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| Name of Organization | Board Handbook | |
| This handbook contains everything a board member needs to work effectively as a team member and representative of the organization. Please modify this template to fit the needs or your organization. | | Last Updated X/X/2010 |

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1. **Introduction to Board Membership**
   1. **Legal Obligations of Board Members**
      * Duty of Care
        + Stay informed and involved
        + Ask questions
        + Exercise reasonable care when making decisions
      * Duty of Loyalty
        + Show undivided allegiance to the organization’s well-being
        + Act in the interest of the organization
        + Do not act on your own behalf or for personal gain
      * Duty of Obedience
        + Ensure all activities contribute to the organization’s mission
   2. **Responsibilities of Board Members**
      * Define the organization’s mission and what it intends to accomplish
      * Select and oversee the Executive Director
      * Provide proper financial oversight
      * Ensure that the organization has adequate resources to carry out its programs
      * Ensure the organization’s legal and ethical integrity
      * Set strategic goals
      * Enhance the organization’s reputation in the community
      * Monitor and improve board performance
   3. **Rights of Board Members**
      * To report financial misdeeds without threat of retaliation
      * To resign if you feel you cannot fulfill the responsibilities of a board member
      * To be free of personal liability as long as you act according the organization’s bylaws, policies, and procedures
   4. **Dimensions of Effective Board Practice**

|  |  |
| --- | --- |
| **Political**  Develop and maintain mutually-beneficial relationships with key constituencies. | **Interpersonal**  Develop into a cohesive, inclusive team. |
| **Analytical**  Recognize complexity and ambiguity and draw on broad perspectives to solve problems and make decisions. | **Contextual**  Incorporate the organization’s mission, values, and culture into decisions. |
| **Strategic**  Shape the organization’s future by staying focused on matters of importance and anticipating potential problems. | **Educational**  Learn about the organization and the board’s responsibilities. Develop skills, and evaluate the board’s performance. |

1. **Board Member Job Descriptions**

**Board Chair / President**

Responsibilities

* Provide leadership to the other members of the Board
* Ensure that the organization abides by its bylaws and policies
* Serve as the primary liaison between the Board and the staff
* Serve as the primary spokesperson for the organization
* Set the agenda for all Board meetings (in cooperation with the Executive Director)
* Facilitate general, executive, and annual meetings
* Call special meetings, when necessary
* Serve as a member of all standing committees
* Recruit and appoint chairs of standing and ad hoc committees
* Ensure that the charges to all committees are clear
* Orient new Board members when they join the organization (unless this is delegated to a committee or another board member)
* Maintain consistent communication with the Executive Director
* Act as the voice of the Board when communicating with of the Executive Director
* Work with the Executive Director to prepare the annual report for the organization
* Coordinate the annual performance review of the Board and the Executive Director
* Coordinate search for new Executive Director, when necessary
* Prepare the Vice Chair to assume the responsibilities of the Chair

**Vice Chair / Vice President**

Responsibilities

* Shadow the current Chair until the end of his or her term
* Assume the responsibilities of the Chair when he or she is unavailable
* Serve as a member of the executive committee
* Carry out special assignments as requested by the Chair

**Secretary**

Responsibilities

* Serve as a member of the executive committee
* Maintain all Board records so that they are accurate, organized, and secure
* Take minutes at all Board meetings (unless this is delegated to a staff member)
* Review minutes of Board meetings
* Provide copies of the minutes to all Board members (according to a set schedule)
* Provide notice of meetings to the Board, when necessary
* Provide notice of meetings to committees, when necessary
* Assume the responsibilities of the Chair when the Chair and Vice Chair are unavailable

**Treasurer**

Responsibilities

* Serve as a member of the executive committee
* Serve as financial officer for the organization
* Serve as Chair of the finance committee
* Work with the Executive Director to make sure financial reports are available to the Board on a timely basis
* Assist the Executive Director with preparing the annual budget and presenting to the Board for approval
* Maintain a working knowledge of any financial management software used by the organization
* Coordinate and review the annual audit and answer questions from Board members about the audit

