Guide For Boards of Directors of Non-Profit Corporations

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GUIDE
FOR BOARDS OF DIRECTORS
OF NON-PROFIT CORPORATIONS

by
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PREFACE

The subject of this professional paper is a guide for boards of directors of nonprofit corporations. The choice of this subject grew out of the writer's experience with local social services organizations and his awareness of the inadequacies of available orientation materials for board members. It is addressed specifically to those nonprofessional and consumer representative board members of small nonprofit corporations who may not be familiar with the role and responsibilities expected of them as board members. Its purpose is to provide these members with an overview and general sense of their responsibilities rather than to answer specific questions about their role.

The writer intends to make this guide available to nonprofit organizations in the state of Montana. This preface will not be a part of the circulated guide, as it was written only for this professional paper. It is hoped that the guide will be used along with other materials and professionally conducted board training sessions.

In order to function effectively as a volunteer member of a board of directors, a member needs knowledge and understanding of his role and responsibilities. In many cases, however, board members are not given the opportunity or the materials necessary for them to learn what their role in the organization should be, what skills and techniques are necessary for discharging their duties, which areas are the staff's responsibilities, or what is expected of them by their organization's clients, the organization itself, or the community.

There are a number of reasons for these inadequacies in board member orientation. First, there is the prevalence of the sink-or-swim
attitude. The standard practice is to expect that the new member's knowledge will come to him by a kind of osmosis. There may be some benefit to this type of training in that it may force a new member to dig for information and to ask questions which will acquaint him with the organization and his duties more quickly. In general, however, it seems that much potentially valuable time is wasted and the new member is forced to forego any effective contribution to the board for the period of time it takes him to accumulate the knowledge necessary to become comfortable in his new role.

A second reason for the inadequacy of board member orientation is the force of tradition. If an organization has existed for a number of years, current and former board members undoubtedly all had the same lack of training and may feel that if they could learn the ropes of board membership without standardized training then the new members can certainly do the same. That this may prevent the board from operating at its highest level of efficiency may not occur to them.

A third reason for the inadequacy of board member orientation may be the inadequacy of existing materials. Written material which has been developed for use by nonprofit board members generally tends to fall into two categories. The first category is that material which has been developed by federal or state government sources and is aimed at a specific program operated by a nonprofit organization, e.g., Head Start or the Elderly Nutrition programs. These guides are usually excellent as far as they go, but since they are geared toward a specific program they usually do not deal with the more general areas of a board's role and responsibilities. The second category is that
material which has been developed by consultants or a consulting firm and which deal directly with a board's role and responsibilities. In most cases these works seem to have been developed more with an eye to satisfying the requirements of the guide project, or to appeal to professional administrators, rather than to fill the needs of the average nonprofessional or consumer representative board member in a simple, clear, and concise fashion. There are many board members in service-providing nonprofit organizations who are elderly or low-income, for example, and who as client or consumer representatives on a board may have only a high school education, or even less. This type of board training material, if it is made available at all, is targeted to a person with a fairly high level of education, and is in fact not suitable for use by many of these other board members. In many cases board members could better utilize a guide which would impart the necessary information and which at the same time is also less cumbersome than these professionally developed guides.

A board member lacking other resources might decide to seek information concerning the operation of nonprofits, and the role of the board in such organizations, on his own, and he may turn to the local library for information in these areas. The literature available in libraries tends to fall into three groups. The first group consists of those works such as Louden/Zusman's *The Effective Director in Action*, which are written mainly about the role of directors in profit-making corporations and which have a section on nonprofits appended to the main work. While much of the material is good, the drawbacks to this type of work are the manner in which the material is presented and the
difficulty in actually finding the material. The sections on nonprofits are written typically for use by fairly well-educated businessmen and other professionals who may also serve as directors of a nonprofit corporation. This material is difficult to find to the extent that it is necessary to peruse all the library material on profit-making corporations in order to find the material available there on nonprofit corporations.

The second group consists of those works organized on an example or case-study basis, e.g., Harold Weissman's *Overcoming Mismanagement in the Human Services Professions*. While these books provide excellent examples of situations involving different types of management problems in human services organizations and suggest different methods of coping with such problems, for the most part the material deals with staff problems and staff solutions, and only occasionally are the cases relevant to boards and to a board's organizational role. Such works would be useful in helping a board member understand the inner workings of the organization and some of the problems faced by nonprofit staffs, but in general they are not useful for helping a board member to understand his own role in the organization.

The third group consists of those works that were written specifically about the nonprofit board of directors and are for use by board members and agency staff. *The Effective Voluntary Board of Directors*, by William Conrad and William Glenn, is an example of this type of work. These works are normally written by professionals with several years of experience working with volunteer boards and on the staffs of
nonprofit agencies. They tend to be detailed and comprehensive overviews of board roles and responsibilities, board-staff dynamics, internal board operations, committee descriptions, and sample bylaws, goal statements, and committee commissions. Many of these works have been developed particularly for use by United Appeal agencies, but in general they have an across-the-board applicability in that they could be utilized with almost no change by any nonprofit organization. Their main drawback for use by the average board member is also the reason that they are so attractive to the average professional. Their detail, length, frequent use of charts and graphs, references to other works and use of fine print all combine to give these works the appearance of an up-to-date and comprehensive guide, which in fact they are in most cases. This very thoroughness and detail, however, is an effective roadblock to their widespread use by many board members. Unless the reader has had experience with reading and utilizing this type of detailed and comprehensive work, the very appearance of such a mass of material, and a quick thumb-through, will numb even the most enthusiastic board volunteer. In general these are excellent works and would be read by a few board members, but many board members would not read it because of its appearance, length, and comprehensiveness.

Consequently, there is a need for a guide for those members of nonprofit boards for whom the existing material and topical literature is unsuitable. This guide would need to be easy to read and understandable to the average nonprofessional or consumer board member, while still containing the material necessary to an understanding of the different areas of a nonprofit board member's role and responsibilities.
This knowledge of the proper role of a board member, by each board member, is essential to the management role of the board in every nonprofit corporation.

The writer's view of the proper role of a board and the proper relationship of the board to its professional staff should be made explicit, as these values shape the guide which follows. It is the writer's belief that the most effective board is one that concentrates mainly on its planning and policy-making role and delegates the day-to-day operational responsibilities of the organization to its professional staff. Not all governing boards conform to this model, however. Governing boards can be distinguished along a continuum on which at one extreme is the board which is dominated by its professional staff and has abdicated its planning and policy-making responsibilities, and at the other extreme a board which dominates its staff and seeks to direct administrative as well as planning and policy-making responsibilities. It is appropriate here to review some examples of the problems inherent in each of these extremes in order to show the necessity of establishing a balanced governing style which would be at the mid-point of this continuum.

In the case of boards of directors which are dominated by their professional staff, the function of the board in most cases is to merely rubberstamp the actions and activities of the staff. The staff will take the lead in such areas as budget development, organizational planning, and making most other major decisions for the organization. The staff may in many cases even develop the board agenda, develop
needed changes in the organization's personnel policies and procedures, and otherwise actually perform those functions which are the board's perogative. These actions are then presented to the board for their approval and official implementation, although they may very well already have been unofficially implemented by the staff. For boards which are used to this situation, it seems that their organization is running smoothly, effectively, and harmoniously, primarily due to the lack of any conflict between the board and staff. In reality, of course, this veneer of unanimity covers a situation where the board is not fulfilling its obligations to the organization and the community, through its abdication of its power to the staff.

The problems inherent in such a staff-dominant organization are myriad. To begin with, there is no real check on the activity of the staff either financially or programmatically. The staff may be subtly or overtly changing the direction of the organization's programs, and consequently the organization's expenditures, without any oversight by the board. The staff in all organizations tend to view the organization's role in terms of providing services because that is what they do on a daily basis. If the board has abdicated its responsibilities, then there is no one to consider the larger questions of how these services relate to the needs of the clients and the community as a whole. Since in staff-dominant organizations these latter questions are for the most part obscured, the organization will tend to find itself in a situation where the narrow view of "provide the services" prevails.

Another problem is the lack of utilization of the expertise which
can be provided by the board. Depending on the background of the individual members, specific technical assistance in areas such as personnel development, financial and accounting systems, legal matters, and client input are being wasted because the board is not in reality functioning as the organization's top management body. One side effect of the under utilization of this potential board talent is that it will tend to make board membership less attractive, both to current and to potential board members, with the concurrent result of producing a less technically capable board.

The community's view of the organization will also reflect its perception of how well the organization is governed. If the larger community generally sees the organization as being staff-dominated, the organization's ability to fit into the larger community service network may be questioned, since the staff-dominated organization is likely to be almost exclusively concerned with its own internal operations and service delivery. This will naturally have a negative effect on the organization's ability to work with and within the larger service community, resulting in the organization's effective isolation within that service community and consequently the community as a whole.

Finally, the staff-dominated organization will have very little use for client input, or at least that client input which does not agree with the way the staff operates the organization. Client input is likely to be viewed as threatening to the staff's domination of the organization. Consequently, all the positive aspects of client input may be lost to the organization.
Problems also exist with the board-dominated organization. In such organizations the governing board, in addition to fulfilling its normal planning and policy-making functions, involves itself in the administration of the organization, an area which is normally a staff function. This may include involvement in areas such as organizational purchasing, client determination, and the personnel processes. Frequently, boards will become involved in the hiring and firing of each staff individual, and in processing every staff grievance itself without regard to personnel policies. Such board involvement in administrative matters may even extend to determining what brand of office equipment should be purchased by the organization. Board dominant organizations evolve as they do either because they began as an organization with few or no staff, and the board was required to initially perform the administrative function, or because of a major organizational upheaval which required the board to assume a strong organizational and administrative role which it did not thereafter relinquish. In any case, the board of a board-dominated organization will tend to involve itself in any organizational matter it wishes, without regard to the problems this involvement causes, or to the fact that in many cases it is incapable, in terms of time and expertise, of handling such matters well.

The major effect of all of this is that the real planning and policy functions of the board tend to wither because there is no time for them; the board is too involved in administrative detail to be able to plan or make policy. As far as the staff is concerned, the net effect of this board domination will usually be staff paralysis. The
staff is simply afraid of doing something the board will not like, and consequently the staff does nothing, or as little as possible. With no staff initiative or movement, the organization will be fortunate if it can manage to provide, and to keep providing, a bare level of service to the community.

For the reasons outlined above, it is best to develop a balance between these two management types of governing boards. A balanced board-staff relationship would insure that each could carry out its function without interference from the other. Organizations which achieve this balance will find that both their service-delivery and community roles are much enhanced, due to the ability of each of these groups to concentrate its efforts and energies in its own areas. The function of a board in a balanced management organization would be to confine its activities to the planning and policy-making areas, and to delegate to the organizational staff the responsibility for the day-to-day administrative activity of the organization. It is the responsibility of the board to see that these management areas are separate and defined, since the board is the legal entity responsible for the overall operation of the organization. When the board realizes that this role definition is consistent with its responsibilities, and delegates the administrative responsibility of the organization to the staff, then the organization should be in the best position to operate effectively in the community. Board members of nonprofit corporations, including nonprofessional and consumer representatives, need to have this understanding of their role in the organization's management,
including their responsibility to separate the policy/planning and administrative functions of their organization into distinct areas of board and staff responsibility. Acquiring this knowledge of their responsibility will depend to a great extent on the training and other materials which are made available to them, beginning with their initial board orientation and progressing throughout their board career. It is hoped this guide will contribute to that purpose.
GUIDE FOR BOARDS OF DIRECTORS OF NONPROFIT CORPORATIONS
This guide has been written to acquaint new board members with their new responsibilities to their organization. It was developed in particular for nonprofessional and consumer representative board members, and it is meant to give the board members an overview and general sense of their responsibilities rather than to answer specific questions about their role. It is hoped that this guide will be used along with other materials and professionally-conducted board training sessions. The guide should also prove useful as a reference throughout an individual's board career.

For purposes of simplicity and clarity, the author has used masculine third-person pronouns in this work.
Chapter I

INTRODUCTION

So you are now a member of a board of directors of a nonprofit corporation. There are many different types of nonprofits in the United States today, providing many different types of services in their communities. Your organization, for example, may be involved in operating children's programs, a neighborhood center, health services, senior citizens programs, or any number of other worthwhile activities. Nonprofit organizations like yours are usually called social services or human services organizations, because they are providing needed services for people in their community. Most communities have a number of these organizations, and each of these nonprofits usually provides different types of services for different groups of people in the community. No matter which group each organization serves, or what services it provides to that group, these nonprofit corporations usually have at least one thing in common. They are managed by a group called a board of directors.

