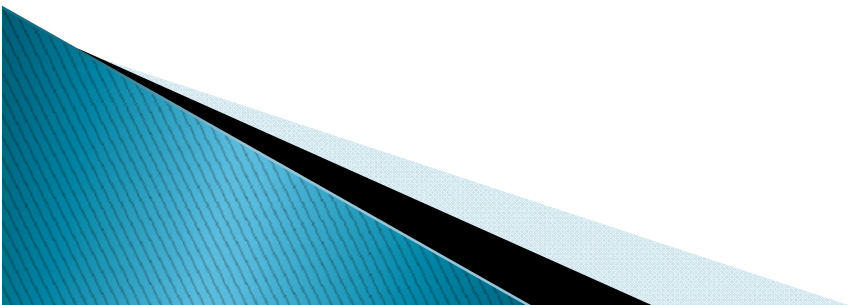


Board of Director's Manual



ACCU

Board of Directors Manual

**The Role of Board of Directors and its Relationship
with Management**



**ASSOCIATION OF
ASIAN CONFEDERATION OF CREDIT UNIONS**

Section 1:
Board Roles and Responsibilities

Board Roles and Responsibilities

Major Duties of Board of Directors

1. **Provide continuity for the organization** by setting up a corporation or legal existence, and to represent the organization's point of view through interpretation of its products and services, and advocacy for them
 2. **Select and appoint a chief executive** to whom responsibility for the administration of the organization is delegated, including: to review and evaluate his/her performance regularly on the basis of a specific job description, including executive relations with the board, leadership in the organization, in program planning and implementation, and in management of the organization and its personnel to offer administrative guidance and determine whether to retain or dismiss the executive
 3. **Govern the organization by broad policies and objectives**, formulated and agreed upon by the chief executive and employees, including to assign priorities and ensure the organization's capacity to carry out programs by continually reviewing its work.
 4. **Acquire sufficient resources for the organization's operations** and to finance the products and services adequately.
 5. **Account to the public for the products and services of the organization and expenditures** of its funds, including: to provide for fiscal accountability, approve the budget, and formulate policies related to contracts from public or private resources to accept responsibility for all conditions and policies attached to new, innovative, or experimental programs.
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Major Responsibilities of Board of Directors

1. Determine the Organization's Mission and Purpose
2. Select the Executive
3. Support the Executive and Review his or her performance
4. Ensure Effective Organizational Planning
5. Ensure Adequate Resources
6. Manage Resources Effectively
7. Determine and Monitor the Organization's Programs and Services
8. Enhance the Organization's Public Image
9. Serve as a Court of Appeal
10. Assess Its Own Performance

Board Chair Job Description

1. Is a member of the Board
2. Serves as the Chief Volunteer of the organization
3. Is a partner with the Chief Executive in achieving the organization's mission
4. Provides leadership to the Board of Directors, who sets policy and to whom the Chief Executive is accountable.
5. Chairs meetings of the Board after developing the agenda with the Chief Executive.
6. Encourages Board's role in strategic planning
7. Appoints the chairpersons of committees, in consultation with other Board members.
8. Serves *ex officio* as a member of committees and attends their meetings when invited.
9. Discusses issues confronting the organization with the Chief Executive.
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
11. Reviews with the Chief Executive any issues of concern to the Board.
12. Monitors financial planning and financial reports.
13. Formally evaluates the performance of the Chief Executive and informally evaluates the effectiveness of the Board members.
14. Evaluates annually the performance of the organization in achieving its mission.
15. Performs other responsibilities assigned by the Board.

Vice Chair Job Description

This position is typically successor to the Chair position. In addition to the responsibilities outlined in the Committee Member job description, this position:

1. Is a member of the Board
 2. Performs Chair responsibilities when the Chair cannot be available (see Chair Job Description)
 3. Reports to the Board's Chair
 4. Works closely with the Chair and other staff
 5. Participates closely with the Chair to develop and implement officer transition plans.
 6. Performs other responsibilities as assigned by the Board.
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Chair Job Description

1. Is a member of the Board
 2. Sets tone for the committee work.
 3. Ensures that members have the information needed to do their jobs.
 4. Oversees the logistics of committee's operations.
 5. Reports to the Board's Chair.
 6. Reports to the full Board on committee's decisions/recommendations.
 7. Works closely with the Chief Executive and other staff as agreed to by the Chief Executive.
 8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
 9. Initiates and leads the committee's annual evaluation.
-

Board Member Job Description

1. Regularly attends board meetings and important related meetings.
 2. Makes serious commitment to participate actively in committee work.
 3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
 4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
 5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
 6. Is an active participant in the committee's annual evaluation and planning efforts.
 7. Participates in fund raising for the organization.
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Board Secretary Job Description

1. Is a member of the Board¹
2. Maintains records of the board and ensures effective management of organization's records
3. Manages minutes of board meeting
4. Ensures minutes are distributed to members shortly after each meeting
5. Is sufficiently familiar with legal documents (articles, by-laws, etc.) to note applicability during meetings

¹ It differs from country to country

Board Treasurer Job Description

1. Is a member of the Board²
2. Manages finances of the organization
3. Administrates fiscal matters of the organization
4. Provides annual budget to the board for members' approval
5. Ensures development and board review of financial policies and procedures

Board and Staff Responsibilities

To help convey who does what regarding board and staff, the following activities are suggested to be done by board, staff or jointly. This document should be reviewed by board members to finalize who they would like to do what among board and staff members.

Activity	Responsibility
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PLANNING:

Director the process of planning	Staff
Provide input to long range goals	Joint
Approve long range goals	Board
Formulate annual objectives	Staff
Approve annual objectives	Board
Prepare performance reports on achievement of goals and objectives	Staff
Monitor achievement of goals and objectives	Joint

PROGRAMMING:

Assess stakeholder (customers, community) needs	Staff
Train volunteer leaders (nonprofits only)	Staff
Oversee evaluation of products, services and programs	Board
Maintain program records; prepare program reports	Staff
Prepare preliminary budget	Staff
Finalize and approve budget	Board

² differs from country to country

See that expenditures are within budget during the year	Staff
Solicit contributions in fundraising campaigns (nonprofits)	Board
Organize fundraising campaigns (nonprofits)	Staff
Approve expenditures outside authorized budget	Board
Insure annual audit of organization accounts	Board

PERSONNEL:

Employ Chief Executive	Board
Direct work of the staff	Staff
Hire and discharge staff member	Staff
Decision to add staff (nonprofit)	Board
Settle discord among staff	Staff

COMMUNITY RELATIONS:

Interpret organization to community	Board
Write news stories	Staff
Provide organization linkage with other organizations	Joint

BOARD COMMITTEES:

Appoint committee members	Board
Call Committee Chair to urge him/her into action	Board
Promote attendance at Board/Committee meetings	Joint
Plan agenda for Board meetings	Joint
Take minutes at Board meetings	Joint
Plan and propose committee organization	Joint
Prepare exhibits, material and proposals for Board and Committees	Staff
Sign legal documents	Board
Follow-up to insure implementation of Board and Committee decisions	Staff
Settle clash between Committees	Board

Guidelines to Form an Advisory Group (Committees)

1. Overall Benefit of an Advisory Group

Driving forces such as increased global telecommunications, public consciousness and diverse values are causing rapid change among organizations like never before. Consequently, the overall role of board governance becomes very critical in guiding these organizations during rapid change. Thus, an advisory group can be a tremendous complement to the effectiveness of the official, or formal, board of directors as it works to carry out a specific, complex, major role (eg, financial analysis) or initiative (eg, construct a building).

2. What is an Advisory Group?

An advisory group is a collection of individuals who bring unique knowledge and skills which complement the knowledge and skills of the formal board members in order to more effectively govern the organization. Advisory groups are sometimes used, too, to provide membership which gives status to people, for example, retired CEOs, board chairs or major contributors. The advisory group does not have formal authority to govern the organization, that is, the advisory cannot issue directives which must be followed. Rather, the advisory group serves to make recommendations and/or provide key information and materials to the formal board of directors. The advisory group can be standing (or ongoing) or ad hoc (one-time) in nature.

3. When Should an Advisory Group Be Formed?

Consider establishing an advisory group when it's apparent that a major, current issue/challenge or complex program/product/service is too complex and/or numerous to be handled by the formal board of directors. It's best if the advisory group is formed to address a need that is usually outside the usual, ongoing roles and responsibilities of a formal board. Otherwise, it may be more prudent to more fully equip and develop the formal board of directors.

Typical Types of Board Committees

The following descriptions are intended to portray various functions that are often conducted by board committees. Note that the following list is not intended to suggest that all of these committees exist within one organization; it's ultimately up to the organization to determine which committees should exist and what they should do for that organization. Committees and their assignments are often specified in the ByLaws.

