LSC Development Committee: General Chairs Handbook
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1.0  **Purpose**
To provide LSC General Chairs with the fundamental standards of LSC leadership and responsibility.

2.0  **General Chair Job Description** *(from USA Swimming sample By-Laws)*
GENERAL CHAIR: The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of the LSC, and general supervision over its officers and agents; shall call meetings when and where deemed necessary; shall preside at all meetings; and, except as otherwise provided in these Bylaws and with the advice and consent of the Board of Directors, shall appoint committee chairmen and members for standing and special committees or coordinators as may be necessary to permit the LSC to effectively, efficiently and economically conduct its affairs. The General Chair shall report to the Board of Directors all matters within the General Chair's knowledge that the Board of Directors should consider in the best interests of the LSC.

3.0  **Committee Chair Duties and Responsibilities**
- The General Chair is a member of the Board of Directors and the Executive Committee, elected by the House of Delegates in an even year for a two year term beginning *DATE of LSC choice* of the year in which the election takes place. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.
- The duties and powers of the General Chair are defined by the LSC By-Laws: The duties and powers of the officers and other Board Members shall be to attend and participate in all meetings of the House of Delegates and the Board of Directors and as follows:

  General Chair: The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of the LSC, and general supervision over its officers and agents; shall call meetings when and where deemed necessary; shall preside at all meetings; and, except as otherwise provided in these Bylaws and with the advice and consent of the Board of Directors, shall appoint committee chairmen and members for standing and special committees or coordinators as may be necessary to permit the LSC to effectively, efficiently and economically conduct its
affairs. The General Chair shall report to the Board of Directors all matters within the General Chair's knowledge that the Board of Directors should consider in the best interests of the LSC.

- Further duties of the General Chair may be described in the LSC By-Laws:
  - Preside at the Executive Committee, Board of Directors and House of Delegates meetings.
  - See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in his charge are properly and promptly carried out.
  - The General Chair along with the Membership/Registration Coordinator, the Secretary, the Finance Vice-chair and the Treasurer, shall be collectively responsible for seeing that all required reports and remittances are made to USA Swimming national headquarters.

- In addition to the above, the By-Laws and the LSC Policy & Procedures Manual grants the General Chair the authority and/or obligation to:
  - Execute deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized.
  - Sign checks, drafts or other orders for the payment or transfer of money.
  - Serve as a member of the Budget Committee, the Finance Committee, the Program Development Committee and as the chair of the Personnel Committee
  - Serve as a member of the Zone Team Committee in regards to selection of athletes and their events and the head coach for the winter team.
  - Call special meetings.
  - Appoint chairmen of standing committees and other coordinators with the advice and consent of the Board of Directors and the respective division vice-chair.
  - Appoint up to 10 members as At-Large delegates to the LSC House of Delegates.
  - With the advice and consent of the Board of Directors, appoint additional delegates to the USA Swimming HOD, if votes are available.
  - With the advice and consent of the Board of Directors, appoint delegates to attend the May meeting of the Eastern Zone House of Delegates.
  - Receive a resignation from a committee chair or a member of either the Board of Directors or the Board of Review.
  - Fill a vacancy on the Board of Directors, the Board of Review, the Nominating Committee, a committee chair or a committee member with the advice and consent of the Board of Directors and, where applicable, the respective division vice-chair.
o With the Administrative Vice-Chair, generally supervise the permanent office staff.
  o Receive a copy of decisions rendered by a Board of Review.

4.0 General Chair Orientation Outline

- Job Responsibilities
  o LSC By-Laws
    ▪ Job descriptions for all board members
    ▪ Policies and procedures manual updated and available to Board members
  o Attention to LSC Mission, Vision and Goals
  o Strategic Thinking and Planning for the future
  o Lead LSC meetings
    ▪ Determine the agenda
    ▪ Focus meetings on important issues
  o LSC fiduciary responsibilities
  o Oversee LSC office staff
    ▪ Define the role of the office staff
  o Conduct Board Orientation
    ▪ Communicate information received
  o Develop future leaders for the LSC
  o Appoint committee chairs and members
  o Attend annual USAS convention

- Resources for General Chairs
  o Your LSC Board of Directors
    ▪ Office Staff
    ▪ Administrative Vice Chair
    ▪ Technical Planning Chair
    ▪ Board of Review Chair
  o Board Source
    ▪ Free membership for ALL USA Swimming Members
  o USA Swimming---Zone Consultants:
    ▪ Facilitated strategic thinking sessions
      • Eastern Zone—Jeff Allen
      • Southern Zone—Dave Thomas
      • Central Zone—Randy Julian
      • Western Zone—TBD
  o USA Swimming---Staff Directory (USA Swimming Rulebook pages 4-7)
    https://usaswimming.org/utility/landing-pages/senior-staff
    ▪ Member Services Director—Cathy Durance
      cdurance@usaswimming.org
  o www.usaswimming.org website
    ▪ Swim Club, Swimmer, Parent, Coach sections
    ▪ Governance and LSC’s – All sections and links
    ▪ LEAP
5.0 Helpful Hints for General Chairs

- Get a 2 year personal planner and start to map out the priority events for your LSC.
- Take a deep breath and hang on because this will be a wild ride.
- Plan the LSC Fall and Spring Bod/HoD meeting dates and locations.
- Develop a 2 year LSC meeting/competition calendar.
- Note National Convention Locations, dates, early registration deadlines.
- Remember “It’s All about the Athletes”
- Learn your LSC Mission Statement. The header for all of your meeting agendas.
- Our Mission Is............
- Our Vision of the Future Is .......
- Inspire a Shared Vision with your board.
- Keep a copy of the LSC P&P with your planning calendar.
- Learn the LSC notification and submission dates for House of Delegate meetings.
- Learn the legislation submission date requirements for the HoD.
- Understand and implement the 20% Rule for athlete membership for your LSC.
- Involve your athlete representatives in the Executive Committee and Board of Director’s work.
- Learn to evaluate performance and not the individual.
- Recognize contributions.
- Celebrate the accomplishments of the LSC athletes, coaches, and volunteers.
- Enable others to act.
- Enable others to lead.
- Challenge the Process.
- Hold committee and director members accountable by clearly defining deliverables and action items resulting from meetings.
- Stay current with “drafts” of meeting minutes and post in a timely and predictable manner.
- Inspire your leadership team to be current with any compliance requirements associated with their office or committee.
- Provide opportunities to “get back on track” and “catch up”.

- Other LSC GCs
- USA Swimming Membership Directory
- USA Swimming Rulebook
  - General Chairs
  - Board of Review
  - Code of Conduct
• Lead from your confidence in your beliefs, values and standards.
• Inspire a “transparent” process from your board members.
• Have a definable view of the future for the LSC.
• “To walk the talk, you have to have a talk to walk.”
• Define Design and Delegate.
• Learn to “merge files” in PDF format.
• Develop a concise “agenda” format for board and House of Delegate meetings.
• Utilize “conflict of interest” declarations in your board meetings.
• “He who brings to the meeting a plan of action rules the day”.
• Create revenue streams to fund the mission.
• Fund education for coaches.
• Fund athlete excellence.
• Recognize and value the accomplishments of the volunteer.
• “What you choose to reinforce is what people will choose to value.”
• Listen to what the athletes are telling us regarding program development.
• Find ways to allow athletes to stretch and challenge their vision of their success in the LSC.
• Challenge the status quo.
• Real progress is step by step.
• “The only way that people can learn is by doing things they’ve never done before.”
• Value Director Orientation for your board.
• Have agreed to “job responsibility” discussions.
• Provide an environment for ownership and accountability.

