



WHAT DOES A BOARD DO?

1. Establish mission and purpose.
2. Ensure adequate financial resources.
3. Develop the budget. Provide fundraising to meet income goals.
4. Select the executive director.
5. Support and evaluate the executive director.
6. Set policies and ensure effective planning.
7. Monitor and strengthen programs and services.
8. Protect assets and provide proper financial oversight. Review the Treasurers Report at each meeting
9. Build a competent board.
10. Ensure legal and ethical integrity.

LEGAL RESPONSIBILITIES

Duty of care: Board members are expected to actively participate in organizational planning and decision-making and to make sound and informed judgments.

Duty of fiduciary oversight: Actively monitor and discuss budget and financial reports with the Treasurer at each board meeting. Insure the organization has the financial resources to meet goals.

Duty of loyalty: When acting on behalf of the organization, board members must put the interests of the nonprofit before any personal or professional concerns and avoid potential conflicts of interest.

Duty of obedience:

Board members must ensure that the organization complies with all applicable federal, state, and local laws and regulations, and that it remains committed to its established mission.

IN-DEPTH OVERVIEW

Setting the policy for the organization.

Creating or updating the mission and vision statements.

Determining priorities and goals for the organization's programs and services each year

Developing Resources for the organization:

Developing and approving the annual budget

Fundraising, by directly donating to the non-profit and soliciting donations from others. Outreach to Circle of Influence.

Raising sufficient funds for the organization.

Maintaining giving policy for the board

Selling memberships

Selling tickets to events and programs

Maintaining a Strong and Active Board

Evaluating board members on an annual basis

Keeping the board vibrant and active by recruiting and vetting new board members

Moving inactive members to an advisory role

Participate

Attending Meetings

Chairing Committees

Participating in programs and events

Sharing time and skills

Monitoring the organization's operations:

Soliciting and reviewing programs.

Providing support to the executive. Evaluate the executive.

Serving as a public figure for the organization

Advocating for the organization.

Doing outreach with your clients, colleagues and with other organizations on behalf of the group.

Meeting with Government and candidates

Fulfilling other board responsibilities

Documenting policies and decisions to create an organizational memory.

Preparing for and attending board meetings.

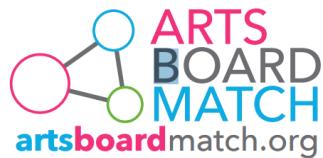
Researching and discussing issues before decisions are made.

MANGAING VS GOVERNING

Though the board's role is often described as "managing the affairs of the organization," there is a fundamental problem with this description. Even if board members wanted to handle the endless, ongoing tasks of running the organization, how could a group of part-time volunteers squeeze these duties into their schedules? Managing a nonprofit organization is a full-time job -- not a chore that can be accomplished in the spare time of volunteer board members. Thus, instead of doing the "managing" itself, the board is responsible for ensuring excellent, or at least adequate, management of the organization. Therefore, the most important decision a board makes is the selection of the organization's top executive (might be called the Executive Director, President or CEO.)

INFORMAL (HELPING) RESPONSIBILITIES

Every nonprofit organization needs the help of its board in areas such as planning, fund-raising, and community relations. Although these activities must be managed, the top executive and the organization will be less effective without the active involvement of the board. Unlike the formal responsibilities, which are basically similar in all organizations, the helping responsibilities will vary depending on the needs of the organization. In general, these responsibilities consist of tasks board members can help the staff with in order to strengthen the organization. For example, the board can help the top executive develop a business plan and a fund-raising plan. The key concept here is a partnership in areas managed by the top executive. The board's aim should be to help the staff--not replace, command, undermine, or represent it. Helping responsibilities, are those which the board must typically delegate to the staff if they want them to be performed effectively. These activities need to be managed by the top executive, but, in many instances, the organization will implement these areas more effectively if it receives help from board members. Clearly, board and staff are partners in much of their work, and will serve the organization best if a "team" attitude can be cultivated from the start.



CUSTOMIZING YOUR BOARD EXPERIENCE

Board Member Self-Assessment

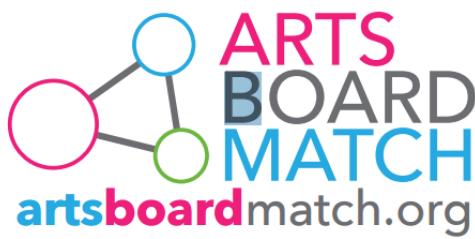
Please complete and return by email to arts-business-miami@att.net

Name:

Phone:

1. Why did you join this board?
2. What types of tangible or intangible benefits were you seeking for as part of your board service? (up to 3 top benefits)
 - Professional networking
 - Social networking
 - Business development
 - Visibility in community
 - Opportunity to build new skills
 - Ability to be with and/or support my friend(s)
 - Opportunity to advance the arts in our community
 - Opportunity to support the community
 - Other _____
3. What types of tangible or intangible benefits have you received since joining the board? (up to 3)
 - Professional networking
 - Social networking
 - Business development
 - Visibility in community
 - Opportunity to build new skills
 - Ability to be with and/or support my friend(s)
 - Opportunity to advance the art form in this community
 - Opportunity to support the community Other _____
4. Recognizing that one organization can probably focus on 2 or 3 benefits, what 2 or 3 tangible or intangible benefits do you think the organization could offer and/or improve on?
5. What types of support tangible or intangible do you feel you've offered the organization as a Board member to date?
 - Contributed to organizations visibility and/or public relations efforts
 - Increased audience and/or membership
 - Introduced new donors or funding partners
 - Provided financial or programmatic oversight
 - Contributed to the visioning, strategic planning and overall organizational development
 - Contributed to board recruitment and development
 - Provided in-kind skills and services to fulfill the organizations mission
 - Attended and brought people to events and programs
 - Been an advocate for the organization in my company
 - Spread the word about the organization to my colleagues, clients and friends
 - Other _____

Please return by email to arts-business-miami@att.net
Thank you!