About Committees

1. Establish committees when it's apparent that issues are too complex and/or numerous to be handled by the entire board.
2. For ongoing, major activities establish standing committees; for short-term activities, establish ad hoc committees that cease when the activities are completed. Standing committees should be included in the by-laws.
3. Committees recommend policy for approval by the entire board.
4. Committees make full use of board members' expertise, time and commitment, and ensure diversity of opinions on the board.
5. They do not supplant responsibility of each board member; they operate at the board level and not the staff level.
6. Committees may meet monthly (this is typical to new organizations, with working boards), every two months, or every three months; if meetings are not held monthly, attempt to have committees meet during the months between full board meetings.
7. Minutes should be recorded for all board meetings and for the Committee meetings if the By Laws indicate the Executive Committee can make decisions in place of the board when needed.

Developing Committees

1. Ensure the committee has a specific charge or set of tasks to address, and ensure board members understand the committee's charge
2. Have at least two board members on each committee, preferably three
3. Don't have a member on more than two committees
4. In each board meeting, have each committee chair report the committee's work since the past board meeting
5. Consider having non-board volunteers as members of the committee
6. Consider having a relevant staff member as a member of the committee as well
7. Committee chairs are often appointed by the board chair; consider asking committees members for a volunteer for committee chair
8. If committee work is regularly effective and the executive committee has a strong relationship with the chief executive, consider having board meetings every other month and committee meetings between the board meeting
9. The chief executive should service *ex officio* to the board and any relevant committees (some organizations might consider placing the chief executive as a member of the board -- this decision should be made very carefully)

Potential Standing Committees

The following descriptions are intended to portray various functions often conducted by standing board committees, i.e., committees that exist year round. Note that the following list is not intended to suggest that all of these committees should exist; it's ultimately up to the organization to determine which committees should exist and what they should do.

Potential Standing Committees	Their Typical Roles
Board Development	Ensure effective board processes, structures and roles, including retreat planning, committee development, and board evaluation; sometimes includes role of nominating committee, such as keeping list of potential board members, orientation and training
Evaluation	Ensures sound evaluation of products/services/programs, including, e.g., outcomes, goals, data, analysis and resulting adjustments
Executive	Oversee operations of the board; often acts on behalf of the board during on-demand activities that occur between meetings, and these acts are later presented for full board review; comprised of board chair, other officers and/or committee chairs (or sometimes just the officers, although this might be too small); often performs evaluation of chief executive
Finance	Oversees development of the budget; ensures accurate tracking/monitoring/accountability for funds; ensures adequate financial controls; often led by the board treasurer; reviews major grants and associated terms
Fundraising	Oversees development and implementation of the Fundraising Plan; identifies and solicits funds from external sources of support, working with the Development Officer if available; sometimes called Development Committee
Marketing	Oversees development and implementation of the Marketing Plan, including identifying potential markets, their needs, how to meet those needs with products/services/programs, and how to promote/sell the programs
Personnel	Guides development, review and authorization of personnel policies and procedures; sometimes leads evaluation of the chief Executive; sometimes assists chief executive with leadership and management matters

Product / Program Development	Guides development of service delivery mechanisms; may include evaluation of the services; link between the board and the staff on program's activities
Promotions and Sales	Promotes organization's services to the community, including generating fees for those services
Public Relations	Represents the organization to the community; enhances the organization's image, including communications with the press

Potential Ad Hoc Committees:

The following descriptions are intended to portray various functions often conducted by ad hoc board committees, i.e., committees that exist to accomplish a goal and then cease to exist. Note that the following list is not intended to suggest that all of these committees should exist; it's ultimately up to the organization to determine which committees should exist and what they should do.

Audit	Plans and supports audit of a major functions, e.g., finances, programs or organization
Ethics	Develops and applies guidelines for ensuring ethical behavior and resolving ethical conflicts
Events (or Programs)	Plans and coordinates major events, such as fundraising (<i>nonprofits</i>), team-building or planning; sometimes a subcommittee of the Fundraising Committee
Nominations	Identifies needed board member skills, suggests potential members and orients new members; sometimes a subcommittee of the Board Development Committee
Research	Conducts specific research and/or data gathering to make decisions about a current major function in the organization

4. How Should the Advisory Group Be Defined/Organized?

For ongoing, major activities (for example that will last longer than a year) establish a standing advisory group. For short-term activities (for example, one to nine months), establish an ad hoc advisory group. Carefully define the role of the advisory group in the formal board of directors' policy that emanates from the Bylaws. In the policy, specify the advisory group's purpose, duration, guidelines for membership, how it contributes knowledge and skills, and any structures/policies from which the advisory group interacts with the formal board of directors and organization members.

Advisory group, like formal boards of directors, should have a chair who drives organization and development of the advisory group. The advisory group chair should be the point of contact between the advisory group and the formal board of directors.

Some Legal Considerations for Board Members

When considering legal protection for directors and the organization, the following should be considered:

1. Directors cannot abdicate their responsibility to be in charge and to direct
2. Directors must make certain the organization is operating within a legal framework
3. Directors have a legal responsibility for the protection of all assets
4. Directors must validate all major contracts by giving and recording formal approval
5. Directors must attend most board meetings, not just on occasion. Absence from a board meeting does not release the director from responsibility for decisions made. A pattern of absence may indeed be presumed to *increase* an individual's liability because she/he cannot demonstrate a serious dedication to the obligations of the position.
6. There is no absolute protection against someone bringing suit against you. Conscientious performance is the standard. The best defense is a good offense: strive hard to do everything right and be able to show that you tried hard, and then you are much more likely to be OK.
7. **Remember:** The assumption in the law is not necessarily that you must make the correct decision, but that you must make the decision correctly. (It helps greatly to be able to show that the board made serious consideration of an action before the action was taken. Board minutes should reflect this care taken.) It is not a crime to be wrong, but did you ask the right questions and respond as another reasonable individual would in that situation? - Board members are more at risk for taking no action than for taking the wrong action for the right reasons.
8. While you have the right to rely on information supplied to you in due form, and on the accuracy and integrity of others (particularly in areas of special competence) you must use reasonable judgment in this area, too.
9. If it smells fishy, find out where it has been swimming -- and how long it has been dead.

Some key suggestions:

1. Attend meetings
2. Read minutes and make sure they are correct
3. Record objections and ensure a debate on controversial or difficult issues. It is your duty to review plans and policies and how they are carried out, not to be accommodating to people because they have been around for a long time in the organization and are doing their best.
4. Always have comprehensive and up-to-date personnel policies that are reviewed by a professional, authorized by the board and well understood by management. If a manager's actions are not in accordance with a policy, courts will usually assume the manager's acts to be the official stance of the organization and to have superseded the policies.

5. Ensure that all employment and income taxes are paid.
6. Schedule a presentation from an insurance agent who is well versed in board liability matters. Have him or her explain: general liability, professional liability, workers compensation, asset protection, and directors and officers insurance. If you get directors and officers insurance, be sure the policy covers employee suits against the organization.
7. Review financial statements and insist on *understanding* them. Most boards probably should have two levels of reporting: in detail for a sophisticated finance committee, and in a simplified form for monthly reports to the rest of the board, supplying data which has been reviewed by the finance committee.

Staffing the Board

Joining a Board

Serving as a board member is one of the most challenging and rewarding of volunteer assignments. While appointment or election to a board is an honor, board members have important legal and fiduciary responsibilities that require a commitment of time, skill, and resources. Prospective board members do themselves a service, and show that they are serious about the commitments they make, by asking some basic questions before joining an organization's board.

Ask the following questions about the organization's programs:

- What is the organization's mission?
- How do its current programs relate to the mission?
- Can I visit the organization to observe a program firsthand?
- Does the organization have a strategic plan that is reviewed and evaluated on a regular basis?

Ask the following questions about the organization's financial status

- Is the financial condition of the organization sound?
- Does the board discuss and approve the annual budget?
- How often do board members receive financial reports?

Ask the following questions about the structure of the board:

- How is the board structured?
- Are there descriptions of the responsibilities of the board as a whole and of individual board members?
- Who are the other board members?
- Is there a system of checks and balances to prevent conflicts of interest between board members and the organization?
- Does the organization have directors and officers liability coverage?

Ask the following questions about individual board members' responsibilities:

- What are the ways that you think I can contribute as a board member?
- How much of my time will be required for meetings and special events? •How are committee assignments made?

- What orientation will I receive to the organization and to the responsibilities of board service?
- Does the organization provide opportunities for board development and education?
- What is the board's role in fund-raising? Will I be expected to make a specific annual financial contribution? What role will I play in soliciting donors?

Evaluate Your Interest in Serving on the Board

Once you are satisfied with the information you have received, it is time to evaluate your own interest in serving on the board. Ask yourself the following questions:

- Am I committed to the mission of the organization?
- Can I contribute the time necessary to be an effective board member?
- Am I comfortable with the approach and tone of the organization's fund-raising efforts?
- Can I contribute financial support consistent with the organization's expectations of board members and with my own means and priorities?
- Can I place the organization's purposes and interests above my own professional and personal interests when making decisions as a board member?

Background Material

Selected background information can provide a useful overview of the organization, the board's work, and the responsibilities of board members. Helpful material includes:

- The organization's annual report
- The most recent audited financial statement
- The long-range program and financial plan
- A list of current board members, titles, and all affiliations
- A description of board members' responsibilities
- A board organization chart
- A staff organization chart
- The organization's newsletter, brochure, or other publications
- Newspaper or magazine articles about the organization
- A brief biography of the executive director

Building Positive Board Relationships

Building positive board relationships will enhance the team and contribute to the board's success.

