The Non-Profit Board of Directors
Purpose and Responsibilities

BOARD PURPOSE

The purpose of a governing board of Directors is to accept and act on the legal authority given them to govern and carry out the mission of the organization.

BOARD RESPONSIBILITIES

Fiscal Responsibility:

Each member of the board has fiscal responsibility for the organization. It is the duty of each board member to know the budget and take an active part in budget planning and oversight.

Legal Responsibility:

Each member of the board is legally responsible for the organization. It is the duty of each board member to understand their legal responsibilities, oversee and evaluate organizational policies and procedures.

Moral Responsibility:

Each member of the board is morally responsible for the organization. It is the duty of each board member to know, understand and be committed to the mission of the organization. Each board member is expected to govern, plan and take action based on that mission in its entirety.

BOARD OF DIRECTOR

ROLES AND FUNCTIONS

The board fulfills the following roles and functions:

1. Administration:
   *Determines the organizations' mission and purpose
   *Ensures effective organizational planning
   *Determines and monitors the organization's progress
   *Ensures that operational policies and procedures are in place
   *Ensures that operations are in compliance with law
   *Assesses its own performance as a board

2. Finance:
   *Ensures adequate resources
   *Manages resources effectively
   *Approves the budget
   *Formulates policies related to grants, contracts, etc.
   *Reviews revenues and expenses
   *Provides for check and balances related to accounting
   *Provides support and assistance with fundraising efforts

3. Personnel:
   *Hires the Executive Director
   *Provides for conditions of employment
   *Establishes for a fair and systematic review of the Executive Director's performance based on job description and workplan
   *Assists with the recruitment and selection of staff to meet the mission and organizational objectives.

4. Program:
   *Assesses the need for its services
   *Accepts full responsibility for all conditions, strategies and policies that govern new programs
   *Conducts evaluations to determine if, and to what degree, service goals are being met

5. Public and Community Relations:
   *Provides channels for communication and assists with effective outreach related to programs, services and organizational mission.

Adapted from information provided by the Management Assistance Project.

5 STEPS

TO DEVELOPMENT

1. IDENTIFICATION

2. CULTIVATION

3. EDUCATION

4. SOLICITATION

5. APPRECIATION

Gary Kelsey and Associates 612-867-8663 gkelsey@comcast.net

(ORGANIZATION NAME)

Board Member - Development Activity Agreement

20__

❑ I will make my own pledge/gift of $_____.

❑ Be a Table Host at the annual XXXXXXXXX event.

❑ Share the vision of the XXXXX with a group of colleagues, book group or other social group.

❑ Accompany a XXXX XXXX staff member to meet with a major donor, foundation or corporation.

❑ Personalize appeal letters by writing a postcript on the letters to people you know.

❑ Check off the names of current and prospective XXXX XXXX donors you know. (We will provide you with a list and instructions).

❑ Provide ten new names and address for our mailing list.

❑ Actively pursue funding or in-kind donations from your place of employment. (Does your organization have a matching gift program? Does it have a charitable foundation? Does it give away products or services?)

❑ "Adopt" a donor by calling and thanking them, updating one or more donors on a regular basis, inviting them to a special event, etc.

❑ Participate in our December & January "thank-a-thon" by calling 5-10 donors and thanking them for their contribution.

❑ Recruit current and prospective donors to attend special events

❑ Recruit sponsors or in-kind donations for special events

❑ Identify people you know who might be candidates for the XXXX Club and/or planned giving.

❑ Help recruit board and committee members.

Name:_____ Date:_____

FY 2015—2015 Menu of Opportunities

Please circle as many items as you like—at least one per category.

Board Member Name Here

Appetizers

Provide at least 10 names of donor prospects

Sign and personalize letters to current and prospective donors

Attend and mingle with donors at a house party

Serve as a *insert org name here* guest blogger for one month (at least four posts)

Other:_____

Entrees

Make a significant gift

Solicit at least 5 donations through personal letters/e-mails/calls

Include *insert org name here* in my estate plan

Host a house party

Co-host a house party

Accompany staff on a visit to a major donor

Recruit house party hosts

Speak on *insert org name here*'s behalf in a community or business forum

Other:_____

Desserts

Make at least 10 thank you calls to donors

Invite donors to attend a house party

Forward e-appeals to my email lists

Collect other organizations' annual reports, donor lists, and programs

Forward emails and news clips featuring *insert org name here* to current and prospective donors

