

Leadership Certificate for Nonprofit Executives

Week 2: Structuring the Work
of the Board

BoardSource®

Your Team



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Certificate for Nonprofit Chief Executives Webinar Series Resources

Week 1

For content related questions please contact the BoardSource Knowledge Center: webinarquestions@boardsource.org.

- [This week's slides \(PDF\)](#)
- [This week's recording](#)

Recommended reading

- [Week 1 Reader](#)

Optional reading

- **Topic Papers**

- [Board Dynamics and Processes – FAQ](#)
- [Boards that Micromanage](#)
- [Chief Executive Job Description](#)
- [Chief Executive Performance Evaluation](#)

- **Publications**

- [Ten Basic Responsibilities of Nonprofit Boards](#)
- [ePolicy Sampler – Chief Executive \(Word Doc\)](#)
- [ePolicy Sampler – Communications \(Word Doc\)](#)
- [ePolicy Sampler – Mission-Related Issues \(Word Doc\)](#)

This is your private, unique online portal for the series.

Have questions?

Contact Andy Davis, Director of Training, BoardSource at andy.davis@boardsource.org

Series Schedule: Progress-to-Date

SESSION 1 Thursday, March 9

- Constructive Partnership

SESSION 2 Thursday, March 16

- Structuring the Work of the Board

SESSION 3 Thursday, March 23

- Supporting and Evaluating Board Performance

About the Series: Objectives

SESSION OBJECTIVES

1. **Define “constructive partnership”** and name at least one strategy or tool that can help facilitate a balance in roles and responsibilities between the board and the Chief Executive.
2. **List at least three of five areas** in which the Chief Executive and the Board Chair have the opportunity to **positively structure the board’s work**.
3. **Describe the Chief Executive’s role in developing future board leadership** and identify 1-2 ways to do so.

Chat: Your Take-Aways

What have you decided to do as a result of the material covered in week one?

Discussed in Week 1

1. Exceptional boards govern in ***constructive partnership*** with the CEO, becoming allies together in pursuit of the mission, and building a relationship based on trust and forthrightness.
2. CEOs can encourage a constructive partnership with their boards – starting with the Board Chair – by cultivating relationships, evaluating strategies to inform the board, and facilitating a balance in roles and responsibilities.



Week Two Agenda

Structure the Work of the Board

I. Board Recruitment and Composition

II. Board Committees

III. Meetings

IV. Ensuring Financial Stability

I. Board Recruitment and Composition



Board Recruitment and Composition

LWI Data 2014

- Only 73% of chief executives agree that they have the right board members.
- More than two-thirds of boards are self-perpetuating
 - 70% of boards elect new board members
 - 10% are elected by the organization's members, chapters, or a house of delegates
 - 19% have a combination of board-elected and member-elected board members
- Recruiting board members is getting harder. 58% of chief executives say it is difficult to find people to serve on the board, compared to 44% in 2012.

Why It Matters

- Having the right board members is a major determinant of effective board performance.
- Boards need to take responsibility for the cultivation and recruitment process to ensure it yields the caliber of board members needed.
- *Board recruitment should be a continuous and deliberate activity of the full board, led by a governance committee that is responsible for ensuring that the board has the right people, structure, guidelines, and resources.*

Poll

As CEO, what is your role in board recruitment?:

- a) I actively seek candidates
- b) I work with the governance/nominating committee
- c) I speak/meet with board candidates
- d) I help identify gaps and priorities for recruitment
- e) All of the above



The Chief Executive's Roles in Recruitment

- Spot talent
- Develop relationships
- Share short- and long-term strategic objectives



BoardSource Board Recruitment Center

Help Board Candidates Find You

In addition to searching for candidates, you can also help individuals searching for board service opportunities find you by posting your openings on a job board.

Craft Your Board Member Posting

For an impactful posting, include the following:

1. A brief description of your organization and its mission
2. The profiles you are looking to fill (skills, areas of expertise, backgrounds, etc., from your board matrix)
3. The board member job description
4. The application process and deadlines (what do they need to submit, how, and by when?)

[View a sample board member job posting ›](#)

Once you have developed your board member job posting, it is time to post your position!