1. Bring personal concerns to the attention of the board chair and superintendent.
2. Demonstrate a willingness to listen to others.
3. Keep an open mind.
4. Disclose yourself to others in an open fashion.
5. Publicly support your colleagues.
6. Publicly support decisions of the board.
7. Adhere to a code of ethics that guides your behavior.
8. Base recommended action on the board's agreed-upon mission, as opposed to special interest.

Effective Board Leadership

Four essential roles of effective board leadership include:

Vision (attendant skill: planning)

- The board, on behalf of and with extensive participation by the community, envisions the community's education.

Structure (attendant skill: policy making)

- To achieve its vision, the board establishes a structure and creates an environment designed to ensure that all students have the opportunity to attain their maximum potential through a sound organizational framework.

Accountability (attendant skill: evaluate the implementation of policy)

- Because the board is accountable to the local community, it causes the continuous assessment of all conditions affecting credit union.

Advocacy (attendant skill: communication)

- The board serves as key advocate on behalf of credit union in the community in order to advance the community's vision, pursue its goals, encourage progress, and energize systemic change.

Board decision-making model

- Define the problem
- Gather information
- Get a second opinion - depending on the issue you are addressing
- Forecast consequences - what will be the consequences of each alternative?
- Check proposed decisions against mission, values, goals and the districts' strategic plan.
- Decide, determine, settle, conclude and resolve.

Basic problem solving at its best

- Gather the facts
- Define the problem (90% of the solution of any problem lies in its proper definition)
- Get the options
- Get the superintendent's preferred alternative
- Get community input
- Do you own thinking
- Weigh each other's viewpoints
- Keep the members' welfare number one
- Retain you sense of humor
- Never lose your cool

Section 2:
Recruiting and Orienting Board Members

Recruiting and Orienting Members

Guidelines for Recruiting New Board Members

The following guidelines should be modified as necessary to conform to the particular culture and purpose of the organization.

It's very important to keep the perspective that your board deserves highly skilled and participative board members. Don't erode your goals and believe that you are lucky to get anyone at all.

When you set out to recruit new members, the most important consideration is know what kind of skills are currently needed by the board. Consider the nature of issues and goals currently faced by the organization, for example, if you're struggling with finances then seek a member with strong financial skills.

1. Maintain an up-to-date list of potential board candidates, including the particular skills they can bring to the organization. This is often done by the Nominating Committee or the Board Development Committee.
2. Develop a Sample Board Application Form for prospective new board members. The form should solicit information about the potential new member, including biographical information, why they want to join this board, what they hope to bring to the board, what they would like to get from their board membership and any questions they might have.
3. Per any scheduling in the By-laws and/or after strategic planning, reference major strategic goals for the organization and the chief executive to identify what skills would be highly useful to the board, e.g., if new people will be hired, the board may desire people with human resource skills, etc.
4. Reference the list of potential candidates to recruit for board membership and ask to meet with them.
5. Prospective board members should meet with the board chair and the chief executive, hear an overview of the organization and receive relevant organizational materials describing the organization's products or services, receive a board member job description and a board member application form. The prospective new member should hear about how the organization orients new members. Provide names of several board members whom the prospective new member might contact with any questions.
6. Identify if there are any potential conflicts of interest with the candidate, e.g., is he or she on the board of a competing organization, a vendor of the organization, etc.

7. Invite the prospective new member to a board meeting. Notify current board members that a potential new member will be attending. Consider name tags to help the potential new member be acquainted with board members. Introduce the member right away in the meeting and, at the end of the meeting, ask the potential new member if they have any questions. Thank them for coming.
8. Shortly after the meeting, call the prospective new member to hear if they want to apply for joining the board or not. If so, solicit their completed board member application and provide all applications to the board for their review and election.
9. Notify new members (those who have been elected) and invite them to subsequent board meetings and the board orientation.

Sample Board Application Form

The sample document should be reviewed and modified by the organization according to its nature and needs.

Name _____ Phone _____

Address _____

Relevant Experience and/or Employment (attach a resume if relevant) _____

Why are you interested in our organization? _____

Area(s) of expertise/Contribution you feel you can make

Other volunteer commitments _____

=====

For Board Use

___ Nominee has had a personal meeting with either chief executive, board chair, or other board member. Date _____

___ Nominee reviewed by the committee. Date _____

___ Nominee attended a board meeting. Date _____

___ Nominee interviewed by the board. Date _____

Action taken by the board

Informing Board Members

Introduction

Contents of board policies manuals may differ somewhat among different organizations, depending on the needs and nature of the organization. Regardless of the content, manuals should be provided to each Board member. This manual greatly helps to orient and train new Board members, and ensure efficient organization and access to these materials. The following items are certainly not required for all manuals, but provide handy reference for consideration by each organization about what to include in their manuals.

Sample Contents of Board Member's Manual

Areas	Contents
LEGAL DESCRIPTIONS	
Charter Documents	<ol style="list-style-type: none">1. Articles of Incorporation (if applicable)2. Revenue Department Letter on the status of the organization on Tax Payments3. Licenses and Permits
STRATEGIC PLAN	
Strategic Plan Document	<ol style="list-style-type: none">1. Mission, Vision and Values Statements2. Goals and Strategies3. Action Planning (objectives, responsibilities, timelines, etc.)4. Status Reports
BOARD ORGANIZATION/OPERATIONS	
Bylaws and Policies	<ol style="list-style-type: none">1. Board Bylaws2. Resolutions3. Code of Ethics and Code of Conduct (including conflict-of-interest policy)4. Board Meeting Attendance Policy5. Guidelines for Recruiting, Orienting, Informing and Removing Members6. Guidelines for Evaluating Board7. Guidelines for Evaluation Chief Executive Officer
Board Organization and Membership	<ol style="list-style-type: none">1. Organization Chart of Board2. Roles and Responsibilities of Board3. Job Descriptions of Board Officers and Other Members4. Board Committees and Charters5. List of Board Members (their organizations, contact information, etc.)6. Board Member Biographies or CVs

Areas	Contents
Board Operations	<ol style="list-style-type: none"> 1. Board Calendar 2. Work Plans ("to-do" list for each Board Committee) 3. Board Meeting Agendas and Minutes 4. Committee Meeting Agendas and Minutes 5. Reports from Chief Executive
PROGRAMS/PRODUCTS AND MARKETING	
Description of Programs, Products and Services	<ol style="list-style-type: none"> 1. Descriptions 2. Service Objectives 3. Income Objectives 4. Evaluation Results
Marketing and Promotions	<ol style="list-style-type: none"> 1. Marketing and Promotions Plan 2. Market Analyses 3. Positioning Statement 4. Brochures, articles, etc.
FINANCE	
Financial Management	<ol style="list-style-type: none"> 1. Fiscal Policies 2. Internal Control Policies (bookkeeping controls) 3. Collections for Accounts Past Due 4. Tracking Volunteer Hours 5. Travel Reimbursements 6. Other Reimbursements
Financial Records/Data	<ol style="list-style-type: none"> 1. Yearly Budget 2. Budget Narrative 3. Cash Flow Reports 4. Program Budgets 5. Financial Statements 6. Financial Analysis 7. Audit Reports
Fundraising	<ol style="list-style-type: none"> 1. Fundraising Plan 2. Lists of Sources 3. Lists of Donors 4. Fundraising Reports
COMMUNITY/PUBLIC RELATIONS	
Information	<ol style="list-style-type: none"> 1. Interview Guidelines 2. Scripts (for reference during interviews) 3. Listing of Major Stakeholders and Contacts 4. Public Event Planning

Areas	Contents
PERSONNEL AND POLICIES	
Staff Organization and Data	<ol style="list-style-type: none"> 1. Organization Chart 2. Job Descriptions 3. Staff Address List 4. Staff Information Form
Personnel (Staff) Policies and Procedures	<ol style="list-style-type: none"> 1. Personnel Recruitment, Management and Development Policies and Procedures Benefits and Compensation 2. Code of Ethics and Code of Conduct 3. Diversity Plan 4. Dress Code 5. During Chief Executive's Absence 6. Disaster Recovery Plan 7. Performance Management Policies (performance appraisal, firing, etc.)

Section 3:
Board Operations

Board Operations

1. Startup Activities (to start the organization)

When forming a new credit union or federation, the Board typically has several specific activities they must conduct, including meeting to:

1. Approve the mission statement (may include vision and values statements, as well)
2. Approve Articles of Incorporation (or whatever charter document is required in your state)
3. Approve Bylaws (these are not always required in every state; you should strongly consider having them anyway)
4. Select officers in the Board (usually including the president or chair, vice president or vice chair, secretary and treasurer)
5. Approve (probably *very rough drafts of the*) strategic plan and yearly budget.

2. Yearly Activities -- Board Calendar (specifies yearly activities and timing)

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 officer, 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, 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

The following calendar can be reviewed by a credit union to modify according to their nature and needs. The following calendar should be updated yearly and provided to each board member and the chief executive.