Secure a speaking engagement for *insert org name here* staff at a strategic venue

Other:_____

VOLUNTEER MANAGEMENT PROCESS

Organizational Planning and Needs Assessment ← ← ← ← ←

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↓ ↑

↓ ↑

Job Development

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Recruitment

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Interviewing and Screening

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Orientation and Training

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Supervision and Motivation

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Recognition

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Evaluation → → → → → → → → → → →

Board Evaluation

	Demographic Information																		Experience												Program Interests																							
	Age					Sex		Race					Geographic Area																																									
	21-29	30-39	40-49	50-59	60+	Male	Female	Hispanic	Caucasian	Black	American Native	Asian	Suburban	South	North	Central	West	East	Management	Property Management	Community Organization	Educational	Political	Ministry	Legal	Corporate	Small Business	Media	Medical	Social Service	Accounting	Advocacy	Benefits	ByLaws	Community Services	Counseling	Adult Education	Child Education	Event Planning	Finance Management	Fund Development	Human Resources	Legal Services	Legislative Issues	Long-Range Planning	Marketing	Mechanical-Vocational	Parliamentary Law	Performance Appraisal	Personnel Policies	Program Development	Properties	Public Relations	Public Speaking
Board Member																																																						

BOARD JOB DESCRIPTIONS

At a minimum, board job descriptions should include:

* Title
  (Member – Board of Directors)

* Purpose
  (Usually a one sentence statement of purpose)

* Major Roles and Responsibilities
  (Administrative, Finance, Personnel, Program, Public Relations, etc)

* Qualifications
  (What commitment, skills, etc. should members "come with")

* Supervision/Relationships
  (Clarifies the role of board and staff)

* Time Commitment
  (Actual time commitment, including committees, events, etc.)

* Benefits
  (What will the board member gain from this experience?)

HEADWATERS FUND
BOARD MEMBER - JOB DESCRIPTION

Purpose: The purpose of the Board is to provide organizational leadership, direction, and oversight to maximize Headwaters' ability to achieve its' mission.

Activities: Board Directors are responsible for the following:

A. Long-range planning The Board formulates and evaluations long-range planning. The Board assesses how changing national events affect Headwaters' work, and proactively establishes organizational vision, direction and program.
B. Setting, reviewing and evaluating the organizational policy The Board ensures that Headwaters' programs are in keeping with its statement of mission, and that the mission statement continues to be appropriate and vital.
C. Ensuring fiscal accountability The board approves and closely monitors the organization's expenses and income. The Board works to ensure that all the organization's resources, including the time of volunteers and staff and money, are used wisely.
D. Ensuring organizational continuity The Board is responsible for the recruitment, development, retention and continuity of effective and ethical leadership within the Board and staff to insure robust and stable operation.
E. Staff relations The Board hires and evaluates the performance of the Executive Director. The board, through the Executive Committee, is the final arbiter of internal staff grievances. Each Board member is responsible for maintaining good staff-board relationships.
F. Fundraising The Board is responsible for the continued funding and financial health of the organization. Each Board member has two fundraising responsibilities: making a financial gift that is meaningful to them and raising money for the organization in ways that are supported by staff.

Qualifications: Board members must be committed to progressive grassroots social change and working in partnership with a wide diversity of people in support of Headwaters' mission. Additionally each Board member should bring expertise appropriate to one or more of Headwaters' program areas of Development, Grant making or Capacity Building.

Time Commitment: The Headwaters Fund Board of Directors meets six times a year. The Board meets bimonthly on the second Thursday from 5:30 to 8:00 p.m. Besides the Board, each Director serves on one Headwaters' program committee. (Detailed as separate job descriptions) A Board term is three years. Board membership requires 8 to 12 hours a month.

Benefits:

A. Participating in a unique organization supporting and furthering the work of grassroots social change.
B. Developing and enhancing skills in development, grantmaking and organizational capacity building.
C. Gaining knowledge of social change movements and grassroots organizations addressing issues of economic, racial, and social injustice.
D. Developing meaningful relationships with a diverse group of committed individuals including activists, donors and community professionals.

