

GENERAL BOARD GUIDELINES

“The Board Governs, the Staff Manages”

Governance: Volunteer leaders are responsible for the direction and future of the organization. The board acts and thinks strategically, setting goals and strategies for the future with input from members, stakeholders and committees. The board continuously conducts an environmental scan. Leaders should avoid micromanagement of the organization, maintaining focus on mission, vision, values and goals.

Management: Paid staff is responsible for the administration of the organization. Staff act as partners to the board, advancing the goals and strategies, while taking care of the daily administrative needs unique to non-profit organizations.

The Board - Staff Pledge

The board and staff works together to 1) *add value*, 2) *make a difference* and 3) *protect the organization*.

Board of Directors will...

- Prepare for and attend meetings.
- Govern strategically.
- Make knowledge-based decisions.
- Support the decisions of the board.
- Respect confidentiality.
- Not impede committees or staff.
- Respect diversity and new ideas.
- Avoid conflicts of interest and personal agendas.

- Promote membership, sponsorship and activities.

Management Staff will...

- Follow laws and governing documents.
- Apply excellence in carrying out responsibilities.
- Provide accurate, concise reports.
- Respond in a timely manner.
- Respect and assist volunteer leaders.

Board Legal Duties

- *Duty of Care* requires leaders to use responsible care and good judgement in making their decisions on behalf of the interests of the whole organization.
- *Duty of Loyalty* requires leaders to be faithful to the organization, avoiding conflicts of interest.
- *Duty of Obedience* requires leaders to comply with the governing documents.

Board Liability

State and federal governments have afforded certain protection to volunteer leaders. State law exempts board members of not-for-profit corporations from liability of actions taken or omissions made in the performance of their duties as a board member except for “willful acts or omissions”. Appropriate insurance has been acquired to protect the organization.

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Board Responsibilities

- Determine the organization's mission and purpose.
- Select the chief paid executive, not the staff.
- Support the chief executive and assess performance periodically.
- Ensure effective organizational planning.
- Ensure adequate resources (funds, time, staff, technology, etc).
- Ensure effective use and management of resources.
- Monitor and strengthen programs and services.
- Promote the organization's image and know when to speak.
- Ensure legal and ethical integrity and maintain accountability.
- Recruit and orient new board members and assess board performance.

Board Meeting Best-Practices

- Respect the chairman or chairwoman.
- Adhere to the agenda.
- Bring your calendar to meetings.
- Arrive on time.
- Read materials in advance.
- Listen more than you speak.
- Speak when you have an essential point to make.
- Respect the rules of order.
- Leave personal agendas at the door.
- Actions of the board belong to the board - support them publicly, don't bad-mouth any action or any person.

Board Tools

The following documents are readily available to volunteer leaders for review and should to be treated with care and confidentiality.

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| <ul style="list-style-type: none">• Bylaws• Articles of Incorporation• Strategic Plan• Financial Statements• Meeting Minutes• Insurance Coverages | <ul style="list-style-type: none">• Annual Audits & Tax Returns• Policy Manual• Roster of Committees and Charges• Membership Categories, Dues Structure, Benefits and Services• Subsidiary Documents |
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