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Board & Committee Management Playbook

November 2013

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Executive Summary

This playbook is a reference tool for Chapter board of directors regarding board and committee management.

The key to running an effective board or committee meeting is preparation and a well-crafted agenda. Boards and committee should consider the use of a consent agenda, which eliminates the need to vote separately on routine items.

Complete and accurate minutes should be kept of every meeting, whether it is a meeting of the membership, of a committee or the board. Minutes are the legal recording of the meeting. Minutes should be a record of what was considered and accomplished at a meeting. They are not a record of conversations or a reminder document.

Procedural rules are used to maintain order at meetings. Each board member, especially the chair, should learn the basic rules of order to be sure motions and procedures are understood.

Boards should evaluate the effectiveness of their meetings and assess their own performance on a regular basis.

There are twelve reasons why boards fail and conversely twelve principles of governance that enable exceptional boards.

To be more effective, boards should focus on strategic governance. There are numerous ways boards can become more strategic.

Most boards consider committees an essential part of board structure. The basic role of a committee is to act as the Board's "thought-force" – to advise, suggest, and propose ideas and work to the Board as it executes its leadership and fiduciary responsibilities

There are numerous ways that committees can be structured that may be more effective than the traditional standing committees.

Committees have three primary responsibilities: 1. Planning; 2. Implementation and; 3. Managing itself.

The effectiveness of committees can be enhanced by a streamlined committee structure and well functioning committees.

Running Effective Board & Committee Meetings

The key to running an effective board or committee meeting is preparation and a well-crafted agenda.

Preparation

The meeting notice and materials should be distributed well in advance of the board meeting (the goal should be at least one week in advance). Therefore, committee chairs and others with agenda items and/or materials to share with the board/committee should be asked to provide that information to the chair and/or chapter administrator at least two weeks in advance of the meeting.

Tips for Improving Board Meetings

- Establish etiquette by setting ground rules
- Avoid one-way communication (if action isn't required, the item belongs in the consent agenda)
- Don't include committee reports just to make the committees feel worthwhile
- Create a parking lot
- Take attendance seriously
- Follow conference call etiquette

There are two types of written reports that could be presented to the board:

- Information only – should be included in the consent agenda or as “information only” supplemental material and not included on the agenda
- Action requested – should clearly articulate the action that is being requested, which should be listed on the agenda along with the item

Each board/committee member should review the agenda to prepare for the discussions in advance of the meeting. Whenever possible, questions about agenda items should be asked before the meeting.

Agenda

An agenda is the nucleus of the meeting. A properly created agenda has the power to energize the meeting and provides direction and purpose. It serves to accomplish the objectives of the organization and to fulfill the mission. It manages the meeting.

The chair is responsible for creating the agenda. The agenda itself requires a vision, understanding of the organization and what must be accomplished, and consideration for all the board members and staff's desires and demands. Here are several suggestions to follow:

- Solicit issues and ideas from other officers, directors and committee chairs, making certain that all items are appropriate concerns for the board level.
- Together with the staff, assemble the agenda.
- Make certain that items have been researched with supporting data, committee findings, options and recommendations made available. Only legitimate items go on the agenda. Nothing should be vague or unexplained.
- Be realistic. Make the agenda manageable. Don't add more items than the meeting can reasonably consider. Some items may need to be held over.
- Used timed agendas and write an anticipated action for each agenda item.

- Consider an “approval of agenda” item at the beginning that allows the board to agree to the tasks with corresponding times for discussion. With all in agreement, members agreed to be “self-facilitators” by confining their discussions to relevant information. The time limit can be stretched but only if the entire group agrees.
- Consider the use of a consent agenda which eliminates the need to vote separately on many of the routine items and resolutions not requiring explanation or board discussion.
- In dealing with agenda items requiring action, allow sufficient time for discussion to allow for opposing points of view, clarification of ideas and expression of personal viewpoints.
- If an item needs energy and fresh ideas, put it near the beginning of the agenda.
- Don’t dwell too long on trivial but urgent items. Put a time limit on such agenda items and stick to it.
- Minimize oral reports of old business by requiring written reports.
- Focus on the future
- If an issue is potentially divisive, consider its place in the agenda carefully. You may want to sandwich it between less controversial issues.
- Urgent items must come before those that can wait
- For each agenda item, list the person who is responsible for introducing the subject.
- Try to end the meeting with a unifying item.
- Be sure the agenda is mailed to members with any required supporting material in ample time prior to the meeting date. It is helpful to send out the meeting packet in an organized fashion, perhaps tabbed or indexed, so that documents can be found easily during the meeting.

