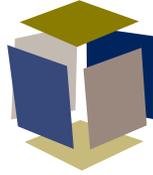




# Boards for All





## The Board Resource Center

*Making Complex Ideas Simple<sup>SM</sup>*

The Board Resource Center is committed to increasing the capacity of individuals to engage in civic life and nonprofit organizations. To meet this end, BRC provides training and facilitation, and develops customized tools to meet that end by making complex ideas simple.

We empower individuals with diverse backgrounds and abilities to contribute to their communities while increasing the capacity of organizations to support individuals ready to contribute.

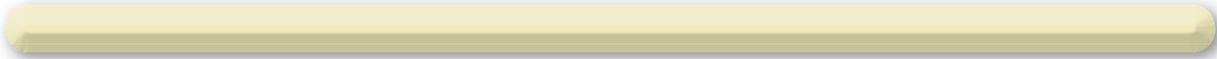
**Boards for All** was developed for boards of directors, committees, councils, and members of the public who are interested in joining a governing board or advisory committee. It is about how to become an effective participant in a governance capacity.

Please use this booklet as a companion to the **Boards for All** website video training series available at [www.brcenter.org](http://www.brcenter.org)

***Boards for All** was developed in partnership with the Eastern Los Angeles Regional Center, California State Council on Developmental Disabilities and Board Resource Center.*



# Table of Contents



Welcome..... 4

Application ..... 5



Boards of Directors .....6–8



Role of Board Members .....9–13



Purpose of Committees..... 14–17



Board Development ..... 18–20



Facilitation & Mentoring.....21–24

Putting It All Together..... 25



# Welcome

Standing up for human rights means advocating for equal opportunities for all people. As societies work to protect basic rights, they see diversity among people in their communities as one of the greatest changes taking place in our world today. Many organizations are remodeling their ways of doing business to include individuals with different backgrounds, such as race, language, age and disability. As a result, more people with varied experience are gaining leadership skills as members of community organizations.

Too many individuals are overlooked when society uses only traditional ways of sharing information through complicated language. Full participation in communities cannot be achieved when information is not accessible. Communication pathways must be user-friendly so human rights can be exercised.



President Barack Obama recognized the importance of this when he signed the Plain Writing Act of 2010. It requires federal agencies to use “clear government communication that the public can understand and use.” His executive order, “Improving Regulation and Regulatory Review,” also aims to ensure regulations are accessible, consistent, written in plain language, and easy to understand.

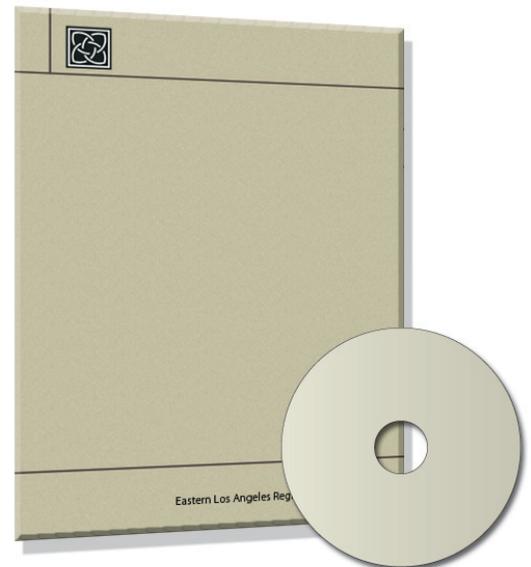
We know that individuals with varied abilities can play a role in shaping their world. It is strongly believed that providing a gateway to information and inclusion for more people in our society, enriches the quality of life for all.

# Application

**Boards for All** is a training series designed with a clear approach to learning and leadership. It has two purposes: to increase personal empowerment and to create opportunities for persons with disabilities to be seen as community members who can be leaders on boards, committees and councils. People who are members of a board or committee, or anyone thinking about joining, will find these pages helpful.

**Boards for All** is divided into five sections:

- Boards of Directors
- Role of Board Members
- Purpose of Committees
- Board Development
- Facilitation and Mentoring



**Boards for All** is aimed at many organizations, from self-advocacy groups and stakeholder committees, to large non-profit corporations with multi-million dollar budgets. It offers assistance with getting involved in community affairs and teaches responsibilities of a governing board, its committees and members. Presented in plain language, these tools open doors for many individuals to contribute to their communities.

