

# **BOARD & MEMBER ROLES & RESPONSIBILITIES**

DANIEL KRONOVET, NASCO EDUCATION

NASCO INSTITUTE 2014 - SATURDAY

THIS WILL BE FUN.

# AGENDA!!

A little bit of theory

Duties of the board (or council)

Duties of the individual director (or member)

Board (or council) PROCESS

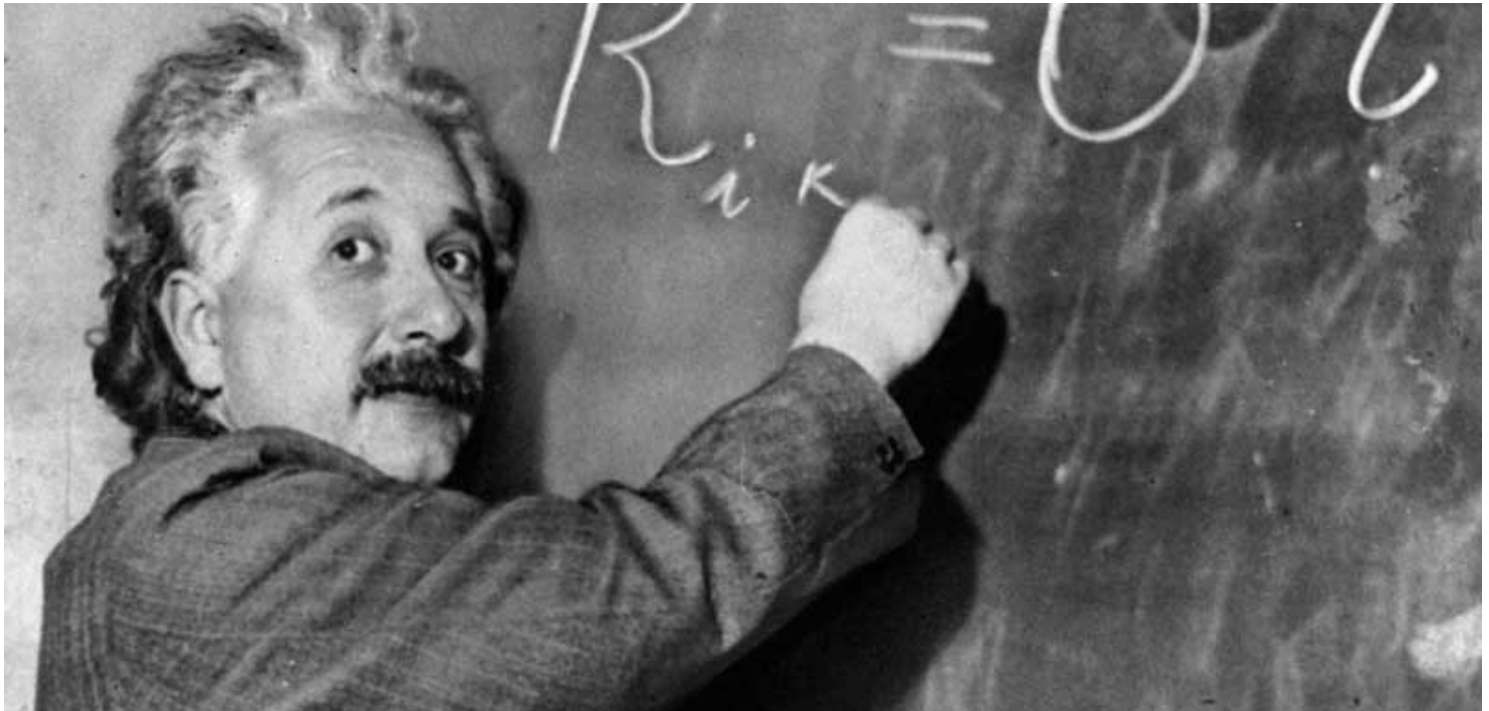
Facilitation!

