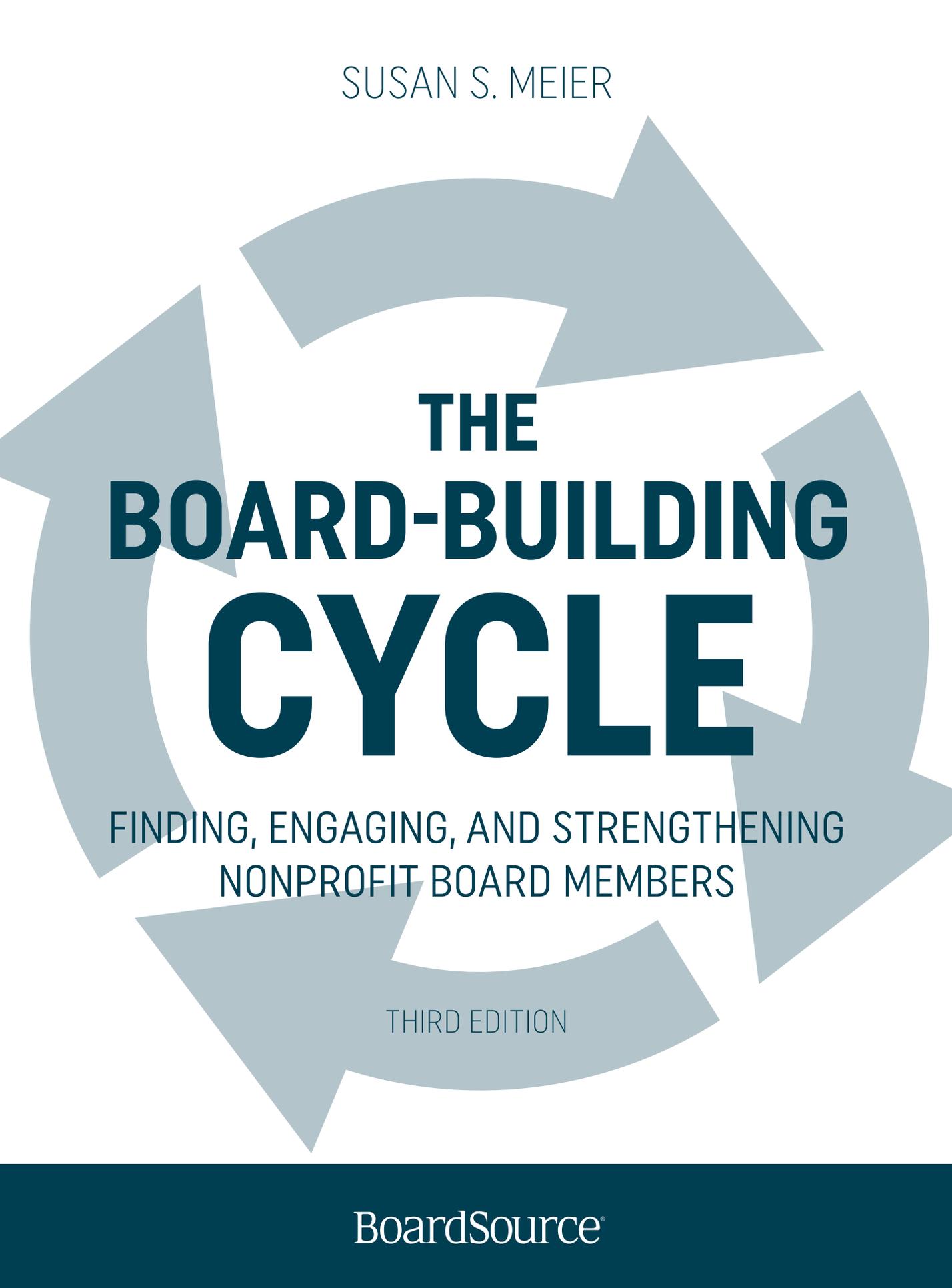


SUSAN S. MEIER



**THE
BOARD-BUILDING
CYCLE**

FINDING, ENGAGING, AND STRENGTHENING
NONPROFIT BOARD MEMBERS

THIRD EDITION

BoardSource®

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BoardSource envisions a world where every social sector organization has the leadership it needs to fulfill its mission and advance the public good. Our mission is to inspire and support excellence in nonprofit governance and board and staff leadership.

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CONTENTS

Acknowledgments	9
Introduction – The Board-Building Cycle	11
Guiding the Board-Building Cycle	14
Basic Board-Building Tools	14
<i>Board Roles and Responsibilities</i>	15
<i>Elements of a Board Member Job Description</i>	15
<i>Sample Governance Committee Charter or Job Description</i>	16
<i>Personal Qualities Board Members Need</i>	18
Phase 1 – Strategic Recruitment	19
Step 1. Identify What the Board Needs	19
Identify Desired Skills	21
Add Value with Diversity	22
<i>Building a Start-Up Board</i>	23
Round Out the Board	23
Limit Board Size	24
Step 2. Cultivate	27
Involve Everyone in the Process	28
<i>Creating a Prospect Pool</i>	29
Cast a Wide Net	30
<i>Board-Building Tool: Prospective Board Member</i>	
<i>Candidate Form</i>	31
Cultivate Relationships	32
<i>Why People Want to Join Boards</i>	33
Practice Diplomacy	34
Step 3. Recruit	37
Explore Interest and Mutual Fit	38
Evaluate the Prospects	39
<i>Board-Building Tool: Board Candidate Assessment</i>	40
Prepare for Nomination and Election	41
Interview Candidates	42
Notice Red Flags	43
Close the Deal	44
<i>Information to Share with Prospective Board Members</i>	45

Strategic Recruitment for Appointed and Member-Elected Boards	46
Nominate and Elect Board Members	47
<i>Board-Building Tool: Sample Board Member Letter of Agreement</i>	48
Phase 2 — Effective Engagement	51
Step 4. Orient	51
Use the Board Handbook as an Orientation Resource	52
<i>What a Board Handbook Should Include</i>	53
Design an Orientation Session	55
Use Mentoring to Engage New Members	56
<i>Board-Building Tool: Board Orientation Planning Checklist</i>	57
Step 5. Involve	61
Understand that Board Dynamics Influence Involvement	62
Promote Involvement through the Work of the Board	64
<i>The Board Member Lifecycle</i>	64
<i>Engage Board Members with Effective Meetings</i>	65
Use Retreats Well	66
Clarify Responsibility for Involving Board Members	66
Step 6. Educate	69
<i>Turning Your Board Members Into Avid Learners</i>	71
Strengthen from Within	71
Experience Hands-On Education	72
Make the Best Use of Technology	73
Phase 3 — Intentional Revitalization	75
Step 7. Evaluate	75
Evaluate Board Meetings	76
<i>Board-Building Tool: Board Meeting Assessment</i>	77
Conduct a Board Assessment	78
Use Assessment Outcomes to Guide Improvement	79
Measure Individual Board Member Performance	80
Step 8. Rotate	83
The Case for Term Limits	84
Asking a Board Member to Step Down	86
Removing a Difficult Board Member	87
Step 9. Celebrate	89

Board Exercises	93
Exercise 1: Building an Engaged Board – Where Do You Start?	93
Exercise 2: Dealing with Ineffective Board Members	94
Exercise 3: Making Room for Additional Expertise on the Board	95
Exercise 4: Tackling Racial Equity	96
Appendix: Strategic Board Composition Matrix	97
Suggested Resources	103
About the Author	105

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INTRODUCTION

In 1.6 million nonprofits in the United States, each with an average of 15 board members, thousands of board positions need to be filled every year.¹ Attracting capable board members can be challenging. Organizations frequently compete in their communities for good prospects, sometimes settling for people who are willing to serve, regardless of whether they are right for the job. Some potential candidates decide that the demands on their time make it impossible to accept an invitation for board service. And too often, boards scramble to find willing candidates just before the annual election, choosing less-than-ideal replacements in the interest of time.

But the task of building a nonprofit board involves more than just filling places at the board table. It requires being strategic about identifying and cultivating potential candidates so that the board will not be caught off guard when the time comes to elect new members — or when a pivotal board member suddenly departs. Board building does not end with recruitment, but continues with creating and sustaining a culture of learning, engagement, and self-assessment that values the input of all members. The most effective boards — those whose members are deeply committed to the organization’s mission and purpose, who bring expertise in key areas, and who represent diverse experiences, points of view, and cultural backgrounds — evolve over time and have a sustained focus on good governance.

This book describes board building as a continuous cycle with three interconnected phases (see page 12):

1. **Strategic recruitment** — Building a board of capable, diverse, and enthusiastic people with the right mix of skills, experiences, and backgrounds by identifying potential board members, cultivating their interest, and recruiting them to serve.
2. **Effective board engagement** — Engaging all board members, not just new ones, in the work of the board through ongoing education about the organization and its programs, the external operating environment, and the board’s leadership role and by creating a culture of inclusion that values the input of all members.
3. **Intentional revitalization** — Stimulating thoughtful conversation about effective governance, understanding the board’s performance through self-assessment, and regularly looking for opportunities to strengthen the way the board works.

The value of following this purposeful, cyclical approach is highlighted in the 2017 edition of [Leading with Intent: BoardSource Index of Nonprofit Board Practices](#):

- Creative, focused, and authentic board recruitment practices yield a board that is well matched with the organization’s mission and current needs.

¹ [Leading with Intent: 2017 BoardSource Index of Nonprofit Board Practices](#).

- Ongoing education deepens the board’s understanding of the organization, leading to stronger board engagement, better strategy, and more effective leadership, including fundraising.
- Boards that participate in regular self-assessment perform better on their core responsibilities.

THE BOARD-BUILDING CYCLE



THE BOARD-BUILDING CYCLE

Phase 1: Strategic Recruitment

Step 1: Identify the future needs of the board. Determine the diversity of skills, knowledge, backgrounds, and perspectives you need to implement the strategic plan or framework and address upcoming opportunities and challenges. What do you have? What is missing?

Step 2: Cultivate potential board members and identify individuals with the desired characteristics. Ask current board members, senior staff, past board leaders, and key supporters to suggest potential candidates, but also seek diverse prospects from beyond familiar circles of connections. Find ways to connect with candidates, get them interested in your organization, and keep them informed of your process.

Step 3: Recruit prospects. Describe why prospective members are wanted and needed. Explain

expectations and responsibilities of board members, and don't minimize requirements. Invite questions, elicit prospects' interest, and find out if they are prepared to serve.

Phase 2: Effective Engagement

Step 4: Orient new board members to the organization and to the board, explaining the history, programs, pressing issues, finances, facilities, bylaws, and organizational chart. Share information on committees, board member responsibilities, current board composition, and key staff members. Speak to your board's culture and how board members engage with one another in discussions and decision making. Assign a board mentor to each new board member.

Step 5: Involve all board members. Discover their interests, talents, and availability. Involve them in committees or task forces. Solicit feedback. Hold everyone accountable. Identify emerging leaders. Express appreciation for work well done.

Step 6: Educate the board. Share information about your mission area, programs, community, and good governance. Promote exploration of issues facing the organization. Hold retreats and encourage board development activities by sending board members to seminars and workshops. Don't hide difficulties.

Phase 3: Intentional Revitalization

Step 7: Evaluate the board as a whole, as well as individual board members. Engage the board in assessing its own performance, and identify ways in which the board can improve its effectiveness. Encourage individual self-assessment. Examine how the board and chief executive work as a team.

Step 8: Rotate board members. Establish term limits. Do not automatically re-elect board members for an additional term; consider the board's needs and the board member's performance. Explore the feasibility of asking inactive members to retire from the board. Continually develop new leadership.

Step 9: Celebrate! Recognize genuine victories and progress, no matter how small. Acknowledge individual contributions to the board, the organization, and the community. Honor those who have excelled in their board service.

The board-building cycle described in this book is designed not only for nonprofit organizations whose boards select their own members, but also for organizations where the authority to appoint new board members rests elsewhere. In associations whose members typically elect the board, for example, the governance committee can use the board-building cycle to assess the organization's needs and then give the membership information about the desired attributes of new board members, with concrete suggestions of qualified individuals. The same is true in organizations whose boards are appointed by public authorities or leaders of a parent group. For boards that serve an advisory role but do not have formal governing responsibilities, the board-building cycle strengthens the combination of resources available on the board, which in turn strengthens the quality of board decision making.

GUIDING THE BOARD-BUILDING CYCLE

The governance committee guides all three phases of board building, making sure that the board strives continuously to be as effective as it can be. The committee — which has evolved from what was once called nominating committees — is a proactive group. It monitors strategic shifts in the organization that may require different expertise on the board, takes steps to improve the quality of board deliberations, ensures regular self-assessment, plans for board leadership succession, and more. Governance committee members should represent a microcosm of the full board, with a variety of backgrounds and experiences. Engagement in a range of community circles is an asset because it yields not only personal contacts but a broad perspective on the external environment. Internally, governance committee members should have a deep knowledge of the organization and the needs of the board, along with the respect of their board colleagues. They should understand human dynamics, relationship building, and organizational development so they can observe when the board is functioning well and when it needs improvement. The governance committee's purposes and functions are described in depth in Chapter 2 of the BoardSource publication *Nonprofit Board Committees*.

While the governance committee is essential to building an effective board, the board chair and the chief executive have equally important roles. Not only do they often have important contacts in the community that may lead to new board members, but they shape the ongoing work of the board. Developing meeting agendas, engaging board members in the work, and providing key information are responsibilities shared by the board chair and the chief executive. An important responsibility for the board chair is to nurture emerging leaders so that there are viable candidates in line for succession when the time comes. Some boards use the position of chair-elect to ensure an orderly and regular transition. Others similarly use the vice-chair position to prepare the next chair. Still other boards prefer to leave the field open. In that case, it is important to appoint several board members to positions of responsibility so their colleagues have a way of anticipating how well they would perform as board chair.

Good boards do not just happen. They take care, thought, and planning. Organizations with strong, active boards often spend significant time and attention on each part of the board-building cycle. Good boards wanting to become great boards will continually consider how to strengthen their performance at each step of the cycle. They will ensure that everyone on the board is on the same page in terms of the board's responsibilities for the organization and their individual responsibilities as board members.

BASIC BOARD-BUILDING TOOLS

As the foundation for the board-building cycle, every board needs three carefully articulated written statements: roles and responsibilities for the full board; roles and responsibilities for individual board members; and a charter or job description for the governance committee.

Board-Building Tool

BOARD ROLES AND RESPONSIBILITIES

Basic Responsibilities

- Mission alignment: Understand the organization's mission in order to make mission-, purpose-, and values-driven decisions.
- Oversight and accountability: Understand proper oversight measures that safeguard the organization's resources.

Strategic and Adaptive Responsibilities

- Constructive partnership with the chief executive: A productive working relationship promotes board engagement and strategic leadership.
- Thinking and leading strategically: Adopt and follow a strategic plan or framework, and then monitor organizational performance and impact against its goals or objectives.
- Intentional board practices: Strategic recruitment, ongoing board development, and regular reflection on board performance are essential responsibilities.

External Leadership and Ambassadorship

- Fundraising: Adopt clear expectations for board member involvement, and support individual board members' fundraising capabilities with training and guidance.
- Advocacy and outreach: Act as ambassadors for the organization to advance organizational goals and values in the community and among policymakers.

Board-Building Tool

ELEMENTS OF A BOARD MEMBER JOB DESCRIPTION

- Each individual board member is expected to do the following:
 1. Understand these three fundamental legal duties:
 2. Duty of Care — Participate actively in making decisions on behalf of the organization and exercise the best individual judgment while doing so.
 3. Duty of Loyalty — Put the interests of the organization before individual personal and professional interests when acting on behalf of the organization in a decision-making capacity.
 - Duty of Obedience — Ensure that the organization complies with applicable federal, state, and local laws and adheres to its mission.
 - Know the organization's mission, goals, policies, programs, services, strengths, and needs.
 - Follow trends in the organization's field of interest.

- Read and understand the organization's financial statements.
- Serve as an active advocate and ambassador for the organization, and fully engage in identifying and securing the financial resources and partnerships necessary to advance its mission.
- Leverage connections, networks, and resources to help the organization fully achieve its mission.
- Give a personal financial donation.
- Help identify connections that can benefit the organization's fundraising and reputational standing and influence public policy related to the organization.
- Prepare for, attend, and conscientiously participate in board meetings.
- Participate fully in one or more committees.
- Follow the organization's bylaws, policies, and board resolutions.
- Sign an annual conflict-of-interest disclosure, update it during the year if necessary, and disclose potential conflicts before meetings and actual conflicts during meetings.
- Maintain confidentiality about all internal matters of the organization.

Board-Building Tool

SAMPLE GOVERNANCE COMMITTEE CHARTER OR JOB DESCRIPTION

The governance committee is responsible for ongoing review and recommendations to enhance the quality of the board. The work of the committee revolves around five major areas.

1. Educate the board.
 - Lead the board in regularly reviewing and updating the description of its roles and areas of responsibility and the expectations of individual board members.
 - Assist in periodically updating and clarifying the primary focus areas for the board, and help shape the board's agenda for the next year or two, based on the strategic plan or framework.
2. Pay attention to board composition.
 - Lead the board in assessing current and anticipated needs related to board composition and diversity, determining the knowledge, attributes, skills, abilities, perspectives, influence, and access to resources the board will need to accomplish its work in the future.
 - Develop a strategic board composition matrix to identify gaps in future needs.
 - Lead the board's efforts to identify potential board member candidates and explore their interest and availability for board service.

- In cooperation with the board chair, contact all board members eligible for re-election to assess their interest in continuing board membership, and work with all members to identify what they might be able to contribute to the organization.
 - Nominate individuals for election or re-election to the board.
1. Encourage board development.
 - Provide candidates with information needed before election to the board.
 - Design and oversee a process of board orientation that prepares new members for successful board service.
 - Design and implement ongoing programs for information sharing, continuing education, and team building.
 2. Assess board effectiveness.
 - Initiate periodic assessment of the board's performance, and propose, as appropriate, changes in board structure and operations.
 - Provide ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness.
 - Regularly review and update the bylaws and other board policies and practices.
 3. Prepare board leadership.
 - Lead board member succession planning, taking steps to recruit and prepare for future board leadership.
 - Nominate board members for election as board officers.

Board-Building Tool

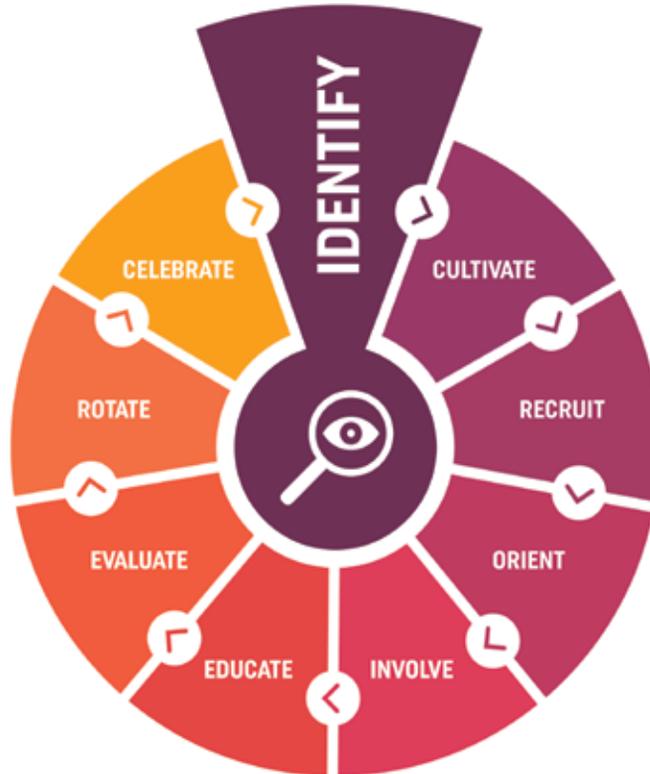
PERSONAL QUALITIES BOARD MEMBERS NEED

Every board should identify the personal qualities that prospective board members will ideally bring to the table. The governance committee can look for evidence of these qualities during the cultivation process. They qualities might include the following:

- Skilled at listening, analyzing, thinking clearly and creatively, and working well with individuals and as part of a collective
- Committed to prepare for and participate in board and committee meetings, ask relevant questions, take responsibility and follow through on assignments, contribute personal and financial resources according to circumstances, open doors in the community, and evaluate oneself
- Willing to develop skills such as cultivating and soliciting funds, cultivating and recruiting board members and other volunteers, reading and understanding financial statements, and advocating on behalf of the organization's mission and programs
- Disciplined about keeping board member roles separate from volunteer or donor roles and from personal friendships with senior staff or the CEO
- Exhibit personal integrity, a strong sense of values, and broadmindedness
- Take a friendly, responsive, and engaging approach in personal and group interactions
- Possess concern for the development of the nonprofit and the community it serves.

PHASE 1 – STRATEGIC RECRUITMENT

STEP 1. IDENTIFY WHAT THE BOARD NEEDS



Great Questions for Board Discussion

- What experience, knowledge, and personal qualities does every prospective member need to bring to the table?
- What does *diversity* mean to us?
- What are the intrinsic and explicit benefits of having a diverse board?
- What do we need to do differently to ensure that all voices are heard in the boardroom?

Achieving the ideal board composition is a strategic activity with long-term implications for a board's effectiveness. A viable strategic plan or framework will guide your board toward understanding the skills, diversity, connections, and resources it will need to serve the organization well during the next several years. An organization planning to develop a more robust strategic communications function, for example,

may choose to recruit some board members with professional experience in this area. A symphony orchestra struggling with declining concert attendance may need board members who can help the board better understand the needs and interests of prospective audiences that are not being served. And all organizations are better able to do their work effectively and with authenticity when they are led by boards that are intentionally diverse, inclusive, and focused on equity.

What if your organization is facing significant challenges and opportunities that might require a change of priorities or direction? It may be doubly important to consider the personal characteristics of potential members. The board may need strategic thinkers or champions of change, as well as people with specific professional expertise or connections in the community.

When envisioning an ideal board, the governance committee should adapt the Strategic Board Composition Matrix to suit the board's needs and culture (see Appendix). No board will need everything listed on the worksheet, and many will add items that are specific to their organization and their mission. The important thing is to consider each major category and then to include key elements on the worksheet that meet your board's needs.

What Attributes Should Our Board Have?

Boards are now thinking more intentionally about two distinct sets of attributes: those that every board member must have and those that should be represented on the board. Governance committees often engage the full board in articulating a list of characteristics that relate to their own boards and organizations. Here is an example of what a board's list might look like:

Every board member must have

- passion for the mission
- time and a willingness to be actively involved
- ability to make a financial contribution
- willingness to participate in fundraising efforts
- ability to work well in a group
- willingness to be an advocate and champion for the organization

Our board needs members with

- financial expertise
- legal expertise
- community connections
- corporate connections
- racial and ethnic diversity
- nonprofit board experience
- ability to think both strategically and generatively
- leadership abilities and experience

IDENTIFY DESIRED SKILLS

Every board should seek members who offer a blend of specific knowledge and less-tangible personal qualities. Professionals from a variety of backgrounds add value by the questions they ask, by their understanding of issues the board must deal with, and by their connections in the community. Their expertise fundamentally brings a knowledge-based perspective to board discussions. Someone whose professional capabilities relate to the organization’s mission, for example, can contribute especially useful insights during strategic planning and decision making. All boards need several members with financial expertise. And people with an understanding of information technology, entrepreneurial skills, marketing, and human resources also add value to a board’s work. But board members should not be expected to provide professional services to the organization, nor should they assume that the chief executive needs them to actually conduct work in their areas of expertise.

By identifying candidates with proven leadership skills, a board ensures its pool of potential future leaders. Someone with organizational leadership experience — whether in the for-profit or nonprofit sector — may have demonstrated skills in managing groups of people, strategic planning, or finances. Although not every new recruit can or should be a corporate or nonprofit executive, focusing on leadership capacity can help the board prepare members for leading the board to success in the years to come. Boards also need team players, strategic thinkers, and dedicated learners. They need people who take on assignments and follow through on them. Community connections and fundraising abilities will be valuable for most organizations. A commitment to the organization’s mission and values is a must.

In many communities, there can be competition for the “best” board members. These people are often found in the corporate sector or in community leadership positions. When considering potential board members, however, don’t overlook emerging leaders, individuals employed in the trades, or people in nonmanagement positions. They often can offer many of the desired characteristics and have the kind of practical minds and wisdom that would be great assets to a board.

Remember that the ideal board today or in the future will not be the same as the ideal board of 10 years ago. Some of what your board will need from its members in the coming years will depend on the organization’s mission and stage of development. The board of a five-year-old independent school will have very different needs than the board of a similar school with a 50-year track record. In the early years, the newer school’s board probably will take on jobs that supplement the work of a small or volunteer staff, while the board of the well-established school is likely to face major fundraising responsibilities. Most early board members may be parents, while the mature school will realize the need for expertise and perspectives found in the wider community.

Some organizations are required to fill a certain number of board positions with people who reflect the needs of specific geographic areas or who are directly affected

by the organization's services. Others recognize the need for viewpoints that come from different experiences and interests. A statewide organization may need board members from across the state. A local social service organization may benefit from close connections to one or more faith-based institutions. A nonprofit serving people with developmental disabilities may be committed to having clients' family members on the board. Sometimes it can be challenging for a board to balance all of these factors, but the governance committee can take the lead in integrating the requirements and the desired attributes and skills.

ADD VALUE WITH DIVERSITY

The U.S. Census Bureau's 2014 projections indicate that by 2044, groups once considered in the minority will make up the majority of the U.S. population. Yet research for [Leading with Intent: 2017 BoardSource Index of Nonprofit Board Practices](#) showed that boards are not making progress in increasing the racial and ethnic diversity of chief executives and board members to reflect the country's changing demographics. Nearly all chief executives (90 percent) and 84 percent of board members are Caucasian, and 27 percent of boards are all white. Of great concern is the finding that boards do not rank changing board recruitment practices as a top priority. While these conclusions are discouraging, they also are a call to action for nonprofit board leaders and chief executives.

At the most fundamental level, who serves on a board influences how it functions and the decisions it makes. While board composition is not one-size-fits all, a board that is homogeneous in any way risks having blind spots that negatively affect its ability to make the best decisions for the organization. The unconscious biases created by a lack of racial and ethnic diversity are particularly concerning, as they may result in poorly conceived strategies and plans that ineffectively address societal challenges and inequities, or even reinforce them. For organizations and for the social sector as a whole, the persistent and pervasive lack of racial and ethnic diversity at the board level threatens credibility and effectiveness.

There is no one formula for boards to follow, but the pursuit of board diversity must be intentional, understood, and valued. One nonprofit board, for example, recognized the need to develop greater diversity in ethnicity, race, and age. First, the governance committee engaged board members as a group in a conversation about what diversity meant to them and what might be the benefits of becoming more diverse. Board members began to realize that they had unconsciously been recruiting people from their own inner circles who looked and thought much like them. They understood that they were at risk of not hearing different perspectives at the board table — perspectives that would give discussions greater rigor and depth. With that deeper understanding, the board decided to identify and cultivate not one, but two or three leaders of color and younger generations. Recognizing that recruitment is only the first step in creating a diverse board, they also committed to examining and adapting their

culture and practices so that these new board members would feel welcome as full participants in the board's work.

BUILDING A START-UP BOARD

A crucial first step when starting a nonprofit organization is to create a board. The first board members have the extraordinary job of getting the organization off the ground and making it a functioning entity. They may help the founders draft the initial bylaws, file IRS tax-exemption papers, incorporate the organization, plan programs, set up an office, open bank accounts, and determine the best governance structure. Since this board may be a working board until a staff can be hired, its members should collectively have skills in areas such as law, nonprofit accounting, project management, fundraising, and communications.

An organization's first board should collaborate well with the founder. In fact, it will often consist of people known to the founder — friends, family, and colleagues. This is natural. Occasionally, however, a benefactor who was instrumental in funding the organization in its early stages may ask to be included on the board, perhaps even as its chair. This arrangement could invite trouble, so consider alternative ways of incorporating the advice of donors that prevents them from exercising too much influence on board decisions.

ROUND OUT THE BOARD

Once it is clear what kind of composition the board will need over the next several years, the governance committee must assess what characteristics and attributes its current members bring to the table. By comparing the current composition with the ideal composition, it becomes clear what gaps need to be filled to support the organization's strategic direction. Avoid the tendency to examine the current composition *before* identifying what is needed for the future. By looking to the future first, the committee is less likely to simply replicate current patterns. Focusing on strategic direction could prompt the desire for a board member with specific knowledge that the board never needed in the past. Looking ahead could also identify gaps that could be filled with candidates who bring demographic diversity.

Every board needs people who are willing to roll up their sleeves to get things done, who have access to financial resources, and who possess the wisdom to ask the right questions, contribute knowledge, and support healthy discussion. Ideally, every board member should bring at least two of these attributes to the table. But two other attributes are essential to an effective board: wit and witness. Humor can make it easier and more enjoyable for the board to work together, and all board members need to be able to give witness to the organization's valuable work and tell the story so others will add their support.

The governance committee should present its recommendations for proposed board composition to the board for review, possible revision, and affirmation. On approval,

board members can then go to work looking for prospective new board members, not only to fill immediate vacancies but to meet the board's needs over the next several years.

LIMIT BOARD SIZE

Many organizations identify their needs for diversity only to confront the biggest challenge of all: how to fill all those needs without weighing down the board with too many members. Gauging the board's ideal size takes careful thought. If the board is too large, some members may feel disengaged, and decision making becomes cumbersome. If it is too small, board members may be overwhelmed, and it will not have a sufficient breadth of perspective, expertise, and other resources. But it is always better to have a smaller, engaged board than a larger board with members who lack enthusiasm and commitment and are simply filling seats at the board table.

The trend is toward smaller, more nimble boards, but the appropriate size of any board will depend on the organization and the work the board is expected to accomplish. BoardSource research showed that the average board size in 2017 was 15 members. This was true of both self-perpetuating boards and boards elected by an association's membership.

Boards can manage size while keeping a steady focus on sustaining mutual trust and shared commitment to mission. One option is to seek members who offer multiple skills or attributes. An environmental advocacy group, for example, identified the need for several more women, people under 40, someone with financial expertise, someone knowledgeable about environmental politics, and people with leadership potential. Based on this list, the governance committee's search resulted in a slate that included two women: a 30-year-old female CPA with a personal commitment to the organization's cause and policy know-how and a 36-year-old up-and-coming community leader with independent financial resources and political connections. A nursing home board let it be known that it was going to need members with financial expertise, connections to the local African American community, and understanding of issues facing frail, elderly people. As a result, the staff identified a promising prospect in an African American man who served as chief financial officer of a major community development organization. His father was a former resident.

Another way to expand the resources available to the board is to use advisory groups, which are voluntary groups of individuals who advise and support the governance work of the board or the management tasks carried out by staff. Sometimes advisory groups do not meet often as a whole, but they are available as individuals when the need arises. They also can be a steppingstone to board membership, a good way for potential members to get to know the organization and for the board to see if they are right for board service. An organization may establish a number of advisory groups,

although all should have a clearly defined purpose. A local public television station, for example, might create one group made up of young parents, another of cultural aficionados, and another to support fundraising.

North American organizations that work internationally should include board members from the regions they serve. The availability of virtual meeting and other communication technology has removed some of the barriers associated with global board recruitment and involvement. BoardSource recommends that organizations investing in this technology should still make it possible for all members to travel to a meeting at least once a year.² Another approach is to look for people in North America with connections to other regions. But if the organization is international in scope (more than a North American organization with programs abroad), then its board should have international representation.

ACTIONS FOR THE BOARD

- Annually review the organization's mission and strategic plan or framework, and identify the future needs of the board in terms of composition.
- Carefully consider and commit to addressing the current and evolving need for diversity on the board, encompassing race, ethnicity, socioeconomic status, disability, gender, age, and LGBTQ.
- Develop a list of characteristics needed to create the ideal board, and compare it with what is currently available among its members.
- Ensure diversity of backgrounds, knowledge, perspectives, and other resources — without becoming too big — by looking for members who represent multiple desired characteristics.

2 Ellen Hirzy, *Virtual Meetings Untangled: Planning, Facilitating, Engaging Board Members* (BoardSource, 2016).

PHASE 1 – STRATEGIC RECRUITMENT

STEP 2. CULTIVATE



Great Questions for Board Discussion

- Why would someone want to join our board?
- How can we best get to know candidates?
- If we had a waiting list of people wanting to serve on our board, what would it look like?

When the time comes to nominate new board members, ideally your board already has a pool of prospects who have begun building relationships with the organization and are interested in board service. Because board membership requires a significant investment of personal time and energy, it makes sense to focus on people who care deeply about the organization’s mission and the community it serves and have what it takes to be effective board members.

Cultivation is the ongoing development of relationships with a variety of individuals that will lead either to board membership or to some other form of supportive

engagement. This means finding candidates, informing them about the organization's work, and getting them interested in becoming involved. The work your board does during the cultivation period also helps to narrow the pool of candidates so that you are well prepared to bring on a new member. Remember that it is much harder to remove a board member who isn't a good fit than it is to cultivate prospects properly before you elect them to the board.

INVOLVE EVERYONE IN THE PROCESS

Cultivation is a team effort managed by the governance committee and involving board members, the chief executive, former board members, senior staff, and others in the community. By this time, the board should be aware of the characteristics and qualities it needs most. It is crucial for board members to know what they should or shouldn't do when dealing with someone who may be a potential board member. Approach each prospect with genuine interest and with an openness to allow the relationship to evolve. Feel free to share information about the organization's work, invite prospects to events, and explore their interest in the mission. But do not ask potential candidates if they want to serve on the board, and do not promise a position. The governance committee is responsible for delegating that task. The committee will collect information about likely candidates, maintain a prospects file, and take the next steps, if and when it is appropriate.

Informal cultivation events at board members' homes or shared community spaces are one way to involve the full board. Ask each board member to invite two or three people to attend to learn more about the organization and meet other board members. After guests and board members have had a chance to socialize, the board chair and chief executive both speak briefly in a clear and meaningful way about the issues the nonprofit is trying to address and about current projects of substance. Then guests are invited to ask questions in small groups. The chief executive follows up with an electronic acknowledgment to each guest, sharing a link to the organization's website. Afterward, board members share their thoughts about who might be strong candidates for the board.

Chief executives have varying roles in cultivation depending on the organization, but they should always be involved because they must develop and sustain strong working relationships with board members. They will also have important contacts in the community who could connect the organization with potential board members. But in no way should a chief executive be the only person responsible for identifying and cultivating prospects. If the board lets this happen, the organization's credibility could be at stake. If the chief executive is seen as hand picking the board, the community might wonder whether organizational accountability is compromised.

Senior staff and former board members also should be invited to introduce prospective candidates to the organization, and major donors could be asked to think

of people who might be interested in board service. Professionals in related fields as well as colleagues and board members in other nonprofit groups may be good referral sources. Also inquire with local religious institutions and volunteer clearinghouses. If your organization has a good relationship with a funder, you might find some good leads there as well.

CREATING A PROSPECT POOL

Who to consult

- Current and former board members
- Board members of other nonprofits
- Professional colleagues
- Chief executive and senior staff
- Current volunteers, advisory group members, task force members, and beneficiaries of your organization's programs and services
- Volunteer centers
- Local leadership programs
- Articles and reports in local media

Where to look

- Religious institutions and congregations
- Professional associations representing racial and ethnic groups
- Major corporations' outreach programs
- Trade, professional, service, and fraternal organizations
- Local chapters of national associations like Young Nonprofit Professionals Network (YNPN)
- Local chapters of national fraternities and sororities
- Local businesses
- Local higher education institutions

Who to consider

- Nonprofit board matching programs
- Community leaders
- Local or national corporation executives, including young emerging leaders
- Small business owners
- People in professions related to your organization's mission
- Current and prospective major donors
- People who have benefited from your organization's services, or their relatives or friends
- Current or past volunteers
- People who have an affinity with the mission

CAST A WIDE NET

Many board leaders are seeking board prospects who come from beyond familiar circles of connections. A health-related charity might look for leads among medical professionals, social workers, clergy, and family members of people who have benefited from the organization's services. A local Boys and Girls Club board might develop relationships with recent graduates of the club's programs who have exhibited strong leadership abilities. A museum might do well by cross-referencing board members with community partner organization leaders. An institution with nationwide affiliates might need to seek advice and referrals from people in each region of the country.

To help develop more diverse boards, consider tapping into religious institutions, local chapters of national fraternities and sororities, and ethnically identified professional associations, such as the Hispanic Chamber of Commerce, Asian American Small Business Association, and the National Black MBA Association. Young Nonprofit Professionals Network is an excellent resource for finding young professionals for board service.

Keep an eye on the local media for stories of people who are active in the community or who have shown an interest in the organization's mission. Contact universities with programs in nonprofit management or graduate programs in fields related to the mission and ask for suggestions of faculty, staff, alumni, and students. Membership associations could be fertile ground for some boards. For example, a nonprofit that helps children with learning disabilities could tap a teachers' association for suggestions. Some boards are using a more corporate approach to identifying prospects. Rather than simply considering those they know or those who respond to a public notice, board members ask their peers to suggest people who could offer some of the skills and diversity the board is seeking.

Consider people with a vested interest in the work of the organization. Local business owners might jump at the chance to serve on a board that would benefit the immediate community — perhaps a group that provides after-school activities that offer a safe, structured environment for youth. A college or university may look to alumni or parents. Local leadership programs can be excellent sources of individuals looking for opportunities to get involved at the leadership level in community organizations. In addition, many corporations have nonprofit board placement programs for employees and may be looking for boards in need of members.

Nonprofits have multiple avenues for announcing that their boards are looking for people interested in board service. Options include your organization’s website, social media, and local media. Online services match interested people with boards seeking members (see the BoardSource website for a current list); some are designed specifically to connect women or people of color with opportunities for nonprofit board service. LinkedIn also offers similar resources. Board vacancy announcements should convey brief information about the organization, the board’s responsibilities, and the characteristics the board is seeking in a board member. When people express interest, send them more specific information about individual board member responsibilities along with an application form (see the Prospective Board Member Candidate Form below). Acknowledge the receipt of applications, inform applicants of the next steps, and begin the cultivation process with the strongest prospects.

Some nonprofit organizations, such as professional associations, religious institutions, and community associations, are required to look exclusively within their own membership for board members. In most of these cases, membership or home ownership (in the case of community association boards) may be a requirement. Even though these boards are not held to the same broad representational mandate as other nonprofits, it is still wise to make sure that board members have the diverse skills and personal characteristics necessary for an effective board.

Board-Building Tool

PROSPECTIVE BOARD MEMBER CANDIDATE FORM

Date:

Referred by:

Prospect's Name:

Address:

Phone:

Email:

Employment/retired/civic volunteer/other:

Qualifications for board service (based on Board Member Expectations):

- Passion for the mission: Known _____ Anticipated _____
- Relevant experience:
- Specific skills (e.g., financial, legal, leadership):
- Personal characteristics:
- Offers diversity (please specify):
- Nonprofit and/or corporate board experience:
- Other:

Does this candidate have any connection to our organization? Yes _____ No _____

If so, please explain.

Please indicate why you think this candidate would be an exceptional board member.

What do you hope this candidate would bring to the board?

CULTIVATE RELATIONSHIPS

As soon as prospective candidates are identified, begin to bring them into the fold. Use regular emails and personal phone calls as a way of introducing them to the organization. Send annual reports, brochures, newsletters, links to news articles, and other basic information. Invite them to attend special events, tour the facilities, and observe programs.

Inviting potential board members to serve on a committee or task force or participate in other volunteer activities is a good way to get them involved. Some organizations require that prospective board members serve in some volunteer capacity for as much as a year before they can be invited to join the board. As they get to know the organization and the board, it may become apparent that they have beneficial skills or interests, or it may turn out that they would not be the right match. Check state laws to ensure that having non-board members serve on board committees is legal in your state.

Do not dismiss people who serve on other boards or whose schedules are too busy for them to join your board right away. It could be months or even years before they are ready. Keep in mind that the more boards people serve on or the more irons they have in the fire, the less time they will likely have to devote to the work of your board. So be prepared to wait and keep them on the prospect list. The important thing is to stay in touch about the organization's activities and achievements.

Establish a secure system for maintaining information about prospects. Create an electronic file for each person that includes the Prospective Board Member Candidate Form with contact details, special interests, other board service, professional affiliations, and the name of the referring person, along with other relevant information (see page 31). Make sure to update the prospect files when the information changes. The governance committee should maintain these files and store them in a password-protected area of the board portal. When the time comes to identify candidates for the next election, the committee will have a ready resource.

WHY PEOPLE WANT TO JOIN BOARDS

We live in a world where people are incredibly busy, with commitments to family, work, health, faith, friends, and hobbies. And yet many of the busiest people make room in their schedules to volunteer their time and energy to board service. As we engage in board recruitment, it helps to understand and appreciate some of the underlying motivations behind joining a board.

Most people choose to serve for admirable reasons:

- They want to work with like-minded people to support a cause, mission, or organization.
- They believe in civic duty, community engagement, and collective responsibility for the public good.
- They want to add meaningful activities to their lives.
- They have specific skills to contribute.
- They are looking for a new personal or professional challenge.

But some motivations are worth questioning because they are not solid reasons to join a board:

- They want to enhance their own status in the community.
- Personal friends or professional colleagues have asked them, and they are reluctant to say no for fear of negative repercussions.
- They are interested in building their resumés or networking for personal advancement.
- They have a sense of self-importance or a desire for power.
- They are driven by other private agendas.

PRACTICE DIPLOMACY

Given the competition for board members in many communities, it may take time to become the board that everyone wants to join. Although your board may not have unlimited prospects, consistent efforts at cultivation will pay off. But remember that the cultivation process will not necessarily lead to board membership. If a candidate is not a good fit, it is always better to move on. Avoid misunderstandings by being clear with prospects that not everyone who is invited to take an active interest in the organization's work — including the possibility of board service — will end up as a board member. With those who seem to meet some of the board's criteria, it may be wise to say that the governance committee might be interested in talking with them about possible board service and ask if they would be interested. Let them know that the committee considers a variety of factors, including finding the right mix of talents, perspectives, and experiences for the board.

While getting to know individuals in the prospect pool, take note of behaviors that indicate whether they would serve the board well. Are they inquisitive? Do they care about the mission? Do they follow through on commitments? Do they listen? Do they ask good questions? The Strategic Board Composition Matrix (see Appendix) will guide you in developing the pool of prospects, but remember that in addition to needing a diversity of outlooks and backgrounds, boards need people who can welcome, understand, and accept perspectives different from their own.

A word of caution: When looking for prospective board members, sometimes the names of spouses or partners, close friends, or others who share a personal relationship will be suggested. These individuals may be interested in the same things and will get involved in the same causes. But remember that a diverse board reflects a multitude of life experiences and welcomes new ideas and nontraditional thinking. The mere situation of having people with close relationships on the same board can raise questions about accountability, conflict of interest, and the ability to make independent decisions. Both the board and the staff must be sensitive to these concerns. Each situation needs to be analyzed separately, but generally it is not a good idea to have closely connected people serve on a board at the same time — particularly on a small board. One option is to cultivate the person who is not currently the best match for the board at this time for a different volunteer role in the organization. Still, it may not be possible to avoid the situation in small communities, small membership organizations, or in special circumstances such as houses of worship.

In family foundations, board members most often come from the family. The objective is to ensure that the founder's wishes are respected or that the distribution of funds continues to meet family members' consensus. However, even family foundation boards benefit from the wisdom and detachment of some independent minds. People from outside the family can bring unique perspectives to the board table.

When the board has clearly documented its needs, selection criteria, and process for recruiting and nominating new board members, it is in a better position to protect itself from accusations of unfair discrimination. Since board service does not involve an employment contract, there is generally no legal recourse that can be taken. But an organization can still be open to public criticism if disgruntled constituents sense that the selection process was unfair or unbalanced.

Actions for the Board

- Continually develop a pool of potential board members.
- Identify sources of prospective members who have the characteristics your board needs.
- Cast a wide net and look at nontraditional sources.
- Involve a wide range of people in the cultivation process, including board, senior staff, major donors, and other constituents.
- Cultivate relationships with individuals who seem promising.
- Invite prospects to participate in some way in support of the organization.
- Keep records of people who might be potential board candidates in the future.

PHASE 1 – STRATEGIC RECRUITMENT

STEP 3. RECRUIT



Great Questions for Board Discussion

- What do we need to do during the recruitment process to increase our ability to make good decisions about electing new board members?
- Do we automatically renew board member terms? If so, why? What are the opportunities and costs of continuing this practice?
- What can we do, as a board, to attract people of the caliber we seek?

Recruitment is a highly personal activity — and a two-way street. It involves actively exploring potential candidates' interest in board membership while inviting them to learn about the organization, the board, and the expectations of board membership. But it also gives current board members a chance to gauge prospects' interest and determine whether they are right for service on this board at this time. This step in the board-building cycle involves exploring interest and mutual fit, evaluating the prospects, and preparing for nomination and election.

EXPLORE INTEREST AND MUTUAL FIT

Recruitment begins as the governance committee evaluates prospects' interest in the mission; considers their compatibility with the organization and the board; identifies the skills, talents, perspectives, and circles of influence they would bring; and looks for constraints that would prevent them from participating fully as a board member.

Start by reviewing the information that is available from the cultivation process, and then meet with each candidate in person or virtually. This work could be delegated to a couple of governance committee members and/or board members who seem appropriately matched to a particular candidate. Many boards expect at least three board members (including the chair) and the chief executive to meet and talk with the candidate at some point during cultivation and recruitment.

To compare candidate qualifications and help develop the final slate — particularly if a number of potential candidates are to be interviewed — many boards use an assessment tool that outlines key issues (see page 40). These issues should be reviewed before each board election, since they may change from year to year. For example, one year a board's lone technology expert had to resign suddenly because of illness. Because the organization was facing a substantial investment in new technological systems in the near future, finding someone with this background became urgent. Another year, other issues might rise to the top of the list, but a single characteristic would never be sufficient to elect someone to the board. Demographic diversity and personal qualities must also be considered. For some federated organizations, geographic diversity may be a factor in board recruitment, but care should be taken that geography alone not qualify any individual to serve on the board.

Clarify the purpose of the meeting in advance. Explain to candidates that the board will need to fill a number of seats over the next few years. They have been suggested as having a great deal to offer. Several board members are talking with a number of people to explore their interest in and availability for board service. Then a slate for the upcoming year will be developed.

When meeting with prospects, find out how much they know about the mission, work, and reputation of the organization. With people who have been involved as committee or task force members, volunteers, or financial supporters, affirm their previous knowledge and tailor the discussion accordingly. Describe in general terms

the roles and responsibilities of the board and the expectations of board members. Make it clear that the role of a board member, who has fiduciary responsibilities, is not the same as the role of a typical volunteer, who contributes hands-on assistance with programs or special events. Be sure to invite questions about the organization and board service. Find out if they would be interested in having their name presented to the governance committee as a possible board candidate. If so, determine whether there are any constraints in terms of their participation, such as conflicts of interest or commitment to other boards.

For candidates who have not already been involved in the organization's work, the recruitment period is a good time to invite them to participate in a volunteer project, a task force, or a board committee that includes non-board members. Many organizations try to involve potential board candidates in this way so they can gain a more intimate understanding of what the organization is all about and show current board members that they have a genuine desire to serve. Ideally this involvement begins during the cultivation period, but it may not happen until the conversation about board service turns serious.

This level of participation may also give the board a better sense of whether potential members are team players or lone wolves. Keep in mind that the power of a board comes from teamwork. Too many lone wolves — no matter how bright and enterprising — can stand in the way of consensus building and prevent the board from getting its work done. A diversity of opinions and ideas is crucial, but the board must eventually come to a collective decision.

EVALUATE THE PROSPECTS

After each interview, prepare a report for the governance committee that summarizes what you learned, raises any red flags, and concludes with a general assessment of the candidate as a potential board member (or complete the assessment form if the governance committee has provided one). Those who do not ask questions about the organization or the board may not be promising board candidates. After all, one of the important qualities of a board member is the capacity to question.

Take special note of prospects' concerns about time for committee work or comments on a heavy travel schedule, which might be warning signs about their availability for active board participation. If a prospect is unlikely to be able or willing to participate regularly in the work of the board — a frequent issue with a high-profile individual — it may be wise to design a special support role rather than elect that person to the board.

As part of narrowing the list of candidates, boards need to do their due diligence by conducting some research on each individual. After all, the board is expected to assure the public that the organization is in good hands. A background check can provide valuable information about their expertise, past performance on boards, and

willingness to be a team player. Board members should also have a good reputation in the community and the ability to carry out their duties. An online search will reveal any legal record or negative publicity and show how prospects present themselves on social media. If board members will be expected to provide financial support, it might be helpful to check the latest annual report from other organizations on whose board the person has served to see what gifts have been given. Not all organizations publish lists of donors, however, and a gift to one organization does not guarantee a gift to another. In any case, it might be disappointing to elect a financially successful person to the board with the assumption of a generous contribution only to learn that they do not engage in philanthropy.

The cultivation period is the time to take a good look at the culture of the board and be truthful about the kinds of members you are seeking. This is another good reason for boards to routinely conduct a self-assessment. A board that finds itself falling into a stale routine may talk about getting someone who will shake things up. But in reality, a new board member could shake things up so much that their presence is destabilizing or disruptive. Take care when discussing board service with prospects who do not seem to be a good match with the board's working culture.

Board-Building Tool

BOARD CANDIDATE ASSESSMENT

Name:

Interviewed by:

Interview date:

Please rate the candidate on each characteristic (5 = exceeds expectations; 3 = meets expectations; 1 = does not meet expectations).

Proven interest in our mission	1 2 3 4 5
Knowledge and understanding of our work	1 2 3 4 5
Professional knowledge and skills needed by the board (list specific areas)	1 2 3 4 5
Connections in the community (list types of organizations and networks)	1 2 3 4 5
Fundraising experience and willingness to participate	1 2 3 4 5
Ability to make a financial contribution	1 2 3 4 5

Diversity desired by the board	1 2 3 4 5
Experience in working with people from different racial and ethnic backgrounds than their own	1 2 3 4 5
Ability to listen well	1 2 3 4 5
Ability to express ideas and opinions clearly	1 2 3 4 5
Ability to participate effectively in a conversation, neither monopolizing nor hanging back	1 2 3 4 5
Sense of humor, positive presence	1 2 3 4 5
Ability to ask appropriate questions	1 2 3 4 5
Ability to participate on a regular basis in the board's work	1 2 3 4 5
Total	

Other strong points about this candidate:

Red flags:

PREPARE FOR NOMINATION AND ELECTION

Once the governance committee has identified and vetted a group of viable and interested candidates, it is time to determine the final slate of nominees to be presented to the board, the membership, or the appointing authority. The chief executive usually participates in these deliberations and has a voice — but not a deciding voice — in the selection. The number of nominees for each open position — one or more — is sometimes stipulated in the bylaws.

In preparation for board elections or appointments, the governance committee should start by looking at who is leaving the board and who is eligible for a new term. Make sure that every board member in the latter group is carefully evaluated against both the board's needs (as spelled out in the Strategic Board Composition Matrix; see Appendix) and the person's past performance. Ask each board member who expresses an interest in serving another term to submit a self-evaluation to help the governance committee prepare the new slate. If board members sign a letter of agreement at the beginning of their terms, this may be the time for them to review the letter with the chair and reflect on their effectiveness.

Re-election to the board should not be automatic. If the board matrix indicates a need for very different qualifications, the governance committee might recommend against renominating a current member in favor of bringing on someone with much-needed expertise. For example, an organization that is building a new facility might add someone with solid knowledge of real estate or construction issues. In every

case, the committee must share its reasoning with the full board and act with care and compassion toward the person who is leaving. Each situation must be handled differently.

INTERVIEW CANDIDATES

As a final step before formal nomination, it is wise for the board chair, the governance committee chair, and/or the chief executive to talk with each prospective candidate in person, by phone, or in a teleconference. To ensure that candidates are fully aware of what board membership in your organization entails, cover the following important points in these conversations.

- *Why you are inviting them.* Do you believe the person is a good candidate because of corporate contacts? A personal quality, such as being known as a consensus builder? If a candidate is representative of people the organization serves, are they known for asking good questions or having a particularly good understanding of the issues facing the community? Give the interviewee (in person or by email) a board member job description or the letter of agreement that new board members are asked to sign. Discuss specific expectations, such as making an annual financial contribution, participating in fundraising, or providing professional advice related to board decisions.
- *Financial and fundraising obligations.* Potential board members must understand that in organizations that solicit contributions, every board member should be a donor, no matter the amount of the gift — though it helps to have a few board members who have access to substantial financial resources. Some funders now make a point of asking if all board members contribute financially. One hundred percent participation shows that the board is committed to the organization. During the discussion about fundraising, some candidates may balk at the thought of asking friends for gifts. Hear them out, but remind them that asking for donations is a small part of fundraising — and often not a necessary role for every board member. Cultivating donors, sharing stories about the organization, keeping donors updated on programs and activities, and personally thanking them for their interest are other ways that board members can help bring in generous gifts. The actual request for money may come from the board chair, other board members, or the chief executive and staff.
- *Time commitment.* Ensure that they know how often the board meets and what is expected concerning meeting attendance and committee work. Give them a general sense of how much time will be required and provide a schedule of board and committee meetings. What if the board always meets in the evening on the first Tuesday of the month and the candidate has a standing teaching commitment at that time? It's better to find out now rather than after the election.

- *Personal priorities.* Ask potential nominees about the other boards on which they serve and whether they'd be overcommitted or have a conflict of interest if they joined your board. Some governance committees like to ask where their organization stands on a candidate's list of charitable priorities. Being too far from the top is a good indication that they might not be able to commit the time or resources expected of board members. At the same time, some individuals may increase their giving once they become board members.
- *Reasons they want to join the board.* To understand what motivates candidates, consider the things about the organization that persuaded current members to join. Was it the chance to help a cause they believe in? Keep a hand in a lifelong professional interest after retirement? Give back to the community? Be part of a group that is accomplishing something important? Or was it mostly for the camaraderie? Some people are flattered just to be asked. Others join boards in gratitude for an organization that helped a loved one. Being a board member of certain organizations can bestow prestige and facilitate professional contacts. There is nothing wrong with any of these motivations, as long as the individual also supports the mission and is prepared to participate actively in the work of the board.

If potential nominees have not yet had an opportunity to be involved with the organization's work, encourage them to visit, and, if appropriate, observe programs and services in action. Meeting current board members and key staff, and possibly some constituents, can also help candidates reach a decision about whether your board is a good fit for them. Sitting in on a board meeting or two might do the same thing.

NOTICE RED FLAGS

When interviewing candidates, be aware of certain warning signs that could indicate trouble down the road. For example, organizations occasionally go all out to recruit someone who is prominent in the community or who has financial resources. In doing so, they may paint too rosy a picture to lure a candidate — a tactic that can backfire. Not being completely forthcoming about what is involved in board membership can result in a hasty and embarrassing resignation. Similarly, inviting individuals with financial resources to serve on a board with a promise that they won't have to do any work or even attend meetings can create resentment among other board members — with no guarantee that those financial resources will end up in the organization's coffers. Perhaps more important, it signals that the organization does not place value on the duties of care, loyalty, and obedience. It is wise to keep in mind that when a board asks little of its members or its potential members, that is usually what it gets.

Avoid the practice of, or even the appearance of, pursuing diversity without paying close attention to inclusive board practices. It is not enough to invite people with

diverse backgrounds and experiences to the board table. Social inclusion occurs when individuals from diverse backgrounds participate fully in the interpersonal dynamics, leadership opportunities, and cultural fabric of the board. As boards, we must adapt our culture and some of our practices to genuinely welcome those who bring diversity to our table.

Other warning signs may include the following:

- *Inappropriate motivations.* Some people may show interest because they are trying to pad a resume or enhance their position in the community without actually expecting to do much work. Others may expect to be deferred to because of their celebrity, community, or financial status.
- *Personal agendas.* Be wary of the music lover bent on making the orchestra play more pop music, the health center patient intent on fixing the clinic's scheduling problems, or the political activist committed to changing the organization's approach and values.
- *Poor listeners.* Prospects who present themselves as champions of what is just and right will often fail to hear or respect what others are saying and have a way of driving away other board members.
- *Board experience as a negative.* Surprisingly, you may also need to exercise caution when encountering individuals with previous board experience. While in general it is a plus, it can be a negative if candidates assume that they already know how things should be done before learning about the history and culture of your particular board and organization.

Occasionally, when a well-liked chief executive steps down, the board will offer board membership as a special lifetime privilege. While this may be well intended, it is not a good idea. The board not only misses out on the opportunity to inject fresh blood into the institution, but also gives itself no recourse if it wants to fill that slot with someone else down the road. In addition, giving a former chief executive board membership can pose conflicts for the new chief executive, particularly if the former executive remains committed to doing things the old way and voices opposition to proposed changes.

CLOSE THE DEAL

Assuming the interview reveals no negative or worrisome information, ask potential candidates if they would be willing to serve if nominated and elected, and encourage them to make a thoughtful and informed decision. People who are overly ambitious — or feel pressured — may join but soon find themselves pressed for time and money, particularly if they are already making a substantial financial contribution to another organization.

If a candidate expresses a willingness to serve, explain when the election is expected to take place and how candidates will be notified of the outcome. Mention the board orientation process, and ask the candidate to reserve time for the orientation

session. Make it clear that all new board members are required to go through board orientation to ensure that they will quickly be able to become an active participant in the work of the board.

If a candidate declines the invitation to stand for election to the board, offer your thanks for thinking about the possibility and ask if there is any interest in being considered again in the future. Candidates who currently serve on other boards, for example, might be open to joining when a term is up. Whether the answer is yes or no, keep the door open and continue to cultivate their interest in the organization. Even candidates who decline board membership may become regular donors or decide at a later date to become involved in another capacity.

INFORMATION TO SHARE WITH PROSPECTIVE BOARD MEMBERS

With easy access to information about your organization, prospects can browse and learn on their own time. Draw their attention to specific areas of your website, and post internal board-related documents on a file-sharing service like Dropbox, Box.com, or Google Drive.

From your organization's website:

- Mission, vision, and values
- Annual reports
- Board members, including officers
- Program descriptions and clients served
- Brief organizational history or fact sheet
- E-newsletters, blogs, and social media links
- Recent press releases and articles about the organization
- IRS Form 990
- Code of ethics

On a file-sharing site:

- Board meeting schedule
- Annual board calendar
- Board roles and responsibilities
- Individual board member expectations
- Committee job descriptions or charters
- Committee chairs and members
- Conflict-of-interest policy
- Current case statement

STRATEGIC RECRUITMENT FOR APPOINTED AND MEMBER-ELECTED BOARDS

For associations with member-elected boards and for organizations with an external authority that appoints board members, a nominating committee typically manages the three steps in strategic recruitment. This committee's responsibilities tend to include the following:

- Identify the skills, perspectives, and personal qualities currently needed on the board, and make them known to the membership or the appointing authority. Governing boards often remain independent of the process but provide some guidance to the nominating committee.
- Solicit nominations in accordance with the criteria spelled out in the organization's bylaws or constitution.
- Interview nominees to explore their understanding of board member responsibilities and expectations for participation. Remind them that as board members they will share responsibility for the whole organization and its mission and that their concern must not be directed to a particular segment of the constituency.
- Find out if nominees would be able and willing to serve.
- From those nominated and interviewed, develop a slate of those who best meet the organization's and the board's needs.
- Present the slate along with each person's qualifications. When more than one name is presented for each position, it is often a good idea to make the electorate aware of the composition of the rest of the board. This knowledge may help them elect a well-balanced board.
- Advise the electorate or the appointing authority that it is in its best interest to have board members who together will support organizational excellence. To be an effective governing body, the board needs individuals who are able to think strategically about the whole organization, not narrowly about any particular segment.

For membership organizations, the nominating committee is a pivotal link between the membership, the board, and prospective board members. Because the membership, not the current board, elects new board members, the committee needs to present a fair picture of all the candidates and how they fit the needs of the board. The committee should communicate to the membership that, once the board has been elected, it must be trusted to keep the best interests of the membership in mind as it does its work. Members must not represent any one geographic region, section, or group, although they will bring knowledge of that perspective.

NOMINATE AND ELECT BOARD MEMBERS

As the final step in strategic recruitment, the governance committee presents the slate of candidates to the board or to the appointing or electing body. Membership associations generally have clearly spelled-out election procedures. Self-perpetuating boards sometimes do not. To prepare the board for voting, distribute information about the nominees to board members before the election. It is not appropriate for nominees to be present during the election because board members should feel free to raise questions about a nominee or share information that might be relevant. To avoid awkwardness, conduct any discussion of nominees in executive session before the formal election. Members then vote in an open meeting, by voice vote or by written ballot, and the results are recorded in the minutes.

When current board members are up for re-election, their presence during the vote might introduce some confusion and tension. It might be wise for boards to develop a written policy for these circumstances. Candidates may be asked to leave the room during a voice vote, or voting may be done by written ballot.

Some boards try to accommodate members' schedules by permitting proxy voting, depending on state law. Proxy voting is common in corporate shareholder meetings and large annual meetings of membership organizations, but it is not appropriate for nonprofit board meetings. Board members have a legal obligation — the duty of care — to make prudent and educated decisions for the organization. They should not delegate their decision-making powers to anyone else.

While some boards prefer the governance committee to present a preselected slate of candidates who have been properly vetted, this approach may create the appearance that the committee, not the board as a whole, controls the election. Other boards may prefer that the full board have more influence over the final slate and ask the governance committee to present more than one candidate for each slot, thus allowing the board to make its final determination. A respected, carefully composed committee should earn the trust of peers to create the right slate or propose the right candidates for board confirmation. Whichever procedure a board chooses to follow should be clearly outlined in its bylaws or policies.

As soon as new members are elected, the board chair should welcome them to the board. A phone call is appropriate, but to emphasize the importance of the role they are accepting, the successful candidates should be informed in writing about their election and asked to indicate their acceptance in writing. Some boards now ask board members to sign a formal agreement that outlines mutual expectations between the board and its members (see page 48). Bylaws will stipulate when new board members take office — for example, at the first meeting of the year. Some boards hold an official swearing-in ceremony when new members attend their first board meeting, during which they pledge their service to the organization and its mission and formally acknowledge their responsibilities as board members. Along with a warm welcome, new members should be reminded of the upcoming board orientation session (see Step 4).

Board-Building Tool

SAMPLE BOARD MEMBER LETTER OF AGREEMENT

As a board member of [name of organization], I am fully committed to the mission and have pledged to help carry it out. I understand that my duties and responsibilities include the following:

1. I will be fiscally responsible, with other board members, for this organization. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget.
2. I know my legal responsibilities for this organization as a member of the board and will take an active part in establishing and overseeing the organization's policies and programs.
3. I will act in accordance with the bylaws and operating principles outlined in the board manual and understand that I am morally responsible, as a member of the board, for the health and well-being of this organization.
4. I will give an annual financial donation.
5. I will actively participate in fundraising in whatever ways I can. These may include opening doors and cultivating prospective donors, undertaking special events, writing personalized notes on mail appeals, accompanying the chief executive on individual solicitations, and the like. I am making a good faith agreement to do my best and to help raise as much money as I can.
6. I will actively promote this organization in the community and will encourage and support its staff.
7. I will prepare for and attend board meetings, be available for phone consultation, and serve on at least one committee, as needed.
8. I will avoid any conflicts of interest if at all possible. If and when they do arise, I will declare them and follow this organization's policy accordingly.
9. If I am not able to meet my obligations as a board member, I will offer my resignation.
10. I will carry out the above agreements to the best of my ability.

Signed: _____ Date: _____

Board Member

Received by: _____ Date: _____

Board Chair

Actions for the Board

- Explore the interest of potential board members by engaging them in conversation or involving them in the organization's activities.
- Evaluate prospects to ensure the right fit for the board and the organization.
- Commission the governance committee to lead the board's efforts to identify a slate of candidates.
- Conduct personal interviews with candidates and gauge their willingness to serve on the board if nominated.
- Steer clear of overcommitted candidates who may not be able to dedicate the necessary time or money.
- Make sure the board has sufficient information on each nominee before holding elections.
- Ensure that the board agrees on the election process.

PHASE 2 – EFFECTIVE ENGAGEMENT

STEP 4. ORIENT



Great Questions for Board Discussion

- What can we do as a board to better welcome new board members, especially those who bring diversity?
- What can we learn from board members who went through the orientation process last year?
- Have we moved to an electronic portal platform, and does every board member know how to access it?

Orientation is fundamentally about preparing new board members for active participation. It can be many things: an initiation to board service; an introduction to the organization, its mission, and programs; clarification of future time and financial demands; an opportunity to get to know other board members; and a chance to form a solid foundation for the coming years. Orientation benefits the board as a team by providing an official launch for new partnerships and relationships. It is a chance to shorten new members' learning curve and get them quickly engaged in the board's activities. As a result of orientation, every member should be functioning within the same framework and with the same instructions. BoardSource recommends that all boards conduct formal board orientation.³

The orientation process begins well before someone is asked to join the board — during the strategic recruitment phase, when prospective candidates are first approached about the possibility of serving, or, for membership organizations, before potential board members decide to put their names in the hopper. The formal orientation program is a deeper effort, organized by the governance committee with the chief executive and the board chair, and ideally it occurs before new board members attend their first board meeting.

Results from hundreds of BoardSource board self-assessments have shown that board orientation is often a weak area of board performance. Unfortunately, it is still not uncommon for board members to learn what they need to know almost entirely on the job. As a result, some spend months as observers rather than as full participants. Others make unwise assumptions based on their experiences on other boards — in some cases making veteran board members resentful of the ways new members participate in deliberations. In either case, insufficient orientation can have a negative impact on all members and the board.

Each organization should determine how best to ensure that all new board members learn what they need to know as quickly and effectively as possible. Establishing a policy that makes participation in board orientation mandatory goes a long way toward strengthening board performance, especially if the policy is supported by a thorough orientation program. The policy should stipulate that all new board members have to take part in orientation regardless of their previous board experience.

USE THE BOARD HANDBOOK AS AN ORIENTATION RESOURCE

The governance committee will have shared some information during recruitment, but upon joining the board, each new member needs to have more comprehensive resources about the organization and board service. Don't assume that newly elected board members have remembered or kept all the information you have provided. Each new board member should receive a board handbook — either electronic or print — before the board orientation session. If orientation cannot be scheduled until

3 BoardSource, *Recommended Governance Practices*.

later, make sure that members receive the handbook before they attend their first board meeting. Remember that the handbook is designed to enhance, not replace, the firsthand experience of the orientation and mentoring processes.

An electronic handbook has the advantage of easy access to key documents and resources at any time, and it is simple to update. This environmentally conscious option also reduces staff time and expense. Many boards use file-sharing services such as Dropbox, Box.com, or Google Drive. Others use secure board portals that support a variety of document creation, information sharing, and collaboration activities. As another resource, encourage every new board member to explore the organization's website prior to the orientation session (or first meeting).

The board handbook should be organized for easy reference around key topics related to the organization and the board (see below for recommended contents). All of this information is designed to help new members understand the context for their board work. A biographical summary and photo of each member is a great aid for integrating new members into the board. But it is not advisable to include full resumés as this might suggest that some carry more weight than others.

WHAT A BOARD HANDBOOK SHOULD INCLUDE

The board

- Board member names and contact information
- Board member biographical summaries, written in a standard format, with photos
- Board member terms
- Board responsibilities
- Board member responsibilities
- Committee descriptions and membership

Reference documents for the organization

- Brief written history and/or fact sheet
- Articles of incorporation
- IRS determination letter

Bylaws

Strategic framework or plan

- Mission, vision, and values statements
- Current strategic framework or plan
- List and descriptions of key programs

Finance

- Prior year's annual report
- Prior year's audit report
- Chart outlining financial growth — for example, sales, membership, and programs — over 5 to 10 years
- Current annual budget and projections, as appropriate
- IRS Form 990
- Banking resolutions
- Financial policies, such as investments, reserves, and endowments
- Risk management policies

Board policies

- Accreditation documents (if applicable)
- Anti-harassment
- Conflict of interest
- Confidentiality
- Document retention and destruction
- Insurance coverage
- Legal liability
- Reserves
- Social media
- Travel and meeting expense reimbursements
- Whistleblower
- Others that apply to your board

Staff

- The chief executive's job description
- Staff list, including at least senior staff and those with whom the board might interact
- Organization chart

Resource development

- Board fundraising goal for the current year
- Case statement

- Current funder list
- Sample grant proposal
- Sponsorship policy
- Planned giving program

Other information

- Annual board calendar
- Minutes from the last three board meetings
- List of common acronyms and terms (with explanations)
- Current brochures
- Website and social media information

DESIGN AN ORIENTATION SESSION

An effective board orientation requires the participation of the board chair, the chief executive, the governance committee, and possibly key board and staff members. They may not all be involved at the same time, but this kind of personal interaction helps new board members understand how each contributes to the work of the board and to the organization.

The board chair typically facilitates the orientation program, since the chair guides the board's work. The chief executive and senior staff may be best suited to talk about the organization's plans, programs, and finances. Some organizations invite all current board members to attend all or part of the program, which can be an excellent refresher course as part of ongoing board education. Long-time board members may be particularly helpful in sharing stories about the organization, and even the most experienced board members may find the sessions help to keep them up to date on new developments or remind them of things they may have forgotten. Having at least a few seasoned board members present also serves to build relationships that will help bridge old member–new member distinctions.

It is usually best to hold at least part of the orientation at the organization's headquarters, even if only to get a feel for the office and to meet key staff. A tour of the facility can give new board members a sense of the staff's working environment and the scope of the programs provided. If the office is not an appropriate spot for information sharing and discussion, choose a quiet, comfortable off-site location.

An orientation program can be tailored to fit varying amounts of time, usually from two hours to a full day. It may also be spread out over several sessions to accommodate board member schedules and avoid information overload. Subjects to be covered include the roles and responsibilities of board members, the organization's

mission and programs, its strategic framework or plan, finances, fundraising initiatives, the time commitment expected of board members, and the structure of the board and staff. The program should pay particular attention to the budget, financial statements, and the most recent audit, and it should explain liability and insurance coverage. Some boards hold a supplemental session about fundraising responsibilities, an area of discomfort for many board members and of special interest for those who are not familiar with nonprofit board service. It is also helpful to go over committee goals, job descriptions, and the qualities of effective committee members.

Leave time for questions and the opportunity for board members to get to know each other. Informal stories about the organization's history will give new members a sense of the events and personalities that helped shape it. Also remember that board members, like everyone else, learn at their own speed. Be sure to accommodate different learning styles by offering reading materials or videos to be reviewed at their own pace.

For help with designing a board orientation session, consult the Board Orientation Planning Checklist (page 57) and download BoardSource's Board Orientation Template. The template, a slide deck that can be customized for your organization, provides a visual overview of the nonprofit sector, the organization, the board, and the board's roles and responsibilities. It is not intended as a one-size-fits-all presentation, but as a basic framework for board orientation. The presentation also includes specific suggestions for customizing the slides and notes with talking points to help guide the facilitator.

USE MENTORING TO ENGAGE NEW MEMBERS

A formal orientation can only communicate so much. Informal orientation techniques will help fill in the gaps and continue to engage new board members. Many nonprofits find it helpful to implement a mentoring program that matches a seasoned board member with a new board colleague. Mentoring relationships typically often last for 6 to 12 months, but experience shows that they often continue as deep friendships develop. The governance committee manages this responsibility.

To help make mentoring successful, be thoughtful about selecting mentors. The ideal mentor has the following qualities:

- Willingness to reach out and welcome someone to the board
- Knowledge of the organization and optimism about its mission and programs
- Enough history and discretion to be able to answer questions but not get into past dirty laundry
- A good match with a particular new board member

The governance committee should set clear expectations for both mentors and mentees. Sometimes mentors will attend the orientation session with new board

members. At a minimum, mentors should be asked to contact incoming board members before the first board meeting and then greet mentees and sit with them at the meeting. A follow-up call after the meeting is often recommended because new members often have questions as they become more integrated into the board's work.

Initial discussions between mentors and mentees might cover simple things like what people generally wear to board meetings, what protocols are followed in the boardroom, and what current cultural pieces are particularly relevant — for example, that the board is in the middle of a transition from a founding board to a working board. If it wasn't covered in the formal orientation, this could be the time to talk more about the kind of organizational history that is not likely to be written down — for instance, if the organization went through a turbulent time. Over the first year, new board members might also wonder about leadership changes or the organization's relationship to other institutions. Knowing about these things will make new members feel included in the "family" and may help them better understand the background for current practices and relationships. The chief executive, board chair, and/or governance committee chair should also make an opportunity sometime after the first board meeting to reach out to new members to answer any questions and to start building relationships.

As they grow into their responsibilities, new board members are a wonderful source of feedback on the board's functioning. They may present opportunities for rejuvenating the board because they often ask different questions and bring fresh ideas that can invigorate the board's work. Such follow-up sessions might be brief informal chats initiated by the board chair, conducted over lunch with the chief executive, or a more formal gathering organized by the governance committee.

Board-Building Tool

BOARD ORIENTATION PLANNING CHECKLIST

This checklist of activities and resources is designed to help you develop an effective orientation program. Consider sharing the materials listed here through a secure portal or file-sharing service. The scope and detail of the orientation may require more than one session.

1. Programs

To help new board members feel emotionally and intellectually connected to the organization, give them a feel for what it does, who it serves, and what difference it makes. You can choose from a variety of approaches, including giving them a tour of the facilities, inviting them to observe program activities, introducing them to a client or member, or participating in presentations given by the chief executive and key staff.

> Materials to share

- Organization's website
- Annual calendar
- Publications and programs list

2. History

For the present to make sense, new board members should know about the past. It's important to explain the history of the organization. When was it founded? Why? How has it grown and developed? Do not overlook past crises or hard times. Consider inviting long-serving or former board members to share stories about the history, either in person or on video.

> Materials to share

- Brief written history or fact sheet on the organization
- Brochures and newsletters (print and online)
- Articles of incorporation
- Use of directors and officers liability insurance

3. Strategic Direction

To provide context for effective participation, clarify the mission, vision, values, and goals to inspire organizational actions. Review the strategic framework or plan.

> Materials to share

- Most recent strategic framework or plan
- Current case statement
- Recent press coverage

4. Finances

New board members need to know where money comes from, how it is spent, the state of the organization's financial health, and their role in ensuring the organization has the resources it needs to operate. Begin with a presentation by the chief executive, chief financial officer, or treasurer. Review recent financial information. Provide an overview of essential budget practices for board members, including what to know to approve budgets, what IRS Form 990 is, and how to read and understand a nonprofit financial statement.

> Materials to share

- Annual reports
- Form 990s for the past three years

5. Organizational Structure

New members should become familiar with who does what in the organization and how the board interacts with different departments and staff. Be clear about the role

of the board in governing the organization versus the role of the staff in managing operations. Review the bylaws, the board's committee structure, and the organizational chart. Introduce key staff members.

> Materials to share

- List of staff positions
- Bylaws

6. Board Roles and Individual Board Member Responsibilities

Discuss and clarify the respective roles of the full board and individual members. Explain board members' fundraising responsibilities, the connection between advocacy and mission achievement, and the role of board members as vigorous advocates for the organization's mission. Introduce participants to trends in nonprofit governance and major issues that currently affect nonprofit boards.

> Materials to share

- Board member letter of agreement
- Board member position description and expectations
- Document comparing board roles and individual member roles
- Board conflict-of-interest policy
- Recent board meeting minutes
- Board roster

7. Board Operations

An overview of board operations helps new members become familiar with the process of governance, including board meetings, committee work, ongoing board education, board self-assessment, board retreats, and community engagement and advocacy activities. Explain how and when committee assignments are made. Review the board manual and explain the use of the online board portal for communication and information sharing. Offer a separate training session on the board portal and virtual meetings, if the board holds them.

> Materials to share

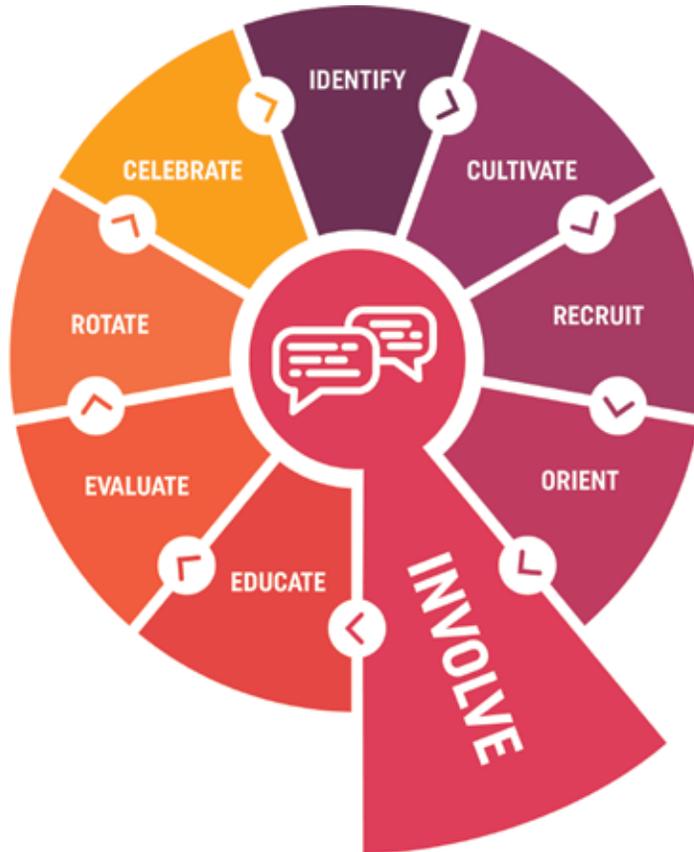
- Board meeting schedule
- Committee meeting schedules
- Full board and committee rosters
- Board portal access information

Actions for the Board

- Conduct a new board member orientation as soon as possible after election.
- Give new board members an electronic board member handbook before the orientation session and encourage them to review the organization's website.
- Consider assigning a board mentor to each new member to help answer questions and provide a friendly transition onto the board.
- Take time to communicate information about the culture of the board, such as how members dress for meetings, how parliamentary procedure works, and what participation in other events and activities is expected.
- Plan a follow-up orientation session later in the year to help answer new members' questions and listen to their feedback about the operations of the board.

PHASE 2 – EFFECTIVE ENGAGEMENT

STEP 5. INVOLVE



Great Questions for Board Discussion

- How can we be sure that our board's culture stimulates board members' full involvement in discussion and decision making?
- Are all board members doing their share of the board's work – in board meetings, committee work, and other assignments?
- How could we use board retreats as opportunities to recharge and refocus on our work as a team?

By involving new board members in the work of the board early on, you can build on the momentum of orientation and capture their initial enthusiasm. Keeping seasoned board members challenged to do their best is equally important. To be truly invested in the organization's success, board members — both new and experienced — need to be continually engaged with meaningful board work.

UNDERSTAND THAT BOARD DYNAMICS INFLUENCE INVOLVEMENT

One of the most exciting yet most challenging aspects of board work is developing a high-performing board of individuals with diverse backgrounds, skills, and experiences. Boards intentionally recruit the best and the brightest, but they often fail to tap into the social and intellectual capital that board members offer. How does a board ensure that all members at the table have a voice? How does it build consensus when different perspectives are presented? How can a board function effectively on behalf of its mission, doing its due diligence and being inclusive, but also making important decisions in a timely way?

Board dynamics are critical to board member involvement and the healthy functioning of a board. A high percentage of BoardSource clients indicate that their boards struggle with board involvement — too little, too much, or on the wrong kinds of issues. Many boards suffer from what some call dysfunctional politeness, or the failure to speak with candor, raise legitimate questions, and challenge the views of others. The alternative is to embrace a culture of inquiry that seeks a more comprehensive understanding of issues, welcomes diverse thoughts, and allows pushback on long-held assumptions. Such boards encourage all voices to be heard at the table and see value in learning from differing perspectives. They have confidence that this kind of culture will lead them to better decision making on behalf of the mission.

But achieving a culture of inquiry is more easily said than done. Both board and staff leadership must be supportive. In the boardroom, there must be a high degree of trust and respect and a common understanding of why the board has intentionally recruited people who don't all think alike. A board must do more than simply elect a diverse group. It must help them feel welcome, included, and respected.

Dynamics Inside the Boardroom

Involving board members requires understanding that there is vulnerability and power in the boardroom. A board chair who is willing to be vulnerable tacitly invites others to do the same and helps to avoid power struggles. One board chair openly acknowledged at her first board meeting that she had never served as a chair, but that it was important to her to create a culture of openness, trust, and inclusion. The chair's position set the tone for that board moving forward. But she did more than simply articulate it. She also crafted meeting agendas with the chief executive using a consent agenda to cover routine business so that they could free up time to hold

meaningful discussions. Board members were invited to suggest agenda items. She ensured that all board members had an opportunity to share at meetings instead of always recognizing those who spoke up first. She sometimes moved board members into small discussion groups to offer the opportunity for more to engage. She also had members evaluate every board meeting so she could better understand if they did in fact feel included and valued.

Personalities on boards are sometimes a problem. We all have different ways of doing things, and often board members are accustomed to making their own decisions, directing staff, and moving forward with speed. But individual board members have no innate or legal authority unless the board has explicitly delegated that authority to someone. The board can only make decisions and take action when it convenes and has a quorum. Therefore, the board must learn how to act as a collective and respect the shared authority in the boardroom. One new board member realized that he had no title, no staff, and no paycheck, and so he quickly began to build his skills to lead by discussion and influence. All board members should use self-reflection to ensure that they are engaging with their colleagues in a positive and genuine way.

Dynamics Outside the Boardroom

Board dynamics are supported outside the boardroom by ensuring communication between meetings and by building the social fabric of the board. When board members know one another better as people, they tend to be more open and accepting of different perspectives when they come together around the board table. They are more likely to speak up or raise different opinions when they are among people who are not just passing acquaintances. Both education and exposure are essential when bringing diverse groups together. Boards do need to educate themselves about different cultures and practices, but only when we are exposed to those of different religions, races and ethnicities, and age, can we truly come to understand who they are and what their experience has been.

Find times for board members to meet for committee meetings, engage socially, and connect electronically between board meetings. Sharing a meal can be an enjoyable bonding opportunity. One board hosts a dinner twice a year on the night before a board meeting, with the organization covering the cost. Occasionally the board also gathers for lunch or dinner with spouses and partners to create an open and inclusive culture. Other boards find ways for board members to get to know each other, explore common interests, and appreciate their colleagues' personalities and perspectives. Short biographical sketches, quick roundtables before board meetings, and time during board retreats help members learn about their colleagues' professional interests and accomplishments, personal passions from hobbies to philanthropic interests, community involvement, or significant family events. One board opens every other meeting with a quick question, such as "What's the best movie you've seen recently?" or "What's the best book you've read lately?"

PROMOTE INVOLVEMENT THROUGH THE WORK OF THE BOARD

Board member involvement is cyclical, just like the work of building an effective board. On a practical level, the first step of involvement after *orientation* happens when you help a new board member decide to truly *affiliate*, leading to a deeply felt connection to the organization and to others committed to the mission. This sense of affiliation is not necessarily conscious, but leaders can easily tell when a board member has or has not fully taken this step. Strong affiliation leads to better board and committee meeting attendance, more effective service as a community ambassador, and greater generosity. If board members do not affiliate, they will not be able to move fully through participation, leadership, and revitalization.

You can help new board members affiliate with the organization by proactively inviting them to *participate* in meetings, activities, and discussions. Board chairs and chief executives need to get to know all board members so they can make appropriate use of their skills. What was it that made new members say yes to board service? What are they hoping to gain in return for the time and effort they are expected to expend? Are there particular skills sets or interests that can be optimized, which will genuinely help the organization and lead to a greater sense of affiliation?

The Board Member Lifecycle



Engaging board members in productive committee and task force work is an effective way to tap into their time, skills, and interests on behalf of the board. Give them a specific job to do — whether on a standing committee that meets throughout the year or on a task force with a short-term project. Introduce opportunities for learning, personal growth, and *leadership* development. Not only will they have the satisfaction of making a difference, but they will also get to know a small group of board members better, feel more connected, and have the opportunity to gain the respect of their peers.

Getting involved is important, but so is making sure that the board's work is well dispersed among board members. If too much power and decision making is concentrated with the board chair or a few select members, others may lose interest. For this reason, it is essential that the chair assign specific tasks and responsibilities and hold board members accountable. To help board members fully realize the importance of their work, make it clear from the start that they are expected to take on these assignments and follow through. If the work doesn't get done, but no one on the board says anything about it, responsible individuals may conclude that their participation isn't very valuable.

Whether in board meetings, in committee work, or through individual assignments, new board members (and long-standing board members as well) should be encouraged to ask questions and give feedback. Engaging board members in this way continuously *revitalizes* their participation in the board's work as well as the work itself. After a few months on the board, ask new members about their experience so far. Did the orientation cover everything they needed to know? Do they feel their skills are being used to the best advantage? Do they have ample opportunity to discuss important issues? What have they found most rewarding about serving on the board? What would they change? Ask for specific examples of how the board currently motivates (or could motivate) its members. Solicit comments about what specific activities they have found useful and why. The governance committee and the board chair should agree on who will be responsible for this orientation follow-up and for taking corrective action if it is indicated.

ENGAGE BOARD MEMBERS WITH EFFECTIVE MEETINGS

- State clear objectives for each meeting.
- Pose one to three provocative but relevant questions on the agenda to engage board members' thinking prior to the meeting.
- Start with a "mission moment" where a board member shares a personal story about why the organization matters.
- Carve out more time on the agenda for important strategic and generative issues and spend less time for reports or operational issues.

- Use consent agendas for routine decisions and reports.
- Set time aside for questions and discussion and for considering implications of information or proposals.

Offer opportunities to learn something new and relevant to the mission, programs, or board effectiveness.

- Ensure broad participation rather than allow a few people to dominate the discussion.
- Keep the discussion focused and moving forward without stifling thoughtful and creative participation.

USE RETREATS WELL

To support the board's development as a team, create opportunities for members to interact more informally than they are able to during regular board meetings. Members need time to get to know each other by sharing stories and comparing experiences. They need to discover the things they have in common and explore some of their differences. Occasional retreats, if they are scheduled to include as many board members as possible, can be powerful team-building events. Whether the focus is on particular topics, such as strategic planning, leadership training, or board assessment, or on a more thorough exploration of important issues, these gatherings give board members the chance to gain a better understanding of the board's work and of each other — in other words, to become a more effective team.

A retreat, no matter what its purpose is, requires careful attention to logistics. Will it be held out of town and include overnight accommodations? If so, do some board members have transportation issues? Are there child or other dependent care considerations to keep in mind? Are spouses, partners, or children invited? Be inclusive in the social activities you plan. Not everyone plays golf, but everyone could take part in an informal boat trip, a visit to a museum, or a picnic. Even if the retreat is built around a specific set of board issues, make sure there is plenty of time for interaction and shared social activities. An outside facilitator can help everyone, including the chair and the chief executive, be active participants rather than managers of the board's work.

CLARIFY RESPONSIBILITY FOR INVOLVING BOARD MEMBERS

Chief responsibility for getting and keeping board members actively and appropriately involved rests with the board chair, but also with the chief executive and committee chairs. By getting to know each member of the board and establishing open lines of communication, the chair is essential to inclusion and engagement. Effective chairs assign board members to committees according to interest, skill, and available time and check in with new board members after a few months to find out if they need

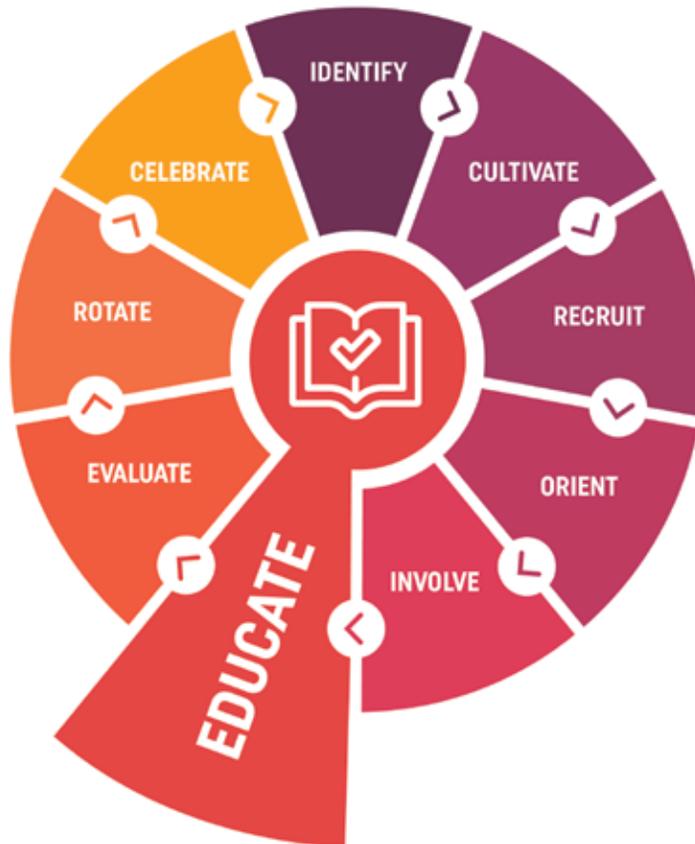
additional information and to invite their feedback on board operations. Particularly with larger boards, committees and small groups play an important role in providing board members, both old and new, with opportunities to get to know each other and to be part of a team. But with boards of all sizes, all leaders share in the responsibility of actively involving and mobilizing their members in the work of the board.

Actions for the Board

- Provide opportunities for participation through interactive board meetings.
- Focus the board on strategically important issues.
- Involve board members on committees and task forces.
- Make information easily available to the board.
- Design occasions for social interaction, sharing of experience, and exploration of ideas.

PHASE 2 – EFFECTIVE ENGAGEMENT

STEP 6. EDUCATE



Great Questions for Board Discussion

- What do our board members most need to know in order to make informed decisions?
- How can we best use dashboards to understand key information and its context?
- Are we effective in using both internal and external resources to educate our board?

Accurate education and continued learning are keys to making good decisions. Yet boards often overlook this step. While most people are asked to join a board because of their knowledge and success, they often lack an understanding of the intricacies of the nonprofit organization they are asked to serve. For instance, board members of a ballet company — even the most avid fans — may have no idea how a performing arts organization is run and may be embarrassed to ask. Consumer board members of a community health center may know a lot about the services the center provides but may lack an understanding of the complexities of national health care policy. Board members of a national membership association may be aware of what the membership wants but have little sense of the financial implications involved in various service options. In some cases, board members may be unaware of issues facing the nonprofit sector in general or of the need for strategic leadership.

Continuous learning is a key characteristic of boards that stand out from the crowd. Such boards understand the need for expanding and deepening their members' knowledge about factors that will have an impact on the organization's success in the long run. They build educational activities into board meetings, schedule retreats for exploration of complicated issues, and encourage their members to attend outside workshops and seminars. Boards like these stay well informed and supported in their planning and decision-making responsibilities. Leaders learn and grow through continuous education, and in turn their organizations learn and grow.

Topics for board education might range from internal issues such as fundraising, strategic planning, liability issues, or how to read a financial statement, to external issues such as demographic trends, mission-related challenges, and emerging needs in the community. Instead of looking at financial statements only to discover whether income and expenses are in balance, forward-looking boards learn to find information that gives clues about the organization's long-term financial health. Instead of viewing changes in the community's population as affecting who will need services, learning-oriented boards seek to understand how such changes will have an impact on economic and political structures as well as on the community's culture. Hospital boards, for example, need to learn not only about new developments in health care but also about health care financing and factors that influence the supply of physicians, nurses, and other health care personnel. Higher education boards need to explore the implications of the falling U.S. birth rate on their projected admissions numbers 18 years from now.

TURNING YOUR BOARD MEMBERS INTO AVID LEARNERS

Incorporating board education into the regular work of the board isn't complicated. Consider these ideas:

- Invite outside consultants or internal experts to discuss trends in the organization's mission area, the community, the larger society, or governance practices.
- At least every three years, discuss your mission, vision, and values and their relevance in the current changing environment.
- Present special board training workshops on topics such as fundraising, planning, and financial oversight.
- Use webinars as learning tools on a range of governance issues. BoardSource offers a variety of live and recorded webinars throughout the year (<https://boardsource.org/events>) as well as on-demand leadership certificate programs.
- Share links to online resources that board members can explore on their own time.
- Plan a specific discussion on a facet of the board's operations, such as the committee structure, the content and effectiveness of board meetings, or how to increase board diversity.
- Promote team building by scheduling and carefully planning a board retreat that combines educational activities with strategic work and social interactions.

STRENGTHEN FROM WITHIN

In addition to learning about broad societal issues and critical developments, every board must keep learning about how it can strengthen its own performance. Like the overall board-building cycle, this is an ongoing process. No board can afford to believe that it has arrived at perfection, that it has no more to learn about being a great board. Circumstances can always change, and the sands can start to shift underneath the group.

Some topics can be scheduled for discussion as part of regular board meeting agendas throughout the year; others may emerge suddenly because of decisions that need to be made. If your board realizes that it needs to develop or revise its conflict-of-interest policy, for example, a short presentation on the board's legal duties would be relevant. When addressing diversity and inclusion, a training on unconscious or implicit bias could be helpful. To keep a board in a learning mode, encourage members to suggest topics that would help them and the board do a better job. Ask for ideas during meeting evaluations, board self-assessments, and exit interviews conducted when board members step down.

Some form of education should be on the agenda of nearly every board meeting, whether a presentation by an outside expert or a briefing by a staff member on

developments in the organization's mission area. A museum board might enjoy a presentation about the way another museum grew participation from segments of the community it had not been serving well. A funder might talk about the need to measure and document outcomes or about factors used to evaluate grant proposals. A government official could provide an update on pending legislation affecting nonprofits. Or an educational researcher might speak to the board of an educational organization about new findings related to gender issues in K-12 schools.

In another approach, board members might be assigned as individuals or as groups to explore certain subjects and then report their findings to the full board. An adult literacy board preparing for a strategic planning retreat might assign a group of board members to dig up statistics on changing demographics and employment issues. The board of a local YMCA might assign several of its members to gather and present information about financing options for a major renovation of the facilities.

Other boards try participatory learning activities. One board gave its members a short quiz about program offerings, audiences served, and other basic aspects of the organization. The object was to point out important gaps in their knowledge and encourage them to request educational programs and activities to fill those gaps. Some boards feature an occasional "governance minute" at a board meeting. The governance committee chair reads a series of questions about governance practices. The board member who answers the most questions correctly receives a small token, such as a gift card to a local coffee shop.

Whatever approach you choose, set aside time for discussion. Rather than just asking for questions and comments after a presentation, it is more effective to ask board members to discuss the possible implications of what they have heard, consider how the topic relates to the strategic plan, or brainstorm questions that need further exploration.

Some educational activities might be better suited to an executive session — for example, if the board needs off-the-record information sharing or an exploration of emerging issues or sensitive topics, such as a possible merger or options that may have legal implications. These sessions will usually include the chief executive but no other staff. An exception is the board's meeting with the auditor to review the annual audit and learn how to make more effective use of financial statements, which should take place in executive session without the chief executive present. Meeting in private can allow board members to talk more candidly and raise probing questions. Keep in mind that organizations in states with sunshine laws will need to ensure that such sessions do not violate these open-meeting requirements.

EXPERIENCE HANDS-ON EDUCATION

On-site learning experiences are an excellent way to help the board understand the organization's programs and the needs they address. Inviting board members to see

programs and services in action, meet with people who benefit from these programs, or travel to the organization's different sites has a way of making the issues and needs come alive. Participating as a group in a program will serve the same purpose. When board members of a public television station staff the phone bank for an evening during pledge week, or board members of a theater company serve as ushers for a Saturday performance, or board members of a homeless shelter host a holiday party for clients, they not only learn but gain personal satisfaction from making a tangible contribution.

Wise organizations put money in the budget for board development activities. BoardSource offers extensive resources for board training and education, including a year-round Board Support Program, webinars, on-site seminars, and the biennial Leadership Forum. Other options include local management support organizations, colleges and universities, and individual consultants. National and regional associations frequently include workshops on nonprofit governance in their conferences.

MAKE THE BEST USE OF TECHNOLOGY

An investment in technology is essential for today's board because it streamlines communications, education, and resource sharing. The use of email, file-sharing services, virtual meeting technology, and other communication methods can guarantee that board members have ready access to the information they need for effective governance.

The transition from paper to electronic can be challenging for some boards, particularly if the nonprofit is small and grassroots or if some board members are accustomed to more traditional forms of communication. But this transition must occur in organizations of all sizes, sooner rather than later. Going electronic also saves significant staff time and money, so it is in the best interests of the organization. Some boards encourage members to bring their laptops or tablets to meetings, and some even provide them for use in the boardroom. Others offer training to ensure optimal use of technology.

Nonprofits benefit from using some or all of these examples of information technologies that help keep the board stay connected, informed, and prepared:

- **Teleconferencing and videoconferencing** have become relatively effective alternative ways to conduct board and committee meetings, especially for statewide, national, and international boards. Free services can be accessed through a number of providers or through local corporations that have the applications and equipment. Although teleconferences are a viable option when all board members are unable to meet in person, boards that meet by videoconference will find a higher level of participation and focus during live meetings.

- **Board portals and file-sharing services, such as Dropbox, Box.com, or Google Drive,** are an excellent alternative to paper and also ensure that essential governance documents are available to board members at all times. Both are available for free or for a fee. Ensure that the system you use is secure. The biggest challenge is getting board members to access the information proactively on a regular basis.
- **Distance-learning programs and webinars provided online or via satellite technologies can be used for board orientation and leadership training.**

These technologies greatly simplify board procedures, but they do not replace the human, face-to-face interactions that every board needs. This is particularly true when a board has succeeded in including a wide diversity of perspectives and backgrounds, with members who may not express themselves in the same way, share the same assumptions, or have the same understandings of words and expressions. What one person might perceive as a rude brush-off, another might consider being admirably succinct. Boards are wise to try to focus on reports and fiduciary discussions via telecommunications and reserve the more strategic and generative discussions for face-to-face meetings.

Actions for the Board

- Build in opportunities for the board to expand its knowledge, awareness, and understanding.
- Educate board members on external issues that might affect the organization and the mission as well as on specific board functions.
- Make information readily available to board members through a board portal or file-sharing service. Train board members on how to use electronic file sharing.
- Organize activities that get board members involved and provide opportunities to make meaningful connections and generate insights outside of the regular boardroom context.

PHASE 3 – INTENTIONAL REVITALIZATION

STEP 7. EVALUATE



Great Questions for Board Discussion

- Are our board members aligned in their perception of our collective board performance, where we do our best work, and where we need to step up?
- Do we assess all board members before renewing their terms? If not, why?
- What is the risk to our board and to our organization if we do not engage in ongoing evaluations?

Boards cannot afford to be complacent. Assessing board performance is a catalyst for effecting positive change at the board level, strengthening the board–chief executive partnership, and ensuring greater organizational impact. It is the starting point for thoughtful board development. In fact, research for [Leading with Intent: 2017 BoardSource Index of Nonprofit Board Practices](#) showed that the highest-performing boards continuously assess what they do and how they do it. But the same research showed that fewer than half of boards (45 percent) are in the habit of conducting a formal, written board assessment every three years. Wise boards take time for regular discussions about what they are doing well and how they can strengthen their performance. Using regular board meeting evaluations, formal self-assessments, and individual board member self-assessments, these boards keep discovering ways they can increase their value to the organization and to their own members.

EVALUATE BOARD MEETINGS

Since conducting effective board meetings is critical to board performance, every board ought to institute regular board meeting assessments. To make the best use of this practice, start by determining what constitutes a good board meeting. Consider the following characteristics:

- Addresses issues of substance and strategic importance
- Is led efficiently and uses board members' time wisely
- Follows a well-organized agenda
- Is supported by background materials distributed in advance
- Begins and ends on time
- Provides space for everyone's voice to be heard instead of allowing a few members to dominate
- Centers on discussion and debate about issues, not reports from staff and committees
- Ends with a feeling that something was achieved

These characteristics can easily be turned into a simple board meeting assessment tool (for a sample, see page 77). While some boards distribute meeting assessment forms on site, many automatically email them to all board members immediately after adjournment. In either case, the board chair compiles the responses and, if necessary, takes corrective action in planning the next meeting. The chair also summarizes the feedback for board members before the next meeting so that everyone is reminded of the board's commitment to make more effective and efficient use of the time together.

Some board chairs get quick feedback at the end of a meeting by asking everyone to complete these two sentences: "The thing I most liked about this meeting was. . .," and "One thing that could have improved this meeting was. . ." Board members may write their responses and then either read them aloud or simply submit them as they leave.

Sometimes it is useful to hear everyone’s immediate feedback to identify whether there is consensus or whether the board is divided on what is or is not effective.

Developing and implementing a set of board meeting agreements also supports the chair in conducting effective meetings. The agreement may state, for example, that a few people are not allowed to dominate a discussion. The chair can then enforce this point with a comment such as, “We’ve heard Elizabeth’s and Keith’s opinions, but let’s find out what the rest of the board thinks. I am going to go around the table and ask each of you to state briefly how you see this issue.” By holding itself to its own set of standards, the board can usually see significant improvements in meeting culture and in the level of satisfaction among board members.

Board-Building Tool

BOARD MEETING ASSESSMENT

To help the board make effective and efficient use of board meeting time, please take a few minutes to complete this questionnaire and leave it on the table before you depart.

Pre-Meeting

The meeting agenda and relevant background materials were provided in sufficient time to prepare for the meeting.

Strongly disagree Disagree Neutral Agree Strongly agree

Meeting

The agenda was clear and realistic for the allotted meeting time.

Strongly disagree Disagree Neutral Agree Strongly agree

Reports were clear and focused on important information.

Strongly disagree Disagree Neutral Agree Strongly agree

There was sufficient time for discussion.

Strongly disagree Disagree Neutral Agree Strongly agree

I was satisfied with my opportunity to participate in discussions.

Strongly disagree Disagree Neutral Agree Strongly agree

I feel a diversity of opinions were expressed.

Strongly disagree Disagree Neutral Agree Strongly agree

All participants appeared to be prepared for the meeting.

Strongly disagree Disagree Neutral Agree Strongly agree

Next steps were identified and responsibilities assigned.

Strongly disagree Disagree Neutral Agree Strongly agree

I was satisfied with how the meeting was facilitated.

Strongly disagree Disagree Neutral Agree Strongly agree

I was satisfied with what the board accomplished.

Strongly disagree Disagree Neutral Agree Strongly agree

I was satisfied with the board's overall meeting performance.

Strongly disagree Disagree Neutral Agree Strongly agree

Download this tool at <https://boardsource.org/board-meeting-effectiveness-assessment/>

CONDUCT A BOARD ASSESSMENT

A comprehensive assessment of the board's performance in all areas of its responsibilities should take place every two to three years. It should review how well the board has carried out its responsibilities and how it can do better. The assessment should examine the composition of the board, how well the board identifies and recruits members, whether it has a good relationship with its constituents and the chief executive, whether the committee structure works, and whether meetings are well run. It should also strive for meaningful results by offering a Likert or similar rating scale. Some important questions the board should answer include the following:

- To what extent do board members understand the roles and responsibilities of the board?
- Are board members aligned in terms of how the current mission should be achieved? Is the current mission statement appropriate for the organization's role in the next two to four years?
- Has the board been engaged in establishing the organization's strategic direction? Does the board have a strategic vision of how the organization should be evolving over the next three to five years?
- Is the board knowledgeable about the organization's programs? Is there an effective process for tracking program performance?
- Does the board understand the organization's financial resource strategy? Do all board members make a financial contribution to the organization and participate in fundraising activities and solicitations?
- Does the board ensure that the budget reflects the organization's priorities established in the strategic framework or plan? Are appropriate financial controls in place? Has the board established appropriate investment and risk management policies?
- Does the board conduct a formal annual assessment of the chief executive's performance? Has the chief executive's compensation been determined in an objective and adequate manner? Are there clear divisions between board and staff roles?

Board assessments can be especially critical at certain times, including

- in the early stages of an organization’s life, especially when it has hired staff after having been largely volunteer-run
- when there is some confusion about which responsibilities belong to the board and which to the staff
- during leadership changes (either on the board or in the chief executive position)
- in connection with strategic planning

Board assessments are not meant to be report cards. They are designed to serve a developmental purpose, to help the board identify what it feels it does well along with ways to strengthen its performance. For that reason, the key component of the assessment is the board’s self-assessment. The initiative for a board self-assessment may come from the governance committee, the chief executive, the chair, or any board member who has heard how such a process can help boards improve.

Once the board agrees to undertake the assessment, it needs to decide what kind of instrument to use for gathering feedback from board members and identify who will be responsible for collecting and compiling responses. All board members are then asked to complete the assessment survey and should be encouraged to be completely forthcoming in their opinions. Most boards prefer to encourage candor by keeping responses anonymous. The responses are compiled in a report that should give a fairly accurate impression of how the board views its performance. The report will indicate areas of consensus and areas where board members differ about how well the board is doing in exercising its responsibilities.

The assessment should culminate in an extended board session or a retreat where the board has time to discuss and identify steps toward increased effectiveness. Many boards invite an outside governance consultant to facilitate the assessment process. This helps provide a wider perspective on the board’s performance and brings fresh ideas to the board’s efforts to strengthen its operations. The consultant can collect and summarize board member feedback, seek the chief executive’s thoughts on how well the board is doing, facilitate the board’s discussion of its assessment report, and guide the board as it creates an action plan to improve its performance. A consultant knowledgeable about nonprofit governance can add valuable insights and help develop strategies for improvement.

USE ASSESSMENT OUTCOMES TO GUIDE IMPROVEMENT

Board assessments can measure the board’s perception of its performance, identify areas that need improving, and establish goals for the future. They can also remind members of their responsibilities as board members and help reshape the board’s operations. Discussion of the results can also help the board build trust and facilitate communication among its members and the chief executive. Board assessments

represent time and effort well spent and, in the long run, can save money by making better use of limited resources and helping ensure the organization's health and viability in a changing world. BoardSource offers several self-assessment instruments.

Boards that conduct board assessments commonly prioritize some of the following areas for action or improvement:

- Strategic planning initiatives
- Improvements in monitoring program and/or organizational effectiveness
- Enhanced board meetings and a more effective use of committees
- Improvements in the chief executive's performance review process
- Strategies for more intentional and strategic board recruitment
- Establishment of a more thoughtful nomination process led by a governance committee

MEASURE INDIVIDUAL BOARD MEMBER PERFORMANCE

Individual assessments are integral to helping board members achieve their best performance and to ensuring accountability in the boardroom. Boards should conduct them either annually or at least when a board member's term is about to end and before it is renewed. Many boards automatically renew terms without assessment, a risky practice that can lead to problems with accountability and board engagement. As the governance committee prepares for a board election, ask each incumbent who is eligible for another term to complete a self-evaluation. It may be based on the board member job description and the letter of agreement that members sign at the beginning of their terms. The self-evaluation and a subsequent conversation with the board chair (or a member of the governance committee) help incumbents consider whether they should stand for re-election, remind them of their responsibilities if they were to be elected, and guide the governance committee's decision about whether to nominate the member for another term.

Because of the current emphasis on accountability and the increased awareness that boards operate as teams, some boards now engage in peer evaluations, particularly in connection with renomination of current members. Peer evaluation surveys are usually brief and ask about attendance, preparation, follow-through on assignments, and quality of participation in board discussions and interaction with other board members and staff. (BoardSource offers a peer-to-peer assessment tool.) The results are most often collected and summarized by the chair or an outside consultant, who then shares them with each person evaluated and also with the governance committee in preparation for possible renomination. Board members who are evaluated by their peers gain valuable insights into how others perceive them, and they have the option of modifying their behavior accordingly. But because board

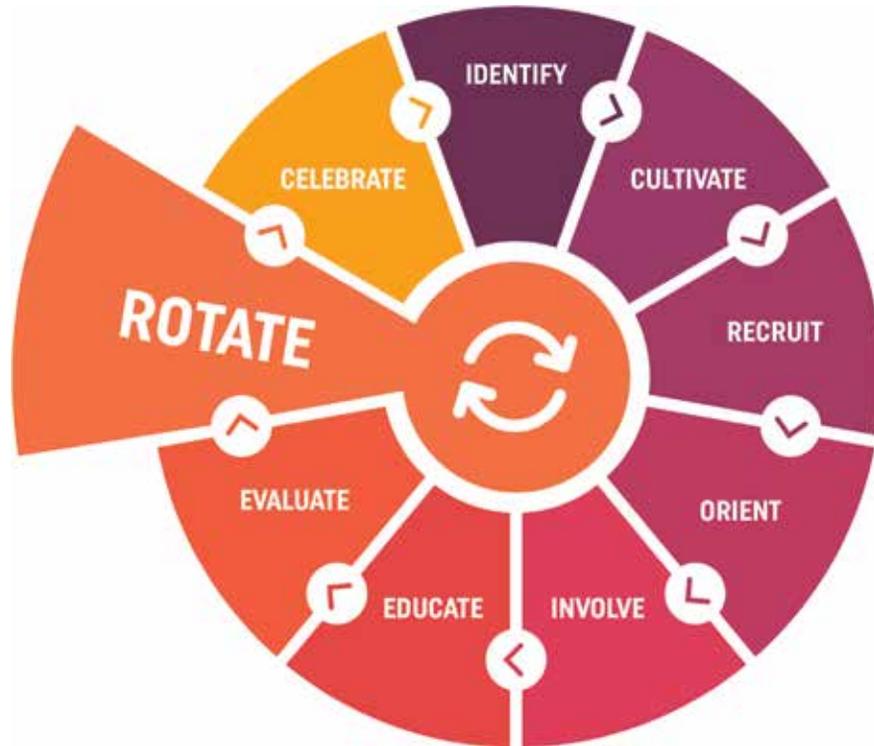
members serve on a voluntary basis, some may feel uncomfortable or resentful about being held up for judgment by their peers. For this reason, peer evaluation is still not common practice, but nonprofit boards are using it more and more.

Actions for the Board

- To help promote the board's continuous growth and improvement, take time to reflect on the board's performance and that of individual members.
- Establish criteria for what the board considers to be an effective meeting and then regularly evaluate meetings based on those criteria.
- Conduct a full-scale board assessment every two to three years. Invite an outside facilitator to assist the board in determining how to use assessment results to strengthen its performance.
- Conduct self-assessments with board members either once a year or at the end of the board member's term.
- Consider conducting peer-to-peer evaluations.

PHASE 3 – INTENTIONAL REVITALIZATION

STEP 8. ROTATE



Great Questions for Board Discussion

- Do we automatically renew board terms? What risks might this present?
- If we have chosen not to adopt board term limits after thoughtful deliberation, what must we do differently to ensure ongoing turnover of board members?
- How can we remain better connected to our former board members once they leave the board?

For a new board member, the board service experience can be exhilarating and challenging. Over time, however, if the composition of the group remains largely unchanged, it can grow stagnant. But this doesn't have to happen. There are many ways to keep a board fresh and interesting, beginning with engaging all board members in stimulating work and offering ongoing learning opportunities (see Steps 5 and 6).

Some boards keep members engaged by varying their internal and external assignments. Internally, board members should have the opportunity to serve on different committees or task forces. Inviting them to chair committees or assume other leadership positions helps to hone their skills and keep them active while contributing to leadership development and facilitating succession planning. External assignments help board members engage with the organization's community and constituency, expand their advocacy skills, and make board tasks more diverse, and recognize individual board service. Board members can represent the organization on outside committees or advisory councils, at community functions, and in media appearances related to specific issues.

Over the long term, however, boards ensure fresh perspectives through the regular infusion of new members as a matter of practice, policy, or bylaws requirements. For many boards, openings may happen infrequently and only when someone resigns or chooses not to serve another term. Without the structure of setting term limits, it is easy to fall into the habit of keeping a long-time member on the board, even if that person is no longer able to provide what the board needs.

THE CASE FOR TERM LIMITS

BoardSource research shows that two-thirds of nonprofit organizations use formal term limits of nine years or less. Three-year terms are most common, and two to three consecutive terms are the limit of service. In most cases, board members who reach their term limits can be elected again after at least one year off the board.

Term limits for board members are considered a desirable practice for many reasons. They force the board to think continually about what skills, diversity, and circles of influence it should have and prevent it from settling for the status quo. They help to refresh the board with new energy and experiences and maintain a balance between continuity and turnover. Term limits can ease the transition from a homogeneous board to a more diverse and inclusive one and thus, in some cases, keep the board in closer touch with its constituents and with the organization's community. They are also a painless way to rotate ineffective, inactive, or troublesome members off the board, relieving the governance committee or board chair of the awkward duty of telling them it is time to go. Boards that do not adopt and abide by term limits risk being seen in their communities as "private clubs" that do not need the engagement of other community members.

Some boards do not limit the number of times a member may be re-elected. If this is the case, the board must take extra care that re-elections do not become automatic. Board members should continue to serve only if they add sufficient value to the board through their performance, contributions, and needed attributes and skills. Even though a board member knows the organization inside out, is a significant contributor, and is faithful in attending meetings, if the board now needs someone with different skills or perspectives, it may be time for a change and for exploring other ways in which the person can continue to support the organization and its mission. This option should be exercised with care so as not to defeat the purpose of term limits. Re-election should be based on the board's needs, which will change over time, and a year off the board should not be treated simply as a sabbatical.

Though term limits are quite common, they can be controversial because they pit continuity of board member service, institutional memory, and expertise against the need for new and different outlooks. For some organizations, term limits can cause the board to lose valuable board members with hard-to-replace expertise or other helpful resources. This is particularly true in complex institutions such as hospitals, universities, or credit unions, whose board members must acquire a lot of technical expertise during their tenures. It is also true of large organizations with multiple subsidiaries or far-flung operations, such as chapters or affiliates, with which board members need to become familiar. As board members leave, they often take with them a lot of institutional memory. Each board must guard against the loss of such resources by intentionally ensuring that others are developing the skills and knowledge that will enable them to take on the roles vacated by departing board members.

Many organizations have found a way to use term limits both to enforce turnover and to maintain continuity on the board by increasing the number of terms a member can serve to three or four. This measure is not intended to give every board member the right to serve a maximum number of terms, but to help the board retain members who have served in exemplary ways or who bring particular expertise or other resources that are difficult to replicate. Your board may want to adopt a formal policy to help board members better understand term limits. Such a policy might state that two- or three three-year terms are the rule, but under unusual circumstances, the governance committee is permitted to nominate someone for an additional term, up to the maximum allowed.

Whether or not your organization operates with term limits, staggering board members' terms ensures that all current members will not retire from the board in any given year. How long the terms should be and how many terms are permissible — and, for that matter, whether to use term limits at all — is an issue each board must decide for itself. If term limits are defined in the bylaws, making a change in the length or number of terms permitted will require revising the bylaws. Boards that have instituted term limits through board policy rather than bylaws will have an easier time adjusting their current

practice. Whether term limits are stated in the bylaws or by board policy, the board is obligated to follow the practice specified until it is formally changed.

ASKING A BOARD MEMBER TO STEP DOWN

Asking an ineffective or nonparticipating board member to leave the board is not an easy task. The board may be tempted to simply expand its size, particularly when it identifies the need to bring in new expertise or perspectives. But enlarging a board that is already at its optimum size is risky. It sets a bad precedent and is likely to make the board unwieldy, leading to other problems in the future.

The board chair, not the chief executive, should take the lead in dealing with board members who need to step down. In some cases, a governance committee member may be the right person to initiate the conversation. Sometimes board members are aware of their inadequate performance but don't quite know how to handle the idea of resigning. They may feel that resigning implies that they don't care, but they may actually feel relieved when the chair suggests that resigning would be the honorable and generous thing to do. At other times, a friendly conversation can clear up misunderstandings or false assumptions that may have arisen. (See the next section for more guidance.)

Saying goodbye to the board does not have to mean saying goodbye to the organization, or for that matter even entirely to the board. As people leave the board, exit interviews may identify ways they could remain connected. With or without term limits, there are several ways to ease someone out of a spot on the board without forever losing their support and influence. One way is to invite them to join a committee with non-board members, an ad hoc task force, or an advisory group, or perhaps they could help raise money or volunteer in another capacity. Historically, nonprofit boards have not been particularly good at staying connected to former board members. This is one reason why board members may be hesitant to adopt term limits. We need to find meaningful and appropriate ways to keep our former board members engaged in the organization.

Bestowing nonvoting emeritus or honorary status on former board members should be done sparingly, if at all. You may want to thank them for their outstanding work or financial contributions and continue to benefit from their expertise, institutional memory, and generosity, but this may not be the best way. To have productive discussions, the board needs to guard against having too many people around the table. It is also hard to chart new courses when leaders of the past are still at the table. If an emeritus or honorary position is created, it is wise to spell out clearly what the role does and does not entail and to limit the person's tenure to no more than a couple of years. This practice gives the board the continued benefit of a person's wisdom but makes it clear that the position is a transitional one.

The case study on page 94 can be used to spark board or committee discussion around the removal of ineffective board members. It is useful in stressing the importance of keeping board members interested and engaged. One of the goals of the exercise is for participants to understand the value of devoting time and resources to keeping board members focused on their responsibilities and on the organization's mission.

REMOVING A DIFFICULT BOARD MEMBER

Some of the most common reasons for wanting to remove a board member are poor attendance or inactivity. But occasionally, a board member needs to be removed because he or she is preventing the board from doing its work. In some cases, a conflict of interest or unethical behavior may be grounds for removal. In other cases, a board member's behavior may become so obstructive that the board cannot function effectively. Frequently, the behavior of a problem board member discourages others from participating, and the board may find that other members attend less frequently or find reasons to resign.

Different opinions, passionate arguments, and genuine debate are often elements of the most successful boards. Arguing for an unpopular viewpoint is not grounds for board dismissal. But if a board member consistently disrupts meetings, is unwilling to let the majority prevail, or interferes with the board's work, it is time to remove the individual from the board.

A board also may need to remove a board member to safeguard the organization's reputation and welfare. If a board member is indicted for or convicted of illegal acts or takes public stands that are contrary to the organization's interest, the board must understand the danger to the organization's image and remove the person from the board.

Although it is rare, organizations should provide for board member removal *with* or *without* cause in their bylaws. The following strategies can be used to remove troublesome board members:

- *Term limits.* Term limits can be a nonconfrontational way to ease ineffective board members off the board. Proponents feel that a constant infusion of fresh thinking keeps problem board members in check. Opponents of term limits believe that, with proper board leadership, errant board members can be guided toward either improving their behavior or quietly resigning from the board.
- *Personal intervention.* If a board member has failed to fulfill his or her responsibilities, the board chair should meet informally in person to discuss the matter and suggest that resignation may be appropriate. Sometimes problem board members are relieved to have this option to step down with dignity.
- *Impeachment.* The bylaws should describe a process by which a board member can be removed by vote. For example, missing three successive meetings

may be reason for automatic removal from the board. But unless this rule is uniformly enforced, it might lead a troublesome board member to make public accusations of discrimination. In some organizations, a board member can be removed by a two-thirds vote of the board at a regularly scheduled meeting.

For more about removing a board member in a professional manner, consult the BoardSource website.

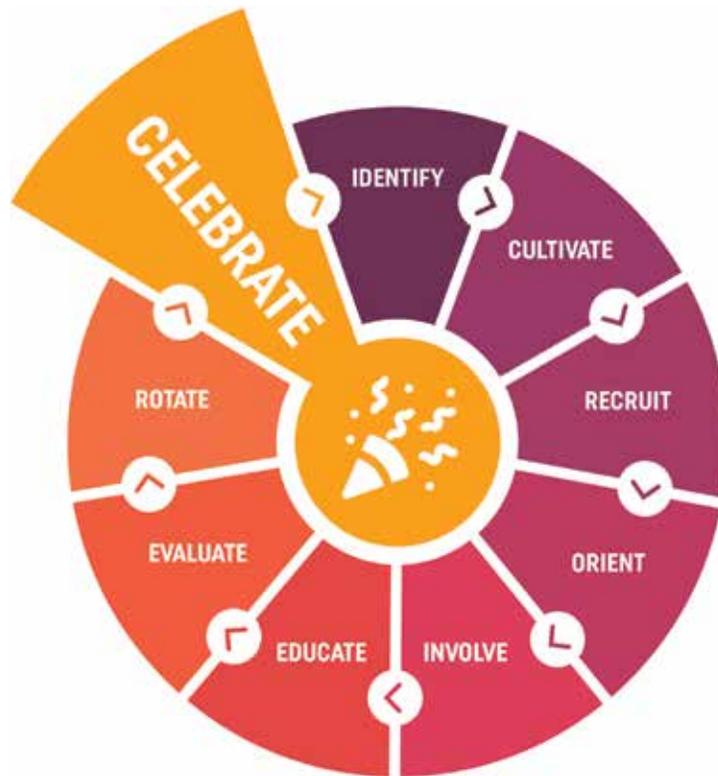
While it doesn't happen often, there are times when the full board should be encouraged or even forced to resign. This may be the case when lapses in oversight failed to uncover major ethical and financial problems. For the organization to rebuild the public's trust, funding agencies or public oversight bodies might require the full board to resign. In other situations, the board might feel that it has run out of steam or that it took the organization as far as it could but was not prepared or equipped to take it to the next level. Seemingly unsolvable board conflicts concerning the organization's future also may result in an agreement for the full board to step down. In one such situation, there was a significant difference of opinion between the founding chief executive and the board about the long-term future of the organization. The board decided to step down and, before resigning, elected a handful of new board members who reflected past and future leadership. This left a skeleton board in place that was able to move forward on the rebuilding phase. These situations are never easy, but the organization's mission and future effectiveness are more important than any one person's pride or the fear of what might happen once they let go.

Actions for the Board

- Regularly bring new members onto the board to ensure diversity, fresh insights, and ideas and to prevent board culture and discussions from going stale.
- Assign board members to different committees over time and provide opportunities for leadership roles to help keep board members interested.
- Balance the need for new members with the need for institutional memory and retention of valuable resources.
- Develop term-limit policies and be very intentional about the process of possible renomination. Do not simply automatically renew board members to an additional term.
- Practice great care when removing individual board members or even the full board. Be thoughtful of the people involved, and ensure that legal guidelines are followed.

PHASE 3 – INTENTIONAL REVITALIZATION

STEP 9. CELEBRATE



Great Questions for Board Discussion

- How can we more effectively celebrate the board's (and the organization's) most meaningful achievements?
- How do we genuinely celebrate those who have made significant contributions to our organization?
- How do we integrate celebrations into our culture without going to the extreme and ultimately minimizing the very thing we are trying to honor?

Celebration is a way of infusing a certain spirit of affirmation and hope into the steps involved in building an effective board and of showing genuine appreciation for work well done. It needs to be part of everything a board does throughout the cycle to strengthen its performance and add meaning to the lives of its members. Even as the board struggles to reconcile the organization's available resources with its needs, it can find ways to acknowledge achievements. The trick is to recognize not everything, but the things that are really worth celebrating. Every board member — as well as every staff member who connects with the board — has a role to play in identifying the things that make people smile and that add energy to the work they do together.

When board members do a good job, they deserve recognition. When the organization completes a project, when an individual board member has good news to share, or when the board has reached a milestone, it is important to take time out, even momentarily, to acknowledge the moment and celebrate. At the completion of a strategic planning process, the hiring of a new chief executive, or the resolution of a thorny issue, the board should set aside time to reflect on the things that contributed to the achievement and then celebrate the accomplishment. Often the long hours and extra efforts go overlooked and those who dedicated their time go unrecognized. When the organization experiences achievements, such as the passage of important legislation or a new grant award, the board should remember to applaud and express its appreciation to the staff and board members who were involved in making it happen.

How to appreciate and celebrate an individual board member's achievement is a matter to consider carefully and tailor to the individual. The board chair and chief executive may pay tribute to the board member in a variety of ways for a job well done, ranging from an informal but public expression of thanks at a board meeting to an award at a special event or a mention in the newsletter. However they decide to handle it, the leadership should look for opportunities to recognize all board members for their unique contributions, even if they don't play particularly visible roles. Showing perfect attendance at meetings, helping with a fundraising event, or bringing important community issues to the attention of the chief executive are examples of subtle contributions. Organizing a meeting of community leaders to address a controversial issue or coordinating a successful educational event are examples of more noticeable achievements. Both deserve special thanks.

Expressing appreciation for a job well done is most effective when it is specific and not overused to the extent that the recognition loses its value. Take care not to go overboard in honoring volunteer board service in general, and do not praise someone for an achievement that really belongs to someone else. Praising a board member for putting on a successful fundraising event when everyone knows that the staff did the work may cause hard feelings and lead to cynicism rather than genuine appreciation.

Celebration can take many forms, from simple to elaborate. The way your board chooses to recognize its members and celebrate its successes may depend on its

culture, the budget allocated for board activities, and the geographic proximity of board members to the organization. The following examples illustrate some of the ways boards can show appreciation:

- *Special events.* Board recognition events, which include board members and their spouses or partners, can be elaborate dinners, a simple reception at someone's home, or a board and staff barbeque at a local park on a Saturday afternoon.
- *Tokens of appreciation.* In recognition of everyone's service, board members may receive useful items such as travel coffee mugs, special shirts, or umbrellas imprinted with the organization's logo. These gifts can be given at a board retreat or at the annual meeting.
- *Simple actions.* Appreciation of those leaving the board at the end of their term can be simply expressed with a certificate of gratitude, a small plaque, or heartfelt words of thanks at a board meeting or other event.

One way to strengthen the connections between board members is to begin every board meeting with five minutes of personal "good news." Ask board members to briefly share something significant from their own lives since the last meeting. As they mention the births of children or grandchildren, interesting travels, and professional successes, they begin to identify the things they have in common. The personal stories become conversation starters during breaks and after meetings. After a while board members begin to realize that they have a stake in each other's good news, and they begin to truly feel like a team.

People who carry special responsibilities, such as the board chair or members with particularly challenging board assignments, need encouragement to counterbalance the times when they question why they took on the responsibility in the first place. It helps when others give them feedback, not just "you're doing a good job," but also something more specific — for example, "I admired the way you were able to move us through that difficult discussion," or "Thanks for keeping us focused on that issue. We certainly did not make it easy for you!"

Formal ceremonies and official recognition are sometimes called for, but it is often the unexpected remembrances — the sudden applause or the single rose placed by a board member's seat at the table — that leave lasting impressions and make it possible to keep going when the board faces challenges. Keep the celebrations fun and light. Forced conviviality does not work, but creating a climate of appreciation and laughter helps generate the energy the board needs to get the job done.

Boards that make time for members to get to know one another, share stories, and compare experiences from their lives are more likely to work through their disagreements and find creative solutions. Boards that celebrate their potential for learning and growing and for making a difference in the world will attract the

resources needed to carry out their mission. Celebration is not the last step in the board-building cycle — it is a spirit that should be infused in every step of the cycle for a lasting and successful outcome.

Actions for the Board

- Motivate board member involvement and build momentum toward achieving goals by initiating opportunities for celebration.
- Find ways to actively and genuinely appreciate the achievements of the organization, the board, and its members.
- Create opportunities for recognizing good news and relationships, from very low key and informal moments to special events that might include family members and/or staff.
- Include good news from the personal or professional lives of board members. This can help deepen relationships, which in turn helps to better deal with differences and find creative solutions.
- Keep things light. Find ways to inject humor into the work of the board.

BOARD EXERCISES

Your board is inspired to sharpen its focus on board recruitment, engagement, and revitalization. You may simply want to improve board-building practices overall, or you may face a particular challenge that is preventing the board from doing its best work—and, over the long term, could have a negative impact on the organization. How do you begin? These board exercises, which feature hypothetical situations that actually occur in many nonprofits, are designed to promote candid discussion of critical issues that may surface at different points in the board-building cycle. As part of ongoing board education, informal exercises like these are an opportunity for board members to focus on principles and practices that matter to effective boards and to anticipate obstacles and challenges. Boards could set aside time for these self-facilitated exercises during a board meeting, at a board retreat, or as breakout sessions for current board members during board orientation.

EXERCISE 1:

BUILDING AN ENGAGED BOARD — WHERE DO YOU START?

The Hometown Organization is a 30-year-old community service organization with well-respected programs in employment, housing, and education. Located in an area that is scheduled for redevelopment, the organization knows that it will have to relocate in the next several years. At the same time, demands on its services are increasing because of a downturn in the local economy after the closing of two major businesses and a cutback in government support. Both the board and the CEO anticipate some challenging work ahead.