SETTING GOALS FOR YOUR BOARD WORKSHEET

In today's workshop we have covered what the board does and the various roles the board plays in your organization. Use this form to prioritize what you need your board to accomplish to help your organization move forward. As we discussed not all board members can do all things and not all groups have the assets to attract some qualities.

For this worksheet **Step 1** Check all the roles you want your board to fill. **Step 2** is to select the top 3 or 4 areas that are most important. The needs are your priorities, the wants are things you would like but not a top priority. **Step 3** is to select what subsets in that role are important to you. **Step 4** is to use this information to help refine your board recruitment strategy. You can also use this information to evaluate your current board. Remember, BE REALISTIC!

Financial Support Need? Want?

- Individual donation
- Corporate donation
- Bring in new donors
- Planned giving
- Oversee a Power 2 Give campaign
- Other

Governing Need? Want?

- Set policy
- Planning and strategy to reach organizational goals
- Bylaws and operating procedures
- Mission
- recruit new board members

Friendraising Need? Want?

- Host events at their home or office to introduce their Friends and colleagues to your group
- Introduce staff or other board members to potential Donors or supporters
- Social media campaigns on behalf of your group
- Fundraising campaigns on their Facebook or other
- Host VIP reception before or after performance
- Increase "circle of influence" for organization

Fiduciary Need? Want?

- Work with staff to set annual budget
- Track actual vs projected throughout the year
- Do cost/benefit analysis to see where group might Find cost saving

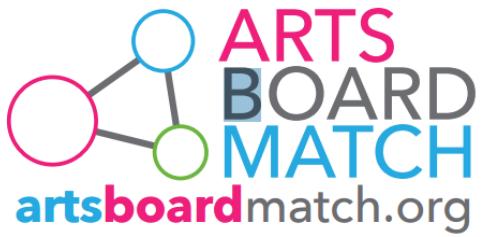
Outreach/Advocacy Need? Want?

- Represent organization at chamber events
- Bring groups executives to chamber events
- Set up speaking engagements with business and community groups for the organization
- Meet with elected official(s) on behalf of the group

In-Kind Donations Need? Want?

- Donate services
What service do you need? Explain
- Donate product
What products do you need?

Other



BOARD JOB DESCRIPTIONS

Legally in Florida a non-profit board is required to have a Board Chair, Treasurer and Secretary.

BOARD CHAIR

1. Serves as lead person for the organization
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. Plays a leading role in fundraising activities
14. Works with Chief Executive to evaluate the effectiveness of the Board members.
15. Evaluates annually the performance of the organization in achieving its mission.

TREASURER

1. Is a member of the Board
2. Manages finances of the organization—regularly reconciles bank statements with financial records or oversees regular independent overview of financial records
3. Administrates fiscal matters of the organization
4. Working with staff and if appropriate Financial Development Committee provides annual budget to the board for members' approval
5. Ensures development and board review of financial policies and procedures
6. Provides financial report at each board meeting

Note: It is traditional for the Treasurer to be a financial professional but it is not required. Treasurer does not have to be an accountant but could also be a banker, finance manager, book keeper or other. Also note that the Treasurer is not required to do the organization's IRS Form 990. As part of his oversight of financial matters he oversees the 990 completion.

SECRETARY

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

BOARD MEMBER

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



STRATEGIC ASSESSMENT OF CURRENT BOARD

BUSINESS SKILLS

Skill	Have	Need	Don't Need
Accounting/Bookkeeping			
Development/Fundraising			
Events Planning and Logistics			
Real Estate/Facilities			
Financial/Business Mgmt			
Legal			
Marketing			
Public Relations			
Advertising			
Graphic Design			
Social Media			
Human Resources			
Strategic/Long Range Planning			
Technology/Computers			
Other			

INDUSTRY/AREA

Industry	Have	Need	Don't Need
Hospitality/Travel			
Marketing/Communications			
Legal			
Small Business/Entrepreneurs			
Education/ University			
Accounting			
Banking			
Investing			
Media			
Nonprofits			
Retail			
Architecture & Design			
Real Estate/Developers			
Creative Industries			
Fashion/Lifestyle			
Other			

In-Kind Board Donations

In-Kind Donation	Have	Need	Don't Need
Printing			
Office Space			
Office Equipment			
Computer/software			
Catering			
Host Event			
Retail gift certificates			
Travel and hotel			
Advertising/Media			
Other			

Other Considerations

Demographics	Have	Need	Don't Need
Age			
Gender			
Ethnic Group			
Sexual Orientation			



OUR BOARD RECRUITMENT STRATEGY

Use the information you received from the Setting Goals for Your Board Worksheet and the Strategic Assessment of Your Current Board and from board discussion.

Priority #1

Need:

Who can fill this need?

What benefits/ assets can we offer?

Ideas:

Priority #2

Need:

Who can fill this need?

What benefits/ assets can we offer?

Ideas:

Priority #3

Need:

Who can fill this need?

What benefits/ assets can we offer?