# Boards of Directors

## Overview

A board of directors is a group of volunteers who oversees a nonprofit organization carry out its mission. The board is legally and financially responsible for how the organization operates. Because of this, board members are key decision makers. They must be well-informed and ensure the organization is meeting the needs of the community it serves. Board members have a variety of skills, talents and backgrounds. What they have in common is a commitment to the success of the organization and the services it offers.



A board's own way of operating is explained in the organization's by-laws. Members, officers and committees follow these governing rules and use their authority with care. There is no confusion about who is responsible to the board or what board members are expected to do. A board focuses on broad oversight, plans and goals, not on all the details and activities of the organization. It sets "big picture" boundaries for how the organization manages its programs and finances. These are carefully discussed and agreed upon by board members.

Sharing and listening to different ideas are central to being a successful board member. Just as important is understanding key information and assuring a board makes thoughtful and researched decisions. Once board action is taken, members must then "speak with one voice" and support decisions that were approved. Together a board develops and carries the vision of the organization into the future.

# Boards of Directors

## What is a mission statement?



A mission statement describes the purpose of the organization in a way that is meaningful and easily understood. It answers the questions: who does the organization serve, and how are the services provided? Board members create a mission statement with input from the community and people within the organization. The mission guides development of organizational policies and future planning.

## What does a board of directors do?

A board meets regularly to monitor the organization's activities and finances and make plans for the future. It develops board bylaws and policies. To carry out responsibilities, members elect officers to provide leadership. Officers typically include a chairperson, vice-chairperson, treasurer and secretary. They have extra duties that include assuring all board members are informed and active in meeting the needs of the organization. Officers also suggest processes to help members work effectively.

A board recruits and trains its members. It also carries out board evaluations to help members, and the board as a whole, improve how it governs. A board directs the executive (head of staff) of the organization whose job is to see that the organization achieves its goals. The executive director is accountable to the board and supervises the organization's staff. While the organization is managed by an executive, a board is always legally and financially responsible for the organization.

# Key Points

## Overview

Governance by a board of directors means:

- creating strategic plans and broad policies
- supervising the executive director
- ensuring adequate funding and following laws
- representing the organization in the community



## What is a mission statement?



A mission statement describes the purpose of the organization. It focuses the board's work and promotes the organization's vision.

## What does a board of directors do?

A board is legally and financially responsible for how the organization operates. Through policies, it sets boundaries that guide how the organization accomplishes its work and provides services.

A board meets regularly to oversee the organization's general activities and finances. It also develops board bylaws to carry out its responsibilities.

# Role of Board Members

## Why become a board member?

Volunteer members of a board have legal responsibilities, including duties of care, loyalty and commitment to carrying out their work. To lead successfully, members must understand how the organization operates and learn new skills so they are informed decision makers. Members serve to:

- Contribute to the community
- Help build an organization because it provides important services
- Make a difference
- Learn how to become a leader

Board membership is an honor to be taken seriously. Members provide a positive link to the community and reach out through their personal networks. A board is professional and positive. It shares information about the organization and gathers input from individuals the organization serves. Members always act with the best interests of the organization in mind.

## What are board member responsibilities?

- Attend meetings prepared and informed.
- Develop and follow policies and procedures.
- Review and approve budgets.
- Participate in public outreach activities.
- Supervise an executive director.
- Assure laws and regulations are followed.
- Develop and carry out long range plans.



# Role of Board Members

## Conduct during board meetings

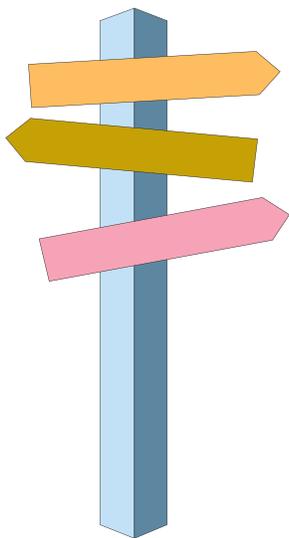
Board members must be informed, ask questions and look for explanations when something is not clear. An effective board has members who take action and follow up when needed. All board members treat one another with respect and encourage cooperation.

