

Composition & development

A nonprofit board ensures that the board itself has the characteristics and qualifications needed to effectively represent the people that the organization serves and the organization's needs.

Why?

When a board is thoughtful about its composition and development:



It can better provide the oversight its organization needs to grow its mission and protect its assets.



It has the right people with the right tools in place to respond to new opportunities or challenges.



It can bring the community into its membership, ensuring that the organization is guided by individuals with unique insights and experiences that strengthen the organization's ability to achieve its mission.

Know

Board members should understand these elements of board COMPOSITION & DEVELOPMENT:

- ✓ **Recruitment, selection, orientation and evaluation:** A board can best make sure that it has the right people with the right information in place when it follows a structure to recruit, select, and orient board members, and then evaluates the board and its members on a regular basis.
- ✓ **Commitment to mission and success of the organization:** The board is recruiting and selecting individuals with a strong commitment to the mission and success of the organization.
- ✓ **Conflict of interest:** These individuals have no undocumented conflicts of interest with the well-being of the organization.
- ✓ **Positions:** The board has enough people serving, a clear set of leadership with officers, and clear jobs outlined in writing.

Show

A board shows understanding of its COMPOSITION & DEVELOPMENT in these ways:

- Board represents the diversity of the community and constituency served.
- Board is made up of at least five individuals, with seven preferable. 15-20 is considered a manageable maximum. More than 15 can be difficult to manage and requires a strong board chair.
- Board has at least a chair and a treasurer, as well as a vice-chair and secretary if possible.
- Board members are unpaid and volunteer their time to show commitment to the mission.
- Staff board service is limited to the Executive Director (in some cases), and (s)he does not serve in an officer position.

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- At least 2/3 of the board is independent. Generally speaking, this means that they (or their family members) do not receive compensation from the organization or contract with it. Loans to board members are specifically prohibited.
- Board has an established process to recruit, select, and orient new board members.
- Board members are provided with a clear job description.
- Board members have signed and update annually a conflict of interest document.
- Board implements a clear policy defining board member term length, limits, rotation (term staggering), and removal, all of which are included in the bylaws.
- Board regularly evaluates itself as a board and the individuals serving on it.
- Board provides opportunities for ongoing training related to its cause, nonprofit practice, and the activities of the organization.

Grow

Ask

- Why does it matter who is serving on your board and how they are prepared?



How can the right people help with oversight of assets, projects, or the organization as a whole? How could better orientation help prepare board members for their role overseeing and advocating for the organization?



What opportunity or threat could the board prepare for through the recruitment and selection of key individuals?



What role does your organization play within its larger community? How do you prepare board members to make sense of your work within this community?

Act

- Add a Board Application to how you recruit board members. Gather key information about prospective board members prior to them joining the board.
- Tie board recruitment and selection to your larger organizational strategy, whether you have a plan or not. Identify what skills or connections you need to get from where you are now to where you want to be in 2-4 years.
- Review the list of key documents. Make sure that every board member has the required items; prioritize other documents based on your calendar of activities.
- Convene a Board Development Committee that coordinates recruitment, onboarding (orientation and mentoring), evaluation, and training.
- Create a board matrix that lists your current board members, their professions, skill sets, and connections. Make a plan for reaching out to potential members who would meet unmet criteria identified in the matrix.

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- Consider community members who could serve on board committees. This is a great way to expand the capacity of a small board and get to know new people who may be good future board members.
- Create a learning agenda for the board based on needs identified in the annual board assessment. Weave training topics into board meetings.

Key documents

Strongly recommended

- Conflict of interest policy*
- Whistleblower policy*
- Job descriptions: Board Members
- Job descriptions: Officer positions

Recommended

- Attendance policy
- Board application
- Board matrix
- Board recruitment plan
- Board self assessment
- Calendar, including recruitment timeline and orientation schedule
- Committee charters and/or job descriptions
- Terms: rotation and removal policy

* Listed on IRS Form 990, Section B.

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Pathway

Circle the description that best matches you or your board. Start by looking at the “Good” column and move left or right as appropriate.

A. Recruitment, selection, and orientation

<i>Needs work</i>	<i>Okay</i>	<i>Good</i>	<i>Great</i>
There is no process or documentation on board recruitment.	Board follows a process but it is not systemized or documented.	Board has a documented process to recruit and select new board members.	Board has a committee dedicated to board development.
Board does not represent the diversity of the community.	Board represents some of the diversity of the community.	Board represents the diversity of the community.	Board incorporates demographic and other community shifts in its understanding of what diversity means.
Board has no representation of the organization’s constituents.	Board has some representation of the organization’s constituents.	Board represents the organization’s constituents.	Board has a system to engaging its constituents beyond board membership.
Board does not have diversity of skill, expertise, and experiences.	Board has some diversity of skill, expertise, and experiences.	Board includes members with diverse skills, expertise, and experience.	Board has an active development committee that solicits applications from individuals with diverse experiences.
Board has no term limits. Board members serve indefinitely.	Board has term limits but it is possible to continually renew service.	Board has term limits and a rotation of service that guide board composition. That means that board members stop being board members when terms end.	Board development committee tracks terms and rotations; there is a plan in place to continue to engage former board members in the organization.
Board members are not oriented in any way.	Board members attend a cursory review, either with a board member or the Executive Director, but not a full orientation.	Board members attend an orientation at the start of their board service.	Board has a strong culture of ongoing education and pro-active engagement of its members.

