



CHAPTER 2: ROLE OF THE BOARD MEMBERS/OFFICERS

OVERVIEW

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OVERVIEW

The following sections are arguably the most critical to a VOAD's success. This chapter will outline the importance of the Board of Directors and answer the question of why a VOAD needs a Board or Executive Committee?

What is the Board of Directors?

The Board of Directors/Executive Committee:

- Is the governing body of a VOAD.
- Has ultimate accountability for everything that happens in the VOAD.
- Makes sure the VOAD successfully fulfills its mission.

To exist as a State VOAD, you must have a Board of Directors or Executive Committee. However, the long answer is more important. It has to do both with what a Board can bring and do for a VOAD and what a Board/Executive Committee represents. VOAD Boards/Executive Committees play a critical role in ensuring that the VOAD has what it needs to carry out its mission, and that it does so legally, ethically, and effectively. A VOAD Board/Executive Committee provides checks and balances against the abuse of power and conflicts of interest. Boards/Executive Committees also play an important symbolic role. The presence of a Board/Executive Committee tells your community/constituency that the VOAD does not belong to one person, but that there is collective ownership and accountability.

WHY IS IT IMPORTANT TO HAVE A BOARD OF DIRECTORS?

Role of the Board of Directors

VOAD Board/Executive Committee members play two key roles in nonprofit organizations: Governance and Support¹. Board/Executive Committee members are at once supporters and builders, and questioners and monitors. As individuals, Board/Executive Committee members play a support role. They are obligated to make sure the VOAD has what it needs to be strong and effective. As a body, in its governance role, the Board/Executive Committee monitors the VOAD and holds it

Fact Sheet 2.1:

An Introduction to Board Roles and Responsibilities

See the below appendices for further guidance.

- C. Brief Review of the Board's Role in Fiscal Oversight
- D. Sample Board Member Description
- E. Sample Board Member Agreement

¹ The concept of "governance and "support" as the two primary roles of a Board comes from CompassPoint and is described in greater detail in *The Best of the Board Café: Hands on Solutions for Nonprofit Boards*, by Jan Masaoka.

accountable to the public interest. Use the Board Member Expectation Sheet² and Great Board Officer Description³ for your reference.

Both these roles - supporting and governing - are critical for VOADs. The two roles of support and governance encompass different tasks. In the role of supporters, Board/Executive Committees strive to ensure the success of the VOAD. VOAD Boards/Executive Committees can bring contacts to the organization, provide special skills, raise money if desired, and act as ambassadors in the community.

The governance role, on the other hand, has as its goal protection of the public interest. Governance responsibilities for Boards/Executive Committees include selecting what policy and procedures the VOAD adopts, reviewing and authorizing plans and commitments, ensuring compliance with legal and contract requirements, and evaluating the VOAD's work.

What are Board Officers and What's Their Role?

The Board Officers are:

- **The Chair or President**
- **The Vice Chair or Vice President**
- **The Secretary**
- **The Treasurer**

The roles of Board officers will vary, depending on where the VOAD is in its stage of development. A Sample Board Member Job Descriptions⁴ can provide clarity for these roles.

Keep In Mind...

The Vital Role of Board Secretaries

Sometimes, the position of Board Secretary is seen as "someone who just takes notes." First, those notes – or Board minutes – are the official legal record of the Board's decisions. So taking good minutes is a critical task. Second, Secretaries should also play a vital role maintaining Board communication, compliance with bylaws, and other record keeping.

The Board Officers typically form the Executive Committee. Typically, the Executive Committee is empowered by the bylaws to be able to act for the Board as a whole between meetings. The specific powers and reporting responsibilities of the Executive Committee need to be spelled out carefully in the Bylaws. Hints for Preparing Board Minutes⁵ can assist you in capturing all Board decisions. Boards may also delegate specific problems or questions to the Executive Committee for research, decision or action – again as long as the bylaws, and state law, permit.

Specific Responsibilities of the Board

² See **Appendix A** for Board Member Expectation Sheet.

³ See **Appendix B** for a Great Officer Description.

⁴ See **Appendix D** for Sample Board Member Job Descriptions.

⁵ See **Appendix E** for Ten Hints for Preparing Board Minutes.

The Board of Directors/Executive Committee is legally responsible and accountable for all aspects of VOAD operations. Board/Executive Committee members must ensure that the organization operates for the public good and for the benefit of the community.

So what does this mean in practice? How do Boards/Executive Committees do this?

Boards/Executive Committees have responsibility for the following:

- Setting the vision, mission, and organizational goals.
- Making sure the VOAD has the relationships and resources it needs.
- Making sure the VOAD carries out its mission.
- Establishing personnel policies and procedures⁶.
- Enhancing the organization's public image

CAUTION...

Those who provide leadership and are responsible to make, implement, and evaluate the decisions made by the VOAD must be members of organizations that are nonprofit, voluntary, and meet the other guidelines of membership. Government partners should not supervise, prepare agendas for, serve as officers, or direct the activity of the VOAD.

Many Boards/Executive Committees develop written Board member job descriptions that spell out these responsibilities. It is also a good practice to have Board/Executive Committee members sign written agreements in which they pledge to uphold these responsibilities and make commitments of their time and participation.

Board Leadership

This section provides an overview of three critical vehicles for building strong Board leadership: Board Meetings, Board Officers and Board Committees.

Why?

Boards are more effective when:

- When Board Meetings are relevant, focused, productive, and energizing.
- When Board Officers are clear about their roles and

Fact Sheet 2.2:

Board Meetings, Officers, and Committees

See the below appendices for further guidance.

- F. Board Meeting Work Plan Sample
- G. Checklists for Observing a Board of Directors Meeting
- H. Simplified Robert's Rules of Order
- I. Board Officers Job Description
- J. Ten Hints for Preparing Board Minutes
- K. Overview of Typical Board Committees
- L. Committee or Task Force/Work Group Planning Worksheet

⁶ See Fact Sheet 1.4 for a Quick Guide on Board Policies.

responsibilities, carry them out, and motivate others to stay engaged.

- When Board Committees (or task or working groups) are clear about their roles and responsibilities, carry them out, and get needed work done.

The Importance of Board Meetings

It might sound obvious, but Boards of Directors need to meet and they need to meet regularly.

Why?

- Legally constituted meetings – meetings with a quorum – are the principal mechanism through which a Board carries out its governance responsibilities.
- Boards can only make legally binding decisions – about organizational direction, policies, and finances – when in a Board meeting with a quorum, acting as a full Board.

Keep In Mind...

Frequency of Board Meetings

Best practice suggests that, at a minimum, Boards should meet quarterly to effectively carry out their legal and fiduciary responsibilities. Boards might decide to meet more often – every other month or monthly – if the organization is in the startup phase or going through any type of crisis or transition.

An inactive Board – that is, a Board that does not meet regularly, or that meets regularly with poor attendance – puts an organization at risk. Moreover, when the organization is at risk, individual Board members are at risk!

How Can You Make the Best Use of Board Meetings?

There's no one best approach or standard agenda for a Board meeting. You might need to try different approaches to see what works for your organization.

For example:

- Some Boards rotate who has responsibility for developing the agenda.
- Some Boards rotate where they hold the meeting.
- Some meet over dinner.
- Some open with a story.
- Some Boards like having a standardized agenda for all Board meetings.
- Others like to mix it up.

What are Board Committees and What Do They Do?

Committees are smaller groups of Board members charged with a specific task or set of tasks, such as planning an activity, reviewing an issue and developing recommendations, or preparing a report or plan. Committees do not make decisions. Committees recommend policy and other actions for approval by the entire Board. Usually, it is a committee that will be charged with doing research around an issue, hammering out plans and details, and then making a recommendation to the full Board. This ensures that time at actual Board meetings can be used wisely and efficiently.

There are two kinds of committees:

- **Standing Committees:** Standing Committees are permanent committees that are specified in the organization's bylaws. Under federal regulations called Sarbanes-Oxley, nonprofits organizations must have a Finance and Audit Committee. Boards should also have an Executive Committee, which consists of the Board officers. Other than those two, there is no required set of standing committees.
- **Ad-Hoc Committees:** Ad-Hoc Committees – also called Task Forces or Working Groups – are formed for periodic activities, one-time-only activities, and special projects, such as developing a multi-year strategic plan or conducting a search for a new Executive Director. In most organizations, ad-hoc committees are established either at the discretion of the Board Chair or by a majority vote of the Board. Typically, a Board resolution will provide a "charge" and other direction for the committee.

A growing number of Boards are moving away from having standing committees – other than the Executive Committee to having all ad-hoc committees or task forces/working groups. This allows the Board to continuously assess what “needs to get done” and develop and assign appropriate tasks as needed. This approach can keep Boards more engaged and feeling that they are actually accomplishing something.

What Are the Benefits of Committees and Task Forces/Working Groups?

The benefits of having active committees and task forces or working groups include:

- You can get more work done in smaller groups that you can in as a full Board
- The work of the Board is divided among Board members so that necessary tasks can be performed effectively
- The special talents of all Board members can be used more effectively

Keep In Mind...

For Small or New VOADs

As VOADs grow and the number of issues or tasks the Board must focus on grow, it makes sense for the Board to establish committees (Further guidance on committees will be introduced in Chapter 5: Committees).

Committees are also a way to involve all the Board members in the organization's work. For example, some Boards require that all Board members serve on at least one committee as part of their Board Member Agreements. Committees can also be a way to build teamwork on the Board and also provide opportunities for Board members to build their skills and leadership.

WHAT ARE THE LEGAL REQUIREMENTS AND LIABILITY FOR VOADS?

What You Should Know About Boards and Liability

Any VOAD can be sued for any reason – and if it does, it's the Board of Directors that is sued. However, Board members can reduce the likelihood that a lawsuit will be won by acting responsibly in carrying the Board's oversight responsibilities. However, if the Board has not carried out its oversight responsibilities – if Directors have engaged in non-management, mismanagement, or self-dealing, or have not ensured that personnel policies are carried out – then the lawsuit is more likely to win and Board members will be held liable. A Board can only make legally binding decisions when in a Board meeting (that has a quorum using Robert's Rules of Order⁷) and acting as a full Board.

Your organization's bylaws should have a section on "indemnification." Indemnification protects Board members from lawsuits associated with their governance roles. When Board members are "indemnified" by the organization, this means that if the organization is sued, then the organization will pay to defend Board members and possibly pay damages. However, the organization cannot indemnify Board members against certain types of misconduct, such as self-dealing.

Keep In Mind...

The Board as a Body vs. Board Members as Individuals

As a body, the Board of Directors has considerable powers. An individual Board member, acting alone, has almost no power. An individual Board member cannot make a legally binding decision on behalf of the organization.

The Board's Role in Fiscal Oversight⁸ is significant and at times challenging. The three most serious violations of fiscal responsibility are:

- **Mismanagement**
- **Non-management**
- **Self-dealing**

Remember, this does not mean that Boards cannot make a bad decision. Boards can and do make mistakes. It is not a crime to be wrong – as long as you asked the right questions,

⁷ See **Appendix J** Roberts Rules of Order.

⁸ See **Appendix F** Board's Role in Fiscal Oversight and **Appendix G** Conflict of Interest Policy.

demonstrated reasonable judgment, and responded as a reasonable person would in that situation. ***Board members are more at risk for taking no action than for taking the wrong action for the right reason.***

Checklist for Role of the Board

- Do you understand what is **expected of your Board**? (See **Appendix A**)
 - Do you what it means to be **considered a Great Board Member**? (See **Appendix B**)
 - Do you understand your **Board's role in Fiscal Oversight**? (See **Appendix C**)
 - Do you know what it takes to be a **Board Member**? (See **Appendix D**)
 - Have you adopted a **sample Board Member Agreement**? (See **Appendix E**)
 - Have you considered a **Board Meeting Work Plan**? (See **Appendix F**)
 - Do your **Board meetings** run smoothly? (See **Appendix G**)
 - Does your VOAD ensure that **Board meetings are run legally**? (See **Appendix H**)
 - Do your Board Officers know their **roles and responsibilities**? (See **Appendix I**)
 - Does your Secretary know how to take **meeting minutes**? (See **Appendix J**)
 - What **types of committees** does your VOAD have? (See **Appendix K**)
 - Do those committees have **work plans**? (See **Appendix L**)
 - Do you support new Board Members with some form of an orientation checklist?
(See **Appendix M**)
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Board Member/Officer Expectation Statement

General Expectations

1. Support the VOAD mission, purposes, goals, and policies while knowing its strengths and needs.
2. Serve actively on committees of the Board as requested by the Chair or President.

Meetings

1. Prepare for and participate in VOAD Board meetings and scheduled committee meetings, including appropriate VOAD activities.
2. Ask timely and substantive questions at Board and committee meetings consistent with personal conscience, convictions, and ethics, while supporting the majority decision on issues decided by the Board.
3. Maintain confidentiality of the Board's executive sessions, and speak for the board or VOAD only when authorized to do so.
4. Suggest agenda items for Board and committee meetings to ensure that significant policy-related matters are addressed.

Avoiding Conflicts

1. Serve the VOAD as a whole rather than any special interest group or constituency.
2. Avoid even the appearance of a conflict of interest that might compromise the Board or VOAD and disclose any possible conflicts to the board in a timely fashion.
3. Never accept or offer any favors or gifts from or to anyone who does business with VOAD.

Fiduciary Responsibility

1. Exercise prudence and sound fiscal practices with the Board in the control of and transfer of VOAD funds.
2. Faithfully read and understand the VOAD's financial statements and otherwise help the board fulfill its fiduciary responsibility.

Great Officer/Board Member

Great board members do not start out “great.” Rather, they travel along a continuum, picking up and mastering certain skills. After mastering these skills, great board members emerge by having a broader perspective than self or even the nonprofit: they develop a vision that links the nonprofit to the broader nonprofit sector and act to serve, strengthen, and transform the entire community.

Duty of Care

“The duty of care requires that first, a director be informed; and second, a director discharge his [or her] duties in good faith, with the care that an ordinarily prudent person in a like position would reasonably believe appropriate under similar circumstances.” -*ABA Guidebook for Directors of Nonprofit Corporations*.

Among other things, board members must:

1. Attend meetings regularly (and review materials before meetings!)
2. Stay adequately informed about the organization
3. Exercise independent judgment when voting – ABA Guidebook

Duty of Loyalty

“The duty of loyalty speaks to the responsibility of the director to act in a manner that will not harm the organization served ... and prohibits directors from obtaining personal benefit or gain that rightly belong to the nonprofit organization.” Ilchman & Burlingame.

Duty of Obedience

1. The duty of obedience “mandates that directors carry out the purposes of the organization as spelled out in its articles of incorporation and other legal documents.” - Ilchman & Burlingame
2. Internal – Board members have a duty to ensure “the organization remains obedient to its central purposes” as shown in its articles of incorporation, mission statement, bylaws, and other internal documents. - *The Legal Obligations of - Nonprofit Boards*
3. External – Board members have a duty to ensure the organization complies with public laws, such as federal and state laws concerning transparency (e.g., making tax returns and other nonprofit filings available for inspection), solicitations (e.g., making required disclosures), and normal employment laws (such as tax withholdings).

Brief Review of the Board's Role in Fiscal Oversight

Fiscal Oversight Responsibilities of the Full Board

- Ensure accurate tracking/monitoring/accountability for funds (i.e., that the VOAD's fiscal management meets accepted standards for U.S. tax-exempt organizations).
- Ensure that all taxes are paid and all public requirements related to fiscal management and reporting are met.
- Ensure that all funds are used for the purposes stated by donors.