## Conflict of interest

It is important that board members avoid conflicts of interest. Conflicts arise when members (or their employers) may benefit from issues a board votes on. That can include making money as a result of a board decision.



## Code of conduct



Once board action is taken, members “speak with one voice” after board decisions are made. These actions may be changed later, but governance decisions must be supported, not weakened by uncooperative activity.

There are times when a board may legally discuss issues in a closed session, not open to the public. Members must keep information discussed in these sessions confidential.

# Role of Board Members

## **What are requirements for serving on a board?**

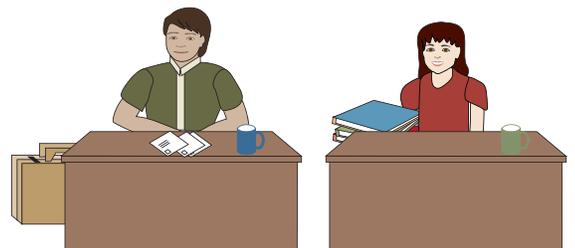
Understanding responsibilities as a board member takes time and support. Reviewing the written guidelines of the organization – the mission statement, bylaws and meeting process – provides direction to all members.

Members are expected to take part in discussions and contribute. Everyone has a duty to understand board business and to say what they think. Members also have the right to ask that information be presented in an understandable way. For example, if someone at a meeting gives a report that is difficult to follow, members should ask that it be explained or presented in another way.

Voting is the primary job of a board member. That is why it is most important to understand an agenda item or issue before voting. Some boards agree that members can vote by phone or video conference as long as all board members can participate.

## **Board relationship with key staff**

A board hires and evaluates a senior staff person, or executive director, to manage the organization. An executive director reports to the board, and acts as a team member when policies and plans are developed. A board committee is responsible for creating an executive director's job description and evaluation process for approval by the full board.

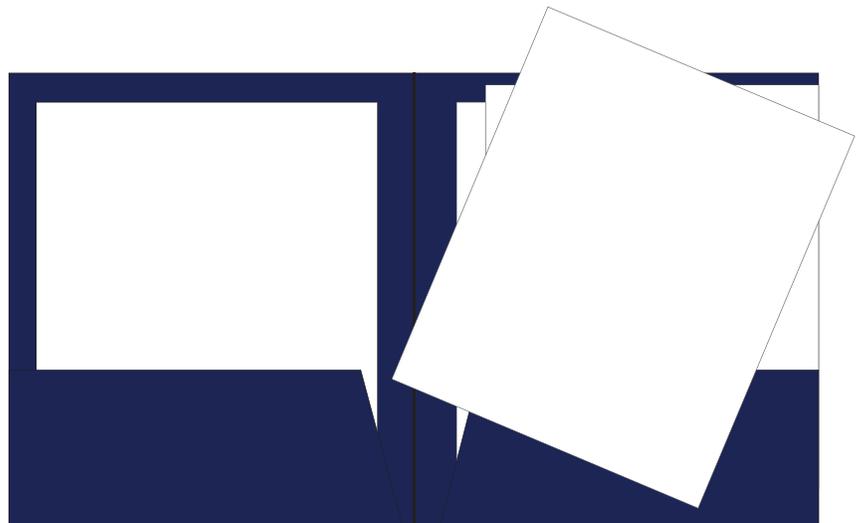


# Role of Board Members

## **How does a member prepare for a board meeting?**

Board members must review meeting packets to be prepared. These often include meeting minutes, agendas and related materials, such as executive director and committee reports, recommendations, and lawmaking updates. If there is information members do not understand, they have a right to ask for and receive support for this.

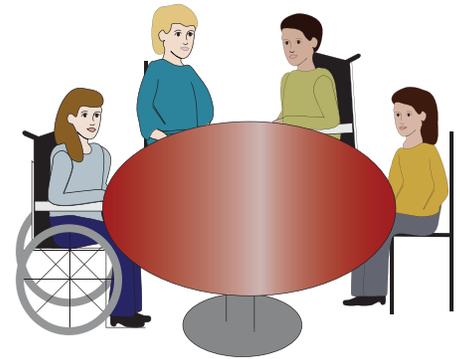
Being prepared also means being organized – both at meetings and at home – by having files with board and committee information to review when needed. Members should also plan to arrive at meetings on time, be fully prepared, and ready to contribute.



