

# TEN ESSENTIAL RESPONSIBILITIES OF FOUNDATION BOARD CHAIRS

## An Introduction to Foundation Leadership

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## AN INTRODUCTION TO FOUNDATION LEADERSHIP

Foundations make an incredible difference in our communities. They educate children and care for the elderly, shelter the homeless and make health care accessible, advance the arts, and protect the environment. They do this through philanthropic support to a vast array of charitable causes and organizations. Their results are not easily measured, but their contributions shape society.

Few, if any, roles are more significant in ensuring a foundation's success than that of the board chair. This may be why many people find assuming this position a daunting prospect. And yet the successful businessperson who serves as chair of a family foundation dedicated to a cause that was dear to his or her parents' hearts or the community leader who serves as chair of an independent foundation that provides deserving youth with life-changing opportunities will tell you that few roles are more rewarding. The accomplishments of a foundation that is wisely and conscientiously led can provide its board chair with a great sense of satisfaction and enjoyment.

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Produced with support from  
the Council of Michigan  
Foundations.



*Quotations throughout this paper are provided by members of the Council of Michigan Foundations.*

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So what are some of the most rewarding aspects of the job? In response to a survey of foundation board chairs conducted by BoardSource, one respondent said it all: “I get to take a lead role in molding an organization that has the potential to make a substantial positive impact in my community. I get to learn from the other trustees and staff, and I get the pleasure of seeing how many bright, engaged, and hard-working people there are in my community who truly want to make a meaningful difference.” If you are like most foundation board chairs, you too will “get” a lot from the position.

You also will be challenged. Being board chair means learning the idiosyncrasies of the nonprofit sector, overseeing the foundation’s operations, and mentoring the chief executive. It means leading a team in group decision making, dealing with difficult trustees, and representing the foundation in public. In the process, as you are pushed and pulled in many different directions, do not lose sight of the greater good you are creating in your community.

### Where to begin?

In many ways, a foundation board chair serves as both a team coach and captain. As coach, your role is to provide guidance to the foundation, trustees, and staff. As captain, your role is to provide support, encouragement, and leadership, both within the board and foundation and more publicly in the community. Consider this primer your play book so that you can be a role model for your fellow trustees and so that your foundation can model the behavior it seeks from the nonprofit organizations you support.

If you are new to nonprofit leadership, you may not know what is expected of a board chair. This primer is designed to increase your understanding of the role by presenting a brief introduction to nonprofit governance and foundation leadership. We offer a list of ten essential responsibilities for board chairs, practical tips for carrying them out, and recommended reading. The appendices include questions you may be asked and resources for finding additional information.

While the areas of responsibility are common to all foundations, you may need to adapt them to your particular situation. For example, family foundations often have constraints related to board composition; community foundations have slightly different legal requirements because they are public charities; and private, independent foundations may have unique circumstances related to their origins.

*Because the majority of private foundations are unstaffed, the ten responsibilities outlined in this primer also apply to board chairs of foundations with no paid staff.* In this situation, the board chair role takes on added importance, and carrying out his or her responsibilities may be complicated by the fact that the board handles both the governance and administrative functions.

## TEN ESSENTIAL RESPONSIBILITIES

### 1. BE FAITHFUL TO MISSION

The reason for a foundation’s existence lies in the donor’s intent in establishing it. He or she may have expressed it broadly, leaving wide discretion to the board, or been very specific as to purpose, providing stringent guidelines for the future. Donor intent helps define the foundation’s mission, which in turn should guide every decision the board makes — it is the board chair’s job to ensure that it does. Trustees often can avoid disagreeing with each other about grantmaking if they share an understanding of donor intent and mission.

### Clarify donor intent

When donor intent is unclear, trustees may find it difficult to agree on the mission and, in turn, make apt decisions. It then becomes your responsibility, as chair, to help the board articulate donor intent. Start by reviewing the founding documents, such as a will or deed of trust. If they do not provide guidance, other documents might, such as correspondence, memoranda, or a record of the donor's past giving. You also might obtain outside advice, possibly from the donor's attorney or members of the donor's family. If the donor is living, go straight to the source, asking him or her for clarification. In addition to clarifying donor intent, the foundation's founding documents also may provide guidance on other operating requirements, such as whether the donor requested anonymity and the intended lifespan of the foundation.

### Be passionate about mission

Because the board chair is responsible for ensuring that the foundation's mission guides every board decision, you must be more than simply knowledgeable about the mission. You should be able to articulate and demonstrate a real passion for it and encourage your fellow trustees to show the same commitment. One way you can connect yourself and the board with the mission is to include "mission moments" in board meetings. Consider having someone who has benefited from one of your foundation's grants give a short testimonial, sharing correspondence from individuals impacted by another grant, or conducting a site visit. Some boards print the mission statement atop the meeting agenda as a reminder.

### Practical tips for mission focus

- Start every board meeting by sharing an inspiring story about a grant that is advancing the foundation's mission, or that provides insight into the issues the foundation seeks to address.
- Dedicate one part of a meeting annually to reviewing the mission statement. Use this time to step back and determine if the foundation is meeting the needs it was created to meet.
- If faced with a need or desire to adapt the foundation's focus, based on the changing demands of the world, review the founding documents to determine if they are flexible. To increase your knowledge of the foundation and its history, converse with past board chairs.

## 2. GUIDE THE GRANTMAKING STRATEGY

In many ways, determining donor intent and supporting the foundation's mission are the first steps in setting the foundation's grantmaking strategy. The grantmaking strategy describes the foundation's areas of giving, the types of grants the foundation makes, and its approach to grantmaking. It provides a long-term framework for giving that is based on a clearly articulated purpose, an understanding of the larger environment in which the foundation operates, and carefully defined grant programs. While small- and medium-sized foundations engage in varying levels of planning, all should develop a grantmaking strategy. As chair, you will lead the board in developing and reviewing this strategy.

### Develop and follow a grantmaking strategy

If your foundation employs a chief executive, he or she is responsible for implementing the grantmaking strategy and should have considerable input in determining it. The chair, therefore, should ensure that the chief executive is included in board deliberations regarding the foundation's grantmaking strategy. These

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deliberations can take place during board meetings, or you may assign them to a task force or committee for more in-depth exploration before bringing them to the board for consideration. Either way, the chair should make sure that the board addresses both new initiatives and the elimination or modification of existing programs.

### Put grantmaking polices and processes in place

The chair also ensures that grantmaking policies are congruent with the grantmaking strategy. The board should set clear policies regarding the number, size, duration, geographic scope, and types of grants (i.e., general or operating, project or program, capital, research, scholarship, endowment, seed money, matching, technical assistance). A clearly defined grantmaking process will streamline foundation operations. The board, led by the board chair, also should set guidelines for attracting, receiving, acknowledging, reviewing, and responding to grant applications. These policies and processes should provide clear guidance for foundation staff as well as for grant applicants and should be communicated through annual reports, brochures, and the foundation's Web site.

### Practical tips for setting and overseeing grantmaking processes

- Review the foundation's grantmaking history to understand and refine the causes you support, the kinds of activities you fund, and the impact your grants have had.
- Outline the grantmaking process for grantseekers and for staff and/or the board. Specify the steps and timing of the review process, requirements and expectations of grantees, and ongoing communications.
- Communicate in a clear and timely fashion with grantseekers. Acknowledge their inquiries and submissions promptly. Use grant agreement letters to outline mutual expectations.

*“Establishing basic grantmaking policies has made life easier for all of the board members – both in working with nonprofits in the community and having set guidelines to refer to for family members who sit on boards of other nonprofits.”*

– Board chair, family foundation

## 3. MAP OUT THE FUTURE

Developing and/or affirming the foundation's mission is also the first step in strategic planning – two words that often scare smaller foundations. They shouldn't. A strategic plan, strategic framework, business plan, or annual plan is a road map. It defines what the foundation as a whole plans to accomplish, why it is important to do so, and how it will do it.

During the planning process, the board translates the mission into goals and strategies that can be accomplished and measured. It seeks the strategic fit between the foundation's mission and vision (what you see in the future if your foundation succeeds in its mission), its internal strengths and external opportunities, and its grantmaking strategy and impact in the community. The planning process itself can yield huge benefits, such as a recommitment to the foundation's mission, an understanding of its history, the identification of existing strengths, an opportunity to change the foundation's processes, and a commitment to continuous improvement.

It's important to note, however, that many nonprofits – and foundations – have veered away from traditional strategic plans based on three- to five-year time horizons and long planning processes. This is in

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acknowledgement that the world is constantly changing and that organizational success is often predicated on having the flexibility to adapt strategies and activities as needed. Nonprofits, including foundations, are now developing (1) strategic frameworks that articulate organizational goals and priorities but allow for flexibility in the specific strategies and tactics that will support those goals and priorities, (2) business plans that combine programmatic and operational goals with financial forecasts, or (3) more robust annual plans with clear metrics and timelines.

The basic steps in a strategic planning process remain unchanged, however. They are

- develop or reaffirm mission statement
- conduct an internal organizational assessment
- conduct an environmental scan
- examine strategic issues
- formulate strategic goals and priorities
- create action plans
- monitor and evaluate implementation of the plan, adapting as required to changing circumstances

The chair, in partnership with the chief executive, should encourage the foundation to develop a strategic plan, framework, business plan, or annual plan if it does not have one. If one exists, you and the board should monitor the foundation's progress to determine if the plan is on track or in need of adjustment.

Boards often initiate a new planning process when the foundation is experiencing a critical turning point, such as a change in its financial situation or leadership. The planning process frequently culminates in a full-day retreat involving all trustees, the chief executive and key staff, and an outside facilitator.

### Practical tips for specifying future direction

- Form a strategic planning task force to oversee the process. Members typically include the chair, other trustees, the chief executive, and key staff members. Define the responsibilities of the task force, which may include conducting research, obtaining key information, and producing the final document.
- Be inclusive in developing a plan. Without appropriate input and feedback from stakeholders — grantees, donors, partners, community leaders — it is difficult to identify and address all of the foundation's options.
- Determine whether to include an outside consultant in the planning process.

## 4. STAY FOCUSED ON FINANCIAL OVERSIGHT AND LEGAL COMPLIANCE

### Oversee financial operations

Trustees are stewards of the foundation's assets. Their financial responsibilities include regular oversight of the foundation's financial activity, including budgeting, the annual audit, and investments. As board chair, you set the tone and lead the board in the following four activities:

- *Approve the annual budget.* The board must make sure that the budget is aligned with the foundation's mission and organizational priorities. As board chair, you must ensure that the board is given complete budget information for review prior to board deliberations and that the board has a meaningful conversation about the budget.

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- *Review financial performance regularly.* In addition to approving the budget, the board monitors its implementation. As the chair, you are responsible for ensuring that the board regularly sees financial reports and that all trustees understand the financial condition of the foundation.
- *Accept the annual audit.* The full board approves the appointment of the external auditor, who should present a final report to the full board or committee of the board for acceptance when the audit is complete. The chair should see to it that all trustees receive the audit report prior to the meeting at which it will be discussed and voted upon and that any exceptions in the report are dealt with in a timely and satisfactory manner.
- *Establish investment policies and procedures and monitor investment performance.* The board is responsible for developing policies governing investment strategies and asset allocation. Many small- and medium-sized foundations hire professional investment managers. It is important to note, however, that legal responsibility for supervising investments resides with the board. Whatever authority an investment manager may have to influence or implement investment decisions must be shaped, guided, and constrained by the oversight of an informed board. In addition to establishing investment policies and procedures, the board must monitor the investment manager's performance. As board chair, you must make sure that the full board receives and discusses regular and timely investment reports.

As chair, your role is to make sure that adequate oversight mechanisms are in place and that the full board is kept apprised of the foundation's financial situation. Because foundation finances can be complicated, you should tap into the expertise of staff, trustees, and professional advisors.

As one board chair noted, "I am challenged by the complex financial aspects of our foundation. However, I believe that you surround yourself with experts where you have weaknesses — and I have some experienced people in financial roles whose talent and skills I respect."

Smaller foundations often establish a finance committee to oversee all financial operations, and larger foundations may have separate finance, audit, and investment committees. To stay informed, the chair may want to attend all of these committee meetings in an ex officio capacity. Staff, including the chief executive and/or the chief financial officer, will often prepare reports and participate in these committee meetings. It is prudent to ensure that at least one trustee has expertise in fiscal matters.

