



**Leadership Certificate  
for  
Nonprofit Board Chairs**

*A Three-Part Webinar Series*

**Week Two ~ Spring 2015**

**W**elcome back! We hope you found last week’s materials helpful. Each week we provide a focused selection of supplemental resources to complement the live webinar.

*Please use the materials in whichever way most benefits you.* All that we are asking of participants each week is that you set aside some time to review the materials and give some thought to the reflection questions at the end. None of the worksheets or other templates will be collected from participants; they are designed exclusively for your use.

Please, do not hesitate to give us feedback on these materials as we move forward throughout the class. We want to make continuous improvements so that this course can best serve you, your board, and future participants to come.

Sincerely,  
Andy Davis, Director of Training

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## SAMPLE MATRIX

Current Board Members	BdMb1	BdMb2	BdMb3	BdMb4	% of Current Members	% including prospective members
<b>End of Term</b>	12/1/2016	12/1/2016	12/1/2016	12/1/2017		
<b>Eligible for 2nd Term</b>	n	n	n	y		
<b>Demographics</b>						
Male***		X	X		3	33%
Female	X			X	3	33%
African American/Black***					4	44%
Asian/Pacific Islander					5	56%
Caucasian	X	X	X	X	0	0%
Hispanic/Latino***					1	11%
Native American/Indian					8	89%
LGBT (if unknown, not entered)					0	0%
<b>Subject Matter Expertise</b>						
Scientific Research	X				22%	18%
Science Education	X				33%	36%
Professional Development	X	X	X	X	78%	82%
<b>Oversight Expertise</b>						
Financial Expertise - general financial management		X	X		44%	36%
Financial Expertise - investment management			X		22%	18%
Legal expertise					0%	9%
Human resources		X	X		22%	27%
<b>Other Expertise</b>						
Government Relations/Advocacy					0%	9%
Marketing, public relations					11%	9%
Technology					11%	9%

## BOARD ORIENTATION CHART

Information	Issues	Presentation Options
<b>About the Organization</b>		
Program	Offer new board members a feel for the work of the organization—What it does, whom it serves, what difference it makes—to get them emotionally and intellectually connected and motivated.	<ul style="list-style-type: none"> <li>▪ Tour of facilities</li> <li>▪ Observation of/participation in program activities</li> <li>▪ Presentation by client, member, or program participant</li> <li>▪ Video, slides, film presentation</li> <li>▪ Verbal presentations</li> <li>▪ Written materials</li> </ul>
Finances	Help new board members become informed about where money comes from, how it is spent, and the state of the organization’s financial health.	<ul style="list-style-type: none"> <li>▪ Presentation by chief executive, chief financial officer, or treasurer</li> <li>▪ Background materials (most recent audit, budget, financials), graphically presented, if possible</li> </ul>
History	Provide sufficient knowledge about the past so that the present makes sense. Also, help them see their own participation as part of the organization’s ongoing story.	<ul style="list-style-type: none"> <li>▪ Stories told by “old timers”</li> <li>▪ Pictures</li> <li>▪ Written materials</li> </ul>
Strategic Direction	Present a framework for new members to participate effectively. Clarify the mission, vision, organizational values, and goals that inform organizational actions.	<ul style="list-style-type: none"> <li>▪ Presentation/discussion led by the chief executive or board chair</li> <li>▪ Copy of strategic plan (or other documents, especially mission statement, if no plan is available)</li> </ul>
Organizational Structure	Help new board members understand who does what and what the lines of accountability are.	<ul style="list-style-type: none"> <li>▪ Copy of the bylaws, IRS Determination Letter</li> <li>▪ Organizational chart</li> <li>▪ Introductions to key staff members</li> </ul>
<b>About the Board</b>		
Board Roles	Assure that new members understand the roles of the board.	<ul style="list-style-type: none"> <li>▪ Presentation/discussion, preferably with the whole board involved</li> <li>▪ Written materials</li> </ul>
Board Member Responsibilities	Assure that new board members understand their own responsibilities as board members.	<ul style="list-style-type: none"> <li>▪ Presentation/discussion</li> <li>▪ Signed agreement (job description), including conflict of interest and ethical statements</li> </ul>
Board Operations	Help new board members understand how the board operates so that they may participate effectively.	<ul style="list-style-type: none"> <li>▪ Board manual</li> <li>▪ Board mentors</li> <li>▪ Committee lists, with committee charges and member lists</li> <li>▪ Meeting schedule</li> </ul>
Board Members	Facilitate new board member integration with the other members.	<ul style="list-style-type: none"> <li>▪ List of board members</li> <li>▪ Board member biographical data</li> <li>▪ Time set aside for social interaction</li> </ul>