Ideas:

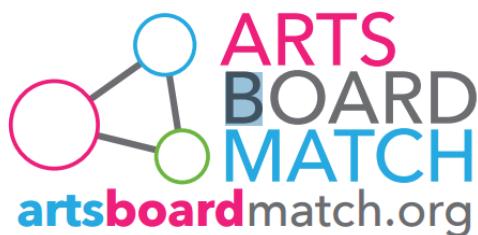
Priority #4

Need:

Who can fill this need?

What benefits/ assets can we offer?

Ideas:



www.ArtsBoardMatch.org is your new tool for board recruitment. Beyond our website here are other suggestions.

Recruiting new board members requires time, attention and consistent effort.

When beginning your recruitment efforts you need to do your homework. Do the Board Self Assessment to measure your current boards effectiveness. Do the Board Skills Assessment to determine what areas of your board you need to strengthen. Strategically determine your board needs and develop a plan to recruit board members to meet these needs.

Suggested resources for recruiting new board members

We have included space under each to write your ideas

Current subscribers or patrons

Personal and business contacts of current board members

Suggestions from Executive Director and staff

Professionals in target companies

Small business owners

Professional Firms such as law firms, accounting firms, etc.

Consultants

Local Chambers

Business professional organizations

Trade Associations

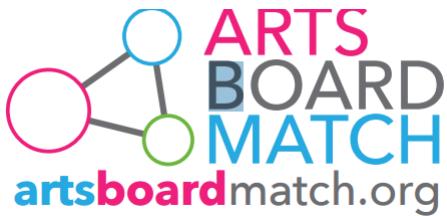
Social Clubs

Civic Groups

Government agencies

Religious community

Schools and educational community



RECRUITMENT SALES PACKAGE

Put this information together in a nice folder to go over with your board candidate during your first meeting.

History and background

What is the mission of the organization? Why do you exist? Who do you serve?

What do you offer – package the offer

Marketing materials – performance fliers, programs, photos
Performance and upcoming events
Newspaper reviews and articles
Overview of your artists and product
Your impact on the community

What time commitment is required?

How often does the board meet?
What about committee assignments and or fund raising events?

Financial information

Public budget
How is the organization funded? What are top funders.
Does the board discuss and approve the budget annually? Are financial reports reviewed at each meeting? Are they understandable?

Who is currently on the board

Board list with company information

What are board requirements – recruitment overview can be one page which includes:

Are board members expected to make an annual financial contribution? Can it be a valuable in kind donation?
What about tickets to performances, events and galas?
What expertise, skills do you want them to bring to the board?
How are new directors chosen?
What are the lengths of board terms? Are there term limits?
Is there an orientation and on-going training program for all board members?

Why did you select this person as a potential member?

Strategic plan to recruit new members and why they would be a good candidate

These questions will help you evaluate the candidates interest in serving.

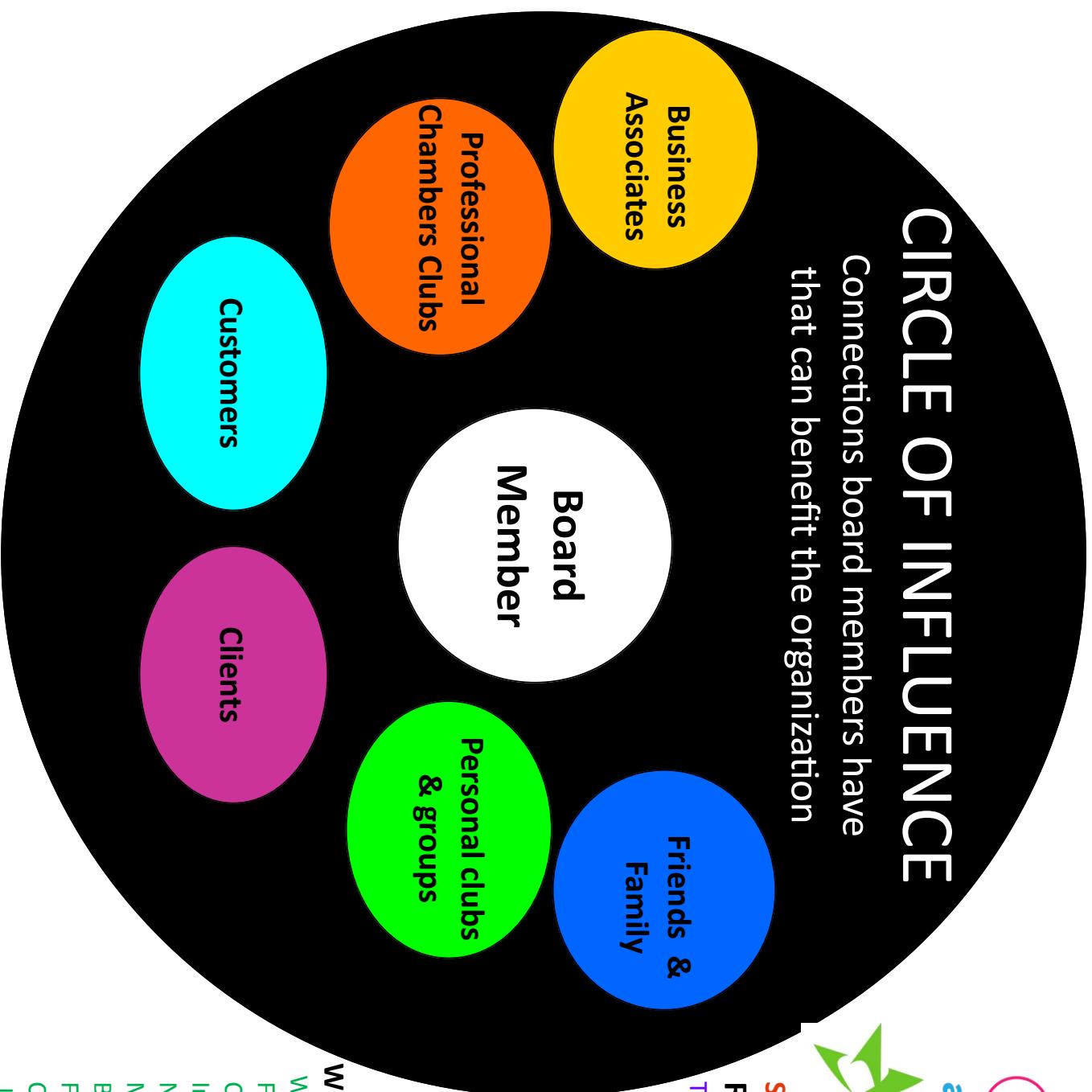
Are you supportive of the organization's mission?