### Comply with legal and regulatory requirements

The board also is responsible for ensuring that the foundation is in compliance with legal and regulatory requirements, and the board chair often leads the way in the following activities:

- Ensure that all conflicts of interest are disclosed. The chair should ensure that a conflict-of-interest policy and process are in place and that all trustees disclose all conflicts, real or perceived. If a trustee neglects to disclose or does not recognize an existing conflict, it is the chair's responsibility to address the situation promptly.

### All board chairs should be familiar with their state's legal requirements concerning audited financial statements.

In Michigan, a charitable organization with annual contributions of \$500,000 or more must file an audited financial statement prepared by an independent CPA to ensure the financial statements present the organization's financial position fairly. A charitable organization with annual contributions less than \$500,000 and at least \$250,000 must file a financial statement that is either reviewed or audited by an independent CPA. If a foundation conducts outside audits, the board should ideally form a separate audit committee or task force, with no overlap with the financial committee, to facilitate the added responsibilities in fiscal oversight.

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- Ensure that taxes are paid and appropriate forms are filed. Private foundations must pay excise taxes based on a complicated formula involving capital gains, income, and administrative expenses. As the head of the board, you should make sure that these taxes, as well as the IRS Form 990-PF, are filed. (You may delegate this to other trustees, such as the treasurer or the finance committee.) While the IRS does not require boards to review the Form 990-PF or 990, it does ask if the board has reviewed it. Those organizations that answer no to this question risk raising a red flag, if not with the IRS, then with their auditors. Therefore, you and the board also should review the IRS Form 990-PF or 990 and ensure that it accurately reflects the foundation's fiscal health and activities.
- Encourage transparency. Nonprofits operate in a public setting, and a spirit of fiscal transparency and full disclosure should permeate the work of the board. The board chair can ensure this by making the foundation's Form 990 or 990-PF and audited financial statements available to the public. The easiest way to do this is to post them on the foundation's website or other sites, such as those belonging to GuideStar or the Foundation Center.

### Practical tips for attentive oversight

- Before the board makes any financial decisions under your watch as chair, make sure that every trustee is educated in fiscal matters. If necessary, arrange a board training session. Consider engaging the staff chief financial officer, board treasurer, or your auditor for this purpose.
- Ensure that the board receives financial statements showing progress relative to the budget at least quarterly. Some foundations also provide their trustees with financial dashboards on a monthly basis, as well as quarterly investment reports.
- Schedule an executive session with the board and auditor without staff when the audit is complete.
- Educate the board on what constitutes a conflict of interest. If a written policy does not exist, create one identifying transactions that raise concerns and have all trustees sign it annually.

### Conflicts of interests and self-dealing

Conflicts of interest occur when the financial or personal interests of trustees or foundation managers are, or may appear to be, inconsistent with the interests of the foundation. Most foundation conflicts of interest arise in the context of financial transactions, such as engaging a trustee's law firm for professional services, selling foundation property to a trustee's grandchild, or making grants to a charity run by a trustee's wife. Some of these are outright prohibited by law and others can be managed through bidding processes and disclosure.

Private foundations must be particularly aware of the Internal Revenue Code's self-dealing rules, which prohibit financial transactions between foundations and their trustees, managers, certain family members, and affiliated companies, regardless of whether the transactions are fair or even advantageous to the foundations. For example, if your foundation plans to lease office space from the father of a trustee at below-market rent, the lease would be an act of self-dealing, even though the terms are favorable, because the parents of trustees are disqualified persons under the Internal Revenue Code.

A conflict-of-interest policy should define a consistent process for dealing with conflicts. This process should include, at a minimum, disclosure of conflict, recusal from voting by the person with the conflict, and contemporaneous recording of how the matter was handled — including the recusal — in the meeting minutes. It also often includes the expectation for the trustee in question to leave the room for the discussion and voting and, in extreme situations, to resign.

Adapted from *Conflicts of Interest at Foundations: Avoiding the Bad and Managing the Good*. BoardSource, 2005.

*“Having an annual audit is a standard operating practice for our foundation, and it is important as chair that I make sure the trustees take the time to review and understand the audit.”*

*— Board chair, community foundation*

### 5. MASTER THE ART OF FACILITATING MEETINGS

As board chair, you are responsible for making sure that the board uses its meeting time effectively. The chair takes on multiple tasks in meeting this responsibility: working with the chief executive to plan meeting agendas, communicating with trustees and committees between board meetings, and leading and facilitating actual board meetings.

#### **Develop an annual meeting schedule**

State laws usually require at least one annual meeting for all nonprofit boards, but BoardSource believes that one meeting is insufficient for boards to address all the issues in need of their attention. When determining how many times your board should meet each year, give consideration to the structures and practices (e.g., staffing, board size, reliance on committee work, length of meetings, geographical constraints, and lifecycle position of the foundation) that can affect the necessary number and optimal frequency of your board meetings. The board must meet often enough to ensure it fulfills its fiduciary responsibilities without compromising its efficiency.

#### *Plan the agenda*

The board chair sets meeting agendas in coordination with the chief executive. A tool to help you guide the meeting, the agenda should list the main items that require the board’s attention and indicate whether they are there for information, discussion, or action.

- Information items require the least amount of time. They include committee reports and updates on grant programs. You may want to include alerts about items that will take on greater significance in a future meeting as an information item; most trustees do not enjoy surprises. A consent agenda — a compilation of items that need no discussion and can be approved with one vote — is one way to take care of some items quickly, leaving more time for discussion items.
- Discussion items require the most amount of time. For example, the board should allow sufficient time to discuss a high risk/high reward grant proposal, opportunities to advance the mission through advocacy, or a change in its investment strategy. Healthy discussions and debate promote thoughtful decision making. They engage trustees by allowing them to share their opinions and expertise, to explore all sides of an issue, and to propose solutions or options for action. Without a thorough discussion, it is difficult for the board to arrive at a sound and grounded decision.
- Action items require a board vote. These items include grant approvals, the budget, and major expenditures. They also may include new program initiatives or policy issues, such as adopting a socially responsible investing policy or changing auditors.

Items that might be on an agenda include the following:

- *Financial reports.* Include updates on grant payouts and outstanding obligations. Address administrative expenses at least annually.
- *Grantmaking.* Allow time for recommended grants, projections for future grants, and evaluation of current grants. Many foundations invest in grant management software to ease the tracking of grants.

