TEN BASIC RESPONSIBILITIES OF NONPROFIT BOARDS

The National Center for Nonprofit Boards has issued a paper on "Ten Basic Responsibilities of Nonprofit Boards" to clarify the roles and responsibilities of the board as a corporate or collective entity and to summarize individual board members' responsibilities. In addition, five assumptions are listed at the end of this article to reduce the many questions surrounding effective board leadership.
The ten board responsibilities which follow, along with the individual board member's responsibilities, strive to set criteria by which boards may periodically review their performance and ensure a measure of accountability.

1. Determine the Organization's Mission and Purpose

The board's fundamental responsibility is to satisfy itself that everyone connected directly or indirectly with the organization understands its reasons for existing. This usually takes the form of a written mission statement. In addition to ensuring that the organization has a modern statement of what it is, represents, and does, the board should periodically review the statement's adequacy, accuracy, and viability.
A widely distributed statement of mission and purpose should clearly express the organization's goals, means, and primary constituents served. Further, it should explain what makes the organization distinctive and special and present a compelling reason for individuals, foundations and corporations to support it financially. An adequate statement of mission and purpose should serve as a guide to organizational planning, board and staff decision-making, volunteer initiatives, and setting priorities among competing demands for scarce resources. It sets the state for developing fund raising strategies and strategic planning as well as the board's many other responsibilities.

2. Select the Executive Director

This responsibility undoubtedly has the greatest impact on the organization's development and effectiveness. While this function may also be shared with others who have a stake in the outcome, the final decision is the board's to make.
A carefully considered search process is essential, but a prerequisite of effective executive performance is the board's recognition of its duty to provide the type of working environment that will enable the top staff executive to succeed. Prior to a search process, the board should review the organization's major strengths and needs; establish specific priorities for the next period of executive leadership; articulate the particular characteristics, skills, and style it seeks in its new executive; establish clear objectives and clarify expectations for at least the first year of his/her

service; provide an adequate compensation package and other employment terms; and clarify its own functions as distinct from those of the executive and staff, including the executive's own exclusive responsibility to select and supervise a management team without board interference. Finally, the board should prepare a comprehensive job description that includes a response to this fundamental question: *Who is the organization's chief executive? Is it the chief staff officer (by whatever title), or is it the top elected volunteer officer (by whatever title)?* Or is it some vague and perilous combination of both?

3. Support the Executive and Review His/Her Performance

Nowhere else can the chief executive seek the kind of moral and substantive support he/she consistently needs except from his/her board. Although this responsibility is often manifested through the board's top elected officer, it remains a board function. Some boards have found it useful to assign this responsibility to its executive committee. This helps, but the board as a whole should be satisfied that the chief executive:

- Receives frequent and constructive feedback;
- Is introduced to other community leaders and organizations;
- Is invited to important social functions;
- Is complimented for exceptional initiatives;
- Is encouraged to take professional and personal leave for renewal;
- Is assisted when members overstep prerogatives or misunderstands their roles;
- Feels that the board is aware of and sensitive to family situations and needs; and
- Feels that his/her performance is being assessed in relation to the board's performance.

With regard to informal and formal performance reviews, the board and executive should agree on purposes and processes. This delicate business is helped immeasurably if annual goals and objective are mutually discussed and agreed on; they become the primary criteria for review through informal and candid discussion.