Do you have the time and commitment level to be an effective board member?

Is this group you would be proud to join?

CIRCLE OF INFLUENCE

Connections board members have
that can benefit the organization



CIRCLE OF INFLUENCE Who are his connections?

- Wine, beer, liquor vendors
- Food vendors
- Customers he can connect with
- Industry colleagues -hospitality
- Neighboring businesses
- Member of a chamber or business association
- Friends
- Clubs
- Interests



SAMPLE HOW IT WORKS

Restaurant Owner

- Traditional donations to board:
- Host Event
- Donate Meals for auction
- Donate Meals for meetings with donors and members



CIRCLE OF INFLUENCE IDEA WORKSHEET FOR BOARD MEMBERS

From the Building a Better Workshop we discussed some of the ways board members can get involved with the organization:

- Contributed to organizations visibility and/or public relations efforts
- Increase audience and/or membership
- Introduce new donors or funding partners
- Provide financial or programmatic oversight
- Contribute to the visioning, strategic planning and overall organizational development
- Contribute to board recruitment and development
- Provide in-kind skills and services to fulfill the organizations mission
- Attend and bring people to events and programs and performances
- Be an advocate for the organization

We also discussed how each board member can expand his outreach and effectiveness for your group by connecting with his Circle of Influence.

MY CIRCLE OF INFLUENCE

Chambers, Business Associations you are a member of:

Outreach – hand out board member business cards to contacts you meet at meetings, events and follow up if interested

Clients that might be interested in this group:

Outreach – invite clients to events or performances as your guest and follow up if to see if they want to get involved

Potential Clients that might be interested in this group:

Outreach – set up a short meeting to tell them about how they might get involved as members, sponsors, donors

Colleagues that might be interested in this group:

Outreach – send information and invitations from the group to your colleagues. Talk directly to those that might be interested and invite to an event or performance. Host a company night for your colleagues and associates at an event or performance for your group.

Vendors or businesses that might be interested:

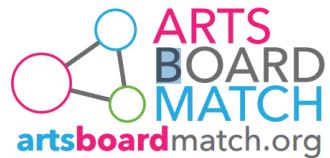
Outreach – invite clients to events or performances as your guest and follow up if to see if they want to get involved. Don't forget in-kind donations they might be able to provide.

Friends that might be interested in the group.

Outreach – invite to events or performances as your guest and follow up if to see if they want to get involved

Social activities that might bring connections:

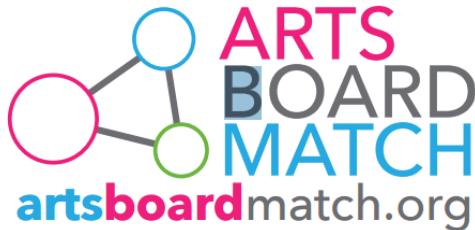
Other companies or professionals in my industry that I might reach out to:



BOARD PROSPECT INTERVIEW

Board prospect interview questions can help spark conversations. Tailor these questions for your particular board and customize for each prospect.

1. What interests you about our organization? Which aspect of our organization interests you most?
2. Have you been involved in the arts previously? Tell us about a memorable arts experience.
3. What are some of your previous volunteer experiences or leadership roles?
4. With access to over 500 arts organizations our board members can customize their experience. If you were to join our board, are there any experiences/ benefits you'd like to have as a board member?
5. We did a strategic analysis of our board when developing our recruitment strategy. One of the reasons we reached out to you is you INDUSTRY AND/OR SKILL INSERTED HERE. What skills, resources, and expertise do have to offer and are willing to use on behalf of this organization?
6. Will your company support your board membership? How? Can you connect us to others in your company?
7. Our board meets 10 times each year on a weekday evening. We also ask each member to be an active and engaged participant in one or more ABC Committee or Task Force. What will your time availability be each month to participate on the board?
8. Board members are invited to attend 5 or more ABC networking events and programs each year. Can you help us promote our events to your colleagues and clients and help sell tickets?
9. It is expected that 100% of the Board contribute annually. Your direct financial support provides our organization with the funding to maximize and leverage our mission. Board members are asked to donate \$1,000 each year through sponsorship of ABC events and programs or in-kind donation of professional services approved by the board. In fact, we hope that you will be able to ask five of your clients, colleagues or friends to support purchase tickets, memberships or sponsorships. Is this something you think you could do?
10. **Questions you should be prepared to answer, if the candidate asks:**
 - Why are you interested in me as a board member?
 - What role do you see me playing on your board?
 - What are your expectations and commitments?
 - What is unique about your organization?
 - If I were to join this board, what would you want me to do during my first year?
 - If I were to join this board, what could I reasonably expect to get out of the experience?



