

Let's Create a Peak-Performing Board!

A Boards MTO workshop designed expressly for

Tioga County Conservation District

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PART ONE: What Do GREAT Boards and Board Members Do?

- 1. Why do CBO's have boards?**

- 2. What is the board's NUMBER ONE leadership responsibility?**

- 3. What is Governance?**

- 4. What is Peak-Performing Governance?**

- 5. What does Fiduciary *really* mean?**

- 6. Policy Governance:**
 - **The board has one employee**
 - **The board focuses on ends, not means**
 - **The board acts as a whole**
 - **The board speaks with one voice.**

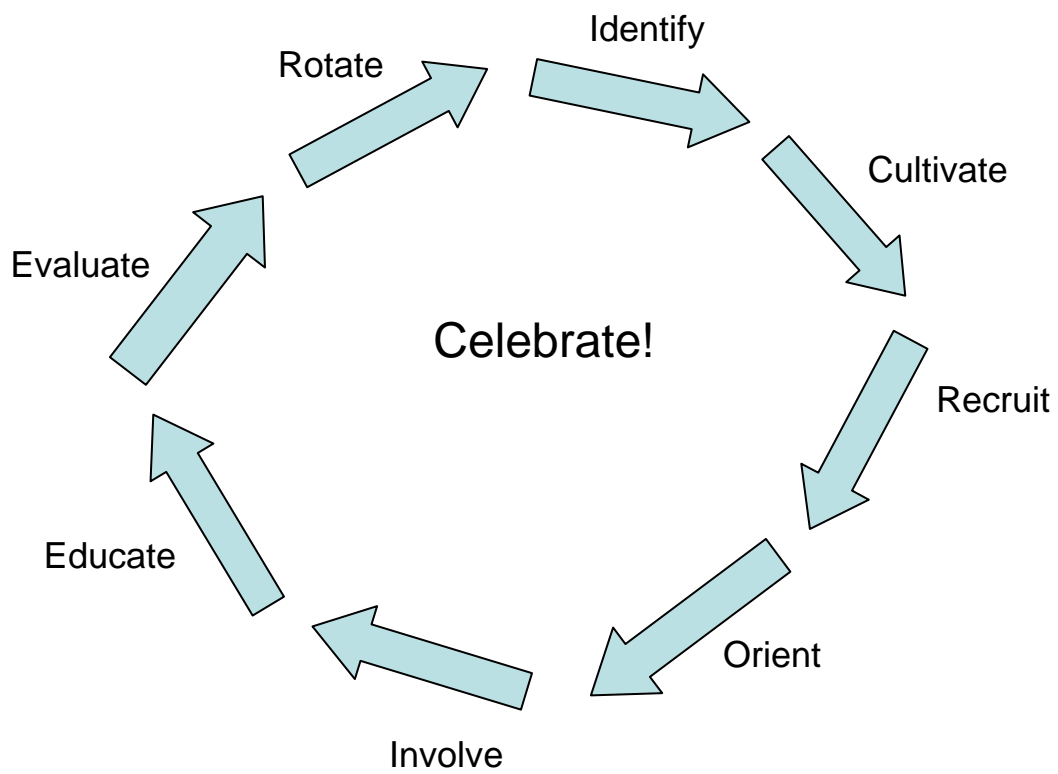
PART TWO: Recruiting and Retaining the Peak-Performing Board

- 1. Who does the work, and who assumes accountability? Or, what is THE most important board committee, and what does it do?**

- 2. Whom do we recruit? The new paradigm: we want leaders!**

- 3. How do we get started? The Board Building Cycle!**

- 4. Assess and Improve: CONSTANTLY!**
 - Individual board members
 - Board as a whole
 - Officers
 - Committees



The Board Building Cycle!

The Governance Committee

The spirit of the Governance Committee is to ensure that the board is doing its job and doing it well. In other words, the Governance Committee is accountable to the board for developing and sustaining a peak-performing board of directors.

The Governance Committee ensures that the Board is focused on its primary responsibility: *to create a thriving future for the community that the organization exists to serve.*

The Governance Committee carries out its work in the following ways:

Find, keep, and/or get rid of board members

- Draft a recruitment plan and continuously cultivate outstanding community leaders as new board member prospects.
- Create a board profile concerning the attitudes and aptitudes the board and the organization need.
- Identify potential outstanding board members and maintain information about each candidate.
- Ensure the existence of a regularly updated, board-approved board member job description.

Educate/nurture board members

- Orient and mentor new board members to ensure that they have adequate materials and understand their roles and responsibilities.
- Involve board members in "continuing education." The Governance Committee can update board members (about new programs and so forth) and continue to improve their skills as board members.
- Establish an effective communications network to keep board members apprised of activities through newsletters, board and committee minutes, media reports, phone calls and thank you notes.

Evaluate the board's performance

- Annually lead the board in its self-assessment; based in part of the self-assessment results, develop recommendations to improve the board as a whole and the performance of individual board members.
- Assess and enhance board members' individual commitment, support, and participation in governance duties.
- Discuss with board members, chief executive staff, volunteers and other stakeholders their views of the board's performance and ways to strengthen the board.