4. Ensure Effective Organizational Planning

The conventional wisdom is that boards should insist that comprehensive organizations planning is done and done well. So far, so good; but the perplexing questions for board and staff are: 1) who should do it; and 2) how can busy volunteer board members be meaningfully involved in the process? Opinions differ on how these questions should be answered, but there is wide agreement on at least these principles:

- Board members must be involved extensively in the planning process if they and the board are to assume proper ownership of the plan and otherwise help to implement many of the plan's goals and objectives including the acquisition of new resources. Their role is essentially one of asking good questions, expecting good answers, and serving as resources in areas of personal and professional expertise.
- The board's committee structure offers particularly helpful opportunities to engage board members in certain areas to be addressed in the plan. Functional areas not obviously tied to board standing committees could be make part of the executive committee or full board agendas.
- The board should formally and enthusiastically approve the plan following an extended period of consultation and opportunity for revision. While some long range forecasts can be made, it is probably best not to cover more than a three-year period. Annual progress reports by the executive will keep the staff accountable and the board aware of progress on priorities.
- When there is professional staff, the conduct and coordination of planning is best entrusted to it. We should not expect volunteer board members to be full-time authorities on programmatic, financial and managerial issues or to commit to more and longer meetings. The organization's executive and staff must share at least as much enthusiasm and ownership as does the board, and perhaps even more because they bear the primary responsibility for implementing it.
- This is not at all to minimize the board's vital involvement in the planning process, however. Because the board members are, or should be, free of vested interest and are responsible for considering issues and rendering judgments for the organization as a whole, and because they must ultimately assess the quality of the goals and objectives resulting from the process, they should be involved extensively in it. Planning occurs at various levels within an organization depending on its size and complexity, the attitudes of the executive, staff and board concerning its relative importance, and many other circumstances. Planning can be operational (day to day), short term (ad hoc to meet a specific priority), annual (operational), or long range or strategic (comprehensive and very forward looking). It is the board that should insist on the latter or its seldom gets done, but we should remember that all planning is more art than science. Depending on the special circumstances, mission and purposes of the organizations, the most long-range or strategic plans will include a combination of these elements.
- Statement of mission and purposes;
- Assumption about the future (likely internal and external circumstances);
- Current programs and services;
- New programs and services;
- Membership development and retention strategies (if apropos);
- Staffing (current and projected);
- Board of directors (size, method of selection, committee structure, other bylaws provisions);

- Financial projections (income and expenditures);
- Fund raising strategies;
- Public relations;
- Appendices (current and proposed staff organization charts, financial trends for the preceding three to five years and projections for the next three years, trend data on clients and constituents served, etc.).

5. Ensure Adequate Resources

An organization is only as effective as it has resources to meet its purposes. Providing adequate resources is, first and foremost, a board responsibility. Many organizations confuse the executive role with the board's responsibility on this score, particularly when the staff includes a director of development or fund raiser. It is perfectly appropriate to consider the top executive as the chief fund raiser, but the board determines what is really possible to achieve. The performance of the board, executive, and director of development is intimately linked to the board's membership and its ability to open doors, influence potentially large donors, and otherwise monitor and guide fund raising initiatives.

Effective fund raising is one measure of the board's capabilities, commitment and influence. Every board member should inventory his/her connections with potentially helpful givers and the board should accept responsibility in his area. Providing an annual gift by board members is increasingly accepted, although sometimes reluctantly. Their personal and collective example is very important. In addition to being able to report 100 percent participation to potential and past supporters, board members are better fund raisers when they know they have done their part. The amount of personal giving by board members is less important than the extent of their participations. Aggregate board members' giving should be reported as a separate category in fund raising reports. The aggregate giving for the same period in the preceding year should also be provided. The annual goal each year should be to exceed the preceding year's total.

The expectation of personal board member-giving is a relatively new one for many boards and board members, and it has created a certain awkwardness for everyone, especially the executive. It is important to ensure, therefore, that only board members personally solicit one another and that we dispel the myth that giving time to an organization is equivalent to giving money (both are important and everyone is capable of giving something). All prospective board members should understand that an annual gift is one of the board's expectations.

The board should periodically consider and approve a fund raising rationale and plan a case statement. This is a written statement of need that extends in more detail what is presented in the organization's statement of mission and purposes. Whether funds are being sought for a special project or program or more unrestricted purposes, the organization needs to develop a current game plan. The case should clearly answer the questions of why the organization needs money and how it will be used.