6.0 LSC Fiduciary Responsibilities
• The General Chair is responsible for overseeing all financial matters related to the LSC.
• USA Swimming RULE BOOK - ARTICLE 509 - LSC REPORTING REQUIREMENTS
  o 509.1 LSC Model By-Laws: Each LSC, in accordance with its By-Laws, which are based on the “LSC Model By-Laws”, adopted and amended from time to time by the USA Swimming of House of Delegates, shall meet the reporting requirements to USA Swimming contained within the “LSC Model By-Laws”, including, but not limited to a copy of (1) the annual closing Balance Sheet and Statement of Income and Expense and (2) the corresponding federal income tax return (Form 990). The Balance Sheet and Statement of Income and Expense shall be audited or reviewed by an outside auditor or the LSC Finance Committee.
  o 509.2 Financial Requirements: Annually, a copy of the financial reports listed above shall be forwarded to USA Swimming headquarters within five (5) months after the close of the fiscal year for
the LSC. Upon submission of a request to extend the time to file its federal income tax return, an LSC may be granted additional time to meet its financial reporting requirements to USA Swimming equal to the extension period (typically three months), provided that the LSC submit a copy of the request for extension with the IRS to USA Swimming at the time the extension is filed and the IRS grants such an extension.

- **509.3 Suspension of LSC Voting:** Should an LSC not be current, including extensions, with its financial reporting requirements to USA Swimming as of 45 days prior to the annual meeting of the USA Swimming House of Delegates, the Board of Directors may, with written notice, suspend the LSC from voting at the House of Delegates meeting, said suspension of votes applying only to the LSC positions entitled to vote in the House of Delegates, excluding any at-large members of the LSC.

- **USA Swimming RULE BOOK - ARTICLE 510 – INDEMNIFICATION**
  - **510.1 LSC Requirements:** The Board of Directors may set certain requirements, including the adoption of financial controls. Any such requirements shall be published in the minutes and communicated to all LSCs via mail or e-mail. Failure to adopt such requirements may result in a penalty to the LSC.

### 7.0 REPORT ADAPTED WITH PERMISSION FROM BOARDSOURCE

The Source: 12 Principles That Power Exceptional Boards (BoardSource 2005)

The LSC General Chair role can be seen as the leader/CEO/director/manager of an organization composed of a board whose charge is to balance its role as an oversight body with its role as a force supporting the organization. How does a board move beyond the basics of governance? What does it take to be seen as an exceptional board, one that adds significant value to their organization while making discernible differences in their advance on the mission of their LSC?

These principles of exceptional governance are not seen as dry, obligatory compliance, but as a creative and collaborative process that supports chief executives, engages board members and furthers the causes they all serve. These principles offer General Chairs a description of an empowered board that is a strategic asset to be leveraged. They provide board members with a vision of what is possible and a way to add value to the organizations they lead.

1. **Constructive Partnership.** Nonprofit boards have primary legal responsibility for governance- the exercise and assignment of power and authority- of their organization. Exceptional boards are not just outside examiners, but also powerful forces supporting the organization and its
leadership. They understand and welcome differing points of view and strategic thinking at the board table.

2. Mission Driven. Exceptional boards shape and uphold the mission. Articulate a compelling vision and ensure the congruence between decisions and core values. Exceptional boards, understanding their accountability to community and constituent needs, give voice to the enduring values, stories and aspirations that shape the organization. They translate these elements into a compelling articulation of mission, vision and core values that guides major decisions and everyday activities. As custodians of the mission, exceptional boards possess the boldness and courage to refocus the mission when permissible. In the best cases, the vision brings the mission to life. Both aspirational and inspirational, the vision provides a gripping call to action with overarching goals that motivate the board and membership and guide their decisions.

3. Strategic Thinking. Exceptional boards allocate time to what matter most and continuously engage in strategic thinking to hone the organization’s direction. Exceptional boards do not relegate strategic thinking to a periodic exercise, but rather make it a part of regular, ongoing board work. Strategic thinking derives from and drives strategic planning. Exceptional boards translate strategic priorities into action plans for themselves, identifying specific ways the board and its members can contribute to the organization’s success.

4. Culture of Inquiry. Exceptional boards institutionalize a culture of inquiry, mutual respect and constructive debate that leads to sound and shared decision making. Exceptional boards not only raise questions from fiduciary and strategic perspectives, but also probe the frameworks within which decisions are proposed. Exceptional boards value personal relationships in a team setting and create opportunities for interactions among board members. Exceptional boards tap into the collective expertise of their members through appropriate group norms and processes. They recruit members who bring candor and reflection into the governance process.

5. Independent-Mindedness. The exceptional board is independent-minded. When making decisions board members put the interests of the organization above all else. This is the ability to put the organization’s interests first; to establish a point of view separate from that of the leadership team, staff and board members’ and to set aside personal agendas. By law, boards must adhere to the duty of loyalty, which requires that board members exercise their authority in the organization’s best interests. Occasionally, situations occur in which board members have a
duality of interests, reflecting allegiances to multiple entities. Exceptional nonprofit boards handle these situations through a conflict of interest policy that includes guidelines for disclosure, review and recusal; have conflict-of-interest statements signed annually by board members and other individuals with decision-making power; and rigorously adhere to these procedures.

6. Ethos of Transparency. Exceptional Boards promote an ethos of transparency by ensuring the donors, stakeholders and interested members of the public have access to appropriate and accurate information regarding finances, operations and results. They make sure the organization posts its IRS Forms 990 or 990-PF on the organization’s Web site and offers unencumbered access to audited financial statements and reports of programmatic accomplishments. Exceptional boards ensure that transparency is extended internally to the board members. They receive information of significance, and every board member has equal access to relevant materials when making decisions.

7. Compliance with Integrity. Exceptional boards promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight. Ethics and compliance exist in a deep-seated partnership, reinforcing each other. Ethics elevates compliance to a noble purpose and compliance grounds ethics in the practical realities of day to day work. To protect the organization’s assets, exceptional boards also ensure that the organization has adequate insurance and contingency plans.

8. Sustaining Resources. Exceptional boards link bold visions and ambitious plans to financial support, expertise, and networks of influence. With the ultimate goal of delivering on the mission, boards must understand their non-profits fiscal health. Linking budgeting to strategic planning, they approve activities that can be realistically financed with existing or attainable resources. Members of exceptional boards bring intellectual power, as well as social and political capital, to the organization, thereby enhancing its reputation and capacity.

9. Results-Oriented. Exceptional boards are results oriented. They measure the organization’s advancement towards mission and evaluate the performance of major programs and services. Many boards monitor organizational performance by reviewing year-end reports of financial performance and programmatic progress; some use the audit committee to carry out this function. Exceptional boards take on the more difficult task of measuring overall efficiency, effectiveness and impact. Attentive to results, exceptional boards also use performance evaluation to ensure
that their organizations are flexible and adaptable to changes in the environment. In thinking purposefully about the future exceptional boards also consider the introduction, continuation and cessation of new and existing programs.

10. Intentional Board Practices. Exceptional boards intentionally structure themselves to fulfill essential governance duties and to support organizational priorities. Drawing on bylaws, policies and tradition, a board creates structures and practices that guide how they come together as a governing body. Particularly attentive to design and execution, they value efficiency and flexibility in leadership structures. Exceptional boards make meetings matter. They translate challenges and opportunities into board agenda that allow them to make meaningful decisions in a timely manner. They keep accurate meeting minutes that record actions for posterity and to protect board members and the organization.

11. Continuous Learning. Exceptional boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization. Exceptional boards not only ensure that all members participate in a formal orientation and continuous education, but also use orientation as a way to enhance board relationships, traditions and teamwork. Exceptional boards invest time and resources in board development. Over time, board members deepen their commitment to the organization, making them increasingly valuable to its success.

12. Revitalization. Exceptional boards energize themselves through planned turnovers, thoughtful recruitment and inclusiveness. A nonprofit board represents a pool of talent into which the organization can tap to further its mission. Exceptional boards see the correlation between mission, strategy and board composition. They are acutely aware of the need for members who possess knowledge of the nonprofit sector, superior financial acumen, ability to secure funding and personal characteristics and experience that positively enrich group interaction.

