

BOARD RESOURCES HANDBOOK for Appalachian Trail Maintaining Clubs



*Developed for the ATC by
Amy Stork Consulting LLC
November 2020*

About This Handbook

This handbook was developed in conjunction with a virtual training for leaders of A.T. Maintaining Clubs affiliated with the Appalachian Trail Conservancy, held in November 2020.

The handbook and training were developed by consultant Amy Stork (www.AmyStork.com).

While designed to stand alone as reference material for club leaders, the order and content of the Handbook are a reflection of the content of the training rather than a comprehensive approach to board development.

For more information or questions about this handbook please contact

Leanna Joyner
Program Director, Volunteer Relations
Appalachian Trail Conservancy
160 Zillicoa St. | Asheville, NC 28801
ljoyner@appalachiantrail.org
Phone: (828) 357-6541

Cover photo courtesy of unclclkt via pixabay.com

Table of Contents

SECTION 1: BOARD RESPONSIBILITIES	5
1.1 Governance Responsibilities	5
1.2 Management Responsibilities	6
1.3 Governance and Management Worksheet.....	7
1.4 Checklists of Basic Policies and Procedures	9
 SECTION 2: BOARD POSITIONS AND STRUCTURE	 11
2.1 Overview of Board Positions and Committee Structure.....	11
2.2 Examples of Organizational Structure	13
2.3 Sample Job Description for General Board Service.....	15
2.4 Sample Job Description for Board Chair / President	17
2.5 Sample Job Description for Treasurer.....	18
2.6 Sample Job Description for Secretary.....	19
2.7 Sample Finance Committee Charter	20
2.8 Sample Board Development Committee Charter.....	21
2.9 Board Structure Worksheet.....	22
 SECTION 3: STRATEGIC PLANNING.....	 23
3.1 Planning Cycle	23
3.2 Example Strategic Plan Framework.....	24
3.3 Sample Self-Directed Strategic Planning Process	25
3.4 Initial Strategic Planning Worksheet	26
3.5 Vision and Goals Exercise: Three Wishes.....	29
3.6 Vision and Goals Exercise: News Article or News Photo.....	30
 SECTION 4: RECRUITMENT, ORIENTATION, AND SUCCESSION	 31
4.1 Principles of Board Recruitment	31

4.2 Sample Board Recruitment Process	32
4.3 Notes on Board Diversity	33
4.4 Board Member Attributes Worksheet	35
4.5 Sample Board Orientation/Training Program	36
SECTION 5: SMOOTH FUNCTIONING OF THE BOARD	37
5.1 Tips for Optimal Board Operations	37
5.2 Sample Strategic Agenda	38
5.3 Supporting a Healthy Board Culture.....	39
5.4 Ideas for the Board Chair on Managing Meetings	41
5.5 Exercise for Building Board Norms.....	43
5.6 Sample of Board Norms	45
5.7 A Tool for Building Accountability	46
SECTION 6: TOOLS FOR EVALUATING THE BOARD.....	47
6.1 Board Assessment.....	47
6.2 Board Member Self-Appraisal	48
SECTION 7: SAMPLE CONTENTS.....	49
FOR A BOARD MANUAL.....	49
SECTION 8: MORE TOOLS AND EXERCISES FOR BOARDS.....	50
8.1 General Evaluation and Overview of Responsibilities	50
8.2 Exercise: Governance vs Management Roles	51
8.3 Exercise: Understanding Board Authority	52
8.4 Discussion: Delegation.....	53
8.5 Exercise: Building new leadership	54
8.6 Exercises: Board culture.....	55
8.7 Gathering Information from Members or Constituents.....	56

Section 1: Board Responsibilities

While the board of directors is technically responsible for everything that happens in any nonprofit organization, in practice it is helpful to split organizational functions into several categories. Some duties the Board must always perform, while others it may choose to delegate.

1.1 Governance Responsibilities

Governance duties should be done by board of directors, regardless of whether there are paid staff. These areas of responsibility relate to the standing and overall direction of the organization.

1. Legal:

- ◆ Keeping the group registered with the state office that oversees nonprofits (often the Secretary of State) and following all applicable requirements.
- ◆ Ensuring that the group follows all other laws that relate to its area of work.

2. Fiscal:

- ◆ Keeping the group in good standing with the IRS and state revenue bureau.
- ◆ Ensuring that financial processes are aligned with applicable laws and best practices.
- ◆ Ensuring that the organization can sustain itself financially.

3. Risk management:

- ◆ Protecting the organization by making sure it has policies and procedures that cover the areas of most vulnerability, and ensuring it has adequate insurance coverage.

For best results, even if there are paid staff the board should play a major role in making sure the organization meets its mission. Two fundamental aspects of organizational direction include:

4. Vision, mission, and strategy:

- ◆ The board should discuss and agree on what the group is trying to achieve and the primary means it will use to get there.

5. Board development:

- ◆ Even if the organization employs staff, the board needs to perpetuate itself through recruitment and orientation of members and leaders.
- ◆ Board development also includes training for board members and ensuring the board and its committees are structured effectively to accomplish its work.

Many boards are also called upon for additional leadership duties:

6. Serving as ambassadors representing the organization in the community.

7. If the group has paid staff, the board hires and supervises the lead staff person.

1.2 Management Responsibilities

Management duties are those that relate directly to accomplishing the work of the organization rather than governing it.

In organizations with staff, the board often delegates many of these roles to paid staff. In an all-volunteer organization, board members may perform all organizational functions or delegate some or all management duties to other volunteers.

Even when an organization has paid staff, typically the board still has some involvement in aspects of management, particularly in major decisions that affect the organization's strategy and overall direction.

8. Program:

- ♦ The planning and execution of the organization's work.

9. Advancement:

- ♦ Development of financial, in-kind, and non-board volunteer resources.
- ♦ Promotion of the organization.

10. Administration:

- ♦ This can include systems, processes, technology, facilities, etc. that help the group accomplish its work.

11. Staff management:

- ♦ Oversight of the team in organizations with more than one staff member.

1.3 Governance and Management Worksheet

GOVERNANCE ROLES	Great!	OK	Needs work	Don't know
1. Legal:				
Keep the group registered with the state office that oversees nonprofits and following all applicable requirements.	☐	☐	☐	☐
Ensure that the group follows all other relevant laws.	☐	☐	☐	☐
2. Fiscal:				
Keep in good standing with the IRS and state revenue bureau.	☐	☐	☐	☐
Ensure financial processes that align w/ applicable laws and best practices.	☐	☐	☐	☐
Ensure that the organization can sustain itself financially.	☐	☐	☐	☐
3. Risk management:				
Create and follow policies and procedures that cover areas where the organization has the most legal or other vulnerability.	☐	☐	☐	☐
Ensure the organization has adequate insurance.	☐	☐	☐	☐
4. Vision, mission, and strategy:				
Discuss and agree on what the group is trying to achieve and how.	☐	☐	☐	☐
5. Board development:				
Ensure expectations of board service are clear / are followed	☐	☐	☐	☐
Maintain an effective committee structure	☐	☐	☐	☐
Create and follow a process to recruit new board members	☐	☐	☐	☐
Recruit and develop board members to serve as officers	☐	☐	☐	☐
Orient new board members and officers	☐	☐	☐	☐
Provide needed training for board members	☐	☐	☐	☐
6. Serve as ambassadors representing the organization in the community.	☐	☐	☐	☐
7. Hire/supervise the lead staff person, if applicable.	☐	☐	☐	☐

MANAGEMENT ROLES	Great!	OK	Needs work	Don't know
8. Program:				
Plan and execute the organizations' programmatic work.	☐	☐	☐	☐
9. Advancement:				
Develop financial, in-kind, and non-board volunteer resources to support the organization's programs and operations.	☐	☐	☐	☐
Promote the organization	☐	☐	☐	☐
10. Administration:				
Ensure necessary systems, processes, technology, facilities, etc. are in place.	☐	☐	☐	☐
11. Staff management:				
Oversee the staff team (in organizations with more than one staff member.)	☐	☐	☐	☐

1.4 Checklists of Basic Policies and Procedures

Many of the legal, financial, and risk management responsibilities discussed above are supported by a set of basic policies and practices either required or recommended by the IRS:

- ❑ **Maintain corporate minutes of all board meetings** (and committee meetings for committees that are authorized to act on behalf of the board, such as an executive committee). (See IRS Form 990, Part VI, Section A, line 8)
- ❑ **Annually review a written policy and complete a questionnaire about conflicts of interest.** (See IRS Form 990, Part VI, Section B, Line 12) and document in minutes of board meetings when the policy is invoked.
- ❑ **If you have an executive director/CEO, approve their compensation and benefits,** and document how the board determined that the compensation is appropriate and not excessive. (See IRS Form 990, Part VI, Section B, line 15)
- ❑ **Require the board to review a copy of the IRS Form 990 before it is filed.** (See IRS Form 990, Part VI, Section B, line 11) For smaller nonprofits that only file the Form 990-N, make sure the board knows about the annual filing requirement.
- ❑ **Create these recommended policies:**
 - ❑ Written whistleblower protection policy (Part VI, Section B, line 13)
 - ❑ Written document retention/destruction policy (Part VI, Section B, line 14)
 - ❑ Written gift acceptance policy to govern the receipt of "non-cash" gifts, such as gifts-in-kind, and unusual gifts (land, vehicles, artwork etc.)
- ❑ **Post required documents on your website or otherwise make them available,** including your three most recently filed 990s as well as your application for tax exemption.