A board of directors of a nonprofit corporation is a group of citizens who have volunteered to donate their time and interest to an organization by serving on that organization's board of directors. A board member may represent another organization, a neighborhood, a city, or a county. A board member may represent the organization's clients, or he may have been elected by the other board members to serve on the board. At any rate, the board member is a part of the group which has agreed to take the responsibility and trust for managing the organization.
If this is the first time you have served on a board, you probably have a number of questions about exactly what it is that a board of directors does. You may also wonder about the duties and the rights that you now have as a board member. If you have been a board member before, you may have a fairly good idea of how your organization is run, but you may wonder if it is being run properly and effectively. All board members need to know these things if they are going to run an effective organization. We will try to answer these questions and others like them in this guide.
Chapter II

WHAT BOARDS DO

In the first place, a board of directors is necessary to the organization because state laws usually require a person or a group of people to be legally responsible for the actions of a corporation. In the case of nonprofit organizations this group is the board of directors. When a nonprofit organization is formed in the community, the group of people who form it usually become the first board of directors. They incorporate the group, which usually means getting a lawyer to handle the paperwork that leads to the group receiving a charter from their state government. The group is then officially a corporation, just like most businesses in their state. This new corporation applies to the Internal Revenue Service for an exemption from paying federal taxes, and when this exemption is granted a nonprofit corporation is born. This nonprofit corporation can then apply for government grants, receive money from foundations, and accept tax-deductible contributions to pay for the services which it plans to provide.

There are four main things which boards of directors do once their organization is established and they begin providing services. Each of these four areas is a basic part of the board's responsibility to run the organization.

The board of directors is responsible for the overall management of the corporation. This means that the board is legally responsible for
all the activities that their nonprofit organization undertakes. It is the board's job to make sure that the organization is doing its job; that is, providing the services it is supposed to provide in the community. It is responsible for hiring the person who actually runs the corporation's business, its Executive Director, and for establishing the policies, or guidelines, under which he runs the corporation's business. It is responsible for approving all the proposed programs and program budgets which the organization will operate. It is responsible for establishing a financial system for the organization which will insure that the organization's funds are spent only for the things for which they are intended. In short, the board is generally responsible for doing the same kinds of things which the board of directors of any business is responsible for doing. The only major difference between the board of a nonprofit organization and the board of a regular business in the community is that the nonprofit board members are all unpaid volunteers serving their community.

Planning for the services which the organization provides is another one of the things the board of directors does. There are two types of planning in which the board is involved, organizational planning and program planning. Organizational planning simply means planning where the board wants the organization to go in the future. This is also called long-range planning. It includes such basic things as determining what particular services you will want to provide to your clients, and where you will provide these services. Organizational planning is a process which should go on continually within the organization. Your board needs to be looking up to five
years into the future in terms of the services it provides and the clients it serves. This is necessary in order to prepare the organization for changing times and the changing needs of its clients. Most boards have a permanent planning committee that is in charge of the organizational planning. This planning committee reports to the full board on a regular basis, and makes recommendations to the board concerning any needed changes in the organization's long-range plans. Planning and other committees will be discussed further in the section on how boards work.

Program planning, on the other hand, means planning for what the organization will be doing during the next year. This is also called short-range planning. It includes such things as looking at the services which the organization now offers its clients, determining whether or not those services need to be expanded or changed, and preparing to make any necessary changes in those services. It centers around those programs and services which the organization already operates although it would also be concerned with any new programs that the organization plans to begin operating. Program planning committees report regularly to the full board on their activities and recommendations, and they usually work very closely with the organization's staff.

In short, then, program planning is concerned with the immediate future, or what the organization will be doing during the coming year. Organizational planning is concerned with long-range planning, or what the organization should be doing over the next five-year period. Both of these types of planning are very necessary to the effective operation of the organization.
The board of directors is also responsible for determining the organization's policies, or the course of action that the organization will follow. The policy of the organization is determined by the planning which has already been done. Just as plans will change over a period of time, so usually will the policies of the organization, in order to reflect the changes in the plans. An example of this might be an organization which, over five years, wants to expand its services from one neighborhood to an entire city. During this five-year period, however, funds available for these services do not increase. As this trend becomes more and more apparent the organization's plans would change, possibly to strengthening the services it already provides in one neighborhood. Changes in policy usually happen slowly, and they change to reflect the changes which have already been occurring in the organization's plans.

Boards are responsible for evaluating the services which the organization provides, a responsibility they share with the organization's staff. In order for a board to know if the organization's services are being provided fairly and economically, they must know a great deal about the methods and costs of providing those services. The organization's staff is in the best position to provide such information, and the staff usually has a first-hand understanding of the inner workings of the programs. The staff is also usually well aware of any shortcomings in a program, and can help to provide the insight the board needs to make an evaluation of their organization's services and programs. An evaluation of the organization's services should be carried out at least once a year.
So, boards manage the organization, plan for the organization, develop policy for the organization, and participate in the evaluation of the organization's services. This probably seems like a lot, and of course it is. But you need to remember that you aren't faced with doing all these things alone. You will also have the other board members to work with and to rely on, and you will have the organization's staff working with you to provide the information and support that you and the other board members will need to do an effective job.
Chapter III

HOW BOARDS WORK

How does the board of directors actually accomplish all these things? Exactly how does a board manage, plan, make policy, and evaluate services for the organization, and conduct other board business?

The rules that a board makes to conduct its business are called bylaws. The bylaws will state what the duties of the board members and board officers are, how long a term board members serve, when elections are held, where meetings are held, and how new board members are selected. Every board needs to have bylaws so that all the board members will understand how the business of the board is to be conducted.

Bylaws will outline how many officers the board will have and how these officers are elected. Most boards will have a president (or chairman), vice-president, secretary and treasurer. The bylaws should spell out the duties of each officer, but in general those duties will be as follows. The president presides at board meetings, signs official documents for the board after the board has approved them, speaks for the board officially, and appoints the committees of the board. The vice-president takes over the duties of the president when the president is not available. The secretary handles the minutes, roll calls, and other paperwork of the board, although sometimes a member of the staff actually fulfills these duties on behalf of the board secretary. The treasurer is in charge of the financial affairs of the organization, usually with support from the organization's bookkeeping staff.
These board officers have important jobs, but it is important to remember they are board members just like you, with additional responsibilities as officers to you and the other board members. Their opinions should carry no more and no less weight than the opinions of any other board member.

Most boards have a number of standing committees, which means that they are permanent committees of the board. Although the number and type of these committees may vary among different organizations, they usually include the following types of committees.

The Executive Committee usually handles the board's urgent business between board meetings, sets the agenda for upcoming board meetings, and advises the organization's Executive Director. The Executive Committee's membership will be spelled out in the bylaws, but it usually consists of the board president and the board officers or committee chairmen. The Executive Committee acts for the board between board meetings, but its actions must be approved by the full board at the next regular board meeting.

The Nominating Committee usually proposes new names for board membership, and it may develop and propose a list of officers for election by the board at the annual meeting. The Nominating Committee should also be in charge of providing training and orientation for new board members.

The Personnel Committee is in charge of developing and updating the organization's personnel policies and procedures. This includes guidelines for hiring and firing staff, job descriptions, salary ranges, an affirmative action plan, and a grievance procedure for the staff.
The Personnel Committee may also act as a "court of appeals" for staff complaints or grievances, if this is spelled out in the written personnel policies.

The Finance Committee is chaired by the board treasurer, and is in charge of overseeing the organization's financial condition. The Finance Committee, with technical help from the bookkeeping staff, prepares monthly and year-to-date financial reports for the board meetings, and may make recommendations to the board concerning any needed changes in the organization's financial operation. The Finance Committee is also involved in developing budgets for future program years, again normally with technical help from the staff.

Most boards will also have a Program Committee, which will put together detailed information on the current status of the different programs and services the organization operates. The Program Committee puts this information together so that the board can use it when discussing possible changes in programs and services. This information is also good for determining exactly how useful and effective those programs and services really are. This is another committee that will probably rely a great deal on the help of the staff in order to get the information it needs.

A Public Relations Committee should also be a standing committee of the board. It is in charge of information and communications about the organization and its activities. It may be in charge of the community social and educational events in which the organization participates, newspaper stories about the organization's activities, public service radio and television announcements, and other types of
informational activities. The feeling the community may have toward the organization may depend a great deal on the kind of job the Public Relations Committee does for the organization.

The bylaws may also name other standing committees of the board, depending on the board's needs. Furthermore, each committee may also have a number of subcommittees, which are small groups of committee members who look into a particular issue and report back to the full committee. For example, the Personnel Committee may have a Salary Subcommittee, which compares the organization's staff salaries to those of similar organizations and develops a new salary range schedule. The subcommittee would then recommend this new salary schedule to the full Personnel Committee, which may in turn recommend its adoption by the board. Just as most of the board's work is done in committee, a great deal of the committee's work is done through its subcommittees.

Besides these permanent standing committees, the board chairman may appoint ad hoc, or special purpose, committees. These committees are appointed to handle situations which occur only rarely. An example of an ad hoc committee would be a committee appointed to advertise for and interview candidates for the position of Executive Director of the organization. Once an ad hoc committee has achieved its goal, it disbands and is no longer a committee of the board.

It should be noted here that many organizations schedule their standing committee meetings before the monthly Executive Committee meeting. This is so the committee reports and recommendations can be included in the agenda for the board meeting, since the agenda is developed by the Executive Committee. Each committee chairman also usually
gives a short report on his committee's activities at each full board meeting.

You should now have a pretty good idea of what board committees are, what they do, and how they report and make recommendations to the board. Now we need to consider how these recommendations, and other business, are handled at the board meetings.

First, while boards operate under general rules called bylaws, they need to have a list of the things they will be acting and voting on, or an agenda. This agenda is developed by the Executive Committee and sent to all board members before each board meeting. This is to give the members time to read and study the agenda, as well as any other material which they need to help them prepare for the meeting. This other material would include the minutes of the last meeting, any proposed budgets, and other program information. Board members should receive the agenda at least five days before the board meeting in order to study and discuss it among themselves or with others, if they wish. By the time the day of the board meeting arrives, each board member should know which issues are to be discussed and acted on at the meeting. He will probably also have some questions and opinions on most of these issues.

At the board meeting, the president calls the meeting to order at the scheduled time. The Board may officially act for the corporation when a quorum is present. A quorum is simply a certain number of board members, usually but not always a majority of the board. The number of members present to make a quorum will be spelled out in the bylaws. When that number arrives for the meeting it may then begin. The
following are the different parts of the board meeting. With the exception of the roll call and the reading and approval of the minutes, these items of business may be conducted in any order.

The first item is the roll call. The secretary will call out the names of all the board members to record who is present and who is absent. The list of those present and absent will be included in the official minutes of that meeting. The minutes are the legal record of what happens at the meeting and what actions the board takes. After the roll call, the minutes of the last meeting may be read. This is to make sure everyone agrees on what happened at the last meeting, and to refresh the member's memories concerning the business that was conducted. If any corrections need to be made to these minutes, they must be made at this time. Once the board votes to accept the minutes, they become the official record of that meeting.

Old business is any business which the board did not finish up at the last board meeting, and needs to act on at this meeting. In many cases there will be no old business requiring board attention.

The chairman of each committee will give his committee report, and answer any questions the other board members may have on his report. If the committee has a recommendation they want passed by the board, the chairman of the committee will make such a motion at the end of his report. After discussion, that motion will then be voted on by the entire board. This process then goes on again for the next committee, until all the committees have given their report to the board.

The Executive Committee report is usually presented by the board chairman. The chairman reports on and explains any actions taken by
the Executive Committee since the last board meeting, and if necessary requests board approval for any actions taken during this time. This report will also include any other business which the Executive Committee has decided needs to be acted on by the board.

The Executive Director's Report, or the Staff Report, is given by the Executive Director to bring the board up to date on what is happening within the organization, to answer any questions that may come up about the day-to-day operations of the organization, or to report back to the board on any requests for information made at the last board meeting. Sometimes the Executive Director may have other staff members report at this time on specific programs or issues which need to be brought to the attention of the board.

A period of time is also set aside for new business. Any subjects which have not been brought up previously may be brought up at this time, and any board member may make a motion on any topic he wishes at this time. After all other business has been taken care of the chairman will ask for a motion to adjourn the meeting, and the board meeting will then be declared adjourned by the chairman.

This short explanation of how a board meeting works should give you a general idea of how your board conducts its business. Most boards also operate their meetings according to Robert's Rules of Order, a book that outlines in great detail the proper way to conduct meetings. If you are interested in learning more about running meetings, your board secretary or local library will have a copy of this book which you can borrow.
Finally, there is one thing you may want to keep in mind when you are listening to a discussion at your board meeting, something which may help you to understand another member's point of view on a particular issue. As you listen to another member speak, try to keep in mind the group or the area which that member represents. If you can understand how the issue under discussion will affect that member and his group or area, you will be better able to understand why he is taking his particular stand on the issue. This in turn may help you to understand your own feelings on that issue a little more clearly, and it may help you to be able to make a better decision when the time to vote on that issue comes. Every affected area and group represented on your board should be listened to carefully before the board makes a decision concerning that area or group. If the issue under consideration affects your area or group, the other board members are expected to give you the same consideration for a hearing which you give them. Even if you are a new member, you are entitled and expected to speak out on any issue which affects you and those you represent.
Chapter IV

POWERS OF BOARDS

You are already aware of some of the powers which your board has, such as managing, planning, and making policy for your organization. You also know the board participates in evaluating the services the organization provides. These are probably the most important things the board does, but what other powers does it have within the organization?

In addition to these four main powers, your board also has responsibility in a number of other areas. To begin with, the board has the power to hire and fire the Executive Director. Since the Executive Director is hired by the board to actually run the organization on a day-to-day basis, this is a responsibility that must be taken very seriously by the members of the board. The board must hire a person with the ability to translate the board's plans and policies into action, and someone who can get along with many different types of people. The Executive Director must be able to understand the financial and general management responsibilities of the organization. He must be an individual who can look at the facts and make hard decisions, and he must be an individual who can speak out on behalf of the organization, its services, and clients. When hiring an Executive Director the board should advertise widely for the job and interview a number of people before making a choice, in order to get the best possible individual for the job. The board also has the power to fire
the Executive Director if that proves necessary. If that situation arises, you will find that in many cases the Executive Director is willing to leave voluntarily rather than be fired. If this is not the case and the board decides he must go, then it is the board's responsibility to fire him. This is not a step to be taken lightly, however, and it is not a step to be taken due to minor disagreements between the Executive Director and the board. This is not to say that the board should never fire the executive Director, but that this should be done only after much sober thought and reflection, and only for the most serious of reasons.

The Executive director, however, is the only employee of the organization that the board itself hires and fires. All the other staff are hired and fired by the Executive Director, within the guidelines established by the board and through the organization's personnel policies. This will be discussed in more detail later in the chapter on board and staff relationships.

Another board responsibility is to see that the organization has written personnel policies. These personnel policies should include a job description for each staff position, salary ranges for each job, and a grievance procedure for the staff to follow if they feel they have been treated unfairly. These policies would also contain rules which must be followed in advertising and interviewing for all staff positions, and rules for hiring and firing employess. They should also include an affirmative action plan, which is a written plan for hiring and promoting minority persons within the organization. The purpose of the personnel policies is to insure that everyone on staff understands
what their job is and how to do it. It is also to insure that the staff are treated fairly and properly, and to assure the board that the staff know what their job is and that they understand how to do that job. In most cases the organization's funding sources can help the board to develop such personnel policies.

The board is also responsible for the financial operations of the organization. This means that the board must know, through budgets and financial reports, how much money the organization has and how it is spending that money. The board must be aware of how much money the organization will need in the future, and make plans for securing that money for the organization. The board must also develop and approve the organization's procedures for paying bills and payroll. It must see that there are proper safeguards for the organization's bank accounts, and that all contributions are recorded and deposited in a proper manner. If there is a member of your board who is a certified public accountant he can be extremely helpful in setting up these financial procedures and safeguards. Funding sources usually have certain requirements that must be met concerning the handling and the use of their funds. Board members need to be generally aware of what these requirements are, in order that they can be assured that their organization is following them.

The board has the final approval for all of the organization's programs and budgets. This means that all the activities undertaken by your organization, and all the funds spent, must have been approved beforehand by the board of directors. This does not mean that the board will vote on whether or not to serve each individual client, nor
does it mean the board will vote on every individual expense of the organization. These kinds of specific decisions are made by the staff. What it does mean is that the board is responsible for approving the programs and activities the organization will operate, and for approving the budgets of each of these programs and activities. The staff is then responsible for seeing that these activities are carried out, and that the funds are spent in accordance with those board decisions.

Finally, the board is responsible for determining how its own affairs are to be run. The board may change its bylaws to alter the way it elects its officers, the terms of its members, the number and types of committees it has, or to make any other changes it feels will benefit its operations. Changes in the rules of the board, or the way it operates, should be made only after much thought and discussion. The bylaws usually outline the procedures for the board to follow should it decide to make such changes.

It is obvious by now that a board of directors has a great many responsibilities within the organization. The more time you spend as a board member and the longer you spend working with the other board members and the staff within your organization, the more you will come to see how the different parts of the organization work together in order to benefit both the organization and the community.
Chapter V

THE RIGHTS OF BOARD MEMBERS

As a board member, you have certain rights that you may exercise concerning the activities of the board and the business of the corporation. These are rights which all board members have, and all board members are free to exercise these rights.

Every board member has the right to be notified, in advance, of the particular items of business the board will take up at each board meeting. This is usually accomplished by mailing a copy of the agenda, and other materials, to each member before the board meeting. The bylaws should spell out exactly how far in advance of the meeting day board members are to receive this information.

Every board member has the right to give his opinion on any subject which is brought up at a board meeting. In order for the board to make the best decisions it can, it needs to hear all the opinions on the subject, even if those opinions are not the most popular ones. In some cases a board member may raise a point which had not been considered before, and that point may be good enough to change the general opinion on the subject under consideration. In any case, if you as a board member have strong feelings on any topic under consideration by the board, you should make those feelings known to the rest of the board at the board meetings.

Every board member has the right to seek out all the information available on a subject under consideration by the board, or to ask for
more information if he feels this is necessary before a decision can be made. The other board members may or may not agree on the need for more information, but a board member should not be asked to vote on an issue before he understands it completely.

Every board member has the right to take part in board discussions and board votes, just as much as every other member does. You may find a situation on your board where, because of attitude or for some other reason, one or more of your fellow board members are personally disliked or even ignored by some of the other board members. Because of this they may be called on less often to speak, or the other members may joke about or pay little attention to their opinions. You should try to keep an open mind concerning the opinions of these members, because an individual like this may at times have something important to say. Since you would want your opinion to be heard and respected, you should give this same courtesy to all the other board members, even if you, too, find that you personally don't like some of them as individuals.

Every board member has the right to voice his concern about any activity carried out by the organization at a full meeting of the board. If your organization is doing something which you are not sure is a proper activity for the organization to be doing, you should bring your concerns about it up at a board meeting. It could just be a matter of misunderstanding, or it may be that the board needs to re-evaluate a particular activity of the organization. In any case, airing such concerns will make for a better understanding of the organization on the part of all the board members.
Every board member has the right to lobby for support for his position on a particular subject, and to discuss any subject the board may be taking up with anyone he wishes, including board members, staff, and others outside the organization. Persuading others to vote a certain way on an issue is a skill every board member would do well to develop within himself. As for discussing an issue with anyone he wishes, the best board members are undoubtedly those members who are best informed. A board member becomes well informed by listening to others, asking questions, and asking for opinions, and he is free to ask for advice on any issue from anyone he wishes.

Every board member has the right to request that he be appointed to serve on any board committee where he feels he could help the board and the organization the most. While the president may or may not then appoint the member to that particular committee, the member will at least have made his interest known to the president, who may appoint him to that committee immediately or at some future time. In most cases a board president will be pleased that a member shows interest in a certain committee, and he will do all he can to see that the member's desire to serve on that committee is filled if at all possible.

Every board member has the right to ask for a roll-call, secret ballot, or other specific type of vote on any particular issue. For most board business the president will call for a voice vote, with the members saying "aye" (yes) or "nay" (no) to indicate that they are for or against the motion under consideration. If the members seem evenly divided on a motion, any board member may call for a roll call or other specific kind of vote in order to determine exactly and officially the
number for and against that motion. In most cases, however, you will find that the board usually reaches an agreement on what to do during its discussions, and most motions will be accepted or rejected by the board using a voice vote.

Finally, every board member has the right to make any motion he wishes concerning any action or activity in which the organization is involved. While the entire board may or may not agree with a particular motion, every board member has the right to make any motion he desires the board to consider, with the exception of a motion to hire or fire any particular staff member except the Executive Director. This exception, however, will be discussed further in the section on board and staff relationships.
Besides rights, board members also have duties, or certain things which are expected of them as board members.

Every board member's main duty is to help make certain that the organization is following the plans and policies which have been developed and adopted by the board. He must also satisfy himself that the organization is being run properly and effectively. To fulfill these duties a board member needs to do the following things. First, he needs to attend all board meetings. The only way a member can fully understand and be involved in his organization is for him to attend all the board meetings. While there may sometimes be a conflict and a member finds he cannot attend a meeting, this should happen very seldom. If an organization's board meets once a month, a good rule of thumb is that a board member should miss no more than two meetings a year. If a board member finds he must miss more than two meetings a year, he should consider whether or not he should resign his seat on the board so that someone who can always attend the meetings can replace him. In order to properly represent his area or group, every board member needs to attend all the board meetings he possibly can. Second, every board member must be fully informed on all the actions and activities of the board and the organization. Again, for the most part this can be accomplished by attending all the board meetings and by reading all the board material before the board meeting. Third, every board member
needs to participate in the board training sessions which are conducted for his board. Many board members, both old and new, will find that the time they spend in this kind of training will be of great benefit to them, both as individuals and as a group. Board training usually means that a professional board trainer will conduct a session in which board members will also ask questions and exchange ideas with the trainers, and these sessions are usually very helpful for both new and old members. Every board should try to schedule professional board training at least once a year, both as training for new members and as a refresher course for old members.

Every board member also has the duty to communicate between the board and the group or area which he represents on the board. The board needs to know what the needs and desires of these outside groups are, so it can best plan for its own activities. Each board member must be aware of the needs of the group he represents, and able to explain these needs effectively to the other board members at the board meetings. Board members also need to be able to explain the decisions and actions of the board back to the group they represent, so that everyone involved understands what is being done and why it is being done. However, the board and the organization may not always be able to provide all the services that each community group wants. Board members should be able to explain to their groups why this is the case and what the board has decided that the organization is going to do. The best way in which a group or an area can be represented on a board is by having this type of open, two-way communication through their board members.
Every board member has the duty to do everything in his power to help his organization fulfill all its responsibilities to its clients, the community, and its funding sources. This means that each board member must have a positive, responsible attitude toward their organization and its activities. This doesn't mean that every board member must be one hundred percent behind every action and activity of the organization. Responsible, intelligent people will have disagreements about how best to accomplish a goal, or which activities are the best ones for the organization to undertake. Such disagreements will tend to work themselves out over a period of time, and are themselves a sign of a vital, concerned board of directors. But each board member must personally believe in the need for the organization in the community and the work that it does. He needs to do everything he can, at board meetings and in the larger community, to actively support the organization and its goals as they are determined by the entire board.

Every board member has the duty to propose changes he believes need to be made in the organization or in its activities, and to try his best to see that these changes are made by the board. It is a member's obligation to try to help make his organization to be as good as it possibly can be. If he feels that a change of some kind is necessary, then he has the duty to try to get that change made by convincing the other board members of the need for that change. Even if a majority of the other board members do not agree, he will still know that he has done his best to do what he felt was right for the organization.

Finally, every board member has the duty to accept his committee assignments on the board. As was mentioned earlier, a majority of the
board's work is done in committees, and most of the major decisions that boards make begin by being developed in committee meetings. In many cases the best place for a particular view on any issue to be aired is in committee, rather than during the busy activity of a regular board meeting. In order for a board member to get the fullest consideration for his view, the committee meeting is the place for him to begin. Although committee meetings do take a certain amount of each member's time, each member has the duty to fill this share of committee assignments, and he will be rewarded by having his views taken more completely into account than would probably be the case if those views were only brought out in the final stages of deciding an issue at the full board meeting.
Chapter VII

RELATIONSHIPS BETWEEN BOARD, EXECUTIVE DIRECTOR, AND STAFF

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(Some of the "expectations" between board members and staff members mentioned in this chapter come from The Effective Voluntary Board of Directors, by William R. Conrad and William R. Glenn, Swallow Press, Inc., 1976.)

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The relationship between the board of directors and the Executive Director and his staff is probably one of the least clear areas in the area of operating a nonprofit corporation. Naturally, the board and the staff must work together in order for the organization to perform its role in the community effectively. What is the exact relationship between the board and staff, and what can each expect from the other?

As you already know, generally the board of directors is responsible for the overall operation of the organization and develops the policies under which the organization is operated. The staff carries out these policies and runs the organization on a day-to-day basis. The staff is headed by the Executive Director, or someone with a similar title, who is hired by the board of directors and is responsible to them for the day-to-day operation of the organization. The Executive Director, in turn, is responsible for hiring the rest of the staff necessary to run the organization. In smaller nonprofits the Executive Director may personally interview and hire all the other staff himself,
while in larger nonprofits a personnel department or the different program managers may actually do the interviewing and hiring. In either case it is the Executive Director who is responsible to the board for the actions and activities of all the staff members. There are a number of reasons for this arrangement. First, it gives the Executive Director clear control over the people who are working for him so that he can operate the organization as effectively as possible. Second, since the Executive Director works with the staff on a daily basis, he is unquestionably the best judge of the quality and quantity of their work. Third, if boards were responsible for every personnel decision in the organization, board meetings would consist almost entirely of staff interviews and personnel decisions. Since boards need to spend the majority of their time planning and making policy for the organization, this arrangement whereby the board hires and fires the Executive Director and the Executive Director then hires and fires the rest of the staff is the one that works best for all concerned. In larger nonprofits the Executive Director may give his authority to hire and fire staff in a particular program to that program's manager. That manager is then responsible to the Executive Director for the actions of that program's staff, and the Executive Director is in turn responsible to the board for those same actions. A simple way to look at this is that the board itself has one employee, the Executive Director, and he in turn has a number of employees, the rest of the staff.

In the section on the powers of boards we mentioned the board's power to hire and fire the Executive Director. When a board is planning on hiring an Executive Director the first thing it must have
is a job description for that position. A job description simply outlines what the Executive Director will do and the fact that he is responsible to the board. The things that the Executive Director will do are usually outlined in fairly broad form, but they can be as specific as the board wishes to make them. The board also needs to establish the qualifications for the job, or what kinds of experience and education they want in an Executive Director. The board of a large organization would probably want an Executive Director with an advanced degree and some years of experience in similar types of organizations, while in a smaller organization less education and experience may be acceptable to the board. The board will also establish a salary for the position, and then a board committee would be given the responsibility to advertise for and interview applicants. After those interviews the committee may recommend hiring someone to the full board, or the board may wish to interview the top two or three candidates and then make a decision. It goes without saying that the board should always try to hire the best and most qualified applicant for the job.

The Executive Director is then responsible for developing the job descriptions and salary ranges for the rest of the staff positions, although these must be reviewed and approved by the board of directors. The organization must also have written personnel policies which will usually outline the steps the Executive Director must take to hire and fire the staff. These personnel policies should also include a description of the employee's fringe benefits, and a grievance procedure for employees who believe they have been treated unfairly. The board itself should be responsible for developing these personnel policies, with help from the Executive Director. The Executive Director
then advertises for, interviews, and hires the rest of the staff based on these policies which have been approved by the board.

While the board hires the Executive Director, it also has the responsibility, if necessary, to fire him. As was mentioned earlier, firing an Executive Director is one of the most serious steps that a board can undertake. In many cases, if a board is dissatisfied with their Executive Director he is probably aware of this and may already be looking for another job. If the board feels it must, it has the responsibility to fire the Executive Director. In this case the board would follow the procedure for firing him as outlined in the personnel policies. If a board takes this step, it should be prepared to defend its actions, both through the organization's grievance procedure and in the community. If the Executive Director has a contract, in most cases the board should be prepared to pay the fired Executive Director the balance of the salary due on his contract. The board must at this time also name an Acting Executive Director until it can advertise for, interview for, and fill that position again. Normally a senior program manager or senior staff member would be appointed as the Acting Executive Director until the board hires a permanent one. A board should never appoint one of its own members as the Acting Executive Director unless there is absolutely no other choice available, that is, only if the Executive Director is the only employee of the organization. Appointing two or more people to fill the Acting Executive Director position is also normally unsuitable, as well as unfair to the individuals involved and to the organization. If the organization has an Assistant or Deputy Director, he would be the obvious choice for
this temporary appointment, and his job description may in fact state that he is to act as the Executive Director in the absence of the Executive Director.

When the Executive Director fires a staff member, he will do so according to the organization's personnel policies. An Executive Director must fire a staff member only for one of the reasons outlined in the personnel policies, and he must follow the steps outlined in the personnel policies in order to be fair to both the individual involved and to the organization. In many cases, a fired staff member will follow the grievance procedure outlined in the personnel policies in order to be reinstated in his job. Most organization's personnel policies state that the board personnel committee, or the full board itself, will act as a "court of appeals" for an employee wishing to be reinstated in his job. When a board member is hearing an appeal of this type, he must make a point of listening carefully to both sides in the dispute. Usually, such hearings are conducted at a closed-door meeting, with only the board members and the staff involved present. If you as a board member feel that the employee has been wrongfully fired, you have an obligation to help that employee be reinstated. Your feelings, however, should rest entirely on the issue between the Executive Director and the staff person, and should not be influenced by how you personally feel about either of these two as individuals. However, you need to keep in mind the fact that the board has hired the Executive Director to hire and fire staff by using his best judgement. If the board overrules the Executive Director in such an appeal and reinstates a fired staff member, the board is in effect telling the
Executive Director that they as a board do not back his judgement. Some professional administrators as a matter of principle will resign if overruled on a personnel matter by their board. Others may not believe the issue is that important. But you should be aware of this possibility when hearing an employee grievance, and then use your judgement and act in the best interests of the organization.

The relationship between the board and the staff, including the Executive Director, are indeed complex. However, there are certain things that board members can expect from the staff, and that the staff can expect from board members. The following are the things which board members can reasonably expect from the staff.

The board can expect that the staff will supply them with complete and accurate information on the organization's operations, in order for the board to make the plans and policies best suited for the organization.

The board can expect the staff to be open and honest in their professional and organizational relationships. They can expect the staff to make them aware of the problems in the organization's programs and activities as well as the good points of those programs and activities. However, the board cannot expect the staff to violate client confidentiality, or their relationship with their supervisors or other staff members in these same areas.

The board can expect the staff to take care of the details of the organization's meetings and conferences such as securing space, having the necessary materials on hand, and so forth. In most cases the staff will make these types of arrangements automatically.
The board can expect the staff to meet agreed-upon deadlines for having materials ready for the board, the organization's applications and requests for funding completed, and to meet any other deadlines the organization is bound to meet.

The board can expect the staff to respond promptly to requests for information and phone calls from board members. The staff can assume that these requests and calls from board members are necessary and important, and that they are expected to respond to them as quickly as possible.

The board can expect the staff to use staff time properly and in the best interests of the organization. This would include arriving for work on time, putting in a full day, and organizing the staff's work so that such work can be finished properly and on time.

The board can expect the staff to provide board members with proper preparation for meetings where these board members will play a leading role. The staff can be expected to provide up-to-date and correct information to board members who will be taking part in such meetings, and to provide any other help that they can.

On the other hand, the staff can reasonably expect certain things from their board members. The first thing that the staff can expect is the board member's loyalty and confidentiality. A board member's first instinct should be to back his organization and its staff in the larger community. A board member will also support his organization and its staff by not discussing organizational problems and conflicts with outsiders.
The staff can expect the board to support them in controversial situations, for example in problems or conflicts with other organizations in the community. Until and unless proven otherwise, a board member should trust the judgement of the staff and back his staff in any such disagreements or conflicts with other organizations.

The staff can expect the board to give them candid and truthful performance appraisals and to honestly suggest ways of improving performance. Such appraisals and suggestions must be given in a positive manner, and are usually made during a yearly performance assessment.

The staff can expect the board to be sensitive to the staff's organizational problems. Personality conflicts and other staff problems must be handled in a serious and compassionate manner, and board members as individuals must be careful not to make snap judgements about such conflicts or to side with one staff member against another.

The staff can expect the board to fulfill any commitments the board makes within the deadline established. For example, if the board has agreed to revise the personnel policies within a certain period of time the board should faithfully keep to that deadline, and have the policies revised and approved by the end of that period.

The staff can expect the board to be easily available to them by phone or by personal contact. Just as board members can expect the staff to be available to them, the staff can reasonably expect the same from their board members. A board member who is usually unavailable to the staff, or who is lax in returning phone calls, may well find himself missing out on a great deal of information concerning the organization.
It is obvious that both board members and staff members have obligations to each other. There is another point here, though, that every board member should keep in mind. A board member cannot expect special treatment from the staff just because he is a board member. A staff member cannot be expected to drop everything, leave a meeting, or provide a personal service to a board member just because the board member wants him to do so. An individual board member has no supervisory power over any staff member on a one-to-one basis, including the Executive Director. Only the full board has supervisory power over any staff member, and that staff member is the Executive Director. It is the Executive Director's job to give orders to the rest of the staff and then to see that these orders are carried out. If a staff member is doing something a board member does not like or does not understand, the board member can naturally bring such activity to the attention of the Executive Director. It is then up to the Executive Director as to whether or not he will take any action concerning that staff member. A board member may of course ask for an explanation of any action taken, or not taken, by the Executive Director at a full board meeting.