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- *Issues regarding staffing and operations.* Many unstaffed foundations hire part-time administrative help to manage grant requests and grant processing. If you lead a small foundation without staff, an occasional discussion of the adequacy of the present arrangements for carrying out the foundation's work is in order. For example, does the chief executive need temporary help to help with a major project? Encourage suggestions for improvements while taking the budget into consideration.
- *Board issues concerning recruitment, committees, officers, attendance, and assessments.*
- *Community context.* Discuss the implications of political, economic, demographic, or technological changes that may impact your grant programs or foundation operations.

The influential work, *Governance as Leadership* (Chait, Ryan, and Taylor, 2005) broke new ground by introducing three equal modes of governance — fiduciary, strategic, and generative — whereby the board provides oversight, foresight, and insight. As explained by Cathy A. Trower, author of *The Practitioner's Guide to Governance as Leadership*, “Fiduciary work ensures the foundation is faithful to mission, accountable for performance, and compliant with laws and regulations. Strategic work enables the board and management to set the organization's priorities and course and to employ resources accordingly. The generative mode involves the board as thoughtful leaders bringing wisdom and insight to critical issues facing the organization before or while policies, strategies, plans, and tactics are formed and discussed.”

The benefits of working in the three modes — either sequentially or simultaneously — include less micromanagement and more macrogovernance, higher levels of board engagement, better board preparation, more value-added and intellectual brainpower, and better deliberations and decisions.

Board agendas that reflect governance as leadership principles have the following characteristics:

- Are designed with the thought that form follows function by considering the answers to these three questions: What do we want to achieve at this meeting? How do we best structure the meeting to get those results? On what can board members add value?
- Have clearly articulated goals.
- Include a consent agenda for routine business to conserve precious time.
- Reflect the foundation's strategic priorities by placing the most important material early, before people are tired, and by allotting a significant share of time to what matters most.
- Contain at least one question mark. The board chair, in coordination with the chief executive, provides the board with a question or two for consideration and discussion, preferably without the need to make a decision at the same meeting.
- Provide blocks of time for the thoughtful discussion of important issues. Ideally, PowerPoint slides, written reports, and other materials are sent well in advance of the meeting along with guidance on what board members should read and think about in preparation for the meeting.
- Build in time for summarizing what happened, next steps, and meeting evaluation.

### *Lead and facilitate the meeting*

It is up to the chair to run the meeting in such a way that the agenda's goals are achieved. To do this, you should have a basic knowledge of parliamentary order, even if the board does not adhere to strict parliamentary procedure. If an agenda item demands more time and attention than anticipated, you should judge whether the discussion should continue or be delegated to a committee for further study. You must determine when a topic has been adequately addressed and it is time to vote. Or, if it is impossible to reach a decision, you can suggest the board table the discussion and bring it back at a later time.

Working within the time constraints of a board meeting requires the board chair to have skills as a group facilitator. You should strive for consensus by facilitating, not dictating. At the same time, you need to make it clear that you will exercise authority when needed. Lead by example and encourage everyone to actively participate, listen attentively, pose questions to achieve clarification and shared meaning, and respond with respect and courtesy. Maintain confidentiality so trustees feel secure in speaking freely when dealing with sensitive matters. This enables trustees to have difficult conversations more comfortably.

### **Tame troublesome behavior**

A board — an amalgam of personalities and skill sets that meets only occasionally — requires strong leadership if the trustees are to effectively work together to achieve the foundation’s mission. Many board chairs find that managing group dynamics is one of the most challenging aspects of their jobs. When a trustee displays troublesome behavior, you as board chair must intervene. You may need to speak privately with a trustee who frequently speaks out of turn, dominates discussions, is verbally aggressive, or brings personal issues into the boardroom. Address the behavior, not the person. If not addressed, these behaviors can create a dysfunctional working environment. As board chair, you are responsible for maintaining appropriate decorum in the boardroom and for helping develop good working relationships between trustees.

In the case of family foundations, the board chair will need to be particularly sure that all family members understand that they are there to further the foundation and serve a public interest. As one board chair admitted, “Working with family members can be a challenge at times.” Another said, “Old sibling rivalries can raise their heads from time to time.” If interactions between family members seem to be affected by personal rather than foundation matters — which can sometimes occur when trustees are not clear about the mission of the foundation or when the board does not include nonfamily members — you may need to have a private conversation with those involved, reminding them to approach board discussions with an open mind, to be thoughtful and intentional about board work, and to focus on what is best for the foundation. In extreme cases, you may have to invite an outside facilitator to handle the situation.

Board chairs of unstaffed foundations: Focus on governance matters, not administrative matters  
Board chairs of small foundations with no paid staff can find it difficult, as one chair noted, to “effectively deal with the administrative aspects of foundation business without spending an inappropriate amount of the board’s time on these issues.” It is important to remember that board meetings should focus on governance matters — work that the group must do collectively as a group of the whole — not administrative matters. Board chairs of small foundations should handle administrative matters — scheduling site visits, corresponding with grantees, and bookkeeping — with appropriate individuals outside of formal board meetings or perhaps in a meeting that follows the formal board meeting.

### **Ensure careful minute-taking**

Because board meeting minutes are legal records, the chair must ensure that the foundation keeps careful minutes of all board actions. You should distribute meeting minutes to all trustees for review in advance of their approval at the subsequent meeting of the board.

### Practical tips for productive meetings

- Use catalytic questions to stimulate generative thinking, such as
  - What are we missing in this discussion?
  - How can we frame this situation differently?
  - What is the best possible outcome? The worst-case scenario?
- Consider adopting a decision-making model that includes fact finding, information assessment, exploration of options, consensus development, and next steps.
- Develop and use dashboard reports to compare and contrast previous data and to identify and analyze trends to support evaluation and planning, link efforts to results, and decide on an action plan as needed. A dashboard report is a visual summary report using graphs, charts, tables, and columns to provide input and/or output data on a range of topics.
- Consider incorporating an executive session into each meeting to provide an opportunity for the board to discuss issues and concerns without staff. The board meets first with the chief executive and then without the chief executive at each meeting. The meeting without the chief executive provides a peer-to-peer discussion opportunity.

## 6. CONNECT THE DOTS BETWEEN THE BOARD, COMMITTEES, AND TASK FORCES

Many small foundations choose to not have standing committees and to operate as a committee of the whole. Larger foundations often have several standing committees, which are likely to include finance, audit, nominating or governance, executive, and sometimes grant committees. Committees can make the work of a board more efficient by doing the legwork for the board or digesting materials into a manageable format. BoardSource recommends that the board's standing committee structure be lean and strategic. Only ongoing board activities warrant a standing committee. Other activities are best addressed by time-limited task forces, which are efficient and utilize board members' time, interest, and expertise in a meaningful manner. The chair may have discretionary authority under the bylaws to appoint task forces.