The tone of the meeting, as well as the accomplishments, will be impacted by the design of the agenda. It is a task that should be taken with utmost seriousness by the chair.

Here is a sample board agenda, which includes a consent agenda:

AGENDA
ABC Association, Inc.
 Board of Directors Meeting
 9:00 - 11:30 am - Friday, February 29, 2008
 Conference Suites Hotel, Birmingham, AL

9:00 am Call to Order, Welcome, Announcements (President)

9:10 am Motion to Follow Agenda; Disclosure of Conflicts of Interest; Antitrust Notice (President)

9:15 am Minutes Approval (Secretary)

9:20 am Financial Report and Acceptance (Treasurer)

9:30 am Consent Agenda (President)

- Chapter Reports
- Committee Reports without Action Items
- Staff Department Reports
- National Delegation Report

9:40 am Action Items (President)

- Approval of '09 Budget (Treasurer, Finance Committee)
- Adoption of Policy on Audits (Finance Committee)
- Extension of Lobbyist Contract (Government Affairs Committee)

10:00 am Mega Issue (President)

10:40 am Old Business

11:00 am New Business

11:30 am Adjournment

Anatomy of a Consent Agenda
 R. Harris Spring 2008
 www.nonprofitcenter.com
 Recognition: 3 Stars

Key questions?

- How does the board know if an agenda item is ready for discussion? Does the agenda have items of significance that advance the mission and goals? Many agendas are primarily committee and officer updates that could be handled by a “consent” item.

When considering whether to add an item to the agenda, consider the following:

1. Is it aligned with the strategic plan?
 - a. Does the motion or issue fit within our mission statement?
 - b. With which goal(s) in the strategic plan does it align?
2. Has it been evaluated before calling for action?
 - a. Was the issue vetted by a committee, staff or consultant?
 - b. Is it simply an update or does it require a decision?
 - c. Is there enough information and facts to consider at this time?
 - d. Is there a clear recommendation for action before the board?
3. Is it ready for a knowledge-based discussion?
 - a. What resources are required (i.e. time, money, volunteers, liability)?

- b. Are the desired outcomes clear?
 - c. How will we measure success?
4. Is it set for a vote?
 - a. The issue or motion is ready for knowledge-based discussion
 - b. The board is ready for a vote.
 - c. The implementation, accountability and timelines (tactics) can be handled after the board meeting.

Consent Agenda

A consent agenda can be used to efficiently cover routine agenda items (standard, non-controversial, self-explanatory). The package is voted on at once without any additional explanations or comments. With a consent agenda, what might have taken an hour for the board to review, takes only five minutes. Because it promotes good time management, a consent agenda leaves room for the board to focus on issues of real importance to the organization.

Items commonly found on consent agendas include:

- Minutes of the previous meeting
- Confirmation of a decision that had been discussed previously
- Committee reports – to the extent that such matters don't need discussion and are supported by written materials provided ahead of the board meeting, they can be assigned to the consent agenda.
- Informational materials
- Updated organizational documents
- Routine correspondence

Items that should not be included in a consent agenda include: the audit, budget, financial reports that raise questions or need emphasis, and executive committee decisions which need board confirmation.

To test whether an item should be included in the consent agenda ask:

- Is this item self-explanatory and uncontroversial? Or does it contain an issue that warrants board discussion?
- Is this item “for information only”? Or, is it needed for another meeting agenda issue?
- Do we need to confirm a previously discussed issue? Or, do we need to continue the discussion?

The first step in using a consent agenda is to set the meeting agenda. The Chair and Secretary should identify what issues should be at the heart of the meeting and what other items need to be addressed. Routine reports are then assigned to the consent agenda to create adequate time for more substantive discussions.

All items included in the consent agenda must be supported by documents that enable board members to make informed decisions. The materials for the meeting should be sent

sufficiently in advance to allow review beforehand. Board members need to read the materials in advance so they are prepared to ask questions about items or vote their approval.

The consent agenda is usually listed as the first item on the board meeting agenda. The chair notes the items on the consent agenda and asks if any board member wishes for an item to be removed. This is the final moment for board members to raise their concerns.

If a board member has a question, wants to discuss an item, or disagrees with a recommendation, he or she should request that the item be removed from the consent agenda. Without question or argument, the board chair should remove the item and add it to the meeting agenda for discussion. If a board member needs to abstain from voting on a particular item in the consent agenda, he/she can make that explicit ahead of time and the item need not be removed.

If no one requests that an item be removed from the consent agenda, a simple unanimous yes vote (after a motion and a second) is needed.

Minutes

Complete and accurate minutes should be kept of every meeting, whether it is a meeting of the membership, of the board of directors or of a committee. Minutes are the legal recording of the meeting.

Minutes should be a record of what was considered and accomplished at a meeting. They are not a record of conversations or a reminder document.

Minutes should indicate the place, date and time of the meeting and the names of all participants at the meeting, including persons arriving late or leaving early, guests and staff.

Distribute minutes within a reasonable time following the meeting to those who attended, those who were supposed to be at the meeting and then safeguard them in the permanent files of the organization. If you distribute minutes electronically, be sure your bylaws and corporate laws permit this.

The minutes are to be approved at the next convened meeting of the board/committee. There should be a statement that the minutes of the previous meeting had been distributed and were approved either as written or as changed.

The ultimate legal importance of meeting minutes can be substantial if antitrust, tax, advocacy or other legal issues are raised in litigation or some other context. (In several antitrust cases, recollections by those who attended meetings were disregarded in the face of the official minutes.) Include a statement in the minutes about distribution of financial reports and approval or corrections to prior minutes.

Whenever appropriate, minutes should include self-serving statements about the procedures used by the organization to assure legal compliance. For example, "An antitrust avoidance plan was reviewed and implemented."

Drafts of minutes, notes and audio or video recordings should NOT be retained in the organization's files once the minutes are approved. The chief elected officer and staff must be sure they are discarded. The organization should have a policy about who may create audio and video recordings.

The board should consider keeping an action item log and a decision log of all board/committee actions and decisions for future ease of reference. Use the decision log, to make sure that the policy manual is kept up-to-date.