There is one final point that needs to be made concerning the relationship between the board and the staff of a nonprofit corporation. As a board member you may be aware of other organizations which are said to have a "strong" or a "weak" board and a "strong" or a "weak" staff. These types of descriptions will usually indicate, in the case of a strong board, that the board is seen by outsiders as the group that almost totally controls that organization, with very little if any in-put from the staff. In the case of describing a weak board it would
mean just the opposite, that the staff is seen as almost totally controlling the organization with the board acting as a rubberstamp of the staff's actions and decisions. It should be obvious that neither one of these situations is desirable in terms of how the organization is viewed in the community, or in terms of how the organization actually operates.

In an organization where the staff is strong and the board is weak, the expertise and influence of the board are not being used for the benefit of the organization, and the board probably cannot fulfill its role of reviewing the organization's activities and making needed changes in the organization's plans and programs. The board's knowledge of the community and clients, and its ability to speak on their behalf in the community, are both being wasted.

In an organization where the board is strong and the staff is weak, the expertise and professionalism of the staff are not being used to benefit the organization, and the staff's ability to spot problems quickly and to recommend solutions, and their intimate knowledge of the organization and its programs, are also being wasted.

Rather than being involved in either type of situation, nonprofit organizations should be trying to build a balance between the power of the board and the power of the staff. The staff needs to understand that the board is not interfering but wants to contribute to the organization when it tries to do its job. On the other hand, the board needs to understand that it is the staff that are doing all the day-to-day work of the organization, the staff who are actually delivering the services to clients, and the staff who are deeply involved with all the
activities which the organization undertakes. If the board and staff really work on understanding and appreciating each other's role and needs in the organization, a mutual trust and confidence will develop between them.
Proper communication within the organization is probably one of those areas that people do not usually think too much about. After all, communication is mainly just talking to other people and we all do that, in committee and board meetings, in private conversations, and so forth. However, there are right ways to communicate as board members within the organization. Usually it depends upon who you are communicating with, and for what reasons.

At the board meetings, when members are making motions, discussing issues, and taking votes, Robert's Rules of Order is usually the final authority on how the board officially communicates among itself, outlining who may speak and when. But besides these rules, there are other ways in which board members can help themselves communicate. One of these ways is if a board member simply makes a point of being polite to the other board members. Listening carefully when others are speaking, waiting our turn to speak and then doing so quickly and efficiently, and being careful not to interrupt or distract others are all things we would like to think we do automatically. Unfortunately, these are the small things that we need to constantly remind ourselves to do. You know how you feel when someone is whispering when you are talking, or interrupts what you are saying. Other board members feel the same way, and if you give them a polite hearing they are then obligated to give you the same kind of hearing. The president will nor-
mally try to keep interruptions of all types to a minimum, but if each board member helps him out by trying just to be polite to the other members, the board will then be able to conduct its business and arrive at decisions much more smoothly and quickly.

When the board makes a decision and wants to communicate that decision officially, it is always the board president who does this. This is because first, the chairman is the only board member who can speak officially for the whole board and, second, in order to have one person communicating a decision rather than a number of board members all communicating slightly different versions of the same decision. Usually the board's decisions should be communicated in writing, both those decisions concerning the organization and any decisions concerning others outside the organization.

When the Executive Director communicates with the board, he usually does so in person through his report at the board meetings. In some cases the Executive Director has the same right as board members to be recognized and speak on issues at the board meeting. He will undoubtedly be asked for his opinion before the board makes a final decision on most issues. Since the board has entrusted the Executive Director to actually run the organization on a day-to-day basis, his insights and knowledge can be immensely helpful to the board in arriving at decisions.

Finally, board members will find that they will occasionally have both formal and informal opportunities to talk directly with the members of the staff, at board and committee meetings, at conferences, in the organization's offices, and at private gatherings. In the case of
many boards, a staff member will be assigned to each board committee to provide information and assistance to that committee. The committee members should consider carefully the suggestions and comments of that staff member. He is there to help the committee to decide what kind of recommendations to make to the board, although, of course, the committee members themselves make all the final decisions.

When he is in the organization's offices or at a private gathering, a board member may find the opportunity to talk with staff members from all levels of the organization. This kind of informal communication can be very important as it gives board members the opportunity to get to know some staff members as individuals, and to talk about some of the things that are happening within the organization. This does not mean, however, that a board member can feel free to ask questions about individual clients or about what kind of a job another staff member may be doing, for example. A board member must be careful not to ask or question a staff member about anything which the staff member may be uncomfortable or feel threatened in discussing. In particular, a board member must be careful not to be thought of as "digging for information" which would violate the staff member's relationship with his supervisors or with those who report to him on staff. In these cases of one-on-one staff and board conversations the staff member will be well aware of the fact that he is speaking with a board member. In such cases most staff members will try their best to answer any questions a board member may have, so it is up to the board member to make sure his questions and comments are open, honest, and above-board. It is again important to remember in these situations that a
board member is not entitled to any special treatment by the staff just because he is a board member. Since most staff members will feel that a member of the board of directors of their organization is important and entitled to answers about the organization, it is therefore up to the board member to make sure he does not make an improper request of a staff member at any time. In most cases, by using his common sense, a board member can insure that his relationship with individual staff members is open and nonthreatening to them.
Chapter IX

CONCLUSION

It is obvious by now that there are a great many things that a board member must know and do in order to effectively fill his role in the organization. For most board members, reading this guide should give them a general overview of how their board operates, their duties and responsibilities as board members, and their relationship with the organization's staff. If you have any questions on any of the specific things mentioned in the guide, such as your board's bylaws or the organization's personnel policies, you should request a copy of them from your board president or secretary. It would be a very good idea if every board member received a copy of all these official board documents which we have discussed, in order to have them available to refer to at any time.

So if you are a new board member you now know quite a bit about how your organization will operate and what kinds of things you can expect from the staff and from the other board members. You will also know what the staff and the other board members can expect from you, and you can begin developing even more knowledge of your organization of order to become the best board member you can possibly be. If you have been a board member before, hopefully this guide has helped to clear up any questions you may have had about how your organization should be operated. In either case, you may want to keep this guide
for future reference or to pass it along to someone else who may find it of benefit to themselves or to their nonprofit corporation.

Good luck to you in the future, as a board member!
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