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A board cannot perform without a meeting. A meeting is the place for a board to make decisions, a place where individual board members “fuse” into the group that is responsible and liable for the organization. A meeting is where the board performs its role as the policy maker, sets the direction for the organization, defines and follows its own ethical guidelines, oversees the operations, and takes care of its own well-being. Together, individuals act as the board. Individually, members cannot make organizational decisions, but they can perform certain tasks on behalf of the board outside of the meeting rooms, such as fundraising, advocacy, or acting as ambassadors in the community.

The board’s role is to advance the mission of the nonprofit organization it governs. All decisions and actions ultimately are supposed to reflect and support that mission. Keeping the mission front and center in the minds of the decision makers ensures that the purpose of the organization is not overlooked.

Meeting attendance is not optional. It is the duty that comes with board service. Individual board members are bound by their duty of care, a legal obligation that defines the thoughtfulness and consideration that they must exercise in their role as the guardians of the organization.

A board meeting also serves the role of gathering together the decision makers and allowing them to interact in a manner that triggers positive communication and teamwork. During a board meeting members get to know their peers and how they think. Personal contact between fellow members facilitates communication when consensus is in danger. Nonetheless, board meetings can be fraught with confrontations and tough challenges. To achieve a mutual goal, group members must be able to work together and not let personal differences create obstacles for achieving that goal while respecting and hearing different points of view. A board is at its best when it communicates effectively, both during and in between meetings.

Meetings require advance preparation to ensure that they are productive, stay on course, and receive full participation from all attendees. The most effective board meetings happen after successfully coordinated efforts of board and staff. There must be someone authorized or expected to call the meeting, compile materials, set the agenda and handles all of the logistics. Participants must do their share and their homework. Orchestration of a board meeting requires time, resources and selfless effort. Every General Chair will learn that getting ready for a meeting means intensive communication with various board officers and committee chairs.
to ensure all members come to the meeting and the focus of the meeting remains on the right issues.

Boards that meet semiannually or quarterly usually convene for comprehensive board meetings where deliberation leads to a final decision- or to a decision that necessitates further research before a final vote can take place. For these boards, most of the information sharing and preparation takes place between board meetings.

Every board, without a doubt, can benefit from a retreat or board training. This provides the board an opportunity to get outside of the board room and reflect on its role, engage in self-assessment, discuss recruitment or fundraising challenges, explore strategic issues facing the organization, or talk about any other matters that require more time for reflection than a regular meeting can allow.

- Meeting basics: Well prepared is half done. Your objective is to create a conducive setting for a productive business meeting. Meet only as often as necessary to keep the board engaged and get the work done. Organize a meeting that encourages attendance and facilitates creative. Pay attention to locale, timing and the comfort of the overall setting. Investigate how to cut costs without cutting the incentives to bring the full board together.

- Communication between board members happens on a continuum, and information exchange is a constant activity during and in between meetings. This can be facilitated by accurate and comprehensive documents as well as clear understanding of the boundaries between official and private communication dealing with board and organizational matter. Board documents provide a permanent record of the board’s activities, discussions and decisions, and if properly kept, can provide the board with some legal protection.

- Regardless of the purpose of the meeting, you need an agenda. The agenda is the road map- the reminder for the chair to keep the meeting moving forward and the guide for the participants to know what to expect next. The agenda should include the mission statement to remind the board of their focus for each meeting. Boards that think strategically are constantly ahead of the game and their meeting agenda will reflect this attitude. While still giving proper attention to the board’s oversight responsibilities, these boards save a major part of the meeting for issue discussions that are timely and geared toward the next phase where the organization wants to be.

- A board meeting agenda must be focused on the future. It should not dwell on the past and rehash what has already happened. The board is responsible for
paving the future for the organization and it can only do so if it focuses on issues that are either waiting to happen or that it wants to happen. These issues affect the sustainability of the organization and should be anticipated by the board in a purposeful manner.