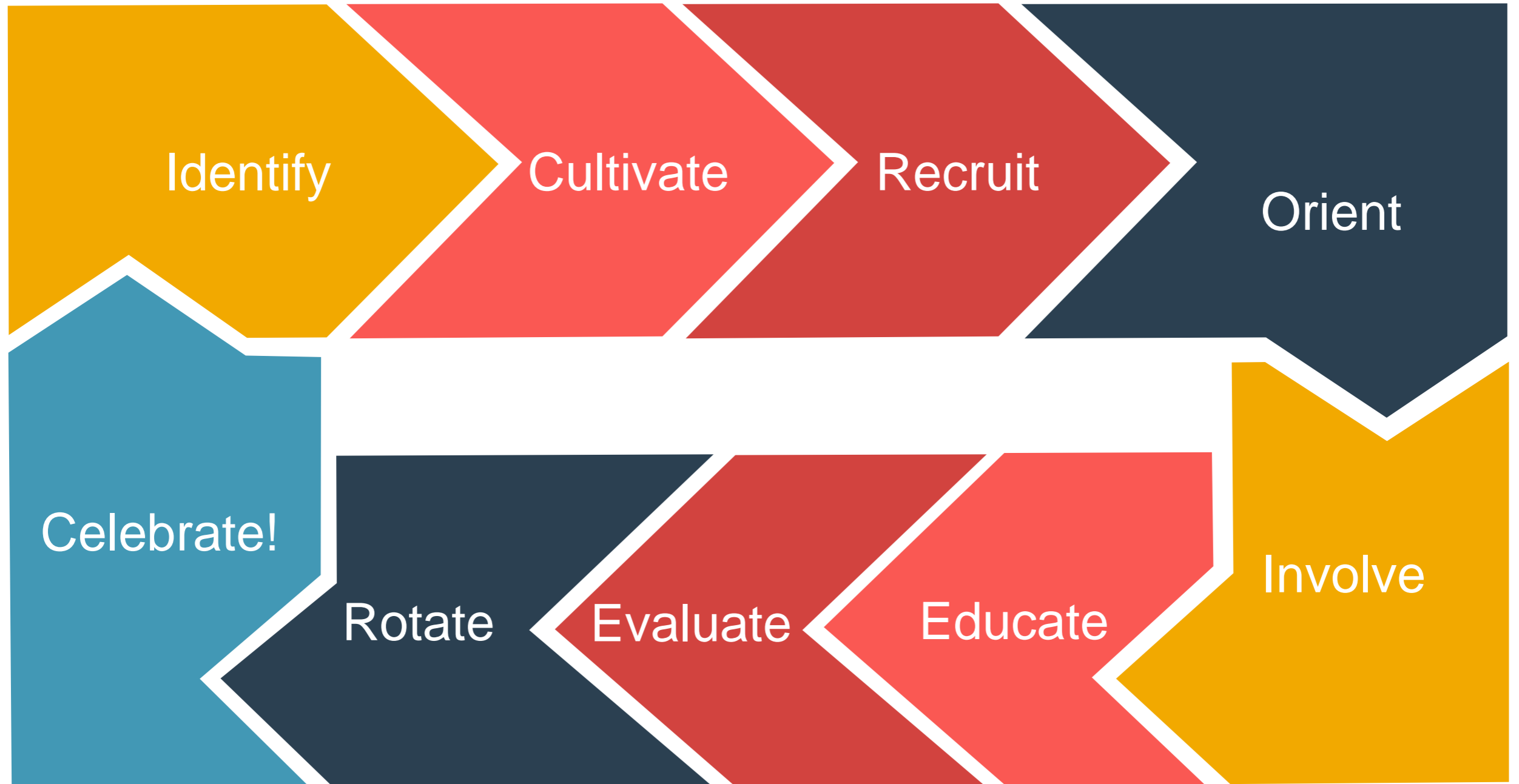
Post Your Position For Free*

BoardSource is thrilled to partner with LinkedIn to offer BoardSource members the opportunity to post their board openings free of charge on LinkedIn. [Learn more and access your free* LinkedIn board posting.](#)

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*The Board Recruitment Center
was developed with generous
support from the Deerbrook
Charitable Trust.*

The Board Building Cycle



Board Matrix

BOARD RECRUITMENT MATRIX

This matrix can be adapted to assist your organization's recruitment efforts by assessing your current board composition and identifying opportunities to diversify and/or expand your board.

Every organization is different. Use the table below to help distinguish the skills and strengths you need from board members depending on your organization's stage of development, community served, and other circumstances.

In considering board building, an organization is legally obligated to follow its bylaws, which may include specific criteria on board size, structure, and composition. Keep in mind that your organization's bylaws may need to be updated to incorporate and acknowledge changes in the environment and community that have made board structure changes necessary or desirable.

AREAS OF EXPERTISE/LEADERSHIP QUALITIES	NUMBER OF CURRENT MEMBERS	NUMBER OF PROSPECTIVE MEMBERS
Administration/Management		
Early-stage organizations/start-ups		
Financial oversight		
Fundraising		
Government		
Investment management		
Law		
Leadership skills/motivator		
Marketing, public relations		
Human resources		
Strategic planning		
Physical plant (architect, engineer)		
Real estate		
Understanding of community needs		
Technology		
Other		

This tool can be downloaded at: <https://boardsource.org/wp-content/uploads/2017/01/Recruitment-Matrix.pdf>

II. Board Committees



Chat:

- **How many standing committees do you have?**
- **What do you expect is the *average* number of standing committees for nonprofits?**



Committees

LWI Data

Over the past 30 years, board committee structures have been streamlined. (average of 6.6 committees in 1994 and 4.8 committees in 2014). Larger organizations and associations have more committees (5.6 and 6.0 respectively).

The most common committees are:

- Finance
- Executive
- Governance
- Development

Overall, 78% of boards have written job descriptions for committees.

Why It Matters

The standing committee structure should be lean and complemented by the use of task forces.

Committees can play a vital role in engaging subject matter experts and community members in the work of the organization, but they also can be a source of distraction and/or confusion if they replicate the work of the staff or draw the board into operational matters at the expense of strategic thinking.

Guiding Principle



Types of Committees

Staff

Organizational Committees

Work closely with staff on current programming design and execution

Board of Directors

Standing Committees

Task Forces

Advisory Councils

The finance committee anticipates financial problems and drafts fiscal policies.

Organization XYZ established a short-term bylaws task force to investigate if any changes or updates should be made to the bylaws.

Housing Shelter XYZ relies on its residents' advisory council to surface new ideas for future programming and services.

Chief Executive Roles in Committee Structure

- Ensure committee charges, objectives and work plans
- Ensure the chair provides orientation
- Provide ongoing support to committee chairs



Tool: Sample Committee Charge(s)

Governance Committee Job Description

The governance committee is commissioned by and responsible to XYZ board to ensure board effectiveness, maximum participation, and performance, to recommend new board members in a timely fashion; to ensure board policies are being observed; to implement board development and growth opportunities throughout the year, to ensure all board members receive orientation; and to annually recommend a slate of officers to the board for approval.

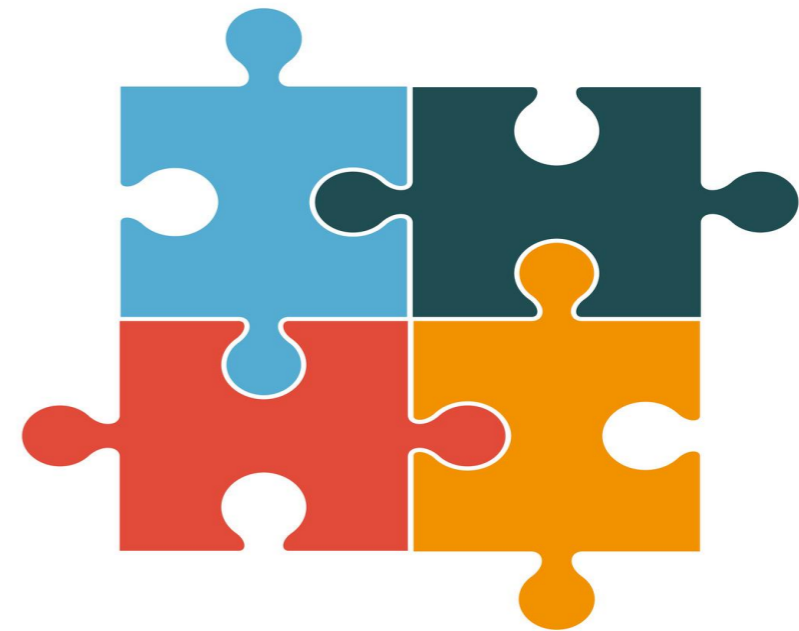
Sample #1

This short sample clearly defines the committee's purpose as recruiting and educating board members. (From the E-Policy Sampler, BoardSource)