NOTE #1: There are certain one-time activities that the board should conduct during the startup of the organization. See this list Startup Activities List at the end of this document.

NOTE #2: There are also certain activities that recur in each regular board meeting. Regular board meetings might be held once a month, every two months, once every three months, etc. To get a sense for the activities that occur in these meetings, see Sample Meeting Agenda and Sample Meeting Minutes.

NOTE #3: The timing for each of the following activities should be relative to the timing of the beginning of the fiscal year. In the following sample table, the fiscal year begins January 1.

	Regular Board Activity	Approximate Date (see NOTE #3 above)
1.	Fiscal year begins	January (fiscal-year timing is often specified in the Bylaws)
2.	Begin recruiting new board members (primary credit union)	January-February (in time for March/April elections)
3.	Conduct Board Self-Evaluation (do once a year and in preparation for first board retreat (there are 2 per year))	February (do shortly before evaluating chief executive officer)
4.	Evaluate Chief Executive Officer (by referencing his or her progress towards last fiscal year's goals and his or her job description)	February (do shortly after completion of last fiscal year)
5.	Elect new board members at the Annual General Meeting	90 days after the end of the fiscal or calendar year (per By-Laws)
6.	Conduct first board retreat (address board self-evaluation results, team building, begin strategic planning, etc.)	March-April after election to orient the new Board members.
7.	Conduct strategic planning to produce organizational goals and resources need to reach goals	June-July (start planning in time for setting mission, vision, values, issues, goals, strategies, resource needs, and time for getting funds before beginning of next fiscal year)
8.	Review and update board policies and personnel policies	May-July (do concurrent to board and chief evaluations)
9.	Establish chief executive's goals for next year (as produced from strategic planning)	August (as organizational goals are realized from planning)
10.	Draft next year's budget (based on resources needed to reach new strategic goals)	August-September
11.	Conduct second board retreat (address board orientation/training, re-organize or form new committees based on goals from strategic plan, develop work plans, update board operations calendar, review planning status, etc.)	September to October
12.	Regular Board Meetings	It would vary based on the Bylaws of the credit union.

3. Committee Activities -- Committees Work Plans

One of the best ways to ensure effective Board committees is through use of a committee work plan. The plan specifies goals for the committee, strategies to meet the goals and timelines for completion of the goals. The goals of the committee should be closely aligned with achieving the strategic goals determined during strategic planning. Essentially, the work plans specify the operational goals of the committee for the year. The following is a sample of Board Committee on Strategic Planning. The following format can also be followed by the other committees appointed by the Board.

Year 2000 Actions	J	F	M	A	M	J	J	A	S	O	N	D	Milestones
Strategy 3.1: Develop Strategic Plan													
3.1.1. recruit consultant help													
3.1.2 planning with chief executive													
3.1.3 draft first version of strategic plan													
3.1.4 board review of plan													
3.1.5 obtain board approval of plan													
Strategy 3.2: Implement Strategic Plan Responsibility: Board													
3.2.1. Reach strategic goal #1													
3.2.2 Reach strategic goal #2													
3.2.3 Reach strategic goal #3													
3.2.4 Reach strategic goal #4													
3.2.5 celebration!													

Meeting Activities

Boards usually meet their responsibilities by conducting participation in ongoing meetings. Meetings are usually where the Board conducts the majority of its activities. Members usually hear important discussion and make important decisions in these meetings. Each organization might choose to a different approach and format for their Board meetings. However, the following sample meeting agenda and minutes reflect the nature of the typical activities carried out in Board meetings.

Ensuring Successful Meetings

Sample Board of Directors Meeting Agenda

(The following sample agenda represents the typical format and content of a board meeting agenda. This sample should be customized to the particular culture and purpose of the organization.)

(Name of Credit Union) Board Meeting Agenda

(Month Day, Year) (Location)

(Planned Starting Time to Ending Time)

Activity	Action
Minutes from previous meeting	Approval
Matters arising from the minutes of the meeting	Discussion/Approval
Reports: Chairman Treasurer Secretary CEO	Discussion/Approval Discussion/Approval Discussion/Approval Discussion/Approval
Committee Reports: Finance Committee's Report	Approval
Agenda: Based on Operational Issues that relates to Policy Formulation	Approval
Other Business - Old - New - Announcements	Discussion/Approval
Evaluation of Meeting Review of Actions from Meeting	
Adjourn	

Frequent reasons for poor board meetings: insufficient time to review materials before the meeting, insufficient member participation and poor time management during the meeting.)

Board of Directors Meeting Minutes

The following sample agenda represents typical format and content of a board meeting minutes report. This sample should be customized to the particular culture and purpose of the organization. Note that board meeting minutes are very important. Minutes are considered legal documents by the auditors, and courts, and they represent the actions of the board. Many assert that if it's not in the minutes, it didn't happen.

There is no standardized level of content and format for board minutes. Therefore, sufficient information should be included to describe how board members reasonably came to reasonable decisions.

Include the name of the organization, date and time of meeting, who called it to order, who attended and if there a quorum, all motions made, any conflicts of interest or abstainments from voting, when the meeting ended and who developed the minutes.

The secretary of the board usually takes minutes during meetings. Written minutes are distributed to board members before each meeting for member's review. Minutes for the previous meeting should be reviewed right away in the next meeting. Any changes should be amended to the minutes and a new version submitted before the next meeting where the new version is reviewed to be accepted. Minutes should be retained in a manual and shared with all board members. Sample format in Annex 2.

Ideas to Generate Participation in Committees

To increase attendance and/or participation in committee meetings, consider some or all of the following:

1. Ensure chair understand and can convey the role of the committee to members, and that the chair and members have up-to-date job descriptions.
2. Ensure adequate orientation that describes the organization and its unique services, and how the committee contributes to this mission.
3. Remember that the organization and its committees deserve strong attendance and participation. Don't fall prey to the perspective that "we're lucky just get anyone." Set a standard for the best.
4. Have ground rules that support participation and attendance. Revisit the ground rules every other meeting and post them on the bottom of agendas.
5. Let go of "dead wood." It often helps to decrease the number of committee members rather than increase them.
6. Consider using subcommittees to increase individual responsibilities and focus on goals.
7. Conduct yearly committee evaluations that include a clear evaluation process and where each committee member evaluates the other members, and each member receives a written report about their strengths and how they can improve their contributions.
8. Attempt to provide individual assignments to the committee members.
9. Have at least one staff member participate in each committee to help with administrative support and providing information.
10. Monitor quorum requirements for the entire board (as set forth usually in ByLaws), or the minimum number of board members who must be present for the board to officially enact business. This quorum, when not met, will serve as a clear indicator, or signal, that the board is in trouble.
11. Develop a committee attendance policy that specifies the number of times a member can be absent in consecutive meetings and in total meetings per time period.
12. Generate minutes for each committee meeting to get closure on items and help members comprehend the progress made by the committee.
13. In committee meeting reports, include noting who is present and who is absent.
14. Consider having low-attendance members involved in some other form of service to the organization, e.g., a "friends of the organization," or something like that, who attends to special events rather than ongoing activities.

15. Have a "summit meeting" with committee members to discuss the low attendance problem, and use a round-table approach so each person must speak up with their opinions.
16. Rotate in new members every year.

Basic Guide to Conducting Effective Meetings

Meeting management tends to be a set of skills often overlooked by leaders and managers. The process used in a meeting depends on the kind of meeting you plan to have, e.g. planning meeting, problem solving meeting, etc. However, there are certain basics that are common to various types of meetings. These basics are described below. (Note that there may seem to be a lot of suggestions listed below for something as apparently simple as having a meeting. However, any important activity would include a long list of suggestions. The list seems to become much smaller once you master how to conduct the activity.)

Opening Meetings

1. Always start on time; this respects those who showed up on time and reminds late-comers that the scheduling is serious.
2. Welcome attendees and thank them for their time.
3. Review the agenda at the beginning of each meeting, giving participants a chance to understand all proposed major topics, change them and accept them.
4. Note that a meeting recorder if used will take minutes and provide them back to each participant shortly after the meeting.
5. Model the kind of energy and participant needed by meeting participants.
6. Clarify your role(s) in the meeting.

Establishing Ground Rules for Meetings

You don't need to develop new ground rules each time you have a meeting, surely. However, it pays to have a few basic ground rules that can be used for most of your meetings. These ground rules cultivate the basic ingredients needed for a successful meeting.

1. Four powerful ground rules are: participate, get focus, maintain momentum and reach closure. (You may want a ground rule about confidentiality.)
2. List your primary ground rules on the agenda.
3. If you have new attendees who are not used to your meetings, you might review *each* ground rule.
4. Keep the ground rules posted at all times.

Time Management

1. One of the most difficult facilitation tasks is time management -- time seems to run out before tasks are completed. Therefore, the biggest challenge is keeping momentum to keep the process moving.
2. You might ask attendees to help you keep track of the time.
3. If the planned time on the agenda is getting out of hand, present it to the group and ask for their input as to a resolution.

