

# ***Learning Center for Nonprofits***

**April 20/21, 2010**

**The Sherwood Trust**

**Walla Walla Community College**

# Agenda

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**Learning Center Program Objectives**  
**Participants Responsibilities**  
**Session Dates**

## **Today's session**

- **Types of Board/Governance Models**
- **Roles and Responsibilities**
- **Composition of Boards (Matrix)**
- **Board Recruitment/Orientation**
- **Hypothetical Scenario Activity**
- **Summary, Q & A, Evaluation**

# **Program Objectives**

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- **Provide context that captures the systematic nature of organizations**
- **Provide tools and knowledge to form specific skill set**
- **Provide resources, references, templates and forms**
- **Focus on current and prospective staff and board members**
- **Nurture and cultivate peer networks**

## **Session Dates**

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- **First Session**      **April 20 & 21**
- **Second Session**    **May 11 & 19**
- **Third Session**      **June 8**
- **Fourth Session**     **September 14 & 15**
- **Fifth Session**      **October 12 & 13**
- **Sixth Session**      **November 9 & 17**

**All sessions are from 11:30-1:30**

# **Participants Responsibilities**

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- **Provide ideas for topics**
- **Be active participants – fully engaged**
- **Be willing to share knowledge & experiences**
- **Encourage peer networks to foster sharing and collaboration**
- **Learning Center is yours – own it!**

# **Rules of Engagement/Norms**

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- **What are they?**
- **Who enforces them?**
- **Norms for the Learning Center**

# **Ideal Characteristics of Board Members/ED**

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- **Introduce yourself to your group**
- **Write down 5-7 characteristics that you would like a board member/ED to possess.**
- **Discuss similarities and differences. Agree on top 5 characteristics. (5 min)**
- **Report out to group**

# Three Modes of Governance as Leadership

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**Fiduciary** - stewardship of assets, resources to do the work

**Strategic** - partnership w/management on “What we are going to do?” “What will it cost?” Where?

**Generative** – Ends, “sense making” “Who are we?”

Chait, Ryan, & Taylor: Governance as Leadership



# **Board Assumptions**

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- **Responsibilities are same but how they fulfill them varies greatly**
- **Organizations change over time**
- **Not one model of size or composition**

# **Board Member's Roles/Responsibilities**

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- **Setting policy for the organization**
- **Monitoring the operations**
- **Serving as public figure**
- **Fulfilling other board responsibilities**
- **Legal obligations**

\*Adapted from Non-profit Board Responsibilities, Estela Kennen (Non-profit-governance.suite101.com)

# Ends, What Are They?

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## What Good?

Results, Benefits  
Life Change  
Improved Circumstance  
Other Gains

## For Whom?

For people Outside  
the organization

## What Cost?

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Opportunity Cost  
Other Intangibles  
(i.e. public favor)

Bill Charney & Associates, Ltd.  
John Carver Boards That Make a  
Difference

# Boards in General

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- **Large vs. Small Boards**

**What are some of the perceived advantages of each?**

- **Is there a perceived traditional governance model? Committees?**



# **Board's Roles/Responsibilities**

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## **Ten Basic Responsibilities**

- **Mission and Purpose**
- **Select Chief Executive**
- **Evaluate Chief Executive**
- **Planning**
- **Monitor, strengthen program & services**

# **Ten Responsibilities of Nonprofit Boards** (continued)

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- **Adequate financial resources**
- **Protect assets, provide financial oversight**
- **Build a competent board**
- **Ensure legal and ethical integrity**
- **Enhance the organization's public standing**

Richard Ingram, *Ten Basic Responsibilities Of Nonprofit Boards*

# Board Responsibilities to Avoid

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- **Day-to-day management of the organization**
- **Rubber stamp decisions**
- **Sources of role confusion?**



# Board Chair Duties

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- Provides leadership for setting policy and to whom CEO is accountable
- Chairs meeting (sets agenda w/CEO)
- Encourages role in Strategic Planning
- Appoints chairs of committees (*ex-officio*)
- Monitors financial planning and financial reports

\* Adapted from BoardSource and Free Management Library: Board Chair Job Description



## **Board Chair Duties (continued)**

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- **Plays leading role in fundraising**
- **Reviews with CEO any issues of concern to Board**
- **Formally evaluates CEO**
- **Evaluates annually the performance of organization in achieving mission**
- **Help recruit new members/succession**

# **Composition of Boards**

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- **Board Diversity – why is it important?**
- **What does your board look like?**
- **Who is missing? (talents, skill sets, expertise, energy, generational, ethnicity, gender, etc.)**
- **Board Matrix**

# Recruitment of Board Members

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- **Most volunteered because they were asked!**
- **Successful tactics used to recruit board members?**
- **Sources of candidates names?**

# **Sources of Board Candidates**

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- **Current Volunteers**
- **Nominating Committee**
- **Financial Donors**
- **Current/past board members**
- **Contact Stakeholders**
- **Talk with other Nonprofits**

## **What should I expect when I join your board?**

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- **Is there mutual **trust** and **respect**?**
- **What are your expectations of me?**
- **What are the benefits?**
- **Are the meetings meaningful, well organized, and do they start and end on time?**
- **Community perception of organization?**
- **Others?**

# **Board Orientation**

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- **How many of your organizations have a great board orientation?**
- **Do you have new board members evaluate the orientation?**

# How do you Deal with a Rogue Board Member?

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- **Disruptive behavior – what is it?**
- **Solution: Have preventive measures in place**
- **Note: Remember silence is affirming**
- **Examples that have worked in other organizations?**



# **Preventive Measures**

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- **Code of conduct or norms**
- **Include in recruitment and board self assessment**
- **Educate on constructive ways to raise issues**
- **Distribute agenda early**



# **Scenarios**

## **Activity Instructions**

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- **In groups of 4-5 people please discuss the scenario your group has been given.**
- **Two groups will be working on the same scenario.**
- **You will have 10 minutes to come up with a recommendation that you will share with the entire group.**

# Ten Principles of Policy Governance

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- Remember the **TRUST** in Trusteeship
- Speak with **ONE** Voice
- Make Decisions Most **POLICY** Decisions
- Decide **LARGER** Issues First
- Be **PROACTIVE** not Reactive
- Focus on **ENDS**
- **PROSCRIBE** the Limits
- Author **OWN** Policies
- **EMPOWER** through Safe Delegation
- **MONITOR** Performance

# **Concluding Comments**

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- **Questions?**
- **Please Complete the Evaluation**
- **Next Session Date & Place**
- **Thank You!**

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**Thank You!**

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