

Latino Board Leadership Academy: Boards in Action

Nelson Layag

**Nonprofit Coaching,
Consulting, and
Leadership Development**

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CompassPoint Nonprofit Services

How has been your experience so far?





Objectives

Review our board
roles and
responsibilities

Apply concepts on
board's roles and
responsibilities in
different situations



RAPID CASE STUDY

Governance Fundamentals

What is Governance anyway?

Nonprofit governance is the provision of guidance and direction to a nonprofit organization so that it fulfills its vision and reflects its core values, while maintaining accountability and fulfilling its responsibilities to the community, its constituents and government with which it functions.

The Alliance for Nonprofit Management's Governance Affinity Group

PURPOSE

The board is a surrogate public, representing the public's interest as it carries out its programs and activities. As a surrogate public the board's accountability is external and directed at the state attorneys general and the IRS.

—Pamela Leland, Embracing Interdependence:
The Relationship Between the Board and the
CEO



Quick Quiz

What are the three legal duties of all nonprofit board members?

Legal Obligations: 3 Duties

1. ***Duty of Care***—acting with the same care as would a “reasonably prudent person” under similar circumstances, in good faith, and in a manner reasonably believed to be in the best interest of the organization.
 - Ask questions
 - Read materials to prepare for meetings
 - Attend meetings
 - Deliberate and decide
 - Make appropriate decisions
 - Review finances
 - Evaluate the ED annually

Legal Obligations 3 Duties

- 2. *Duty of Loyalty***—not engaging in any activities which would injure or take advantage of the organization, including self-dealing.
- Disclose personal conflicts of interest or personal gain
 - Adhere to conflict of interest policy
 - Disclose information relevant to decision-making or oversight role
 - No special benefits
 - No impropriety
 - No disclosure of confidential information about organization to others
 - Speak with one voice

Legal Obligations 3 Duties

3. *Duty of Obedience (Compliance)*—following federal and state statutes (such as laws prohibiting discrimination) and contractual agreements.

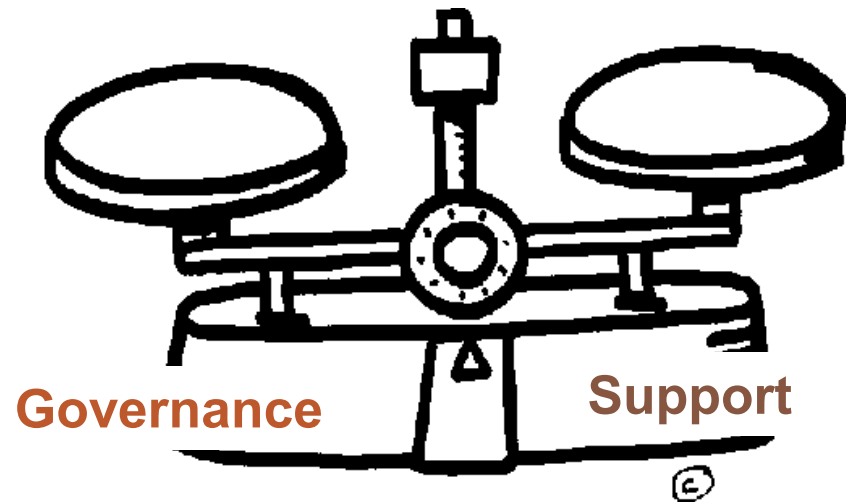
- Know and comply with local, state, and federal laws
- Review and sign the 990
- Compliance with all reporting rules
- Address problems by taking action
- Insist on disclosures required by law
- Set ethical tone for the organization

Board Roles & Responsibilities

- Ambiguity can lead to role confusion, micro-management, decision making stagnation, and frustration

AND

- Boards are a valuable source of support and guidance





Which of these are governing responsibilities?