How Boards carry out these responsibilities:

- Review and approve the annual budget and revisions during the year – as needed.
- Review and approve the annual fundraising budget.
- Establish, periodically review and approve fiscal policies.
- Review and approve financial reports at least quarterly. If the Board meets more frequently, at every Board meeting.
- Decide how to audit.
- Review and approve annual audits and annual nonprofit tax forms, i.e., Form 990.
- Delegate all fiscal aspects of the Board work between meetings to the Treasurer and Finance Committee.
- Request and go through appropriate periodic fiscal training, e.g., on reading nonprofit fiscal statements.

Main Responsibilities of the Finance Committee/Treasurer

- Oversee development of the annual budget and revisions.
- Oversee development of fiscal controls/policies and ensure they are practiced.
- Make sure that the Board receives accurate and timely financial information and uses it in making decisions.
- Present financial reports at Board meetings and highlight important observations or trends for the Board to consider.

How Finance Committees/Treasurers carry out these responsibilities:

- Review the statement of financial activities (which compares budget to actual expenditures) and statement of financial position prior to every Board meeting or at least once a quarter. Receive the statements early enough to have time to review and prepare for the meeting with the staff.
 - Review the expenses and approve reimbursements once a quarter.
 - Sign print-outs of all general ledger adjustments once a quarter.
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Sample Board Member Job Description

The Board of Directors is the governing body of _____ [VOAD]. Directors serve as trustees on behalf of donors and are thus responsible for ensuring that the organization meets both legal and ethical standards for nonprofit, tax-exempt organizations. The Board's most important role is to provide oversight of all activities and funds. The Boards play a critical role in ensuring that the organization has what it needs to carry out its mission, and that it does so legally, ethically, and effectively.

Specific duties and responsibilities include the following:

- **Setting the vision, mission, and organizational goals.** Board members are expected to actively participate in:
 - Strategic planning to set the vision, mission, and goals of the VOAD;
 - Conducting periodic reviews of the mission and progress toward goals;
 - Authorizing new programs and approve annual work plans; and
 - Setting advocacy policy priorities or positions [Note: This applies if the VOAD engages in advocacy].
- **Making sure the VOAD has the resources it needs.** Board members are expected to play a leadership role in resource development, including:
 - Securing resources, including both funds and other resources, such as in-kind contributions and volunteers.
- **Making sure those resources are well managed.** Board members are responsible for fiscal oversight. This includes:
 - Monitoring the VOAD's income and expenses;
 - Reviewing financial reports regularly to ensure funds are spent appropriately;
 - Reviewing and approving the annual budget; and
 - Setting and approving fiscal policies.
- **Making sure the VOAD carries out its mission with effective programs.** Board members are expected to:
 - Be familiar with the VOAD's programs, projects, and services;
 - Regularly review the VOAD's work and program results to see how effectively they are contributing to the mission and goals; and
 - Ensure that the VOAD meets ethical standards.
- **Establishing policies and procedures.** Board members approve personnel policies and procedures. The Board also serves as the last point of appeal in the grievance process for personnel matters (Conflict of Interest and Whistleblower situations). Board members should know and participate in approving all policies that guide the VOAD, its governance, and its work.

- **Enhancing your VOAD's public image.** Board members have a responsibility to serve as “ambassadors” for the VOAD in the community. As such, Boards must:
 - Be able to clearly articulate VOAD's mission, accomplishments, and goals;
 - Network and build relationships in the larger community for the VOAD;
 - Represent the VOAD at outside meetings or events important to the VOAD;
 - Protect and uphold the reputation and well-being of VOAD; and
 - Disclose any potential conflicts of interest and avoid all real and perceived conflicts of interest, both financial and programmatic.

To effectively carry out these job duties, Board members are expected to:

- ✓ Commit ___ to ___ hours per month to the work of this Board and of the VOAD.
- ✓ Attend Board meetings regularly, including at least ___ out of the ___ Board meetings each year.
- ✓ Review agenda and supporting materials prior to board and committee meetings.
- ✓ Serve actively on at least one standing or ad hoc committee and to attend committee meetings regularly, attending at least two-thirds of the scheduled committee meetings as well as special meetings as needed.
- ✓ Participate in the following fundraising activities:
 - Talk about the work and achievements of the VOAD with colleagues and friends;
 - Carry out other resource development activities as appropriate and requested.

Sample Board Member Agreement

Board Member Responsibilities and Expectations

As a member of the Board of Directors of VOAD, I agree to meet the following expectations regarding my duties and responsibilities:

1. To support the mission of VOAD: [specify].
2. To participate in approving all policies that guide the VOAD, its governance, and its work.
3. To be familiar with VOAD's priorities and initiatives, and to oversee the work of the VOAD.
4. To be active in monitoring the VOAD's finances and fiscal management, and reviewing and approving the annual budget.
5. To recognize my role as a trustee on behalf of donors and my responsibility to ensure that the VOAD meets both legal and ethical standards for nonprofit, tax-exempt organizations.
6. To protect the reputation and well-being of VOAD. As a member of the Board, I pledge to carry out my responsibilities with the highest degree of integrity, to disclose any potential conflicts of interest, and to avoid all real and perceived conflicts of interest, both financial and programmatic.
7. To attend Board meetings regularly. I understand that I am expected to attend at least ___ out of the approximately ___ Board meetings each year, and to attend the ___ [identify other required sessions – e.g., annual meeting, retreat].
8. To commit ___ to ___ hours per month to the work of this Board and the organization in addition to Board meetings, as well as some extra time if required in case of special initiatives.
9. To serve actively on at least one Board Committee or task force.
10. To participate in advocacy and external relations on behalf of VOAD, to include [specify].

Signed by:

Board Member Signature

Date

Board Chair Signature

Date



Appendix F

Sample Board Meeting Work Plan

Meeting Date	Major Discussion Topics	Action Needed
January	No Board Meeting	
February	Annual Board Meeting [Date] Issues and trends in technology and communication: what's available; what's on the horizon; opportunities, pitfalls, & policy implications	<ul style="list-style-type: none"> • Elect new directors • Review website and make recommendations for improvement • Update Website
March	No Board Meeting	
April	Annual Board/Staff Retreat [Date] Good to Great Excellence in Governance Board Self-Evaluation Membership	<ul style="list-style-type: none"> • Review Budget (if applicable) • Approve audit (if applicable) • Develop indicators of "greatness" and their success measures • Update Website
May	No Board meeting NATIONAL VOAD CONFERENCE	
June	Board Meeting [Date] Capacity building: creating a state of preparedness and resilience; Whole Community Engagement	<ul style="list-style-type: none"> • Approve awards • Reach out to all Regional/Local VOADs • Identify ways to partner with State/local EMAs • Update Website
July	No Board Meeting	
August	No Board Meeting	
September	Board Meeting [Date] Review Disaster Protocols; Board Housekeeping	<ul style="list-style-type: none"> • Approve Board nominations criteria • Approve annual Board meeting plan and committee objectives • Review draft budget (if applicable)
October	No Board Meeting	
November	No Board Meeting	
December	Board Meeting [Date] Issues and Trends; Strategic Planning	<ul style="list-style-type: none"> • Approve Final Budget (If applicable) • Approve bylaw changes • Outline all response and recovery efforts throughout the past year

A Checklist for Observing a Board of Directors Meeting

If you are really committed to improving your Board, start with Board meetings. How a Board meeting runs can tell you a lot. Invite a trusted volunteer or ask one of the Board members to play the role of an observer at one of your next Board meetings. Ask this person to look for and record observations related to the following:

- ✓ **Attendance:** What proportion of members is present? Do they come on time? Do they stay for the whole meeting? Who speaks?
- ✓ **Materials/Preparation:** Is there an agenda and Board “package”? Was it sent out ahead? Does it appear that people have read it? Does the Board seem well informed about the work of the VOAD?
- ✓ **Process:** Does the Board use an orderly process to run the meeting (e.g., Robert’s Rules of Order)? Does the Chair seem in control? Does everyone have the opportunity to speak and be heard? Does the meeting follow the agenda? Does it end on time?
- ✓ **Decisions:** Are decisions clearly explained and proposed actions or options clearly stated? Are decisions made based on motions or some other defined process? Are decisions made by voting or consensus? Does the Board appear to address difficult issues or avoid them?
- ✓ **Content:** Does the meeting provide for a report from the Chair? Is there a program update?
- ✓ **Committees:** Are there committees? If so, do they appear to have met since the last meeting? Are there written committee reports? Oral reports? Do committees bring recommendations to the Board? Does the Board pay attention to the Committee’s recommendation and use it as the basis for discussion?
- ✓ **Finance:** Is there a finance report, including written financial statements? Is the Treasurer involved in making the report? Are financial matters discussed and understood by the Board? Does the Board adopt a financial report?
- ✓ **Resource Development:** Does the Board appear informed and involved in resource development? What discussion occurs at the meeting? Are all Board members engaged in the discussion?
- ✓ **Relationships:** Do Board members respect each other? Do they interact positively, using and sharing knowledge and experience? Do you see any tension or factions?

