



Board Roles and Responsibilities

WORKSHOP HANDOUTS



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Sample Board Policies and Agreements

Conflict-Of-Interest Policy

The purpose of this conflict-of-interest policy is to prevent the institutional or personal interests of XYZ board members, officers, and staff from interfering with the performance of their duties to XYZ, and to ensure that there is no personal, professional, or political gain at the expense of XYZ. This policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflicts of interest and the recusal of any interested party in a decision relating thereto.

A conflict of interest may exist when the interests or potential interests of any director, officer, or staff member, or that person's close relative, or any individual, group, or organization to which the person associated with XYZ has allegiance, may be seen as competing with the interests of XYZ, or may impair such person's independence or loyalty to XYZ. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, or staff member in a manner that is adverse to the interests of XYZ.

Examples

A conflict of interest may exist if a director, officer, staff member, or close relative

- Has a business or financial interest in any third party dealing with XYZ.
- Holds office, serves on a board, participates in management, or is employed by any third party dealing with XYZ, other than direct funders to XYZ.
- Derives remuneration or other financial gain from a transaction involving XYZ (other than salary reported on a W-2 or W-9 or salary and benefits expressly authorized by the board).
- Is offered gifts from any third party on the basis of his or her position with XYZ. All gifts should be returned to the donor with the explanation that XYZ policy does not permit the acceptance of gifts. No personal gift of money should ever be accepted.
- Engages in any outside employment or other activity that will materially encroach on such person's obligations to XYZ; compete with XYZ's activities; involve any use of XYZ's equipment, supplies, or facilities; or imply XYZ's sponsorship or support of the outside employment or activity

Use of Information

Directors, officers, and staff shall not use information received from participation in XYZ affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of XYZ.

Disclosure and Recusal

Whenever any director has a conflict of interest or a perceived conflict of interest with XYZ, he or she shall notify the board chair of such conflict in writing.

Whenever any staff member (paid or volunteer) has a conflict of interest or a perceived conflict of interest with XYZ, he or she shall notify the chief executive of such conflict in writing.

When any conflict of interest is relevant to a matter that comes under consideration or requires action by the board, or a board committee, the interested person shall call it to the attention of the board chair and shall not be present during board or committee discussion or decision on the matter. However, that person shall provide the board or applicable committee with any and all relevant information on the particular matter.

The minutes of the meeting of the board or its committee shall reflect that the conflict of interest was disclosed, that the interested person was not present during discussion or decision on the matter, and did not vote.

Dissemination

A copy of this conflict-of-interest policy shall be furnished to each director, officer, and staff member who is presently serving this organization or who may become associated with it.

Certification

The policy and its application shall be reviewed annually for the information and guidance of directors, officers, and staff members, each of whom has a continuing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts of interest, and make such disclosures as described in this policy.

As administered by the chief executive, each director will be asked to complete a certification of agreement with the policy and disclosure of any known conflicts of interest upon his or her election or re-election to the board and annually thereafter. As administered by the employee in charge of human resources, each senior staff member will be asked to complete such a certification upon his or her employment and on an annual basis thereafter. All certifications shall be reviewed by the board as appropriate.

This revision supersedes the versions listed below, which are no longer effective:

Date approved by Board:

Review frequency: Every 5 years

Certification frequency: Annually

Conflict certification for _____

Board and Senior Staff

I have read and agree to abide by _____ Conflict-of-Interest Policy. To the best of my knowledge, I have no conflicts as described in this Policy.

Signature

Date

Name (please print)

Or

I have read and agree to abide by _____ Conflict-of-Interest Policy. To the best of my knowledge, I have the following conflicts as described in this Policy:

Conflicts of Interest:

Signature

Date

Name (please print)

Record Retention Policy

_____ takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The Sarbanes-Oxley Act makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Failure on the part of board members or employees to follow this policy can result in possible civil and criminal sanctions against _____ and its employees and possible disciplinary action against responsible individuals (up to and including termination of employment). The information listed in the retention schedule below is intended as a guideline and may not contain all the records _____ may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the Executive Director.