Chat:

Do you have an executive committee?:

- Yes
- No
- NA/Other



For more information, visit [BoardSource Recommended Governance Practices, Leading Practice 14](#)

III. Meetings



Chat:

- **How often does your board meet?**
- **Do you feel as though your board meets (a) too often (b) not often enough (c) the right amount?**



Meetings: Leading With Intent



What We Found:

- Half of nonprofit boards meet 6 or fewer times per year.
- 52% of boards meet every other month or less
- 16% meet between 7 and 9
- 33% meet almost monthly

- 78% of boards meet for 2.5 hours or less

Why It Matters:

- Boards must meet often enough to ensure they are fulfilling their fiduciary responsibilities without compromising their efficiency.

- While state laws usually require boards to meet at least once a year, one meeting is insufficient for boards to address all the issues needing their attention.

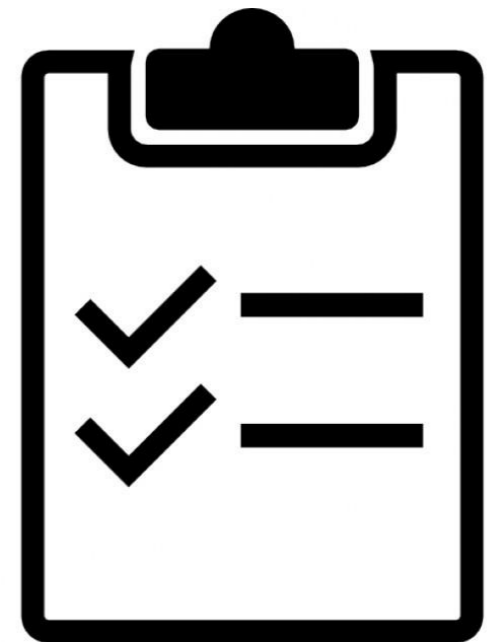
Effective Meetings



- Board chair and chief executive set the agenda
- Informally assess board meetings, attendance and participation
- Establish a Governance Committee

Board Meeting Evaluation

- The agenda was clear
- Board members were prepared to discuss materials
- Reports were clear and contained needed information
- We focused on strategically important issues
- A diversity of opinions was expressed
- Issues were dealt with in a respectful manner
- The chair guided the meeting effectively



Strategic Thinking

Responsible Boards x The Source of Power = Exceptional Boards

- Set direction
- Establish and review strategic plans
- Monitor performance against plans

- Considerable time spent on consequential issues
- Constant strategic thinking
- Joint board-staff efforts to frame and explore issue
- Alignment of agendas, CEO's goals, priorities

- Become a strategic asset, source of leadership
- Sharpen direction, address difficult issues, identify opportunities
- Generate solutions that are understood and supported

Meet Smarter

Planning and Preparation

- Annual board meeting calendar
- Pre-reading materials and reports
- Consent agenda
- Dashboards
- Experts, guests, facilitators



In the Boardroom

- Pairs, triads, small groups
- Loyal opposition, devil's advocates
- Foster boards' ability to seek more information, question assumptions, and challenge conclusions
- Draw on multiple sources of information and perspectives
- All voices are heard

Consent Agenda

Written set of proposals that requires board action but not discussion/debate (e.g., minutes, dates of meetings).



Executive Sessions

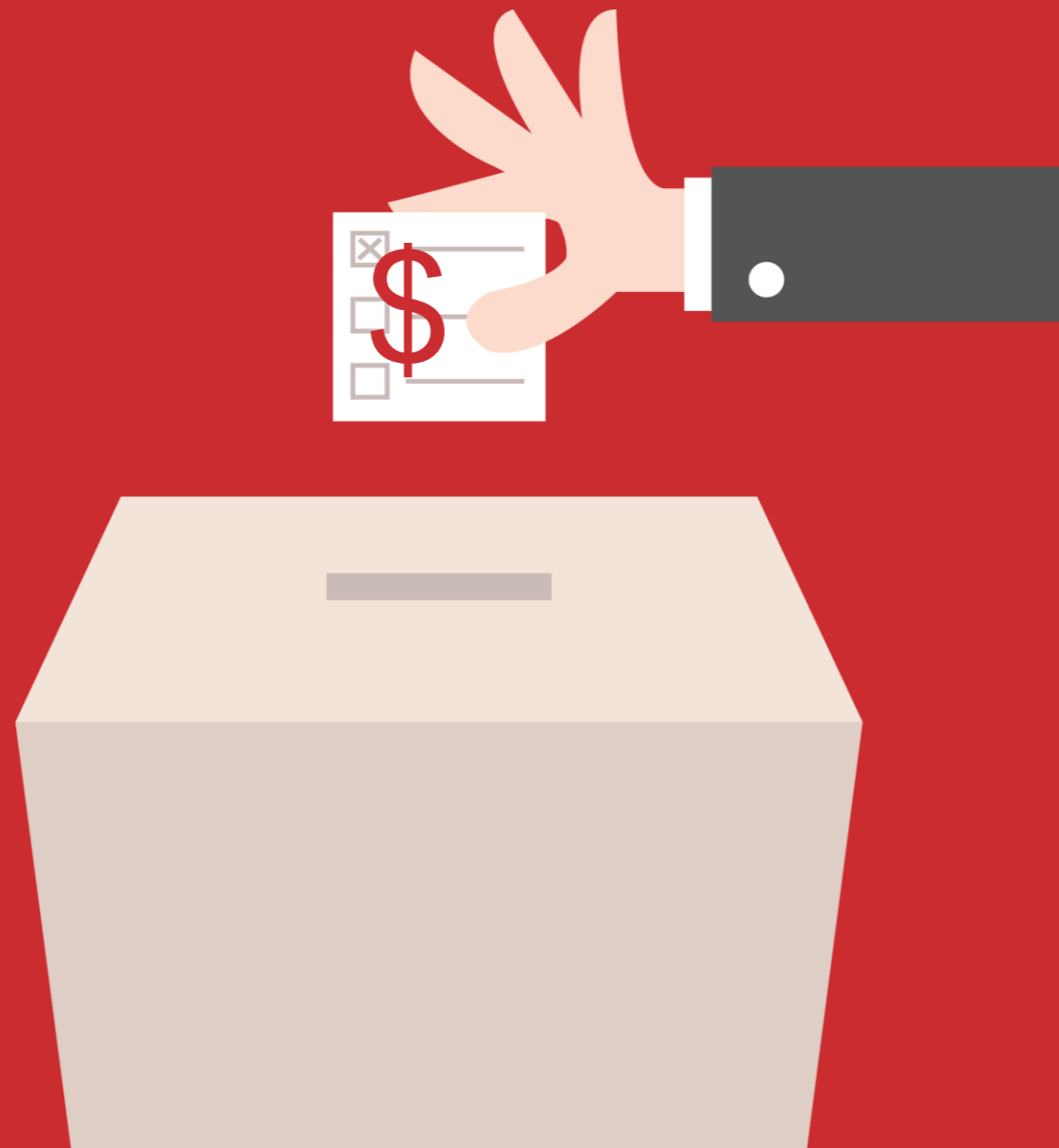
Opportunity for the full board to meet in private with and without the executive director.



Resource: <https://www.rcfp.org/open-government-guide>

IV. Ensuring Financial Stability

Includes strategic planning and fundraising



Chat:

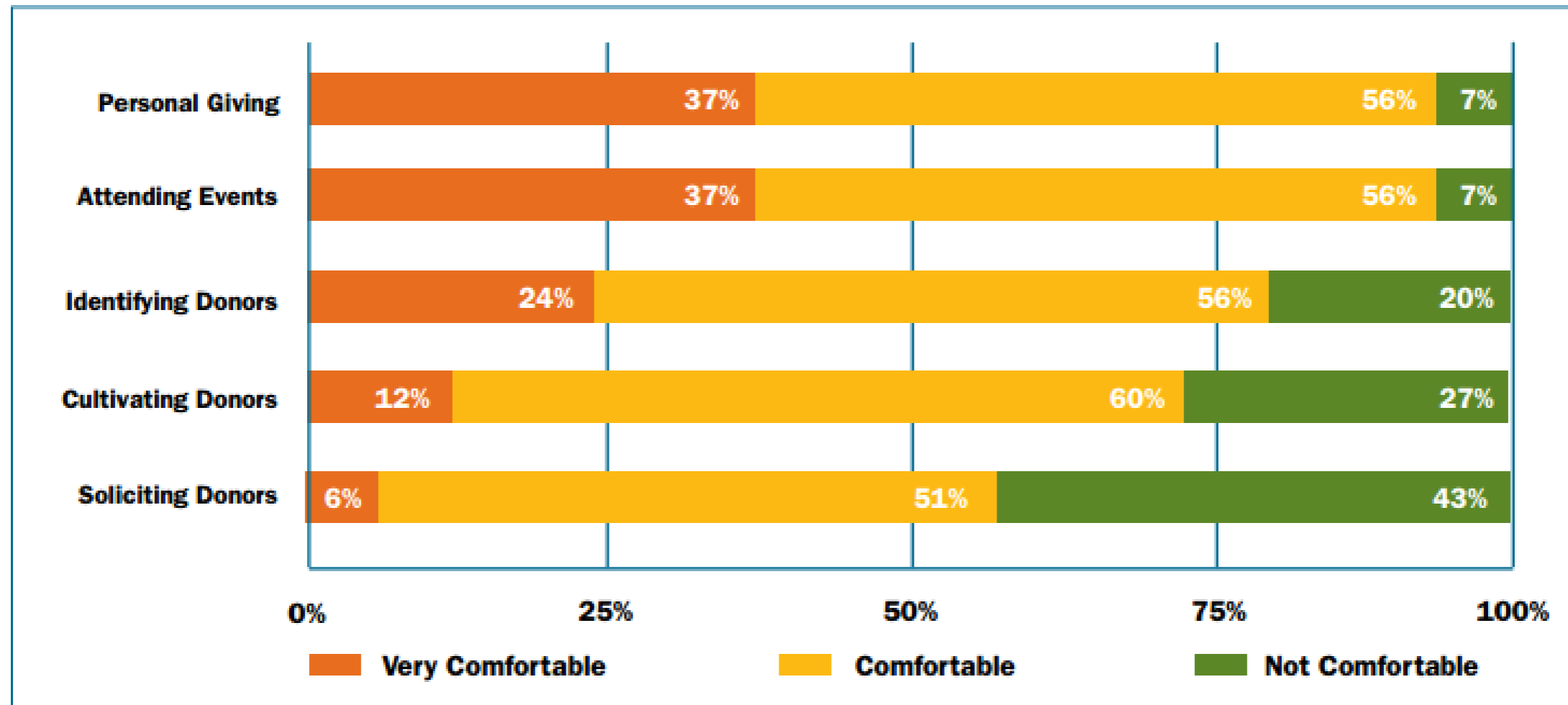
- **What role do your board members play in fundraising?**
- **How would you describe your board's comfort level with fundraising?**



Board Roles in Fundraising



Figure 22. Boards and Fundraising: Perception of Chair about Board Member Comfort (Q2.7 Chair)



Pre-Requisites to Successful Fundraising

- Strong board and staff partnership
- Current strategic plan
- Fundraising plan
- Passionate board members
- Understanding the strategy of fundraising for your organization



Impact + Profitability



Source: *Nonprofit Sustainability: Making Strategic Decisions for Financial Viability*
by Bell, Masaoka, and Zimmerman (Jossey-Bass © 2010)

Advocacy and Outreach

- To what extent is our mission understood by business, government, education, and media?
- Do we actively pursue and develop those relationships?
- How could more effective outreach enhance our financial health?
- How do the board and staff work together in the area of community outreach?
- How can we strengthen this partnership?




STAND FOR YOUR MISSION

THE CAMPAIGN SUCCESS STORIES RESOURCES & TOOLS SPREAD THE WORD

+

Creating Positive Change Through Board Advocacy

START THE DISCUSSION > Download the Guide



A Culture Shift for Board Members
THE YWCA OF SEATTLE/KING AND SNOHOMISH COUNTY



Music Education Restored After 15 Years
SAN DIEGO YOUTH SYMPHONY & CONSERVATORY

Recap

1. Board Recruitment and Composition

- Active role identifying and vetting prospects

2. Board Committees

- Form follows function
- Clear charters, objectives

3. Meetings

- Invest in well-crafted agendas
- Evaluate

4. Ensuring Financial Sustainability

- Strategy + advocacy + mission = impact

Questions?



See you next week!



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