

Board Operations



The board operates in a way that achieves the organization's mission effectively and efficiently.

Why?

When a board operates effectively:



It has the space and structure in place to provide the oversight an organization needs to grow its mission and protect its assets.



It makes intentional decisions that respond to new opportunities or challenges.



It can better steward the organization on behalf of the community entrusting it with resources to make a difference.

Know

Board members should understand these elements of BOARD OPERATIONS:

- ✓ **Board meetings:** Regular, effective board meetings allow the work of the board to move forward towards the achievement of its mission.
- ✓ **Committees:** Committees chunk out the work of the board so that it can be more efficient and more effective in engaging individual board members in relevant work.
- ✓ **Board/staff relationship:** Operating an organization with clear roles and responsibilities between board and staff strengthens the relationships between them, minimizes interpersonal conflict, and focuses everyone on the mission.
- ✓ **Board development:** Strong boards are reflective about their own practice, celebrating achievements and creating plans around areas for growth.

Show

A board shows understanding of BOARD OPERATIONS in these ways:

- Board meets regularly, with strong attendance and high levels of engagement during meetings. At least one annual meeting is suggested; annual meetings are required of membership organizations.
- Board makes progress on the work of the organization during meetings documented through minutes.
- Board utilizes committees (if size allows) to break up the focus and work.
- Board hires, supports, supervises, and reviews the executive director.
- Board provides the staff direction, support, and accountability through plans, policies and volunteering when appropriate.
- Board reviews its own performance on an annual basis.

Board Operations



Grow

Ask

- Why does it matter that your board operates effectively?



How could a change in how you organize yourselves as a board help your organization oversee its work?



How could board meetings and functions be strengthened so that it creates the space for thinking about opportunities and challenges ahead?



What kind of board meetings, relationships, or learning would deepen the connection board members feel to the larger cause? What would help board members make sense of the work and its impact?

Act

- Discuss whether there is enough contact with board members (both in terms of attendance and frequency of meetings) to steward the organization.
- Look at your meeting agendas. Do they reflect the conversations that your board should most be having? Do they reflect the three kinds questions that board members can ask—oversight, foresight, and insight? How do they balance discussion about the past vs. the future?
- Try some strategies to get more engagement at your meetings. Appoint a different person as “the devil’s advocate” in order to identify potential problems or opportunities. Create a verbal or written “check in” after every meeting to see how people are feeling.
- Look at your strategic plan or any other goal document that you have. Align your committees around your strategy and/or goals, writing down the goals that you have for these committees this year.
- Create or update your organizational dashboard that tracks 2 or 3 key metrics on how you measure whether you are making a difference. Organizations with staff: discuss the evaluation plan to help board members understand how progress is tracked. Tie discussion of evaluation to how you communicate with your donors.
- Create a board learning plan that includes three types of learning: learning about your organization, about nonprofit practice, and about the cause in which you are working.
- Discuss the current interaction between board and staff (if you have staff). How might it be helping or hindering the work of the board and organization?
- Review how your organization trains board officers and then mentors them once in position. How could you strengthen the pathway that board members take through officer positions?

Board Operations



Key documents are:

- Articles of Incorporation
- Attendance policy
- Board application
- Board matrix
- Bylaws
- Calendar
- Committee charters and/or job descriptions
- Executive compensation policy*
- Job description: Board member
- Job description: Officers
- Meeting agenda
- Minutes
- Orientation schedule/agenda
- Staff organization chart

* Listed on IRS Form 990, Section B.

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Pathway

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

A. Board meetings

<i>Needs work</i>	<i>Okay</i>	<i>Good</i>	<i>Great</i>
Board does not meet.	Board meets a couple of times a year.	Board meets at least quarterly during the year.	Board meets more regularly, either as a whole or in committee.
Board regularly fails to have a quorum or has difficulty scheduling meetings at all.	Board has a quorum some of the time.	Board regularly has a quorum at meetings.	Board regularly has full attendance.
Board meetings are not guided by an agenda.	Board meetings are guided by an agenda determined by the board chair <u>or</u> ED.	Board meetings are guided by an agenda determined by the board chair <u>and</u> Executive Director and distributed at least 3 days in advance.	Board utilizes a “consent agenda” to expedite routine business.
Board members do not receive board materials (agenda, financials, support documents) prior to meetings.	Board members have access to materials (agenda, financials, support documents) prior to meetings.	Board members have access to materials (agenda, financials, support documents) <u>in sufficient time</u> that they can be prepared to engage meaningfully in conversation at meetings.	
Board meetings are not guided by an agenda.	Board agendas have a mix of business, but it is not clearly articulated.	Board agendas include different types of business, such as business that is <i>new</i> , open for <i>deliberation</i> , and ready for <i>decision</i> .	Board meetings provide space for members to discuss issues through three lenses: oversight, foresight, & insight.
Board does not keep minutes of meetings.	Board keeps notes of board meetings but not in a systematic way.	Board keeps as a permanent record minutes of all board meetings and documentation of any actions taken by the board.	
Board has not discussed how to handle urgent matters.	Board has discussed the issue of having a provision for handling urgent matters.	Board has a provision for handling urgent matters between meetings.	
Only a few individuals speak or participate in board meetings.	Most board members speak or participate in meetings.	Every board member speaks or participates in meetings.	

Board Operations



B. Committees

<i>Needs work</i>	<i>Okay</i>	<i>Good</i>	<i>Great</i>
Board does not utilize committees.	Board has at least one committee outside the full board.	Board organizes committees as needed for greater capacity and better decision-making.	Board members rotate committees over time to expand knowledge and capacity.
If there are committees, board members do not have a clear understanding of the role of the committee.	Board members demonstrate an understanding of the role of the committee, though the charter is not in writing.	Each committee has a charter (job description) so that members know what the function of the committee is.	Committee charters are reviewed annually to align them with the strategic plan and annual goals.
If there are committees, they do not bring the result of their work to the full board.	Committees bring information to the board, but not in a systematic way.	Committees bring decisions and other key information back to the full board for review and voting.	Committee work is an integral part of the functioning of the board.

C. Board/staff relationship (for organizations with staff)

<i>Needs work</i>	<i>Okay</i>	<i>Good</i>	<i>Great</i>
Board does not hire the Executive Director	Board hires the Executive Director but does not systematically review his/her performance.	Board hires and reviews the Executive Director.	The board reviews the Executive Director and invests in his/her professional development.
Board provides no direction to the staff through plans and policies.	Board provides some direction to the staff through plans and policies.	Board provides direction to the staff through plans and policies.	Board and ED communicate regularly to align board of board and staff.
Board does not demonstrate an understanding of the difference between board and staff functions.	Board demonstrates some understanding of the difference between board and staff functions.	Board understands the difference between board and staff functions.	
Board has not approved any personnel policies.	Board has approved some level of personnel policies.	Board approves personnel policies that cover classification, compensation, evaluation, and reporting.	
Board does not provide support through advice and volunteering.	Board provides some support through advice and volunteering.	Board provides support through advice and volunteering (as appropriate).	
Board provides no accountability.	Board provides accountability, but not through a review of programs.	Board provides accountability through a review of program evaluations.	

Board Operations



Operations: Getting to Good and Great

Why does effective board operations 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: