

# [Organization Name]

## Working Board Operating Practices

### Contents

Introduction .....	2
Roles and Responsibilities.....	2
Officers.....	4
Nomination and Officer Election Processes.....	6
Board Meetings.....	8
Programs / Projects / Committee Work .....	8
Culture / Norms .....	10
Appendix A. Annual Plan Template.....	12
Appendix B. Board Self-Evaluation.....	14

## 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, programs, projects, and 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 working board, in addition to fiduciary and strategic responsibility, this Board of Directors also drives and participates in carrying out the work of the organization, including delivering services, planning and delivering special programs, executing operational activities (e.g., marketing, communications, finance), and completing internal projects. 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 ED roles and responsibilities.

### Working Boards

Working boards must continually strive for clarity in roles and responsibilities between board members and the executive director. This is especially critical when the nonprofit organization does not employ staff and instead board members execute operational activities of the organization.

**Table 1. Board Roles and Responsibilities**

Areas of Responsibility	Board Responsibilities	Associated Executive Director Responsibilities
Strategy / Governance	<ul style="list-style-type: none"> <li>• Establish and update bylaws, mission, vision, values, strategic goals</li> <li>• Make timely decisions in support of the mission, goals, and policies</li> </ul>	<ul style="list-style-type: none"> <li>• Share best practices in documenting, updating, maintaining Bylaws, board policies and processes, and program-specific policies and processes</li> <li>• Track completion of strategic goals</li> </ul>

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

		<ul style="list-style-type: none"> <li>• Collaborate and coordinate with board members to execute strategy and implement programs</li> <li>• Support new board member orientation / onboarding</li> </ul>
Staff Management	<ul style="list-style-type: none"> <li>• Establish Executive Director job description and annual performance expectations; annually evaluate Executive Director performance</li> </ul>	<ul style="list-style-type: none"> <li>• Recruit, develop, and manage all staff</li> </ul>
Programs / Projects / Committee Work	<ul style="list-style-type: none"> <li>• Lead and drive programs / projects / committee work</li> <li>• Plan and prioritize programs / projects / committee work to align with strategic goals and integrate with plans of all other committees</li> <li>• Coordinate across programs / projects / committee work</li> <li>• Depending on level of activity, dedicate at minimum 5 hours per week managing and executing program / project / committee work</li> </ul>	<ul style="list-style-type: none"> <li>• In partnership with Committee Chair (or Program / Project Lead), execute agreed-to activity to support programs, project, and committee work</li> </ul>

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 programs, projects, committee work 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.
- 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 programs / projects / committees.
- Address performance issues of board members or non-compliance of board member responsibilities.

On a working board, the role of the Chair is critical to ensuring clear boundaries as well as positive collaboration between the Board and the Executive Director.

## **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 of Directors, specifically the Chair of the Board, 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:

- Nominating Committee identifies Board Directors expected to complete terms of serve.
- Board identifies competencies gaps. The Nominating Committee maintains a board competencies matrix (Table 2) to appropriately assess gaps in emerging skills, experiences, and attributes.
- 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
  - Member Agreement
- Nominating Committee oversees board orientation for new board members, reviewing and discussing, at minimum, the following:
  - Bylaws
  - Strategic Plan
  - Board Operating Practices
  - Program / Project / 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. This 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
<b>INDUSTRY</b>						
Financial Literacy	X			X		X
Social Services	X		X			
Instructional Design		X				
Board Experience			X	X		X
Etc.						
<b>FUNCTION</b>						
Marketing	X			X		
Social Media	X	X				X
Finance			X	X		
Etc.						
<b>DEMOGRAPHICS</b>						
Gender	F	M	F	M		F
Age	<30	31-50	31-50	>50		<30
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 before each meeting	<ul style="list-style-type: none"> <li>Solicit agenda topics from Directors</li> <li>Set agenda</li> </ul>	Board Chair & Executive Director
	<ul style="list-style-type: none"> <li>Upload agenda and related materials to Google drive with courtesy email notification 1 week prior to meeting</li> </ul>	Board Secretary & Executive Director
	<ul style="list-style-type: none"> <li>Read through materials and prepare comments</li> <li>Be prepared for discussion / decision-making</li> <li>Notify Secretary of planned absence; Secretary verifies quorum</li> </ul>	All Board Directors
	<ul style="list-style-type: none"> <li>Verify quorum</li> </ul>	Board Secretary
FACILITATE during each meeting	<ul style="list-style-type: none"> <li>Facilitates board meeting per Roberts Rules of Order</li> <li>Directors lead discussions related to specific committee activity</li> </ul>	Board Chair
DOCUMENT after each meeting	<ul style="list-style-type: none"> <li>Drafts meeting minutes within 48 hours</li> <li>Board reviews draft minutes</li> <li>Publishes minutes no later than 1 week after meeting</li> <li>Updates action item log</li> </ul>	Board Secretary & Executive Director

Board meetings are held quarterly for **90 minutes each on the first Wednesday of the month 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.