The chair is often responsible for coordinating the various committees and task forces, making sure that each has a clearly defined charter and work plan, managing any overlap between them, and ensuring that the full board is informed of each committee's and task force's activities. You and the chief executive are the only ones who are aware of what is happening in all the committees and task forces. Like a conductor, you must orchestrate things. If a committee or task force is not progressing with its work, it is up to you to speak with its chair and resolve any obstacles that might exist.

In staffed foundations, committee and task force chairs and members often work closely with staff. You should see to it that all chairs handle board/staff interactions in a manner that respects the distinct roles and

### Virtual meetings

Even the most committed trustees are not able to attend every board meeting. Rather than missing a meeting, "virtual attendance" can allow board members to participate in meetings via tele- or videoconference, and some organizations are now incorporating an occasional virtual meeting into their annual board meeting calendars.

The chair often feels the impact of virtual attendance the most, as the dynamics between board members change when they are not in the room. There is often less interaction and fewer back-and-forth comments. Thus the chair must be especially perceptive and demonstrate strong meeting facilitation skills. He or she must engage others without reading their body language and be able to react to technical challenges. Virtual meetings are often more structured and process-oriented.

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responsibilities of each. Working with the chief executive, ensure the respective roles of board and staff are defined, understood, accepted, and followed by all.

In the absence of staff, some committees and task forces function more like teams of volunteers and carry out operational and administrative functions — such as responding to grant proposals, conducting site visits, drafting an annual report of some kind, maintaining the website, and making arrangements for the annual board retreat. If your foundation does not have staff, your role as board chair is to serve as the committee and task force supervisor, making sure that the work of the foundation is carried out in a timely and professional manner.

It is also worth noting that the board chair almost always chairs the executive committee, if one exists. Best used in emergency situations or possibly for carrying out the process of evaluating the chief executive, executive committees are often not needed by small boards; the board itself handles all issues as they arise. If your board has an executive committee, make sure you understand and respect the differences in function between it and the full board and communicate all executive committee actions to the full board.

Practical tips for coordinating committee work

- Lead the board in assessing the need for committees. If you don't have them, do you need them? If you have them, do you have the right committees?
- If the board does not have standing committees and operates as a committee of the whole, be deliberate about identifying committee work as such during the course of a meeting.
- Use your trustees. Rely on their special skills, expertise, and interests when composing committees and task forces. But don't assume that an accountant wants to sit on the finance committee, for example.
- Determine with the chief executive which committee and task force reports need special attention during the board meeting and which should be included in the consent agenda (see Responsibility 5).
- Do not overuse the executive committee, as it can lead to board disengagement. It is also important to ensure that its purpose and authority level are defined in the bylaws.

*“Having all of our trustees serve on at least one committees has been a good way to engage them more deeply in the foundation’s work.”*

— Board chair, independent private foundation

## 7. BUILD A BOARD THAT IS STRONG AND ENGAGED

### Compose the board thoughtfully

Building an effective board depends on the thoughtful and deliberate recruitment of new trustees and should be based on a careful assessment of the skills and experience needed to strengthen the board. It should take into account a potential trustee's availability, genuine affinity for the mission, diversity, and compatibility with the existing board. Thoughtful recruitment and engagement also requires consideration of how you will include voices from the communities impacted by your grantmaking. When bylaws and founding documents include restrictions that dictate who can serve on the board, you can create advisory groups to help inform trustees on key issues relevant to your grantmaking.

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Identification of new trustees should be an ongoing concern, even when turnover is low. It is greatly helped when the chair and trustees actively participate in the community and have a broad range of contacts. A foundation board needs trustees with impeccable reputations who are respected for their integrity and wisdom.

The above comments about board composition also apply to family foundations. Most family foundations begin their board membership within the family, which engenders a strong sense of cohesion among trustees who share a common set of values and traditions. Over time, the board may expand to include spouses and partners, as well as the next generation. Many family foundations also consider adding nonfamily members to the board to bring additional expertise and diversity to the board, as well as to mitigate family tensions.

### **Term limits**

BoardSource recommends boards adopt term limits. Regular turnover among board members encourages the board to pay attention to its composition, helps to avoid stagnation, offers the opportunity to expand the board's circle of contacts and influence, and provides a respectful and efficient method for removing unproductive members. Term limits do not prevent valuable trustees from remaining in the service of the foundation or the board in another capacity.

### **Set expectations**

On behalf of the foundation, the board chair often issues invitations to join the board. If you do, be sure to explain what being a trustee entails and convey enthusiasm for the foundation's work. When new trustees join the board, arrange for their welcome and orientation, and consider appointing a mentor for the trustee. To demonstrate active leadership and direct involvement, you should participate in the formal orientation. It is helpful to have a written "trustee statement of understanding" explaining expectations of attendance, standards of conduct, confidentiality, conflicts of interest, and relationships with staff.

Ensure that all new trustees have copies of the following documents:

- founding documents (articles of incorporation or trust agreements)
- bylaws and policies
- strategic plan and goals
- grantmaking guidelines
- most recent annual report
- audited financial statements
- IRS Form 990-PF or 990
- board roster

### **Cultivate future leadership**

The chair should look for opportunities to develop and use the leadership skills of trustees by assigning special tasks to them or asking them to serve as committee chairs. Consider rotating their membership on committees. This is particularly helpful in giving future board chairs exposure to more of the foundation's work. Even if you are new to your position as board chair, you should be mindful of the need to plan for future leadership.

If leading a family foundation, you also should give thought to how to prepare the next generation for the responsibility of family philanthropy and board membership. There are various opportunities for doing so. For example, you could assign younger members of the family a board mentor, assign them to committees, allow them to observe or participate in board meetings, and invite them to attend foundation association meetings.

### Create regular opportunities for board education

Continuous learning is a key characteristic of boards that stand out from the rest. Such boards understand the need for expanding and deepening their members' knowledge about best governance practices and factors that will have an impact on the foundation's success. The chair should build educational activities into board meetings, schedule retreats for exploration of complicated issues, and encourage trustees to attend outside workshops and seminars.

### Practical tips for building a strong board

- Create a board profile grid or matrix that identifies desired skills and characteristics. Measure the existing board against it and identify gaps to fill when recruiting new trustees.
- Consider race/ethnicity, age, and gender when recruiting new trustees. Build a diverse and inclusive board—one that appreciates and benefits from different perspectives.
- Family foundations should consider setting aside a certain number of board seats for members of the younger generation to ensure continuing interest in the foundation's work.
- Network in the community to identify new trustees. Initiate discussions about the foundation and assess interest or curiosity.
- Make sure each new trustee meets with you and the chief executive. These informal sessions are a reciprocal opportunity to get to know one other, to begin identifying the new trustees' strengths and interests, to explore committee assignments, and to answer questions.
- Provide time for trustees to get to know one another and have shared experiences. Schedule board dinners the night before a board meeting or ask trustees to share a personal experience at the start of each meeting. Boards that take this time to share stories and compare life experiences are more likely to work through their disagreements and differences and find creative solutions.
- Find ways to show your appreciation for and celebrate strong board performance, such as highlighting a trustee's contributions at the start of each meeting. Celebration is a spirit that should be infused in every step of the board building cycle for a lasting and successful outcome.

*“A key function for the chair is determining who should be the next chair and cultivating that leadership. Providing leadership opportunities for the next generation is vital to the future of the foundation.”*

— Board chair, family foundation

## 8. COMMUNICATE WITH THE PUBLIC

It is your responsibility, as board chair, to champion the foundation as you move through your personal and professional life. Take advantage of the opportunities you have at work, at social and community events, on your website, and, yes, even on social media to educate the community about the foundation's value and

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build public support for its mission. You can inspire the same enthusiasm in fellow trustees by developing a common message and talking points that they can use when acting as ambassadors and advocates.

The chair and chief executive should agree on how to handle external communications. In some instances, chairs choose a low profile, allowing attention to focus on the chief executive; other times, chairs play a more active public role on behalf of the foundation. There are occasions when the chair must speak for the foundation, such as the retirement of a chief executive and the appointment of a new one. In the event of an organizational crisis, you or the chief executive should speak for the foundation and ensure that trustees do not, unless you have instructed them to do so; this is to ensure that the foundation is not unintentionally misrepresented.

As the designated spokesperson for the board, you should be aware that members of your community perceive statements made by you differently than they do statements made by other foundation representatives or other trustees. Therefore, you need to be judicious when addressing the foundation's constituencies, which include the media, grantees, and policy makers. What you say will be interpreted as official and reflect upon the image of the foundation.

Many foundation leaders shy away from public policy advocacy, thinking it illegal. That is not the case, and BoardSource encourages funders to partner with their grantees to amplify each other's voices and champion their common missions by meeting and communicating with elected officials. Your foundation's perspectives on pertinent public policies matter. As board chair, you can take a leadership role in educating your trustees about this responsibility and engaging in public policy advocacy.

If your foundation is unstaffed, the board chair officially notifies grantees of awards. Grantseekers may occasionally approach you for special attention or information regarding their proposals. You should courteously refer them to the normal grantmaking procedures and criteria of the foundation, taking care not to raise expectations, and inform them that they will hear from the foundation in the near future regarding their requests.

### **Practical tips for representing the foundation**

- Brief trustees on external communication etiquette. At all times, reflect loyalty, discretion, and enthusiasm when dealing with the public.
- When a need arises, identify who the point of contact is for the foundation and make that information public.
- Saying no to grantseekers can be challenging. To turn a declination into positive outcomes for the grantseeker, be transparent about your foundation's funding priorities, deliver the message with clarity and sensitivity, and volunteer to assist in other ways, such as identifying other potential funders that might better fit the grantseeker.
- Ensure that a progress report on the foundation's grantmaking and finances is disseminated to the appropriate organizations and officials on an annual basis.
- A foundation website and social media presence are important to controlling your foundation's public message. If your foundation does not have either, put them on your to-do list.
- GuideStar provides nonprofits with an opportunity to share organizational information with the public through free nonprofit profiles. Ensure that your foundation has an up-to-date GuideStar profile.

*“As a small family foundation, we have found our newsletter to be an important communications tool for both foundation trustees and our grantees.”*

— Board chair, family foundation

### 9. OVERSEE ADMINISTRATIVE OPERATIONS

*A strong partnership between the board chair and the chief executive is the single most important determinant of a strong organization and is based on mutual respect, trust, and support; reciprocal communications; and shared purpose.*

If your foundation does not employ a chief executive, it is of vital importance that the chair develop a strong working relationship(s) similar to the one outlined below with the person(s) responsible for handling the foundation’s administrative work — be that person(s) an outside advisor, such as a lawyer or accountant, who is paid for his or her work, or several volunteer trustees. Should you utilize and pay external parties to handle administrative work, it is important that there be a formal, written contract, that it allows for performance review, and that it is noted in the minutes.

#### **Clarify roles and responsibilities**

At small foundations, the board chair often is involved in budgeting, legal work, and other areas where the staff may lack expertise. These are the gray areas of organizational leadership — areas where confusion can exist about who should be doing what. In order for the foundation to achieve its goals, and for you and the chief executive to build an effective partnership, it is essential for you to eliminate the confusion by defining separate and shared responsibilities. You can do this by preparing and then adhering to written job descriptions.

#### **Find common ground**

Outside variables, such as differences in personality, temperament, work style, communication style, and time commitment, can complicate the board chair–chief executive partnership. Building a collaborative relationship requires finding common ground from which to operate while respecting your differences and understanding each other’s perspectives. That common ground is based on clear mutual expectations, shared purpose, mutual respect and trust, and support for each other and the partnership.

#### **Community foundation board chairs: What is your role in raising funds?**

Like all members of a community foundation board, the chair should help build the foundation’s assets. To do this well, you need to know your potential donors, the kinds of funds your foundation holds, the kinds of gifts that help build those funds, and your role in raising money. As chair, you should guide the board in understanding the fundraising aspects and expectations of community foundation leadership.

Building your foundation’s assets is a joint venture between board and staff. Trustees work with senior staff to design a long-range plan that has measurable financial and marketing goals. But your board must also ensure that the development plan is tied to the foundation’s strategic plan. Although development and fundraising require a partnership between board and foundation staff, the entire board has the ultimate responsibility for the foundation’s financial resources. This means the board cannot pass the buck — or the need to find the assets — to anyone else.