Board Training

Questions & Discussion



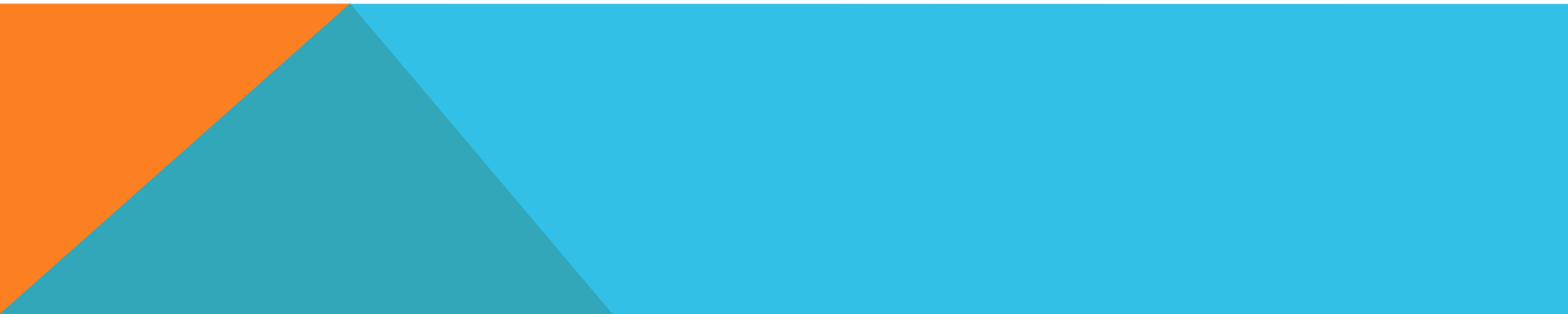
# BOARD THEORY



# BOARD THEORY

Nonprofits get special tax status.

Why?



# BOARD THEORY

Nonprofits create a PUBLIC GOOD:

Education

Low Cost Housing

Puppies



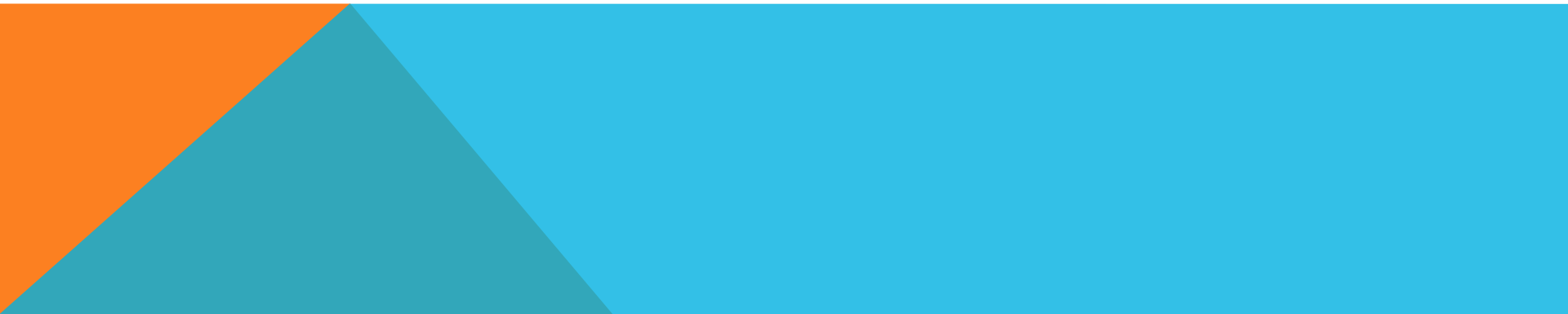
# BOARD THEORY

Defined by a MISSION STATEMENT

Example:

*“The mission of the Berkeley Student Cooperative is to provide a quality, low-cost, cooperative housing community to university students, thereby providing an educational opportunity for students who might not otherwise be able to afford a university education.”*

Do you know your organization’s mission statement?



# BOARD THEORY

BUT...

People sometimes try to GAME THE SYSTEM

OH NO!!!



# BOARD THEORY

What to do?





# BOARD THEORY

BOARDS!!

Representatives FROM THE COMMUNITY  
to steer the VEHICLE OF THE NONPROFIT  
to create PUBLIC GOOD  
for the COMMUNITY

Community community community.

Community.

Understood?



