



The talent will take you there.

Board Development

(Not bored of development)

PARTICIPANT WORKBOOK

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Introduction

A highly effective and engaged board has clarity around roles, responsibilities and aligns its work and performance with organizational values and vision.

This session focuses on board members' key responsibilities and moves boards out of operations and into the 'big picture'. This interactive learning opportunity covers leadership models, modes of governing, board recruitment, meeting management, committee structure and evaluation techniques.

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Activity

What qualities of governance characterize a great board?

RESPONSIBILITY CHART

Board and Executive Director/Employees

Area	Board	Executive Director/Employees
Strategic planning	Approves	Provides input
Day to day operations	No role	Makes all management decisions
Budget	Approves	Develops and recommends
Purchases	Approves budget as part of global budget	Develops and implements policy, acts within approved budget and maintains an audit trail
Repairs	Approves budget as part of global budget	Acts within approved budget and maintains an audit trail
Hiring of employees	Hires executive director	Hires all other employees within an approved budget
Employee assignments	Establishes annual goals and work plan with executive director	Establishes for all other employees within an approved budget
Firing of employees	Makes final termination decision for executive director	Makes final termination decision for all other employees
Employee grievances	Goes to Board Chair only when related to executive director.	Grievances stop at executive director
Personnel policies	Approves	Develops and implements policy
Employee salaries	Establishes executive director's salary budget as part of global budget	Approves employee salaries with recommendations from supervisory employees, within approved budget
Employee evaluations	Evaluates executive director	Evaluates other employees
Volunteer evaluations	Evaluates board member roles	Evaluates all other volunteer roles
Monitoring	From a governance and overall management perspective	From a managerial perspective

Activity

**What is the vision and mission of our organization?
Is it clearly understood and embraced by our entire team?**

**What mode or modes does your board usually think in?
What mode are you most comfortable in?
How can we incorporate this learning into our work?**

Resource

Board Structure: Committees

There are two basic types of committees and a third which is created occasionally.

Standing

A standing committee is the most common. The members have responsibilities within a specifically assigned area and provide specialized assistance, advice and recommendations to the board of directors on a continuing basis. They set objectives, review accomplishments, analyze problems and take actions are required. A standing committee frequently has extensive authority and responsibility to accomplish its work. The board usually takes all advice and recommendations from a standing committee.

Vantage Point recommends that every board have three types of standing committees:

1. Board development: responsible for board education, recruitment, nominating and onboarding
2. Executive director development: (if your organization has a hired staff member): responsible for annual goal setting, performance management, development and evaluation of the senior staff member.
3. Finance committee: responsible for budgeting and financial monitoring.

Most other work can be accomplished through an ad hoc committee or task force (see below).

Ad Hoc Committees or Task Forces

An ad hoc committee or task force is formed to handle a specific situation or issue that does not fall within the assigned function of an existing standing committee. It is dissolved when the job is done. The benefit of an ad hoc committee is that because it is task focused and time limited, committee members are more engaged and there is a higher rate of successful work completion. The board delegates the work to the ad hoc committee and will make a decision based on their advice and recommendations. Examples of work that might be delegated to an ad hoc committee: updating human resource policies, recruiting and hiring a new executive director, review of constitution and by-laws.

Advisory

A third type that is used occasionally is advisory. In this capacity, the committee advises the board on any issues the board requests that may require specialized expertise such as: developing policies, creating a business plan, researching a specific project (such as building a new facility, purchasing new equipment). This committee is usually made up of individuals with specific experience and would often include non-board members. What makes an advisory committee stand out from the others is that the board is under no obligation to take the advice or recommendations from such a committee (however it frequently does).

Board Committees vs. Staff Committees

It's important to distinguish if your committee is a governance or operational committee. This distinction determines if your committee reports to the board or staff. Many committees are operational in nature (i.e. a fundraising committee or an event planning committee). These committees support the work of staff and therefore do not report to the board. Board members may sit on these committees, but they do so as a volunteer in the organization, not as a board member.

Components of a Successful Committee

Specific Terms of Reference:

This is a definitive statement that clearly describes the purpose of the committee, time frame, membership composition (the kinds of people the board wants on the committee), authority and major areas of responsibility.

An effective chair:

The chair is key to an effective committee. They set the tone, pace and strategies. They must be thoroughly acquainted with the goals of the organization and the part the committee plays in the achievement of those goals. They delegate tasks, coordinate activities and provide an atmosphere in which thoughtful deliberation is possible.