*Adapted from *The Guide for Community Foundation Board Members*.  
BoardSource/Council on Foundations,  
2003.*

### **Hire and manage the chief executive**

Perhaps the most important task a chair might have is overseeing the hiring of a new chief executive. No matter if your foundation is hiring its first chief executive or replacing its tenth, you should work with the board, often through an appointed search committee, to identify the qualifications needed, craft a job description, and decide how to conduct the search (e.g., using a search firm or doing it yourself). As the board chair, you need to ensure that the full board understands the process, the need for confidentiality, and the expenses allotted to this task.

The chair, on behalf of the foundation, often negotiates the compensation for the chief executive. Salary and benefits should be benchmarked to avoid excessive compensation and allow for future increases. You also should clarify what is expected and how performance will be evaluated annually (see Responsibility 10). Once the negotiations have been successfully concluded, you should inform all trustees and then announce the appointment to relevant constituencies, such as grantees, other foundations and nonprofits, the media, and community leaders. Board chairs often welcome new chief executives by introducing them personally to the community's movers and shakers and escorting or securing invitations for them to community events. It also is important to facilitate the transition by providing the new chief executive with additional support during his or her first year of employment.

### **Prevent nepotism**

Some family foundations hire family members to staff the foundation. This is legal and in line with intermediate sanctions standards as long as the staff members do not serve on the board as well and have a formal, written contract that allows for performance review. That said, effective governance is at risk of nepotism when family members or close relatives work or serve together. For that reason, some nonprofits have nepotism and fraternization policies that forbid board members from having family or other close relations with staff. When, for example, a spouse or close relative of a trustee serves as the foundation's chief executive, it is difficult, if not impossible, for the trustee to remain unbiased and detached when the board discusses the chief executive's compensation and evaluates his or her performance. If a close relative of a trustee is in another staff position, the burden falls to the chief executive, as he or she hires and supervises the staff and should be free to choose the best possible candidate for a position without any fears of repercussions from the board.

### **Maintain open communication with the chief executive**

A strong and healthy partnership between the board chair and the chief executive is critically important to the success of any foundation. The chair should communicate regularly and, when possible, meet regularly with the chief executive — monthly for some foundations, weekly for others — to talk candidly and on a confidential basis. You are the chief executive's sounding board and chief supporter. Be a good listener, and make it clear that you should be apprised of problems as they occur as well as opportunities or threats to the foundation.

Also ask the chief executive to bring any difficulties he or she may be experiencing with trustees to your attention to be addressed. In turn, you should share any board concerns about the operations of the foundation or the board itself with the chief executive. Instruct all trustees to bring any concerns they might have to you rather than the chief executive.

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The chair supports and encourages the chief executive while being constructively critical if need be. This can be difficult when a friendship develops or, in the case of a family foundation, when the chief executive is a family member. It must be remembered, however, that the board chair-chief executive relationship is first and foremost a professional one when it comes to the best interests of the foundation. The chief executive reports to the board, and the chair is the voice of the board.

### Engage in succession planning

Successfully managing the departure of a chief executive and the recruitment, hiring, and installation of a new executive is a complicated process that typically requires months of work. Boards can get ahead of the game by thinking through their desired course of action in a transition through a process referred to as succession planning. The practice of succession planning ensures that the executive transition isn't unnecessarily drawn out by lack of clarity about the process and initial steps, which can have a serious negative impact on the foundation. As board chair, you should ensure that your foundation has a succession plan in place so that you are prepared for a chief executive transition.

### Practical tips for collaborating with the chief executive

- Ask the chief executive to suggest a process for your regular communication. It could be by e-mail, phone, or meeting for lunch.
- Encourage the chief executive to suggest ways you can support him or her.
- Regularly include KPAWN (What Keeps the President Awake at Night) sessions in board meetings to allow the chief executive to air his or her concerns in a less formal way.

*“While each trustee is an experienced grantmaker, we realized when our father passed on that we needed to hire an executive director to coordinate our different interests and look for strategic opportunities where we could really make a difference.”*

— Board chair, family foundation

## 10. ASSESS PERFORMANCE

The foundation should review how well it is accomplishing its mission on an ongoing basis. Periodic assessments of the board's performance, annual reviews of the chief executive's performance, and evaluation of the foundation's impact afford the board an opportunity to step back, reflect on the past, and look to the future. Assessments reveal strengths and weaknesses and provide an opportunity for improvement. Because performance assessment can be unpopular, the chair may need to champion their purpose and seek the full cooperation of the board and the chief executive.

### Evaluate the chief executive's performance

The board should evaluate the chief executive's performance on an annual basis. The chair is often responsible for facilitating this evaluation and involving the full board in the process. It should be based on mutually agreed upon goals, as well as on how the chief executive handled unplanned events. You should handle the evaluation professionally and confidentially, communicating clearly strengths and areas for improvement. The process requires both sensitivity and skill as compensation decisions should be consistent with the findings. Also be sure to report outcomes to the board as a whole.

### **Assess the board's performance**

A board assessment allows a board to step back from routine governance matters to candidly reflect on how well it is meeting its responsibilities and to identify areas that need improvement. The findings also provide you, the chair, with insights on how you might better focus your efforts and leave a great legacy for the next generation of foundation leaders. BoardSource recommends that all boards assess their performance every other year.

There are numerous tools available to assess board performance. Some can be customized to meet your board's particular needs. All trustees should participate, and the chair should make every effort to solicit candid responses. Assuring confidentiality is one way to do this. Once the results have been calculated and areas for improvement identified, you should lead the board in developing an action plan for improvement.

### **Assess impact**

To assess the foundation's success at adhering to its grantmaking strategy and fulfilling its mission, the chair should encourage the board and/or the chief executive to regularly evaluate the foundation's grantmaking programs. Outcomes should be reported to the full board. In some instances, results are obvious, such as in the construction of a new facility. In other instances, precise measurement of grant outcomes can be expensive, difficult, and sometimes impossible, but even anecdotal evidence can be informative. The foundation should require grantees to submit thoughtful reports on grant progress and results. The opinion of an outside evaluation expert also may be instructive. The board should use evaluation results to inform strategic and program planning.

