

[Organization Name]

Governing Board Operating Practices

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Introduction

This document outlines board management practices adopted by the [name of organization] Board of Directors. These practices will be reviewed and discussed as part of new board director orientation and revised periodically to reflect new practices as the board’s work evolves.

This document outlines the following:

- Key roles and responsibilities of the board, contrasted with those of the Executive Director.
- Description of board officer duties.
- Outline of board director nomination and election process, including recruiting criteria.
- Board meeting norms.
- Board director participation in organization committees, programs, projects.
- Agreement on board culture, norms, and behaviors.

Document Scope

These Practices do not address program-specific policies, processes, or guides. As noted later in this document, committee work should be outlined in an annual plan and specific guidelines related to program operations should be documented separately.

Roles and Responsibilities

As a governing board, this Board of Directors primarily carries out fiduciary and strategic responsibility. The Board grants the Executive Director the authority to run the organization; the Executive Director is accountable to the Board Chair.

The table below represents the organization’s current agreement on Board and Executive Director roles and responsibilities.

Table 1. Board Roles and Responsibilities

Areas of Responsibility	Board Responsibilities	Associated Executive Director Responsibilities (delegated to staff as appropriate)
Strategy / Governance	<ul style="list-style-type: none"> • Provide input to and approve organization bylaws, mission, vision, values, strategic goals • Make timely decisions in support of the mission, goals, and policies 	<ul style="list-style-type: none"> • Draft organization bylaws, mission, vision, values, strategic goals • Track completion of strategic goals • Provide complete and timely data to facilitate productive board decision-making
Finance	<ul style="list-style-type: none"> • Ensure organization’s financial viability • Approve annual operating budget • Monitor ongoing financial performance 	<ul style="list-style-type: none"> • Develop and manage annual operating budget • Provide timely financial information • In concert with Treasurer, recommend significant

	<ul style="list-style-type: none"> • Approve Treasurer recommendations to significantly change financial forecast / budget, as appropriate • Establish and implement Board fundraising goals (if applicable) • Donate at least the minimum board requirement of \$\$\$ per year 	<p>changes to financial forecast / budget</p> <ul style="list-style-type: none"> • In concert with Treasurer, oversee completion of annual financial requirements
Legal	<ul style="list-style-type: none"> • Ensure actions and decisions meet legal requirements • Prohibit conflicts of interest, including disclosing potential conflicts of interest and abstaining from related board discussion and voting 	<ul style="list-style-type: none"> • Raise potential legal issues to board, including conflicts of interest • Manage activity to comply with legal requirements
Reputational	<ul style="list-style-type: none"> • Promote the organization to stakeholders; constituents; as well as current and potential volunteers, partners, donors, sponsors • Recruit candidates for Board of Director positions, committees, other volunteers • Outwardly communicate support for all board decisions 	<ul style="list-style-type: none"> • Serve as primary face of organization to stakeholders; constituents; as well as current and potential volunteers, partners, donors, sponsors. • Outwardly communicate support for all board decisions
Board / Executive Director Partnership	<ul style="list-style-type: none"> • Partner with Executive Director to fulfill board responsibilities • Partner with Executive Director on external communications • Collaborate and coordinate with Executive Director and staff to execute strategy and implement programs 	<ul style="list-style-type: none"> • Provide recommendations of board best practices, including administration, financial management, legal, fundraising, marketing, communications, partnerships, stakeholder management, donor management practices • Prepare for and participate in board meetings • Collaborate and coordinate with board members to execute

		<p>strategy and implement programs</p> <ul style="list-style-type: none"> • Support new board member orientation / onboarding
Staff Management	<ul style="list-style-type: none"> • Establish Executive Director job description and annual performance expectations; annually evaluate Executive Director performance 	<ul style="list-style-type: none"> • Recruit, develop, and manage all staff
Programs / Projects / Committee Work	<ul style="list-style-type: none"> • Chair committees, working in partnership with staff (and volunteers, if applicable) 	<ul style="list-style-type: none"> • In partnership with Committee Chair, manage and execute work of the committee • Plan and prioritize work of the committee to align with strategic goals and integrate with plans of all other committees • Coordinate across committees

Decision rights follow from these roles and responsibilities:

- The Board as a whole makes decisions that relate to financial and legal commitments, strategic direction, introduction or elimination of programs and services, and significant communications and announcements to stakeholders and constituents.
- Individual Board Directors make decisions regarding the committees that they lead, as long as those decisions fall within the scope of the approved annual plan including the agreed-upon budget, milestones, and resource commitments of the committee.
- The Executive Director makes decisions to fulfill his/her responsibility as delegated by the Board to run the organization.

Officers

Officers are responsible for fulfilling all of the Board Director duties as well as additional Officer-specific duties.

Board Chair

The Chair of the Board of Directors assumes all responsibilities described above for board members. In addition, the Chair has the role of leading the team of Board Directors. These additional responsibilities include:

- Partner with Executive Director to ensure smooth strategic and operational execution.
- Develop board meeting agendas in partnership with the Executive Director.
- Preside over all board meetings.
- Call Executive Committee meetings as necessary.
- Oversee overall board performance.
- Facilitate productive board culture.
- Ensure alignment and integration of board member work across committees.
- Address performance issues of board members or non-compliance of board member responsibilities.

Board Vice-Chair

The Vice-Chair of the Board of Directors assumes all responsibilities described above for board members. In addition, the Vice-Chair serves in the absence of the Chair in the performance of any official function of the organization. In performing these duties, the Vice-Chair shall have the authority to exercise the powers of the Chair.

Board Secretary

The Secretary assumes all responsibilities described above for board members. In addition, the Secretary has the following additional responsibilities:

- Ensure that a meeting agenda and all pre-reading materials as well as the meeting's time and location are conveyed to the Directors with ample lead time of the pending meeting.
- Ensure that meeting minutes are documented for each Board of Directors meeting and approved by vote at the following board meeting.
- Ensure a quorum for Board of Directors meetings.
- Maintain all board documents, ensuring timeliness of updates required to board documents.

Board Treasurer

The Treasurer assumes all responsibilities described above for board members. In addition, the Treasurer has the following additional responsibilities:

- Ensure all monies of the organization are properly received and held in a public depository.
- Assure proper account is kept of all organization receipts and disbursements.
- Present a financial report at all Board of Directors meetings.
- Oversee completion of required tax filings and audits.

- Develop, maintain, oversee financial policies and processes.
- Track and collect mandatory Board Director donations.

Nomination and Officer Election Processes

The Board, specifically the Board Chair, is responsible for ensuring that the board runs efficiently and effectively and is comprised of qualified Board Directors to achieve the organization’s mission and vision. The following outlines processes to nominate new board members and elect officers.

Board Recruitment and Nomination Process

All board members have responsibility for recruiting well-qualified board candidates on a continual basis. However, on an annual basis, the board will assess the current board composition and identify skills, experiences, and attributes most desired in new board members, aligning with the organization’s current strategy and resource needs. The Board Nominating Committee maintains a competencies matrix to appropriately assess gaps in emerging skills, experiences, and attributes.

The Executive Committee can serve as the Nominating Committee. Frequently, the Board Secretary chairs the Nominating Committee and leads the nomination process outlined below. The Executive Director may also designate staff to support this process:

- Nominating Committee identifies Board Directors expected to complete terms of service.
- Board identifies competencies gaps. The Nominating Committee maintains a board competencies matrix to appropriately assess gaps in emerging skills, experiences, and attributes. Table 2 is an example board competencies matrix.
- Nominating Committee writes board candidate announcement, highlighting desired skills, experience, attributes for incoming Directors.
- Each Board Director conducts outreach to potential board candidates.
- Nominating Committee oversees candidate submissions, reviews candidate qualifications, conducts interviews, and down-selects candidates as recommendations to the board.
- Board reviews recommended candidates’ qualifications and votes on nominations.
- Each approved Board Director must complete the following documents before s/he can be recognized as a voting member of the board:
 - Conflict of Interest Disclosure
 - Confidentiality Agreement
- Nominating Committee oversees board orientation for new board members, reviewing and discussing, at minimum, the following:
 - Bylaws
 - Strategic Plan
 - Board Practices
 - Committee Portfolio
 - Team development exercises to foster inclusion between new and existing Board Directors

Each year, the Nominating Committee will confirm the above process and estimate dates by which each activity must be completed in order to approve new members in a timely fashion.

Table 2. Board Competencies Matrix

Competencies	Dir 1	Dir 2	Dir ...

Competency Analysis

Important board competencies are listed in column 1. The matrix is completed for each Director and then analyzed as a whole to identify competency gaps or redundancies.

Table 3. Example Board Competencies Matrix

Competencies	Dir 1	Dir 2	Dir 3	Dir 4	...	Dir 9
INDUSTRY						
Food Service	X			X		X
Social Services	X		X			
Instructional Design		X				
Board Experience			X	X		X
Etc.						
FUNCTION						
Marketing	X			X		
Social Media	X	X				X
Finance			X	X		
Etc.						
DEMOGRAPHICS						
Gender	F	M	F	M		F
Age	<30	31-50	31-50	>50		<30
Race						
Etc.						