Annual Board Tune-up (downloadable at <https://www.councilofnonprofits.org>)

Here are twelve ideas to add each year to the agenda of your nonprofit's board of directors meetings:

- ☐ The board of directors should discuss the organization's values, focusing on how the organization's values should inform and shape decisions the board makes.
- ☐ Review and approve any and all compensation paid to Executive Director/CEO (and trustees); review policy and practices governing reimbursement of expenses for volunteers (this policy applies to volunteer board members, and all-volunteer organizations, too!).
- ☐ Review the nonprofit's conflict of interest policy; discuss and disclose conflicts; ask board members to sign a disclosure questionnaire (and remind them to update it throughout the year, as needed); review the nonprofit's gift policy and practices; review and remind board members of the whistleblower procedure/anti-retaliation policy and process for reviewing complaints.
- ☐ Confirm annual filings: The full board should review the IRS Form 990 prior to filing (for 990-N filers, report to board members when it is filed); confirm that state corporate filings are current, including filing state registrations for fundraising, tax-exempt status, and employment tax withholdings.
- ☐ Review whether the nonprofit has taken the Section 501(h) election, and discuss the importance, value, and ease of engaging in everyday advocacy to advance the nonprofit's mission.
- ☐ Review proposed budget/approve budget for following year (and adjust throughout the year as needed).
- ☐ Review and accept the independent financial audit, in addition to regular financial reports throughout the year. (For nonprofits that do not conduct an independent financial audit, review an asset/liability report that clearly illustrates the current cash position of the nonprofit and projected cash position relative to anticipated liabilities at year end).
- ☐ Ensure insurance policies are renewed (and from time to time review the policies to make sure the coverage is adequate). While you're looking through those files, pull out the document retention policy and see what you can discard this year!
- ☐ Convene an annual corporate meeting, in accordance with bylaws and state law.
- ☐ Nominate and elect board of directors and officers in accordance with bylaws and state law. Bring attention to when board members' terms expire and share with all board members the process for identifying, cultivating, and nominating new board members.
- ☐ Remind the board about expectations for them to participate in fundraising – Discuss ways that your nonprofit's board of directors is expected to participate in fundraising; set goals and recognize success!
- ☐ Review banking relationships and policies/review signatures required by bank; update if needed.

Don't forget to thank board members who are donors and celebrate success! Board members are your nonprofit's ambassadors and advocates. Spend time at one board meeting each year asking the board how they personally would like to serve as active advocates for your nonprofit and its mission.

Additional Resources:

National Council of Nonprofits: <https://www.councilofnonprofits.org/tools-resources>

Annual filing requirements for nonprofits (state and federal) <https://www.councilofnonprofits.org/tools-resources/annual-filings>

Nonprofit Risk Management Center (for insurance issues) <https://nonprofitrisk.org/>

Financial management and financial policies for nonprofits <https://www.councilofnonprofits.org/tools-resources/financial-management>

Section 2: Board Positions and Structure

2.1 Overview of Board Positions and Committee Structure

One of the foundations of long-term success in any organization is that everyone knows what is expected of them. Your organization should have a shared understanding of who does what and who gets to make which decisions.

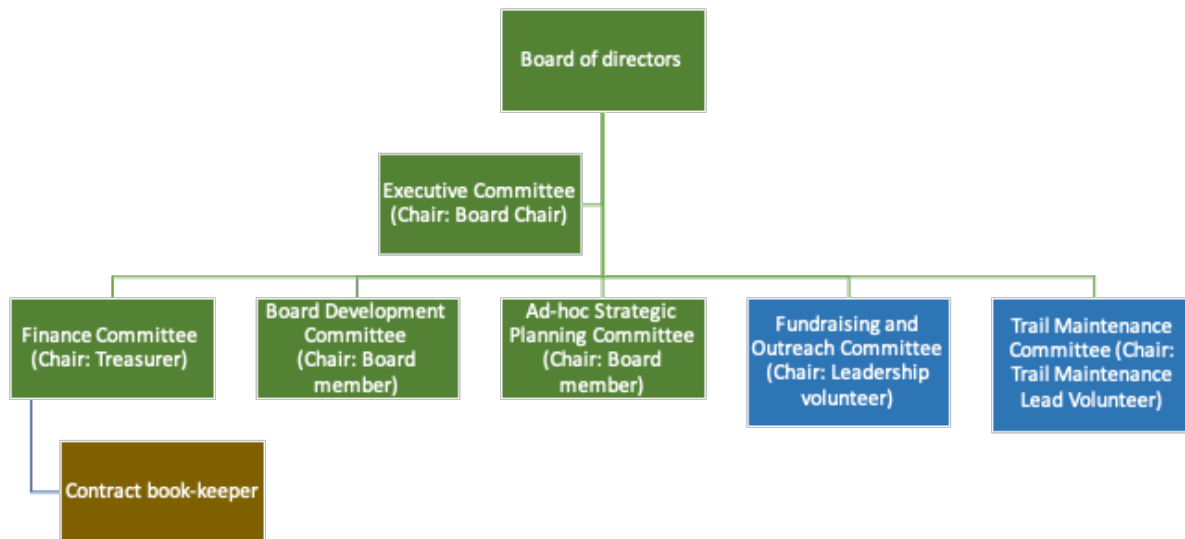
Several tools can be helpful in creating that understanding:

- **Written job descriptions for the roles of board members, officers, and key leadership volunteers.**
 - ◆ Officers are elected as specified in the bylaws. The most common officer positions are Chair (or President), Vice Chair (or Vice President), Treasurer, and Secretary. The duties and powers associated with these roles are summarized in the bylaws and can be supplemented by the board. Sample job descriptions for three of these common positions are included for reference here and can be amended to suit your organization.
 - ◆ We do not include a job description for Vice Chair/Vice President because this position is used differently by different organizations. Most commonly it is a back-up position that supports the Chair/President and/or serves as “Chair Elect” learning the ropes with the expectation of becoming Chair when the current officer’s term ends.
 - ◆ It is also important for clubs to have clear job descriptions for key operational leadership volunteer positions, such as Trail Maintenance leadership roles. Sample job descriptions for some common roles are available on the ATC website.
- **A clearly defined committee structure.** Two types of committees allow the work of the board to go forward efficiently:
 - ◆ **Governance committees** relate to the roles described earlier in the Handbook. These committees should be made up mainly of board members and be chaired by a board member. In some cases, other volunteers might serve on the committee in a non-voting capacity to provide information or expertise. Governance committees typically include:
 - *Executive Committee*, authorized to make some decisions when the full board cannot gather. The powers of the executive committee are spelled out in the bylaws.
 - *Finance Committee*, charged with assisting the Treasurer in their duties. The basic elements of this committee’s work are usually spelled out in the bylaws. The board may also charge the finance committee with risk management activities.
 - *Board Development Committee*, charged with board member recruitment, orientation, training, and the structure and function of the board itself. Some boards split these duties between a *governance committee* and a *nomination committee*.

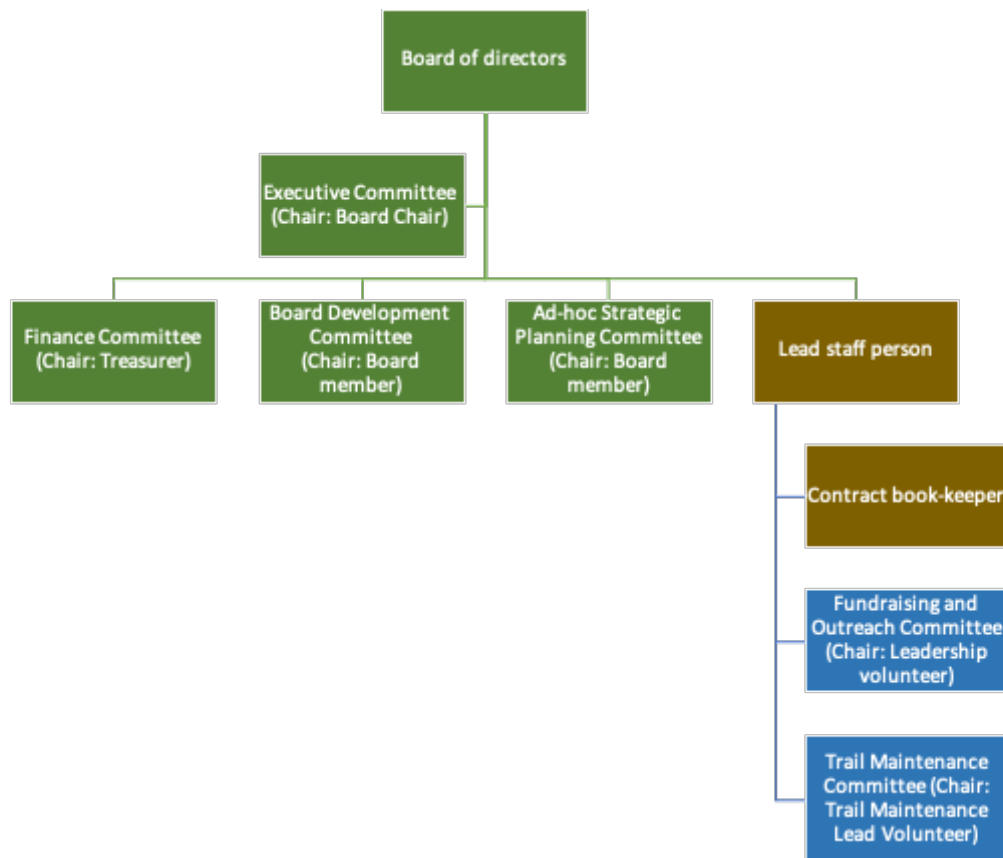
- *Ad-hoc committees* such as a Policy Review Committee, Strategic Planning Committee, etc. may be chartered as needed.
- ◆ **Management or operational committees** relate to the programs of the organization. These may include board members but do not necessarily need to. The board should appoint a chair and clarify what decision-making authority the committee has. Some common management committees include:
 - *Fundraising committee*, charged with securing resources. This committee should be chaired by a board member to ensure the board is aware of fundraising activities and practices.
 - *Communications or outreach committee*, charged with duties related to public relations, marketing, publications, social media, etc.
 - *Event committees*, charged with putting on events.
 - *Program committee(s)*, charged with doing other work on behalf of the organization.
- ◆ The following elements help to ensure **smooth functioning of committees**:
 - A **chair** who coordinates the committee and reports to the board.
 - A **charter** outlining the general duties and goals of the committee, the decisions it is authorized to make, and how and when it should communicate with the board.
 - A **workplan** describing the annual goals and objectives for the committee.