If the foundation is committed to taking stock of the overall impact that it is making in carrying out its mission and how it is perceived in the community, it should embark on doing an in-depth foundation assessment. Measure your success not by the amount of money the foundation has awarded but rather by the success of your grants in achieving your mission. The chair can use this information to focus the board on understanding the foundation holistically and developing an action plan for improvement.

### **Report progress**

Every foundation should gather year-end information and report on its progress on an annual basis. The chair should ensure that the board sets aside time to do this work. This report — which can be in the form of a published annual report, website copy, or infographic with data and charts — should be shared publicly on the foundation's website and contain an accounting of the foundation's financial condition and grants made during the year. It also should include copy addressing how the foundation is fulfilling its mission by making those grants. Both the chair and the chief executive should consider contributing to this report.

As mentioned earlier, an ethos of transparency should permeate the work of the foundation. You must be accountable to the public, your grantees, interested governmental parties, and other external stakeholders. This includes reporting on progress as well as proactively communicating good and bad news. Your website should list your mission, trustees, staff, and grantmaking strategy. Additionally, it should include the foundation's most recent Form 990-PF and audited financial statements. GuideStar also provides an effective mechanism for sharing information about your foundation.

### Practical tips for meaningful assessments

- Ask the chief executive to help determine the goals that you use to assess his or her annual performance. There is more incentive to be successful when goals are not dictated.
- When undertaking a board assessment, agree ahead of time to create an action plan. This ensures that the exercise actually brings results.
- To help evaluate the effectiveness of your grantmaking, periodically ask the board: “Which grants are we most proud of? Which grants failed and why? Which grant do we wish we had given?” The ensuing discussion can be enlightening and inform future grantmaking decisions.
- Post on your website the format you would like grantees to use when reporting outcomes. By doing so, your grantees know from the beginning what information to track and how to present it.

## CONCLUSION

The board chair position is demanding, and at times you may wonder why you agreed to assume this responsibility. From years of working with family and independent private foundations, we know that tough questions will be asked of board chairs on issues such as compensation of trustees, term limits, including spouses and/or nonfamily members on the board, provision for discretionary grants by trustees, how to say no to a friend or acquaintance seeking a grant, and hiring consultants or the first paid staff member. For assistance in dealing with these questions or others, contact BoardSource at [www.boardsource.org](http://www.boardsource.org), the National Center on Family Philanthropy at [www.ncfp.org](http://www.ncfp.org), or the Council of Michigan Foundations at [www.michiganfoundations.org](http://www.michiganfoundations.org). There are tried and tested resources on these issues and often it helps to be connected with a board chair who is dealing with the same question. In addition, there is a network of regional associations of grantmakers serving all states; contact information for the association of grantmakers serving every state can be obtained by contacting United Philanthropy Forum at [www.unitedphilforum.org](http://www.unitedphilforum.org).

Fortunately, there are many rewarding aspects to being a board chair. Other foundation board chairs have described their sense of accomplishment in “Being able to see the donors’ vision being carried out to an even greater extent than they had imagined” and “Being part of changing the world to a better place one child at a time.”

As you assume the board chair position and start tackling the 10 essential responsibilities presented above, we encourage you to adopt the following three rules as your own:

1. *Lead by example.* The board chair sits in a highly visible seat at the foundation, and you set the tone and tenor for the board. Uphold ethical and legal standards of conduct, and insist that your colleagues do as well. Build a culture that is positive, respectful, and inclusive — of trustees, staff, grantees, and the community.
2. *Delegate.* You don’t need to be an expert on everything. A board is a team, and every trustee brings different strengths to the table. Utilize those strengths by delegating tasks and offering support when needed. In turn, others will take personal pride in their role and share in contributing to your foundation’s legacy.
3. *Have fun!* There should be real pleasure in philanthropy. Bring that good will and a sense of humor into the boardroom. You and the foundation are making an incredible difference, so don’t forget to occasionally stop and revel in your success.

## RESOURCES

The nonprofit sector has a number of organizations committed to helping foundation leaders excel in their roles. The following list is a starting point. We encourage you to explore their websites to familiarize yourself with their resources, products, and services. We also encourage you to review the list of reports, papers, articles, tools, and policies that follow this list of organizations. We believe you'll find them particularly helpful as you take on your vitally important work.

[BoardSource](#)

[The Center for Effective Philanthropy](#)

[Council of Michigan Foundations](#)

[Council on Foundations](#)

[Exponent Philanthropy](#)

[Forum of Regional Associations of Grantmakers](#)

[Foundation Center](#)

[Foundation Source](#)

[FSG](#)

[GrantCraft](#)

[Grantmakers for Effective Organizations](#)

[GuideStar](#)

[National Center for Family Philanthropy](#)

[Philanthropy Roundtable](#)

2016 Grantmaker Salary and Benefits Report: Administrative and Program Expense Tables. Council on Foundations.

<https://www.cof.org/content/2016-grantmaker-salary-and-benefits-report-administrative-and-program-expense-tables>

A Compliance Checklist for Private Foundations. Council on Foundations.

<https://www.cof.org/content/compliance-checklist-private-foundations>

[The Power to Produce Wonders: The Value of Family in Philanthropy](#), National Center for Family Philanthropy, 2010.

[Assessment of the Chief Executive](#). BoardSource.

Benchmarking Foundation Governance. The Center for Effective Philanthropy. October 2015.

<http://research.cep.org/benchmarking-foundation-governance>

[Board Self-Assessment for Foundations](#). BoardSource.

[BoardSource Recommended Governance Practices](#)

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Conflict of Interest Policy. Council of Michigan Foundations.  
<https://www.michiganfoundations.org/resources/conflict-interest-policy>

Conflicts of Interest at Foundations: Avoiding the Bad and Managing the Good  
<https://boardsource.org/resources/conflicts-interest-foundations/>

Lakey, Berit. *The Board Building Cycle: Nine Steps to Finding, Recruiting, and Engaging Nonprofit Board Members*. BoardSource, 2007.

On Board: Engaging the Full Potential of Community Foundation Board Members. Council on Foundations.  
<https://www.cof.org/content/board-engaging-full-potential-community-foundation-directors>

Sharing What Matters: Foundation Transparency. The Center for Effective Philanthropy. February 2016.  
<http://research.effectivephilanthropy.org/sharing-what-matters-foundation-transparency>

Wertheimer, Mindy R. *The Board Chair Handbook*, BoardSource, 2007.

[Board Self-Assessment for Foundations](#). BoardSource.