# Key Points

## What are board member responsibilities?

- Attend meetings – be prepared and informed.
- Develop and follow policies and procedures.
- Review and approve budgets.
- Participate in public outreach activities.
- Supervise an executive director.
- Assure laws and regulations are followed.
- Develop and carry out long range plans.
- Be willing to participate on committees.



## Conduct during board meetings

All board members are treated with respect and patience. Hearing differing ideas and opinions helps members take responsible action and be successful.

## Conflict of Interest/Code of Conduct

Conflicts exist when board members vote on issues in which they or their employers may personally benefit.

Once a board votes, members must speak with one voice and not harm the board decision that was made.

## How can I prepare for a board meeting?

Members must review meeting packets, minutes, agendas and related materials.

If members have questions or need assistance understanding, they have a right to receive support for this.

# Purpose of Committees

## **What is a board committee?**

A committee is a group created by a board of directors to focus on special issues or activities. Because a board has many responsibilities, there is not time to research, plan and carry out all work needed. Committees are very helpful to board success because they work outside board meetings to focus on specific tasks.



## **How a committee is formed**

Organizational bylaws describe permanent board committees known as “standing committees.” The board chairperson can also decide if other committees are needed for special purposes. He or she selects another board member to chair the committee and invite others to join. At times, interested community members and people served by the organization are asked to participate. Committees are organized much like boards – with agendas, minutes and meeting rules.

## **Committees gather information and perform valuable work**

Committees advise and make recommendations to the board after researching issues and carrying out assignments. They may also conduct community meetings, collect information or invite experts to provide additional information. Committees often meet once a month or decide on a schedule to discuss progress on their activities and prepare a report to the full board.

# Purpose of Committees

## What are three kinds of committees?

**Standing Committees** – are permanent and created through bylaws of the organization. Standing committees manage important board business. A committee chair is appointed by the board chairperson. Examples of standing committees are:

**Executive** – acts on behalf of the full board between board meetings under certain conditions. As a smaller group, it usually includes board officers and committee chairpersons.

**Finance** – oversees the organization's finances.

**Development** – creates fund raising plans and may carry out public outreach activities.

**Nominating** – finds new board members who represent communities the organizations serves and who have helpful expertise.

**Board Development** – organizes orientation for new board members and on-going board training.

**Ad Hoc Committees** – are temporary and end when their assignments are completed. Example: ad hoc committee that looks into the different locations for the organization's new office.

**Advisory Committees** – often include members from the community who provide expertise and different viewpoints. They provide advice to a board and members do not usually have other board responsibilities.



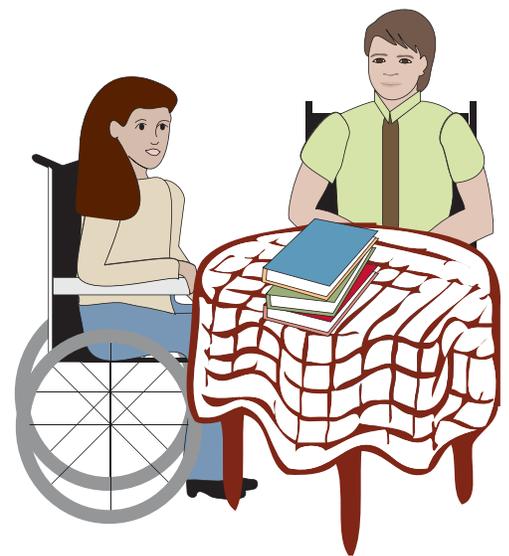
# Purpose of Committees

## How does a board use its committees?

A board chairperson makes sure committee reports are on board meeting agendas and that key information is included in meeting packets. Every committee is responsible for reporting on its progress. Often the committee chairperson summarizes committee work, answers questions and presents recommendations. Board members discuss each committee's work and any recommendations put forward. They may

- Ask questions and/or request more information.
- Ask a committee to continue work on specific tasks.
- Take action by voting on recommended activity.
- Review information provided and take no action.

A board could not manage its many duties, consider important issues or develop resources without the work of committees. Effective board committees are central to managing the many responsibilities of a successful board. In addition, committee activities help members develop professional skills and prepare them for future community leadership.