Evaluations of Meeting Process

1. It's amazing how often people will complain about a meeting being a complete waste of time -- but they only say so after the meeting. Get their feedback during the meeting when you can improve the meeting process right away. Evaluating a meeting only at the end of the meeting is usually too late to do anything about participants' feedback.
2. Every couple of hours, conduct 5-10 minutes "satisfaction checks".
3. In a round-table approach, quickly have each participant indicate how they think the meeting is going.

Evaluating the Overall Meeting

1. Leave 5-10 minutes at the end of the meeting to evaluate the meeting; don't skip this portion of the meeting.
2. Have each member rank the meeting from 1-5, with 5 as the highest, and have each member explain their ranking
3. Have the chief executive rank the meeting last.

Closing Meetings

1. Always end meetings on time and attempt to end on a positive note.
2. At the end of a meeting, review actions and assignments, and set the time for the next meeting and ask each person if they can make it or not (to get their commitment)
3. Clarify that meeting minutes and/or actions will be reported back to members in at most a week (this helps to keep momentum going).

The Seven Sins of Deadly Meetings

Sins	Salvation
Sin #1: People don't take meetings seriously. They arrive late, leave early, and spend most of their time doodling.	<p>Adopt a mind-set that meetings are real work.</p> <p>There are as many techniques to improve the "crispness" of meetings as there are items on the typical meeting agenda. Some credit unions punish latecomers with a penalty fee or reprimand them in the minutes of the meeting. But these techniques address symptoms, not the disease. Disciplined meetings are about mind-set -- a shared conviction among all the participants that meetings are real work. That all-too-frequent expression of relief -- "Meeting's over, let's get back to work" -- is the mortal enemy of good meetings.</p>
Sin #2: Meetings are too long. They should accomplish twice as much in half the time.	<p>Time is money. Track the cost of your meetings and use computer-enabled simultaneity to make them more productive. Almost every guru invokes the same rule: meetings should last no longer than 90 minutes.</p>
Sin #3: People wander off the topic. Participants spend more time digressing than discussing.	<p>Get serious about agendas and store distractions in a "parking lot." It's the starting point for all advice on productive meetings: stick to the agenda. But it's hard to stick to an agenda that doesn't exist, and most meetings in most companies are decidedly agenda-free. Agendas are worth taking seriously.</p>
Sin #4: Nothing happens once the meeting ends. People don't convert decisions into action.	<p>Convert from "meeting" to "doing" and focus on common documents.</p> <p>The problem isn't that people are lazy or irresponsible. It's that people leave meetings with different views of what happened and what's supposed to happen next. The best way to avoid that misunderstanding is to convert from "meeting" to "doing" -- where the "doing" focuses on the creation of shared documents that lead to action.</p>

Sins	Salvation
<p>Sin #5: People don't tell the truth. There's plenty of conversation, but not much candor.</p>	<p>Salvation: Embrace anonymity. We all know it's true: Too often, people in meetings simply don't speak their minds. Sometimes the problem is a leader who doesn't solicit participation. Sometimes a dominant personality intimidates the rest of the group. But most of the time the problem is a simple lack of trust. People don't feel secure enough to say what they really think.</p> <p>The most powerful techniques to promote candor rely on technology, and most of these computer-based tools focus on anonymity -- enabling people to express opinions and evaluate alternatives without having to divulge their identities. It's a sobering commentary on free speech in business -- "Say what you think, and we'll disguise your names to protect the innocent" -- but it does seem to work.</p>
<p>Sin #6: Meetings are always missing important information, so they postpone critical decisions.</p>	<p>Salvation: Get data, not just furniture, into meeting rooms.</p> <p>Most meeting rooms make it harder to have good meetings. They're sterile and uninviting -- and often in the middle of nowhere. Why? To help people "concentrate" by removing them from the frenzy of office life. But this isolation leaves meeting rooms out of the information flow. Often, the downside of isolation outweighs the benefits of focus.</p>
<p>Sin #7: Meetings never get better. People make the same mistakes.</p>	<p>Salvation: Practice makes perfect. Monitor what works and what doesn't and hold people accountable.</p>

Section 4:
Evaluation of Board Performance

Evaluating the Board

The following table can be used by all board members and the chief executive to get an impression of how well the board is doing. The table is a rather basic form for board evaluation. But, if the evaluation is conducted wholeheartedly, the form should indicate how the board is generally doing in conducting its role.

Each member of the Board should complete the form about four weeks before a board retreat. Members attach suggestions about how the board could get higher ratings for any or all of the following 14 considerations.

Board Development and Performance Evaluation

Directors Self-Evaluation Form

1-Poor	2-Needs Improvement	3-Average	4-Very Good	5-Excellent
<i>I consistently do not meet the desired levels of performance in this area.</i>	<i>I regularly do not meet the desired levels of performance in this area.</i>	<i>I generally meet the desired levels of performance, occasionally do not meet them, but occasionally exceed them.</i>	<i>I meet the desired levels of performance, seldom do not meet them and frequently exceed them.</i>	<i>I consistently exceed the desired levels of performance.</i>

	Circle One				
A. Decision Making					
1. I have a good understanding of the aims and objectives of the Credit Union.	1	2	3	4	5
2. I contribute toward the development and refinement of the aims and objectives of the Credit Union.	1	2	3	4	5
3. I understand that the Board of Directors is the final authority in the Credit Union, and respect management's right to act without interference within guidelines set by the Board.	1	2	3	4	5
4. While I do not infringe on management rights, I am also aware of the rights of the board and do not allow management to infringe on the board's areas of responsibility.	1	2	3	4	5

5. I realize that, except when I am functioning as part of the board or a committee at a duly called meeting, I have no more authority than any other member.	1	2	3	4	5
6. I ask discerning questions during the meetings relative to the reports being tabled.	1	2	3	4	5
7. I am aware of the key issues facing the Credit Union today and am trying to search for and anticipate the key issues for the future.	1	2	3	4	5
8. I understand my individual and joint responsibilities as a director and the legal consequences of being the ultimate authority in the Credit Union.	1	2	3	4	5
9. I appreciate the future implications of current decisions and the implications on the organization of a lack of proper decisions. I have an anticipatory attitude towards decision-making.	1	2	3	4	5
B. Advisory Function					
10. I understand the difference between board and management responsibilities.	1	2	3	4	5
11. In the performance of the board's advisory function, I understand that it is management's prerogative to accept or modify the advice it receives from the board.	1	2	3	4	5
12. I maintain contact with members in order to give representation to their concerns and needs.	1	2	3	4	5
C. Trustee Functions					
13. I have a good understanding of the regulations and bylaws governing the operation of the credit union so that I can determine if the business is operating within these guidelines.	1	2	3	4	5
14. I have a good understanding of the regular financial reports (Balance Sheet and Statement of Operations).	1	2	3	4	5
15. I have good understanding of our Credit Union's position in respect to the key financial indicators of liquidity, profitability, and equity and risk exposure.	1	2	3	4	5
16. I actively participate in the evaluation of past performance of the board and the general manager based on predetermined standards in the key areas and in planning future goals.	1	2	3	4	5

17. I allocate sufficient time to my role as director. I am well prepared for meetings. Materials provided to me in advance of a meeting are reviewed by me and questions noted in advance.	1	2	3	4	5
18. I understand the majority of the reports received for Credit Union evaluation, and know how to analyze them.	1	2	3	4	5
19. I clearly separate my personal interests from my responsibilities as a director.	1	2	3	4	5
20. I try to influence decisions for the benefit of the members, as opposed to my own benefit.	1	2	3	4	5
21. I am willing to contribute my personal time to achieve the competence required of an active director.	1	2	3	4	5
D. Participation Function					
22. I participate openly at meetings by asking appropriate questions and offering constructive comments.	1	2	3	4	5
23. I recognize the different talents of fellow board members, and try to develop spirit of unity on the board. I appreciate the benefit of diverse opinions.	1	2	3	4	5
24. My attendance is regular and punctual	1	2	3	4	5
25. I am prepared to stand alone if necessary in order to bring issues to the attention of fellow board members.	1	2	3	4	5
26. I participate in the perpetuation of a sound, effective board of directors. I contact prospective nominees, discuss this with members on ongoing basis, and help identify the needs of the organization.	1	2	3	4	5
27. I maintain board solidarity. I do not disclose aggravate board differences. I support board decisions even if I was opposed at the board discussion level. I do not actively oppose board decisions or undermine board activities.	1	2	3	4	5
28. As a director, I realize that I am part of a team and willing to forego my personal goals to support team goals, which have been established through full participation of the board.	1	2	3	4	5
29. I communicate well with other directors and members of management.	1	2	3	4	5
30. As a director I stay attuned to activities and changes within the organization including those at the central level.	1	2	3	4	5
31. I am prepared to participate in district regional level and provincial meetings.	1	2	3	4	5

32. I have a good understanding of the democratic control structure of the credit union system and allocate time for participation in this structure.	1	2	3	4	5
E. Symbolic Function					
33. I contribute towards people's confidence in the Credit Union by keeping my financial affairs in order (e.g. I am not in arrears or in breach of any loan agreement; I am a member in good standing; I have not had any problems with overdrafts).	1	2	3	4	5
34. I personally support the business of the Credit Union	1	2	3	4	5
35. I treat the confidential business of the Credit Union in strict confidence.	1	2	3	4	5

Development Plan for Scores Lower than 3:

Area Identified: _____

Development Plan: _____

Area Identified: _____

Development Plan: _____

Area Identified: _____

Development Plan: _____

Board Performance Evaluation Form

The performance-rating key, which appears below, is fairly self-explanatory. Please choose the response, which you feel most appropriately, describes the performance of the board.

