

All About Boards of Directors (For-Profit and Nonprofit)

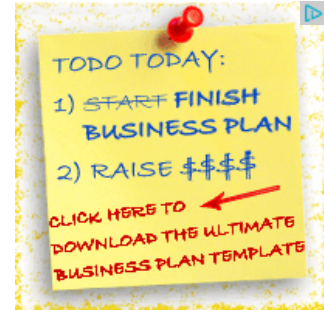
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Applies to for-profit and nonprofit Boards, unless marked differently.

Also see [Carter Board Blog](#).

Perhaps the best way to benefit from this topic is first to scan the subtopics in the following table, including how they are arranged on this page. The left side of the table lists the typical topics in Board operations, and the right side lists the typical functions in an organization that a Board must oversee.

Also, if you are looking for a very specific subtopic or article about Boards, you might use the "find" function in your browser, and enter the keyword(s) in order to search this page for those subtopics or articles. You also can use the "search" box in the upper right-hand corner.



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- [Board Meeting Agenda and Minutes](#)
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- [Board and CEO Role and Relations](#)
- [Board and Staff Relations](#)

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- [Reasons to Do, How to Do](#)
- [Sample Procedures to Evaluate the Board](#)
- [Generic Individual Board Member Evaluation](#)

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- [Board Models](#)
- [Board Development \(dysfunctional and how to improve\)](#)

General Resources

- [Nonprofits](#)
- [For-Profits](#)
- [Library's Board Blog](#)

Also see

[Related Library Topics](#)

Also See The Library's Blogs Related To This Topic

In addition to the articles on this current page, also see the following blogs that have posts related to this topic. Scan down the blog's page to see various posts. Also see the section "Recent Blog Posts" in the sidebar of the blog or click on "next" near the bottom of a post in the blog. The blog also links to numerous free related resources.

[Library's Boards of Directors Blog](#)

[Library's Nonprofit Capacity Building Blog](#)

Introduction and Basic Overview

What is a Board of Directors? What Does a Board Look Like?

A corporation, whether for-profit or nonprofit, is required to have a governing Board of Directors. To explain, a corporation can operate as a separate legal entity, much like a person in that it can own bank accounts, enter into contracts, etc. However, the laws governing corporations require that a corporation ultimately is accountable to its owners (stockholders in the case of for-profits and the public with nonprofits). That accountability is accomplished by requiring that each corporation has a Board of Directors that represents the stockholders or the public.

Members of a governing Board have certain legally required (fiduciary) duties, including duties of care, loyalty and obedience (some states and countries use different terms -- for example, in Canada, the duties of care and loyalty are often stressed). For-profit Boards often are referred to as "corporate" Boards, which really is a misnomer because both nonprofit and for-profit corporations are required to have

Boards -- not just for-profit corporations.

The phrase "Board operations" often refers to the activities conducted between Board members and can include development and enactment of Board bylaws and other Board policies, recruitment of Board members, training and orientation of Board members, organizing Board committees, conducting Board meetings, conducting Board evaluations, etc. The phrase "governance" often refers to the Board's activities to oversee the purpose, plans and policies of the overall organization, such as establishing those overall plans and policies, supervision of the CEO, ensuring sufficient resources for the organization, ensuring compliance to rules and regulations, representing the organization to external stakeholders, etc. The nature of Board operations and governance depends on a variety of factors, including explicit or implicit use of any particular Board model, the desired degree of formality among Board members and the life-stage of the Board and organization.

Governing Boards can have a variety of models (configurations and ways of working), for example, "working Boards" (hands-on, or administrative, where Board members might be fixing the fax one day and strategic planning the next), "collective" (where Board members and others in the organization usually do the same types of work -- it's often difficult to discern who the Board members actually are), "policy" (where Board members attend mostly to top-level policies), "Policy Governance" (trademark of Carver Governance Design, where there are very clear lines and areas of focus between Board and the CEO), etc. All of these models are types of governing Boards.

Boards can have a broad range of "personalities." For example, Boards of large for-profit and nonprofit corporations might be very formal in nature with strong attention to Parliamentary procedures, highly proceduralized Board operations, etc. In contrast, Boards of small nonprofit or for-profit corporations might be very informal in nature. Some people believe in life stages of Boards, including that they 1) start out as "working" Boards where members focus on day-to-day matters in addition to strategic matters, 2) evolve to "policy" Boards where members focus mostly on strategic matters, and 3) eventually become large, institutionalized Boards that often have small executive committees and maybe many members some of which are "big names" to gain credibility with funders or investors.

For-Profit ("Corporate") Boards Compared to Nonprofit Boards

People might be surprised to read that there are more similarities between for-profit and nonprofit Boards than there are differences -- after all, both types of organizations are required to have Boards because both types are corporations, thereby having similar fiduciary responsibilities among members. Members of both types of Boards must attend to the many activities involved in Board operations and governance. Both types of organizations must conform to rules and regulations for operations of corporations within their states/provinces and countries, including for employment laws and tax filings (each type of organization files different types of federal tax forms). Thus, many of the topics included throughout this overall Library topic on Boards are relevant to both types of organizations.

Certainly, there are differences. For-profit Board members often are paid, whereas nonprofit Board members usually are not (except to be reimbursed for expenses). For-profit Board members uniquely attend to decisions about dispersing profits to owners (to stockholders), for example, in the form of stock equity and dividends, whereas nonprofit Board members do not seek to maximize and disperse profits to the owners -- the owners of nonprofits are members of the public. Nonprofit Board members often must participate in robust fundraising by soliciting funds from individuals, foundations, corporations and government entities. Nonprofits corporations often enjoy certain tax advantages, including tax-exemption (being able to avoid payment of certain taxes) and charitableness (so donors can deduct donations from their taxes). To retain that charitable tax status, Board and staff members of nonprofits must refrain from exceeding certain limits of lobbying and self-dealing.

The following links depict a concise comparison of for-profit to nonprofit corporations:

[How Nonprofits Compare to For-Profits](#)

[For-Profit and Nonprofit Boards: More Similarities Than Differences?](#)

[Nonprofit and For-Profit Boards -- a Comparison](#)

Be sure to see the many general resources for Boards in the USA and Canada, near the end of this Web page. Also see the closely "Related Library Topics" and "Recommended Books" referenced from the bottom of the page.

Overview of Board Roles and Responsibilities

Roles and Responsibilities

The above section gives a basic overview of the role of a governing Board. The following links give more information about the roles and responsibilities of Boards and Board members, including job descriptions for each of the common positions on a Board.

For-Profit

[Board Roles and Responsibilities \(for-profit and nonprofit\)](#)

["System" of Board Operations \(one-page depiction of for-profit\)](#)

[Board Competence](#)

[Whom Do Public Companies Now Serve?](#)

[Five Things Board Directors Should Be Thinking About](#)

[UK FSA Highlights Corporate Governance](#)

Nonprofit

[Governance and Board Development \(nonprofit\)](#)

[Fiduciary Responsibilities of Nonprofit Board Members](#)

[How Much Should Nonprofit Board Be Involved in Management?](#)
[Outline of Board Roles and Responsibilities \(nonprofit\)](#)
[History of Nonprofit Boards in the U.S. \(nonprofit\)](#)
[Eight Basic Expectations a Chief Executive Has of His or Her Board](#)
[Good Governance in Meeting the Duties of Directors of Charities and Not-for-Profits](#)
[What Exactly IS the Board's Job?](#)
[Board Leadership, Bold and Brave](#)
[Lessons for a Board President](#)
[Boards of All-Volunteer Organizations](#)
[Good Governance Practices for 501\(c\)\(3\) Organizations](#)
[Jean's definition of Nonprofit Governance](#)
[The role of Board Chairperson in a Nonprofit Organisation](#)
[Board Status for Staff Members](#)
[Questions From A New Executive Director/Founder](#)
[MD or CEO – which title suits the circumstances?](#)
[Guilty As Charged: Prove Your Board Supports Your Organization](#)
[How to align independent operations? – a dilemma](#)
[Executive Director, Deputy Director & Founders – Part One](#)
[Executive Director, Deputy Director & Founders – Part Two](#)
[Wearing Two Hats: Board President & Paid Executive – Part One](#)
[Wearing Two Hats: Board President & Paid Executive – Part Two](#)

Job Descriptions

General Information

[Board and Staff Responsibilities](#)
[Job Description Search Tool](#)

Sample Job Descriptions (Officers and Lead Directors)

[Sample Job Descriptions \(for Chair, Vice Chair, Secretary, Treasurer\) \(for-profit and nonprofit\)](#)
[Sample Job Description](#)
[Board Chair / President / Chairman \(for-profit\)](#)
[Board Chair Sample Job Description \(nonprofit\)](#)
[What is Job description of Board Chair? \(nonprofit\)](#)
[Board Chairperson -- Job Description](#)
[Selecting and Preparing a Chair-Elect](#)
[What Makes a Great Board Treasurer?](#)
[Board Secretary Responsible for Accuracy of Homeowners Association Minutes \(nonprofit\)](#)
[The Lead Director](#)

[Free Guide to Performance](#) Get your free copy of the Cognos book for performance managers. IBM.com/cognos_performance_book

[Women's Leadership Summit](#) Leadership development, world class speakers, and more! Nov 7-9. www.MyLinkage.com

[Performance Evaluation Form](#) Performance Evaluation Form S/W Download Free Whitepaper! www.CornerstoneAdChoices.com

Overview: Board Operations and Systems

Recurring, Annual Operations

Boards meet their responsibilities usually by conducting certain major activities at certain times of the year. Often, the bylaws specify when certain activities will be conducted. Activities include, for example, conducting regular Board meetings (every month, two months, etc.), conducting the Board self-evaluation, evaluating the chief executive, reviewing and updating Board and personnel policies, conducting strategic planning, recruiting new members, holding an annual meeting, reviewing and authorizing the yearly budget, conducting fundraising (in the case of nonprofits), etc. The following sample Board Operations Calendar lists typical recurring activities of the Board and suggests the timing for these activities.

[Sample Board Operations Calendar](#)

Overall "System" of Board Operations

Below, in the links about systems, are handy one-page depictions of the various inputs to the operations of a Board, the Board processes that influence those inputs, and the various outputs from Board operations. This information gives a concise "snapshot" of the recurring activities -- the loop of activities -- in a Board. The links about where Boards "fit" are to one-page depictions that indicate the role of the Board in the overall planning, development, operations and evaluations in the organization.

For-Profit Boards

[Depiction of the system of a for-profit Board](#)
[Depiction of where Board activities "fit" in for-profit organizations](#)

Nonprofit Boards

[Depiction of the system of a nonprofit Board](#)
[Depiction of where Board activities "fit" in nonprofit organizations](#)

Articles, Bylaws, Resolutions, Policies

Articles of Incorporation

The articles of incorporation (or other forms of description, such as charters, constitutions, articles of association, etc.) are established when the organization files for incorporation with the appropriate state or provincial agency. A Board of Directors gets its authority from the articles. This governing document specifies, for example, its name, the purpose or mission of the organization, place of business, primary officers, etc.

In Canada, you can form a nonprofit corporation either at the provincial or federal levels, and you might be able to form under a variety of regulations, for example, a provincial Societies Act or Companies Act, or the federal Canada Corporations Act. In Canada, it is necessary to be incorporated in order to become a charity.

For-profit Organization

[Sample articles of incorporation form \(the form depends on each state\)](#)
[Sample Articles of Incorporation](#)
[Sample Articles of Incorporation for a Company Corporation](#)

Nonprofit Organization

[Sample Articles of Incorporation Form](#)
[Sample Articles of Incorporation](#)

Corporate Bylaws (Board's internal specification of how the Board will be organized and operated)

Bylaws specify the Board's rules of internal operation, for example, number of members of the Board, length of the terms of membership, all of the officer positions, how meetings are conducted, etc. In some states in the USA and provinces in Canada, you have to have Bylaws to file for incorporation.

For-profit Organization

[What are bylaws and why are they important?"](#)
[Sample bylaws](#)
[Another sample](#)
[Another sample](#)

Nonprofit Organization

[Sample nonprofit bylaws](#)
[Another sample bylaws](#)
[Another sample](#)
[Amending or Changing the Bylaws](#)

Board Resolutions (single acts of approval for, eg, contracts, dues, etc.)

Articles, charters, constitutions, etc., and bylaws are ongoing rules. A resolution is used by the Board to draw attention to a single act or Board decision, for example, to approve or adopt a change to a set of rules, new program, new contract, etc. Resolutions are included in the minutes for the Board meeting. Here is a sample.