Simplified Roberts Rules of Order

✓ Main Ideas

1. Everyone has the right to speak once if they wish, before anyone may speak a second time.
2. Everyone has the right to know what is going on at all times.
3. Only urgent matters may interrupt a speaker.
4. The [members] discuss only one thing at a time.

✓ How to do Things

1. **You want to bring up a new idea before the group.**
After recognition by the [president], present your motion. A second is required for the motion to go to the floor for debate, or consideration.
2. **You want to change some of the wording in a motion under debate.**
After recognition by the [president], move to amend by
 - a). adding words,
 - b). striking words or
 - c). striking and inserting words.
3. **You like the idea of a motion under debate, but you need to reword it beyond simple word changes.**
Move to substitute your motion for the original motion. If it is seconded, debate will continue on both motions and eventually the body will vote on which motion they prefer.
4. **You want more study and/or investigation given to the idea under debate.**
Move to refer to a committee. Try to be specific as to the charge to the committee.
5. **You want more time personally to study the proposal under debate.**
Move to postpone to a definite time or date.
6. **You are tired of the current debate.**
Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3 vote.
7. **You have heard enough debate.**
Move to close the debate. Requires a 2/3 vote.

Or move to previous question. This cuts off debate and brings the assembly to a vote on the pending question only. Requires a 2/3 vote.

8. **You want to postpone a motion until a later time.**
Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is dead. To kill a motion at the time it is tabled requires a 2/3 vote. A majority is required to table a motion without killing it.
 9. **You want to take a short break.**
Move to recess for a set period of time.
 10. **You want to end the meeting.**
Move to adjourn.
 11. **You are unsure that the [president] has announced the results of a vote correctly.**
Without being recognized, call for a "division of the house." At this point a standing vote will be taken.
 12. **You are confused about a procedure being used and want clarification.**
Without recognition, call for "Point of Information" or "Point of Parliamentary Inquiry." The [president] will ask you to state your question and will attempt to clarify the situation.
 13. **You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.**
Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.
 14. **You want to change an action voted on at an earlier meeting.**
Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, as 2/3 vote is required.
- ✓ **You may INTERRUPT a speaker for these reasons only:**
1. to get information about business - **point of information**
 2. to get information about rules - **parliamentary inquiry**
 3. if you can't hear, safety reasons, comfort, etc. - **question of privilege**
 4. if you see a breach of the rules - **point of order**
 5. if you disagree with the [president]'s ruling – **appeal**
- ✓ **You may influence WHAT the [members] discuss:**
1. if you would like to discuss something - **motion**
 2. if you would like to change a motion under discussion – **amend**
- ✓ **You may influence HOW and WHEN the [members] discuss a motion:**

1. if you want to limit debate on something - **limit debate**
2. if you want a committee to evaluate the topic and report back - **commit**
3. if you want to discuss the topic at another time - **postpone or lay it on the table**
4. if you think people are ready to vote - **previous question**

Parliamentary Procedure Motions Chart					
Adjourn	S			M	
Recess	S			M	
Table	S			M	
Close Debate	S			2/3	R
Limit Debate	S		A	2/3	R
Postpone	S	D	A	M	R
Refer to Committee	S	D	A	M	R
Amend Amendment	S	D		M	R
Postpone Indefinitely	S	D	A	M	R
Main Motion	S	D	A	M	R

Adapted from Case Western Reserve Graduate Student Senate; changes in []
<http://www.cwru.edu/orgs/gradsenate/rules/handbook.html>

S = Must Be Seconded;
 D = Debatable;
 A = Amendable;
 M = Requires A Simple Majority Vote;
 2/3 = Requires A 2/3 Vote;
 R = May Be Reconsidered Or Rescinded.

Parliamentary Glossary in Brief:

Addressing the Chair: Getting the chair's attention by saying, e.g., "Madam Chairwoman," "Mr. Chairman," "Madam President," or "Mr. Moderator."

Agenda: Order of business; program of a business meeting.

Ad Hoc Committee: Committee established for a specific purpose, for a particular case.

Adjourn: To end a meeting.

Announcing the Vote: In announcing the vote on a motion, the chair should:

- (1) report on the voting itself, stating which side has prevailed;
- (2) declare that the motion is adopted or lost; and
- (3) state the effect of the vote or order its execution.

For a voice or rising vote in which no exact count is taken, the chair might say, for example, "The ayes have it, the motion carries, and the brochure will be published." For a vote in which an exact count is taken, the chair might say, "There are 14 in the affirmative and 15 in the negative. The negative has it and the motion is lost. No additional funds will be spent on publicity this semester."

Ballots: Slips of paper for voting.

Carried: Passed or Adopted; used in referring to affirmative action on a motion.

Caucus: Private session in advance of a scheduled meeting.

Chair: the Chair, Chairman, Chairwoman: To preside over; the presiding officer.

Chairman/Chairwoman Pro Tem: Presiding officer for the time being.

Commit: To refer to a committee.

Committee of the Whole: Designation of all of the members of an assembly present at a meeting as members of an ad hoc committee; working as a committee of the whole allows an assembly to function informally (e.g., to have unlimited debate).

Convene: To open a session.

Division of the Assembly; a Division: A vote retaken for the purpose of verifying a voice vote or show of hands; a division may be ordered by the chair or by a single member.

Division of the Question: A motion to divide a pending motion into two or more separate questions in order that they may be considered separately.

Election by Acclamation: Election by unanimous consent; used when only one person has been nominated for an office.

Ex-officio: By right of office.

Expunge: To eliminate part of a motion by crossing out or drawing a line around words; one never erases, since the original text may be needed for the minutes.

Germane: Closely related, relevant; amendments and debate must be germane to the question at hand.

Having the Floor: Having been recognized by the chair to speak.

Immediately Pending Question: The last motion stated by the chair.

In Order: Correct according to rules of parliamentary procedure.

Main Motion: A motion which brings before the assembly some new subject upon which action of the assembly is desired. Majority: More than half of the votes cast by persons legally entitled to vote.

Minutes: Written records of business transacted.

Motion: A proposal by a member, in a meeting, that the assembly take a particular action.

Nominate: To propose an individual for office.

Obtaining the Floor: Securing permission to speak.

Orders of the Day: Agenda for a meeting.

Parliamentarian: Parliamentary adviser to the presiding officer.

Pending Question: A motion awaiting decision.

Plurality: In an election, the largest number of votes given a candidate when three or more candidates are running; a plurality that is not a majority never elects anyone to office except by virtue of a special rule previously adopted.

Point of Information: Request for information concerning a motion.

Precedence: Take Precedence: Priority in rank; to outrank.

Previous Question: Motion which, if adopted, orders an immediate vote.

Proxy: A person authorized to vote for another.

Question of Privilege: A device that permits a request or main motion relating to the rights and privileges of the assembly or any of its members to be brought up for immediate consideration because of its urgency, e.g., a motion to turn the air conditioner up or a motion to close the windows so that people can hear.

Quorum: The minimum number of members who must be present at a meeting for business to be legally transacted.

Recess: A short intermission.

Recognize: To allow someone to obtain the floor in order to speak.

Rescind: To repeal, annul, cancel, or revoke formally.