Officer Election Process

The Board Chair typically oversees the Officer nomination process. Board Directors can nominate themselves or another Director to any Officer position. Nominations (or self-nominations) are submitted to the Chair. The Chair meets with each interested candidate to discuss the requirements of the position. The Chair may have conversations with candidates to assess fit that result in a draft slate of Officers best suited to lead the Corporation. The Chair recommends the slate of Officer candidates to the board. The board, at its annual meeting, shall elect the Officers.

Board Director Removal Process

Board Director removal occurs as stated in the Bylaws.

Board Meetings

Our organization appreciates the volunteer time each Board Director contributes to the organization. The Board of Directors defines the following process for planning, holding, and documenting board meetings to maximize productivity and achieve results.

Table 4. Board Meetings Process

PHASE	ACTIVITY	ACCOUNTABLE
PREPARE	<ul style="list-style-type: none"> Solicit agenda topics from Directors Set agenda 	Board Chair & Executive Director
	<ul style="list-style-type: none"> Upload agenda and related materials to Google drive with courtesy email notification 1 week prior to meeting 	Board Secretary & Executive Director
	<ul style="list-style-type: none"> Read through materials and prepare comments Be prepared for discussion / decision-making Notify Secretary of planned absence; Secretary verifies quorum 	All Board Directors
	<ul style="list-style-type: none"> Verify quorum 	Board Secretary
FACILITATE	<ul style="list-style-type: none"> Facilitates board meeting per Roberts Rules of Order Directors lead discussions related to specific committee activity 	Board Chair
DOCUMENT	<ul style="list-style-type: none"> Drafts meeting minutes within 48 hours Board reviews draft minutes Publishes minutes no later than 1 week after meeting Updates action item log 	Board Secretary & Executive Director

Board meetings are held quarterly for 90 minutes each on the first Wednesday of the quarter at 10AM CT. To maximize board productivity, board meetings focus on discussion and decision-making, not status reporting. Status reports and other materials are reviewed prior to board meetings by all Directors, and the agenda includes some time for clarification and coordination of work across Directors. The bulk of the board agenda is constructed around 2-4 topics that require board focus (discussion and decision-making). In addition, the board will meet semi-annually, typically April and September, for a longer session to conduct strategy and budget planning. The same process outlined in Table 4 can be applied to these longer sessions.

Committees

Board Directors are expected to not only serve in their governance roles but also to chair major committees (or key projects or programs). It is important for each Board Director and Executive Director to collaborate on plans and agree on specific roles each will play to lead and manage committees.

Scoping committee work follows from the annual strategic planning process. While the strategic plan represents goals and strategies to be accomplished generally over a 3-year period, committee work (or key projects or programs) is defined by (1) what is most important to accomplish in the current year and (2) what can be accomplished given the current year's budget and resource pool. Figure 1 depicts the alignment of strategy with the work of the organization.

Figure 1. Strategy Implementation



The board will ensure that the portfolio of work is directly connected to the strategic goals, appropriately scoped to be accomplished with the available resources and budget, as well as monitored to ensure completion.

Major responsibilities of Board Directors in their role as Committee Chair are as follows:

- Oversee the draft of the Committee's Annual Plan (Appendix A contains a template)
- Present the Committee's Annual Plan to the Board of Directors
- Full Board of Directors reviews and approves committee plans to ensure alignment with strategic plan, annual priorities, and budget
- Continuously assess progress of the committee work
- Collaborate with other committee chairs to continuously align work
- Report progress as appropriate to full Board of Directors

Appendix A contains both a template for and an example of an Annual Plan. The Executive Director and designated staff manage and support the planning and execution of committee activity and will document operations and program implementation guidelines (e.g., Grant Application Manual, Training Manual, Financial Audit Procedures. These program- or service-specific guidelines are NOT included in this Governing Board Operating Practices document.

Culture / Norms

The Board of Directors is committed to embodying the organization's values. These values are demonstrated in the underlying culture of the board and in its specific practices of working together.

Table 5 outlines example board norms for example organization values.

Table 5. Example board norms that support an example organization's values

Organization Value	Board Norms
Commitment	<ul style="list-style-type: none">• Commit to the mission• Support each other to serve the best interests• Actively participate in all board meetings• Manage committee work• Complete action items• Hold one another accountable
Respect	<ul style="list-style-type: none">• Respect diverse skills, experiences, opinions• Pursue productive conflict; focus on the issue not the person• Respond to emails, calls within 3 business days (even if just to provide a date when a full response will be provided)• Understand each other's needs and expectations
Integrity	<ul style="list-style-type: none">• Communicate openly and honestly• Do what you say you are going to do• Be trustworthy• Maximize the good of the whole• Support final board decisions, even if you disagree
Empowerment	<ul style="list-style-type: none">• Share information frequently and directly• Work like a team, during and in-between meetings• Recognize/ celebrate team and individual accomplishments• Empower everyone to do their very best work

To continuously aspire to be a high-performing board, the Board of Directors will periodically conduct a self-evaluation. This practice enables the Board Directors to reflect on current practices, measure progress against goals, assess board culture, and make course-corrections as necessary to continue to pursue the mission. This self-evaluation process is conducted at both the board level and the individual Board Director level.