Finally, the board should guard against a natural tendency for it to behave as if its development or fund raising committee alone bears the responsibility for initiatives in this area. Again, fund raising is a full board function; the appropriate standing committee is simply the board's agent to help coordinate the work of the board's members, executive and any fund raising staff.

6. Manage Resources Effectively

An important part of serving the public trust is protecting accumulated assets and ensuring that current income is managed properly. Because organizations are incorporated and granted tax-exempt status by state and federal laws to fulfill a public need, the board's obligations go well beyond its organization's members, constituents or clients.

There are some universal truths applicable to every nonprofit organization, beginning with legal responsibility. Regardless of what board members are called, they are in essence the trustees in the literal and legal sense of the term. No matter how the organization is structured or the degree of authority delegated to staff, committees, or affiliates, the board and therefore the individual trustees are ultimately accountable.

Whether it is a service agency or a cause-oriented membership association, the board has the principal responsibility for fulfillment of the organization's mission and the legal/fiduciary accountability for its operations. There have been several legal cases where board members were held legally accountable, largely because they had failed to exercise reasonable oversight and objectivity. The law, however, is fair as long as the board members' attention to responsibility is reasonable.

Joseph Weber, former head of the Greater New York Fund, pointed out in Managing the Board of Directors that this does not mean that a director needs to fear liability for every corporate loss or mishap that may occur. On the contrary, a director is generally protected from liability for errors of judgment as long as he/she acts responsibly and in good faith, and with the basic interests of the corporation as the foremost objective.

Boards traditionally exercise this responsibility by helping to develop and approve the annual budget. Indeed, this annual rite is probably one of the board's most significant policy decisions because it sets in motion a host of programmatic, personnel and other priorities. This responsibility should not be delegated to the board's executive or finance committee. The board can only monitor the budget's implementation if it has clear, intelligible, accurate and timely financial reports.

All board members should receive quarterly balance sheets with a consolidated accounting of all assets and current liabilities. Monthly finance reports should be provided to the treasurer and members of the finance or executive committees; in the absence of such committees, all board members should receive them. Board members should not shy away from suggesting improvement in the formats and presentations of financial reports.

The board should insist on an annual audit by an independent certified public accountant or accounting firm. The audit function should not be performed by a volunteer board member. It is also good practice for an audit subcommittee of the board's finance committee or a separate audit standing committee, if the board is of sufficient size to accommodate it, to meet with the auditor at least subsequent to the audit process and before the audit is in final form. Finally, all board members should receive the audit report prior to the meeting at which it is discussed.

7. Determine and Monitor the Organization's Programs and Services

The board's fundamental role begins with the question of whether current and proposed programs and services are consistent with the organization's stated mission and purposes. Given limited resources and unlimited demands on them, the board must decide among competing priorities.

Financial and programmatic decisions should not be made independently. What the organization does for its members, constituents or clients determines its significance as a social institution. Yet, there is nearly universal complaint by board members that their meeting agendas are dominated by finance and fund raising issues. Every board must find a sensible division of labor among its members to ensure that programs and services are demonstrably consistent with the organization's mission and purposes and are of high quality. This minimally argues for an appropriately named standing committee.

The board should have a good sense of its monitoring and oversight role by seeking a balance between the board's responsibility to ensure quality, cost-effective programs and services, and the staff's responsibility to creatively initiate and conduct them. It is in meeting this particular responsibility that board and staff roles often become confused, particularly when board members also volunteer extensively to conduct and manage programs. Candor, openness and explicit job descriptions go a long way toward negotiating a accommodation satisfactory to everyone.

8. Enhance the Organization's Public Image

The board serves as a link between the organization's staff or volunteers and its members, constituents or clients. But government leaders, the media, and current and potential funding sources call for an ambitious and effective public relations program to insure a healthy public image for the organization. Clearly outlined achievements, contributions to the public good, and explanations for how gifts, grants and other revenue sources are allocated, are all part of the process. Written annual reports, timely and informative press releases, consistent communication initiatives with community and government leaders, and timely speeches by appropriate board members to civic and community groups are important elements of a comprehensive public relation strategy.