# DUTIES OF THE BOARD



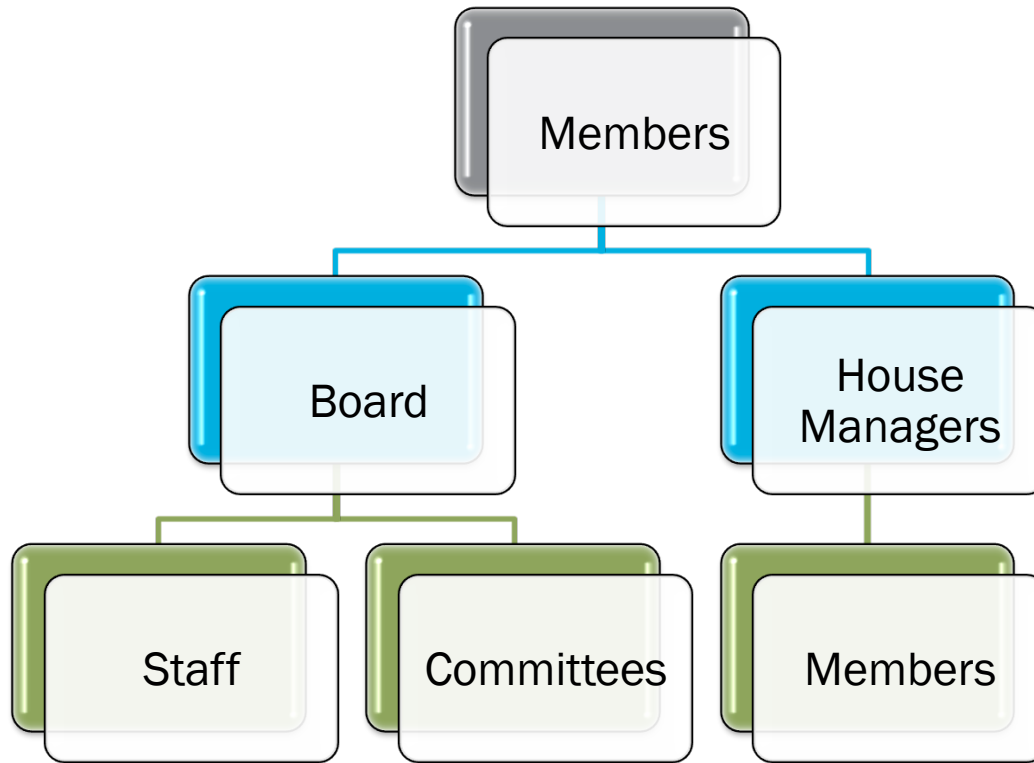
# DUTIES OF THE BOARD

Stewards of the organization

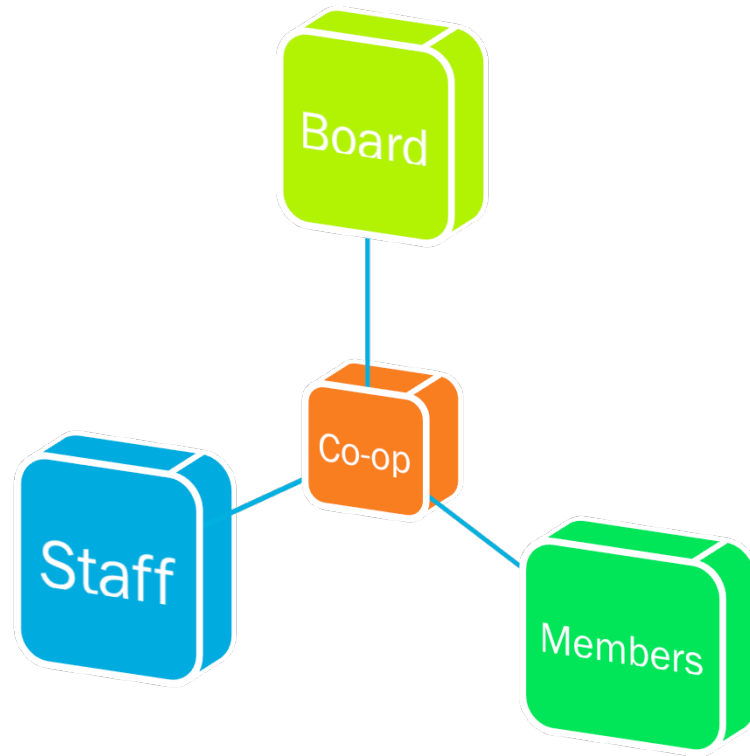
Keepers of the mission



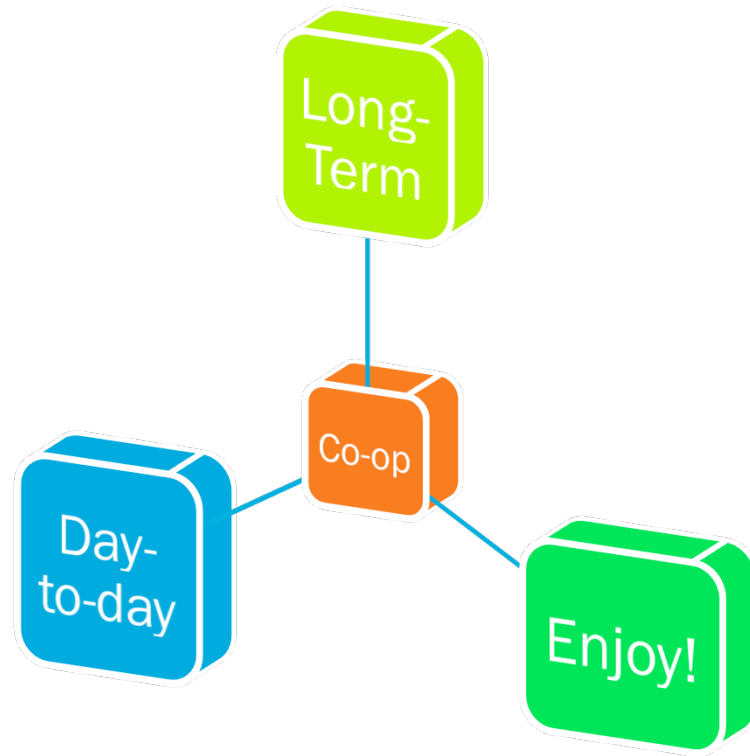
# DUTIES OF THE BOARD



# DUTIES OF THE BOARD



# DUTIES OF THE BOARD



# DUTIES OF THE BOARD

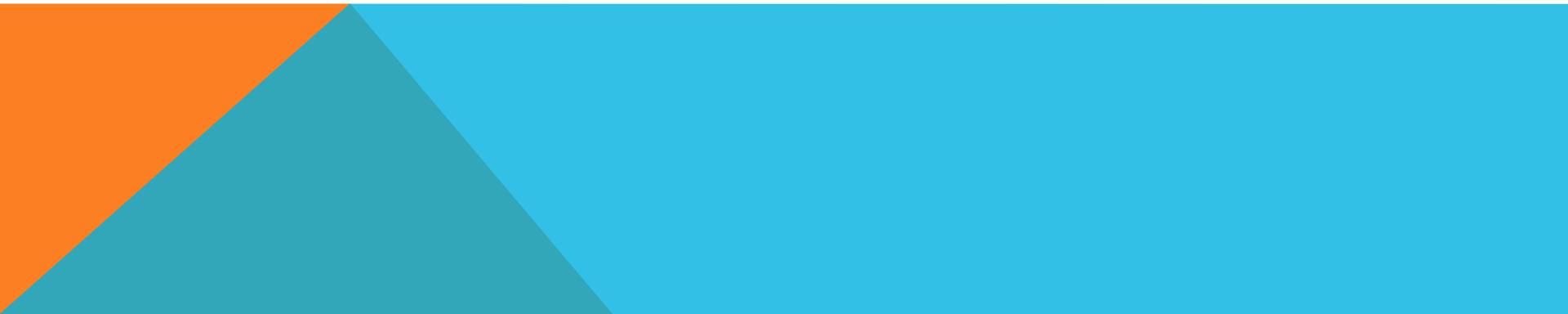
Setting good POLICIES

Making long-range STRATEGIC PLANS

Financial PLANNING and OVERSIGHT

Hiring good STAFF

Being RESPONSIBLE



# DUTIES OF THE BOARD

NOT

Telling staff what to do every day

Dealing with every problem that comes up

Deciding how to spend every dollar

THAT'S WHAT STAFF IS FOR!!