From time to time, the Executive Director may issue a notice, known as a “legal hold,” suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the Executive Director.

File Category	Item	Retention Period	Location
Corporate Records	Bylaws and Articles of Incorporation	Permanent	
	Corporate resolutions	Permanent	
	Board and committee meeting agendas and minutes	Permanent (electronic)	
	Conflict-of-interest disclosure forms	4 years	
Finance and Administration	Financial statements (audited)	Permanent	
	Auditor management letters	Permanent	
	Check register and checks	7 years	
	Bank deposits and statements	7 years	
	Charitable organizations registration statements (filed with [State] Attorney General)	7 years	
	Chart of accounts	7 years	
	Expense reports	7 years	
	General ledgers and journals (includes bank reconciliations, fund accounting by month, payouts allocation, securities lending, single fund allocation, trust statements)	7 years	
	Accounts payable ledger	7 years	
	Equipment files and maintenance records	7 years after disposition	
	Organizations contracts and agreements	7 years after all obligations end	
	Correspondence — general, electronic	3 years	
	Insurance	Policies — occurrence type	Permanent

Whistleblower Protection Policy

General

(ORGANIZATION NAME) Code of Ethics and Conduct (“Code”) requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers, and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer, or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization.

Reporting Violations

The Code addresses the organization’s open-door policy and suggests that employees share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, the Executive Director or Board Chair is in the best position to address an area of concern. However, if you are not comfortable speaking with your either of them or you are not satisfied with the response, you are encouraged to speak with another Board member or member of staff who you are comfortable approaching. Board members and the Executive Director are required to report suspected violations of the Code of Conduct to the Board Vice-Chair, who will act as the organization’s compliance officer. The compliance officer has specific and exclusive responsibility to investigate all reported violations.

Compliance Officer

The organization’s compliance officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his or her discretion, shall advise the chief executive.

Accounting and Auditing Matters

The board shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The compliance officer shall immediately notify the board of any such complaint and work with the board until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The compliance officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within 5 business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

This revision supersedes the versions listed below, which are no longer effective:

Date approved by Board: _____

Review frequency: Every 5 years

Board of Directors Fund Development Pledge FY

Name: _____

Each board member of _____ is expected to contribute financially to the organization. This investment should be at a level meaningful to you. In FY _____, I pledge to support _____ through:

Individual Donation

\$_____ annual personal contribution, or \$_____ to be billed _____ per year.

In addition to personal giving, Board members are expected to support fund development activities because the cornerstone of a successful program is the full participation of each board member. But fundraising is not just about asking for money; that is only one small step in the long process of building relationships with donors. There are many activities—identifying potential donors, involving them in our work, thanking them and fostering long-term relationships with our cause. At a minimum, each board member is expected to participate in the following:

Event/Activity	Opportunity...
Board Pledge form	I will turn in my board pledge form by

Board Member Fundraising Survey

To help you maximize your impact around fundraising, please complete the board member survey. Please review the following roles and identify how you will be involved in fundraising as an Ambassador, Advocate, and/or Asker (Definitions for each is included on the third page of this document for further reference). Please select all that apply to you. Please take the time to answer these questions candidly. The survey will be used to structure a work plan for the year that is tailored to your comfort level around fund development.

I will be an ambassador.

As an ambassador, I will:

- Identify and cultivate those in my circle of friends/colleagues who may be interested in supporting
- Host a cultivation or donor recognition gathering at my home, a public venue, or the organization
- Invite my best prospects to be my guests at {your events}, and any additional organization wide events offered throughout the year
- Help to steward relationships with our prospects and donors through writing notes, participating in Thankathons, etc.
- Other:

I will be an advocate.

As an advocate, I will:

- Represent the organization at public functions as an attendee or speaker
- Make phone calls to appropriate city/county/state officials when asked
- Work with staff to create and engage in specific strategies to present the case to my best prospects or those identified by staff
- Consistently advocate on _____'s behalf on the golf course, at the car pool, and in conversation with those unfamiliar with the mission
- Other:

I will be an asker.