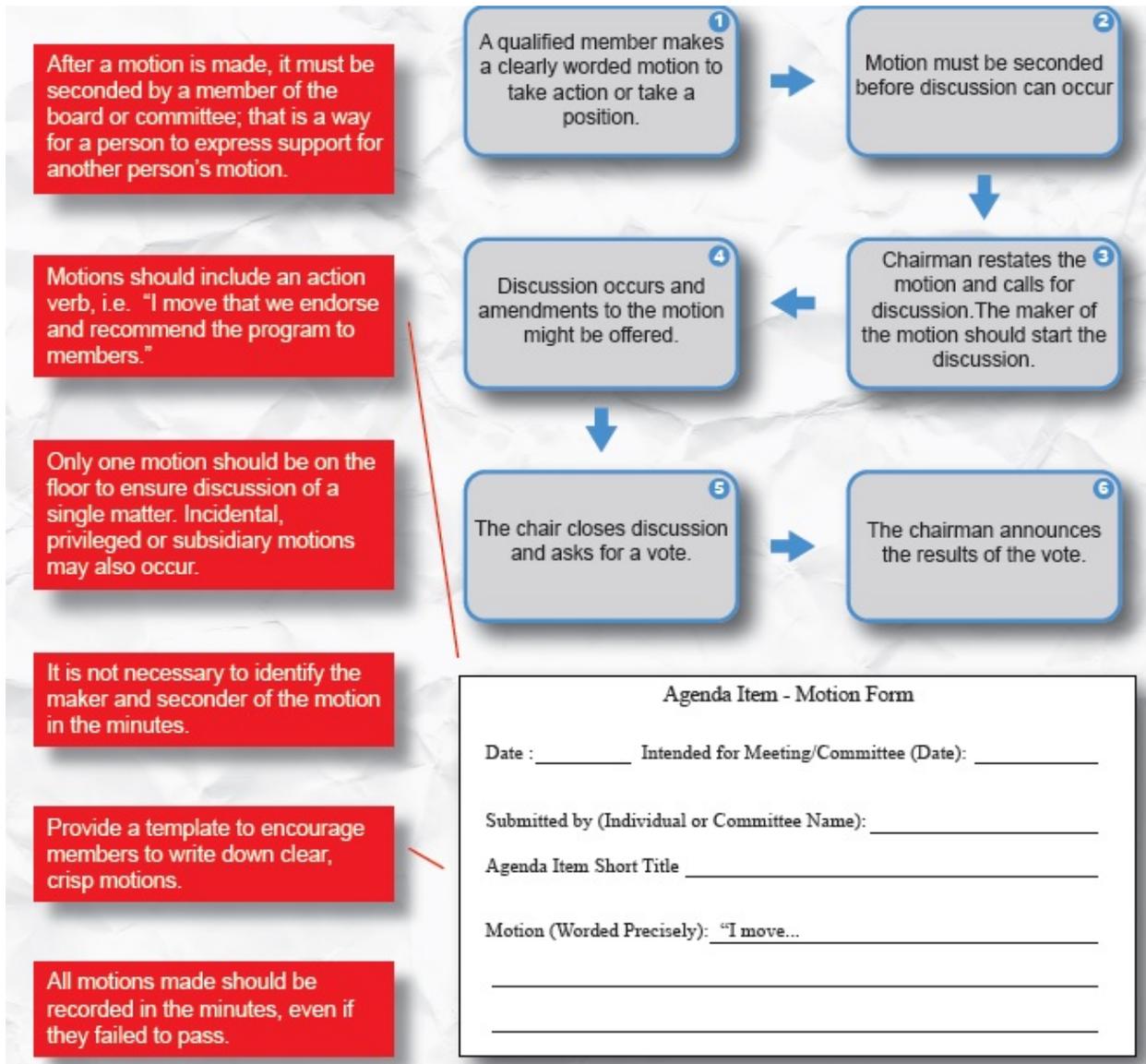
Rules of Order

Procedural rules are used to maintain order at meetings.

A motion is a statement proposed by a qualified member of the board or committee to propose action or take a position. Motions recorded in the minutes show whether or not a group took action. Motions are a part of parliamentary procedure for maintaining orderly meetings. More information on motions can be found in the diagram below.

Each board member, especially the chair, should learn the basics of rules of order to be sure motions and procedures are understood.

More information about Robert's Rules of Order can be found in the *SIM Board Responsibilities Playbook*.



Evaluate the effectiveness of each meeting

A useful tool to improve the effectiveness of board meetings is a short meeting evaluation done at the conclusion of each meeting. Questions to ask the board either verbally or via a paper or electronic survey include:

- Rate the quality of the issues discussed today on a scale of 1-5 with 1 being trivial and 5 essential.
- Rate the quality of the background materials you were sent with 1 being poor and 5 being excellent.
- On a scale of 1-5 with 1 being operational and 5 being strategic, please rate the discussion at today's meeting.
- What might we have done differently to improve our meeting today?
- In light of today's meeting, what are the most important topics we should address at our next meeting?
- What was the most valuable contribution we made to the organization's welfare today?

Board Self Assessment

Not to be confused with a meeting effectiveness evaluation, the board should periodically (e.g. annually) assess its own performance. A self-assessment allows the board to candidly reflect on how well it is meeting its governance responsibilities. It helps the board discover areas for improvement and establishes a common understanding of its roles and responsibilities.

Once the assessment is complete, the board will have a basis for setting priorities and motivating board members – individually and collectively – to strengthen their performance and governance practices.

A sample Board Self Assessment can be found in the Addendum.

Board Effectiveness – Lessons Learned

Twelve Reasons Why Boards Fail

Mary Byers, CAE, one of the authors of the books *Race for Relevance* and *Road to Relevance*, contends there are twelve basic reasons why boards fail:

1. Lack of focus: trying to be all things to all members all the time.
2. Lack of order: inability to run a structured meeting that follows an agenda and makes the best use of volunteers' time.
3. Inability to agree to disagree when necessary.
4. Unwillingness to tackle tough issues (i.e. the "elephant in the room") and ask hard questions.
5. Focused on operational issues (micro-- managing) rather than strategic (big picture) concerns.
6. Value volunteer loyalty and longevity over experience, skills and knowledge.
7. Stuck on "how" rather than "why" and "who" when it comes to projects, events and activities.
8. Unwillingness to discontinue programs and activities as new ones are added.
9. Fear of failure: refusal to try new ideas and programming.
10. Refusal to listen to members' needs and wants and reluctance to use feedback tools such as focus groups and members surveys, believing they "know what members want."
11. Lack of permission to speak the truth within committee and board meetings.
12. No investment in leadership development, orientation or future leader mentoring.

Twelve Principles of Governance That Power Exceptional Boards

Exceptional boards add significant value to their organizations, making a discernible difference in their advance on mission. Good governance requires the board to balance its role as an oversight body with its role as a force supporting the organization. The difference between responsible and exceptional boards lies in thoughtfulness and intentionality, action and engagement, knowledge and communication.

The following twelve principles from *BoardSource* offer a description of an empowered board that is a strategic asset to be leveraged. They provide board members with a vision of what is possible and a way to add lasting value to the organization they lead.

CONSTRUCTIVE PARTNERSHIP

Exceptional boards govern in constructive partnership with the chief executive, recognizing that the effectiveness of the board and chief executive are interdependent. They build this partnership through trust, candor, respect, and honest communication.

MISSION DRIVEN

Exceptional boards shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values. They treat questions of mission, vision, and core values not as exercises to be done once, but as statements of crucial importance to be drilled down and folded into deliberations.