# DUTIES OF THE BOARD

Remember this and you'll save yourself many problems.

“Focus on the big picture.”

- Hammurabi



# DUTIES OF THE DIRECTOR



# DUTIES OF THE DIRECTOR

## DUTY OF CARE


### Knowledge

- By-laws, policy, history
- State and local laws

### Preparation

- Know the current issues
- Understand the proposals

### Participation

- Attend meetings
  - Participate in discussion
  - Ask questions, challenge
- 

# DUTIES OF THE DIRECTOR

## DUTY OF LOYALTY

### **Uphold the mission statement**

- Justification for your actions

### **Organization's interests first**

- No benefitting yourself!
- Be careful about conflict of interest

### **Support the Board publically**

- Even if you personally disagree



# DUTIES OF THE DIRECTOR

## DUTY OF CARE

### Knowledge

- By-laws, policy, history
- State and local laws

### Preparation

- Know the current issues
- Understand the proposals

### Participation

- Attend meetings
- Participate in discussion
- Ask questions, challenge

## DUTY OF LOYALTY

### Uphold the mission statement

- Justification for your actions

### Organization's interests first

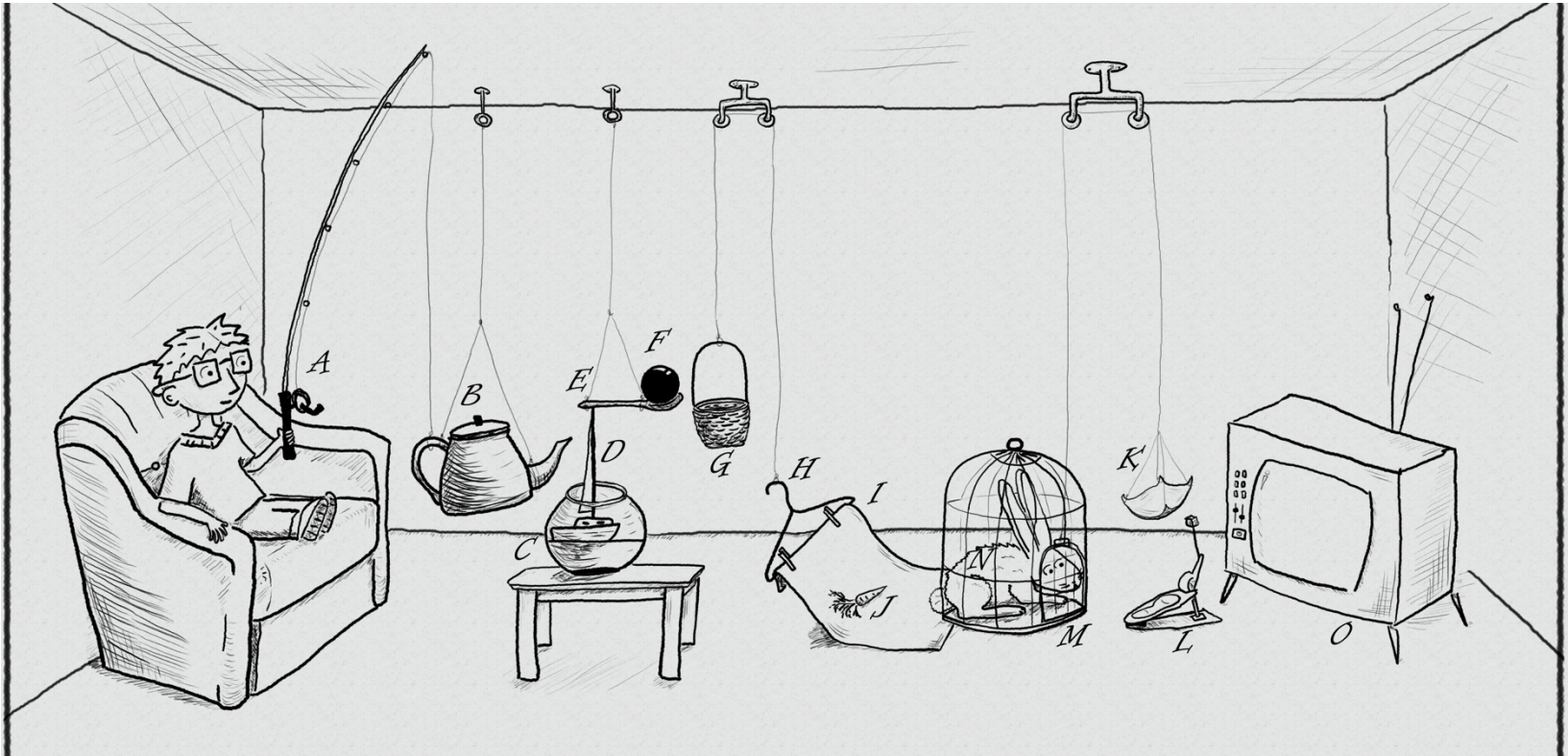
- No benefitting yourself!
- Be careful about conflict of interest