- Smart boards realize that time truly is a scarce commodity and they make an effort to spend every minute of their meeting strategically and purposefully. When the full board is able to get together only a few times a year, it is important to make that time count. This is where the consent agenda can help.

- The primary benefit of adopting a consent agenda is to focus the board’s attention on governance matters and liberate meetings from administrative and operational overload. When the board has time to be proactive, it has a better chance to prepare the organization for the future. If the board spends its time on passively listening to reports rather than engaging all the members in active discussion and debate, the result is inadequate governance. A standard consent agenda could include: committee and officer reports, approval of the minutes from the last meeting, routine documents that simply need to get recorded in the minutes and other items that have previously gone through thorough deliberation and simply need the full seal of approval by the board. The board needs to be familiar and comfortable with each item it votes on in the consent agenda. This level of familiarity is possible to achieve when the documents and reports have been distributed to every board member well in advance of the meeting as part of the overall board book.

- Board meeting minutes. What to include. Typically name of organization, date and time of meeting, board members in attendance, excused and absent, existence of a quorum, action steps, motions made and by whom, brief account of any debate, voting results, names of abstainers and dissenter, reports and documents introduced, future actions steps, time meeting ended, signature of secretary and chair. The minutes should focus on decisions and actions made at the meeting. Direct quotes during debate are not usually desirable, as they could hinder honest and candid dialogue. Summaries of discussions should be objectively reported. A board members vote is also reflected in the minutes. An understanding that the minutes record each member’s decision regarding an issue should force members to pay attention to the influence and strength of their votes and the document itself. Keep a “minute’s book”. To keep all the consecutive minutes well organized as helpful reference documents. This will allow the board to remain confident that its board history is always within reach. This item can also be used as an orientation tool for future board members. Minutes can also help absent board members stay on track and remain familiar with board decisions.
• **Board Reports:** The purpose of a committee report is to keep the board informed on the evolution of a project, communicate the results of a specific task that the committee undertook, and engage the board in discussion of an issue, and present recommendations for board action. The committee report is not the same as committee meeting minutes. The report should be a consolidate message that the group wants to confer to the rest of the board.

• **Seeking Consensus:** The principle of consensus building assumes that all points of view are valid and incorporate minority views into the discussion. The goal is to find a solution that everyone can accept and is willing to implement. Consensus eliminates the win-lose approach of a majority approach vote because it does not count votes, it takes a qualitative approach, not forcing a compromise but seeking to eliminate objections. It also encourages alternative thinking and fosters innovative solutions. The consensus method may not be practicable for all board decisions because of its cumbersome and time consuming aspect but it could be useful for highly sensitive, risky or ethical issues that the board must tackle.

• **Should the Chair vote?** As the facilitator of the meeting, the chair has a chance to influence the free flow of opinions or ensure that a particular angle gets preferred visibility. A fair chair is aware of this and uses the facilitator role in an objective manner. The chair’s vote can be very influential particularly in a small board where ties are common. It is important, therefore, that the chair remains impartial during deliberation, without promoting his own opinion. But at end, the chair may simply vote with the rest of the board members. Should the chair have a particularly strong opinion on an issue, he or she may choose to temporarily delegate the role of facilitator to another board member while discussion takes place. This enables the chair to contribute to the discussion and offer insight and direction without appearing to sway the discussion in a particular direction. For the most part the chair casts his or her vote at the end of the debate.

• **Civility in the Board Room:** Civility in the boardroom indicates that board members understand and accept that differing opinions are to be treasured, welcomed and encouraged. Members need to know how to listen and let their peers express their opinions, no matter how esoteric or impossible they may seem, and to respect each other’s points of view. Certainly debates can become heated, especially when an issue is controversial, delicate, contentious, troublesome, or touchy. The chair should be careful to look for signs that the discussion may be getting out of hand and take measures to keep the situation under control. Disagreeing with someone’s comments or arguments is perfectly normal, but inappropriate personal behavior in a professional setting should not
be accepted, if abusive and misdirected behavior continues, the board may want to consider removing the offending member from the board.

