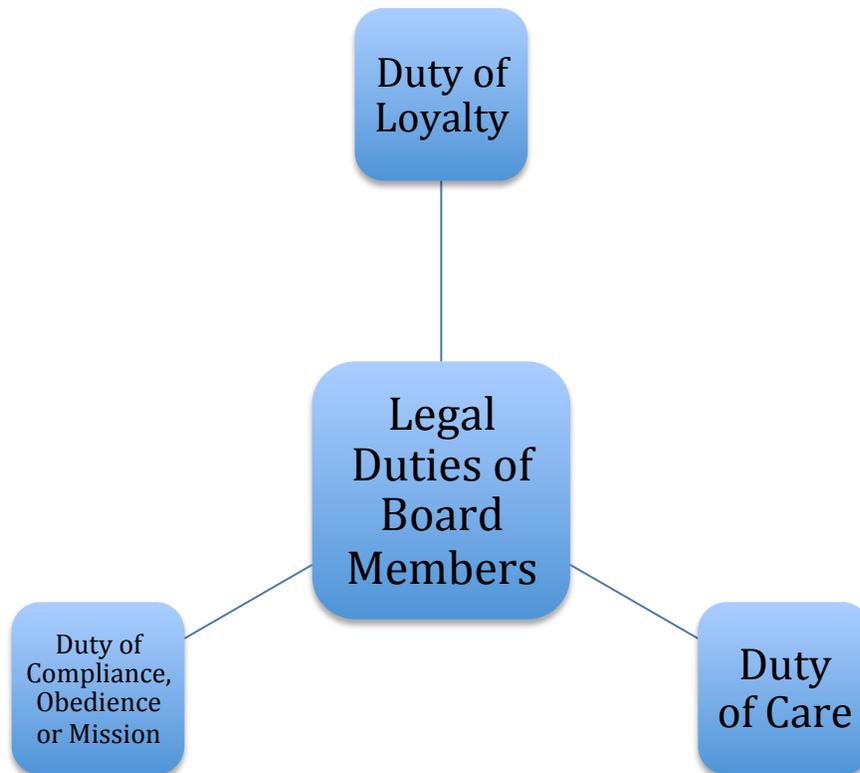
Again you may suggest these areas if they are not brought up by the members.

5-10 minutes (closing):

Take the last several minutes to answer questions and take feed back about the training. What went well? What did not go well? HAF would love to receive your feedback on this training via email.

Responsibilities and Duties of Boards and Board Members

- Governance
- Leadership
- Policy development and oversight
- Ensuring financial responsibility: fund development & financial management
- Uphold the vision and the mission of the organization
- Oversight and evaluation of the Executive Director
- Positively representing the organization



Reducing Personal Liability

Personal Liability is easily avoided by acting within laws (federal, state, local, and organizational), and acting as a prudent individual. Below are 6 steps to help you fulfill your role as a board member while reducing your personal liability.

- **Be familiar with the organization's legal documents (articles of incorporation, bylaws, and policies).**
- **Be sure that your organization is in compliance with state, federal, and local laws.**
- **Attend meetings regularly and participate in discussion.**
- **Ensure that your dissent is noted in the minutes of board meetings when applicable.**
- **Avoid conflict of interest situations.**
- **Ask questions!**



Financial Responsibility	
Financial Management Responsibilities	Fund Development Responsibilities
<ul style="list-style-type: none"> • Understand and approve financial reports • Approve the annual budget • Monitor the budget against actual fiscal performance • Oversee the annual audit • Oversee the management of investments • Comply with tax and corporate law <div style="text-align: center; margin-top: 20px;">  </div>	<ul style="list-style-type: none"> • Be passionate about the organization’s mission • Participate in fund development planning • Participate in adopting the fund development plan • Demonstrate commitment to, and support for, all aspects of the organization • Understand the organization’s needs • Make personal financial contributions • Be willing to seek donors and make asks • Represent the organization in a positive light • Participate in fundraising events

Steps to Successful Board Recruitment

1. Evaluate the current board.
2. Consider the needs to achieve the mission and strategic goals.
3. Provide a detailed job description.
4. Designated members conduct the search.
5. New member is elected.
6. Member orientation and training.

Sample Board Matrix

This board matrix is very general but gives you an idea of how you might want to format a matrix. You may also consider adding other areas such as ability to work on upcoming goals, region represented, and ethnic background.

Member Name	Skills/Experience				Demographics				
	Financial	Legal	Nonprofit Management	Marketing	Male	Female	18-30 Years Old	30-50 Years Old	50-65 Years Old
Ex: Sarah	X					X		X	
Ex: Steve	X				X				X
Ex: Bob			X		X			X	
Ex: Rachael		X				X		X	

The grid above shows that the board being used as an example is lacking expertise in the area of marketing, and also lacks any individuals representing the age group of 18 to 30 years old. The board may want to consider these factors when recruiting new members. Be sure that your matrix reflects the needs of your specific organization.

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