### Support the Board publically

- Even if you personally disagree



# BOARD PROCESS



# BOARD PROCESS

Proposals!!

Let's try it out!



# BOARD PROCESS

Author

Date

Title

Comparison of  
proposal to status  
quo

Background & History

Possible options/  
variations

PROPOSAL

Cost

Other Considerations

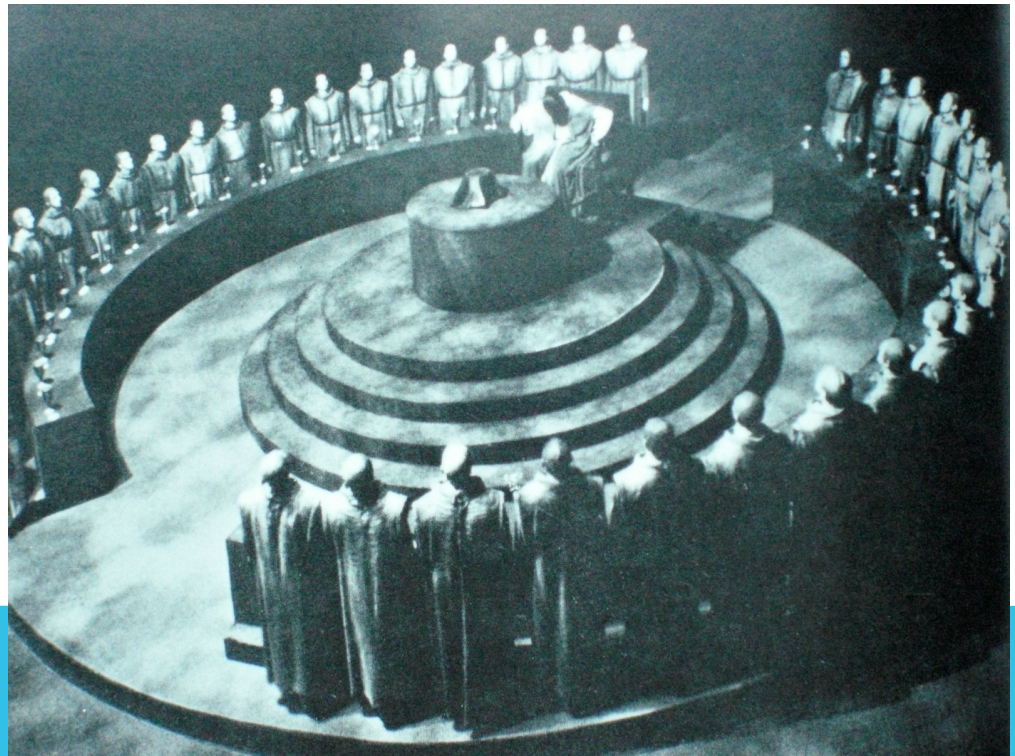




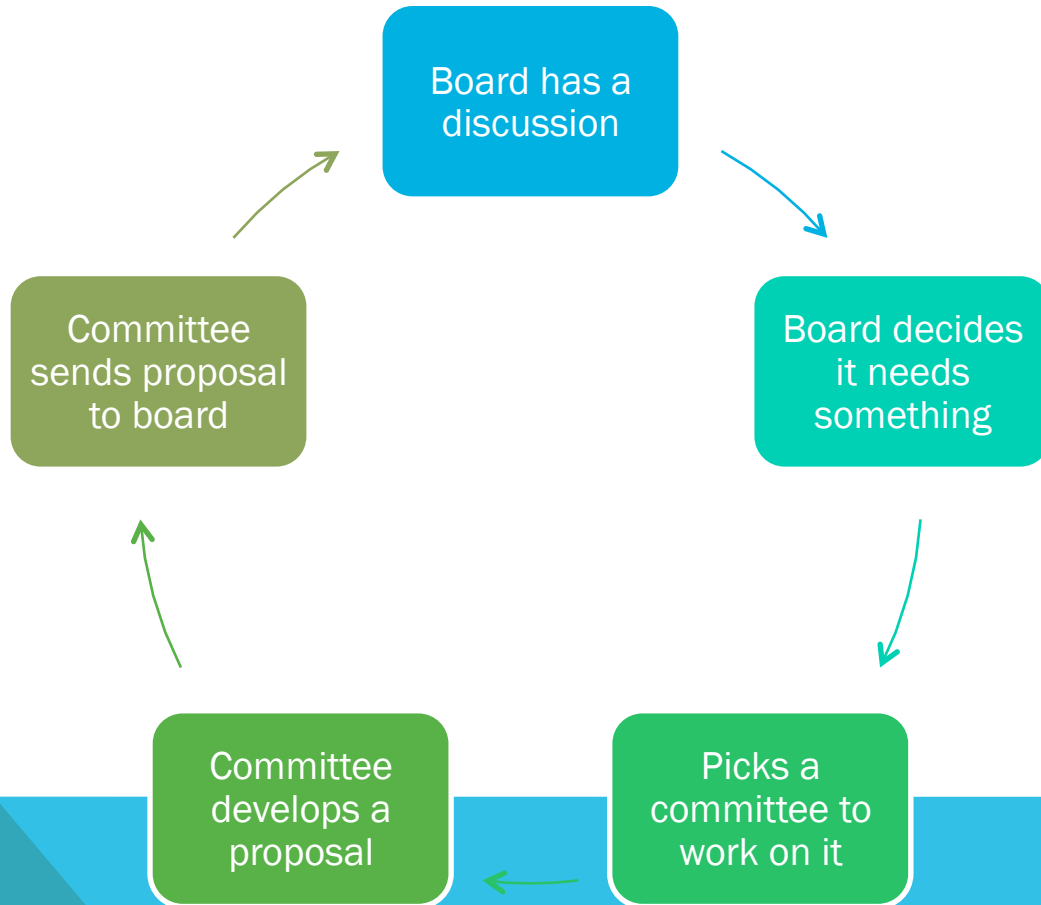
# BOARD PROCESS

Now... where do proposals come from?