## BOARD MEMBER ALLEGIANCE

As a Board Member, I agree that supporting the core values of ABC Nonprofit is the starting point to undertaking board responsibilities. As members of this governing body it is important that we individually and collectively understand the unique value of ABC Nonprofit. ABC Nonprofit exists to catalyze action and social engagement in support of our vision. We seek to create a social movement promoting health and well-being everywhere people live, learn, work, and play. We want to find new ways to solve perennial problems of health and well-being, encourage people to make healthy choices, and create a social and physical environment that advances healthy living and well-being.

1) ABC Nonprofit will serve as a bridge across all societal sectors to achieve widespread participation. We recognize that to create a social, economic, and physical environment conducive to good health, all sectors must think about the health implications of what they do so that our public policies, schools, work environments, and the communities we live in promote healthier, sustainable practices for our health and well-being.

2) ABC Nonprofit will be a learning community engaging multiple sectors of thought leadership including individuals from public health, academia, private and nonprofit organizations, to encourage opportunities for debate, dialogue, policy and innovation. We will continuously test our experience and transform that experience into knowledge that is accessible to all. We will build a living knowledge base about what works to create the healthiest nation.

3) ABC Nonprofit will connect ideas and action and be a place where individuals, families, businesses, governments and communities can find collaborations and partnerships, resources, and public health expertise to foster innovative action, pilot ideas, and increase public awareness that enhances, reinforces and advances one another to promote health and well-being.

We will be guided by science and experience while encouraging creativity and innovation to energize this movement through all means of connection and communication. We will seek to replicate what works and evaluate our ideas, actions, connections and engagement. Our bias will be for action, building on what we know and what can be discovered.

As Board Members, we understand that ABC Nonprofit will adapt and change as the organization begins to unleash the creativity and imagination of the public. Therefore in defining our governing responsibilities we must be nimble and consistently innovative and creative so that ABC Nonprofit can reach broad segments of the population in multiple and meaningful ways. As a board member, I agree to model this behavior and follow the guidelines below.

Each board member of ABC Nonprofit will:

### Section 1: Understanding the Vision and Core Purpose of ABC Nonprofit and my role as a ABC Nonprofit Ambassador

1. Understand the vision and core purpose, uphold the values and set the strategic direction of ABC Nonprofit.
2. Model the behaviors articulated by ABC Nonprofit and work to establish the importance of being healthy in my workplace, community, and in my affiliations.
3. Solicit the opinions of thought leaders to engage the public, government, industry and the health sector.
4. Understand that success requires broad based social engagement of all people, organizations, and others and that Board members will use their role as Ambassadors to spread this message and to listen to others throughout the stakeholder community, working to actively promote and enhance the vision and strategic direction.
5. Understand the immediate and long term needs of ABC Nonprofit to spawn a movement; ensuring that the organization is looking forward with insight to identify strategic opportunities and to be supportive of ongoing change while guiding the work of ABC Nonprofit.

### Section 2: Board Leadership Responsibilities

6. Ensure that ABC Nonprofit fosters collaboration and exchange of ideas and information.
7. Conduct the business of the board with transparency and independent-mindedness in support of the vision.
8. Determine, examine and strengthen ABC Nonprofit's strategic priorities and monitor performance goals consistent with the vision of the organization.
9. Develop and maintain a board member skills matrix and help recruit new board members consistent with the needs of the organization.
10. Attend meetings, participate free of personal interest and engage in robust discussion using both advocacy and inquiry.
11. Serve on at least one committee.
12. Provide oversight for the fiduciary, investment, audit, risk management and legal duties of the organization.
13. Ensure adequate financial resources for ABC Nonprofit to fulfill its vision by actively participating in revenue generation and working in partnership with the Management Team to achieve the revenue generation goals.
14. Authorize the annual operating, development, and capital budgets of ABC Nonprofit as developed and recommended by the Management team.

- 15. Demonstrate board leadership by making a commitment to provide some or all of the following: talent, expertise, resources and/or a leadership gift within our means.
- 16. Conduct the business of ABC Nonprofit in accordance with its Ethical Policy and Code of Conduct.