**All Board Members**

Responsibilities

* Prepare for all board meetings
* Attend all board meetings and actively participate
* Attend the annual board retreat
* Serve as a fundraiser and spokesperson for the organization
* Make every effort to attend all program events, particularly fundraising events
* Participate in the annual performance evaluation of the Board
* Participate in the annual performance evaluation of the Executive Director
* Contribute to mission-based decision making
* Monitor the changing environment and participate in strategic planning
* Participate in reviewing and approving the annual budget
* Monitor income and expenses and stay informed about the organization’s financial condition
* Actively serve on standing and ad hoc committees
* Maintain confidentiality
* Recognize and report any personal or professional conflicts of interest
* Maintain appropriate lines of communication
* Participate in an annual review and update of policies and procedures
* Differentiate between these responsibilities and any additional responsibilities you choose to take on as a (non-board member) volunteer for the organization

1. **Executive Director**
   1. Job Description
   2. Relationship with the Board Chair

* Establish a partnership
* Remain accessible to one another
* Have regular meetings
* Discuss each person’s work style and expectations
* Identify goals for your relationship, the board, and the organization each year
* Identify ways to address difficult issues
* Plan for and cultivate future leaders on the board
* Plan for executive succession
  1. Performance Evaluation Form and Schedule

1. **Committees**

|  |  |  |  |
| --- | --- | --- | --- |
| **Standing / Ad Hoc** | **Committee Name** | **Membership** | **Charge** |
| Standing | Executive | Officers | This committee oversees the operations of the board and is responsible for exercising all of the powers and authority of the Board of Directors in between board meetings. |
|  | Personnel |  | This committee will oversee the development and review of personnel policies and procedures. |
|  | Finance |  | This committee will oversee the development of the budget and is responsible for ensuring that there are proper financial controls in place. |
|  | Fundraising |  | This committee will create an annual fund development plan for the organization and submit that plan to the full board for approval. The committee will research grants and other funding opportunities. The committee will work with the Executive Director to coordinate the annual fundraising events and initiatives of the organization. This committee will also coordinate and track the annual charitable gifts required to be made by board members. |
|  | Nominating and Orientation |  | This committee will recruit new board members based upon the skills that are both possessed by the applicant and needed by the organization. The committee will review potential board members and make recommendations to the Board. After a member is elected, this committee will orient the new member to the organization and the Board. |
|  | Board Development |  | This committee will ensure that the Board continues to enhance its performance and add greater value to the organization by coordinating the annual board self-assessment and retreat, as well as any needed training and consultation. |
|  | Policies and Procedures |  | This committee will oversee the development and review of policies and procedures. This committee will also make recommendations of new policies or changes to existing policies to the Board. |
|  | ED Search |  | This committee will coordinate the search for a new executive director, including updating the job description, advertising the position, reviewing applications, and conducting interviews. |
|  | Program X |  |  |
|  | Client Group X |  |  |
|  | Event X |  |  |

1. **Procedures for Meetings**
   1. **Procedure for Scheduling Meetings**
   2. **Procedure for Creating and Distributing the Agenda**
   3. **Procedure for Recording Minutes**
   4. **Outline for Meeting Minutes**

Name of Organization

Board Meeting Minutes

Date, Time, and Location

Present: Name board members in attendance

Absent: Name absent board members

Others Present: List any staff and guests

Meeting called to order at (time) by (name)

Consent Agenda

* Minutes from (prior meeting date)
* Committee Reports

Proceedings

* Any action taken. For instance, MOTION to (do action); seconded and passed

Future Business

* Conversations that were tabled until next time
* Possible agendas for upcoming meetings
* Assignments that board members have taken on

Executive Session (if used)

Closing Reflection

* Did we keep our attention focused on our top priorities?
* Were the background materials clear and useful?
* Were the important questions raised?
* Did everyone have sufficient time for input?
* Did we miss any important things?
* What changes should we make for the next meeting so our time is used more productively?