STRATEGIC THINKING

Exceptional boards allocate time to what matters most and continuously engage in strategic thinking to hone the organization's direction. They not only align agendas and goals with strategic priorities, but also use them for assessing the chief executive, driving meeting agendas, and shaping board recruitment.

CULTURE OF INQUIRY

Exceptional boards institutionalize a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making. They seek more information, question assumptions, and challenge conclusions so that they may advocate for solutions based on analysis.

INDEPENDENT-MINDEDNESS

Exceptional boards are independent-minded. They apply rigorous conflict-of-interest procedures, and their board members put the interests of the organization above all else when making decisions. They do not allow their votes to be unduly influenced by loyalty to the chief executive or by seniority, position, or reputation of fellow board members, staff, or donors.

ETHOS OF TRANSPARENCY

Exceptional boards promote an ethos of transparency by ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding finances, operations, and results. They also extend transparency internally, ensuring that every board member has equal access to relevant materials when making decisions.

COMPLIANCE WITH INTEGRITY

Exceptional boards promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight. They use these mechanisms, such as independent audits, to ensure accountability and sufficient controls; to deepen their understanding of the organization; and to reduce the risk of waste, fraud, and abuse.

SUSTAINING RESOURCES

Exceptional boards link bold visions and ambitious plans to financial support, expertise, and networks of influence. Linking budgeting to strategic planning, they approve activities that can be realistically financed with existing or attainable resources, while ensuring that the organization has the infrastructure and internal capacity it needs.

RESULTS-ORIENTED

Exceptional boards are results-oriented. They measure the organization's progress towards mission and evaluate the performance of major programs and services. They gauge efficiency, effectiveness, and impact, while simultaneously assessing the quality of service delivery, integrating benchmarks against peers, and calculating return on investment.

INTENTIONAL BOARD PRACTICES

Exceptional boards purposefully structure themselves to fulfill essential governance duties and to support organizational priorities. Making governance intentional, not incidental, exceptional boards invest in structures and practices that can be thoughtfully adapted to changing circumstances.

CONTINUOUS LEARNING

Exceptional boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization. They embed learning opportunities into routine governance work and in activities outside of the boardroom.

REVITALIZATION

Exceptional boards energize themselves through planned turnover, thoughtful recruitment, and inclusiveness. They see the correlation between mission, strategy, and board composition, and they understand the importance of fresh perspectives and the risks of closed groups. They revitalize themselves through diversity of experience and through continuous recruitment.

Excerpted from The Source: Twelve Principles of Governance That Power Exceptional Boards. Washington, DC: BoardSource 2005.

Becoming a More Strategic Board

There are many reasons that boards have a difficult time focusing on strategic governance.

- In their day jobs, board members are often managing rather than governing
- Nonprofit board members often lack experience serving on groups comparable to governing boards (equal power, consensus)
- Organizations wait until the orientation to explain the role of the board and the responsibilities/expectations of individual members
- The need to cultivate leadership capacity is often overlooked
- Staff invite the board to micromanage by providing predominately administrative information to the board

- Board committees often replicate the org chart which makes it difficult for board members not to function as administrators (i.e. board members can wear two hats – a committee chair (administrative) and a board member (strategic))
- Individual board members have responsibilities but not personal authority to make decisions. It is easy to confuse roles when they are expected to govern collectively and execute individually.
- The high turnover rate in boards makes strategic work more elusive

There are things that a board can do to become more strategic.

Fostering effective dialogue

Retool your meeting agendas to allow sufficient time for thinking

Strategic matters take time; rich debate won't flourish if the entire meeting is absorbed in discussing operational issues or those of little strategic consequence.

- Use a consent agenda to handle operational issues
- Use a dashboard report to display performance to date against goals
- Make sure the right (i.e. most important) items are on the agenda
- Align agendas with strategic planning goals and agendas. Relate action items to the strategic plan.
- Don't spend time discussing an item if you don't have enough information.
 - Instead of spending precious time running in circles discussing every possible "what if", determine what information the board needs to fully address the issue and how you are going to obtain the information, set a deadline for obtaining the information, and place the item on the agenda for a future board meeting.
- Ask for clarifying information before the meeting (after pre-meeting materials have been sent)

Allow time for strategic discussions

Designate time on the board agenda for strategic discussions on pre-selected issues of importance to the organization. There are many ways that boards can plan for and encourage strategic discussions at board meetings. Among them:

1. Hold an idea swap or speed brainstorming at the board meeting – discuss 3-5 strategic issues that have been previously identified for 10 to 20 minutes. Designate scribes to record the ideas for each issue and report out to the whole group.
2. Carve out a few hours on the agenda to discuss one or two substantive issues in a more informal conversation. Suspend Roberts Rules of Order or other structures that inhibit spontaneous conversations.
3. Develop a master calendar that indicates which strategic-level topic(s) will be addressed at each board meeting. Indicate what educational session(s) are needed prior to that discussion so that the board is fully prepared.