Staff support:

Support from staff is key to an effective Chair. Staff works closely with the Chair, assisting in the preparation for meetings, providing the information the Chair requires for the committee to operate effectively and advises or makes recommendations when appropriate.

Committee members thoughtfully appointed:

Members need an understanding of the goals of the committee and some skills that would assist the committee to achieve them. Specific members may be appointed by either the board or the chair of the committee.

Reports:

Reports are either prepared regularly for the board, providing updates of accomplishments and challenges and providing recommendations, or may be a final report at the completion of the committee's tasks, including their findings and recommendations.

Regular Evaluation/Review:

This process would involve determining that the terms of reference had been followed and deciding if they need to be revised, evaluating the effectiveness of the committee and determining who the members of the committee will be for the next term. This should ideally be conducted yearly.

Resource

Role Clarity: Sample board member position description

Link to Mission:

We inspire and build leadership in the voluntary sector. Members of the board continually inspire others to contribute their talent to the community. They also are leaders in volunteerism in the community.

Position: Member of the Board

Responsible to: Board of Directors (Chair)

Responsibilities

- Commit to the mission and work of Vantage Point.
- Serve as knowledge centre in the areas of board governance, the not-for-profit sector, finance, human resources, information technology, advocacy, or fund development.
- Serve on a task force or committee.
- Attend monthly board meetings.
- Support of special events.
- Promote the organization in the community.

Skills

- Ability to work as part of a team
- Visionary and self-aware
- Planning Ability
- Strong Communicator
- Active Volunteer
- Knowledge of Board Governance
- Connected in Community
- Ability to Analyze and Take Risks
- Long Term Commitment

Time Commitment: 5 hours per month for 2 years for Board responsibilities. Additional time may be required for other volunteer roles taken on during term of Board service.

Evaluation: Self and by the Board, annually.

Note: More sample position descriptions, including for specific positions, are available to download at www.thevantagepoint.ca

RESOURCE

Consent Agendas

Creating an efficient meeting agenda is an issue with which many chairs and chief executives struggle. Standard, repetitive items often eat up the agenda leaving little time to focus on serious deliberation. Consent agendas are one way of managing allotted meeting time to make room for important issues requiring careful discussion. The benefit: Board members become more actively engaged in preparing for the meeting and in deciding on key issues.

What is a consent agenda?

A consent agenda, sometimes called a “consent calendar”, is a component of a meeting agenda that enables the board to group routine items and resolutions under one umbrella. As the name implies, there is a general agreement on the procedure. Issues in this consent package do not need any discussion before a vote. Unless a board member requests the removal of an item ahead of time, the entire package is voted on at once without any additional explanations or comments. Because no questions or comments are allowed on the content, this procedure saves time.

Items included in a consent agenda

Routine, standard, non-controversial, and self-explanatory are adjectives that well describe consent agenda items. The following are some examples.

- Committee and previous board meeting minutes
- Office reports
- Routine correspondence
- Minor changes in a procedure (E-mail is added as an acceptable method of communication to announce a change in a meeting schedule)
- Routine revisions of a policy (Changes in dates or dollar amounts due to changes in laws)
- Updating documents (Address change for the main office)
- Standard contracts that are used regularly (Confirmation of using the traditional in-house contract with a new vendor)
- Confirmation of conventional actions that are required in the bylaws (Signatory authority for a bank account or acceptance of gifts)

Making consent agendas function efficiently

Information on the items included in a consent agenda should be distributed to board members well ahead of the meeting. This allows for thorough examination of the routine items without using up valuable meeting time. If a board member has a question, he or she can contact a referenced colleague to clarify a concern. If this is not helpful enough, at the meeting before a vote, any board member may request that an item from the consent agenda be removed and discussed separately. To keep the process intact and efficient, this is the only comment allowed concerning the contents of a consent agenda during the meeting. To streamline the process even more, board members could be invited to contact the chair prior to the meeting to request that an item be removed for further discussion.

Necessary precautions

When initiating the process of a consent agenda with the board, given that it is not yet a standard meeting procedure, its use needs to be well explained to all board members to ensure that everyone understands both the rationale and the steps involved. To achieve the objective of a consent agenda — to save valuable discussion time for meaningful issues — it is important to make sure that board members receive support materials well before voting, and that they familiarize themselves with the details of the documents. When putting the agenda together, the chair and the chief executive need to pay special attention to include only items that are suitable for mechanical processing. Board members need to be vigilant so that debatable issues do not accidentally pass through without appropriate deliberation.