Meeting adjourned at (time)

1. **Board Profile Matrix**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Current Members** | | | | | | | | | | | | | | | **Prospective Members** | | | | | | |
| **Name:** | Person A | Person B | Person C | Person D | Person E |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Years on Board** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Sector / Connections** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Corporate |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Higher Education |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| K-12 Education |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Local Government |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Media |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Religious Groups |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Small Business |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Social Services |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Technical Education |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Areas of Expertise** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Financial Management |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Fundraising |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Human Resources |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Law |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Leadership |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Marketing |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Planning |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Public Relations |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Social Policy |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Technology |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Representation** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Client Group A |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Client Group B |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Gender** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Female |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Male |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Age** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| 20-35 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| 36-50 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| 51-65 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Over 65 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Race/Ethnicity** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| African American/Black |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Asian/Pacific Islander |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Caucasian |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Hispanic/Latino |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Native American/Indian |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Other |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

1. **Recruitment of New Members**
2. Using the completed Board Profile Matrix, discuss the following topics:

* What are the organization’s strategic goals and what kinds of connections and expertise will it take to achieve them?
* What are the overall strengths and weaknesses of the current board?
* What sectors are not represented?
* What sectors are over-represented?
* What areas of expertise are not represented?
* Are the organization’s clients represented?
* Is there over or under-representation from one gender, certain age groups, or certain races?
* Are there certain personal qualities or values that are preferable to ensure a good fit with the organization and other board members?

1. Describe the “ideal” candidates and ask all board members to identify potential recruits.
2. Add them as prospective members to the Board Profile Matrix and fill in as much information as possible.
3. Interview potential candidates with the following questions:

* Are you presently serving, or have you previously served on a board of a nonprofit organization?
* Describe your experience with leadership and teamwork.
* Describe your experience as a volunteer.
* What do you anticipate board membership would involve?
* What sectors of the community are you connected to?
* What specific skills and expertise would you bring to the board?
* What kinds of roles (officer, committee chair, committee member) would make the best use of your skills and expertise?
* What expectations do you have for an organization and fellow board members?
* What do you feel is a reasonable time commitment?
* Would you be willing to donate to the organization and participate in fundraising activities?

1. Invite candidates to attend a board meeting to observe how the board operates.
2. Nominate and vote on new candidates according to the procedures in the bylaws.
3. Send a written invitation to serve on the board.
4. **Invitation to Serve**

Dear [Name of Prospective Board Member],

[Name of organization] will be filling positions on its Board of Directors this [season]. It is with great pleasure that we invite you to serve on the Board of Directors beginning in [month and year] for a term of [#] years.

We feel you are a qualified candidate for this position and are particularly interested in your skills in [area] and connections to [sector]. Your input and leadership will be very valuable to [name of organization].

As a board member, you will be expected to:

* Provide overall guidance and governance of the organization
* Participate in making high-level decisions for the organization
* Devote at least [#] hours a year to the organization, including attendance at board meetings and committee meetings
* Make an annual contribution and participate in fundraising efforts

We hope you will accept this invitation to serve with us as we pursue the mission [mission of organization].

Please feel free to contact me to discuss this opportunity further. We would appreciate your formal acceptance or decline by [date].

Sincerely,

[Board Chair]

1. **Checklist for Orientation of New Members**

* Mission and Vision
* Culture and Values
* History of the Organization
* Programs and Services
* Current Budget and Main Funding Sources
* Fundraising Strategies, Goals, and Expectations
* Strategic Plan
* Organizational Structure
  + Organizational Chart
  + Roles of Board, Staff, and Volunteers
  + Current Board Officers, Committees, and Board Composition
* Partnerships, Collaborations, Consultants, and Key Contacts
* Elevator Speech
* FAQ about Organization
* Reading List
  + Reports and Board Meeting Minutes from Previous Months
  + Bylaws
  + Strategic Plan
  + Board Handbook
  + Case Statement

1. **Board Self-Assessment** 
   1. Purpose
      1. To improve board performance
      2. To determine the group’s goals
      3. To identify and prepare any needed board education sessions
      4. To target new member recruitment
   2. Schedule
   3. Survey or Questionnaire Used (if applicable)
2. **Board Retreats**
   1. Purpose
   2. Schedule
3. **Strategic Planning**
   1. Purpose
   2. Schedule
4. **References and Resources**

Blue Avocado: [www.blueavocado.org](http://www.blueavocado.org)

Bridgestar: [www.bridgestar.org](http://www.bridgestar.org)

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