1-Poor	2-Needs Improvement	3-Average	4-Very Good	5-Excellent		
<i>Consistently do not meet the desired levels of performance.</i>	<i>Regularly does not meet the desired levels of performance.</i>	<i>Meets the desired levels of performance, occasionally does not meet them, but occasionally exceeds them.</i>	<i>Meets the desired levels of performance, seldom does not meet them and frequently exceeds them.</i>	<i>Consistently exceed the desired levels of performance.</i>		
			Circle one			
1.	Meeting agendas reflect the interest and inputs of board and management.	1	2	3	4	5
2.	The management reports, proposals and presentations received by the board are timely and provide the information required to make sound decisions.	1	2	3	4	5
3.	Reports, proposals, and presentations of committees or representatives of the board are timely and provide the information required to make sound decisions.	1	2	3	4	5
4.	Adequate reference materials are available to the board to assist in board orientation, training and decision-making.	1	2	3	4	5
5.	An attendance record indicates high level of participation by the board and committees.	1	2	3	4	5
6.	The board acts as a cohesive group. It is not dominated by a small group of directors.	1	2	3	4	5
7.	Board members use parliamentary procedure to facilitate discussion and decision-making.	1	2	3	4	5
8.	The Chairman					
	a) keeps order and enforces rules of procedures adequately;	1	2	3	4	5
	b) ensures the participation of all directors;	1	2	3	4	5

	c) is aware of the items coming up on the agenda and their implications and communicates this to the other directors adequately; and	1	2	3	4	5
	d) maintains a healthy level of communication/counseling with General Manager	1	2	3	4	5
		Circle one				
9.	The board maintains a climate of freedom of expression.	1	2	3	4	5
10.	The board operates in an atmosphere of trust and caring, which encourages freedom of expression and harmonizing differences.	1	2	3	4	5
11.	The board has an anticipatory attitude. It shows leadership by bringing issues to light. It plays an active versus passive role.	1	2	3	4	5
12.	The board is aware of the distinction between the board's roles and responsibilities and those of management and plays an active role in board-management team building.	1	2	3	4	5
13.	The board is well enough informed to understand the reports presented.	1	2	3	4	5
14.	The board projects an image of competence and responsibility, contributing towards people's confidence in credit union.	1	2	3	4	5
15.	The board does not avoid its responsibility to make decisions in a timely manner.	1	2	3	4	5
16.	The board follows the principle of self-governance. Its actions are not unduly influenced by the personal feelings or interests of individual directors.	1	2	3	4	5
17.	There is a healthy level of communication/counseling with the General Manager.	1	2	3	4	5
18.	The board participates in the operation and control of the national federation/league and other related organizations.	1	2	3	4	5
19.	The board is active in the establishment of plans, policies and objectives for the credit union.	1	2	3	4	5
20.	The board is an instrument of strength, growth and change.	1	2	3	4	5
21.	The board evaluates performance in relation to the plans, policies and objectives of the credit union on a timely basis, and initiates corrective action if necessary.	1	2	3	4	5
22.	The board provides for the continuity of the credit union by seeing capable executives are continually available. A management succession plan is in place.	1	2	3	4	5
23.	The board provides for the continuity of the credit union by ensuring that a capable and effective Board of	1	2	3	4	5

	Directors always exists. A succession plan is in place for all executive and committee positions.					
24.	The board maintains a healthy level of communication with the membership.	1	2	3	4	5
25.	The board continually reviews the services provided by the credit union to its members.	1	2	3	4	5
26.	A director training and orientation program is in place and current and new directors are provided with, and take advantage, of director development activities.	1	2	3	4	5

Development Plan for Scores Lower than 3:

Area Identified: _____

Development Plan: _____

Area Identified: _____

Development Plan: _____

Area Identified: _____

Development Plan: _____

Area Identified: _____

Development Plan: _____

Section 5:
Board and Staff Relations

Board and Staff Relations

Suggestions to Enhance Working Relationship between Board Chair and Chief Executive Officer

Inherent Struggles between Both Roles

Many experts assert that one of the most important ingredients to a successful corporation (nonprofit or for-profit) is a high-quality relationship between the board chair and the chief executive. However, this relationship has several inherent struggles to overcome. The chief executive was usually in the organization before the chair was appointed and will be around after the chair will be gone. In addition, the chief executive is also much closer to the day-to-day activities in the organization. Lastly, the chief executive usually knows far more about the organization's customers. Consequently, the chief executive may feel that he or she knows far much more about the organization than the board chair. Yet, the board chair is responsible to provide leadership to the board to whom the chief executive is accountable. The board chair leads the board which evaluates the performance of the chief executive. Maintaining a high-quality relationship between the two roles requires a high level of maturity and understanding from both people filling those roles.

Formal Practices and Procedures that Can Minimize Conflict

One of the most effective means to minimize conflict between both roles is to set up formal practices or procedures that help both people in the roles discern between an organizational issue and a personal issue. The following suggestions are provided to help ensure a high-quality relationship between the board chair and chief executive by establishing formal practices and procedures.

1. Have clearly written and approved procedures for evaluating the chief executive and in an approach that ensures strong input from the chief executive.
2. Have regular board training sessions that include overviews of the roles of board chair and chief executive.
3. When a new board chair or chief executive is brought into the organization, the two of them should meet to discuss how they can work together as a team.
4. Agendas for board meetings should be mutually developed by the board chair and chief executive.
5. The board chair can consult with the chief executive when appointing (or suggesting to the board) chairs for various committees.
6. Have clear written guidelines about the roles of staff when they provide ongoing support to board committees.
7. Rotate the board chair position every few years to ensure new and fresh perspectives in the role.
8. Develop board chairs by having vice chairs for a year who later become board chairs.
9. Have a board-wide discussion about the frequency and nature of meetings to be held between the chief executive and board chair. Avoid frequent, one-on-one meetings

that only include these two people. While it might intuitively seem that meeting with only these two to cultivate a strong relationship, the risk is too high that the relationship could become highly personalized and confusing to other board members. Always write down the highlights of meetings between the chief executive and board chair and share these highlights with the entire board.

10. Ensure all board members are trained about the role of the board, its current committees and their charters and membership, and that the board chair has basic skills in meeting management.
11. The chief executive and board chair should never conceal information from the rest of the board. Board members pay prefers to keep certain information confidential among board members and not tell the chief executive, but these occasions should be very rare. The chief executive should never conceal information from the board -- all board members have a right to any information about the organization.
12. Celebrate accomplishments, including by naming the key people involved in bringing about the successes. Often these people include the board chair and chief executive.

Personal Practices to Minimize Interpersonal Conflicts

In addition to formal practices to minimize conflicts, the two people in these two roles can follow certain practices themselves. If you're a board chair or chief executive,

1. Practice at least the basic skills in interpersonal communications, e.g., particularly in listening and giving feedback.
2. Whenever you feel conflict, identify to yourself what it is that you're actually *seeing* or *hearing* that might be causing the conflict. This attempt helps to differentiate whether the source of the conflict is the other person's behavior or, e.g., some remnant of a relationship or situation in the past. (Note that whether the conflict is from the other person or not, it's still appropriate to work with the other person to address at least your perception of a conflict with them.)
3. If you're feeling uneasy, then say out loud what you're feeling. If you feel there's conflict or tension between you two, name it out loud. This doesn't mean your "weaker" or out of control -- quite the contrary. It displays a great deal of maturity and knowledge about interpersonal dynamics to recognize and surface conflict in order to mutually resolve it
4. Recognize that conflict is inherent in any successful relationship, particularly in a board if all members are actively meeting their responsibilities. The important thing here, again, is to name it if you think it's becoming an ongoing problem.
5. Keep perspective that no one should have to continue to experience continued conflicts with someone in their lives, including the workplace. Know when to say enough is enough -- this limit is your own and you're the expert at recognizing it.
5. Continue to try sense if the conflict is around an organizational issue or is a matter of interpersonal "chemistry", that is, you both has such differing natures that you'll probably need some outside intervention to work together. (Note that if this is the case, it will be a tremendous learning curve -- but a precious one -- for you to learn to work with such natures that are so different than your own. That's one hallmark of diversity.)

If Worse Comes to Worse

Obviously, the course of action for a situation such as this depends to a great extent on the nature of the organization and the two people involved. If you're a board chair or chief executive who continues to feel conflict in working with the other person, then consider:

1. Approach the other person and ask for five minutes of their uninterrupted time. Explain your concern, what you *see* and *hear* that leads you to believe there's continued conflicts between both of you, what you would like to *see* or *hear* between both of you in the future, and why continued conflict can be so destructive to the organization.
2. If the other person says there's no conflict that they are aware of (whether there really is or not), then assert to them that you would appreciate it if they changed certain behaviors when working with you and specifically describe what behaviors you'd like to see from them. They either will change their behaviors, in which case things should improve, or they won't. In which case, you'll need to escalate the issue up the organization, if appropriate, or seek additional assistance about how you plan to handle the problem, for example, avoid it, confront it further, negotiate further, etc.
3. If the problem persists, ask to have time with the Executive Committee to share your concerns. If this isn't appropriate, consider approaching two to three board members one-on-one. (At this point, it's critical to remember that any "badmouthing" or "conspiring" against the other person will only end up hurting the entire board and organization. Therefore, talk with a friend or take careful time to reflect about what you want to say and how to say it to the other board members.) Explain the situation in terms of the behaviors in the issue, not the personality or character of the other person. Explain what you've done so far to address the issue. Describe your perception of the results of your efforts with the other person -- note that it's your perception. Ask for specific advice to address the issue. At the end of the meeting, echo back to them what you hear them suggesting. Attempt to follow their advice. Commit to follow up with them about the results of your following their advice.
4. If the problems persist, you might consider getting outside help. Note that this may be more constructive than posing the problem to the entire board where it may cause great confusion and unease with little or not clear course of action to resolve the issue.

Evaluating Chief Executive Officer

What is the "Chief Executive Officer"? A "Definition"

The "chief executive officer" is (usually) the singular organizational position that is primarily responsible to carry out the strategic plans and policies as established by the board of directors. In this case, the chief executive reports to the board of directors.

General Responsibilities of a Chief Executive

LEADER

- Advises the Board
- Advocates / promotes organization and stakeholder change related to organization mission
- Supports motivation of employees in organization products/programs and operations

VISIONARY / INFORMATION BEARER

- Ensures staff and Board have sufficient and up-to-date information
- Looks to the future for change opportunities
- Interfaces between Board and employees
- Interfaces between organization and community

DECISION MAKER

- Formulates policies and planning recommendations to the Board
- Decides or guides courses of action in operations by staff

MANAGER

- Oversees operations of organization
- Implements plans
- Manages human resources of organization
- Manages financial and physical resources

BOARD DEVELOPER

- Assists in the selection and evaluation of board members
- Makes recommendations, supports Board during orientation and self-evaluation
- Supports Board's evaluation of Chief Executive

Typical Major Functions/Responsibilities of Chief Executive Officer

There is no standardized list of the major functions and responsibilities carried out by position of chief executive officer. The following list is one perspective and includes the major functions typically addressed by job descriptions of chief executive officers.

1. Board Administration and Support

Supports operations and administration of Board by advising and informing Board members, interfacing between Board and staff, and supporting Board's evaluation of chief executive

2. Program, Product and Service Delivery

Oversees design, marketing, promotion, delivery and quality of programs, products and services

3. Financial, Tax, Risk and Facilities Management

Recommends yearly budget for Board approval and prudently manages organization's resources within those budget guidelines according to current laws and regulations

4. Human Resource Management

Effectively manages the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations

5. Community and Public Relations

Assures the organization and its mission, programs, products and services are consistently presented in strong, positive image to relevant stakeholders

6. Fundraising (nonprofit-specific)

Oversees fundraising planning and implementation, including identifying resource requirements, researching funding sources, establishing strategies to approach funders, submitting proposals and administrating fundraising records and documentation

Sample Job Description for Position of Chief Executive Officer

(The following job description should be reviewed and customized by an organization to meet the needs and nature of the organization.)

NOTE: References to a Boards of Directors in the following are in regard to chief executive officers of corporations, whether for-profit or nonprofit. Nonprofit-specific items marked as such.

Job Title: Chief Executive Officer

Function:

- To implement the strategic goals and objectives of the organization
- With the chair, enable the Board to fulfill its governance function
- To give direction and leadership toward the achievement of the organization's philosophy, mission, strategy, and its annual goals and objectives

Reports to: Board of Directors

Major Functions/ Accountabilities:

1. Board Administration and Support -- Supports operations and administration of Board by advising and informing Board members, interfacing between Board and staff, and supporting Board's evaluation of chief executive
2. Program, Product and Service Delivery -- Oversees design, marketing, promotion, delivery and quality of programs, products and services
3. Financial, Tax, Risk and Facilities Management -- Recommends yearly budget for Board approval and prudently manages organization's resources within those budget guidelines according to current laws and regulations
4. Human Resource Management -- Effectively manages the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations
5. Community and Public Relations -- Assures the organization and its mission, programs, products and services are consistently presented in strong, positive image to relevant stakeholders
6. Fundraising -- Oversees fundraising planning and implementation, including identifying resource requirements, researching funding sources, establishing strategies for sourcing of funds.

Job description last revised and authorized by Board: [insert date]

Guidelines for Board of Directors Evaluation of Chief Executive Officer

Benefits of Evaluating the Chief Executive Officer

Evaluating the Chief Executive is a primary responsibility of the Board. There are several key benefits from this evaluation, including that the process:

1. Ensures the Board is meeting its duty to effectively lead the organization
2. Ensures organizational goals are being met
3. Ensures continued development of the Chief Executive to more effectively conduct his or her role
4. Ensures a formal and documented evaluation process that meets standards of fairness and practicality
5. Ensures the Chief Executive values his or her role, is benefiting from it and therefore is more likely to stay (finding good Chief Executives is increasingly difficult)
6. Leaves written record of the Board's impression of the Chief Executive's performance in case this record is needed for future verification, e.g., for salary increases, probationary activities, firing, etc.

One Process to Evaluate the Chief Executive

A Sample Schedule:

Note that, more important than doing an evaluation at a certain scheduled time, is doing an evaluation at all, so do the evaluation when the Board believes is the best time for its members.

Activity:	Approx. # of months before start of next fiscal year
Evaluate the Chief Executive, by referencing his or her progress towards last fiscal year's organizational goals and responsibilities on their job description	10
Board self-evaluation	9
Board retreat to address results of Board self-evaluation, conduct any team building and begin strategic planning	7
Strategic planning to produce organizational goals and identify resources needed to accomplish the goals	7
Establish Chief Executive's goals for the next fiscal year, by referencing goals produced from strategic planning	6
Establish next year's financial goals and budget by referencing resources needed to reach strategic goals	6
Fundraising to meet fundraising goals	6
Fiscal year begins	0

Special Considerations:

1. Don't worry about specifics of the process as much as being sure that the evaluation is conducted yearly.
2. Be sure the process is fully documented in a procedure so the process is well understood and carried out consistently year to year.
3. If staff members are involved in evaluation of the Chief Executive, be sure this procedure is clearly specified and understood by the Chief Executive.
4. The evaluation should be carried out by a Board committee, not by one Board member. Committees might be the Executive Committee, a Personnel Committee or an ad hoc committee.
5. If the Board perceives the Chief Executive to have performance issues, Board members can initiate an evaluation. DO NOT initiate evaluations only when there are perceived issues -- this is abusive. Be sure these perceptions are based on seen behaviors rather than on personality characteristics

Sample Form for Board's Evaluation of the Chief Executive Officer

The following is one sample form that might be used by the Board to evaluate the Chief Executive Officer. This sample should be customized to the particular culture and purpose of the organization by modifying the performance criteria (in the following table) as appropriate, inserting those criteria in the table below, and conducting the evaluation using the updated table.

Directions:

1. The Board establishes a policy for evaluating the Chief Executive Officer and establishes a current or ad hoc committee to carry out the evaluation.
2. Board, working with the Chief Executive Officer, establishes performance criteria and inserts them in the table below. References organizational goals and the Chief Executive Officer's job description.
3. The Board assigns specific weighing factors for each of the major categories below. Factors depend on what the Board believes should be priorities for the Chief Executive Officer during the evaluation period. The factors should total 100%. Example weightings might be finances 15%, revenue 20%, human resources 15%, products/programs 20%, facilities 10%, planning and governance 20%.
4. Each Board member and the Chief Executive Officer complete the table below about the Chief Executive Officer's performance during the evaluation period. Each criteria is ranked from 1-5, with 1=unsatisfactory, 2 = partially within expectations, 3=meets expectations, 4=exceeds expectations, and 5= far exceeds expectations. This

numerical ranking system tends to give perspective more than commentary. A ranking with commentary is ideal.

5. Multiply each ranking by the category's weighting factor. Put the answer in the score column.
6. On a separate sheet of paper, provide any commentary that addresses rankings below 3. Consider adding commentary for high ratings as well.
7. Provide evaluation sheet and commentary to the Board member who is assigned to collate the sheets (usually the Board Chair).
8. The Board may decide to provide the Chief Executive Officer an average ranking for each category. Similarly, commentary can be summarized or each comment provided to the Chief Executive Officer.
9. The evaluation committee provides the evaluation report to the Chief Executive Officer and schedules a meeting with him or her shortly thereafter.
10. Ensure the meeting is update and ends on a positive note.
11. Ensure plans are made to address ratings below 3, including specific actions by specific dates.

Sample Basic Form for Evaluating Chief Executive Officer

Directions for use of this form are included on the previous page.

1=unsatisfactory, 2 = partially within expectations, 3=meets expectations, 4=exceeds expectations, and 5= far exceeds expectations.