2.2 Examples of Organizational Structure

Example of an all-volunteer organization:



Example of an organization with one staff person:



Basis of Board Authority

Confusion over the authority of the board as a body, and the authority of individual directors, is common, particularly in organizations with no staff, or where board members serve on both governance and management committees.

- The entire board of directors is the unit of authority over the organization.
- Individual board members have no independent authority unless it is stipulated in the bylaws or authorized directly by the board.
- When a board member is serving on a management committee or in any other volunteer role, they have only the authority granted by the board; if no further powers have been delegated, the board member has the same authority as any other volunteer.

Following this can require board members to “switch” hats on a regular basis.

- Example #1: Maria is a member of the board in an organization with one staff member. The board has delegated to *the staff member* the task of organizing an event. Maria serves on the event committee along with other community volunteers. In this situation, Maria is wearing her “volunteer” hat, not her board hat. She has no more power than anyone else on the committee.
- Example #2: The board made Maria the chair of the event committee and spelled out her authority in that role—for example, the board authorized Maria to choose the vendors for the event within the organization’s purchasing parameters, and to direct the staff in making the event happen. In this case, Maria does have more decision-making power, but this is because the board delegated it to her—not simply just because she is a board member.

2.3 Sample Job Description for General Board Service

The board as a whole has the responsibility for governing the entire organization and establishing policy. We collectively perform the following functions:

Legal, Financial, and Risk Management

- Ensure the organization meets all state and federal legal requirements.
- Ensure we are adequately insured in alignment with the needs of our programs and activities.
- Oversee an ongoing process of budget development, approval and review.
- Manage and maintain any properties and investments the organization possesses.

Strategic Planning

- Plan for our future, on a long-term and short-term basis including reviewing our mission and goals and planning which projects and programs we will provide.
- Evaluate our programs and operations on a regular basis.

Board development and staff management

- Recruit and orient new members of the board
- Organize and/or participate in trainings for the board.
- Supervise our executive staff [if appropriate]

By assigning board members or others to serve on committees or in specific roles, we also ensure the following functions are fulfilled:

- Our administrative systems are adequate and appropriate.
- Through partnership development and / or fundraising activities we have resources to implement our projects.
- Our organization is promoted to the public.
- Personnel policies, which include setting policy regarding salaries, benefits and grievance procedures.

Expectations of Board Service

By joining the board or continuing service, each member commits to:

- Maintain a demonstrated interest in our mission and goals.
- Participate in all of the governance duties outlined above.
- Abide by and support the policies, values, and guiding principles outlined in our board handbook.
- Understand the nature of board authority: only the board as a body may direct the affairs of the organization. Individual board members have no authority to make decisions or direct the affairs of the organization unless authorized to do so by the bylaws or by a vote of the board.
- Abide by and publicly support all decisions of the board.
- Represent the organization to the community.
- Volunteer six to ten hours per month, distributed approximately as follows:
 - ◆ 2 hours— Monthly board meetings (preparation and attendance)
 - ◆ 2 – 4 hours— At least one monthly committee meeting (preparation and attendance)
 - ◆ Up to 4 hours— Specific duties or projects you agree to take on

Commitment

I commit to fulfill these duties as a member of the Board of Directors of _____ for a term of _____ to _____.

Signature

Date

2.4 Sample Job Description for Board Chair / President

Overview

In addition to certain powers and responsibilities described in the bylaws of the organization, the Board Chair/President also plays an important facilitative leadership role by representing the organization, managing the work of the board of directors as the governing volunteers of the organization, and helping to inspire the board and ensure full participation.

Key Responsibilities

- *Fulfill duties as outlined in the bylaws (paste here if not listed below)*
- Serve on the Executive Committee.
- Support board business to ensure the board meets all its responsibilities.
- Create agendas and preside over regular and special meetings of the board.
- Serve as chief spokesperson in official board matters and serve as an ambassador to the community and key partners, donors, supporters, etc.
- Assist in identifying potential board members.
- Supervise the executive staff person, if applicable, and provide accountability to ensure standing and ad hoc committee chair functions are being performed.
- Ensure that lines of authority between board, committees, and staff are followed.
- Ensure appropriate planning and goal-setting activities occur.
- Create an atmosphere of sound decision-making through productive deliberation.
- Support overall harmony and goodwill between members of the board.
- Address any issues as they arise, including holding honest conversations with board members who may no longer be able to fulfill their commitments or whose actions are not in accordance with the policies, values, and guiding principles outlined in our board handbook.

Commitment

I commit to perform all of the duties outlined above as Chair/President of the Board of Directors of _____ for a term of _____ to _____.

Signature

Date

2.5 Sample Job Description for Treasurer

Overview

In addition to certain powers and responsibilities described in the bylaws, the Treasurer also plays an important role of leading the financial strategy and oversight of the organization. He or she understands the detailed financial status of the organization. The Treasurer is equally concerned with the past and future financial performance of the organization. The Treasurer carefully examines the financial implications of future actions, and effectively communicates to other board members the most important information needed to make wise decisions.

Key Responsibilities

- *Fulfill duties as outlined in the bylaws (paste here if not listed below)*
- Serve as Chair of the Finance Committee.
- Serve on the Executive Committee.
- Develop long-term financial strategies in collaboration with the Finance Committee/staff.
- Ensure that appropriate fiscal policies to ensure the financial integrity and sustainability of the organization are recommended to the board and followed.
- [in collaboration with executive/finance staff/finance committee if appropriate] Prepare the annual budget and present the budget to the Board for approval.
- Ensure bookkeeping and accounting functions are adequately staffed.
- Ensure that appropriate financial reports are made available to the board on a timely basis.
- Ensure financial information is presented in ways that help all board members understand the information and can use it to help make informed decisions.
- Keep currently informed of legal, regulatory and sector developments relating to the board's financial responsibilities.

Commitment

I commit to perform all of the duties outlined above as Treasurer of the Board of Directors of _____ for a term of _____ to _____.

Signature

Date

2.6 Sample Job Description for Secretary

Overview

In addition to any other powers and responsibilities described in the bylaws, the Secretary keeps the records of the organization, ensures it is registered with applicable state offices, and arranges the times and places of meetings of the board of directors.

Key Responsibilities

- Fulfill duties as outlined in the bylaws (paste here)
- Serve on the Executive Committee.
- Ensure that minutes of the meetings of the board of directors and any committees of the board are kept, approved, and available as legally required.
- Schedule and provide notice of meetings of the board of directors, in compliance with the bylaws of the organization.
- Provide the board with meeting materials in advance of each meeting.
- Keep a calendar of filing deadlines including filings with the Secretary of State (or equivalent), the Attorney General, the state tax agency, and the IRS.
- Update corporate filings as needed.
- Maintain the corporate records including ensuring they are safely stored and readily accessible for inspection by directors and/or members.

Commitment

I commit to perform all of the duties outlined above as Secretary of the Board of Directors of _____ for a term of _____ to _____.

Signature

Date

2.7 Sample Finance Committee Charter

Purpose of Committee

The Finance Committee (the “Committee”) supports the Board of Directors (the “board”) in fulfilling its responsibility to oversee the organization’s financial strategy and performance.

Committee Membership

The chair of the Committee is the organization’s Treasurer. The Chair is responsible for setting the meetings of the committee, delegating duties to ensure that workplan goals are met, and reporting to the full board. In addition to the chair, the Committee is composed of at least one additional board member. One or more non-board volunteers may also serve on the committee as resources to the board. Committee members are appointed by the Board Chair and serve one-year terms beginning January 1st and ending December 31st of that same year or until a new committee member is appointed by the Chair of the Board.

Committee Authority and Responsibilities

The Committee will:

1. Review or develop and recommend to the board 1) monthly financial statements; 2) annual budget; 3) Internal Revenue Service Form 990 and accompanying schedules, 4) any other significant financial documents.
2. Review the organization’s audit results if applicable.
3. Oversee risk management and submit a report to the board each year.
4. Periodically review the organization’s financial policies and recommend appropriate revisions to the board; and periodically review compliance with the policies and report results to the board;

Committee Meetings

The Committee will meet at least quarterly and as often as its chair or a majority of its members deems necessary, either in person, telephonically or electronically. The chair will develop an agenda in advance of each meeting and communicate details to Committee members in a timely fashion.

Committee Reports

The Committee will take notes at each meeting, including meeting attendance and any decisions, and submit them to the Secretary for record keeping. The Treasurer will provide a report to the board quarterly or at the request of the board chair.

Committee Evaluation

The Committee will check in on its performance in accordance with this charter at least once a year.

2.8 Sample Board Development Committee Charter

Purpose of Committee

The Board Development Committee (the “Committee”) ensures that board recruitment is organized and ongoing, and that the board has the training and structures it needs.

Committee Membership

The Committee shall be comprised of at least three board members appointed by the Board Chair to serve one-year terms beginning January 1st and ending December 31st of that same year or until a new committee member is appointed. The Board Chair shall appoint a Chair to coordinate the Committee for a term of one year. The Chair is responsible for setting the meetings of the committee, delegating duties to ensure that workplan goals are met, and reporting to the board.