From BoardSource: <http://www.boardsource.org/Knowledge.asp?ID=1.289>

RESOURCE

Meeting Assessment Tool

With the following scale, provide a rating for each of the statements below:

1	2	3	4	5	NA
Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	No Answer

STATEMENT	RATING
1. INFORMATION	
I received the package at least 4 days prior to the meeting.	
Reading the meeting package took me no longer than 60 minutes.	
I received sufficient information to prepare me to participate and enable me to make informed decisions.	
The written information summarized the issues and agreed actions clearly.	
Comments:	
2. ORGANIZATION	
The meetings started within 3 minutes of the scheduled start time.	
We completed our agenda for the meeting.	
The meeting ended within the scheduled time frame.	
Comments:	

STATEMENT	RATING
3. PARTICIPATION	
Members were encouraged to participate in discussions.	
I participated in the discussion as much as most other members.	
My contributions to the discussion helped influence our decision-making.	
The Chair ensured no one dominated the discussion.	
Comments:	
4. EFFECTIVENESS	
Our discussions stayed on track.	
Our agenda included the issues which I think were appropriate and important.	
The amount of time we spent on each agenda item corresponds to its relative importance.	
We dealt with conflict constructively and respectfully.	
We made decisions with clear reference to our purpose and mandate.	
After discussion of an agenda item, members' next steps and responsibilities were clear.	
The meeting was productive.	
The Board refrained from discussion of the operations of the organization.	
5. OVERALL RATING	

SAMPLE PROCESS

Build your Nominating or Board Development Committee

The nominating or board development committee will lead your board to select new members. In many ways, this will be one of the most important committees of the board since the future strengths of the board will be a result of those who are sitting around the boardroom table.

The committee often includes the chair of the board and selected board members. The past president can lead the committee as someone who has a strong sense of the current board and what it requires to move forward. The Executive Director is often involved in a consultative capacity. Additionally, committee members must be unafraid of and willing to 'sell' the organization for what it is: an excellent opportunity for involvement.

Set the responsibilities of the committee

It is essential the Board is clear regarding the committee's objectives and goals. Terms of reference for the committee ensure the scope of their job is well defined and clear to everyone. A sample Board Development Committee Terms of Reference is provided at the end of this document.

Responsibilities might include:

- Proposing criteria for and selecting potential board members;
- Cultivating volunteers and stakeholders for prospective interest in the sector and governance;
- Presenting candidates to the board for approval, and then to members at the AGM;
- Orienting new members to their responsibilities;
- Recognizing board member achievements

Each year, the committee develops a plan and timeline for meeting its responsibilities. Some responsibilities will be consistent each year (identify board member prospects, interview interested candidates, etc) while others might be part of a longer-term plan toward better succession planning systems (develop introductory package, develop orientation manual and new board training session, conduct evaluation of aspects of the nomination process).

Identify the skills and abilities you require in new board members

Assessing the current makeup of the board, for its strengths and opportunities, is a key role of the committee to best determine the requirements of the board. Identifying what skills, experience and demographics would best suit the board in the upcoming years is important before beginning the recruitment process. A board matrix can be used to take stock of current skills and attributes, and to determine what experience and abilities are still required. A sample board matrix is provided at the end of this document.

Prospect for new board members

The committee can identify prospective board members suggested by various sources including: committee members, other board members, senior staff, skilled volunteers engaged in your organization's work and/or that have been advisors to your board. Potential candidates from past years may be useful if prospects were not chosen because their skill set was not required at the time or they were too busy the last time they were approached.

Cultivate the relationship

Once the committee has an initial list of good candidates, it's important to approach those people and cultivate relationships with them well in advance of the nomination process. Do your homework to determine the interests, abilities and appropriateness of each prospect in advance of meeting with them. If your prospect is not already engaged with your organization in a high-level volunteer role, you may consider working with them in this capacity first. This is a key way to determine if your prospect is interested in better understanding the work of your organization. The organization will be best served if the candidate is well acquainted with your not-for-profit and if you have a good sense of their skills, ability to serve as a member, and cultural fit.

An introductory meeting(s) with your board prospects will often include the Chair of the Board, and/or Chair of the Committee, Executive Director and prospect. It provides an opportunity for honest discussion about the organization, and prospective board member. This is the time to provide the prospect with a position role description. Building the expectation of accountability into the recruitment process begins by outlining what is expected of them and what they can expect in return. Plan this meeting carefully - who will talk about what and in what order; what materials you will send before and/or bring with you; and when you will share the material with the candidate. Try to understand what is motivating a prospect to join your board so you can be sure the role will meet their interests. Also, for those who are not interested in joining, try to determine why. Sometimes they are currently too busy but would happily reconsider at a future date.