As an asker, I will:

- Participate in requests to potential and renewing donors for investment in the organization
- Generate and sign letters asking for gifts
- Make follow up phone calls to solicitation letters and/or visits
- Seek sponsorships for special events and/or promote table purchases for my friends and colleagues
- Host or co-host a coffee, invite strong prospective donors, and participate with staff in the presentation and ask during the event

Please provide any comments or additional ideas for getting involved:

Signed:

Member, Board of Directors	Date

Chair, Fund Development Committee	Date

One copy of this agreement shall be made for the Board member, the Fund Development Chair and the organization. The Board Development committee will review pledges on an annual basis.

The survey included in the pledge form is taken from Kay Sprinkel Grace’s book “The AAA Way to Fundraising Success: Maximizing Involvement, Maximizing Results” and is based on the following principles:

The Culture of Philanthropy

- Involves the full ‘development team’—board, other volunteers, staff and highly engaged donors
 - Commitment to mission, vision and values
 - An understanding that each interaction with anyone in the community is part of the development process
 - Everyone thinks “development”
 - Staff, board and other volunteers understand the importance and purpose of
-
- Visitors, employees, donors and volunteers feel the culture when they interact with our organization

The Ambassador

- Has made a financial commitment to the organization
- A role everyone should play
- Has key roles in cultivation of prospective donors and stewardship of continuing donor-investors
- Needs to be well oriented and coached in the message
- Master of the “elevator speech” (and the “elevator question”)
- Catalyst for donor-investor renewal

The Advocate

- Has made a financial commitment to the organization
 - On the golf course or in the car pool—strategic role in sharing information about
-

- May also advocate on a more formal basis with city officials, foundation officers, another organization with which the organization is partnering
- Is informed about the case for support and understands the strategic plan and vision
- Well coached on desired results of personal advocacy and handling objections

The Asker

- Has made a financial commitment to _____
- Enjoys sharing his/her enthusiasm for the organization and asking for investment
- Well informed, well trained
- “Matched” with prospective donors (or current donor-investors) for maximum possibility of success
- Teamed with another board ‘Asker’ or staff leader
- Staff organizes the ask so the Asker’s focus can be on the single purpose of getting (or renewing) the gift
- Benefits from the work of the Ambassadors and Advocates

BoardSource Fundraising Checklist

Excerpted from The BoardSource Fundraising Checklist ©2014

How many are you willing to do or consider? Mark each Y= Yes; N= No; M= Maybe (if I had additional training/support)

Level 1: Building the Foundation

- Aid in the creation of a fund development plan. Understand the Plan's implications
- Assist in drafting a fundraising case statement- a comprehensive justification for charitable support- and be able to explain this rationale persuasively
- Understand the organization's financial situation and future funding position
- Evaluate progress implementing the plan - Are we doing what we said we'd do? If not, why not? Are we getting good results? What additional resources might be needed?
- Join and be active on at least one board committee and be alert for how its work can strengthen fundraising efforts
- Approve the creation or update of a board member statement of responsibilities that clearly defines expectations for personal giving and involvement in fundraising

Level 2: Friend Raising

- Provide the names and addresses of prospective donors for the development mailing list
- Research phone numbers and/or exact addresses for mailings
- Recruit prospective volunteers from friends and acquaintances
- Advocate for the organization and serve as a community relations representative. Understand the organization's mission, be prepared to answer questions and prompt people to get more involved
- Distribute invitations or promotional materials to targeted markets: individuals, business, other organizations and community groups
- Cultivate varied media contacts for wider publicity and promotion
- Seek out wider sponsorships for events or programs
- Join a speakers' bureau or agree to be the spokesperson for a specific organization or event
- Write a personal testimonial or letter of support for public use or agree to be quoted as to why you support the organization
- Write thank you letters and acknowledgements to donors, volunteers and support groups
- Assist in planning and volunteer at fundraising events
- Sell products, tickets, etc. that directly benefit your organization
- Visit a community leader to explain the accomplishments and needs of your organization
- Help establish a planned giving program

Level 3: Solicitation

- Contact local businesses and vendors to seek out in-kind donations
- Personalize fundraising campaigns by adding a personal thank you to prepared acknowledgements, writing a personal letter or calling donors to thank them
- Increase your personal gift each year (set a good example for other donors)
- Request a pledge or contribution from lapsed donors

- Solicit a cash contribution from a service club, civic group or business
- Ask selected individuals for a specific gift or multi-year pledge. Visit them personally with a staff member or other board member

Board Member Agreement

Note: these are for example only. Each organization needs to customize the agreements based on their specific structure and needs.

