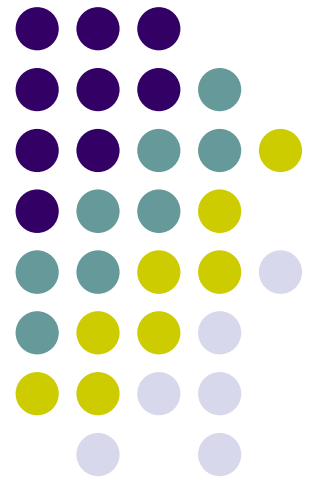
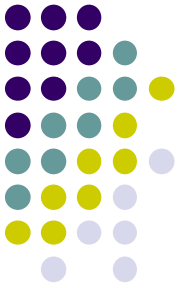


# Get on Board

---

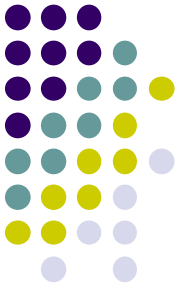
## Understanding Board Roles





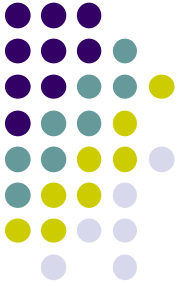
# The Tools of Governance

- Articles of Incorporation
- Bylaws
- Annual Budget



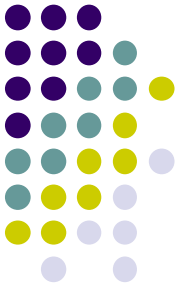
# The Tools of Governance

- Policies
  - Wisdom of the board, interprets bylaws and articles
  - Best course of action for now and the future
- Strategic Plan
  - Roadmap
  - Guide for officers, board, committees and staff



# Board Responsibilities

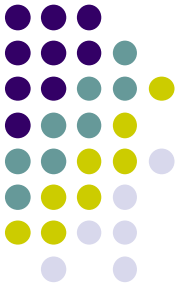
- Establish strategic plan and annual goals and objectives
- Determine association policy
- Allocate resources through the budget
- Monitor progress
- Promote the organization



# Financial Responsibilities

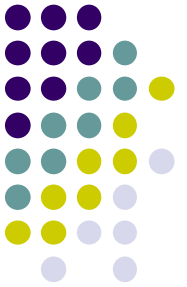
- Board reviews and “accepts” financial reports
- Board approves budget
- Board reviews year-end financial statements
- Board views Form 990 IRS submission annually

# The Board - Staff Relationship



## Two Partners, One Team

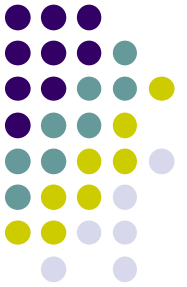
- Board focuses on governance, direction and vision
- Staff manages day-to-day operations within the context of the board's direction



# Educate Board Members

- Provide information on mission and vision
- Encourage exploration of issues facing the organization/specialty
- Encourage board development
- Schedule board retreats to build internal board relationships
- Develop board orientation session

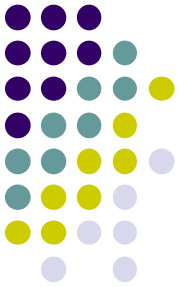
# Expectations of Board Members



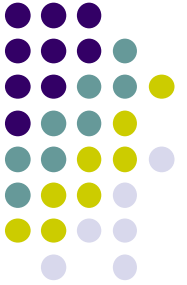
- Attend all board meetings
- Attend Annual Meeting
- Start and end meetings on time
- Understand the mission statement, bylaws, and strategic plan
- Prepare for meetings by reviewing the agenda and supporting documents
- Stick to established agendas during board meetings
- Treat information and discussions as “confidential”
- Be respectful of people and ideas



# Expectations of Board Members



- Promote our organization to others (*though you cannot speak for organization without authority*)
- Recruit future leaders to help govern the organization
- Stay current on issues and trends impacting the organization and the membership
- Volunteer for committees
- Readily communicate with staff for needed information and assistance



# Legal Considerations

- **Duty of Care**

- Good business judgment at all times
- Due diligence in decision making

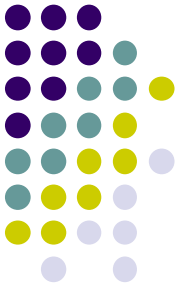
- **Duty of Loyalty**

- Act in the best interest of the organization and membership
- Avoid conflicts of interest

- **Duty of Obedience**

- Faithful to the mission and goals
- Follow the governing documents

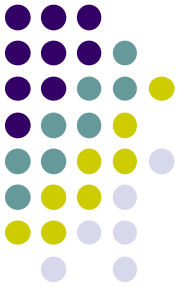
# Risk Management



- There is some risk associated with board service
- Insurance coverage; review types
- Bylaws include indemnification\*
- Written policies exist to guide board and staff
- Antitrust avoidance issues
- Annual financial review

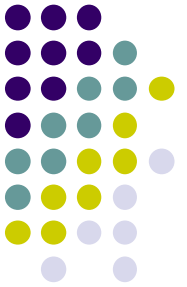
\* *Indemnification* - an agreement between two parties not to hold one of them liable for future legal action or fines.