[Sample Board Resolution](#)

Board Policies (Board's guidelines for how members will work together)

Board policies are guidelines for how the Board members can best work together, e.g., when they want to meet, how members should be on Committees, how they recruit and orient new members, how they manage for consistent meeting attendance, how the Board will work with the chief executive officer, how they will avoid conflict-of-interest, etc.

Board Policy Manuals and Miscellaneous

[Typical Contents of Nonprofit Board Member's Manual](#)
[Maintaining Board and Organizational Confidentiality](#)
[Sample Board Policies](#)
[Sample Document Retention/Destruction Policy](#)

[Sample Whistleblower Policy](#)

Board Attendance

[Sample Board Attendance Policy](#)[Why Attendance Matters: Nonprofit Governance in a World of Busy Board Members](#)

Conflict of Interest

NOTE: Many experts believe that the conflict-of-interest terms should be in the bylaws, rather than Board policies. Often, state statute (which takes precedence over bylaws) specifies terms to avoid conflict of interest.

[What is a "conflict of interest?"](#)[Sample Conflict of Interest Policy](#)[How Do We Safeguard Against Conflict of Interest?](#)[Conflict of Interest](#)[Conflict of Interest among board/committee members](#)

Accountability, Legal, Lobbying, Ethics and Risk

There is more emphasis on Board accountability than ever before, especially because of growing public concern in the U.S. about large salaries paid to CEOs of large, publicly traded for-profits; numerous occasions of corruption in those types of organizations; and the "Enron" debacle where the public perceived that the Enron Board did not exercise due diligence in governing that corporation. At its most basic, accountability is having to report to a certain constituency (for example, to stockholders in the case of for-profits and to the public in the case of nonprofits) about what an organization is going to accomplish and also the status of achieving those accomplishments. Accountability is being responsible and accepting the consequences of the actions of the organization, whether those consequences are positive or negative. Progressive and socially responsible organizations take that definition of accountability even further and see themselves as being responsible to "stakeholders" -- to groups of citizens who have a direct or indirect interest in the operations and effects of the organization.

Accountability

[Better Accountability: A Different Approach for Reporting to the Membership](#)[Governing for What Matters: A Model for Community-Driven Governance](#)[Nonprofit Governance and Accountability](#)[More Oversight Ensures Accountability](#)[Q&A With Bill George: Corporate Leadership](#)

Legal Considerations

Nonprofit

[What are the Board Member's Legal Responsibilities?](#)[Sarbanes-Oxley Act \(USA legislation\) and Implications for Nonprofits](#)[Broadbent Report \(Canadian Report\)](#)

For-Profit

[Sarbanes-Oxley Act \(for for-profits and nonprofits\)](#)[Overview of legal considerations](#)[Overview of Liability Insurance \(including Directors' and Officers' Insurance\)](#)[Is Our Corporation Complying With All the New Laws and Regulations?](#)[Legal Tips for New Directors – video link](#)[Boardroom Liabilities: Shining a Spotlight on Risk](#)[More on "Dodd-Frank: What is the 'Sleeper'?"](#)[UK Corporate Governance Code](#)[Opening the Floodgates: The Dodd-Frank Whistleblower Provisions' Impact on Corporate America](#)[Whistleblowers: Change in the Playing Field?](#)

Also see

[Business Law](#)

Lobbying (Nonprofit)

[Lobbying and Taxes](#)

Ethical Considerations

[Five Questions that Corporate Boards of Directors Should Ask \(for-profit\)](#)[Guide to Managing Ethics in the Workplace](#)

[Ethical Guidelines for Board Members of Not-for-Profit Organizations](#)
[Fit and Improper](#)
[Board Leadership and Corporate Social Responsibility](#)
[Ethics a Priority for Boards in Post-Crisis Era](#)
[Ethics and Compliance: What Fortune 500 Boards Should do Now](#)
[Jean's Checklist -- Making Ethics Work](#)
[The Board's Role in Ensuring an Ethical Corporate Culture](#)

Also see

[Business Ethics](#)

Insurance and Risk Management

[How to Minimize Liabilities of Nonprofit Board Members](#)
[A Primer on D&O Insurance](#)
[Why Purchase D&O Insurance?](#)
[Insurance Considerations for Board Members](#)
[Risk Management Resources](#)
[Risk Management Topic in Free Management Library](#)
[Crisis Management Topic in Free Management Library](#)
[D&O Liability Insurance: Right Coverage, Right Time](#)
[Ten Ways Risk Oversight Can Fail](#)
[Audit Committees Monitor Control Functions, Risk Committees Provide Oversight of a Strategic Function](#)
[What Audit Committees Don't Know](#)
[Ten To-Do's for Audit Committees in 2011](#)
[Where were the auditors?](#)
[Is There a Crisis Management Plan Crisis?](#)
[How to Determine Whether to Insure Directors and Officers](#)
[What works in Communicating Bad News to Management and the Board?](#)
[Are board members of an NPO personally liable for the nonprofit's debts?](#)
[Guest Contributor: A How-To on Crisis Management for Boards](#)
[A Fistful of Risks](#)
[Finding the Right Chief Risk Officer](#)

Also see

[Business Insurance](#)

Staffing (Size, Joining, Recruiting, Informing, Communicating, Rewarding, Removing)

One of the most important aspects of Board operations is Board staffing. Just like the careful staffing that is usually done with employees, Board members should be carefully selected, trained and evaluated, as well. In for-profits, Board members and leaders must appreciate the strong value that Boards can bring, rather than tolerating Boards as if they are some necessary evil to be avoided at all costs. In nonprofits, Board members and leaders should not approach recruitment and selection as if they are somehow lucky just to get Board members who will show up at Board meetings. Board members and leaders in those organizations must act as if they deserve a very dedicated and participative Board -- that attitude alone can make a huge difference in achieving highly effective Boards.

There are different perspectives on staffing. Some people believe that Boards should be staffed primarily with the expertise needed to establish and achieve current strategic goals (this is functional staffing). Others believe that staffing should also achieve a wide diversity of values and perspectives among members on the Board (diversification staffing). In nonprofits, members are also sought who have strong passion for the mission (passion-driven staffing). We're learning, though, that passion alone is not enough -- Board members also must have the time and energy to actively participate in the Board. Yet another perspective is to get members who represent the major constituents of the organization (representative staffing).

Ironically, many people perceive for-profit Boards as being more established and effective. Yet nonprofit Boards very often have highly involved members who take a very strong role in establishing strategic plans and in ensuring that those plans are achieved. Board members of for-profit and nonprofit organizations have much to learn from each other.

Board Size

[The Determinants of Corporate Board Size and Composition: An Empirical Analysis \(for-profit\)](#)
[Board size and corporate performance: evidence from European countries](#)

[What is the Average Size for a Board?](#)
[What is the Best Size for Your Board?](#)
[How Big Should a Board Be and How Often Should They Meet?](#)
[How Many Members Should We Have?](#)

Term Limits

[Coming to Terms With Term Limits](#)

[What are the advantages and disadvantages of term limits?](#)

[Board Spills](#)

[The Drawbacks of Board Term Limits](#)

[Term Limits for Non-Profit Board Members](#)

Composition of Board Members (Guidelines, CEO on Board, Independent Members, etc.)

General Guidelines for Determining Composition

[Approaches/Philosophies to Staffing Nonprofit Boards](#)

[How Should a Board Determine Competencies Needed on the Board?](#)

[Sample Board Recruitment Grid \(nonprofit\)](#)

[4 Actions to Weed Out Resume Builders on Your NGO Board](#)

[A Board Mystery: The Case of the Emeritus Director](#)

[Policy on Board Composition](#)

[Women in the Boardroom: A Global Perspective](#)

[Major Donor on The Board](#)

[Board Gender Balance – a personal perspective](#)

[Some thoughts on board composition](#)

[Women on Boards and its rationale](#)

Should CEO Be On the Board?

[Making Founder Permanent Board Member at Your Peril](#)

[Reports: Small Companies Like to Separate Chair/CEO While Big Firms Go for Lead Directors](#)

[Divide and Conquer? Splitting the Roles of Chair and CEO](#)

[Report: Keeping Former CEOs on Board Could Have Repercussions](#)

What About Independent Board Members?

[Definition of Independent Board Members](#)

[Dark Side of Independent Board Members](#)

[Just What is an Independent Director Anyway?](#)

[Directors Get It: Shareholders Want Independent Board Chair](#)

[Is Director Independence So Important?](#)

[How You Find New Directors: "True Independence" Under the Microscope](#)

[Boldly into the Breach – the Lead Independent Director](#)

What About Diversity on the Board? Honorary Members?

[How Can We Promote Diversity While Avoiding Tokenism?](#)

[Honorary Board Members – The Truth and The Consequences](#)

[Board Diversity Progress Measured by Calendar](#)

[Diversity in the Boardroom](#)

What About "Big Names" and "Deep Pockets" on Nonprofit Boards?

[Should You Try Get "Big Names" and "Big Pockets" on Boards?](#)

Joining a Board (potential new member's perspective)

[Sample Board Application Form](#)

[What You Need to Know About Our Board](#)

[Making the Transition from Manager to Director](#)

[Not Just a Resume Booster: Tips for evaluating a nonprofit before joining the board of directors](#)

[Finding the Right Next Board to Join](#)

[A checklist for new or intending Nonprofit Board/Committee members](#)

[Using a Board Seat as a Stepping Stone](#)

[Do Good, Sure, But Do It Right -- Nonprofit Board Service: a 'Head's Up' Checklist](#)

[Thinking About Joining a Board?](#)

[How to handle the do-it-all founder?](#)

[Back to Basics for Training the Board](#)

Recruiting Board Members

[Recruiting for Board Members](#)

[Prospective Board Members Who Are Not Ready!](#)

[Avoiding Pitfalls in Recruiting Board Members](#)

[Guidelines for Recruiting New Members](#)

[Sample Board Recruitment Grid](#)

[Sample Board Application Form](#)

[Guidelines for Orienting New Members](#)
[Recruiting Board Members, Volunteers and Participation](#)
[Board Diversity: Bigger Issue Than You Think](#)
[10 Stop Signs on the Road to Board Recruitment](#)
[Recruiting Your Organization's First Board](#)
[Recruiting for Board Members: Process? What Process?](#)
[Board Recruitment: Whose job is it anyway?](#)
[Nonprofit Board of Directors Guidelines](#)
[5 Strategies to Create Active Members on Your NGO Board](#)
[Study on Women Donors Presents Lessons for Board Recruitment](#)
[Board Recruitment Demonstration Project](#)
[5 Ways To Ensure A Non-Profit Board Candidate A Good Choice](#)
[Creating a Board Application](#)
[Hosting a Board Recruitment Event](#)
[Board Recruitment: Getting the People You Want](#)
[NGO Board Member & Professional Volunteer Recruitment](#)

Informing, Communicating With Board Members

[How Do We Keep Members Informed?](#)
[Wikipedia on Board Manuals](#)
[Sample Board Manual Index](#)
[Annual Reports](#)
[The Board Manual](#)
[Addressing Board Knowledge Gaps](#)
[Practical Tips for Presenting to the Board](#)

Rewarding / Recognizing Board Members

The following link is useful for nonprofit Boards. For-profit Board members often are compensated monetarily (see the next section).

[Rewarding Volunteers \(includes several other links\)](#)
[52 Ways To Motivate Your Board Members](#)

Removing Board Members

[How Boards Deal with Lazy Directors](#)
[How Do I Remove a Board Member](#)
[How do we remove a Board member](#)
[How do we remove a Board member?](#)



Compensating Board Members

Members of for-profit Boards often are compensated monetarily, usually as a flat fee plus reimbursement for expenses. Often, the larger the organization and its revenues, the larger the compensation to the Board members. Members of nonprofit Boards usually are not compensated with a flat fee. They can be compensated as reimbursement for expenses.

In For-Profit (Corporate) Boards

[Compensation for Board Members](#)
[Compensation for Board Members](#)
[Governance, the Board and Compensation](#)
[Compensation Plans Provide Companies Chance to Rebuild Trust](#)
[Comparing CEO Employment Contract Provisions](#)
[Selecting an Executive Compensation Consultant Today Requires Compensation Committees to Use a Wider Lens](#)

In Nonprofit Boards

[Are Nonprofit Boards Asleep at the Wheel? \(asserts members should not be paid\)](#)
[May a Member of a Nonprofit Board Be Paid?](#)
[How Much Do I Get Paid to Be On This Nonprofit Board?](#)
[Board Remuneration – Creative Solutions](#)

Orienting and Training Board Members

Orientation and Agenda

Board training conveys the knowledge and understanding needed in order to be effective as a member of any governing Board of Directors, for example, legal responsibilities. Board orientation is training about the organization-specific information in order to be effective particularly as a member of the organization's Board of Directors, for example, about where the Board meets, who's on the Board now, etc. Selection of training topics and training methods depend on the nature and needs of the organization. However, the following guidelines and sample training agenda might serve useful to the reader when designing their own training plan and methods.