The board currently has 30 members. In one-hour monthly meetings, several committees report on their work over the past month or two, and the chief executive briefs the board on recent developments. For some time the board has had a hard time getting a quorum (50 percent of members). Board membership includes 15 from the business community, three from local churches, one mayoral appointee, one appointed by the community college president, and the rest from the community at large. They range in age from 43 to 75, and they are fairly evenly divided between men and women. All but three are white.

The chair of the governance committee, Carolyn Carlson, recently read *The Board-Building Cycle* and gave a copy to each of the four other committee members. This is the committee's first meeting since the last election five months ago.

After calling the meeting to order, Carolyn recalls how difficult it was to find candidates to fill the open slots in the last election and how relieved everyone was that most of those eligible for re-election chose to stay on, even though some of them rarely come to meetings. Karen Sweeney interrupts to ask what had happened to a couple of the newly elected members who did not come to the last two meetings — and why one

of them did not even attend the orientation luncheon with the chief executive. Kent Wilson says that he too has noticed spotty attendance by a number of members. He admits that he too sometimes does not come to meetings because of other demands on his time and because he does not think that it would matter if he was there or not.

“Well, this brings me to what I want us to talk about at this meeting,” Carolyn says. “I hope you have had a chance to read the book I sent you. Our organization needs an active, involved board, especially given the challenges we’re facing. What can we learn from *The Board-Building Cycle*? Overall, what should we be doing differently? How can we be sure our board members will be more engaged?”

Questions

1. If you were a member of the Hometown governance committee, what would you suggest?
2. As an immediate priority, what can the committee do to promote better attendance and greater interest in the board’s work?
3. Over the longer term, but starting now, how does it need to change its cultivation, recruitment, education, and engagement practices?

EXERCISE 2: DEALING WITH INEFFECTIVE BOARD MEMBERS

Barbara Bartholomew just conducted her first meeting as chair of the nine-member board of a retirement community. Now in her fourth year on the board, Barbara headed the search committee to find a new chief executive two years earlier. Since then, she and Tom Moore, the chief executive, have created a future vision for expanded services that would move the organization into the top ranks of elder care facilities in their city. But to reach that objective will require hard work — and major new resources. At this meeting, the board authorized a new capital campaign, the largest ever.

“We can’t succeed unless we have more horsepower. We have nine people on the board. Four are absolute jewels, two could do better, but three simply are not pulling their weight,” said Barbara to Tom as they left the meeting room. “We need to engage the two in the middle, and we simply can’t afford deadwood.”

“What can we do?” asked Tom. “You know even better than I the situation with those three people.”

“I certainly do,” said Barbara. She paused, then spoke again. “Number one is the granddaughter of the founder of this organization. She hardly ever attends a meeting. When she does, her ideas are archaic. Number two is the guy who 10 years ago made the largest gift ever to this facility. But he hasn’t given a nickel since. Furthermore, he never says a single word at board meetings, or between board meetings for that

matter. Number three? He has an opinion about everything. He talks constantly at meetings, but he never follows through on any ideas. However, he's a partner in my husband's law firm."

Questions

1. What can Barbara and Tom do in the short term to begin to resolve the immediate problems with each of these three board members?
2. What actions could the board take to avoid a similar situation in the future?
3. When identifying prospective board members, how can the governance committee look for economic diversity so that wealth and connections don't override commitment to mission?

EXERCISE 3: MAKING ROOM FOR ADDITIONAL EXPERTISE ON THE BOARD

Clean-It-Up, a young, regional environmental protection organization, has a small but strong and vibrant board. Last year, the board adopted a strategic plan that identified the need for expanding beyond recycling and education to legislative advocacy. While the board was very enthusiastic about adding this approach to its program, it also agreed that it lacked the expertise necessary to provide the guidance that would be necessary for success.

Board elections are coming up, and the board chair is meeting with the governance committee to consider nominations. The committee has identified the need for adding someone with grassroots lobbying experience and knowledge of the region's political landscape. Two committee members have just reported how excited they are to have identified two potential candidates with exactly the kinds of backgrounds and values the board is looking for. "The trouble is," says the chair, "that we don't have room for either of them unless we don't re-elect at least one of our current members whose terms are expiring." "But we need these new folks if we are going to move forward with our new plan," adds someone. "We can't afford *not* to elect at least one of them!"

As the committee realizes that it has some hard choices to make, it considers each of the incumbents. One is badly needed for her financial expertise and another for his connections to the wider environmental movement. The third is Frank Champo, a founding board member. He has a fine board record and is well liked by everyone on the board — and he makes a significant financial contribution every year. But he is the one who could be replaced without leaving a gaping hole, except for his institutional memory. "I know that Frank wants to stay and is assuming that he will be re-elected," says the chair, "and I don't know that the rest of the board would have the heart to turn him down."

Questions

1. Why does Clean-It-Up's governance committee and board need to look hard at board diversity this year?
2. What will be at stake if it does not do so?
3. How can the board deal with the question of Frank Champo's re-election?

EXERCISE 4: TACKLING RACIAL EQUITY

The Midtown Contemporary Art Center, a 30-year-old institution in a growing metropolitan area, has active exhibition and education programs, a hard-working and generous board, a creative staff, and an energetic chief executive. When Melanie Mercer became CEO five years ago, she shared with the board chair her concern that there were no people of color on the board. The staff, too, was disproportionately white. And even though everyone on the staff was committed to exhibiting artists of color and engaging a diverse audience, a recent survey had shown that visitors were mostly white.

When Melanie and board chair Alex Greene raised the board diversity question at a retreat, board members unanimously agreed to get more aggressive about recruiting people of color. Within two years, the 20-member board had added one Asian member and two African American members. Mission accomplished, they thought.

Then the art center launched a strategic planning process, beginning with an external dialogue involving community leaders, artists, educators, and audience members. Many people of color, it turned out, felt that the art center was not a welcoming place. When the board discussed the outcomes of the dialogue, some members were surprised. Others — including the three new board members of color — were not and advocated for intensive conversations about structural racism and the art center's efforts to engage artists and visitors of color. The conversations grew contentious.

Questions

1. The board of the art center thought "Mission accomplished" after it added an Asian American and two African American board members. Was the board correct in assuming that recruiting diverse members was the entire solution?
2. While there is no one formula for boards to follow when pursuing diversity, the art center board now finds itself in a painful place. What missteps did you identify in the approach that the board of the art center adopted? Looking back, what approach would you have recommended the board initially take?
3. What steps might the art center board take now to address its issues and work toward creating an inclusive, equitable board culture?



APPENDIX

STRATEGIC BOARD COMPOSITION MATRIX

High-performing nonprofit boards are both thoughtful and intentional in creating a strategically composed board of directors. Composition ideally reflects diversity in gender/identity, age, race/ethnicity, skill sets, professional expertise, circles of influence, and personal and leadership characteristics. Every board's ideal composition should be considered in terms of the specific needs, strategies, and lifecycle of the organization, as the board looks forward several years.

Customize this matrix to reflect the breadth of characteristics and factors that you potentially wish to consider as you recruit new board members. To begin the process of identifying your board's current composition compared with its ideal board composition, please complete Worksheet A. All board members should check the elements that best reflect them in relationship to their service on this board. The completed worksheet should be submitted to the governance committee.

Strategic Board Composition Matrix

Worksheet A

Board Member Name: _____

Number of Years on the Board: _____ Current Term Expires: _____

Age	
Under 18	
19–34	
35–50	
51–65	
Over 65	
Gender	
Man	
Woman	
Non-binary	
Prefer not to answer	
Transgender	
No	
Yes	
Prefer not to answer	

Sexual Orientation	
Straight	
Gay	
Lesbian	
Bisexual	
Queer	
Prefer not to answer	
Race/Ethnicity (select as many as apply)	
African American/Black	
Asian/Pacific Islander	
Caucasian/White	
Hispanic/Latino	
Native American/Indian	
Other (please list):	
Financial Resources	
Money to give	
Access to other potential individual donors	
Access to other resources (e.g., foundations, corporate support)	
Community Connections	
Corporate	
Education	
Faith-based organizations	
Health care	
Media	
Philanthropy	
Political	
Small business	
Social services	
Other:	
Qualities	
Leadership skills/motivator	
Willingness to work/availability	
Personal connection with the mission	

Personal Style (check the two that best apply)	
Catalyst for change	
Consensus builder	
Good communicator	
Mediator	
Implementer/gets things done	
Strategist/asks great questions	
Visionary	
Areas of Expertise (check the four that best apply)	
Administration/management	
Advocacy/public policy	
Education	
Entrepreneurship	
Financial management: accounting	
Financial management: investments	
Fundraising	
Government	
Governance/nonprofit management	
Health care/medicine	
Human resources	
Law	
Marketing/public relations	
Physical plant/facilities/engineering	
Real estate	
Social media	
Strategic planning	
Technology	
Other:	

Strategic Board Composition Matrix

Worksheet B

Customize Worksheet B to align with Worksheet A. After all board members have completed Worksheet A, use this form to compile the individual worksheets. Board member names or initials can be inserted below in Column 1, 2, and so on.

The governance committee should then compare the board's current skills, expertise, and diversity to the characteristics of its ideal board, and identify the gaps. Consider the impact of those who will be cycling off the board in the next one to three years. The list of targeted characteristics and skills can be prioritized according to urgency and value. The governance committee can present this analysis and its recommended priorities to the full board for discussion. Once finalized, this prioritized list becomes the guide for the board as it seeks to recruit new members.

	Current Members									Prospects			
	1	2	3	4	5	6	7	8	9	A	B	C	D
Age													
Under 18													
19-34													
35-50													
51-65													
Over 65													
Gender													
Man													
Woman													
Non-binary													
Prefer not to answer													
Transgender													
No													
Yes													
Prefer not to answer													
Sexual Orientation													
Straight													
Gay													
Lesbian													
Bisexual													
Queer													
Prefer not to answer													

Appendix

	Current Members									Prospects			
	1	2	3	4	5	6	7	8	9	A	B	C	D
Race/Ethnicity													
African American/Black													
Asian/Pacific Islander													
Caucasian/White													
Hispanic/Latino													
Native American/Indian													
Other (please list):													
Financial Resources													
Money to give													
Access to other potential individual donors													
Access to other resources (e.g., foundations, corporate support)													
Community Connections													
Corporate													
Education													
Faith-based organizations													
Health care													
Media													
Philanthropy													
Political													
Small business													
Social services													
Other:													
Qualities													
Leadership skills/motivator													
Willingness to work/availability													
Personal connection with the mission													
Personal Style (max. two per board member)													
Catalyst for change													

Appendix

	Current Members									Prospects			
	1	2	3	4	5	6	7	8	9	A	B	C	D
Consensus builder													
Good communicator													
Mediator													
Implementer/gets things done													
Strategist/asks great questions													
Visionary													
Areas of Expertise (max. four per board member)													
Administration/management													
Advocacy/public policy													
Education													
Entrepreneurship													
Financial management: accounting													
Financial management: investments													
Fundraising													
Government													
Governance/nonprofit management													
Health care/medicine													
Human resources													
Law													
Marketing/public relations													
Physical plant/facilities/engineering													
Public policy													
Real estate													
Social media													
Strategic planning													
Technology													
Other													
# of years on the board													

SUGGESTED RESOURCES

Visit [BoardSource.org](https://www.boardsource.org) to view, download, or purchase resources.

Phase 1: Strategic Recruitment

Identify, Cultivate, and Recruit

Beyond Political Correctness: Building a Diverse and Inclusive Board

Board Member Job Description

Board Members as Providers of Professional Services

Board Officer Qualifications and Responsibilities (members only)

Board Recruitment: Are You Contributing to Your Own Weaknesses?

Board Recruitment: Are You Focusing on the Right Things?

Board Size: Finding the Sweet Spot

Celebrities on the Board

CEO's Role in Selecting and Recruiting Board Members: A Board Leader Speaks Out

Chief Executive Dos and Don'ts in Recruiting Nonprofit Board Members

Customers and Clients on a Nonprofit Board

Does Board Size Really Matter? Forming the Nonprofit's First Board

Key Questions to Ask Before Joining a Nonprofit Board

Nepotism and Boards

Personalities that Help Build a Culture of Inquiry

Taking Action on Board Diversity: Five Questions to Get You Started

What Makes a Good Board Member?

What Organizations Need from Their Board Members

Where Is Race on Your Board's Recruitment Agenda?

Youth Board Service

Phase 2: Effective Engagement

Orient, Involve, and Educate

Board Chair Prep

Board Meeting Preparation: 10 Tips for Chief Executives and Board Chairs

Board Member Orientation Checklist

Board Orientation Template (members only)

Facilitating an Engaged Board: The Board Chair's Role

Handling Conflict During Board Meetings

Mentor Your Way to Board Development

Non-Board Members as Committee Members

Preparing for More Effective, Focused, and Strategic Board Meetings

The Care and Feeding of Your Board: A Checklist for a Top-Level Board Governance Committee

Phase 3: Intentional Revitalization

Evaluate, Rotate, and Celebrate

Board Meeting Effectiveness Assessment

Board Member Exit Interviews

Board Officer Succession Planning

Board Retreat How-To

Dealing with Resistance to Board Self-Assessment

Eight Ways to Increase Your Board's Ability to Work as a Team

18 Questions to Ask Your Board About Board Culture

How to Remove a Board Member

Sample Board Performance Matrix

Six Signs It's Time to Assess Your Board's Performance

Succession Planning for the Board Chair Position (members only)

The Four Ws (and an H) of Board Self-Assessment

ABOUT THE AUTHOR

Susan S. Meier is a BoardSource senior governance consultant and the principal at Meier and Associates. From 2004 to 2011, she was vice president of consulting and training for BoardSource. Susan has spent more than 20 years in governance and nonprofit work, working collaboratively with nonprofit executives and board members to identify governance challenges and opportunities and to implement proven strategies to address a broad array of governance issues.

Much of Susan's work has focused on increasing board engagement, board–staff relations, and leadership transitions. She engages boards in a deeper understanding of roles and responsibilities, strategic and generative thinking, concrete ways to maximize board meetings, and addressing culture and dynamics in the boardroom. Her 13 years as a senior executive at Prevent Child Abuse America gave her concrete experience in understanding the complex and unique challenges of federated organizations and structures. Susan also has extensive experience in facilitating sensitive and important conversations and in helping boards build on their strengths to become higher-performing boards.

Susan works with all types of nonprofit organizations. Some current and past clients include ASME, Association of Junior Leagues International, Center for Excellence in Nonprofits, Corporation for Public Broadcasting, Council on Foundations, Greensboro Nonprofit Consortium, NeighborWorks America, San Antonio Community Foundation, Volunteers of America, and the Wege Foundation. She also has served as faculty for the Kellogg School of Management Nonprofit Executive Education program, the George Washington University, and the Issues in Nonprofit Governance conference hosted by Georgetown University Law Center, the U.S. Internal Revenue Service, and Independent Sector.

Susan has served on a number of boards of directors and currently is a trustee of Ripon College. She graduated cum laude from Ripon College.



STRATEGIC BOARD COMPOSITION MATRIX

Worksheet A

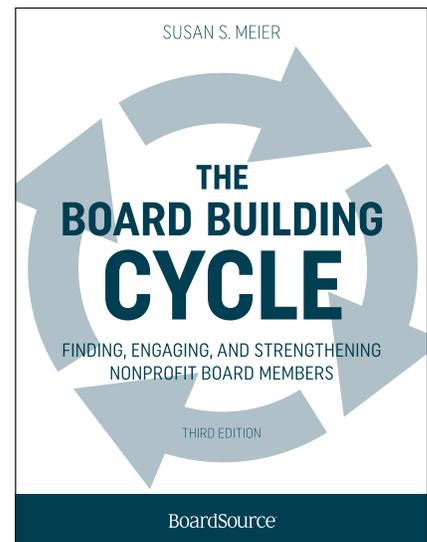
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Worksheet B

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EXCERPTED FROM *THE BOARD-BUILDING CYCLE, THIRD EDITION*, BY SUSAN S. MEIER.

Strategic Board Composition Matrix

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Under 18	
19-34	
35-50	
51-65	
Over 65	
Gender	
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Woman	
Non-binary	
Prefer not to answer	
Transgender	
No	
Yes	
Prefer not to answer	
Sexual Orientation	
Straight	
Gay	
Lesbian	
Bisexual	
Queer	
Prefer not to answer	
Race/Ethnicity (select as many as apply)	
African American/Black	
Asian/Pacific Islander	
Caucasian/White	
Hispanic/Latino	
Native American/Indian	
Other (please list):	
Community Connections	
Corporate	
Education	
Faith-based organizations	
Health care	
Media	
Philanthropy	
Political	
Small business	
Social services	
Other:	

Financial Resources	
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Qualities	
Leadership skills/motivator	
Willingness to work/availability	
Personal connection with the mission	
Personal Style (check the two that best apply)	
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Fundraising	
Government	
Governance/nonprofit management	
Health care/medicine	
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Physical plant/facilities/engineering	
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Asian/Pacific Islander													
Caucasian/White													
Hispanic/Latino													
Native American/Indian													
Other (please list):													
Financial Resources													
Money to give													
Access to other potential individual donors													
Access to other resources (e.g., foundations, corp. support)													

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Board Member Name: _____ Number of Years on the Board: _____ Current Term Expires: _____

	Current Members									Prospects			
	1	2	3	4	5	6	7	8	9	A	B	C	D
Community Connections													
Corporate													
Education													
Faith-based organizations													
Health care													
Media													
Philanthropy													
Political													
Small business													
Social services													
Other:													
Qualities													
Leadership skills/motivator													
Willingness to work/availability													
Personal connection with the mission													
Personal Style (max. two per board member)													
Catalyst for change													
Consensus builder													
Good communicator													
Mediator													
Implementer/gets things done													
Strategist/asks great questions													
Visionary													

EXCERPTED FROM *THE BOARD-BUILDING CYCLE, THIRD EDITION*, BY SUSAN S. MEIER.

Strategic Board Composition Matrix

Board Member Name: _____ Number of Years on the Board: _____ Current Term Expires: _____

	Current Members									Prospects			
	1	2	3	4	5	6	7	8	9	A	B	C	D
Areas of Expertise (max. four per board member)													
Administration/management													
Advocacy/public policy													
Education													
Entrepreneurship													
Financial management: accounting													
Financial management: investments													
Fundraising													
Government													
Governance/nonprofit management													
Health care/medicine													
Human resources													
Law													
Marketing/public relations													
Physical plant/facilities/engineering													
Public policy													
Real estate													
Social media													
Strategic planning													
Technology													
Other													
# of years on the board													

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