**Customize and print on your letterhead. Red notes are instructions, ideas.
NEW BOARD MEMBER LETTER OF AGREEMENT**

We are pleased that you have joined the Board of Trustees of the XYZ organization. As a member of the Board, you are in a position to make a significant contribution to the arts in Greater Miami. Your commitment and imaginative leadership will certainly have a positive impact on our work. We are confident that the gift of your time and talent will allow our organization to continue to strengthen our programs, outreach and impact.

We know that your presence on the Board of Trustees of the XYZ Organization will be a positive experience for you as well as for the organization. You will reap benefits from your Board involvement:

LIST YOUR BOARD BENEFITS HERE FROM YOUR BOARD ASSETS WORKSHEET. During the board orientation when you give this to new members to sign go over the circle of influence forms with them and also the customize your board experience worksheet to discuss what they value and how you can help them get value from their board participation.

- You will be involved with a premier organization – put info here about your group
- You will be part of a diverse and lively Board of Directors and talented staff - a team effort. You will have the opportunity to contribute your skills, talents and other resources to this organization.
- We will use your time in a respectful and judicious manner as we realize that the asset of time is one of the most critical resources busy people possess. We will use your time in a meaningful way that will return value to you.
- We will provide you with opportunities for orientation and committee involvement to facilitate your understanding and contributions to the organization. Important information will be communicated to you, on a timely basis. Board meeting agendas and discussion items will be distributed in advance to allow time to read and respond.
- We will provide Board members and their companies with opportunities to reach the patrons and participants we serve.
- Board members will be listed on our letterhead, in our promotional materials and on our website. Board member companies may have a link on our website. Board members will be introduced and acknowledged at all events and programs. Special program sponsorships and outreach opportunities are available to board members.

To gain a clear understanding of your Board responsibilities, we ask each Trustee to review the following personal commitment:

- We request that Directors attend all Board meetings, held six times each year. Your presence is valued and your active participation is needed.
- Attend our annual board retreat to play an active role in helping us develop our annual budget and assist in planning and strategies for success.
- Board members attend and help sell tickets to fund-raising events, performances and functions.
- We request that Directors actively serve on one or more committees or task forces
- It is expected that 100% of the Board contribute annually. Your annual donation of \$1,000 and direct financial support will allow our organization to maximize and leverage our mission. Your support also tells other funders that our Board of Directors is committed as investors.
- The boards role in fundraising is essential. All board members are expected to help us with outreach reach to your circle of influence.
- As a Board member, you can serve as a key resource to access support from businesses, government and civic groups on which you might have influence. You can also assist our development efforts by facilitating connections or introductions to your personal and business contacts.
- Board members shall disclose in writing any possible conflict of interest which may arise in connection with service on the Board.

The quality of our services to the community is dependent upon a committed and involved Board of Trustees. We look forward to serving with you and accomplishing results that make a difference. We look forward to working with you on many successful programs and events.

I agree with the above statements and overview.

Name:

John Doe, Board Chair

Name:

Board Members name typed here

Date signed:

Date signed:



Board Orientation

Board Orientation Manual

Introduction

Our organization: Yesterday/Today/Tomorrow
Philosophy/Mission Statement
Elevator Speech

Financial data

Current budget
Most recent treasurers report
Most recent Profit/Loss Statement
Last 990
Top 5 major funders

Program Descriptions

Performances/Events
Newspaper articles, reviews
Marketing materials
Calendar of events

Internal Data

Audience numbers and overview
How many served
Program outcomes (from grant reports)
Trends comparison with past/future projections

Staff

Organization Chart
List of senior staff with contact information.
Staff bios of top executives

Legal Documents

Articles of Incorporation
By-Laws
Registration with State of Florida
Charitable solicitation form

The Board

List of Directors with mailing addresses, phone
List of Board Committees
Schedule of Board Meetings
Statement of Board Member Responsibilities

New Developments

Brief description of significant impending
changes- internal or external

Board Member Letter of Agreement

New board member signs and gets a copy

Orientation Meeting

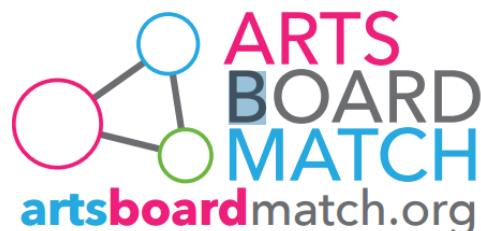
Go overview materials on orientation manual

Welcome letter from board chair

Determine their benefits profile
Why did they join?
What are they looking for?

Go over and sign Letter of Agreement

Assign board buddy





STAFF BOARD ROLES

The board sets policy and ensures the group has the resources it needs to function. This includes reviewing and approving the annual budget, setting realistic fundraising goals, giving and getting donations and assets for group to reach income goals. Part of policy development includes setting goals around the mission of the organization. Working boards also include participating in committees to help the group reach its goals and successfully implement programs.

Staff designs and implements programs based on the mission of the organization. Staff writes grants, develops sponsorship and donor opportunities, designs earned income opportunities and runs the day to day work of the organization.

Open communication between both groups is essential. The CEO or Executive Director is the liaison and participates in board meetings as a resource for information and updates on programs and activities. The Director hires all other staff and they report to the Director.