Appendix B contains a template for board self-evaluation.

Appendix A. Committee Annual Plan Template

Committee (or key project, program) activity should align with the strategic plan and the annual operating budget. The following template is used to document annual committee work plans (or work plans for key projects, programs).

Name: [Name the program, project, or committee]

Committee Chair: [Name the Director assigned to chair this work]

Alignment with Strategic Plan: [State the strategic plan goal to which this program, project, or committee is aligned]

Scope: [Describe the overall purpose and scope of this program, project, committee]

Progress Measures: [State the measures that will be used to assess successful accomplishment of this work]

Timeline: [Estimate start and end dates of this work]

Milestones: [List the major milestones and expected completion dates for each milestone]

Resources: [Name the people involved in this work, including Directors and non-Director volunteers. If specific individuals have not yet been identified, state the numbers of resources needed for satisfactory completion of this work. Estimate the time requirement for each resource.]

Budget: [State the budget allocated to this work, if any.]

Stakeholders: [Name stakeholders that will be engaged in this work.]

The next page contains an example of a plan for an internal Board Development Documentation project.

(EXAMPLE) Board Development Documentation Project Annual Plan

Key Project: Board Development Documentation Project

Project Chair: Board Secretary

Alignment with Strategic Plan. Goal 3, Strategy 2. Create and implement a comprehensive board development plan which will include appropriate written policies and procedures, updated Bylaws, board recruitment and orientation to the organization and their roles & responsibilities, ongoing education and training to enhance their opportunity to serve effectively.

Scope: Develop documents that support Board of Directors in planning and executing work effectively / efficiently

- Board Roles and Responsibilities
- Board Operating Practices
 - Meetings
 - Planning and Executing Activity
 - Director Nominations and Elections
 - Officer Elections
- Bylaws
- Board Director Onboarding Program

Progress Measures:

- On-time completion and rollout of each of the named documents will be reported in monthly status report
- Director and Board self-evaluation results

Timeline: February 1 – May 30

Milestones:

- February 15: Draft Bylaws completed
- March 5: Board reviews and provides comment on Bylaws
- March 15: Draft Roles and Responsibilities completed
- March 30: Draft Board Operating Practices completed
- April 15: Board reviews and provides comment on R&R and Operating Practices documents
- April 15: Board votes on updated Bylaws
- May 15: Director Onboarding Program completed
- May 15: Rollout of Board Practices

Resources:

- Board Secretary (chair): 2 hours per month
- Board Chair (provides input, reviewer): 1 hour every month
- Executive Director (provides input, reviewer): 1 hour every 2 weeks
- COO and staff: 40 hours
- Board Directors: 30 minutes to provide initial input

Budget: None allocated

Stakeholders: Board Directors

Appendix B. Board Self-Evaluation

The Board of Directors assesses its work on a quarterly basis to recognize successful practices and identify areas that need improvement. This allows the Board to course-correct quickly so work continues to track to achieving the strategic and annual plans and motivation and morale remain high. Self-evaluations are conducted at both the Director and Board levels.

Individual Board Director Self-Evaluation

Each Board Director completes this self-evaluation periodically throughout their terms.

	Never	Seldom	Sometimes	Frequently	Always
I prepare for and attend board meetings					
I embody the organization's values in my relationships with Board Directors, Executive Director, staff, and other volunteers					
I fulfill my board roles and responsibilities					
I donate at least the minimum financial requirement as a Board Director					

Board Directors who consistently fail to meet one or more these obligations (never, seldom, sometimes) will seek guidance from the Board Chair about resigning from the board.

Board Self-Evaluation

Board Chair facilitates conversation for the full board to complete this board self-evaluation periodically throughout each year.

	Never	Seldom	Sometimes	Frequently	Always
Our organization is progressing toward achieving its annual and strategic goals					
We run productive meetings that accelerate our work together					
We embody the organization's values in our work together, with other volunteers, with stakeholders, and with the community at large					
We meet our board responsibilities					
We meet our board fundraising goals					

Boards that determine they consistently fail to meet one or more of these obligations (never, seldom, something) will develop and implement improvement plans.