Be sure not to make any unofficial offers to the prospect – the committee will not know which candidates are best until their recruitment efforts near completion. Once you've determined the top prospect list, (with board approval to proceed, if required), the prospect should be formally invited to put their name forward for election. Once the slate is approved at the AGM, the next step of developing the skills and abilities of your board to act effectively for the organization can begin.

Sources:

Six Keys to recruiting, orienting, and involving nonprofit board members, Judith Grummon Nelson; National Centre for NonProfit Boards; 1997

Board building: recruiting and developing effective board members for not-for-profit organizations, Alberta Community Development and the Muttart Foundation; 1995.

TEMPLATE: TERMS OF REFERENCE

Board Development Committee

Goal: To ensure a leading edge governing Board which other organizations can model.

Role: The role is focused on assessing the function of the Board, the qualities and skill sets required of Board members, and through the year determining the makeup and potential gaps in skill sets required on the Board. This committee will be responsible for ongoing development of the governance knowledge of Board members and ensure Board self-evaluation.

Core Values for Guiding the Committee:

1. We value a culture of “appreciative inquiry” which includes valuing innovation.
2. We value a culture of mutual respect, diversity, and learning

Membership:

- The Committee will be convened by the Executive Director
- Current Chair
- Past Chair
- Incoming Chair
- Selected past Board members
- Others as deemed appropriate by the committee

** (members of the Committee sit as individuals and not as representatives of their organization)*

Objectives:

- To review and amend Board Matrix
- To liaise with the Board of Directors
- To advise on possible candidates for the Board
- To present a slate for the Board at the AGM
- To ensure annual self-evaluation
- To plan ongoing governance educational opportunities

Responsible to:

Chair of the Board

Meeting Schedule:

The Committee will meet in person a minimum of once per year and as often as required, by whatever means is most convenient, in order to complete the work of the Committee.

SAMPLE TOOL

Board Matrix

	Name	Name	Name	Name	Name	Name
DEMOGRAPHICS						
Full Years on the Board						
Gender - Male						
- Female						
Sector Involvement						
Private						
Public						
Nonprofit						
PROFESSION						
Acctng/Finance						
Education/Training						
Law						
Business						
Community/Soc. Services						
Government						
IT						
Real Estate/Developer						
EDUCATIONAL BACKGROUND						
Secondary						
University/College						
Post graduate						
KNOWLEDGE/SKILLS						
Finance/analysis						
Legal Issues						
Advertising/Marketing						
Management						
Real Estate						
Human Resources						
Government Relations						
Adult Ed./Training						
Fundraising						
Strategic Planning						
Advocacy						
Programs/Policies						
Community Resources						
Volunteer Engagement						
AREAS OF INFLUENCE						
Business & Industry						
Government (civic, provincial, federal)						
Media/Advertising						
Not-for-Profits						

BOARD MEMBER ATTRIBUTES

Review the matrix to determine it adequately outlines skills and credentials that are required. It is also important to assess other attributes to ensure that a candidate is a good fit for a Board role. Required attributes for governing the organization (vs. managing) as stated by the Board Development Committee are:

- Visionary – able to see our organization in broad terms as part of the voluntary sector; not focused on detail
- Strategic – able to contribute to the development and execution of our strategic plans
- Communication skills – able to share ideas, “sell” a position and influence others decisions
- Appreciation of the voluntary sector – including previous direct contact with Vantage Point board and staff as well as experience as a knowledge philanthropists with Vantage Pont.
- Attitude of appreciative inquiry
- Clear understanding of the role of governance, which does not include operations decisions. Those are the purview of the Executive Director.

ACTIVITY

Board Taking Care of Itself

Please rate where you feel your board is now on a scale of 1-10 for each of the following:

There is little
evidence

Some evidence
but record is spotty

We exemplify this
exceptionally well

a. Board Structure

1 2 3 4 5 6 7 8 9 10

b. Role Clarity for Board Members

1 2 3 4 5 6 7 8 9 10

c. Effective Meetings

1 2 3 4 5 6 7 8 9 10

d. Continual Improvement

1 2 3 4 5 6 7 8 9 10

e. Team vs. Group

1 2 3 4 5 6 7 8 9 10

f. Continuity of Board Leadership

1 2 3 4 5 6 7 8 9 10

Activity

What will I do differently as a result of this session?

What actions could I take to develop our board?

Try.
Innovate.
Share.



The talent will take you there.

Vantage Point

www.thevantagepoint.ca

www.abundantnotforprofit.ca

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