Section 3: Continue to Assess and Learn

- 17. Act in constructive partnership with and support the CEO and be responsible for the annual assessment, compensation, development and succession planning for the Chief Executive Officer. With respect to all key senior management ensure the compensation is fair and reasonable.
- 18. Ensure the effectiveness of governance by assessing board performance and individual board member performance on an annual basis so that the board performs at the highest levels of good governance.
- 19. Continue to learn how to serve the organization in the most productive and effective manner.
- 20. Make and adopt such rules and regulations for its governance and for the good of the ABC Nonprofit consistent with the Charter and the By-Laws.
- 21. Have all the powers and privileges granted to Directors of non-profit corporations by the laws of the District of Columbia.

Signature of Board Member

Date:

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# Working at the Boundary

By: Richard P. Chait Ph.D., William P. Ryan Ph.D., Barbara E. Taylor

If we wanted to create an environment hostile to generative thinking, the typical boardroom would be a good start. It isolates board members from cues and clues, features only information already framed, makes debate about the frames off limits, and discourages encounters with outsiders that inspire generative thinking. In contrast, we expect successful leaders to leave the executive suite. The literature on leadership regularly recounts how, for instance, CEOs gain powerful insights from open forums with hourly workers, chance encounters with customers, or visits abroad to companies in their industry. This way of learning and leading has even earned its own acronym: MBWA, management by wandering around.

Of course, for most nonprofit executives, governing by wandering around would be a waking nightmare, with board members on self-chartered expeditions randomly inspecting the quality of facilities, the accuracy of data, or the competency of staff. A far better approach for executives, board members, and generative governing has boards starting and ending in the boardroom, but also working at two boundaries: at the internal border between the board and the organization, and at the external one between the board and the wider environment.

## Working at the Internal Boundary

Work at the internal boundary gives board members unfiltered access to the organizational stimuli that provoke generative thinking. Because the aim is to increase exposure to cues and clues (and not enforce adherence with strategies and policies), board members need no checklist. The objective is not to focus on selected issues, but to see what comes into focus, much as one might meander through a city or countryside to learn more about a foreign culture. It's important to observe and to converse; it's also useful to deviate, now and then, from the routes designated by travel guides.

There are countless ways for board members to do this work: Attend routine occasions such as orientations at a college or tours at a museum; volunteer as tutors or mentors at a social-service organization; talk with staff over cafeteria lunches or at special events about what they find fulfilling at work. And when an important governing decision is at hand, board members can engage in more formal consultations as well. But in general, the harder it is for board members to explain what they are looking for, the better the chances that encounters along the boundary will enable generative thinking. The goal is exposure, not inspection.

Because it ultimately enables group decision making, board members should do boundary work in groups. In Type III deliberations, board members generate different insights and discern different patterns by reflecting collectively on shared experiences. Discussions enable the interplay of different impressions, frames, and perspectives, which then moves boards from shared experience to shared meaning and, ultimately, to a commitment to act on that shared meaning. Because that sequence of events has such consequence, board work at the boundary should include the CEO and other staff. To do so underscores that this is collaborative, not evaluative, work. More important, it equips executives as well as boards to do generative deliberation together.

Even so, many executives are likely to worry about board members on the loose along the organization's internal boundary. Among other apprehensions, CEOs fear board members will send or receive the wrong message, make inappropriate promises or threats, proffer dangerous ideas based on random observations, or mistake gossip for gospel. But CEOs run a far bigger risk by confining board members to the boardroom.



Deprived of shared experiences with staff, and blind to the organization's culture, boards will still try to make sense of the organization. In the absence of other ways to see things, board members will, naturally enough, resort to the frames of their own profession. (This is why some implore staff to "run this place like a business" and others urge executives to "think like a lawyer," and why CEOs become exasperated as a result.) Such a collection of imported frames can sometimes enrich an organization's perspective. But sense-making also needs to start at home, with board members and executives converting shared experiences into shared meaning.

Many board members (and CEOs) will find this proposal for internal boundary work impractical, if not inconceivable. Who has the time? What is the purpose? If we can't trust our CEO to keep us informed, why not get a new one? Yet this is exactly how most board members prepare for any important decision in real life. It's why they use MBWA at work, walk the factory floor, keep a thumb on the organization's pulse, kick the tires on major purchases, or linger at their children's schools and summer camps. While time at the boundary, especially without tightly programmed activity, may seem unproductive, it is, in fact, integral to responsible decision making. As Yogi Berra commented, "You can observe a lot just by watching."