Resolution: Motion used to express the sentiment of a group, usually beginning with the words "resolved that...."

Rising Vote: A vote taken by having members stand.

Roll Call Vote: A procedure by which the vote of each member is formally recorded in the minutes.

Second: To indicate support for consideration of a motion by saying: "I second the motion."

Slate: List of candidates.

Unanimous (or General) Consent: A means of taking action on a motion without a formal vote. When a presiding officer perceives that there is little or no opposition to a motion before the assembly, business can often be expedited by the chair's simply calling for objections, if any. If no objection is heard, the motion is adopted; if even one member objects, the motion is brought to a formal vote by the usual procedure.

Voice Vote: A vote taken by having members call out "aye" or "no" at the chair's direction.

Yield: To give the floor to the chair, to another speaker, or to a motion taking precedence over that being considered.



Board Officer Job Descriptions

✓ **Chair (or President)**

The Chair is the elected leader of the Board of Directors. S/he typically:

1. Presides over meetings of the Board of Directors
2. Chairs the Executive Committee
3. Serves as the primary liaison between the Board of Directors and the Executive Director
4. Plays a primary role in setting the agenda for Board meetings and Executive Committee meetings
5. Communicates to other officers and/or to the Board of Directors information they need to know between meetings
6. Ensures that Board matters are handled properly, and that the Board is carrying out its duties
7. Represents the Board of Directors at key organization events and activities such as meetings with key funders, and often speaking to the media on behalf of the organization
8. Serves as an ad hoc member of all Board standing committees

✓ **Vice Chair (or Vice President)**

The Vice Chair typically:

1. Presides over Board meetings and carry out other duties of the Chair in the absence of the Chair
2. Serves as interim Chair if the Board Chair resigns or leaves the Board during his/her term for any reason
3. Serves as a member of the Executive Committee and chairs it in the absence of the Chair

4. Chairs a standing committee and/or an ad hoc committee
5. Represents the Board of Directors at events when the Chair is unable to do so
6. Carries out other leadership and representational tasks assigned by the Chair

In some organizations, during the Chair's last year in that position (assuming there are term limits for the Chair), the Vice Chair is also Chair-Elect, and automatically succeeds the Chair.

In other organizations, there is an assumption that the Vice Chair is likely to be the next Chair, but there is no bylaws provision to this effect. In still other organizations, no assumption is made about the future role of the Vice Chair.

✓ **Secretary**

The Board Secretary typically:

1. Ensures that accurate records are kept of all meetings of the Board of Directors (either taking the minutes or reviewing minutes taken by staff) and usually records of Executive Committee meetings as well
2. Makes sure that all notices of regular or special meetings are given in accordance with the bylaws
3. Communicates with individual members about attendance or other matters, as directed by the Board
4. Keeps and uses the corporate seal of the Corporation, if any
5. Signs official documents on behalf of and on the authority of the Board (e.g., attesting to a bank that the Board has passed a resolution approving opening of a bank account, or to a landlord that the Board has approved signing of a lease)

The secretary typically is a member of the Executive Committee.

✓ **Treasurer**

The Treasurer is responsible for financial oversight on behalf of the Board of Directors. This typically includes:

1. Serving as Chair of the Finance/Audit Committee
2. Serving on the Executive Committee
3. Serving as a co-signer of large checks (those that require a Board as well as a staff signature), or signing checks when the Executive Director or other authorized staff are not available
4. Reviewing the annual budget, financial statements, and other financial documents after they are prepared and before they are sent to the Board, and ensuring that the Board provides appropriate fiscal oversight
5. Presenting financial statements, budgets, and other financial reports to the Board
6. Working with staff to obtain bids from auditors for the independent audit, meeting with the auditors to review the draft audit
7. Signing finance-related documents on behalf of the Board (primarily where the Treasurer's signature is requested or required)
8. Recommending Board adoption of fiscal oversight policies and providing other fiscal oversight as needed

In some organizations, the Treasurer actually keeps the books, but in staffed organizations, staff or consultants usually do this, and the role of the Treasurer is to ensure that this function is carried out with appropriate safeguards and internal controls.

Ten Hints for Preparing Board Minutes

1. Remember that minutes are the official and legally binding record of the organization's governing body — ensure their high quality and accuracy. They may be used years later as legal evidence that a Board did or did not fulfill its duties.
2. Subdivide minutes into agenda topics. Use a consistent format, meeting after meeting.
3. Record the names of Board members present and absent. Indicate the presence or lack of a quorum. If the Board removes members based on attendance or unexcused absences, be sure to record in parentheses whether an absence was excused.
4. Accurately and fully record the decisions made by the Board. Include the exact wording of every motion, and who made and seconded it. Indicate that the motion passed unanimously. If anyone either voted no or abstained, record the vote totals, for and against, as well as any abstentions. Some formats:

EXAMPLE:

Claudia Arias moved and James Cohen seconded a motion to adopt the minutes from April 24, with the following correction: Miles Smith's name should be added to the list of "Board members present" on page 1. The motion passed unanimously.

Jaime Marquez moved and Sally Jones seconded a motion to approve the proposed bylaws revisions as presented to the Board of Directors (see Attachment A), with the following changes:

--Article III, Section 2: Board members shall serve staggered three-year (not two-year) terms.

--Article III, Section 4: Delete sentence beginning "Board members shall be limited to not more than two consecutive three-year terms."

The motion was approved unanimously.

5. At the request of any Board member, record his/her dissenting vote or abstention by name (see example above).
6. If a Board member absents him/herself from a specific discussion or vote due to possible conflict of interest, record this in the minutes.
7. Do not record discussion in detail but do summarize the major points briefly. Focus on the major issues and the decisions. Because the minutes are a legal record, it is important to document that key issues were identified and discussed; this demonstrates that the Board is fulfilling its oversight responsibilities. Do not indicate

who made specific comments unless they involve responsibilities for follow-up action.

8. Record major points of discussion regarding financial reports; the minutes provide a record that the Board actively performed its financial oversight function. Ideally, the Board should vote to accept the financial report to provide an official record.
9. Where possible, have minutes taken by someone who is not participating actively in the Board discussion. If a staff member takes minutes, the Board Secretary should review and revise the minutes, and they should be sent out under the Secretary's name. If the Secretary takes minutes, s/he should ask someone else to take notes on any topic for which the Secretary is playing a particularly active role in the discussion. Many secretaries identify a Board Member or back up to fill this role as needed.
10. Be sure that Board minutes are reviewed and approved at the following meeting. Ensure that any corrections are made and that corrected minutes are filed in a central location. Where committees have minutes, each committee reviews and approves its own minutes; they are shared with the full Board for information purposes.



Overview of Typical Board Committees

Appendix L

Committee or Task Force/Working Group Planning Worksheet

Name of Committee or Task Force/Working Group: _____

1. Describe the “charge” for this committee – its key roles and responsibilities as established by the Board.

2. List the committee’s current tasks as assigned by the Board – including any responsibilities related to the VOAD's strategic or Board development plan or its resource development plan.

3. Outline your work plan for the next program year – key tasks, products or results, and known deadlines you will need to meet:

Task and Key Related Activities	Desired Results/Products	Lead	Deadline

5. How will the committee ensure regular meetings and follow up? Describe committee leadership and other resources needed to carry out the work plan.

6. Does your committee have the membership needed to carry out its work plan successfully? Identify any membership issues or needs. Remember that most committees may include non-Board members.

7. For what tasks will your committee need to work jointly or collaborate with other committees? Identify both the tasks and the committees you will work with.

8. Identify challenges or unanswered questions that need to be addressed so your committee can operate effectively.

9. Given your committee's tasks, what training do the members need – and how can the consultants help you meet these needs?



Sample Board Orientation Checklist

New Board members receive written notice of their election to the board stating dates their term begins and ends, regular meeting dates, times, places, and information about the board orientation process.