- Managing Conflicts of Interest. Uninfluenced and independent decision making is of primary importance for every board member. Private objectives, personal benefit, or private inurement should not be the driving force when members of the board discuss the internal business of the organization. When serving on a board, a member’s loyalties should first lie with the organization’s mission and constituency. Asking board members to sign a disclosure form at the beginning of each year helps to create an atmosphere of openness.

- Culture of Inquiry. Within a culture of inquiry, board members have a presence of mind to make a decision that drives from the obligation and need to help the organization. Board members rely on the candor and thorough reflection, ask questions until all sides of an issue have been aired, dare to contradict or question present practices or traditions, and are not influenced by seniority, position, or reputation of a fellow board or staff member or a donor. A thorough deliberation allows a board member to learn all the facts of an issue and then distill their peer’s perspectives into an autonomous and educated opinion.

- Committee Meetings. A committee is generally part of the overall board structure, has a specific charge and may be stipulated in the bylaws. A task force is organized to research a particular issue for later recommendation and debate by the board, or carry out a specific objective within a certain amount of time. Committee leadership sets the tone of the meeting and an experienced facilitator can help produce positive results. Leadership impacts the processes, involvement of the members and overall effectiveness of the group. The committee has the obligation to bring its best thinking to the board. Committees are charged with bringing recommendations to the board and cannot make organizational decisions, no matter how profound their conclusions.

- Executive Committee. A carefully designed executive committee may serve different purposes, which in turn will determine the structure of its meetings. The traditional role of the executive committee is to make decisions when it is not possible or necessary to convene the full board. It may act as a mini-board, even if the full board should confirm the decisions during the next board meeting. The role of the committee may be to provide overall support for the Chair, the meetings may be carried on over the phone. Burning issues determine the agenda. If the committee is the master coordinator of board work, the committee will likely meet regularly and work as the board’s complexity mandates. If its task is to guide the boards focus, its meetings should be closely synchronized with board meetings. This type of executive committee works on the organization’s
priorities and strategic items and ensures the board meetings will not linger on administrative matters. Because of the variety of responsibilities that can be delegated to an executive committee, it is often impossible to plan a schedule ahead of time or anticipate when the committee should meet. This is a demand that executive committee members need to understand and accept.

- Contents of a Board Book. Board books should reach board members at least one–week before the meeting. Their purpose is to allow board members to prepare properly for the meeting and to feel comfortable with the consent agenda items. Elements of the Board Book are: Agenda, Consent Agenda clearly noted, financial statements, President’s report, Committee reports, any relevant background information for discussion items, related newspaper articles, update on relevant legal issues affecting the organization and if available the organization’s newsletter.

- Conclusion. There are as many distinctive boards as there are organizations–each one of them excelling and struggling with different issues with different means and services. And so it goes with board meetings. Each board must find its own path to effective meetings though its own trial and error. The best advice for running a meeting is to use common sense, know the legal framework and be guided by the board’s expectations. Design the process and operating framework accordingly as they fit the board’s culture and simply act like reasonable adults with good will and passion. If there are any messages to take away from this guide remember the following three objectives: Be Flexible, Define the Boundaries and Make Meetings Matter.

- Below is a list of some of the key elements that can provide structure to your meetings without turning them into sessions where process trumps performance.
  - Civility
  - Chair
  - Quorum
  - Call to Order
  - Motions
  - Seconds
  - Deliberation
  - Abstentions
  - Adjournment
  - Minutes and Follow Up
New Voices at the Table: Welcoming the Next generation of Board Leaders, A Board Source Tool Kit (BoardSource 2011)

All governing bodies are faced with the daunting task of recruiting the next generation of leaders. This report provides some ideas and guidelines to help the board and specifically the governance committee, gain an understanding of the habits and perspectives of the next generation of board members and understand how to best integrate them into your organization’s culture.