Committee Authority and Responsibilities

The Committee will:

1. Establish qualifications and characteristics needed by board members and officers, and expectations for directors in areas of attendance, preparedness, candor and participation.
2. Identify, communicate with and recommend to the board qualified candidates to serve as members and officers of the board.
3. Develop, update, and recommend to the board appropriate governance policies and principles, regarding such issues as board size, restrictions of services, term limits, etc.
4. Recommend and support the effectiveness of the board’s committee structure.
5. Coordinate and oversee the annual self-evaluation of the board.
6. Establish policies to promote honest and ethical conduct by directors and officers.

Committee Meetings

The Committee will meet at least quarterly and as often as its chair or a majority of its members deems necessary, either in person, telephonically or electronically. The chair will develop an agenda in advance of each meeting and communicate details to Committee members in a timely fashion.

Committee Reports

The Committee will take notes at each meeting, including meeting attendance and any decisions, and submit them to the Secretary for record keeping. The committee chair will provide a report to the board quarterly or at the request of the board chair.

Committee Evaluation

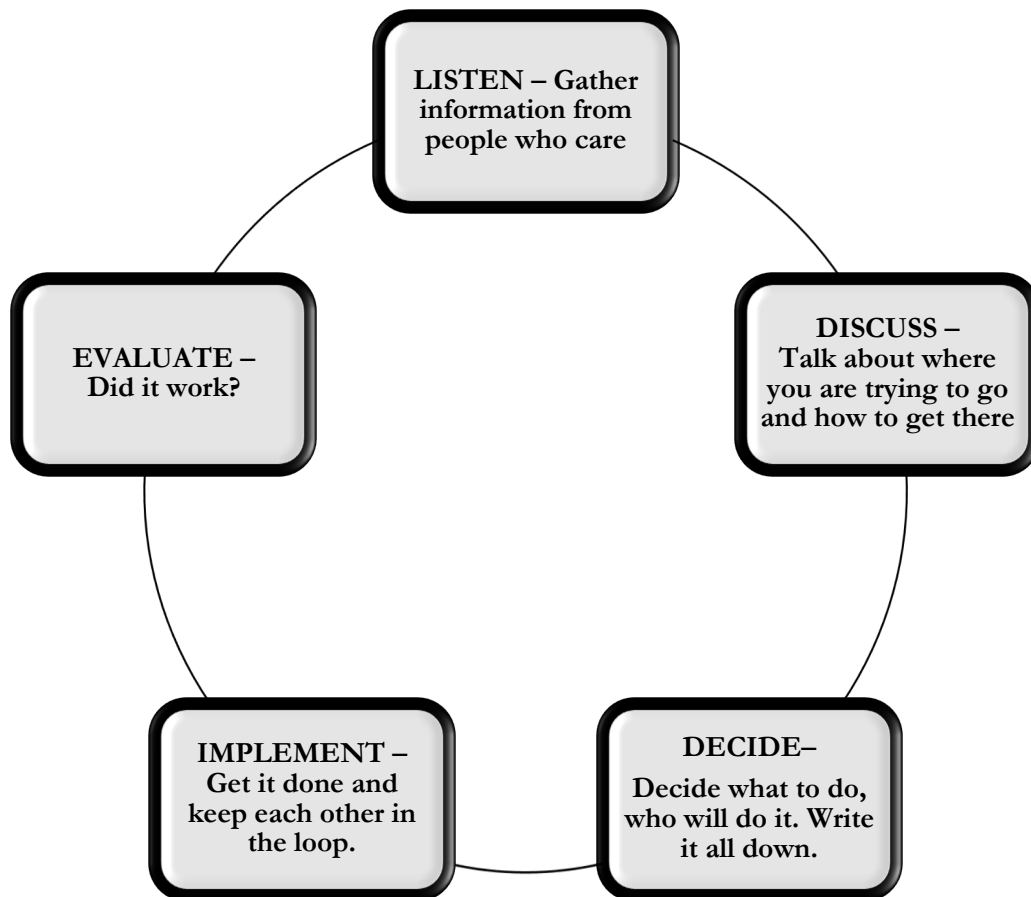
The Committee will check in on its performance in accordance with this charter at least once a year.

2.9 Board Structure Worksheet

	Works great	Needs work	Don't have this	Don't know
1. Board members and officers				
Board member job description	☐	☐	☐	☐
Officer job descriptions	☐	☐	☐	☐
2. Committees				
Overall committee structure appropriate and helpful	☐	☐	☐	☐
Comments:				
Committees report regularly to the Board	☐	☐	☐	☐
Comments:				
Finance committee exists and follows a clear charter & workplan	☐	☐	☐	☐
Comments:				
Board development committee exists and follows a clear charter & workplan	☐	☐	☐	☐
Comments:				
Ad-hoc governance committees:	☐	☐	☐	☐
Comments:				
Non-governance committees:	☐	☐	☐	☐
Comments:				

Section 3: Strategic Planning

3.1 Planning Cycle



3.2 Example Strategic Plan Framework

There are many common terms used in strategic planning. There isn't a right or a wrong vocabulary, but it is good to agree in advance on what terms you will use and what they mean.

Here is one framework you can use, courtesy of Solid Ground Consulting (www.SolidGroundConsulting.org):



3.3 Sample Self-Directed Strategic Planning Process

Step	Description
1	Form a small committee of 3-4 people to work on steering the process
2	Assign one person to review background documents from previous planning, and review current materials such as grant applications, communications materials, etc. If possible, this person creates a summary of the organizational context right now as well as issues and questions for consideration.
3	As a group, identify key people or groups from whom you'd like to get input.
4	Plan and conduct interviews, focus groups, surveys, etc. to understand internal (staff, board) and external (partners, funders, customers) impressions. (See info below)
5	Drawing on what you learned in Steps 3 and 4, create a draft strategic plan focused on the Vision, Mission, Goals, and Strategies of your organization.
6	Hold a group discussion (s) to review the draft. Ask people to focus on the concepts not the wording for now. You might want to collect detailed "wordsmith" feedback separately. Questions could include: ■ Is there anything here that is not effective, not important right now, or not achievable? ■ What is missing that you would have expected to see here?
7	Revise the draft.
8	Seek feedback from leadership volunteers, partners, or other stakeholders as needed.
9	Create detailed action plans for staff or committee activities in support of the strategic plan.
10	There should always be a section for the board itself. The board development committee or another group could create a detailed action plan for how the board needs to evolve to support of the strategic plan.

3.4 Initial Strategic Planning Worksheet

Current Plan

- Do we have a plan in place now? Yes / No
- Do we use the plan? Yes / No
 - If not, why not?

Future plan

- Why do we want a plan now?
- What can we do to make the plan most useful to us?
 - ◆
 - ◆
 - ◆
- Who from our organization should lead our strategic planning effort?
 - ◆
 - ◆
 - ◆
- Do we want to hire someone to help us create our plan?
- What kind of help would be most important?
 - ◆ E.g. help to guide the process, gather information, and/or facilitate our decision-making meetings
- When do we need our plan to be complete? Most planning processes take at least 2 months and sometimes 6 months or more.

What are the most important strategic questions facing our organization?

-
-
-

Whose input do we need to be able to answer these questions, and how should we ask for it?

Possible stakeholders: Board; staff; volunteers; agencies; other partners; influential people in the community; people we wish would get more involved with our work

Methods: See below for some common methods

Who to ask	How should we reach them?	Who will make it happen
	❑ Questionnaires or surveys ❑ Focus groups ❑ Interviews ❑ Other:	
	❑ Questionnaires or surveys ❑ Focus groups ❑ Interviews ❑ Other:	
	❑ Questionnaires or surveys ❑ Focus groups ❑ Interviews ❑ Other:	
	❑ Questionnaires or surveys ❑ Focus groups ❑ Interviews ❑ Other:	

Engagement methods

The more people participate in developing your strategic plan, the more they will probably want to participate in making it happen. Here are some ways to ask your community for ideas and insights about what's needed and how you can best respond.

- **Questionnaires and surveys.** Print in hard copy, create electronically in Google Forms or similar, or use an online survey tool like Survey Monkey. "Closed" questions, with responses such as "yes/no/maybe" or rating scales ("from 1 to 4, how important is x?") are easy to digest. "Open-ended" questions that invite comments provide more information and take longer to analyze.
- **Listening sessions or focus groups.** Small-group interviews ("focus groups" for short) are structured discussions with a small group (8 to 12 is ideal) of selected participants. The focus group helps you find out *how* people think about things and *why* they do what they do. Make sure to keep the session oriented towards learning from people rather than talking to them. See Section 8 for some ideas.
- **Interviews or one-on-one conversations.** Individual conversations have the potential to yield the richest information. They also require more time. If you have time, use one-on-one conversations when you want detailed and candid feedback.

Once you've gathered information, find a way to summarize it so the whole board can benefit from the voices of people who care about your organization.

Sample questions to consider when engaging stakeholders

Try to keep your list to about 6-10 questions total.