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B. Commitment to mission and success of the organization

<i>Needs work</i>	<i>Okay</i>	<i>Good</i>	<i>Great</i>
Board members have no interest in the work of the organization.	Board members say that they have an interest, but they have not acted on that interest before.	Board members have demonstrated an interest in the mission of the organization.	Board members have acted on their interest in ways that will strengthen the organization.
Board members do not attend key events or volunteer.	Board members express an interest in attending key events or volunteering but have not yet done so.	Board members attend key events or volunteer (as appropriate) on behalf of the organization.	Board members attend key events or volunteer regularly.
Board members do not have key organizational documents.	Board members have the documents but have not recently reviewed them.	Board members possess and have read organization's key documents (bylaws, articles, annual report, budget, etc.)	Key documents (budget, strategic plan, etc) guide board discussions and decisions.
Board members do not express how they will contribute to the organization.	Board members state annually how they will contribute to the organization.	Board members complete a board commitment form annually to express how they will contribute to the organization that year.	The tracking of board commitments is used in the board's annual review of its performance.

C. Conflict of interest

<i>Needs work</i>	<i>Okay</i>	<i>Good</i>	<i>Great</i>
Board does not discuss or disclose conflicts of interest.	Board members have no conflicts of interest, but there is no annual documentation.	Board members have no undocumented conflicts of interest (material or relationships).	Board members review and disclose conflicts of interest annually and as they arise, signing annual statements.
Board does not discuss or disclose payment made to board members.	Board members do not receive compensation, but there is no documentation of this policy.	Board members do not receive compensation for their service, other than reimbursement for board-related expenses.	
		Board members do not receive loans from the organization or its staff.	

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D. Positions

Needs work	Okay	Good	Great
Board has 5 or fewer people.	Board has fewer than 7 people.	Board has at least 7 individuals to ensure that there are enough people to serve and perspectives to support strong decision-making.	Board has enough members to meet as a full board and within committees (7-15), possibly using community members to expand the capacity of committees.
Board has one or two people serving in all roles.	Board has at least a chair and a treasurer and a vice-chair and secretary if possible.	Board has four separate people serving as officers.	All officer positions are filled with succession plan in place.
There is no distinction between staff and board. In an all volunteer organization, there is no understanding of the difference of roles.	If a staff member serves on the board, it is the Executive Director, and (s)he does not serve in an officer position.	If a staff member serves on the board, (s)he serves in an <i>ex officio</i> capacity and does not vote.	There is a clear distinction between staff and board.
Board members are not provided with any job descriptions	Board members demonstrate an understanding of their jobs, though without job descriptions.	Board members are provided with a job description.	Committee members are provided with a clear job description and understand their mandate from the board.

E. Board development

Needs work	Okay	Good	Great
Board does not review its performance at all.	Board reviews its performance on an irregular basis.	Board conducts an annual review of its own performance.	Board reviews its performance and develops plans to strengthen it over time.
Board does not review key documents.	Board reviews key documents on an irregular basis.	Board reviews every three years the organization's bylaws, mission statement, articles of incorporation, and policies.	
Board does not engage in learning.	Board engages in some learning related to nonprofit operations, the work of the organization, and the cause in general.	Board engages in ongoing learning related to nonprofit operations, the work of the organization, and the cause in general.	The Board Development Committee plans an annual learning agenda based on the board's annual self-evaluation.
Board has not discussed leadership succession.	Board has discussed the need for a plan but does not have a plan in place.	Board has a plan for leadership succession: officer training, recruitment and planning.	The development of future leaders for the organization is discussed regularly.

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Composition & Development: Getting to Good and Great

Why does a review of your board composition and development matter to your organization?

Look over your Pathway answers. If you fall more in "Needs Work" or "Okay" than "Good" or "Great" in any section, jot down below what your board should add to its agenda to address this, what actions you or your board could take, and what documents would help you to move forward. The goal is to move your board to "good" or "great" within a timeframe that works for your organization.

Next steps	Lead person	Deadline
Ideas to discuss or topics to research		
Actions to take		
Documents to develop or review		

Other ideas: