

Better Board Meetings: Clarifying Board Roles and Responsibilities

Conservation Lands Foundation | September 8, 2022



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Better Board Meetings Webinar Series

Clarifying Board
Roles and
Responsibilities

Today's Session

Enhancing Your
Preparation For
Board Meetings

13 October

Improving Your
Board Meeting
Facilitation

27 October

A modern meeting room with a large wooden table, a whiteboard, and a brick wall. The room is dimly lit, with a large potted plant on the left and a metal locker on the right. The table is set with a laptop, a small potted plant, a plate of food, and a cup. The whiteboard is mounted on the wall behind the table.

Better Board Meetings

Clarifying Board Roles and Responsibilities

Board Role vs Staff and Volunteer Roles

Board Governance

- Meet and Discuss
- Make Decisions Together
- Be Jointly Responsible



Staff and Volunteers

- The Doers!
- Work on Projects
- Managing the Work of Others



Governance NOT Management



Board Member Job Description



Vision Statement

Mission Statement

Values

Expectations

Member Term

Role of the Board

Responsibilities of Board Members

BOARD MEMBER JOB DESCRIPTION

ORGANIZATION NAME | MEMBER NAME | DATE

ORGANIZATION NAME Vision Statement Enter your organization's vision statement here... Mission Statement Enter mission statement here...	ROLE OF THE BOARD The organization's board of directors is a governance body. During board meetings, members explore strategic questions and provide candid perspective regarding the organization's health and effectiveness. This is done with the long view in mind, and at a high-level, without compromising the management authority of the staff. The board sets board policy, recruits and elects members and officers, assures proper orientation of new members, and assesses board effectiveness. The board is intentional in recruitment and engagement of diverse board members and in fostering a culture of inclusivity, including access to board leadership opportunities.
OUR VALUES ENTER YOUR ORGANIZATION'S VALUES HERE, FOR EXAMPLE... EQUITY, TRANSPARENCY, COLLABORATION	RESPONSIBILITIES OF BOARD MEMBERS Provide Strategic Leadership Actively monitor the internal environment to ensure that the organization is relevant to the community. Work in concert with staff to define the organization's vision, mission, and strategy. Participate in organizational planning and monitor key areas of performance.
EXPECTATIONS ✓ PREPARE FOR, ATTEND, AND PARTICIPATE IN BOARD MEETINGS ✓ ABIDE BY CONFLICT-OF-INTEREST POLICY, BYLAWS, AND OTHER POLICIES ✓ MAINTAIN CONFIDENTIALITY	Serve as an ambassador in the community helping to represent the organization, to identify and secure resources and partnerships, and build meaningful relationships. Ensure Financial Sustainability Conduct fiduciary oversight including review and approval of the audit, 990, budget, and financial statements. Ensure compliance with relevant laws and regulations, and donor intent. Establish organizational standards, controls, and policies. Ensure that adequate practices in place for safety and security, insurance, data protection, and key staff succession. Participate in fundraising.
MEMBER'S TERM Dates: Additional Term Eligibility: Based on Term Limit Policy.	Support and Supervise the Executive Director Select, hire, and set compensation for the Executive Director. Assess Executive Director performance.

Expectations

1

Prepare for,
Attend, and
Participate in
Meetings



2

Abide by
Conflict-of-
Interest Policy,
Bylaws, and other
policies

3

Maintain
Confidentiality

G



Resources: Conflict of Interest Policy

- [Form 1023: Purpose of Conflict of Interest Policy | Internal Revenue Service \(irs.gov\)](#)
- [Conflict of Interest | Sample Policy & Disclosure Statement - Training Resources for the Environmental Community \(trec.org\)](#)
- [COI.pdf \(mtnonprofit.org\)](#)

Term Limits



Include Term Limits in Bylaws



Clarify Start and End Dates of Individual Members' Terms



Track Eligibility for Additional Terms

G

Sample Term Limit Policy

- Term of office: The term of office of directors is three years. Directors may not serve more than two consecutive full terms.



Poll:
*Does your
organization have
term limits for
board members,
and if so, what are
they?*

No limit on terms served

Limit allows more than 10 years
of board service

Limit to 7 to 10 years of service

Limit to 4 to 6 years of service

Limit allows less than 4 years

I'm not sure

Board Role: Self Management

Elect
Members

Elect
Officers

Orient New
Members

Recruit
Diverse
Membership

Promote
Inclusivity



Governance Responsibilities

Strategic Leadership

Fiduciary Oversight

Supervise ED

Responsibilities of Board Members:

Strategic Leadership



Actively monitor the external environment



Work in concert with staff to define vision, mission, and strategy



Participate in organizational planning



Serve as an ambassador in the community

Key Practice: Strategic Planning





POLL:

What challenges have you had with the Board's role in Strategic Leadership?

(click all that are applicable)

- ▶ Board not contributing during planning processes
- ▶ Board too controlling during planning processes
- ▶ Individual board members pushing “pet projects”
- ▶ Board not in touch with or representing the larger community
- ▶ Board resistant to update vision, mission, strategy
- ▶ Individual board members misrepresenting the organization or program in the community
- ▶ Inconsistent feedback coming from the board or individual members
- ▶ Excessive requests for more information
- ▶ Suggesting or requesting work that is off-mission or off-plan

The Board Perspective Might be...

- Never been trained to be board member
- Not sufficiently oriented to organization
- Staff not utilizing expertise
- Feeling under appreciated
- Staff are not focused, or staff not sticking to the plan
- Suggestions ignored



Responsibilities of Board Members:

Financial Sustainability



Conduct fiduciary oversight



Ensure compliance with relevant laws and regulations, and donor intent



Establish organizational standards, controls, and policies



Participate in fundraising

Key Practice: Review and Approve Financial Reports



Responsibilities of Board Members: **Support and Supervise the ED**

Select

Select the
Executive
Director

Hire

Hire and set
compensation
for the Executive
Director

Assess

Assess Executive
Director
performance

Key Practice: Executive Director Annual Evaluation





The Board's Job Description

Role:

- **Governance**
- **Manage Itself**
- **Elect Officers**
- **Recruit Diverse Members**
- **Orient New Members**
- **Promote Inclusivity**

Responsibilities:

- **Provide Strategic Leadership**
- **Assure Financial Sustainability**
- **Support and Supervise the ED**

Thank You!

Follow-up Email:

Recording

Resource

**Please fill out
Session Evaluation!**

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Questions?

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Capacity Refresh
Training and Consulting