- ❑ What is going well for this organization? (Alternatives or additions: What do we do best? What are the strengths of our board/staff? What is our superpower – what do we do or offer that no one does better?)
- ❑ Where can we improve as an organization?
- ❑ Thinking 20 years in the future, what do you hope will be different as a result of our work?
- ❑ What are some of the main things you think we should do in the next three years to help us achieve those long-term outcomes?
- ❑ How should we think about funding our activities?
- ❑ What partnerships do we need to help us achieve our program and funding goals?
- ❑ How might the board need to change to help us achieve our program and funding goals?
- ❑ How might staffing, operations, or systems need to evolve to help us achieve our program and funding goals?
- ❑ What external trends—including both opportunities and threats--do we need to be aware of that will influence our success, and how should we account for those factors?
- ❑ What other advice do you have for us?
- ❑ You might also want to ask questions about some of the specific ideas you're already considering. List those here:
 -
 -
 -
 -
 -
- ❑ Other questions:
 -
 -
 -
 -

3.5 Vision and Goals Exercise: Three Wishes

Materials

- Index cards or post-it notes – three per participant
- Flip chart sheets and markers in two or three colors OR a wall where you can stick post-it notes
- Pens if needed

Steps

1. Distribute three index cards or post-it notes and a pen if needed to each participant.
2. Provide these instructions: *“You each get three wishes for the future of your organization and the community it is trying to serve. Kind of like Aladdin’s Lamp but for your work. Think 20 years into the future and offer up your wishes – please make them relatively realistic and achievable... and simple. Write one wish on each of the three index cards / post-it notes. Aladdin’s Rules apply: you can’t wish for more wishes; you can’t wish someone would love you; and you can’t wish someone would be dead.”*
3. When everyone is done writing (usually, about five minutes), collect all the “wishes,” shuffle, and redistribute so that everyone has wishes that someone else wrote.
4. Ask for a first volunteer: “Who’d like to read a wish?”
5. Write each wish (or an abbreviated version) on a flipchart sheet (alternatively, stick the post-it notes on the wall and use that as a starting point for groups of similar post-it notes)
6. Next, ask if anyone else has wishes that seem similar. Scribe those additional, similar wishes on the same flipchart sheet or locate the post-it note near the first one. You are trying to categorize the wishes. (Are they “wishes” about money, about capacity, about community standing, about programmatic impact?)
7. If there are no further “wishes” in that category, ask for a new volunteer / new category. Repeat the process for the first wish, scribing, adding and categorizing. Continue this process until every “wish” has been shared and scribed or grouped with other wishes.
8. Arrange the flipchart sheets on the wall topically or observe the post-it note groups. They should now tell a loose “story” of the group “vision” of what will be true in 20 years – the difference the group will have made, and who the group will have become. If things are moving too fast to categorize everything on the fly, you may want to take a break and have a smaller group use the time to organize the wishes by theme.

This exercise works best when the wishes are ambitious, yet simple.

Yes: There will be trails suitable for people of all abilities.

No: Our community will have trails suitable for everyone and we will have great tread on all the trails and the parking lots will all have toilets and everyone will be nice to each other on the trails.

3.6 Vision and Goals Exercise: News Article or News Photo

Materials

- Plain or lined paper – several sheets per participant
- Pens – one per participant
- Flip chart sheets and markers in two or three colors

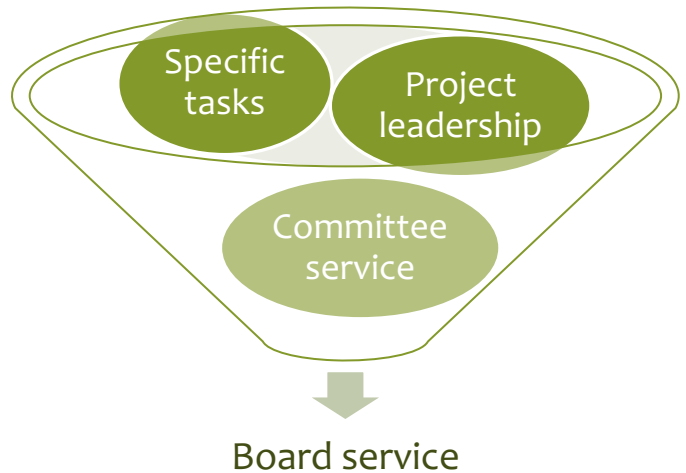
Steps

1. Here are several variations on the main exercise:
 - **Write the headline and first one or two paragraphs from a news article** describing the success of your group, from the vantage point of 20 years in the future. Include narrative details as much as possible: tell the story of the project and its impact for the people involved and the larger community.
 - **Write the press release announcing a prize given to the organization** or a member of its staff or board for the success of the group, 20 years in the future. Include narrative details as much as possible: tell the story of the project and its impact for the people involved and the larger community.
 - **Draw a picture of the photograph that appears as part of a news story about the success of your group**, from the vantage point of 20 years in the future. What will the photograph show? What is the caption? Include pictorial details as much as possible: this picture should tell the story of the project and its impact for the people involved and the larger community.
2. After 20 to 30 minutes for personal reflection and writing, invite members of the group to share—in the full group, or in pairs / small groups if you have more than six or so people.
3. Discuss in the full group – did common themes emerge? What do participants like about one another's ideas – what resonates most?
4. Take each of the themes. Brainstorm what it would take to make this “headline” really happen. These

Section 4: Recruitment, Orientation, and Succession

4.1 Principles of Board Recruitment

1. **Don't start from scratch – build a leadership funnel.** You want to avoid “cold calling” people to be on your board. Always be thinking about building leadership in the organization not just on the board. Recruit people to do tasks, take on projects, or serve on committees. Then you will know who's going to be a great board member, and they will feel excited and committed to the Board.
2. **Discuss recruitment goals before recruiting.** Discuss who you want and need on the board before individuals begin asking others to join. Never tell someone they need to “replace themselves” to leave the board.
3. **Don't settle for “a warm body”.** Even when it is hard to find board members, commit to being strategic about who you bring on to the group. If someone is enthusiastic, but not a fit for the board or can't commit, find another way for them to serve. When you bring on board members who aren't consistently available to attend meetings or can't commit to the between-meetings work of the board, it makes it hard to form a cohesive team.
4. **Provide clarity.** If you're recruiting someone to the board, be up front about it. Tell them you'd like to meet to discuss board service, and have a job description ready. If they are interested, go over it in detail so they understand what would be expected. Be clear about opportunities to observe the board before being formally nominated, or to serve in other capacities if they cannot make a board-level commitment. Let them know the process for formal nomination and voting.



4.2 Sample Board Recruitment Process

1. Develop recruitment goals.

- ♦ Match board recruitment to big picture strategies. What does your strategic plan tell you about who should be on the board? Use Worksheet 4.4 to help you think about:
 - What kind of skills does the organization need?
 - What parts of the community do you need to reach to meet your goals?
 - Are all the users of the trails represented on your board? (See Section 4.3)
 - What qualities or attributes do you want from **every** board member? Things like enthusiasm for the mission, ability to get along with others, proven capacity to take on responsibility, etc.
- ♦ Prioritize what is missing now or what you will lose when people rotate off the board soon.

2. Identify potential board members.

- ♦ Brainstorm with the board about individuals who might be a good fit for the goals.
- ♦ If you have too many ideas, prioritize those who fill the greatest gap or hit multiple goals.
- ♦ If you can't identify many individuals, think about how you could reach new people.
- ♦ Ask members to keep the names confidential so the process can be followed.

3. Contact each potential board member.

- ♦ Assign one individual (a member of the board development committee, or someone who knows the individual) to contact each of the prospects. Make sure each contact person has the appropriate materials.
- ♦ Set up interviews with top prospects. Focus discussion on the exciting things the group is doing, as well as expectations of board members. If appropriate, discuss opportunities for involvement on committees in lieu of being a board member immediately.

4. Invite potential board members to learn more.

- ♦ Provide background materials so she or he can learn more—minutes of recent board meetings, etc.
- ♦ Invite the prospect to attend a board meeting to get an idea of how the group makes decisions and delegates responsibilities. (Some groups make this a requirement before being nominated for the board.)

5. Confirm mutual interest.

- ♦ Discuss the individual at the board meeting and make sure everyone is comfortable with the nomination. Confirm that the individual is interested and answer any more questions.

6. Nominate and vote.

- ♦ Once it's clear that this is a good fit for all, nominate the individual and vote them onto the board. Often this can be done over email if you have email voting processes established; this allows the confirmation to happen between board meetings.

4.3 Notes on Board Diversity

Many organizations share the goal of recruiting a board that is more diverse, with an increasing focus on racial and ethnic diversity. It is important to approach board diversity thoughtfully.

Get clear on why you want to diversify the board.

Have a real conversation about why you have a board diversity goal. Some things board members might want to discuss:

- *If your board doesn't reflect your full community, you have been missing out on talent and energy.* A board that is representative of your community increases your credibility in advocating with agencies and partners; it connects you to new volunteers and supporters; and it helps you solve problems by bringing in new perspectives and skills.
- *You want to be relevant, now and in the future.* Here's a quote from Artistic Director Michael Garcés of Cornerstone Theater Company in Los Angeles. Replace the words "arts organizations" with "trails organizations" and see if it fits.

"Don't consider the representation on your board because it's good for you, do it because it's necessary. Otherwise arts organizations are going to die of nobody caring."

- *Engaging new leaders is part of a broader change.* There is growing mainstream recognition of the extent to which people of color have been excluded from decisions and benefits in nearly all realms of society, including in outdoor recreation. It's time to fix that.
- *Personal interest and commitment by current board members.* When diversity, equity, and inclusion initiatives make inroads it is largely because individual board members champion the idea of doing things differently and are willing to take risks and work through discomfort. Real change begins when board members agree to take actions like collectively understanding the barriers to diversifying the board, listening to people from throughout the community, and helping the board and the organization become more welcoming and inclusive.

Be authentic and inclusive.