# Key Points

## **What is a board committee and how is it formed?**

A committee is a group created by a board to focus on special activities. Committees are key to board success because they complete many tasks and make recommendations. Committees report on their progress to the board.

## **What are three kinds of committees?**

Bylaws describe permanent board committees. The board chairperson can decide if additional committees are needed.

**Standing Committees** – permanent and created through bylaws

**Ad Hoc Committees** – temporary and ends when assignments are finished.

**Advisory Committees** – often include community members and experts who provide perspectives.

## **How does a board use its committees?**

A committee chairperson reports on committee work, answers questions and presents recommendations to the full board. Board members discuss committee work, and address any recommendations put forward.



# Board Development

## How does a board of directors grow?

An effective board has members with a range of experience and abilities. This includes individuals with different backgrounds and at times, persons served by the organization. Community business owners and experts who want to support the organization also add to a productive board.

## Where to find potential board members

A board discusses what it needs to grow and better serve the community. It creates a plan to encourage people who represent different parts of the community to join. A board also develops a process for reviewing member applications and making the final selections.

Board members use their professional networks and community connections:

- Friends and family
- Business and professional networks
- Volunteer centers
- Community associations
- Advocacy groups
- Other agencies that serve the community



## Stay active and involved

Visiting the organization's programs helps board members learn more about its services and who uses them. Staying informed about issues and talking to community members about the organization also helps a board focus on what is best for the organization. Most boards conduct annual planning sessions to energize teamwork, review organizational goals and create action plans.

# Board Development

## What does a board chairperson do?

A board chairperson provides vision and leadership. He or she works closely with the executive director to share information and take action at meetings necessary for careful board oversight.

- Leads board meetings
- Makes sure bylaws and meeting rules are followed
- Works closely with the executive director
- Works with committee chairpersons
- Ensures finances are handled properly and laws are followed
- Helps with public outreach activities
- Sees that the board receives training and evaluates its work

## Evaluations

A chairperson leads a board in evaluating its activities. This can be done in many ways, such as reviewing how well the board takes care of its responsibilities as a whole and how well individual members are doing their jobs.

Evaluations and follow-up action plans help improve how a board governs the organization. Using a development plan for members can teach them more about issues that impact the organization and increase their leadership so they are:

- Committed
- Informed
- Dependable
- Responsible
- Trained

# Key Points

## How does a board of directors grow?

A successful board has a membership with a range of experience and expertise. Board members use their professional community connections to recruit interested candidates.

## What does a board chairperson do?

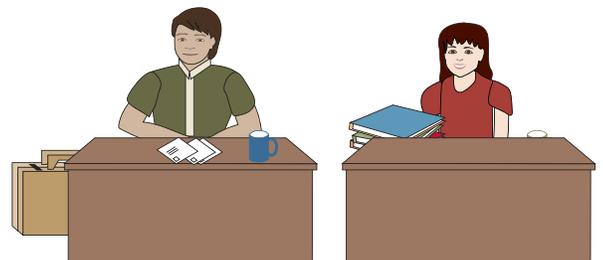
The board chairperson provides vision and leadership.

- Leads board meetings
- Makes sure bylaws and meeting rules are followed
- Works closely with executive director
- Works with committee chairpersons
- Ensures funds are handled properly and laws are followed
- Helps with public outreach activities
- Sees that a board receives training and evaluates its work

## Evaluations

Board evaluations review how well a board is meeting the organization's needs. They also show how well individual members are doing their jobs.

Evaluations provide ways a board improves what it does to govern the organization.



# Facilitation and Mentoring

## What does facilitation mean?

Facilitation is support for persons with different abilities who are members of boards of directors and committees. A facilitator assists in many ways so a member can carry out responsibilities. It is a way to accommodate board members so they may participate more successfully and be heard. Providing facilitation services helps build boards that provide equal opportunities for all members to contribute and make a difference.

Facilitators use many skills to assist board members carry out their duties. They work closely with individual members to learn what assistance is needed and how they may be most helpful. A board member and facilitator spend time together preparing for meetings. They also agree on how the facilitator will help during meetings. Because of this, it is important that a facilitator know about the organization, the board's rules and its meeting routines.

Facilitators offer explanations and adapt materials to help members better understand written materials, discussions and board action. As a professional support person, a facilitator is careful not to influence the board member about positions to take on issues or how to vote. The primary purpose of facilitation is to support the member to contribute in his or her voice.