[Basic Guidelines and Sample Agenda for Board Training Session](#)

[Outline for New Board Member Orientation](#)

[Orientation and Training of Board Members](#)

[Why Board Orientation? \(complete manual\)](#)

[Board Orientation vs. Training vs. Development](#)

[6 Important Items to Include in Board Orientation Packages](#)

[Appendix to "6 Important Items to Include in Board Orientation Packages"](#)

Ongoing Education

[Ongoing Board Education: Ensuring Board Members Have the Knowledge They Need](#)

[Team Building \(many resources listed there\)](#)

Board Committees, Task Forces, Advisory Groups and Work Plans

It's common for Board members to be organized into Committees. Some Board models, including the Policy Governance Model (a registered trademark of John Carver), minimize or avoid committees altogether. Some Committees are increasingly popular, including the Audit Committee and Compensation Committee in for-profits and the Board Development (or Board Governance) Committee in nonprofits.

Advisory Boards (or Advisory Committees or Advisory Groups) are increasingly common. They can be used as formalized means to get highly focused advice and recommendations about certain topics or even to attend to specific activities, such as researching an issue or overseeing the construction of a facility. Sometimes these groups are formed merely to "park" people who have served admirably on the governing Board or to associate "big names" with the organization. Frequently, these types of unfocused groups result in confusion and frustration for its members. For the organization to get the most value -- and for the members of the group to get the most satisfaction -- the advisory group should be almost as carefully planned, organized and monitored as the governing Board itself.

One way to organize, focus and activate Committees is by associating a work plan with each. A work plan usually includes specific goals, objectives and deadlines for achievement. Often those goals are aligned with goals in an overall strategic plan. In Board meetings, each Committee reports status on implementing its work plan.

This author realized years ago that the best way to keep good Board members is to make sure they have something to do -- and the best way to get rid of bad Board members is to make sure they have something to do. Implementation of work plans gives Board members something to do.

Board Committees and Work Plans

[Description of Typical Committees](#)

[Advantages and Disadvantages of Nonprofit Board Committees](#)

[5 Workplace Committees to Form and Their Business Benefits](#)

[Committee Essentials](#)

[Sample Committee Work Plan](#)

[Executive Committee -- Used and Abused](#)

[Sample Executive Committee Charter](#)

[The Governance Committee](#)

[Governance Committee Sample Terms of Reference](#)

[Sample Governance Committee Charter](#)

[Make Good Use of the Treasurer & Finance Committee](#)

[Sample Finance Committee Charter](#)

[Board Finance Committee](#)

[Role of the Fundraising Committee](#)

[Audit Committees Monitor Control Functions, Risk Committees Provide Oversight of a Strategic Function](#)

[Ten To-Do's for Audit Committees in 2011](#)

[External Resources for Audit Committees](#)

[Setting Up an Audit Committee](#)
[What Audit Committees Don't Know](#)

[Best Practices for Board Quality Committees](#)
[Should We Form a Board Committee?](#)

Also see (below)
[Developing Advisory Groups](#)

Activating Committees and Board

[Ideas to Generate Participation](#)
[Effective Committees](#)
[How to Ensure Board is Involved in Projects for Change \(for-profit\)](#)
[How to Ensure Board is Involved in Projects for Change \(nonprofit\)](#)
[Motivating Your Board](#)

Advisory Groups

[Guidelines to Form an Advisory Board](#)
[How to Form a Nonprofit Advisory Board](#)
[Harness the Power of An Advisory Board](#)
[Advisory Board Meeting Agenda](#)
[Why Advisory Boards are Often Useless](#)
[The Non-Profit Advisory Board/Committee](#)
[What is an Advisory Board and Should We Have One?](#)

Board Meetings, Retreats, AGM, Minutes, etc.

Members of the Board do their work, primarily in their Board meetings, including regular Board meetings, retreats for planning and other purposes, and in the Annual General Meeting (AGM) with constituents. Thus, these meetings should be carefully planned, facilitated and documented. Meetings can be highly participative with very focused deliberations that result in strong, strategic decisions -- decisions that are captured in meeting minutes and then closely monitored for implementation. Or, meetings can drag on with only some members participating -- participating in spotted discussions about whatever topic was first brought up in the meeting. It's often the most dedicated Board members who become frustrated with these unproductive Board meetings and soon leave the organization, leaving the rest of the members to continue this ineffective approach to Board governance.

One of the most effective ways to accomplish productive meetings -- and strong governance -- is to carefully design an agenda and then closely facilitate to that agenda. Agendas should include 1) strategic topics to address in that meeting, 2) specification of how each topic is to be addressed in that meeting (for example, to make a decision, assign further research, etc.), and 3) specific times to address each topic. Without that careful design and facilitation of the agenda, Board meetings too often result in prolonged confusion and frustration of members -- and overall ineffective governance of the organization.

Board Meeting Agenda and Minutes (and Decisions During Meetings)

Board Meetings refer to the regular meetings held by Board members during the year to conduct their regular Board operations.

Meeting Agenda

[Sample Meeting Agenda](#)
[What is a Consent Agenda?](#)

Meeting Management

[Meeting Management \(many resources listed there\)](#)
[Strategic Questions That Nonprofit Board Members Should Always Ask in Meetings](#)
[Managing Board Process and Information](#)
[What is the Procedure for Handling Confidential Matters?](#)
[Helping the Decision-Impaired Board](#)
[Staff at Board Meetings](#)
[Passion in the Board Room](#)
[Study Reveals Directors' Board Participation, Performance Evaluation](#)
[Effective Board Meetings](#)

Also see

[Parliamentary Procedure for Meetings](#)
[Job Descriptions \(especially the role of the Board Chair, who facilitates Board meetings\)](#)

Meeting Minutes

[Sample Meeting Minutes](#)
[Should Movers and Seconders Be Recorded in Minutes?](#)
[Importance of Board Minutes](#)
[What Not to Include in Your Nonprofit's Board of Directors' Minutes](#)
[Meaningful Minutes](#)
[Taking Minutes at a Meeting](#)
[Board Meeting Minutes – Part I](#)
[Board Meeting Minutes – Part II](#)

Parliamentary Procedure for Meetings

Parliamentary procedure is a set of guidelines and procedures for meetings to be conducted most effectively and efficiently, whether the meetings are regular Board meetings, retreats or the Annual General Meeting. Not all Board choose to use parliamentary procedure and many who do, choose to use a small subset of all of the guidelines and procedures available in the entire body of, e.g., Roberts Rules.

[Jim Slaughter's many resources](#)
[Roberts Rules \(the official site\)](#)
[Rules Online](#)
[Trout's Top Ten Rules of Order](#)
[Here's a Procedure for Making Decisions](#)

Board Retreats

Board members might use retreats for special occasions, such as planning, team building and trainings.

[Best Practices For a Strategic Planning Retreat](#)
[Board Retreats – Part 1: Why Have One, Themes and Planning](#)
[Board Retreats – Part 2: Working with a Facilitator and a Planning Checklist](#)
[Board Retreats -- Part 3: An Sample Board Retreat from Soup to Nuts](#)

Annual General Meetings (AGMs)

The AGM is the annual meeting required by law in which Board members are elected and important information is conveyed to constituents, for example, to investors, funders, members and customers.

[Annual General Meetings \(Wikipedia\)](#)
[AGM \(Annual General Meeting\)](#)
[Annual General Meeting](#)
[Boards At Their Best: How to Fix the Annual Meeting](#)
[Boards At Their Best: The Annual Meeting as the Art of Romance](#)
[Annual General Meeting \(AGM\) and Annual Report Checklists](#)

Maximizing Board Attendance to Board Meetings

[Sample Board Attendance Policy](#)

Online Meetings

[State Laws for NPO Board Meetings by Teleconference](#)
[Facilitating Online Meetings](#)
[Virtual Teams](#)
[Using Technology to Improve Board Performance](#)
[Board Policy for E-mail Motion, Discussion and Voting Procedures](#)
[Digital Directors](#)

Executive (In-Camera) Meeting

An executive meeting includes Board members only, that is, employees and staff members are not in attendance. These meetings might be held, for example, to determine the salary of the CEO or to address performance problems of the CEO.

Board and Employee/Staff Relations

The nature and extent of interactions between Board members and staff (employees) depends on the Board model used by the organization. Often, the model is not intentionally and explicitly chosen -- it's the result of how members ended up working together. Working (or hands-on) Boards often include members interacting with employees on a regular basis. In contrast, in policy Boards, Board members and employees often do not have strong interaction with each other; however, employees might attend Board meetings to give reports or participate in certain Board Committees. In any case, it's often wise for Boards and executives to specify the nature and extent of interaction expected between Board members and employees.

In addition, there are certain practices that ensure that Board members and employees have strong appreciation of each other's roles and

can contribute to each other's accomplishments. Links in this section help Board members and employees to maximize their mutual understanding and contributions in the workplace.

Board and Staff Roles

[Board and Staff Responsibilities](#)
[How Much Should Nonprofit Board Be Involved in Management?](#)
[Credible Board Leadership](#)

Board and CEO Role and Relations

[Board's CEO Selection -- Getting it Right](#)
[How the Nonprofit Board and CEO Are in Strategic Relationship](#)
[Sustaining High-Quality Relationship Between Chair and Chief Executive](#)
[Board Members Seeking Staff Position](#)
[Staff at Board Meetings](#)
[10 Practices for Successful Board/CEO "Strategic Partnership" -- Part 1 of 2](#)
[How Much Should Your Board Be Involved in Management?](#)
[What is Micromanagement and What Isn't?](#)
["Managing" Your Board of Directors](#)
[Compensation Plans Provide Companies Chance to Rebuild Trust](#)
[Comparing CEO Employment Contract Provisions](#)
[Communicating Bad News -- 7 Steps for CEO's](#)
[What works in Communicating Bad News to Management and the Board?](#)
[Study Reveals Directors' Board Participation, Performance Evaluation](#)
[Delegation of Authority from a Nonprofit Board to the CEO](#)
[Where Should the Board Chair, the ED, the Staff Sit?](#)
[The Effective Chair-CEO Relationship: Insights from the Boardroom](#)
[How much sway should a CEO have? -- a dilemma](#)

Also see

[Evaluating the Chief Executive Officer \(CEO\)](#)

Board and Staff Relations

[Board versus management conflicts](#)
[Building Trust Between Boards and Staff](#)
[Regaining Credibility and Gaining Strategic Approval](#)

Evaluating the Board and Members

One of the most powerful practices for Board members is to evaluate the quality of their Board operations. Many times, Board members do not know what they do not know about their own Board. For example, they might be terribly ineffective because they all have fallen into a rut in their operations -- and they have not even realized it. Or, they might have gotten side-tracked into attending to certain urgent matters (for example, the latest crisis reported by the Chief Executive Officer), and are ignoring very important matters (for example, strategic planning that would have avoided those crises altogether).

Board members who claim that they do not need evaluation and Board training are like obese people who claim that they do not need advice about eating because, after all, they are already experts at eating. Experienced and highly effective Board members have learned that it's critical to regularly conduct short, practical evaluations of the quality of their Board operations and then to attend to the results of those evaluations during the year. Evaluations need not take a long time -- many times, even 15 minutes a year from each Board member to complete a short questionnaire, followed by half an hour to discuss results, can be transformational for a Board.

Here are a variety of free Board self-evaluation tools. Aim to select a tool that asks at least as much about the actual occurrence of activities on your Board as about how members feel about the Board. It's good practice to have a small team of Board members review and select the best tool. It's often best if each Board member completes a tool on his/her own, rather than together in a group. Also, the best time to do a Board evaluation is now. Don't wait until new members have learned more about the Board -- that's like waiting until you feel fine before seeing the doctor. Keep in mind that Board members of nonprofits are volunteers and their time is often very limited, so pick a tool that Board members will even have enough time to complete.

Reasons to Do, How to Do

[Evaluating the Board of Directors](#)

Also see

[Evaluating the Chief Executive Officer \(CEO\)](#)

Sample Procedures

[Board Self-Evaluation](#)
[Checklist to Evaluate Health of Board](#)
[Nathan Garber's checklist](#)
[Quick Assessment of the Five Dysfunctions of Your Board](#)
[Board Self-Assessment](#)
[Self assessment tool from Texas Arts](#)
[Boy Scouts Executive Board Self-Assessment Tool](#)
[Principles for Good Governance and Ethical Practice](#)
[Iowa Hospital Self-Assessment Guide](#)
[Four Stages and Four Challenges of Organizational Development](#)
[Self assessment tool from Massachusetts Arts Council](#)

Individual Board Member Evaluation

[Board Member Self-Evaluation](#)
[Board of Directors Self-Evaluation](#)

Advanced Topics -- Board Models and Board Development

Board Models

As mentioned above, Board members often adopt a model or way of working together. Many times, the model is not intentionally or explicitly selected by Board members. They just ended up working together in the same way. There are several types of Board models and others are emerging; however, the research is not conclusive about which models are best to use and when. Perhaps the most valuable result for Board members from reading about models is first learning the many ways that members can work together and then by reflecting on their own Board operations.

[Some New Nonprofit Board Models](#)
[Board Structure](#)
[Carver Governance Model \(Policy Governance\) \(more on this topic below\)](#)
[Governance Models](#)
[Governing for What Matters: A Model for Community-Driven Governance](#)
[Is a Working Board an "Immature" Board?](#)
[Some Unique Nonprofit Board Models \(Part 1 of 2\)](#)
[Some Unique Nonprofit Board Models \(Part 2 of 2\)](#)

Board Development (Types Issues, Approaches to Improve, Policy Governance)

It might help the reader to understand the concept of Board development by comparing it to Board orientation and Board training. Here's one interpretation. Board orientation is orienting Board members about the unique aspects of the organization, for example, its history, products and services, other Board members, etc. Board training is training members about the standard roles and responsibilities of members of any governing Board. In contrast, Board development is raising the quality of Board operations up another level, including, for example, by using a Board pre-assessment, Board orientation, Board training, coaching of Board members, and closing with a Board post-assessment to measure any improvement from the Board development. The following links provide a range of advice about improving the quality of Board operations. HOWEVER, reading guidelines about fixing Boards, without knowing the basic parts and best practices of Boards, is like reading about fixing a car, but without knowing the basic parts of a car. Therefore, the reader is strongly encouraged to at least scan through the list of topics in the table at the top this page before reading many of the links about struggling Boards and how to "fix" Boards.

Types of Struggling Boards and Board Issues

[Some Types of Broken Nonprofit Boards](#)
[Four Types of "Broken" Boards](#)
[Founder's Syndrome: Who? Me?](#)
[Founder's Syndrome: How Organizations Suffer -- and Can Recover \(a manual\)](#)
[Micro-Meddling Boards Undermine Progress](#)
[Has Your Organization Outgrown Its Board?](#)
[Dysfunctional Board or Council?](#)
[Why Boards Micromanage and How to Get Them to Stop](#)
[What Directors Think: Best \(and Worst\) Boardroom Memories](#)
[The Costs of Intense Board Monitoring](#)
[Directors With Drawbacks](#)
[How to bring about nationwide change? - a dilemma](#)
[How to start looking forward? - a dilemma](#)
[When facilitation fails - a dilemma](#)

What a Healthy Board Looks Like

[What Does a Healthy Board Look Like? \(Nonprofit and For-Profit\)](#)

[A Collective Vision \(for the Board\)](#)
[Make Your Board Room an Oasis](#)

Approaches to Improving Boards

[Why Board Training and Team Building Alone Seldom Fix Broken Boards](#)
[Board Orientation vs. Training vs. Development](#)
[Here's Some First Steps to Start "Fixing" a Broken Board](#)
[General Principles for Restoring Nonprofit Boards](#)
[The Cost of Governance](#)
[Board's Evolving Role: From Management to Governance](#)
[Nonprofit Boards: On Saying No to Problem Board Members](#)
[Here We Go Again: The Cyclical Nature of Board Behavior](#)
[Enhancing The Board's Monitoring Role](#)
[Good Governance and Crisis](#)
[Good Governance](#)
[Moving to Good Governance: Digging Into Organizational Change](#)
[Governance on Nonprofit Boards: Why is it so hard to accomplish?](#)
[How to Improve a Board By Understanding the System of a Board](#)
[A Vote for Consensus](#)
[Dangerous Ideas Made Safe](#)
[Top 10 Issues Facing Directors in 2010](#)
[The Nonprofit Board: You Get Out What You Put In](#)
[Passion in the Board Room](#)
[The Bottom Line on Good Governance](#)
[Developing a High Performing Nonprofit Board](#)
[Managing Fear about Nonprofit Board/Committee Performance](#)
[Credible Board Leadership](#)
[Sustainability and Boards](#)
[The Bottom Line on Good Governance](#)
[Focus v. Fashion – Get Your Board OFF the Latest Fad](#)
[Reframing Governance](#)
[Corporate Governance Adrift](#)
[Practical Tips for Boards in Times of Crisis](#)

About Policy Governance

[Policy-based Governance: If It's So Great, Why Isn't Everyone Using It?](#)
[The Top Reasons to Use Policy Governance \(copyright of John Carver\)](#)
[Policy Governance in 2002](#)
[A Checklist for Determining the Extent Policy Governance® is Being Used by a Board](#)
[Desirable Board Member Attributes Under Policy Governance®](#)

Additional Online Resources

General Resources Focused on Boards of Nonprofits

[Boardsource's extensive FAQ about Boards](#)
[National Study of Good Governance Practices in the Nonprofit and Voluntary Sector in Canada](#)
[Board Glossary](#)
[Jane Kendall's "What it takes to be a good Board member"](#)
[Minnesota Council of Nonprofits "Principles and Practices"](#)
[Help4Nonprofits](#)
[Nonprofit Good Resource Guide](#)
[Nathan Garber](#)
[Great Grassroots Governance for Nonprofits and Funders](#)
[Great Boards](#)

General Resources Focused on Boards of For-Profits

[Corporate Governance Codes & Principles](#)
[Founder's Syndrome -- How Corporations Suffer -- and Can Recover](#)
[Global Corporate Governance Forum](#)
[International Corporate Governance Network](#)
[Corporate Governance Magazine](#)
[Twenty Five Years of Corporate Governance](#)
[Cut your losses or run with them? – a dilemma](#)

[How to explain corporate governance shortcomings](#)

[Submit a link](#)

For the Category of Boards of Directors:

To round out your knowledge of this Library topic, you may want to review some related topics, available from the link below. Each of the related topics includes free, online resources.

Also, scan the Recommended Books listed below. They have been selected for their relevance and highly practical nature.

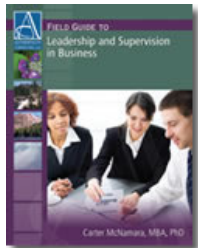
Related Library Topics

Recommended Books

[For-Profit \("Corporate"\) Boards of Directors](#)

[Nonprofit Boards of Directors](#)

For-Profit ("Corporate") Boards of Directors



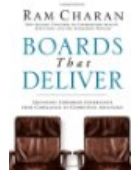

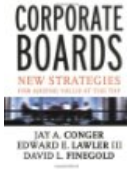
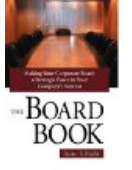


[Field Guide to Leadership and Supervision in Business](#)

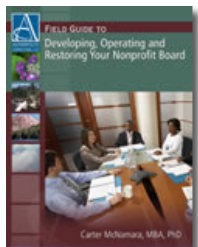
by **Carter McNamara**, published by **Authenticity Consulting, LLC**. Provides step-by-step, highly practical guidelines to recruit, utilize and evaluate the best employees for your business. Includes guidelines to effectively lead yourself (as Board member or employee), other individuals, groups and organizations. Includes guidelines to avoid burnout -- a very common problem among employees of small businesses. Many materials in this Library are adapted from this book.

NOTE: This is one of the few books that's all about leadership AND how to effectively work with a corporate (for-profit) Board.

The following books are recommended because of their highly practical nature and often because they include a wide range of information about this Library topic. To get more information about each book, just click on the image of the book. Also, a "bubble" of information might be displayed. You can click on the title of the book in that bubble to get more information, too.

 <p>Building Better Boards David A. Nadler, B... Best Price \$7.47 or Buy New \$27.74 Buy from amazon.com</p> <p>Privacy Information</p>	 <p>Boards of Directors and the Privately... Roger H. Ford Best Price \$102.97 or Buy New \$107.95 Buy from amazon.com</p> <p>Privacy Information</p>	 <p>Boards That Deliver Ram Charan Best Price \$1.25 or Buy New \$19.37 Buy from amazon.com</p> <p>Privacy Information</p>	 <p>Boards At Work Ram Charan Best Price \$0.01 or Buy New Buy from amazon.com</p> <p>Privacy Information</p>	 <p>Corporate Boards Jay A. Conger, Edw... Best Price \$0.01 or Buy New \$34.95 Buy from amazon.com</p> <p>Privacy Information</p>	 <p>The Board Book Susan F. Shultz Best Price \$15.52 or Buy New \$35.00 Buy from amazon.com</p> <p>Privacy Information</p>
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Nonprofit Boards of Directors



[Field Guide to Developing, Operating and Restoring Your Nonprofit Board](#)

by **Carter McNamara**, published by **Authenticity Consulting, LLC**. Provides step-by-step, highly practical guidelines to organize, operate and sustain high-quality nonprofit Boards -- and to fix a broken Board! Includes variety of Board models you can choose from, roles and responsibilities, how to get the best members, how to train and organize them, goals for standard committees, ensuring high-quality meetings, evaluating Boards, how to evaluate and/or replace the Executive Director, and much more! Includes many sample Board policies you can download! Written by the developer of the Free Management Library. Many materials in this Library's topic about Boards are adapted from this book. 30-day, money-back, guarantee!



[Field Guide to Leadership and Supervision With Nonprofit Staff](#)

by **Carter McNamara**, published by **Authenticity Consulting, LLC**. Provides step-by-step, highly practical



guidelines to recruit, utilize and evaluate the best staff members for your nonprofit. Includes guidelines to effectively lead yourself (as Board member or staff member), other individuals, groups and organizations. Includes guidelines to avoid burnout -- a very common problem among nonprofit staff. Written by the developer of the Free Management Library. Many materials in this Library are adapted from this book.

This is one of the few books that's all about leadership AND how to effectively work with a nonprofit Board.



Field Guide to Consulting and Organizational Development With Nonprofits

by **Carter McNamara, published by Authenticity Consulting, LLC.** Provides complete, step-by-step guidelines to identify complex issues in nonprofit organizations and successfully resolve each of them. This book is also helpful to organizations that are doing fine now, but want to evolve to the next level of performance. This is one of the truly comprehensive, yet practical, books about this complex subject! Includes online forms that can be downloaded. Written by the developer of the Free Management Library. Many materials in this Library's topic about guiding change are adapted from this comprehensive book. 30-day, money-back, guarantee!



Field Guide to Nonprofit Strategic Planning and Facilitation

by **Carter McNamara, published by Authenticity Consulting, LLC.** Step-by-step guidelines to customize and facilitate planners to implement the best strategic planning process to suit the particular nature and needs of their nonprofit. This is one of the few books, if any, that explains how to actually facilitate planning. Includes many online forms that can be downloaded and used by planners. Written by the developer of the Free Management Library. Many materials in this Library's topic about strategic planning are adapted from this book. 30-day, money-back, guarantee!

<p>The Nonprofit Board Answer Book BoardSource Best Price \$17.51 or Buy New \$26.10 Buy from amazon.com Privacy Information</p>	<p>Nonprofit Boards Diane J. Duca Best Price \$1.25 or Buy New \$33.76 Buy from amazon.com Privacy Information</p>	<p>The Truth About What Nonprofit Boards Want June J. Bradham Best Price \$21.59 or Buy New \$50.00 Buy from amazon.com Privacy Information</p>	<p>The High-Performance Board Dennis D. Pointer, ... Best Price \$0.99 or Buy New \$31.27 Buy from amazon.com Privacy Information</p>	<p>Governance as Leadership Richard P. Chait, ... Best Price \$22.99 or Buy New \$45.42 Buy from amazon.com Privacy Information</p>	<p>Board Recruitment and Orientation Hildy Gottlieb Best Price \$27.46 or Buy New \$27.88 Buy from amazon.com Privacy Information</p>
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For Nonprofits, Also See

[Strategic Planning -- Recommended Books](#)

[Social Entrepreneurship \(Nonprofit\) -- Recommended Books](#)

[Capacity Building \(Nonprofit\) -- Recommended Books](#)

[Fundraising -- Recommended Books](#)

[Program Management -- Recommended Books](#)

[Leading -- Recommended Books](#)

[Training and Development -- Recommended Books](#)

[Volunteers -- Recommended Books](#)