Below is some advice from Minority Inclusion Project (MIP), a nonprofit that exists to close the nonprofit racial leadership gap by developing pathways to leadership for people of color while helping community organizations become structurally and systemically diverse, equitable, and inclusive. Find the full letter and learn more about MIP's signature program, the Board Diversity Initiative, at https://ctmip.org/authentic_board_diversity/#

"You'll never achieve your board diversity goals as long as you look at diversity as some check mark on your board matrix. Subjecting people of color to admission on nonprofit boards to merely solve a diversity dilemma without a fundamental understanding and appreciation of our competencies, experiences, and value is disingenuous. So, here are some ideas on how to achieve authentic board diversity and avoid tokenism.

1. **Challenge Tokenism:** Over the years I've discovered that there's no shortage of dynamic people of color that have the competencies or the aspiration to serve on nonprofit boards. However, one of the deterrents to board service for many of us is TOKENISM. Tokenism negates our value by placing us on boards where we exist as symbols of diversity, but are not authentically valued for our skills, experiences, and perspectives. In fact, tokenism is one of many tools of systemic racism and it undermines our merit, dehumanizes us, and places the unwarranted burden of community representation on one person (who may or may not desire the role of representative). In short, tokenism is evil. And frankly, it's been documented in many years of research as one of major barriers to engagement of nonprofit boards for people of color. Think of the person who tries to prove they aren't a racist by pointing out their **one** Black friend. Now think of the organization that tries to prove they aren't racist by pointing out their one Black board member. Right! Don't be that organization. One of the first ways to challenge tokenism is to have a clear understanding of the competencies and values that you're seeking in board members. You have to be able to understand and clearly communicate what values people of color bring to your organization. At MIP we encourage organizations to know the demographic makeup of their communities and to create a multi-tiered case for diversity with a focus on mission, business, equity, and socio-demographics.
2. **Inclusion Matters:** Authentic diversity can only happen when there's a deliberate effort to make your board more inclusive. With the existing makeup of your board, you should begin working to shift the culture so that every board member's focus is on building a climate that values inclusion, engagement, interaction, honesty, and the experiences of each person in the room.
3. **Engagement Matters:** Effective boards are engaged boards. Boards have a responsibility to build a culture where every person in the room has the tools and the support needed to thrive. Every board member has different developmental, leadership, and life needs that affect their level of board engagement. Identify those challenges, particularly for people of color and other minorities – and make the changes necessary to ensure that everyone can thrive.
4. **Evaluation Matters:** Resist the urge to measure the success of your diversity initiative by simply the counting the people of color on your board. While the change in representation is ONE important measure, the real success of your diversity initiative is whether your board culture is inclusive. The success of your initiative is determined by racial and ethnic minorities, people with less power, and socially marginalized people, not the good intentions of dominant cultural representatives on your board. The quest for authentic diversity is a journey, not a destination.
5. **Relationships Matter:** When searching for diverse candidates for your board, avoid tokenism by building substantive relationships in communities of color, partner with cultural organizations to make them aware of available positions and to help identify qualified candidates, and ensure that your nomination pool has more than just one "diverse" candidate. Keep your opportunities OPEN."

Additional resources:

- **Diversity, Equity, and Inclusion Self-Assessment** from Michigan Nonprofit Association, under the Research and publications tab at www.mnaonline.org
- **Highlighted Research, Articles, and Resources at BoardSource:**
<https://boardsource.org/research-critical-issues/diversity-equity-inclusion/>

4.4 Board Member Attributes Worksheet

<i>Tailor the categories below to the needs of your organization. First complete the matrix for each current board member, then identify gaps and needs.</i>	Current board #1	Current board #2	Current board #3	Current board #4	Current board #5	Prospect #1	Prospect #2
Personal qualities							
Passion for the mission							
Leadership skills							
Team oriented							
Willing and available to work							
Good communicator							
Strategic							
Bridge-builder							
Expertise							
Administration/Management							
Finance							
Business							
Communications/Marketing							
Nonprofit board experience							
Technology							
Fundraising							
Legal							
Connections/Capacity							
Ability to give							
Community connections							
Access to funders/donors							
Reflecting our community							
Key user groups							
Geography							
Age							
Gender							
Race / ethnicity							

Adapted from BoardSource's *The Handbook of Nonprofit Governance* (2010)

4.5 Sample Board Orientation/Training Program

Initial Orientation

- Provide a detailed Board Manual (see Section 7)
- Schedule a meeting between the new board member and the board chair and lead staff member if applicable. Go through the Board Manual and answer any questions.
- Immediately assign the new board member to a committee. Ask the committee chair to ensure the board member gets up to speed on committee business.

First Three Months

- Consider assigning a "mentor" – a longer-term board member to work with the new board member for the first three months.
- Board "mentor" check in after each meeting to answer questions and help member become acquainted.
- Board chair check in regularly with new board member to see how things are going.

Ongoing Training

- Provide opportunities for board members to attend special workshops related to the assignments and interest of the member.
- Expand responsibilities and rotate committee assignments to help satisfy the interests and needs of the board member. This has the added advantage of providing continuous development of volunteer leaders.

Section 5: Smooth Functioning of the Board

5.1 Tips for Optimal Board Operations

Clear expectations

- Establish the duties of the board.
- Evaluate the board every year.
- Have board and officer job descriptions and follow them.

Meetings that work

- Don't leave things to chance. Build an agenda that includes reasonable timeframes for both regular business and special discussions.
- The role of the chair really matters, particularly when it comes to:
 - ◆ Putting together the agenda
 - ◆ Keeping discussions on track
 - ◆ Ensuring everyone gets a chance to speak
 - ◆ Dealing with problems on the board
 - ◆ Often playing a lead role in supervising the executive staff, if you have staff.

Effective committees

- Understand the role of committees. They are there to help the board get its work done.
- Every committee should have a charter that says what it is trying to accomplish.
- Committees don't make decisions for the board. The present recommendations and options.
 - ◆ The exception is when there are no or very few staff, and the board *delegates* operational authority to a committee in a specific realm.
- Establish standing committees of the board, particularly:
 - ◆ Finance committee / budget committee
 - ◆ Board development committee
- Assign Ad-Hoc committees of the board as needed, for example:
 - ◆ Strategic planning committee (when needed)
 - ◆ Policy committees
- Develop program committees as needed – it can be a great way to build leadership.
- Honor the work of the committee. If the board delegates work so that it can be done efficiently, the full board should concentrate on goals and results – not the methods by which the committee achieves the goals.

5.2 Sample Strategic Agenda

- 5:00 Call to Order
Approval of the Agenda
Welcome any guests
- 5:05 Consent Agenda *[items that are grouped for approval all at once]*
- ♦ Approval of the Minutes of the Previous Meeting
 - ♦ Financial reports
- 5:10 Reports
- ♦ Finance committee report
 - ♦ Board Development committee report
- 5:30 Old Business *[items that have been discussed before and now are back for a decision]*
- ♦ E.g. Contract with XYZ for bookkeeping services **ACTION**
 - ♦ E.g. Application for funds **ACTION**
- 6:00 New Business
- ♦ E.g. Review the draft budget for 2021 **DISCUSSION**
- 6:30 Strategic Discussion
- ♦ Strategic initiative #1 Potential partnership with another groups **DISCUSSION**
- 6:55 Announcements
- 7:00 Adjourn

Upcoming Discussion Topics

	December	January	February
Finance Committee	Approve 2021 budget		3-year bus. plan
Board Development Committee		Board recruitment	Board orientation plan

5.3 Supporting a Healthy Board Culture

Courtesy of Solid Ground Consulting www.SolidGroundConsulting.org

The following best practices are based on many collective years of experience with Boards of Directors, city councils, county commissions, and other governing bodies. Of course, every board is unique, and each should discuss and adopt its own guidelines. Other than legal matters, most questions have no “right” or “wrong” answers, but it is important that directors have the same expectations. It is helpful to review and revise guidelines at least annually.

Expectations and Courtesies

- Make every effort to attend every meeting, to arrive on time, and to be prepared.
- Do not criticize any director, staff member, partner, etc. in public.
- No surprises: Whenever possible, inform others before they learn important news.
- Speak only when recognized by the chair, unless as a group you have decided that meetings should be run in another manner.
- Don't interrupt or engage in side conversations when another person is speaking.
- Be brief and to the point. Limit speeches; don't posture or grandstand.
- Clearly explain how you got to your position and how it serves the organizational interest. This is especially important when you disagree with someone else.
- Share credit generously. Spread opportunities to get positive recognition.
- Support the legitimacy of board decisions, even those you didn't vote for. Once a decision is made, move on.

Support Effective Board Relationships

- Respect the different styles of fellow board members.
- Be open to changing your mind based on new information.
- Maintain your independence. Do not allow yourself to be seen as a member of a bloc.
- Take personal responsibility for encouraging respectful behavior among board members.
- Strive for consensus, but don't settle for the lowest common denominator. When you have exhausted all avenues of agreement, accept that divided votes are simply part of the process.
- If you have a concern with another member, speak directly to that person.
- Be open with sharing information. Give others information you would want them to give you.
- Pick your battles. Let others win on matters important to them and less important to you.
- Everyone does not have to weigh in on every question. Sometimes it's OK to just vote.
- When a discussion grinds, you might suggest taking a break.

- In general, praise people in public and criticize in private.
- Avoid using written communications to express anger, serious disagreement, or other difficult emotions. Whenever you put anything in writing, keep in mind that someone other than your intended recipient may someday read the communication; choose your words accordingly.
- Spend some casual time together to have fun and build trust.

If You Have Staff: Working Relationship between Board and Staff

Board and staff are partners in serving the organization and ultimately the public. As members of the team, they play different roles, but they should be working toward the same goals. Mutual trust, confidence, and respect are the keys to effective working relationships.

- In general, directors should communicate only with the executive, or in larger organizations, department heads. Department heads should inform the executive when they have significant conversations with directors. There are several exceptions:
 - ◆ Communicating directly with staff members working with you on a particular project.
 - ◆ Communicating directly with seasoned staff members with whom you have a long-term working relationship.
 - ◆ Directors are encouraged to attend staff occasions, celebrations, and recognition events.
- Discuss personnel issues only with the executive.
- Directors should not criticize the staff as a whole, or any individual member, in public.
- Only the full Board may give direction to employees, and only through the executive. As a rule of thumb, this applies to any activity that takes more than one hour of staff time.
- Directors are encouraged to take issues to the executive first, giving as much information as possible to ensure a thorough response. It is especially important not to surprise staff in public.
- The executive shares information equally with all directors.
- Staff should understand that different Board members prefer to communicate in different modes – telephone, email, in person.
- Written reports should be succinct and prepared in a style agreed to by the board.
- Staff's role is to gather facts, present objective analysis, and make recommendations based on their best professional judgment. Board decisions may take into consideration many other factors in addition to the staff recommendation.
- Regular and honest feedback helps everyone to work together more effectively.

5.4 Ideas for the Board Chair on Managing Meetings

Roberts Rules of Order is the classic parliamentary resource for nonprofit boards. Even if your organization does not fully adhere to Robert's Rules, many appreciate the clarity it offers on the roles of the Chair:

- ◆ “Protect the assembly from annoyance from evidently frivolous or dilatory motions”
- ◆ “Expedite business in every way compatible with the rights of the members”
- ◆ “Restrain the members when engaged in debate, within the rules of order”
- ◆ “Enforce on all occasions the observance of order and decorum among the members”

All of these point to the important role of the chair in managing the conversation at board meetings to ensure it is productive, inclusive, and efficient (to the extent all of these can be achieved at once.)

Some of the ways Robert's Rules can help the Chair achieve these goals:

- ◆ **Calling for a motion.** Calling for a motion does not imply shutting down conversation. Rather, it is an invitation clarify just what is being decided, then invite conversation that directly pertains to that decision.
- ◆ **Requiring recognition by chair to speak.** When discussion is getting hot or some people are participating more than others, it can be helpful to move towards formal recognition by the Chair—with members raising their hands and the Chair calling on the members.
- ◆ Slowing things down gives the Chair some **options for managing the discussion**, such as:
 - Having a few “go-rounds” to give everyone a chance to talk, rather than having only the more vocal members express themselves (sometimes it is helpful to limit to two go-rounds before voting on a matter.)
 - Inviting back and forth between pros/cons on a topic. “I’ve heard two comments against this decision. Would anyone like to speak in support of it?”
 - Inviting new comments. “I’ve heard a few people talk about why this is important for fundraising. Does anyone want to talk about other reasons to support this decision?”
 - Harvesting objections. Inviting people to first say what they don’t like about an idea, so those objections can be dealt with or addressed by proponents in the subsequent discussion, makes it easier to avoid “social pressure” to just go along.
 - Calling for a straw vote. Think about calling for a straw vote when one or more of the following is true:
 - Everyone has spoken twice but it’s still not clear where the group is headed.
 - You want to avoid a split vote that will sour feelings.
 - You want to invite people to address specific objections.

And some tips for common board situations:

- **Rambling board member:** Ask for main point, “park” digressions to be dealt with in later conversations.
- **Dominating or argumentative board member:** Ask for main point, limit everyone to two rounds of comments before voting. Have a private conversation with the board member later.
- **Discouraging board member:** Harvest objections. Listen to understand. Honor the validity of doubts. Ask the member and the group to think of possible solutions.
- **Argument between two board members:** Reinforce established norms, require Chair recognition to speak.
- **Revisiting decisions:** Remind everyone of their commitment to support decisions that have already been made. If needed, have a private conversation with the board member to find out if they can in good faith live with the decision and move on.
 - ◆ If the decision was made some time ago, and a board member makes the case that new circumstances warrant reconsideration, consider calling for a vote on whether to revisit the decision.
- **Distractions** such as side conversations, cell phone use, etc.: Speak to the board member in private after the meeting and ask them to help you facilitate by minimizing distractions.

5.5 Exercise for Building Board Norms

This exercise will help your team develop a set of guiding principles or norms for working together.

Time:

The whole exercise should take 60-75 minutes depending on the size of your group.

Materials

- Flip chart pad
- Blue tape (if flip chart pad is not sticky-backed)
- Sticky dots (two colors)

Step 1: Tell a story about an effective team

(~20-30 minutes depending on size of groups)

- In the full group (up to 6 people) or small groups of 3-5 people each, each person tells a story about a time when she or he was part of a team that functioned really well – this could be in personal or professional life, at school, at church, etc.
- There should be a note taker for the full group and if smaller groups are formed, a note taker should be chosen in each group.
- Go beyond just naming the team.
 - ◆ Who was part of the team?
 - ◆ How did it feel to be on that team?
 - ◆ What exactly made the team stand out from other teams?

Step 2: Find your guiding principles

(~20-30 minutes)

- In the full group or small groups, list all the elements that made the teams great. Look for themes and commonalities that can be grouped together.
- If using small groups, bring everyone back to the full group and write down all the themes from the small groups – there will probably be a lot of overlap.
- You should end up with a list of about 8-10 elements of success that made the teams great.
- Ask the group “if our team did things this way, do you think we could be really successful?”
- Discuss any differences of opinion
- These are the headlines of your guiding principles.

Step 3: Make it real

(~20-30 minutes)

- Have each small group take one or two guiding principles and brainstorm the behaviors that would support that guiding principle and write them on a flip chart.
- Then have the teams rotate around the room to each team's flip chart and add to the lists.
- Finally, give everyone a set of sticky dots. Have them go around to each flip chart again, placing on color sticky dots on the behaviors that they believe are **most** important to living this theme. (2-3 dots per sheet).
 - ◆ You may also want to give people a different color dot they can use to indicate any behaviors that WON'T work for them. This can be particularly helpful in more diverse / multicultural groups.
- Rotate in the full group and talk about the top "vote getters." Ask if they feel satisfying to people.
 - ◆ If it seems like there is a contradiction between top vote getters and the "no" dots, discuss it in the group. Discussion ideas:
- Ask the group to think about why the stated behavior might not work (*Note - Do not specifically call out those who said something would not work, ask the whole group*).
- Ask the group if highlighting the other listed behaviors for that norm might work better for everyone. If so, focus on those.
- If not, ask for new ideas for this norm and keep going until you find some that work.
- Now we have our guiding principles and supporting behaviors to add to our charter (see sample attached).

Step 4: Create accountability

- Brainstorm how you will create accountability. How often will you review the guiding principles? How will you evaluate your own behaviors? Some ideas:
 - ◆ Ask people to sign the finished list of guiding principles and behaviors and post the signed document.
 - ◆ Read the norms aloud at the beginning of the meetings of this team.
 - ◆ Schedule a few times a year when a discussion of "how well are we living our norms" will be on the agenda.

5.6 Sample of Board Norms

Courtesy of Oregon School Boards Association

Focused Use of Meeting Time

- ◆ Start on time, use time wisely and end on time.
- ◆ Allow all members time to express themselves without feeling rushed by:
- ◆ Use the phrase, “I agree with _____” to avoid repetition of the same ideas and points.
- ◆ Balance board members’ speaking time.
- ◆ Be succinct to maintain opportunity for all to express themselves.
- ◆ Engage in meaningful discussion.
- ◆ Develop a system to provide updates regarding the work of district committees.
- ◆ Allow moments of silence between commentaries to provide time to consider information.

Orderly Procedure

- ◆ Effectively employ parliamentary procedure to facilitate a smooth meeting.
- ◆ Relegate input and comments from the public to the time allotted for public testimony to maintain equal opportunity to speak.

Consider Capacity and Resources

- ◆ Be cognizant of diminishing resources and time when requesting action from staff.
- ◆ Assess whether a majority of the board desires particular information from staff before making the request.

Thoughtful Deliberation and Conversation

- ◆ Actively listen to those sharing their points of view, to facilitate full understanding and the possibility of changing viewpoints.
- ◆ Vocalize what another individual’s statement has helped you learn or reconsider.
- ◆ Facilitate focused, open conversation.
- ◆ Refrain from deriding other individuals’ ideas. Strive to value all opinions.
- ◆ Avoid assigning “ownership” of a question, thought, or idea expressed by a single board member during a meeting to encourage open discussion and exploration of ideas and information.

5.7 A Tool for Building Accountability

When confusion arises over who is responsible for what and who gets to make what decisions, it can be helpful to use a model such as an RACI chart to eliminate confusion and answer the age-old project question, **Who's doing what?**

RACI definitions

A RACI chart is a simple matrix used to assign roles and responsibilities for each task, milestone, or decision on a project. RACI stands for **Responsible, Accountable, Consulted, Informed**. Each letter in the acronym represents a level of task responsibility.

- **Responsible:** This person does the work to complete the task. Every task needs at least one Responsible party, but it's okay to assign more.
- **Accountable:** This person gets to make the final decision or approval of the work. On some tasks, the Responsible party may also serve as the Accountable one. Just be sure you only have one Accountable person assigned to each task. On nonprofit boards, the Chair of a committee can often serve as the Accountable person, since they are the one to report to the board.
- **Consulted:** Every product or project is strengthened by review and consultation from more than one person. Consulted parties are typically the people who provide input based on either how it will impact their own work or their expertise.
- **Informed:** These people simply need to be kept in the loop on project progress, rather than roped into the details.