Board Orientation Process:

- Special meeting for new Board members
- Orientation packet
- Personal phone call or meeting with an experienced Board member
- Follow up personal contact after first three months of Board service

Board Orientation Packet:

- Statement of purpose or mission (if developed and adopted by the Board)
- Brief overview of VOAD committees and services
- VOAD annual report with financial statements for the past fiscal year (if applicable)
- Each Board Member should be given a copy of the Bylaws, Articles of Incorporation, the IRS and state determination letters.
- List of all Board members, names, addresses, phone numbers, and terms of office
- List of committees with chairperson identified. If committees have regular meeting times and places, these are included. Board organization chart showing committee and sub-committee structure.
- Most recent financial statements and current annual budget (if applicable)
- Minutes for most recent Board meeting.

Board Orientation Meeting:

- Opportunity for personal introductions among new and experienced Board members.
- More formal introduction of new Board members, highlighting background and credentials for new members
- Brief presentations by experienced Board members explaining Board role and procedures
- Brief presentation by staff about scope of VOAD's services
- Structured opportunity for small group discussion by interest areas
- Clear statement of expectations of Board members
- Open-ended opportunity for questions from new Board member

Personal Contact with Experienced Board Member:

- Discussion of new Board member preferences for committee assignment

- Brief explanation of upcoming significant Board decisions or events
- Specific commitment to greet the new Board member at the next Board meeting and provide personal introductions to Board members with common interests

Follow Up Contact After Three Months of Service:

- Opportunity for general comments about Board service so far
- Inquiry into involvement with committees ± if no involvement yet, discussion of barriers and problem solving
- Request for feedback in orientation process

Fact Sheet 2.1

An Introduction to Board Roles and Responsibilities

Introduction

Why does a VOAD need a Board? The short answer is because it has to. To exist as an incorporated, tax-exempt organization, a nonprofit VOAD must have a Board of Directors. However, the long answer is more important. It has to do both with what a Board can bring to and do for a VOAD and what a Board represents. The Boards play a critical role in ensuring that the VOAD has what it needs to carry out its mission, and that it does so legally, ethically, and effectively. A Board provides checks and balances against the abuse of power and conflicts of interest. Boards also play an important symbolic role. The presence of a Board tells your community/membership that the VOAD does not belong to one person, but that there is collective ownership and accountability.

Keep In Mind...

What is the Board of Directors?

The Board of Directors is the governing body of a corporation (legal term for organization). It is the Board that has ultimate accountability for everything that happens in the VOAD. Its most important charge is to make sure the VOAD successfully fulfills its mission.

What are the Legal Requirements of a 501(c)(3) Nonprofit?

To understand why a VOAD needs a Board of Directors, you need to understand the basic legal requirements of a nonprofit organization in the United States. To obtain and maintain federal tax-exempt status as a 501(c)(3) organization, a nonprofit organization must:

- ✓ **Exist for the Public Good.** The VOAD must exist for humanitarian, charitable, educational, or other purposes that can be described as contributing to the public good.
- ✓ **Be Governed by Volunteers.** The VOAD must have some group of people who are responsible for ensuring that it meets various legal requirements, set policies and provide oversight of all activities and funds. Because nonprofits exist for the public good, it is important that this group of people – typically called the Board of Directors – are volunteers.
- ✓ **Be Independent.** Again, because they exist to serve the public good, nonprofit organizations must be independent of both government and the private sector. *Note: Those who provide leadership and are responsible to make, implement, and evaluate the decisions made by the VOAD must be members of organizations that are nonprofit, voluntary, and meet the other guidelines of membership. Government*

partners should not supervise, prepare agendas for, serve as officers, or direct the activity of the VOAD.

- ✓ **Be Nonpartisan.** VOADs must not engage in partisan political activity. They must not support or oppose candidates for office or political parties.
- ✓ **Ensure Fiduciary Responsibility.** The organization must ensure that contributions and other funds received are used for tax-exempt purposes involving public benefit, not for the personal gain or benefit of specific individuals.
- ✓ **Be Accountable to the Public.** Because a nonprofit organization exists for the public good, it must be accountable to the public. Nonprofit organizations are required to make information about their finances and their activities available to the public.

What is the Role of the Board of Directors?

Board members play two key roles in VOADs: Governance and Support⁹. Board members are at once supporters and builders, and questioners and monitors. As individuals, Board members play a support role. They are obligated to make sure the organization has what it needs to be strong and effective. As a body, in its governance role, the Board monitors the organization and holds it accountable to the public interest.

Keep In Mind...

The Three Legal Duties of a Board

Duty of Obedience: Requires members to be faithful to the organization's mission.

Duty of Care: Requires members to "care" for the organization - to be informed, be involved, and ask questions.

Duty of Loyalty: Requires members to always act in the best interest of the organization.

Both these roles - supporting and governing - are critical to effective work by VOADs. The two roles of support and governance encompass different tasks. In the role of supporters, Board members strive to ensure the success of the VOAD. Boards raise money, bring contacts to the organization, provide special skills, and act as ambassadors in the community. The governance role, on the other hand, has as its goal protection of the public interest. Governance responsibilities for Boards include assessing VOAD performance, reviewing and authorizing plans and commitments, ensuring compliance with legal and contract requirements, and evaluating the VOAD's work.

What are the Specific Responsibilities of the Board?

⁹ The concept of "governance and "support" as the two primary roles of a Board comes from CompassPoint and is described in greater detail in *The Best of the Board Café: Hands on Solutions for Nonprofit Boards*, by Jan Masaoka.

The Board of Directors is legally responsible and accountable for all aspects of VOAD operations. Board members must ensure that the VOAD operates for the public good and for the benefit of the community.

So what does this mean in practice? How do Boards do this? Boards have responsibility for the following:

1. **Setting the vision, mission, and organizational goals.** Boards provide overall direction to a VOAD. They usually do this through carrying out a strategic planning process. In a strategic planning process, the Board reviews the VOAD's mission and identifies organizational goals. Boards also authorize new programs and often approve an annual work plan with program objectives. If the VOAD engages in advocacy, the Board sets policy priorities.
2. **Making sure your VOAD has the resources it needs.** Boards play a leadership role in getting resources, including both funds and other resources, such as in-kind contributions and volunteers.
3. **Making sure those resources are well managed.** One of the most critical responsibilities of the Board is fiscal oversight. Boards must review financial reports regularly to ensure funds are spent appropriately and wisely. Boards also approve the annual budget. Absence from meetings does not eliminate individual member responsibility for fiscal decisions or failure to provide oversight. A Brief Review of the Board's Fiscal Oversight¹⁰ might help address these issues.
4. **Making sure your VOAD carries out its mission with effective programs.** The Board should regularly review the organization's work and program results to see how effectively they are contributing to the mission and goals. Boards must also ensure that the VOAD meets ethical standards. This means that the Board needs to:
 - Understand the programs.
 - Ensure the VOAD carries out evaluation of its programs.
 - Review the results of the evaluation at least once a year.
 - Monitors the involvement of individual Board members and evaluate its own performance as a Board.

Keep in Mind...

When Board Members are also Program Volunteers

Often, Board members also act as program volunteers. They might tutor children, teach a class, or set up a new database for a program. When a Board member is serving as a program volunteer, that Board member works under staff supervision like any other volunteer.

¹⁰ See **Appendix C** for a Brief Review of the Board's Fiscal Oversight.

5. **Establishing policies and procedures.** The Board approves policies and procedures. The Board also serves as the last point of appeal in the grievance process for personnel matters in the event of conflict of interest or whistleblower situations.
6. **Enhancing the organization’s public image.** Finally, as individuals, Board members have a responsibility to serve as “ambassadors” for the VOAD in the community. As such, Boards must be able to clearly articulate the organization’s mission, accomplishments, and goals. Board members play a vital role in networking and building relationships in the larger community for the VOAD.

Many Boards develop written Board member job descriptions that spell out these responsibilities in the context of the VOAD. It is also a good practice to have Board members sign written agreements in which they pledge to uphold these responsibilities and make commitments of their time and participation. A Sample Board Member Job Description¹¹ and Sample Board Member Agreement¹² can provide guidance.