4. Pose “Catalytic Questions”. In the book *Governance as Leadership*, the authors suggest posing catalytic questions that invite creativity, exploration and do not depend largely on data and logic to answer. For example:
 - What three adjectives or short phrases best characterize this organization?
 - What will be most strikingly different about this organization in five years?
 - What do you hope will be most strikingly different about this organization in five years?
 - On what list, which you could create, would you like this organization to rank at the top?
 - Five years from today, what will this organization’s key constituents consider the most important legacy of the current board?
 - What will be most different about the board or how we govern in five years?
 - How would we respond if a donor offered a \$50 million endowment to the one organization in our field that had the best idea for becoming a more valuable public asset?
 - How would we look as a take-over target by a potential or actual competitor?
 - If we could successfully take over another organization, which one would we choose and why?
 - What has a competitor done successfully that we would not choose to do as a matter of principle?
 - What have we done that a competitor might not do as a matter of principle?
 - What headline would we most/least like to see about this organization?
 - What is the biggest gap between what the organization claims it is and what it actually is?

5. Use other meeting “devices” to stimulate thinking and promote robust discussions. For example:
 - **Silent Starts.** Take two minutes at the beginning of the board meeting for members to write (anonymously) the most important questions the board and management should address. Read and tally to identify the most crucial issues.
 - **One Minute Memos.** At the conclusion of each discussion item, board members take a minute to write down what they would have said if there had been more time. Collect for review by the chair and chief executive so there’s no doubt about what’s on the board’s mind.
 - **Future Perfect History.** In breakout groups, develop a future-perfect narrative of how the organization moved from its present state to its envisioned state. Compare story lines and pathways and detours.
 - **Counterpoints.** Randomly designate two board members to make the most powerful counterarguments to initial staff recommendations.
 - **Role Plays.** Ask subsets of the board to assume the perspective of different constituent groups likely to be affected by the issue at hand. How would they frame the issue and define a successful outcome? What would each group regard as a worst-case scenario?
 - **Surveys.** Prior to discussing a major issue, board members take an anonymous survey that includes questions like: What should top our agenda next year? What are we overlooking? What is the most valuable step we could take to be a better board? What are the most/least attractive and worrisome aspects of the proposed strategic plan? An analysis of the responses (not the loudest voice) drives subsequent discussion.

Committees

Role of Committees

The basic role of a committee is to act as the Board's "thought-force" – to advise, suggest, and propose ideas and work to the Board as it executes its leadership and fiduciary responsibilities

Committees can be a practical way to structure and manage the board's work. Sometimes a smaller group can be more focused and efficient in dealing with issues than the board as a whole. A committee can be created to provide counseling and advice to the board. While the committee submits its recommendations for the board's approval, the board is not obligated to go with committee suggestions. Committees are more effective when their charter and scope of work is clearly defined by the board.

Most boards consider committees an essential part of board structure. Traditionally, the organization's bylaws define the board's standing committees and their roles. A more flexible approach may be a statement in the bylaws that committees can be formed on an as-needed basis and then board policies define the details. According to a *BoardSource* survey, the most common standing committees are executive, finance, development, and planning committees. In addition, boards can form ad hoc committees or task forces that are formed to carry out a specific task. These also need a job description.

The Role of the Board with Respect to Committees

The role of the Board with respect to committees or work groups is to:

- Appoint volunteers
- Clearly define their charter and scope of work
- Provide clear direction – goals, objectives and strategies
- Communicate expected outcomes
- Make adequate funds available and communicate budget
- Communicate timeframe
- Allow the committee to do their work

Role of the Executive Committee

The work of the Executive Committee revolves around five major areas.

1. Perform policy work.
 - a. Carry out specific directions of the board, and take action on policies when they affect the work of the executive committee or when the full board directs the committee to do so.
 - b. Act on behalf of the board on all issues related to business between board meetings, with responsibility to report actions to the board for ratification or further board action at the next meeting.
2. Act as liaison to the chief executive.
 - a. Nurture the chief executive by providing counsel, feedback, and support when needed.
 - b. Plan and conduct annual assessment of the chief executive and report the results of the assessment to the board and chief executive.