Name of Preparer	Ratings	Weight Factor	= Score
Finances, consider: · No loss of operating funds; no prolonged legal difficulties · Develops realistic budgets and stays within them · Maintains needed cash flow · Receives a "clean" financial audit Comments:			
Revenue, consider: · Raises enough revenue to accomplish significant program goals and maintains or builds a financial balance keeping with organizational policy Comments:			
Human Resources, consider: · Maintains or increases productivity of staff · Maintains sufficient and effective volunteer corps · No undue staff turnover; no ongoing personnel complaints Comments:			
Products/Programs, consider: · Maintains or expands programs per plans · Program evaluations demonstrate effectiveness · Meets yearly program goals and objectives Comments:			
Facilities, consider: · Maintains professional surroundings and safe working environment Comments:			
Planning and Governance, consider: · Has in place a clear mission statement and strategic plan · Maintains an active Board that provide good governance to the organization Comments:			

Section 6:
Board Training

Basic Guidelines and Sample Agenda for Board Training Session

Board training conveys the knowledge and understanding needed by board members in order to effectively carry out their roles as members of the organization's board of directors. Selection of the particular training topics and training methods depend on the nature and needs of the organization. However, the following guidelines and sample agenda may prove useful to develop the credit union approach to board training.

Guidelines to Prepare Board Training

Regarding Timing of the Session

1. Conduct board training once a year, whether you have new board members or not. It's amazing how the "basics" helps to ground and integrate the knowledge and understanding of even highly experienced board members. Recurring training also helps to ensure that board members are all "working from the same script".
2. Conduct board training shortly after new members are elected to the board. This scheduling helps new members quickly gain understanding of their roles and contributions to the organization. This understanding often increases their participation and fulfillment regarding their roles as board members.

Who Should Be Involved in Planning the Session

3. Design of the board training should include at least the Chief Executive Officer and board chair. Ideally, the organization also has a board development committee whose chair can provide strong participation in the training. If timing permits, discuss ideas with all board members to collect their feedback and review.

Selecting Topics and Materials for Board Training

4. Results of the board self-evaluation should be carefully considered when selecting training topics. For example, if the evaluation indicated the board members don't understand their roles as board members, and then ensure that training places strong focus on this topic during training.
5. Be sure to include review of the board manual in the training session. The manual is the key resource for members to collect, organize and reference resources needed to carry out their roles as board member. Members should take seriously their manual and the use of it.

6. Materials you'll need often include:

- Board manual (for an idea of contents to include in the manual, see Sample Board Manual Index)
- Advertising and promotions materials about the organization and its programs
- Copy of the most recent strategic plan

Members' Preparation for Training

7. Provide the board training agenda, board manual and promotions materials to members at least two weeks before the meeting. Ask them to review the materials before the meeting.

Sample Agenda for Board Training Session

The following agenda should be modified by the organization to meet its own nature and needs. During review of the topics marked with an "*", provide brief presentation about the topic and then provide time for open discussion and to address questions from participants.

Topic	Leader of This Section of Meeting	Length of Time (minutes)
Welcome	Board chair	
Review of agenda*	Board chair	
Introduction of participants	Each person introduces themselves	
Overview of organization*	Executive director reviews mission, history, programs and introduces key staff	
Orientation to board manual*	Board chair	
Roles and responsibilities of governing board*	Board chair reviews overview of roles, role of chief executive, and comparison of roles of board and staff	
Overview of board structure	Review listing of current officers, committees, and committee chairs	
Overview of board operations*	Board chair reviews key points from bylaws and board policies, board operations calendar, sample committee work plans, and sample meeting agenda and minutes	
Review of strategic plan*	Board chair reviews format of plan, highlights from the plan and key points about status of implementation of the plan	

Topic	Leader of This Section of Meeting	Length of Time (minutes)
Administrative activities	For example, set the schedule for next year's board meetings, refine the board operations calendar, update the list of board members, etc.	
Next steps	Board chair poses reminders of upcoming activities and events	
Meeting evaluation	Board chair	

Sample Board Attendance Policy (Sample)

This policy is a sample that should be modified to suit the nature and needs of the corporation.

Purpose

This policy is intended to support full contribution of all board members. All board members receive a copy of this official policy. The policy is reviewed once a year and maintained in each member's Board Manual. The policy has been reviewed and authorized by the board (see signature and date below).

Definition of a Board Attendance Problem

A board-attendance problem occurs if any of the following conditions exist in regard to a board member's attendance to board meetings:

1. The member has two un-notified absences in a row ("un-notified" means the member did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate they would be gone from the upcoming meeting).
2. The member has three notified absences in a row.
3. The member misses one third of the total number of board meetings in a twelve-month period.

Suggested Response to a Board-Attendance Problem

If a board-attendance problem exists regarding a member, the Board Chair will promptly contact the member to discuss the problem. The member's response will promptly be shared by the Chair with the entire board at the next board meeting. In that meeting, the board will decide what actions to take regarding the board member's future membership on the board. If the board decides to terminate the board member's membership, termination will be conducted per this policy (or the process may be specified in the organization's bylaws). The board will promptly initiate a process to begin recruiting a new board member.

(For example, the termination process might include that the Board Chair will call the member with the board-attendance problem and notify him or her of the board's decision to terminate the member's membership per the terms of the Board Attendance Policy. The Chair will request a letter of resignation from the member to be received within the next two weeks. The Chair will also request the member to return their board manual back to the agency by dropping it off at a specified location over the next two weeks. The board will vote regarding acceptance of the member's resignation letter in the next board meeting.)

Board Chair's Signature Indicating Board Authorization _____ Date _____

(Board Policy Last Revised: [insert date])

Legal Survival Kit

Statutes	Yes	No
Know the extent of director's duties & responsibilities under:		
1. Common Law <ul style="list-style-type: none"> a. Truth in Lending b. Customer Protection Law c. Income Taxation-Withholding Taxes on Employees and Services Contracted d. Trade Practices Act (Permit) e. Environmental Protection Act (Permit) f. Workplace Health and Safety Acts (Permits) g. Labor Law: Minimum wage and required staff benefits and "Equal Employment Opportunity" h. Banking Laws 		
2. Accounting Standards <ul style="list-style-type: none"> a. Management Assertions on the Financial Statements (Existence or Occurrence, Completeness, Valuation or allocation, rights & obligation and Presentation & Disclosure) b. Sufficient and appropriate internal controls adopted within the organization c. Annual Financial Audit d. Declaration of Interests or conflict of interests to the Board 		
Rules		
Have knowledge and understanding of the Credit Union's rules and ensure where possible that they are modernized and written.		
Systems		
1. Obtain the accounts of the Credit Union on a regular basis. You should understand these accounts, even if this involves the seeking of professional assistance.		
2. Obtain key financial data including: <ul style="list-style-type: none"> a. Cash Flow b. Quality and Aging of Receivables c. Cash on Hand d. Inventory e. Receivables f. Creditors g. dates for repayment of substantial borrowings 		
Accounts		
Ensuring that the monthly and annual accounts are accompanied by a written statement from management covering all matters to the accounts including: <ul style="list-style-type: none"> a. Adequacy of provisions for loans delinquent b. Notes to some material Balance Sheet items c. Material uncertainties that would mean losses for the organization d. Accounts in Litigation e. Labor disputes 		

Insurance	Yes	No
Ensure that from time to time the Credit Union's property and plan are valued and properly insured.		
Meetings		
1. Ensure that the Board meets regularly, is properly informed and has time for consideration before major decisions are taken.		
2. If decisions have to be made on the run (as commercial realities will sometimes dictate) ensure that the surrounding circumstances are properly recorded. Telephone meetings have their place but must be treated cautiously.		
Relationships with Auditors		
Ensure that the Board has free and regular communication with external auditors and be mindful of the relationship between management and auditor.		
Audit Committee		
1. Under the Cooperative Act, it is mandatory that all credit unions establish an Audit/Supervisory Committee and to develop clear guidelines for its operation, including its role, terms of reference, responsibilities and method of operation.		
2. The committee has an oversight function in the financial reporting and auditing process and formulation and periodic review of the disaster recovery plan.		
3. The main objectives of an appropriately established and effective Audit/Supervisory Committee include enhancing the credibility and objectivity of financial reporting and assisting the Board to discharge its responsibilities.		
4. The committee report regularly to the Board on developments and findings and make recommendations on specific courses of action deemed necessary.		
Lawyers		
When in doubt seek proper and sensible advice from competent lawyers who have an understanding of the business environment. It will be much easier that a Director was engaged in honest informed risk taking if it was based on sound legal advice.		
Be conscious that advice given by Credit Union lawyers may have implications for members of the Board as individuals. The Board may need to receive their own advice from an independent firm.		
Personal Records		
Ensure that you retain in your personal records: 1. All information that may be relevant to an action against you if a board decision goes wrong. 2. diary notes of discussions with management 3. review notes and any private research carried out		
Commonsense		
Have a commonsense to evaluate business decisions in a rational way with the emphasis on a risk/benefit analysis. To have this ability, as a rule, need to have practiced losing their own money first before embarking on a course of investment supervision for others.		