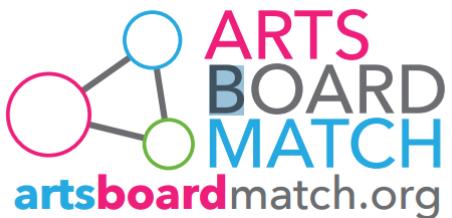
Board and staff have the same goal. To accomplish the mission of the organization. Good board staff relationships are built on a desire to work together on mutually agreed upon goals.

Staff functions:

Administration
Program planning, development and evaluation
Daily program implementation
Professional and artistic expertise
Fundraising
Grants management
Earned Income programs and events
Marketing
Outreach and meetings with key stakeholders and groups

Board functions:

Organizational goals
Budget and fiscal accountability
Fundraising strategy and implementation
Advocacy on behalf of the organization
Agency policy
Ethics and transparency
Hiring of Director and performance review
Continuity of leadership and membership on the board
Assessment of board member performance



MISSION STATEMENT

Everything the board does must flow from the mission statement of the organization.

The mission statement defines the purpose of the organization. Every organization needs to begin by articulating its central belief, values and goals. Elements of an effective mission statement include:

- what the organization plans to accomplish,
- how the organization will accomplish these goals,
- the constituency of the organization,
- clear, concise and understandable language,
- an accurate reflection of the values and beliefs that sustain the organization, and
- demonstrated commitment to serving the community.

The board should review the mission statement each year. Organizations often evolve over time and the mission statement may need to be revised to reflect these changes. The mission statement serves several functions, such as:

- being an integral part of fundraising, marketing and promotional materials,
- serving as a tool for educating the public and potential sponsors, and
- providing a starting point for presentations, proposals and speeches.

The board needs to pay attention to the way in which the mission statement conveys the purpose of the organization - a good statement ensures vitality and continued growth.

Meeting Preparation:^{BY} KAREN ZIMBELMAN

Do your board meetings have any of these features?

- long, rambling discussions with no definite conclusion;
- recurring agenda items that get no effective resolution; a constant flow of "emergency" items that need immediate action by the board, sometimes with inadequate research and background;
- meetings that are emotionally charged and draining on all participants;
- meetings that leave directors with a need to discuss how the meeting went - sometimes for a long time.

If you recognize any of these features and want to avoid them, better meeting preparation can help!

There's not a lot of glamour in it. The "behind the scenes work that goes into preparing for and planning board meetings is tedious, time-consuming and very rarely acknowledged. Directors and observers will notice when meetings are not well prepared far more often than they will notice when preparation has been thorough and comprehensive.

The following guidelines should help your board make sure its meetings are carefully planned and as productive as possible:

Plan ahead

The board president (or, board chair) and the general manager should be the meeting planning team. Why? One of the general manager's chief functions is to ensure that information is presented to the board in an accurate and timely fashion to facilitate effective and prudent business decision making. To provide this kind of leadership, the manager should be an important player in planning and preparing for board meetings.

The board president's chief function is to manage the board's work - to make sure that the board accomplishes what it should be doing and to make sure that board meetings are as effective as possible. As the person who will run board meetings, the president needs to think about the board's agenda in advance and have a thorough command of the agenda items.

In planning meetings, the board president and general manager should consider:

- items from previous meetings requiring follow-up;
- attendance or presentations by members that can be anticipated in advance;
- items coming to the board from committees for presentation or action;
- legal reporting, notice or administrative requirements;
- items the board needs to begin discussing now for future decision-making;
- items the board must take action on at this meeting.

Prepare the agenda

The agenda should thoroughly delineate what the board needs to accomplish at its next meeting. Without a carefully prepared agenda, even a well-intentioned board is bound to miss deadlines or fail to follow up on important items. Having a written agenda will also help all board members be better prepared - knowing that the board will be discussing an item will help directors be better prepared to discuss it. The written agenda should be accompanied by background materials and distributed to all directors at least 3-5 days before a board meeting.

Prepare the packet

Beyond just good sense, it is even established in legal expectation of directors that written materials be prepared, distributed to, and thoroughly reviewed by all directors in advance of board meetings. In fact, one of the primary factors that caused the Delaware Supreme Court to hold board members of a corporation personally financially liable for a decision was that directors had not received notice of such an agenda items and had received no written background materials to review in advance. The court's actions clearly establish that is the board member's responsibility to insist that these things happen -- to protect themselves as well as to ensure good decision making.

What should be in a board meeting packet?

A thorough meeting packet will have a cover page that lists the date, time and location of the meeting. A complete agenda - a listing of all items to be discussed or reviewed at that meeting - should follow. It is useful to label all such items on the agenda "for discussion only" or "decision needed" to help directors prepare. Putting the page number of background materials next to the agenda item will also help directors find materials and better prepare.

The rest of the packet should be made up of materials that all directors should review before the meeting. This will include a manager's report, financial statements, committee reports or minutes, and proposals. In general, the packet should contain a written document for every item appearing on the board's agenda. In this way, the board can focus on discussing the issues and can consider recommendations in advance. With these background materials, the board won't need to spend its time hastily trying to word resolutions or come up with solutions that need careful deliberation. The decisions that are made are much more likely to be consistent with existing policy language and precedent.

Who does all of this work?

Obviously, preparing this type of packet and materials will involve a fair bit of administrative work. Just who does this will depend on your co-op, but it should be clear that this is not a responsibility of directors. Board members have clear legal and corporate responsibilities and serving as de facto clerical staff for the co-op is not one of them. Pulling materials together, preparing an agenda, presenting materials in a logical fashion, and distributing packets before board meetings is a routine clerical task. A staff member and/or volunteer (except for sensitive items) can easily handle this job.