Reviewing, discussing and passing the budget

Reviewing the performance of the CEO/Executive Director

Asking for money/fundraising

Providing advice on marketing and communications tactics



Which of these are support activities

Going to the local chamber of commerce to represent the organization (ambassador)

Develop a plan for increasing individual donations

Electing new board members

Serving on the audit committee

CompassPoint Governance & Support Framework

Governance



- Act as a body (whole board)
- Representing interests of community and the public
- Outside looking in
- Board has authority

Legally Mandated

GOVERNANCE	MANAGEMENT SUPPORT
Purpose: The board acts to <i>govern</i> the organization	Purpose: The board acts to provide <i>management support</i> to the organization
Process for action: The board acts as a <i>collective</i> body	Process for action: Board members provide support to staff as <i>individual volunteers</i>
Type of Responsibility: Governance fulfills a legal responsibility to the community therefore is a mandated function.	Type of Responsibility: The level and type of support expected from individual board members is at the discretion of the CEO, not legally mandated, and dependant on specific organizational needs.
Role: Exercise duties of care, loyalty and obedience	Role: At the staff's invitation, provide expertise, thought-partnership, access to resources, ambassadorship
Example Activities <ul style="list-style-type: none"> • Hire, evaluate, terminate (as appropriate) CEO • Monitor finances, approve budget, ensure financial and programmatic sustainability • Board development, management and governance effectiveness • Manage the audit 	Example Activities <ul style="list-style-type: none"> • Fundraising activities • Speaking engagements • Attending events • Consultation/advising staff on technical issues • Consultation/advising staff on staffing structures • Participate on organizational committees

Support



- Act as individual volunteers
- Representing interests of organization to the public
- Inside looking out
- CEO/staff have authority

Value Add



Case Study # 1: People for Public Health

- ▶ What's your reaction?
- ▶ What do the three duties have to do with the case?
- ▶ Governance v. Support
- ▶ Other things to consider –
 - ▶ Board Committees
 - ▶ Board/ED or Staff Communication
- ▶ What could have prevented this conflict?



Case Study #2: Friends of Alor County

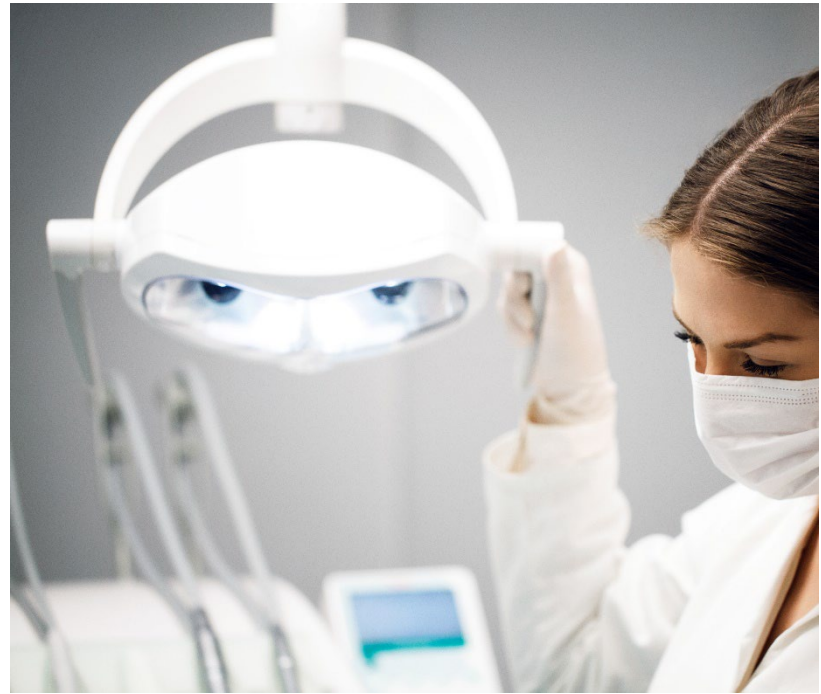
- Duty of loyalty?
- Duty of care?
- Duty of obedience?
- Decision-making process
- Communication

Choose your own adventure

CASE STUDY #3 – THE KIDS KLUB



CASE STUDY #4 - CASE COMMUNITY DENTAL CLINIC



Stay
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Sending you
resources

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