One of the most important decisions to be made by the executive and the board's top elected leaders is who should be the organization's spokesperson. This decision is normally situational, but there are advantages to having an especially articulate board chairperson or volunteer president who can serve this important function. Volunteer leaders who convey their commitment and dedication through advocacy and a willingness, on behalf of their boards, to get out in front of their executive and staff on the thorny issues, command more public attention and respect because they do not receive remuneration.

Boards, however, should guard against the occasionally overzealous board member who may take inappropriate and unilateral initiatives without clearance. The board's elected leaders should ensure that the board appropriately disciplines itself. No board member should represent himself/herself as speaking for the board or organization unless specifically authorized to do so.

9. Serve as a Court of Appeal

One of the marks of an effectively managed and governed organization is its ability to avoid having its board arbitrate personnel issues except in the rarest of circumstances. Solid personnel policies and procedures, grievance protocols and especially clear understanding about the executive's responsibility for hiring, developing and releasing staff help to ensure appropriateness in this area.

Nevertheless, the time may come when the executive's judgment will be challenged. The wise executive knows when to consult with the board and to ask for its judgment involving disputes not otherwise manageable within the executive's prerogatives.

10. Assess its Own Performance

John W. Nason in The Nature of Trusteeship strongly urges boars to conduct substantive review of their own performance. This is the most contemporary of board responsibilities, one that is being taken very seriously in not-for-profit organizations.

Every three to five years, the board and its executive should stand back from their usual preoccupations and reflect on how the board is meeting its responsibilities. This process should include a look at how its membership composition, membership selection process, organization or structure and overall performance can be strengthened. A candid and anonymous written survey of board members' perceptions in advance of a workshop or retreat can pave the way for consensus on priorities.

A qualified third-party facilitator can bring experience, objectivity, credibility and perspective along with some innocence to the process. An overnight stay away from the organization's boardroom combined with opportunities to socialize can build camaraderie and trust among board members and between the board and the executive.

Conclusion

Of course, there are other board responsibilities. Assuring compliance with local, state and federal laws and regulations; questioning unreasonable governmental intrusion; adhering to the highest ethical and moral standards of organization behavior; and selecting its own successors are but a few that deserve mention.

Boards are learning to balance their nearly limitless organizational powers with self-restraint, to delegate authority where possible and sensible without abdicating their considerable responsibilities, and to channel board members enthusiasm and commitment into appropriate behaviors. As the nation's nonprofit, voluntary organizations continue to evolve and develop more programs to strengthen their governance, the nonprofit sector will surely strengthen its already significant contributions to American society.

<u>Assumptions:</u>

1. *Board and board member responsibilities are fundamentally the same for all organizations* (although nearly everyone feels that his or her organization is unique and special).
2. *How boards and board members actually fulfill their responsibilities will vary* as a function of many factors. These may include whether the agency is membership or non-membership based, whether its budget and staff levels are modest or substantial, and whether it is newly formed or has a long history of growth and development.
3. *There is no generic model* of board size or composition or organization that has proven itself to be viable in all circumstances. On the other hand, a body of knowledge has evolved that argues for certain structures, policies, and practices that consistently work better than others.
4. *All organization undergo a metamorphosis* over time that calls for periodic review, fine tuning, and sometimes major overhaul of their governance structure. Organizational performance, like human performance, is cyclical in effectiveness and in need of renewal as it evolves over time.
5. *Board members begin to reach their optimal levels of performance* when they exercise their responsibilities primarily by asking good and timely questions rather than by 'running' programs or implementing their own policies. It is when mutual expectations are agreed upon that issues and responsibilities are clearly defined and board/staff relationships are what they should be.