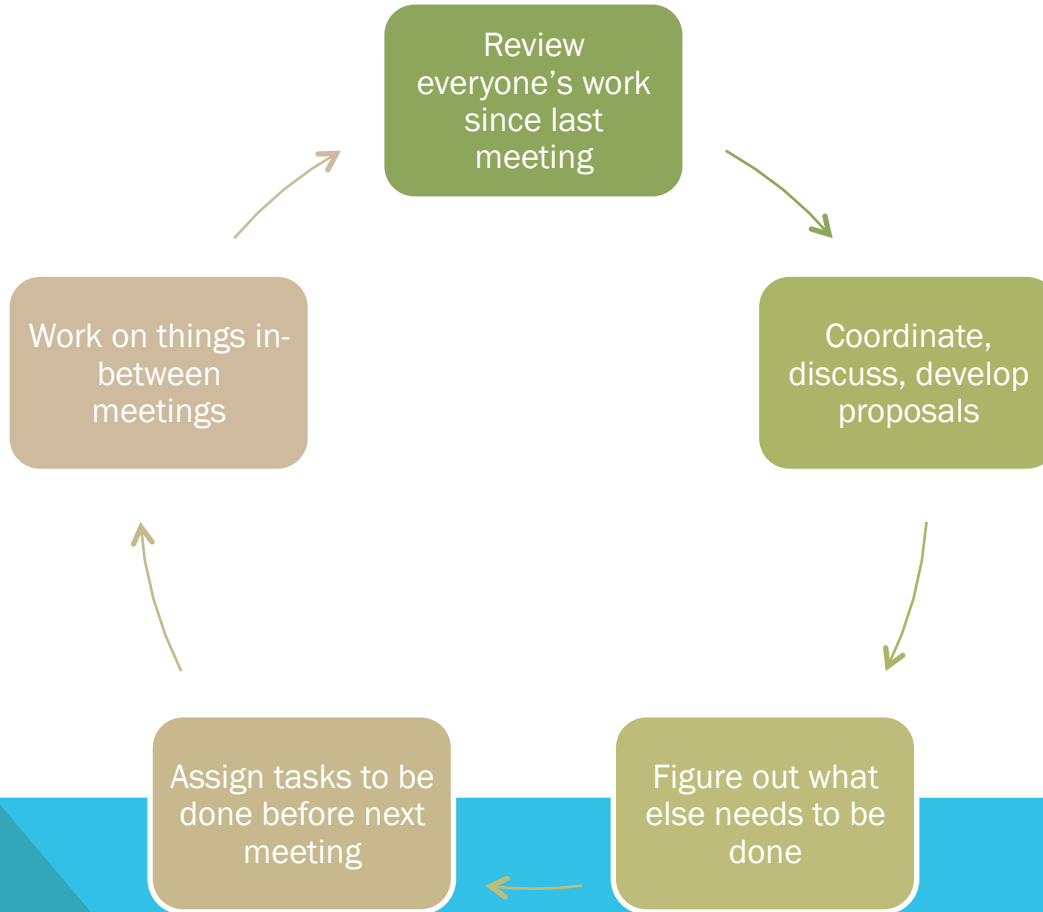
COMMITTEES



# BOARD PROCESS



# COMMITTEE PROCESS



# FACILITATION



# FACILITATION

The purpose of facilitation:

- Getting the best decision out of the group!



# FACILITATION

Making sure everyone understands

Making sure everyone feels comfortable speaking

Making sure no one dominates the conversation

Keeping the conversation on track

Being time efficient



# FACILITATION

## **Making sure everyone understands**

- Check in regularly, summarize often

## **Making sure everyone feels comfortable speaking**

- Solicit new opinions, encourage all kinds of questions

## **Making sure no one dominates the conversation**

- Encourage people to step up, or to step back

## **Keeping the conversation on track**

- Remind the group of the goal of the discussion, place things aside for later

## **Being time efficient**

- Consent agenda, time limits



# BOARD TRAINING





# BOARD TRAINING

## Challenges:

- Lots of turnover
- Various levels of knowledge and experience
- Various levels of commitment



# **SAMPLE AGENDA**

## **1. Big Picture Stuff**

- History, structure, strategic plan

## **II. Legal Responsibilities**

- Duty of care, duty of loyalty

## **III. Roles and Responsibilities**

- Board vs. Staff vs. Members



# **SAMPLE AGENDA**

## **IV. Budget and Finances**

- Annual budget

## **V. Organizational Policies**

- By-Laws, Policies

## **VI. Facilitation and Procedure**

- Practice board meeting!



# **SAMPLE AGENDA**

## **1. Big Picture Stuff**

- History, structure, strategic plan

## **II. Legal Responsibilities**

- Duty of care, duty of loyalty

## **III. Roles and Responsibilities**

- Board vs. Staff vs. Members

## **IV. Budget and Finances**

- Annual budget

## **V. Organizational Policies**

- By-Laws, Policies

## **VI. Facilitation and Procedure**

- Practice board meeting!



# QUESTIONS AND DISCUSSION?



**THANK YOU**

FOR FURTHER READING, CHECK OUT:

"THE BEST OF THE BOARD CAFÉ: HANDS-ON  
SOLUTIONS FOR NONPROFIT BOARDS"

IT'S BEEN REAL.