What You Should Know About Boards and Liability

Any nonprofit can get sued for any reason – and if it does, it’s the Board of Directors that gets sued. However, Board members can reduce the likelihood that a lawsuit will be won by acting responsibly in carrying the Board’s oversight responsibilities. However, if the Board has not carried out its oversight responsibilities – if Directors have engaged in non-management, mismanagement, or self-dealing, or have not ensured that the policies are carried out – then the lawsuit is more likely to win and Board members will be held liable.

Your VOAD’s bylaws should have a section on “indemnification.” Indemnification protects Board members from lawsuits associated with their governance roles. However, the organization cannot indemnify Board members against certain types of misconduct, such as self-dealing.

The three most serious violations of fiscal responsibility are: mismanagement, non-management, and self-dealing.

- ✓ **Mismanagement** is when the Board violates fundamental management principles – it fails to plan, set up adequate controls and reporting systems, or review reports to identify problems. If the Board of Directors makes a bad decision that conflicts with what available information suggests – that is also mismanagement.
- ✓ **Non-management** is similar, but involves failure to use available opportunities and mechanisms for good management – failure to review data and reports, failure to use existing control systems, or failure to attend committee or Board meetings.

¹¹ See **Appendix D** for a Sample Board Member Job Description.

¹² See **Appendix E** for a Sample Board Member Agreement.

- ✓ **Self-dealing** is the most serious violation of a Board's fiduciary responsibility. When Board members act in their own best interests rather than in the best interests of the organization – that is self-dealing! Board members should be required to disclose any possible financial interests they might have in Board decisions. For example, if a Board member is part-owner of an entity being considered for a contract, then failing to disclose this relationship and voting on the contract would give the appearance of self-dealing? The extremes of self-dealing involve illegal actions such as embezzlement.

If the Board as a whole has engaged in any of these practices, then the Board has failed to do its job. A Board that has never adopted fiscal policies is committing **mismanagment**. A Board that never questions a financial report is committing **non-management**. An individual Board member cannot hide behind the excuse of: “Well, I wasn’t at that meeting so I didn’t know.” It’s your job, as a Board member, to know. If you have to miss a meeting, get the Board packet and find out what happened. Follow up and ask questions.

Keep in Mind...

***The Board as a Body vs.
Board Members as Individuals***

A Board can only make legally binding decisions when in a Board meeting (that has a quorum!) and acting as a full Board. As a body, the Board of Directors has considerable powers. An individual Board member, acting alone, has almost no power. An individual Board member cannot make a legally binding decision on behalf of the VOAD.

Remember, this does not mean that Boards cannot make a bad decision. Boards can and do make mistakes. It is not a crime to be wrong – as long as you asked the right questions, demonstrated reasonable judgment, and responded as a reasonable person would in that situation. ***Board members are more at risk for taking no action than for taking the wrong action for the right reason.***

Fact Sheet 2.2

Board Meetings, Officers, and Committees

What Is it?

This Fact Sheet provides an overview of three critical vehicles for building strong Board leadership: Board Meetings, Board Officers and Board Committees. Why?

- ✓ When Board Meetings are relevant, focused, productive and energizing, Boards are more effective.
- ✓ When Board Officers are clear about their roles and responsibilities, carry them out, and motivate others to stay engaged, Boards are more effective.
- ✓ When Board Committees (or task or working groups) are clear about their roles and responsibilities, carry them out, and get needed work done, Boards are more effective.

So the question is, how do we make the most of Board meeting, officers, and committees?

Board Meetings: How Boards “Get Their Work Done”

It might sound obvious, but Boards of Director need to meet and they need to meet regularly. Board Meeting Work Plans¹³ can guide and organize board objectives.

Why? Legally constituted meetings – meetings with a quorum – are the principal mechanism through which a Board carries out its governance responsibilities. Boards can only make legally binding decisions – about organizational direction, policies, and finances – when in a Board meeting with a quorum, acting as a full Board.

Remember that individual Board members (except the Board Chair, acting on behalf of the entire Board) do not have the authority to give direction to staff or to act on behalf of the Board between meetings unless the Board specifically authorizes such action. As a body, the Board of Directors has considerable powers, while an individual Board member, acting alone, has almost no power.

An inactive Board – that is, a Board that does not meet regularly, or that meets regularly with poor attendance – puts a VOAD at risk. In addition, when the VOAD is at risk, individual Board members are at risk!

Keep In Mind...

How Often Should the Board Meet?

Best practice suggests that, at a minimum, Boards should meet quarterly to effectively carry out their legal and fiduciary responsibilities. Boards might decide to meet more often – every other month or monthly – if the organization is in the startup phase or going through any type of crisis or transition. In addition, when Boards do not have active committees, it can be helpful to meet more often to keep people engaged while you work to build active committees or task forces.

¹³ (See **Appendix F** for Board Meeting Work Plan Sample).

How Can You Make the Best Use of Board Meetings?

There's no one best approach or standard agenda for a Board meeting. You might need to try different approaches to see what works for your organization. For example,

- ✓ Some Boards rotate who has responsibility for developing the agenda.
- ✓ Some Boards rotate where they hold the meeting.
- ✓ Some meet over dinner.
- ✓ Some open with a story, a poem or a song.
- ✓ Some Boards like having a standardized agenda for all Board meetings. Others like to mix it up.

Traditional Board meeting agendas are typically organized around reports – an Executive Committee's report and then committees reports. Too often, this format fails to highlight important issues that the Board needs to be aware of and deal with, and leaves very little room for meaningful discussion. By their very nature, reports look backwards not forwards!

Keep in Mind...

Assess Your Board Meetings

To identify ways to make your Board meetings better and more engaging, try assessing your next Board meeting to see how it goes.

An alternative way to organize a Board agenda is around key issues or goals. Then, within each issue or goal area, focus both on the monitoring aspect of the Board's role (e.g., what's been happening and how are we doing), and the support aspect (e.g., how can we do it better and what will it take?). A Checklist for Observing a Board of Directors Meeting¹⁴ could be helpful.

As a best practice, regardless of agenda items and general discussion, Robert's Rules of Order¹⁵ should guide Boards when key decisions are made.

What are Board Officers and What's Their Role?

The Board Officers are:

- ✓ The Chair or President
- ✓ The Vice Chair or Vice President
- ✓ The Secretary
- ✓ The Treasurer

Keep In Mind...

Board Roles

In its **governance** role, the most important thing the Board must do at meetings is review information about programs and finances, ask questions, identify any areas of concern, and then identify any corrective action that may be needed.

In its **support** role, the Board must work together to develop and carry out plans for resource development.

¹⁴ See **Appendix G** for a Checklist for Observing a Board of Directors Meeting.

¹⁵ See **Appendix H** for Robert's Rules of Order.

Board Officer Job Descriptions¹⁶ should be developed to outline roles and responsibilities.

The Board Officers typically form the Executive Committee. Typically, the Executive Committee is empowered by the bylaws to be able to act for the Board as a whole between meetings. The specific powers and reporting responsibilities of the Executive Committee need to be spelled out carefully in the Bylaws. Boards may also delegate specific problems or questions to the Executive Committee for research, decision or action – again as long as the bylaws, and state law, permit.

Keep In Mind...

The Vital Role of Board Secretaries

Sometimes, the position of Board Secretary is seen as “someone who just takes notes.” First, those notes – or Board minutes – are the official legal record of the Board’s decisions. So taking good minutes is a critical task. Second, Secretaries should also play a vital role maintaining Board communication, compliance with bylaws, and other record keeping.

The roles of Board officers will vary, depending on where the VOAD is in its stage of development. For example, in a small, primarily all-volunteer VOAD, the Board Treasurer may in fact “keep the books”. Additionally, the Secretary is charged with documenting Board decisions. Ten Hints for Preparing Board Minutes¹⁷ might support the documentation process.

What are Board Committees and What Do They Do?