## Programs / Projects / Committee Work

As a working board, Board Directors are expected to not only serve in their governance roles but also to lead, manage, and execute programs / projects / committee work. Depending on the level of activity, Directors will spend approximately **5 hours per week** in this role. Serving on a working board is an opportunity to learn new skills while leveraging strengths to contribute in meaningful ways. Board Directors are empowered, and accountable, to lead, manage, and execute strategic and operational bodies of work. The Executive Director supports program / project / committee work as agreed to in the



resources section of the annual plans. It is important for each Board Director and Executive Director to collaborate on plans and agree on specific roles each will play to execute program, project, or committee work.

Scoping program / project / 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, programs, projects, and committee work 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. In partnership with the Executive Director, working boards will develop annual plans for key projects, programs, and committee work. Table 5 below outlines the responsibilities of working board members to plan, staff, manage, and evaluate committee activity.

Table 5. Board Director Process for Planning and Executing Program / Project / Committee Work

Phase of Work	Responsibilities
Develop Annual Plan (for the program, project, or committee)	<ul style="list-style-type: none"> <li>Summarize the scope of the program / project / committee work</li> <li>Outline major milestones and activities</li> <li>Describe resources (volunteer time, budget, space, materials, etc.)</li> <li>Document agreed-upon interdependencies with other board work / resources</li> <li>Full Board of Directors reviews and approves plans across programs / projects / committees to ensure alignment with strategic plan, annual priorities, and budget</li> </ul>
Recruit and Lead Volunteers	<ul style="list-style-type: none"> <li>Recruit and onboard qualified non-board volunteers to support program / project / committee execution</li> </ul>

	<ul style="list-style-type: none"> <li>Engage volunteers in refining the Plan; share context of FLCCT strategic plan</li> <li>Manage activity: allocate and align resources; measure progress; update plans; motivate and support volunteers</li> <li>Conduct program / project / committee activity (Director executes tactical activity in addition to managing activity)</li> </ul>
Assess and Report Progress	<ul style="list-style-type: none"> <li>Continuously assess progress of the work</li> <li>Collaborate with other program / project / committee leads to continuously align work</li> <li>Report progress as appropriate to Board of Directors / Executive Director</li> </ul>

Appendix A contains both a template for and an example of an Annual Plan.

In addition to documenting an Annual Plan, Board Directors responsible for leading, managing, and executing programs or client services will also ensure appropriate documentation exists for operationalizing or implementing that program or service (for example, Training Course Instruction Manual or Grant Application Manual). Similarly, Officers will document specific procedures for operationalizing their roles (for example, the Treasurer will document Accounts Receivable or Payable processes). These program- or service-specific guidelines are NOT included in this 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 6 outlines example board norms that could support example organization values.

Table 6. Example board norms that support an example organization’s values

Organization Value	Board Norms
<b>Commitment</b>	<ul style="list-style-type: none"> <li>Commit to the mission</li> <li>Support each other to serve the best interests</li> <li>Actively participate in all board meetings</li> <li>Manage committee work</li> <li>Complete action items</li> <li>Hold one another accountable</li> </ul>
<b>Respect</b>	<ul style="list-style-type: none"> <li>Respect diverse skills, experiences, opinions</li> <li>Pursue productive conflict; focus on the issue not the person</li> <li>Respond to emails, calls within 3 business days (even if just to provide a date when a full response will be provided)</li> <li>Understand each other's needs and expectations</li> </ul>

<b>Integrity</b>	<ul style="list-style-type: none"> <li>• Communicate openly and honestly</li> <li>• Do what you say you are going to do</li> <li>• Be trustworthy</li> <li>• Maximize the good of the whole</li> <li>• Support final board decisions, even if you disagree</li> </ul>
<b>Empowerment</b>	<ul style="list-style-type: none"> <li>• Share information frequently and directly</li> <li>• Work like a team, during and in-between meetings</li> <li>• Recognize/ celebrate team and individual accomplishments</li> <li>• Empower everyone to do their very best work</li> </ul>

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. Annual Plan Template

Programs (client services), projects, or committee portfolio of activity should align with the strategic plan and the annual operating budget. The following template is used to document annual plans at the program, project, or committee level.

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

**Lead Director:** [Name the Director assigned to lead 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

**Name:** Board Development Documentation Project

**Lead Director:** 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 4 documents that support Board of Directors to plan and execute work effectively and 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 (lead): 2 hours per week
- Board Chair (provides input, reviewer): 1 hour every 2 weeks
- Executive Director (provides input, reviewer): 1 hour every 2 weeks
- 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					
I complete on time all tasks related to my assigned work					

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 President 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.