The payoffs

This kind of meeting preparation can have many payoffs. Having the president and manager prepare for meetings (using their best judgment on how to frame questions and what kind of background should be presented) will help the board accomplish a lot more and will avoid long, rambling discussions with no constructive conclusion. Having written materials and an agenda in board members' hands before board meetings will help the board avoid potential legal scrutiny of the way it conducts business and help board members feel better prepared. Board packets are also a great way for members to be more aware of what the board is considering before a decision is made. Finally, good meeting preparation will add a note of professionalism to the functioning of the board.

These effects will all add up to better decision making, fewer last-minute, "emergency" items, and a more effective board of directors. Perhaps even more importantly, it's possible that a secondary benefit will be more and more well qualified members as potential directors in your next election - a winning combination all around!



WORKSHEET BOARD EVALUATION POINTS SYSTEM TOOL

How many points do board members need to earn each year: 50

How can they earn points (what is valuable to your organization)

Financial contribution

Inkind contribution

Chair Committee

Executive Committee/Board Officer

Bring in new sponsors or donors

Sell tickets to your gala or fundraiser

Sell tickets, bring people to performances, events

Bring in new board members

Share business skills

 Financial

 Legal

 Marketing

 Public Relations

 Grantwriting

Host a fundraiser

What are the points allotted for each:

Financial contribution – *10 points for every \$1,000*

Inkind contribution – *10 points for every \$1000 in real value*

Chair Committee *10 points*

Executive Committee/Board Officer *10 points*

Bring in new sponsors or donors *10 points for every \$1,000*

Sell tickets to your gala or fundraiser *10 points for every \$1,000*

Sell tickets, bring people to performances, events *10 points for every \$1,000*

Bring in new board members *10 points for each elected, contributing new member*

Share business skills *10 points for every \$1000 in value*

 Financial

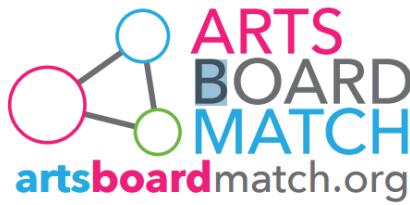
 Legal

 Marketing

 Public Relations

 Grantwriting

Host a fundraiser *10 points for every \$1000 in value*



What Role do Boards and Individual Board Members have in Nonprofit Fundraising?

Len Al Haas | Consulting Insights

Fundraising is one of the major responsibilities of a nonprofit board of directors/trustees.

Other responsibilities include governance, setting policies and determining the strategic direction of the organization, including approval of their organization's strategic plan. A central concern of the board is ensuring that the organization has the resources necessary to pursue the strategic plan. It is also the board's fiduciary obligation to see that resources are properly used. Most important, boards are entrusted with advancing the mission of their organization and serving as representatives of the community (the community can be considered a nonprofit's shareholders). The board's role in fundraising is to provide leadership, financial support, and connection to donors and potential donors. The board must be structured to meet the primary needs of the organization. And it needs to be prepared to effectively pursue the fundraising goals it establishes in support of the organization. The board works in conjunction with the staff to bring great influence and strength in support of the organization's broader fundraising plan with the staff driving the day-to-day execution of most activities. Typically, the boards of organizations with significant, ongoing fundraising needs have a standing committee for resource development. Such committees should be chaired by and include board members (although not necessarily exclusively). Like other board committees, a fundraising committee functions as the formal mechanism through which plans are developed and brought to the board for approval and execution.

Board members begin all fundraising efforts with their best prospects - themselves.

While the fundraising/development committee may have the more formal and focused responsibilities, all board members have an important role to play. Preparation for fundraising is greatly aided when all board members participate in the planning process, reading and providing feedback on development of the case for support, understanding the development strategies being planned, and understanding their collective and individual roles. Advocating on behalf of an organization is an important early part of the fundraising process. Board members bring two critical forms of leverage to the process: reach into the community through their own spheres of influence and the collective volume of their connections. Board members should look for opportunities to introduce others to their organization and to educate them about the importance of the mission. As advocates, board members should always be ready to tell the story of the organization and articulate the main points of case for support. It is not necessary for board members to walk around with every detail and statistic. A few key statistics and a story or two illustrating the good work of their organization, combined with the board member's passion are more than enough to initially engage the prospect.

While there are many opportunities for individual board members to participate in fundraising, they can be most effective in securing major gifts. As leaders for whom the nonprofit organization is a priority, board members begin all fundraising efforts with their best prospects - themselves. Understanding that in the nonprofit arena time is NOT money, board members make their cash gift first in order to be comfortable asking others to do the same. Is it realistic to expect others to do something that you are not willing to do yourself?

Preparation for fundraising is greatly aided when all board members participate in the planning process.

Board members who cite time as their gift are in a good position to ask others for time. Time does not pay staff, utilities or the other hard expenses required to operate the organization. An individual who gives time is a volunteer. An individual who gives money is a donor. A board member must be both a volunteer and a donor. Volunteers can make excellent fundraisers not only because of their knowledge of the organization, but also because of their relatively pure motivations. The success of their nonprofit benefits them no more than any other shareholder (member of the community). With respect to fundraising, board members are a special type of volunteer, holding responsibility for the conduct of the organization. While volunteers may have passion and feel ownership, they cannot be held accountable for the direction of their nonprofits.

Staff can support, manage and thereby leverage volunteer efforts. Because key staff are familiar with the day-to-day operations and details of their organization's program, they make excellent partners in the fundraising process. A passionate board member and a knowledgeable staff member are rarely faced with a question they cannot answer.