Committees are smaller groups of Board members charged with a specific task or set of tasks, such as planning an activity, reviewing an issue and developing recommendations, or preparing a report or plan. Committees do not make decisions. Committees recommend policy and other actions for approval by the entire Board. Usually, a committee will be charged with doing research around an issue, hammering out plans and details, and then making a recommendation to the full Board. This ensures that time at actual Board meetings can be used wisely and efficiently.

There are two kinds of committees:

- ✓ **Standing Committees¹⁸:** Standing Committees are permanent committees that are specified in the VOAD’s bylaws. Under federal regulations called Sarbanes-Oxley, nonprofits organizations must have a Finance and Audit Committee. Boards should also have an Executive Committee, which consists of the Board officers. Other than those two, there is no required set of standing committees.
- ✓ **Ad-Hoc Committees:** Ad-Hoc Committees – also called Task Forces or Working Groups – are formed for periodic activities, one-time-only activities, and special projects, such as developing a multi-year strategic plan or conducting a search for a

¹⁶ See **Appendix I** for Board Officer Job Descriptions.

¹⁷ See **Appendix J** for Ten Hints for Preparing Board Minutes.

¹⁸ See **Appendix K** for an Overview of Typical Board Committees.

new Executive Director. In most VOADS, ad-hoc committees are established either at the discretion of the Board Chair or by a majority vote of the Board. Typically, a Board resolution will provide a "charge" and other direction for the committee.

A growing number of Boards are moving away from having standing committees – other than the Executive Committee and the Finance and Audit Committee – to having all ad-hoc committees or task forces/working groups. This allows the Board to continuously assess what “needs to get done” and develop and assign appropriate tasks as needed. This approach can keep Boards more engaged and feeling that they are actually accomplishing something.

What Are the Benefits of Committees and Task Forces/Working Groups¹⁹?

The benefits of having active committees and task forces or working groups include:

- ✓ You can get more work done in smaller groups that you can in as a full Board
- ✓ The work of the Board is divided among Board members so that necessary tasks can be performed effectively
- ✓ The special talents of all Board members can be used more effectively

Keep In Mind...

For Small or New VOADS

Sometimes, for new VOADS and small VOADS, it makes sense for the whole Board to work together. However, as VOADS grow and the number of issues or tasks the Board must focus on grow, it makes sense for the Board to establish committees.

Committees are also a way to involve all the Board members in the organization’s work. For example, some Boards require that all Board members serve on at least one committee as part of their Board Member Agreements. Committees can also be a way to build teamwork on the Board and provide opportunities for Board members to build their skills and leadership.

Who Should be on Board Committees?

Typically, each Board member is expected to be an active member of at least one committee, and the Board’s leaders are members of the Executive Committee.

The Executive Committees typically includes all of the Board Officers, and often the Chairs of the other standing committees. The Board Treasurer must serve on the Finance and Audit Committee.

Other than that, the Board can determine who should serve on Committees. Many VOADS specify in their bylaws that non-Board members can serve on a committee, which can be very helpful. It provides "new blood" for the Board - bringing in people who have energy,

¹⁹ See **Appendix L** for a Sample Committee or Task Force/Working Group Planning Work Sheet.

skills, and interest and are not already overburdened with overall governance responsibilities. Many nonprofits make a practice of recruiting new governing Board members from their committee membership. In addition, it can be a way to access the knowledge, skills, expertise, or relationships of people who do not have time to serve on the full Board or for whom serving on the full Board would be a conflict of interest.

If the VOAD has paid staff, a staff member may be assigned to support a committee, for example by handling logistics, providing background materials, and attending meetings.

What are the Characteristics of Effective Committees?

To be effective, a committee should:

- ✓ Have a written "charge" that is specific and clear. All committees, whether standing committees or ad-hoc committees, should have clearly defined expectations, responsibilities, tasks to be carried out, and timelines for accomplishing them.
- ✓ Have a workplan and a timeline, with key meeting dates, tasks, responsibilities, products, and time deadlines – and use this as your master plan for all committee work. This may be a one-time plan for a special committee or an annual plan for a standing committee. If the committee lacks members with needed skills, contacts, or experience, agree to seek additional members. It may help to devote the committee's entire first meeting to the planning process, and to setting a regular meeting (or conference call) schedule. Typically, committees meet on the "off months" when the Board does not meet.
- ✓ Be the right size. A committee that is too large will be hard to manage and difficult to get together, but a committee that is too small may not have the needed diversity of knowledge, experience, community experience, and contacts.
- ✓ Have a strong, enthusiastic, capable, reliable Chair or Co-Chairs. A Committee Chair needs to be both a leader and a team player, committed to ensuring that the committee stays on target and successfully carries out its charge. The Chair needs to be good at coordinating committee activities and linking the committee to the rest of the Board. S/he should also be good at motivating, using the talents of, and working with other members, building the committee into an effective, cooperative "team."
- ✓ Have individual committee members do as much as possible in between meetings. Given busy schedules, it is often easier to have committee members take responsibility for obtaining information, preparing draft materials, etc., as individuals or in groups of two or three. Just be sure they have clear deadlines, have the Chair communicate with them frequently (by telephone, e-mail or fax) to be sure progress is being made, and have the whole committee meet often enough to review progress and provide feedback, and to discuss issues that cannot be addressed in a smaller forum.

- ✓ Have basic organizational support. VOADs should provide committees with a place to meet, access to photocopiers, etc. Sometimes, if the VOAD has adequate staff, a staff member can provide support to a committee (including attending meetings, keeping minutes, doing needed research, etc.) and ensure that committee's work is linked to broader VOAD work.
- ✓ Have good communication with the full Board. While committees should provide reports at Board meetings, the committee Chair also needs to take responsibility for communicating regularly with the Board Chair and the Executive Director if staff do not regularly participate in committee meetings, to seek their input and advice and be sure that the committee is moving in a direction that is in keeping with other organization priorities.
- ✓ Develop recommendations or reports that are realistic. A great plan that is too complex, staff-intensive, or ambitious for the committee or Board to implement will probably never become a reality. As they develop their recommendation, committee members need to keep in mind the organization's staff and volunteer capacity and its financial resource limitations. For example, a strategic planning committee should not recommend a survey of 200 residents unless the VOAD has the resources and the technical capacity to plan and implement it. Having experienced committee members who understand the work of the VOAD will help keep the committee reality-based; regular staff input is invaluable for this kind of understanding.
- ✓ Address problems promptly. If a committee is struggling, not getting its work done, or doing work that in the end is not helpful to the organization, the full Board should review the committee's work and provide guidance. The problem could be that the committee's charge is unclear, that committee members do not understand their charge, and/or that they do not have the knowledge and skills to carry out their charge.

Effective committees require an ongoing time investment from the Board Chair and from the Executive Director. It takes time and effort to make a committee cohesive and cooperative work team, which is also comfortable with its disagreements. Frank discussions and differences of opinion are essential to a serious substantive effort. They are not necessarily negative so long as they are professional in tone and are resolved through equitable decision-making.

Above all, committee members must feel confident that their work will benefit the VOAD and the community, and that the full Board will take their work seriously and act on it.

Conclusion

If your Board is not meeting regularly and/or attendance and participation are low and Board members are simply not engaged, you need to figure out why. Some common reasons why Boards are not engaged include:

- ✓ Board members don't understand what their roles and responsibilities are and/or how to carry them out
- ✓ Board members don't understand how these functions are critical to sustaining the organization
- ✓ Board members do not understand their individual liability
- ✓ A lack of shared expectations of the level of time and commitment needed
- ✓ A lack of effective Board leadership (i.e., Chair and other Officers)
- ✓ A lack of effective staff leadership (i.e., ED is not sure who to work with the Board, or ED doesn't want to work with the Board)
- ✓ No system or structure for tapping knowledge and skills of different Board members
- ✓ Lack of communication and/or culture of accountability
- ✓ Board members really want to step down but don't want to say so

Once you assess why the Board is not engaged, you can develop a plan for building a more engaged Board. This might include:

- ✓ Restructuring Board meetings and committees to better tap Board member knowledge, skills, and interests
- ✓ Recruitment of new members
- ✓ Better orientation and training