As a member of the board of _____, I understand and agree that I am responsible, collectively with my fellow board members, for ensuring effective governance of fiscally sound programs as well as strategic direction of the organization. To that end, I understand my responsibilities require me to:

1. Understand and ensure that (ORGANIZATION NAME) reaches its mission and vision.
2. Attend regular and special board meetings and actively participate in proceedings.
Meetings can be attended by conference call.
3. Be accessible, at least by phone or e-mail, to staff and other board members as needed.
4. Participate in board member orientation.
5. Contribute to the success of _____ based on individual talent, skill and ability.
 - a. Wealth: Support fundraising efforts; make an annual financial contribution according to personal means; involve friends and associates who might be prospective funders or partners
 - b. Work: Serve as a Board officer, chair and/or participate in at least one board committee or project, assist with events
 - c. Wisdom: volunteer your professional services and expertise
6. Solicit the financial, in-kind, product and/or political support of others, including employers and friends, and obtain at least one donation each year, in addition to my personal contribution.
7. Attend as many organization events and fundraisers as possible.
8. Serve as an advocate for the organization within my circles of influence — personal, business, faith, civic, etc.
9. Fulfill commitments within agreed-upon deadlines.
10. Maintain and promote high ethical standards including good-faith board decision making and avoiding an actual or perceived conflict of interest with other activities, interests, and/or organizations with which I may be involved.
11. Maintain the confidentiality of the private information of the organization, staff, clients, and other board members.
12. Understand, approve and follow _____ policies.
13. Be fiscally responsible for the organization by being familiar with and approving (ORGANIZATION NAME)'s budget.
14. Accept responsibility for providing oversight of the financial condition of (ORGANIZATION NAME).
15. Communicate effectively and respect the diverse opinions of others.
16. Demonstrate the duties of care, loyalty, and obedience to the organization.
 - a. Duty of Care: Use best judgment, actively participate
 - b. Duty of Loyalty: Avoid conflicts of interest, put aside personal interests for the good of the organization
 - c. Duty of Obedience: Stay true to the Mission, obey the law, act ethically

17. Agree that in the event, for whatever reason, I can no longer fulfill my duties and responsibilities as an (ORGANIZATION NAME) board member, I will immediately notify the board chair and make arrangements to transfer any outstanding responsibilities to other members of the board.

This revision supersedes the versions listed below, which are no longer effective:

- N/A

Date approved by Board: _____

Review frequency: Every 3 years

Organizational Oversight

1. What does your board do to make sure that all board members have a clear picture of the organization's financial health?
2. How does your board evaluate the quality of your organization's programs?
3. How does your board evaluate the chief executive and the board itself?

The Board Building Cycle

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Step 1: Identify board needs (Skills, knowledge, perspective, connections, etc., needed to implement the strategic plan). What do we have? What is missing? Identify sources of board members with the needed characteristics.

Step 2: Cultivate potential board members. Get them interested in your organization and keep them informed of your progress.

Step 3: Recruit prospects. Describe why a prospective member is wanted and needed. Describe expectations and responsibilities of board members, and don't minimize requirements. Invite questions, and elicit their interest and preparedness to serve.

Step 4: Orient new board members to the organization

(program, history, bylaws, pressing issues, finances, facilities and organization chart) and to the board (recent minutes, committees, board member responsibilities, lists of board members and key staff members).