Here is a sample chart:

Project: Develop a new brochure		R	Responsible		
Date: November 2020		A	Accountable		
		C	Consulted		
		I	Informed		
	Jim* (Outreach Committee Chair, project lead)	Tina (Outreach Committee Member)	Maria (Board chair)	Cammy (Treasurer)	All other board members
Draft text	A, R	C	C	C	C
Choose photos	A	R	I	I	I
Get quotes, select a printer	A, R	I	I	C	
Work with graphic designer	A	R			
Finalize and print brochure	A	R	I	I	I

Jim is **Accountable** to the board as the Chair, so he makes sure everything gets done. Others are **Responsible** for different parts of the work. When money is involved, Cammy is **Consulted** as the Treasurer and Maria is **Informed**.

Section 6: Tools for Evaluating the Board

6.1 Board Assessment

For Board members to assess their performance as a Board of Directors as a whole.
How would you rate the Board as a whole, on the following roles and responsibilities?

	Great	Average	Needs Work
1. Attendance at board and committee meetings.			
2. Members complete assignments and come prepared to meetings.			
3. Establish and maintain committees that support board function.			
4. Behaving in accordance with the organization's mission, vision, values, and governing documents.			
5. Paying appropriate attention to finance, HR and legal compliance.			
6. Board meetings support organization goals, are well-planned, and have clear agendas.			
7. Board discussion is welcoming of different points of view, allows for deep discourse on important topics, and allows for adequate time to talk about the future.			
8. The lines of authority between board and staff or board and committees are clear and are followed.			
9. Trust and relationship building are tended to regularly.			
10. Board member recruitment is an active, intentional, and ongoing.			
11. Board members review performance of Executive Director annually and have a succession plan in place (if applicable).			
12. Board Chair and Executive Director meet regularly, work as a team, and communicate well with the rest of the Board (if applicable).			
TOTAL			

Adapted from the Nonprofit Association of Oregon

6.2 Board Member Self-Appraisal

Each board member receives a copy of this sheet, then places a number next to the statements below:

1= Never a problem 2 = Sometimes a problem
3 = Increasingly a problem 4 = A definite hindrance

___ I have a high level of commitment to and interest in our organization.

___ I am able to attend scheduled meetings.

___ I arrive on time for meetings.

___ My schedule is flexible enough to attend emergency sessions.

___ I review background material before meetings.

___ I participate actively on at least one committee.

___ I fulfill the commitments I have made for action in between meetings.

___ I work easily with other members of the board.

___ I work easily with the executive director/staff.

___ I am able to follow all the board norms

___ I keep an open mind on issues.

___ I make at least one positive contribution to each meeting.

___ I am able to discuss controversial topics effectively.

___ I speak positively about the organization in public

___ I make an effort to connect the organization to people I know

Discuss the results as a group. You don't need to "hand in" the sheets, just talk with each other about what you learned and how you would like to grow in the next year. If you wrote multiple 3's and 4's on your sheet, think about solutions. Is it time to fix some issues on the board, personally recommit, or find other ways to serve?

Section 7: Sample Contents for a Board Manual

1. Bylaws
2. Articles of incorporation
3. Program descriptions
4. Strategic plan
5. Annual report
6. Current budget
7. Latest financial statements
8. Results of last audit (if applicable)
9. Copies of minutes for the previous year
10. List of board members and their contact information
11. Director and officer job descriptions
12. Committee charters
13. Lists of committee assignments
14. Any agreements you have made together such as board norms, values, operating principles, etc.
15. Important policies (See list in section 1.4)

Tips:

- Keep the manual online in a Google folder, Dropbox, etc. and update documents regularly.
- Assign responsibility for maintaining the manual. It may be easiest for the Secretary, who keeps most of these documents up to date.

Section 8: More Tools and Exercises for Boards

8.1 General Evaluation and Overview of Responsibilities

Time: At least 30 minutes, preferably at least one hour

Instructions:

1. Have each person complete:
 - The Governance and Management Worksheet #1.3, Pages 7+8
And / or
 - The evaluation forms on pages 47 and 48

2. *Discuss:*
 - What's going well?
 - What's not going as well?
 - In terms of the responsibilities listed in the Handbook, where do you think your board needs most attention or development?
 - Which Board Development tasks are the highest priority for your Club?
 - Which committee or individuals should help the board focus on that development or those needs?

8.2 Exercise: Governance vs Management Roles

Time: 20-30 minutes

Instructions:

1. Have each participant respond to this question:
 - Which of these are governance roles that must be done by the board?
 - Leading a fundraising event
 - Writing a thank you letter to a donor
 - Deciding on fundraising strategy
 - Setting the annual budget
 - Sending an e-newsletter
 - Leading a trail project
 - Leading the trail program
 - Leading a fundraising event
 - Writing a thank you letter to a donor
 - Deciding on fundraising strategy
2. Discuss the results.
 - Are there any differences of opinion?
 - What rationale do folks have for the way they answered?
 - Is there a way we have thought of these ideas, and a new way of thinking?
 - What would change if we thought of things differently?

8.3 Exercise: Understanding Board Authority

Time: 20 minutes

Instructions:

1. Have each participant read the scenario:

The board authorizes a Special Event Team to work on a fundraising event. The Team is led by a volunteer who is not a board member. The board chair signs up to volunteer at the event. The board chair arrives and sees some red flags in how the event is organized.

2. Discussion:

- What should the board chair do and why?
- What are the consequences of the board chair's actions?
- What are the consequences if he or she does not act at all?
- What systems or structures could help guide the people in this scenario?

8.4 Discussion: Delegation

Time: 40-60 minutes

Instructions:

1. Have each participant complete the Board Structure Worksheet #2.9 on Page 22
2. Discuss:
 - Where is delegation working well in your group?
 - What are the sticky wickets?

8.5 Exercise: Building new leadership

Time: 60 minutes

Instructions:

1. Set up stations with these questions on flip chart sheets, or use the google slides provided by ATC.

Station #1. Recruit Younger and More Diverse Leadership: What Ideas Do We Have?

Station #2. Mentor New Leaders: What Ideas Do We Have?

Station #3. Recruit volunteers already skilled at leadership/ management: What are some (non-trail) tasks, projects, and committees that could attract this kind of leadership?

Tasks	Projects	Committees

2. Split your board into three small groups (or do the exercises one at a time all together)
3. Assign each group to one of the topics below.
4. Each group choose someone to take notes into the slides or on the flip chart paper.
5. Discuss the questions.
6. After about 10 minutes, groups rotate to the next question.
7. Repeat until each group has answered each question.
8. Debrief each question. Some sample discussion questions:
 - What's new here?
 - Which ideas make you feel excited?
 - Which ideas would be easiest to implement?
 - Which should we do first?
 - Who can take on one of these ideas?

8.6 Exercises: Board culture

Time: 30 minutes

Instructions:

1. Each person writes on index cards, sticky notes, or in zoom chat or google slides:
 - *Two or three words for how it feels to be part of the board*
2. Look at all the words
3. Discuss:
 - What are some of the themes that emerge from the words you wrote?
 - Which of these would you like to celebrate?
 - Which would you like to shift and why?
 - **Hint - sometimes you might want to both celebrate and shift...*
 - What ideas do you have for helping your board culture evolve?

Time: 30-60 minutes

Instructions:

1. Write on your own:
 - What are your hopes for your club into the future?
 - What do you want your legacy to be?
 - Imagine your last day on the board. How do you hope to feel?
 - What do you need to do to make these things real?
2. Share in groups of three, with each person just listening to one another read their answers
3. Discuss in the full group:
 - What themes came up in your conversations?
 - Is there anything we can do collectively as a club to make sure each individual's legacy feels right to them?

8.7 Gathering Information from Members or Constituents

Whether you want members to become more involved or you want feedback on your plans, here are a few methods for engaging members and other stakeholders so you can learn from them:

<i>Method and description</i>	<i>When to use</i>
Community kiosks, physical and online bulletin boards, and comment boxes. The most passive way to gather input, these also have the potential to be seen by lots of people (at least, the people who frequent the online sites where digital bullet boards are made available, or the physical locations where comment boxes or community kiosks are installed). It's important to consider the desired constituencies and where they spend their time. In communities where multiple languages are spoken, posting information in the most common languages or using a pictorial approach may improve response rates. Use forms, index cards, etc.	When there is a physical location where your community will see the info
Questionnaires and surveys. A survey can be printed in hard copy or sent electronically. There are off-the-shelf online survey tools. In designing survey questions, it's important to avoid "leading" questions that are phrased in a way that suggests a particular answer. "Closed" questions, with responses such as "yes/no/maybe" or rating scales ("from 1 to 4, how important is x?") are easy to quantify even with very large data sets. "Open-ended" questions that invite comment in response provide rich information but take longer to analyze, particularly if there are many respondents. The more respondents, the more data reflects "group wisdom" rather than the ideas of a few.	Surveys are good for quantitative data research and for reaching a broad constituency. An electronic survey is inexpensive
Town hall meetings. These are large-format meetings that require a big comfortable space. They can be managed with a combination of small-group work in teams or at tables with facilitation support. Making the meeting dynamic – such as by rotating small groups to different table or flipchart or poster-paper "stations" around the room, where they can respond to various issues or questions – helps keep participants engaged.	Optimal when the goal is a combination of information-sharing and information-gathering.
Listening sessions or focus groups. Small-group interviews ("focus groups" for short) are structured discussions with a small group (8 to 12 is ideal) of carefully selected participants. The focus group is directed by a moderator using a detailed topic guide. The moderator can be someone from your club or a neutral person. Focus groups are designed to elicit qualitative information: <i>how</i> people think about things and <i>why</i> they do what they do.	Getting detailed feedback from more people, but they may not be as candid
Interviews. Individual conversations have the potential to yield the richest information. They also require the more significant investment of resources relative to the return.	You want detailed, candid feedback, and you have time/resources