Leadership Development

- Observe and nurture potential leaders within the board.
- Create a leadership succession plan for the board.
- Provide a variety of leadership opportunities for board members (e.g., committee chair assignments, etc.).

A Sample Board Member Agreement

One way to be sure that everyone on the board is clear on his or her responsibilities is to adopt a board member contract. The discussion on the board about what to put in its contract or agreement is valuable in itself.

I, _____ understand that as a member of the Board of Directors of _____, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a board member:

1. I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson.
2. I will attend at least 75% of board meetings, committee meetings, and special events.
3. Each year I will make a personal financial contribution at a level that is meaningful to me.
4. I will actively participate in one or more fundraising activities.
5. I will act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
6. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies and other board matters.
7. I will work in good faith with staff and other board members as partners towards achievement of our goals.
8. If I don't fulfill these commitments to the organization, I will expect the board president (or Gov Com member) to call me and discuss my responsibilities with me.

In turn, the organization will be responsible to me in several ways:

1. I will be sent, without request, quarterly financial reports and an update of organizational activities that allow me to meet the "prudent person" standards of the law (1).
2. Opportunities will be offered to me to discuss with the executive director and the board president the organization's programs, goals, activities, and status; additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a board member.
4. Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal and moral responsibilities to this organization. Board members and staff will work in good faith with me towards achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board president and executive director to discuss the organization's responsibilities to me.

Signed:

Member, Board of Directors

Chair, Board of Directors

The board chair should sign two copies of this agreement for each board member. Each new board member should sign both, return one copy to the board chair, and keep the other for reference.

PART THREE: CEO Peak-Performance

CEO benefits

- Constructive feedback is the best guide to show what works and where change is needed.
- Self-evaluation as part of the process forces the chief executive to reconcile his or her own weaknesses and strengths - and then to improve them or to build on them.
- Clarifying expectations for the coming year outlines priorities.

Board benefits

- Supporting the chief executive is one of the board's main duties - performance evaluation should validate it.
- The evaluation process enhances communication between the board and the chief executive.
- Evaluation facilitates the board's oversight function.

Organizational benefits

- It is imperative to have a perfect fit between the organizational goals and a chief executive whose role is to achieve them. Evaluation ensures that the right hands are guiding the organization in the right direction.

Elements of a productive performance evaluation

- The chief executive needs a clear and unambiguous job description.
- Annual expectations identify the priorities and specific projected accomplishments for the coming year.
- Evaluation process must fit the organizational culture and enhance the working relationship between the board and the chief executive.

Who participates?

Feedback may come from senior staff, key clients, funders or other stakeholders if the board wants to use a 360° approach.

CEO SUPPORT TEAM: VOLUNTEER DESCRIPTION

PA Association of Nonprofit Organizations (PANO)

Title: CEO Support Team	Effective Date: December 17, 2012
Reports to: Board Chair, PANO	Revised: TBD

Purpose

Oversee the annual evaluation of PANO's CEO, making recommendations to the PANO Board of Directors as needed.

CEO Support Team Members:

Members of the CEO Support Committee will include:

- Vice President, Committee Chair
- President
- Immediate Past President
- One member at large, selected as someone who adds expertise to this process

Roles

The Committee Chair will:

1. Oversee the CEO Evaluation process.
2. Invite board members as defined above to participate in the committee.
3. Outline tasks and associated deadlines and notify members.
4. Coordinate Committee meetings as needed—including conference calls and/or face-to-face meetings.
5. Ensure that lines of communication remain open between the Committee and the CEO at all times through the process—seeking feedback from all parties based on past and present experience.
6. Coordinate face-to-face meeting with designated Committee members and CEO to review Evaluation Results.
7. Make recommendation to the Board of Directors based on Evaluation Results.

CEO Support Committee will:

1. Annually review and update the tools and processes used for the CEO evaluation, seeking to maintain year-to-year consistency as much as possible.
2. Review current year accomplishments against strategic goals and other selected criteria.
3. Ensure that new CEO goals align with PANO's Strategic Plan.
4. Distribute and analyze results of PANO Board Survey to obtain feedback on CEO Accomplishments.
5. Complete the written CEO Annual Assessment based on the above review and survey results.
6. Meet face-to-face with CEO to review the completed Assessment, allowing time and space for CEO's verbal and written feedback to the Assessment.
7. Make recommendations to the full board related to performance and recommended compensation for upcoming year.

Terms

- CEO Support Committee participation will range from one to four years, depending on board position. For example, if a Vice President then serves as President for a two-year term, that person may serve for a total of four years on this committee.

Responsibilities

- Participate in at least 90 percent of scheduled meetings.

IN SUMMARY:

What did you learn?

What will you do with what you have learned?

Resources:

Creating the Future: www.creatingthefuture.org

BoardSource: www.boardsource.org

Compasspoint: www.compasspoint.org

PANO: www.pano.org

Boards Made to Order: www.boardsmto.com