- c. Review compensation and benefits for the chief executive.
3. Coordinate the development of a strategic planning process.
 - a. Initiate the board's involvement in establishing a strategic framework or direction.
 - b. Approve and/or assist in long-range planning.
 - c. Review annual performance plan focusing on progress made, or the lack thereof, in accomplishing goals on a semi-annual basis and reporting to the board as warranted.
 4. Conduct executive searches.
 - a. Assume the lead in the search for a new chief executive or delegate the responsibility to a task force.
 - b. Conduct the research necessary to determine an appropriate salary for the chief executive.
 - c. Seek approval from the full board before terminating an existing chief executive or hiring a new chief executive
 5. Handle urgent issues.
 - a. Resolve an emergency or organizational crisis (e.g., loss of funding or unexpected loss of chief executive).

Committee Structure

Determining an effective board and committee structure is no longer as straightforward as it used to be. Today, a traditional board with numerous committees is only one of the options. Many boards are looking for more flexible ways of managing the workload while adjusting to the board's evolving needs. Here are some alternatives to delegating various tasks to specific committees.

Task forces or ad hoc committees

Some boards do not form any standing committees, rather a need is identified and a task force or an ad hoc committee is formed to carry out the necessary charge. Each task force is unique, so the answers will vary to questions like: How often should it meet? Who should serve on the task force? How big should the group be? Task forces allow a board to concentrate only on pressing issues and help it avoid wasting time on activities that are not of strategic importance. If a task force has done its job well, the board can proceed to make wiser decisions. Examples of these work groups include a bylaws task force or a search committee.

Zero-based committee structure

To push efficiency even further, some boards start each year with a clean slate. All committees are abolished automatically and only those that are still needed are re-instated. An evaluation process allows a board to reassess the composition of a committee and redirect the focus of the working group if necessary.

Outsiders (i.e. non-board members) as committee members

Very infrequently does a board possess all the necessary skills and expertise. Some organizations choose to invite

Benefits of a Zero-Based Committee Structure

- *Stagnation can be avoided.*
- *Board is flexible and future-oriented*
- *Leadership opportunities are more frequent*
- *Leadership changes are not threatening*

outsiders with specific contacts and knowledge to serve on committees or task forces. Committee members do not have the same liabilities and pressures as full-fledged board members. It is an excellent way to bring new talents and perspectives to a board and for busy professionals to serve an organization of their choice. Other benefits include: The board gets the work done without having to increase its size; former board members can stay active as committee members; and future board members can be cultivated into board service.

No committees – board as a committee of the whole

Small and particularly cohesive boards may need no committees at all. Board members manage the workload together as a committee of the whole or delegate tasks to individual board members. This requires effective leadership and commitment from every member.

Responsibilities of Committees/Task Forces

A committee or task force has three primary responsibilities:

•Planning

- Guided by the Mission and Vision of the chapter, devise new programs or support successful on-going programs
- Create the action plans and strategies to implement the direction of the Board
- Report its progress to the Board

•Implementation

- Once the Board of Directors has accepted the committee plan or program the committee must oversee the implementation of it
- The Committee must continue to monitor and assess the success or failure of its plans and programs and make recommendations for their future

•Managing Itself

- Recruit and appoint additional members to carry out responsibilities and ensure a diverse and fresh set of opinions and ideas
- Create succession planning for committee members
- During committee meetings each member has a responsibility to offer his/her opinion, thoughts and creative ideas to the whole
- Create historical documentation to maintain documentation of committee activities (notes, minutes, project templates)

Effectiveness of Committees

A Streamlined and Effective Committee Structure

A streamlined committee structure makes the work of the board easier. To ensure that committees help the board do its work better, assess the effectiveness of your present committee structure. Eliminate any unnecessary committees. Realign committees around the goals of the strategic plan. Turn some committees into task forces with specific time frames.

Draft a clear job description for each committee. Do not allow the committees themselves to determine their charter.

Choose committed members who can advance the objectives set for the committee and who are able to actively participate in the work. Set term limits for committee members.

Regularly assess the productivity of the committees. Don't tolerate substandard results.

Qualities of an effective committee

An effective committee has:

- A clear job description and defined goals;
- A chair who is able to involve all members in the committee work;
- Members who are committed and willing to spend the needed time to accomplish their tasks;
- Members who are intentionally selected based on their skills (strategic, action and people)
- A sense of being part of the larger organization and not working in isolation;
- An understanding of time constraints and deadlines;
- An understanding that it does not make decisions; rather it advises and recommends
- Set meeting schedules well in advance. Takes advantage of electronic communication and virtual meetings.
- An evaluation process to assess its own achievements.