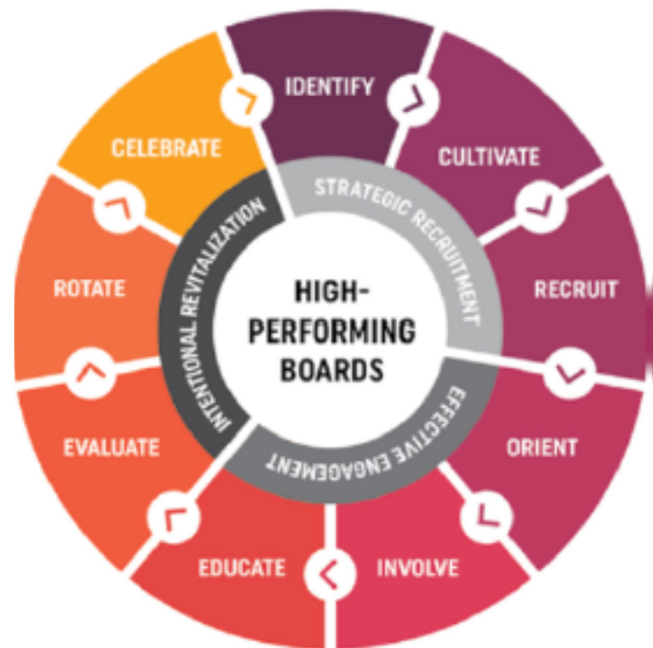
Step 5: Involve all board members. Discover their interests and availability. Involve them in committees. Assign them a board "buddy." Solicit feedback. Hold everyone accountable. Express appreciation for work well done.

Step 6: Educate the board. Provide information concerning your mission area. Promote exploration of issues facing the organization. Don't hide difficulties.

Step 7: Evaluate the board and individual board members. Engage the board in assessing its own performance. Identify ways in which to improve. Encourage individual self-assessment.

Step 8: Rotate board members. Consider establishing and using term limits. Do not automatically re-elect for an additional term; consider the board's needs and the board member's performance. Explore advisability of resigning with members who are not active. Develop new leadership.

Step 9: Celebrate! Recognize victories and progress, even small ones. Appreciate individual contributions to the board, the organization, and the community. Make room for humor and a good laugh.



Board Service Readiness Quiz

While board service can be an extremely rewarding experience and can greatly impact the organization, it may not be the right fit for you at this time of your life. To determine whether board service is right for you right now, select yes or no for the following statements:

Statements	Yes/No
I am interested in advancing a cause that I feel passionate about.	
I am curious to delve into and learn about issues facing my community and the world.	
I am interested in a new environment and experience to further develop myself as a leader.	
I am interested in meeting people outside of my usual professional and social circles.	
I understand the roles and responsibilities of being a board member.	
I am comfortable making a personal contribution to the organization.	
I can imagine asking others to contribute financially to a cause that I am passionate about.	
I have enough autonomy in my schedule to accommodate board and committee meetings.	
I am patient and collegial when working as a team.	
I can commit the time necessary to be an exceptional board member	

If you answered more than two questions with a “No,” then you may want to consider other ways to get involved with an organization prior to joining the board, including:

Volunteering

As a volunteer, you may help serve food to the homeless, do data entry in the office on a regular basis, mentor a student, advocate for environmental causes, or help with a special event. You are directly involved in helping the organization do its work rather than serving in a policy and oversight capacity. If you want a hands-on experience, direct-service volunteering may be your best bet. Want to learn more? Visit [VolunteerMatch](#) to find opportunities in your area.

Pro Bono Professional Service

Pro bono professional assistance is one of the primary benefits you can offer a nonprofit. Whether you are an attorney, IT expert, or realtor, your free-of-charge services are widely needed in organizations that otherwise would not be able to afford a high level of expertise. Want to learn more? Visit [Taproot](#) and [Catchafire](#) to find opportunities.

Serving on Advisory Groups or Committees

Numerous nonprofits form advisory groups to help with fundraising or outreach, supplement the board's expertise, or provide direct contact with constituents, and many organizations invite non-board members to serve on some board committees. If you are interested in serving on an advisory group or board committee, the process will be the same as looking for a board service opportunity outlined in our Board Recruitment Center.