### **Working at the External Boundary**

At the external boundary, boards should not be so overwhelmed by the onrush of cues and clues as to overlook generative occasions and alternative frames.

As guardians of the mission that informs strategy, and as keepers of the strategy that guides operations, boards typically preserve the organization's frames rather than search for new ones. But when boards cling to old frames, they close their organizations to new purposes, possibilities, and pathways. And unless they can consider their current goals and purposes through new frames or in contrast to alternative goals, boards really have no way of judging them. They end up myopic.

For board members, meeting with other boards can be a good point of departure for external boundary work and a good opportunity for a generative occasion. The agenda might center around common concerns: e.g., increased commercialization or changes in government policy. Boards can also discuss trusteeship, for example: What have we learned about leadership transition, critical success factors of a strategic plan, or capital campaigns? Some board members may fear that these exchanges will only heighten the frustrations they feel in their own boardroom. One board is trouble enough. Why ask for more? But that frustration often arises when board members are quarantined from conversations with peers that would trigger interesting and consequential deliberation. Exchanges across external boundaries are more likely to ease rather than compound the frustration.

Boards need not meet only with other boards. University trustees could meet with the CEOs of companies that employ the lion's share of the school's graduates or with the superintendents of feeder school districts. Hospital trustees could meet with third-party payers or with agencies that rate or accredit health care facilities. Board members could meet with influential funders or collaborators to learn how external stakeholders see the larger environment. After these discussions, board members are virtually compelled to ask each other a generative question: "What do you make of this?" As zoologist Louis Agassiz once remarked, "Fish never discover water." Thus, external boundary work provides not only exposure to new alternative frames like the examples above, but also new occasions for generative deliberation.

Internal and external boundary work is preparation for governing, not governing per se. As a result, boards should not try to bleed grand generative breakthroughs - with profound implications for mission, strategy, and problem solving -- out of every journey to the boundary. Working and learning at the boundary may be one of

the best uses of down time and one of the best ways to prepare for important decisions, some not yet even visible on the horizon. Just-in-time inventory may be efficient; just-in-time knowledge is dangerous.

## **SIDEBAR**

### **Boards at the Boundaries**

**External boundaries.** The board of a 50-year-old social service agency in Florida was inclined to reclaim the organization's long-abandoned heritage as a community organizer and simultaneously de-emphasize clinical therapy as a strategic priority. The board conducted a series of site visits to organizations in the Northeast and Midwest that had followed a similar course. Three learning groups of trustees and staff visited three sites, talked to families served by the agency, had lengthy dinners with trustees of the host organizations, and conferred with agency executives to understand the challenges the new approach presented with respect to finances, government contracts, program evaluation, and professional personnel. The trustees returned home, more committed to the new approach, wiser about the questions to ask, the problems to anticipate, and the clues to watch.

**Internal boundaries.** On the eve of the next five-year strategic planning process, and at the president's suggestion, the board and the department chairs at a prestigious independent college convened for a retreat. In order to better understand each other's perspective, both groups first met separately to answer questions about the other. The faculty was asked:

1. What's the principal reason trustees agree to serve on the board?
2. What's most rewarding and most challenging about being a trustee here?
3. If you could change one thing about the board, what would it be?
4. How could the board help you be more effective?

The trustees were asked parallel questions about the faculty. After an hour, the groups discussed the responses and learned what each did and did not understand about the other. Later, mixed groups of trustees and faculty defined the key elements of a successful education at the college from an assigned perspective (e.g., as students, faculty, parents, alumni). With enriched perspectives, trustees (and faculty) were more astute sense makers - as demonstrated the next day, when mixed groups were asked to identify the most important questions that need to be addressed to ensure the institution's academic excellence. The exercise produced one of the most critical outcomes of sense making and one of the most important contributions trustees can make: better questions than ever.

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**What items would you like to see on a future meeting agenda?**

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**Please share any additional comments:**

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## **REFLECTION**

The reflection questions below are for your personal use only. They will not be collected by course presenters or facilitators. You may want to set aside time each week to reflect and jot down questions, action steps, or notes that can benefit your “real-time” webinar experience.

1. How does the board cultivate potential board members?
2. How can the onboarding process be enriched?
3. What merits time on your meeting agendas? What doesn't?
4. Does the board enlist information from outside the organization, such as articles, research, reports, or feedback from external experts or stakeholders on issues that require additional expertise?
5. What are some opportunities for your board to engage in work at the boundaries?