[AGENCY NAME]
BOARD OF DIRECTORS APPLICATION

Name:_____**[ ]Ms.[ ]Miss[ ]Mr.[ ]Other**

Home Address:_____ **Phone:**_____

Employer:_____ **Title:**_____

Business Address:_____ **Phone:**_____

FAX: _____

Contacted By:_____

Religious Affiliation (optional):_____

Age Group: [ ] 18 - 29
[ ] 30 - 39
[ ] 40 - 49
[ ] 50 - 59
[ ] 60+

Ethnicity: [ ] White
[ ] White/also Hispanic
[ ] Asian/Pacific Islander
[ ] American Indian/Alaskan
[ ] Black

SCHOOL(S) OR COLLEGE(S):

Name/Location: Major/Degree: Dates:

_____ _____ _____

_____ _____ _____

_____ _____ _____

EMPLOYMENT (most recent first):

Organization: Location: Position: Dates:

_____ _____ _____ _____

_____ _____ _____ _____

_____ _____ _____ _____

VOLUNTEER EXPERIENCE (most recent first):

Organization: Location: Position: Dates:

_____ _____ _____ _____

_____ _____ _____ _____

_____ _____ _____ _____

CLUB/ORGANIZATION AFFILIATIONS:

Club/Organization: Location: Position: Dates:

_____ _____ _____ _____

_____ _____ _____ _____

_____ _____ _____ _____

AREAS OF EXPERTISE, SKILL, EXPERIENCE OR INTEREST:
Place an X next to those in which you have interest.
Circle the X if you have previous experience.

[ ] Accounting	[ ] Event Planning	[ ] Mechanical/Vocational
[ ] Advocacy	[ ] Finance Management	[ ] Parliamentary Law
[ ] Benefits	[ ] Fund Development	[ ] Performance Appraisal
[ ] Bylaws	[ ] Human Resources	[ ] Personnel Policies
[ ] Community Services	[ ] Legal Services	[ ] Program Development
[ ] Counseling	[ ] Legislative Issues	[ ] Properties
[ ] Education - Adult	[ ] Long-Range Planning	[ ] Public Relations
[ ] Education - Children	[ ] Marketing	[ ] Public Speaking

How do you see yourself contributing to [Agency Name]?

_____

_____

_____

_____

_____

_____

_____

Send completed form to:

[AGENCY NAME]
ATTN: PRESIDENT
Agency Address
City, State, ZIP

BOARD OF DIRECTORS RECRUITMENT
TARGETED APPROACH

Recruitment Steps

1. Identify types of board members needed (interests, representation, expertise) based on outcomes of the strategic plan or other planning processes/documents.

2. Identify possible board member candidates (more than the number needed).

3. Make initial contact with board member candidates to assess their initial interest.

4. Send interested candidates, material for review (board member job description, application, annual report, strategic plan summary, list of current board and staff, etc).

5. Interview board member candidates who submit the application to the nominating committee/executive committee.

6. Based on the application and interview results, create a slate of candidates to nominate for board member positions.

7. The Board votes on candidates after discussion.

Author: Kim Klein

Earth To Board: Are We All Clear?

One of the hardest tasks organizations face is getting a common agreement among Board members as to just what their responsibilities are. This is particularly evident in the area of fundraising. There are many management and organizational development techniques to help with this and related Board problems. Their success depends on the group, and on the technique.

One technique which many groups have used successfully is to develop a statement of agreement for Board members. This statement serves as a job description, and clarifies Board responsibilities and authority. This kind of statement is best used by a Board that is already committed and motivated. It helps channel their motivation, and defines, for all, agreements which may never have been verbalized. An example of such an agreement follow. Agreements like these should be developed by Boards themselves and not imposed by staff members or outside consultants. Different Boards will have different agreements, although the ones suggested here are generic enough to be adapted to most Board situations.

Once a Board has developed an agreement, this statement can be read at regular intervals to remind people of what they have agreed to, it can be used for internal evaluation, and it can be used in recruiting new Board members. When a prospective Board member is considering the pros and cons of a particular Board commitment, having a private conversation with a current Board member, and going through the agreement point by point can help to insure that no one comes onto the Board under any false illusions.

An agreement like this also improves relations between Board and staff. Staff know what Board limits are and will not make demands that exceed those.

This agreement is not legally binding, and a statement should be included to that effect. The statement is morally binding. It is an expression of good faith, and it provides common ground from which Board members can operate.