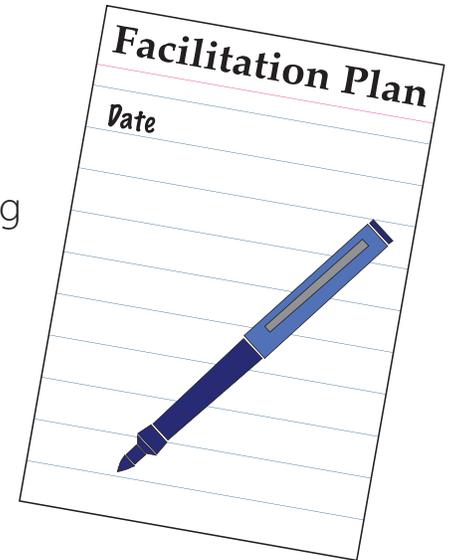


# Facilitation and Mentoring

## What is a facilitation plan?

Suggestions to help new board members learn their role include: watching board meetings, talking with board officers, studying how boards work, and creating a personal facilitation plan. A facilitation plan makes it clear to the member and facilitator what they will do together. This can include several support areas:

- Personal assistance
- Meeting accommodations
- Adaptations to written materials
- Understanding and participating in meeting activities
- Board responsibilities and follow-up



## Choosing a facilitator

The key to a successful relationship is choosing a facilitator the member can trust. Members often use a self-survey about their needs that leads to a facilitation plan and job description for the facilitator. If a member is new to a board, a facilitator may also provide an orientation that includes board responsibilities, rules and ways to participate in meetings.

# Facilitation and Mentoring

## **Before the Board Meeting**

A facilitator meets with the member to review meeting packets in preparation for board and committee meetings. They discuss how the member plans to participate in the meeting, what questions to ask and what he or she wants to share. A facilitator also provides explanations and adapts meeting materials by modifying a document and/or using easy-to-understand language.

## **During the Board Meeting**

A facilitator sits beside or behind the member and helps according to the facilitation plan – supporting the member to ask questions, express opinions, and follow meeting activities. The facilitator is often asked to take notes that are reviewed after the meeting. Members may ask for a short break or request time to review information presented at the meeting.

## **After the Board Meeting**

After meetings, a member and his or her facilitator review discussions and board action. They may also plan how to carry out assignments and schedule preparation meetings.

## **Meeting Mentors**

A mentor is an experienced member of a board or committee who helps newer members learn more about their role. A mentor leads by example and is a model for a new member. Some mentors meet with new members by phone or in person to review board and meeting information. Mentors guide others and make sure new members are welcomed as valued participants.

# Key Points

## **What does facilitation mean?**

Facilitation is individualized support for persons serving on a board or committee. A facilitator helps the member carry out board responsibilities.

## **What is a facilitation plan?**

A facilitation plan describes what the member and a facilitator will do together. Members use a self-survey about needs related to board or committee duties. It leads to a job description for a facilitator.



## **Before, during and after a meeting.**

A facilitator meets with the member to review meeting packets in preparation for meetings. They discuss plans to participate, and questions or opinions to share. A facilitator also provides explanations and adapts meeting materials.

A facilitator sits beside or behind the member and assists according to the facilitation plan.

The member and facilitator review board or committee activity after meetings. They also plan how to carry out assignments.

## **Meeting mentors**

A mentor is an experienced member of a board or committee who helps newer members learn about their role.

# Putting It All Together

A nonprofit organization is required to have a governing board of directors with a clear purpose and policies that direct its operations. The most effective members are dedicated to the work of the agency and its vision for the future. In addition to attending meetings, productive board members lend their talents by carrying out all board and committee work to make positive change.

A board stays informed by members educating themselves about the organization, key issues, financial matters, and related lawmaking. It takes thoughtful action with informed decision making for effective board governance. Successful members are willing to learn new skills and be held accountable – and above all, making promises that they keep.

Governing an organization requires personal commitment and teamwork. It is leadership that is a privilege to be taken seriously. Interested community volunteers must take time to learn about the organization and responsibilities required before joining a board or committee. It is important to study this first, before taking on this valuable work. Community members from diverse backgrounds can and do bring their unique contributions to help organizations succeed. Everyone can make a difference.

