

Working Effectively with Your Board

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JACKSONVILLE
**Humane
Society**

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Primarily Two Types of Boards

- Operational
- Governance



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Operational vs. Governance

Operational

- Typically newer, smaller organization
- Volunteer driven/may be member based
- Board determines strategy, policy implementation
- Directly involved in day-to-day operations

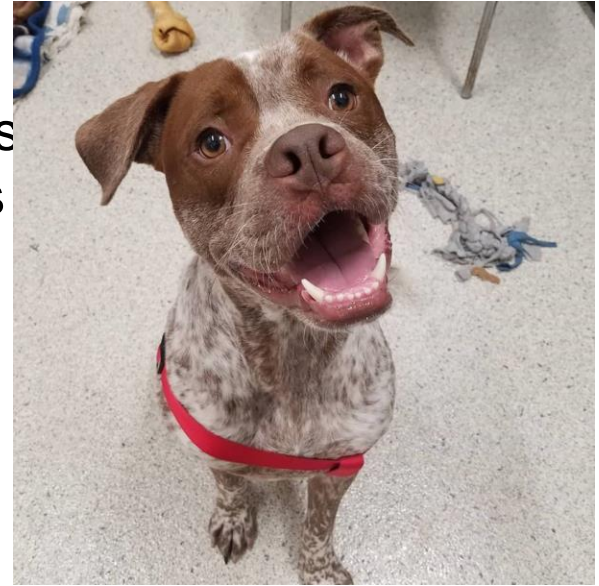
Governance

- Larger, professionally staffed organizations
- Focus on long term strategy and fiscal responsibilities

Which Is Right for You?

Facilitating Change from Operational to Governance

- Clarify roles
- Amend bylaws, position descriptions (Board and Staff), policy statements
- Board “cheerleader”
- Consider outside consultant and/or training
- Recruit new members



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Role Clarity

Board of Directors

- Provides oversight and guidance to the executive director
- Ensures that the organization stays aligned with its mission and values
- Ensures compliance with all federal and state laws

Legal Oversight

- Protects the organization's assets
- Ensures legal and ethical integrity and maintains accountability

Management Oversight

- Ensures that the nonprofit corporation is being run well
- Selects the executive director and decides his/her role
- Supports the executive director and assesses his/her performance

Financial Oversight

Program Oversight

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Role Clarity

CEO or Executive Director

- Works with staff to develop policies to guide the organization and programs to fulfill its charitable purpose
- Keeps the board informed of what the organization is doing
- Attends board meetings
- Maintains open lines of communication with the board of directors

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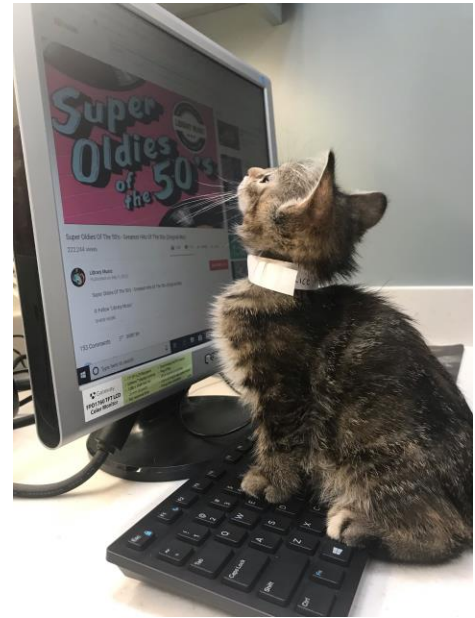
Role Clarity

Shared Responsibilities

1. Create a strategic plan to guide the organization
2. Develop a fundraising plan to ensure that the organization has the resources needed to fulfill the strategic plan
3. Implement periodic evaluations of the organization to ensure that the nonprofit remains true to its mission and is effective

What's the Difference Between Governance and Management?

- **Effective** boards understand the difference between governing and managing; dysfunctional boards do not.



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The Board-Management Relationship

Board's Roles	Management's Roles
Select, evaluate, and support the CEO	<ul style="list-style-type: none"> - Run the organization in line with board direction - Keep the board educated and informed - Seek the board's counsel
Approve high-level organizational goals and policies	<ul style="list-style-type: none"> - Recommend goals and policies, supported by background information
Make major decisions	<ul style="list-style-type: none"> - Frame decisions in the context of the mission and strategic vision, and bring the board well-documented recommendations
Oversee management and organizational performance	<ul style="list-style-type: none"> - Bring the board timely information in concise, contextual, or comparative formats - Communicate with candor and transparency - Be responsive to requests for additional information
Act as external advocates and diplomats in public policy, fundraising, and stakeholder/community relations	<ul style="list-style-type: none"> - Keep the board informed, bring recommendations, and mobilize directors to leverage their external connections to support the organization

Table Source: trustees.aha.org/boardculture/archive/Great-Boards-fall-2008-reprint-distinguishing-governance-and-management.pdf

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Seven Guiding Questions

1. Is it big?
2. Is it about the future?
3. Is it core to the mission?
4. Is a high-level policy decision needed to resolve a situation?
5. Is a red flag flying?
6. Is a watchdog watching?
7. Does the CEO want and need the board's support?

Questions?



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References

1. Bader, Barry. "Distinguishing Governance from Management ." *Trustee Services*, 2008, trustees.aha.org/boardculture/archive/Great-Boards-fall-2008-reprint-distinguishing-governance-and-management.pdf.
2. Cullinane, Mollie, and Mollie CullinaneMollie Cullinane. "Nonprofit Board vs. Executive Director. Who Does What?" *Cullinane Law Group | Legal Counsel for Nonprofits + Associations | Austin Texas*, 27 May 2017, cullinanelaw.com/nonprofit-board-vs-executive-director/.