A board that is well-prepared and passionate about the mission of the organization is essential to successful fundraising.

Leading by example and reaching out to others in the community to garner support for their organization's goals not only helps secure funding, but also attracts additional volunteers. Ultimately a thriving board that regularly recruits new leadership will maintain the strength of the organization.

THE CONSENT AGENDA

What is a consent agenda?

A consent agenda groups the routine, procedural, informational and self-explanatory non-controversial items typically found in an agenda. These items are then presented to the board in a single motion for an up or down vote after allowing anyone to request that a specific item be moved to the full agenda for individual attention. Other items, particularly those requiring strategic thought, decision making or action, are handled as usual.

Why would an organization want to use a consent agenda?

Consent agendas are popular with many nonprofit organizations because they help streamline meetings and allow the focus to be on substantive issues.

What does it mean if we adopt a consent agenda?

- Documentation for consent items must be provided to the board prior to meetings so that directors feel confident that their vote reflects attention to their duty of care.
- Board members are encouraged to ask prior to the meeting all the questions that they want related to consent agenda items.
- If it is determined that an item on the consent portion of the agenda actually requires action or a decision that item should be removed from the consent portion of the agenda and raised later in the meeting.
- Any board member can request that an item be moved to the full agenda.
- A vote on the single motion applies to all the items on the consent portion of the agenda.

What does it *not* mean if we adopt a consent agenda?

- Consent agendas do not make it easier to ramrod through decisions since decision items are not placed on the consent portion of the agenda and all items on the consent portion of the agenda are still open to discussion and debate if someone requests they be moved.
- It is not always necessary to remove an item from the consent agenda if people have simple questions or wish to discuss the item further. Discussion is permitted after the motion for approval is made, but before the vote. However, everyone should remember that extensive conversation defeats the purpose of the consent agenda.

THE CONSENT AGENDA

What normally is found on a consent agenda?

Routine, informational, procedural and self-explanatory non-controversial items are generally placed on the consent portion of the agenda. These typically are such things as:

- Approval of board and committee minutes
- Correspondence requiring no action
- Committee and staff reports
- Updates or background reports provided for informational purposes only
- Appointments requiring board confirmation
- Approval of contracts that fall within the organization's policy guidelines
- Final approval of proposals that have been thoroughly discussed previously, where the board is comfortable with the implications
- Confirmation of pro forma items or actions that need no discussion but are required by the bylaws
- Dates of future meetings

What is the process for using a consent agenda?

- The board must begin by approving a motion to adopt the consent agenda for its meetings.
- The board should then craft a policy about what may and may not be included in the consent portion of the agenda.
- The full agenda, including the consent items should be disseminated prior to the board meeting along with copies of reports and back up materials so that board members can do their due diligence prior to voting.
- As the first item of business the chairman should ask if anyone wishes to remove an item from the consent portion of the agenda.
- The chairman then asks for a motion to accept the consent agenda.
- Once the motion has been received, the chairman opens the floor for any questions or discussion on the items remaining on the consent agenda. The understanding, though, is that the directors have come prepared and, other than a quick point or question, they are comfortable voting for the items or they would have asked to have them removed.
- If any items were removed from the consent portion of the agenda the chairman may determine where on the agenda those items will be discussed, e.g., immediately after the consent agenda has been accepted or later on the agenda.
- Quickly reviewing the remaining items, the chairman asks for any objections to the adoption of those remaining items. If none are offered all items on the consent agenda are considered to be passed.

THE CONSENT AGENDA

What does the rest of the agenda look like?

The answer to this is that it depends. If the organization is most comfortable with an “old business/new business” format, this can remain. However, the organization may find more benefit tackling one or two items that relate directly to the mission, vision and organizational values and that require special attention. Time spent in educating the board on mission-related, governance, or community issues is always valuable, as is dedicating some time to those problems or concerns that keep the executive director awake at night and the BTW Talk.*

* The “By the Way” Talk refers to giving board members the opportunity to share what they’ve heard or learned since the last board meeting that might have impact on the organization either in the short or long term. It could be considered a continuous environmental scan.



artsboardmatch.org

ROBERTS RULES OF ORDER



Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment AFTER a full and fair "working through" of the issues involved. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly.

Should be used for all official votes and recorded in the meeting minutes

A member makes a motion

It is seconded by another member

Discussion

Move the Question (vote)

All in Favor – All Opposed

Motion carries (passes) or motion is denied

The Rules

- **Point of Privilege:** Pertains to noise, personal comfort, etc. - may interrupt only if necessary!
- **Parliamentary Inquiry:** Inquire as to the correct motion - to accomplish a desired result, or raise a point of order
- **Point of Information:** Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."
- **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made
- **Main Motion:** Brings new business (the next item on the agenda) before the assembly
- **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own)
- **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- **Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor
- **Commit /Refer/Recommit to Committee:** State the committee to receive the question or resolution; if no committee exists include size of committee desired and method of selecting the members (election or appointment).
- **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed
- **Object to Consideration:** Objection must be stated before discussion or another motion is stated
- **Lay on the Table:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending
- **Take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table
- **Reconsider:** Can be made only by one on the prevailing side who has changed position or view
- **Postpone Indefinitely:** Kills the question/resolution for this session - exception: the motion to reconsider can be made this session
- **Previous Question:** Closes debate if successful - may be moved to "**Close Debate**" if preferred
- **Informal Consideration:** Move that the assembly go into "**Committee of the Whole**" - informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.
- **Appeal Decision of the Chair:** Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business