Additional Resources

Board Committee Descriptions

Financial Committee

The Finance Committee tasks are:

- To review budgets initially prepared by staff, to help develop appropriate procedures for budget preparations (such as meaningful involvement by program directors), and on a consistency between the budget and the organization's plans
- To report to the board any financial irregularities, concerns, opportunities
- To recommend financial guidelines to the board (such as to establish a reserve fund or to obtain a line of credit for a specified amount)
- To work with staff to design financial reports and ensure that reports are accurate and timely
- To oversee short and long-term investments, unless there is a separate investments committee
- To recommend selection of the auditor and work with the auditor, unless there is a separate audit committee, and
- To advise the executive director and other appropriate staff on financial priorities and information systems, depending on committee member expertise.

Audit Committee

The role of the Audit Committee encompasses interviewing auditors, reviewing bids, recommending selection of an auditor to the board, receiving the auditor's report, meeting with the auditor, and responding to the auditor's recommendations. For many organizations, the annual audit is the only time the organization's financial systems are reviewed by an independent outsider, and as a result the auditor's report is an important mechanism for the board to obtain independent information about the organization's activities. On smaller boards, the functions of the Audit Committee are managed by the Finance Committee.

Fundraising Committee

The Fundraising Committee's job is not simply to raise money. Instead, the Fundraising Committee is responsible for overseeing the organization's overall fundraising and, in particular, the fundraising done by the board. To accomplish this, its responsibilities are:

- To work with staff to establish a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, product sales, etc.
- To work with fundraising staff in their efforts to raise money
- To take the lead in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc.
- To be responsible for involvement of all board members in fundraising, such as having board members make telephone calls to ask for support, and
- To monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

Governance Committee

In some ways the most influential of all the committees, the Board Development Committee is responsible for the general affairs of the board. The Committee is responsible for providing leadership, review and recommendations to enhance the quality and future viability of the board. The focus of the committee revolves around the following three major areas:

Provide leadership for board-building

- Develop a profile of the board's composition as it should evolve over time
- Assess the current composition against anticipates needs and recommend recruiting priorities
- Identify potential board members, engage in exploring mutual interest, keep the board informed of progress; keep the "recruiting pipeline" full of candidates at various stages of exploration
- Nominate potential candidates to the board for approval
- Ensure that there is an effective new board member orientation process in place and partner with staff to lead on implementation
- Nominate board members for additional terms as appropriate for board approval

Institutionalize best practices in governance

- Partner with staff to seek out and stay informed about leading edge "best practices"
- Regularly make governance education and best practice materials
- and process to be employed
- Lead the board self-assessment process including follow-up action planning with the board
- Provide ongoing counsel to the board chair and other board leaders on steps to enhance board effectiveness
- Periodically review the organizations by laws and other key documents and practices
- (conflict of interest, confidentiality, etc.) and make recommendations as appropriate

Maximize the constructive engagement of board members

- Make recommendations to ensure that board member and committee roles and responsibilities are clearly defined
- Encourage board member engagement in CEN programs as appropriate
- In conjunction with the board chair and executive director, ensure that there is a regular conversation with each board member to discuss their board engagement

Executive Committee

Sometimes an organization with a large board forms an Executive Committee, which is a smaller group that meets more frequently than the full board. Some Executive Committees are comprised of the board officers; others include committee chairs; and some choose other configurations, such as the board officers and the Fundraising Committee chair. A risk with Executive Committees is that they may take over decision-making for the board, and other board members will feel they are only there to rubber stamp decisions made by the Executive Committee.

Program Committee

The Program Committee is often comprised of board members who are most familiar with the approaches and operations of the organization's programs. (Some boards feel that the organization's program--its "products"--should be overseen by the whole board.) Depending on its make-up and programs, this committee's most common responsibilities are:

- To oversee new program development, and to monitor and assess existing programs
- To initiate and guide program evaluations, and
- To facilitate discussions about program priorities for the agency.