Sample Statement

As a Board member of _____, I understand that my duties and responsibilities include the following:

1. I am *fiscally* responsible, with the other Board members, for this organization. It is my duty to know what our budget is, and to be active in planning that budget, and planning the fundraising to meet that budget.
2. I am *legally* responsible, along with the other Board members, for this organization. I am responsible to know and approve all policies and program, and to oversee the implementation of policies and programs. I know that if I fail in my tasks, and if the organization becomes the subject of a suit from a private person, or from the Federal or state government, I may be held personally liable for the debts incurred.
3. I am *morally* responsible for the health and well being of this organization. As a member of the Board, I have pledged myself to carry out the mission of _____.
4. I will give what is for me a *substantial* donation. I may give this as a one time donation each year, or I may pledge to give a certain amount several times during the year.
5. I will actively engage in fundraising for this organization, in whatever ways are best suited to me. These may include individual solicitation, doing special events, writing mail appeals and the like. There is no set amount of money that I must raise because I am making a good faith agreement to do my best, and bring in as much money as I can.
6. I will attend _____ Board meetings every year, and be available for phone consultation. I understand that commitment to this Board will involve no less than _____ hours per month.
7. I understand that no quotas have been set, that no rigid standard of measurement and achievement have been formed. Every Board member is making a statement of faith about every other Board member. We are trusting each other to carry out the above agreements to the best of our ability, each in our own way, with knowledge, approval and support of all. I know that if I fail to act in good faith, I must resign, or someone from the Board may ask me to resign.

In its turn, _____ is responsible to me in a number of ways:

1. I will be sent, without request, quarterly financial reports which allow me to meet the prudent person section of the law.
2. I can call on the Executive Director to discuss program and policy, goals and objectives
3. Board members and staff will respond in a straight for ward and thorough fashion to any questions I have which I feel are necessary to carry about my fiscal, legal, or moral responsibilities to this organization.

(If appropriate, a description of the officers of the Board and their particular responsibilities can follow.)

Each Board member signs the agreement, and a copy of the signed agreement is give to all Board members as part of their board packet.

BOARD OF DIRECTORS - MEETING FEEDBACK

Board Meeting Date:_____ Yes No

1. The meeting started on time
   Comments:

2. The meeting agenda was clear and in writing
   Comments:

3. Minutes from the past meeting were clear
   Comments:

4. The meeting followed the agenda
   Comments:

5. The role of board members (in the meeting) was clear
   Comments:

6. The role of staff (in the meeting) was clear
   Comments:

7. Background information was provided when needed
   Comments:

8. There was adequate time for discussion
   Comments:

9. Questions, clarification and discussion were encouraged
   Comments:

10. All of the items on the agenda were covered
    Comments:

11. Board and staff “work assignments” are clear
    Comments:

12. The meeting ended on time

** SAMPLE **

Board of Directors
Code of Conduct

1. Board members provide oversight, set policy and strategic direction. **All** day to day operations, decisions, etc. are led, coordinated and implemented through the Executive Director.

2. All questions, operational issues, problems, staff issues raised by community stakeholders, the public, members, volunteers, etc. should be **immediately** referred to the Executive Director.

3. New program requests, ideas, possible partnerships should be referred to the Program Committee and Executive Director.

4. The organizational chart should be used to direct communications and identify decision makers and implemented to assure the best process and protocol.

5. Board members, staff and volunteers should communicate in a positive manner when discussing Center programs, activities, decisions and policies with the public and Center stakeholders.

6. Board, staff and volunteers **must** keep confidential:
   - Donation sources and amounts (unless permission is granted to share)
   - Personnel issues (paid and volunteer), hiring, compensation, supervision issues
   - Membership information (unless permission is granted to share)
   - Planning and program development work in process unless approved for communication by the Program Committee.
   - Other issues, actions and decisions as identified by the Board and/or Executive Director.

7. All communication shall be respectful and represent the best interests of the organization and its mission. Gossip is **not** in the best interest of the organization. It detracts from the organization's credibility.

8. All written and electronic communication to the public and organizational stakeholders should be approved by the Executive Director. The Board shall approve all appropriate public announcements by the organization.

Internet Sources of Information on Boards

Board Source: www.boardsource.org

Minnesota Council on NonProfits: www.mncn.org

Minnesota Council on Foundations: www.mcf.org

MAP for Nonprofits: www.mapfornonprofits.org

Minnesota Office of the Attorney General – Charities Division:
www.ag.state.mn.us/charities/charduties.html