# Risk Management – Antitrust

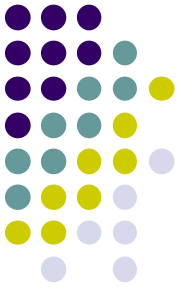


- Antitrust Avoidance
  - Antitrust statement on file and record annually in meeting minutes that leaders have been advised of antitrust policy.
  - Monitor on-line forum discussions and meetings for potential violations

# Risk Management – Who Speaks?

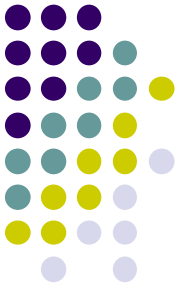


- **Apparent Authority** – Care should be taken that committee chairs or other volunteers not assume the authority of the President or take on authority not specifically delegated
- *"I can't speak for the board but I can offer my personal opinion."*



# Executive Officers

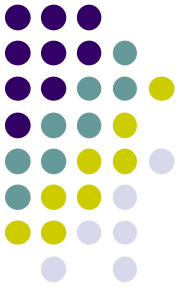
- The officers have special duties which may be described in the bylaws
- The officers make up the “Executive Committee”
- The Executive Committee does not usurp the authority of the board but may meet in between meetings of the board as needed.



# Executive Officers

## **PRESIDENT**

- Presides at Board Meetings
- Determines meeting Agendas
- Serves as the primary contact/spokesperson for the board
- Other duties per your bylaws



# Executive Officers

- President-Elect

*Fulfills President duties when not available*

- Secretary

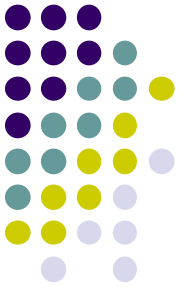
*Presents meeting minutes and other documents before meetings*

- Treasurer

*Presents financial report and annual budget*

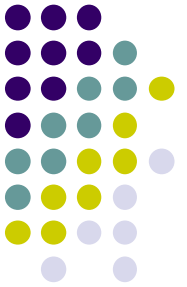
- Check your bylaws for composition





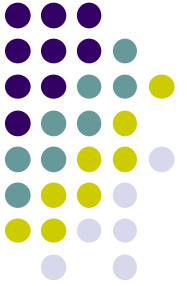
# Recruiting Leaders

- A responsibility of board members is to identify future leaders
- Don't forget to "ASK" prospective leaders to join our efforts.
- The executive committee plays a key role, but so does every board member
- Committees & Leadership fellow programs may be a source of future leaders



# Summary

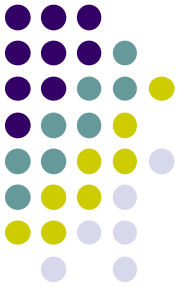
- To **govern** based on documents and key information
- To focus on the **strategic direction**, mission and goals of the organization
- **Fiduciary** duties; the trust of members in the board of director
- To explore **opportunities** while being careful with your **resources**
- To develop **policies** and **procedures**.
- To manage **risks**



# Final Thoughts

- The board experience should be a positive one
- Discover interests and abilities of each member
- The board speaks as a whole, no board member should have more input or authority than others
- Always ask questions as they arise (due diligence)
- Solicit feedback from board members
- Express appreciation!

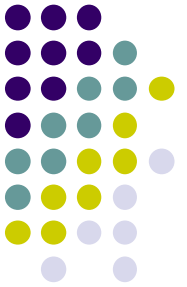
# Bad Board Member Behavior



## Public Bad Behavior

- Board Members who dominate the conversation or are confrontational in non-constructive ways
- Others may feel uncomfortable or intimidated speaking up
- They prevent the board from making decisions

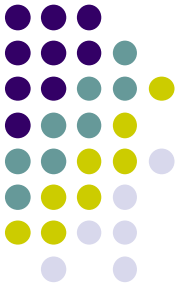
# Bad Board Member Behavior



## Behind-the-Scenes Bad Behavior

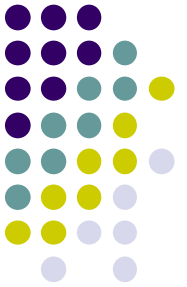
- Gossiping/Hearsay/Mudslinging can do a lot of damage behind the scenes.
- Board members who whisper to others during the meeting
- Board members who make calls to other board members before and after meetings to badmouth others

# Bad Board Member Behavior



## Excessive Absence or Inactivity

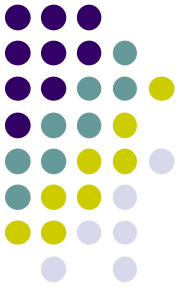
- If you have a board member who rarely attends meetings or programs their actions (or inactions, in this case) speak louder than words that this is not a priority for them.
- When others see that this lack of involvement is tolerated, others often follow suit.



# CASE STUDY

A committee member, representing the Board attends a state agency meeting and presents their personal opinion as the position of the Board.

This is not the first time this has happened.



# CASE STUDY

You have a member who presents well, is articulate, and shows enthusiasm for the organization, gets elected and they become a completely different person.

- Their behavior is passive-aggressive and become argumentative and accusatory
- They are obstacles to the board moving forward



# CASE STUDY



- Other examples to share?