Personnel Committee

The functions of the Personnel Committee include drafting and/or revising personnel policies for board approval, reviewing job descriptions, establishing a salary structure, and annually reviewing staff salaries, and reviewing the benefits package. In some organizations the board's Personnel Committee also acts as a grievance board for employee complaints. Because difficulties can arise if many less serious complaints are brought directly to the board rather than to the staff person's supervisor, it is preferable for the personnel committee to act only on formal written grievances against the executive director or when an employee formally appeals a decision by the executive director to the board.

Temporary Committees/Taskforces

Some committees are convened on a temporary basis to address a specific, single event or issue. Often called ad hoc committees, they meet for a few months and then disband once their task is completed. Commonly used temporary committees and their designated tasks include:

- **Site Committee:** To work with staff to evaluate the existing location and consider a move to a different location, to review a new lease, or to weigh the feasibility of purchasing a building.
- **Special Event Committee:** To coordinate the board's assignments on a particular event, such as an annual dinner.
- **CEO Transition or Search Committee:** To seek a new executive director, including recommending guidelines and a search process to the board, to take steps to help the new executive succeed. Some search committees hire the new executive director, while other search committees present a group of candidates to be evaluated by a different committee or the whole board.
- **Merger Committee:** To pursue a possible merger with another organization, and to bring information and recommendations back to the full board.
- **Planning Committee:** To lead a strategic planning endeavor (the planning committee may consist of both board and staff members).
- **Special Issue Committee:** To investigate an unusual problem or opportunity, such as negative publicity in the newspaper, deep staff resentment against the executive director, an unusual grant opportunity or a possible joint project with another organization. Setting up a Special Issue Committee to research the situation and report back to the board ensures that decisions are based on adequate information.

Ten Basic Responsibilities of Nonprofit Boards

BoardSource®

The following are adapted from BoardSource's "Ten Basic Responsibilities of Nonprofit Boards":

#1 - Determine mission and purpose

The Board is responsible for determining the mission of the organization and for ensuring that it is periodically reviewed. There should be an understanding of whom the organization serves and how, and what distinguishes the organization in the eyes of its stakeholders and funders.

#2 - Select the chief executive

The selection of the chief executive is one of the most fundamental, and consequential, responsibilities of the board. It is essential to have a clear understanding of the organization's needs, the required executive attributes, and an agreed upon set of expectations for the chief executive.

#3 - Support and evaluate the chief executive

The success of the chief executive is directly linked to the board's commitment to do its part to sustain an effective relationship. The board should provide support [particularly in challenging times], candid and constructive feedback, acknowledgment of accomplishments, appropriate compensation and benefits, and the professional development resources necessary to enable success.

#4 - Protect assets and provide financial oversight

The board is responsible for actively participating in and approving decisions that set the organization's strategic direction. There should be a process, involving board and staff, to translate the organization's mission into measurable goals and objectives.

#5 - Build a competent board

The board ensures that current and proposed programs and services are aligned with the organization's mission. Given limited resources, the board ultimately decides among competing priorities.

#6 – Ensure adequate financial resources

It is a fundamental stewardship responsibility of the board to ensure that the organization has the resources necessary to fulfill its mission. All boards need to be "fundraising boards".

#7 – Protect assets and provide financial oversight

The fiduciary responsibilities of the board include reviewing and approving budgets, establishing and following monetary policies that balance short- and long-term needs, verifying that the organization's financial systems and practices meet accepted standards, and ensuring that the organization has adequate operational reserves.

#8 – Build a competent board

There should be a mechanism in place [ideally, a Governance Committee] that continuously assesses what is needed in terms of board composition, recruits and orients new board members, sets high standards and expectations, evaluates individual board member performance, provides opportunities for continuing board education, and ensures a periodic self-assessment of the board’s overall governance effectiveness.

#9 – Ensure legal and ethical integrity

The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. This includes compliance with all legal and regulatory mandates, as well as transparency and accountability in all management and governance functions.

#10 – Enhance the organization’s public standing

Board members are the organization’s ambassadors and advocates. They should be highly knowledgeable about the organization and capable of positively promoting it in the community. They should also be willing to leverage their networks of influence on behalf of the organization.



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