BOARD SELF-ASSESSMENT

BOARD SELF-ASSESSMENT

Please answer the following questions about your Board and yourself as candidly as possible:

1. How long have you been on the Board?

- Less than six months
 Between six months and a year
 More than five years but less than ten
 Ten or more years
 Other (please specify):

2. Have you seen written copies of:

	No	Yes	Yes, I've seen and reviewed within the last year	I can't recall	N/A
The organization's official mission statement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The organization's by-laws	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
A Board Member job description	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
A job description for the whole Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Executive Director's (or highest-level paid staff person's) job description	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Personnel policies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The annual budget	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The most recent audit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The current strategic plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. How effectively is the mission used as a compass for guiding the Board in its discussions and decision-making?

- 1. Not at all effectively
- 2.
- 3.
- 4.
- 5. Very effectively
- Unsure

4. As an ambassador of your organization, how confident do you feel in your knowledge of the organization and its programs/services?

- 1. Not at all confident
- 2.
- 3.
- 4.
- 5. Very confident

5. Does the full Board discuss the annual budget before approving it?

- No
- Yes
- Unsure

6. Does the Board regularly monitor actual performance vs. the annual budget?

- No
- Yes
- Unsure

7. Does the Board review and discuss the annual audit (if one is required)?

- No
- Yes
- Unsure
- N/A

8. Does the Board review the Form 990 before it is sent to the IRS?

- No
- Yes
- Unsure
- N/A

9. How confident are you in fulfilling your financial oversight responsibilities?

- 1. Not at all confident
- 2.
- 3.
- 4.
- 5. Very confident

10. Do you make an annual financial contribution to the organization?

- No
- Yes
- Just joined the Board

11. Are you aware of any written policy that requires Board members to "give or get" financial contributions?

- No
- Yes
- Unsure

12. Do you participate in fundraising activities, such as attending fundraising events, selling tickets to events, cultivating donors, making asks, providing names of potential donors, etc.?

- No
- Yes
- Just joined the Board

13. Overall, how well does the Board assume its fundraising responsibilities?

- 1. Not at all well
- 2.
- 3.
- 4.
- 5. Very well
- Unsure

14. How effective is the Board's process for planning for the organization's future?

- 1. Not at all effective
- 2.
- 3.
- 4.
- 5. Very effective
- Unsure

15. How well does the Board create policies that provide the Executive Director with guidelines and expectations on managing the organization?

- 1. Not at all well
- 2.
- 3.
- 4.
- 5. Very well
- We do not have an Executive Director or the equivalent (regardless of title)
(Skip to question #20)
- Unsure

16. On the whole, how much does the Board trust the Executive Director?

- 1. Not at all
- 2.
- 3.
- 4.
- 5. Completely
- Unsure

17. On the whole, how much does the Executive Director trust the Board?

- 1. Not at all
- 2.
- 3.
- 4.
- 5. Completely
- Unsure

18. Does the Board annually evaluate the Executive Director's performance?

- No
- Yes
- Unsure

19. On the whole, how much do the Board and staff (beyond the Executive Director) interact?

- 1. Not at all
- 2.
- 3.
- 4.
- 5. Quite a lot
- Unsure

20. How effective is the orientation program for new Board members?

- 1. Not at all effective
- 2.
- 3.
- 4.
- 5. Very effective
- Unsure

21. How effective are Board meetings?

- 1. Not at all effective

- 2.
- 3.
- 4.
- 5. Very effective
- Unsure

22. How much does committee work enhance Board functioning?

- 1. Not at all
- 2.
- 3.
- 4.
- 5. Completely
- Unsure

Feel free to explain briefly your answer:

23. How effective is the Board's composition, in terms of expertise, demographics, connections, personalities, etc.?

- 1. Not at all effective
- 2.
- 3.
- 4.
- 5. Very effective
- Unsure

24. Does the Board enforce its term limits and rotation policies as stated in the by-laws?

- No Yes Unsure

25. Please indicate five topics that your Board regularly discusses at board meetings:

- | | |
|--|---|
| <input type="checkbox"/> Board performance | <input type="checkbox"/> Legal concerns |
| <input type="checkbox"/> Daily Operations | <input type="checkbox"/> Executive Director performance |
| <input type="checkbox"/> Financial health | <input type="checkbox"/> Fundraising |
| <input type="checkbox"/> Mission | <input type="checkbox"/> Personnel |
| <input type="checkbox"/> Strategic plan | <input type="checkbox"/> Programs and services |
|
<input type="checkbox"/> Just joined Board | |
|
<input type="checkbox"/> Please list other(s), if there are any: | |

26. What do you see as the Board's area of greatest strength?

27. What do you see as the Board's area of greatest vulnerability?

28. If you could change one thing about how this Board operates, what would it be?