One of the most important issues facing nonprofits today is generational change. As the baby Boom generation retires, its members will do several things: Start a second career, volunteer, hand off leadership to the GenX and Gen@ generations, spend a major portion of its lifetime dealing with health care costs, vote more, and stress the social fabric of society. Nonprofit boards, staff, direct-service volunteers, clients, donors, marketing, technology, and finances will be affected, not to mention the amount and quality of mission nonprofits provide to communities.

1. Financial Stress. News flash: There’s not enough money. The aging of the Boomers will skew the flow of government, insurance and private funds toward the Boomer issues for the next 20 years. While “Mission, mission, and more mission is the first rule of non-profits,” No money, no mission” is a close second. Any trend that affects the flow of money into your organization is one to attend to.

2. Technological Acceleration. The dependence on, use of, and expectations regarding technology are going to grow at an increasing rate. Technology is a tool, not a solution. Your job is to make sure your organization has the right tools to improve its ability to accomplish better and more effective mission.

3. Diversity of Population. We are an increasingly diverse nation. What is your organization doing to accommodate current and anticipated changes in the diversity of your service population, staff and volunteers. There is a
difference between language proficiency and cultural competence. You will need both.

4. Redefining Family. Non-profits have to deal with what families are and what families will become. With more divorces, remarriages, gay relationships, and single parenting, the definition of family is changing.

5. “MEBRANDING”. Ultra-customization is the idea that we can segment markets down to the individual consumer. This might be called “Mebranding”. It is, as the name implies, all about me. I get what I want in the way I want it, immediately. Think about how this relates to the work of the non-profit. The core of non-profit service, volunteerism, and mission is this: It’s NOT about me. It’s about someone else. Will “Mebranding” affect your organization’s recruitment of staff, direct service volunteers, and board members, or of securing donations?

6. Change in work/life balance. Boomers, who are rethinking their work/life balance have been the “Thank God it’s Monday” generation. The new generations are saying “No Way”.

7. Generationally Diverse Boards. Having a mix of perspectives, skills, backgrounds, and resources increases the board’s ability to approach issues or problems from a variety of directions, to probe assumptions, and to generate fresh, innovative ideas. Differing voices play an important role in increasing understanding of constituent and community needs and advancing an organization’s mission.

8. Building a generationally diverse board. Boards that are committed to becoming generationally diverse must be intentional in their board building and in addressing the challenges that often surface when working across generations. They must have generational competence. Boards should be able to identify the various characteristics, skills and talents that currently exist within its membership, while also identifying gaps. Include “generation” as one of the many factors to consider when focusing on board development. Look to various sources for prospective younger members and then keep these pipelines open. Consider inviting prospective board members to first serve on a task force or committee. This way, you can determine if they have what it takes to be effective board members. All prospective board members need to be committed to the organization before seeking or accepting a board position. It is important to orient all members the same way so everyone has the same information about board service and your organization. Provide a board mentor. Include term limits or other mechanisms for rotation to ensure ongoing room for diversity. It is important to view all members as assets
rather than threats; all new members want and deserve the same. Personal and professional achievement can be key motivators for Generations X and Y. Non-profit leaders find that when they provide younger board members with responsibilities that build skills, (e.g. developing a board orientation program, leading a committee, or organizing fundraising events) it is advantageous for both the younger board members and the organization. Bringing in members who are not afraid to ask why or challenge assumptions can often serve as a reality check for boards and lead to more informed decision making.

The search for new board members is a strategic activity; it has long-term implications for the board's effectiveness. It should be driven by considerations of what resources the board will need among its members in order to serve the organization well during the next few years.

No matter what particular needs are dictated by the issues facing the organization, each board must look for people with leadership skills, the ability to work as part of a team, and who ask good questions and can follow through on commitments. By identifying candidates with proven leadership skills, the board ensures its pool of potential future leaders. Each board must also seek to incorporate the different perspectives represented by individuals from different age groups and racial/ethnic groups as well as a balance of men and women.

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**10.0 REPORT ADAPTED WITH PERMISSION FROM BOARDSOURCE**

*Taming the Troublesome Board Member by Katha Kissman (BoardSource 2006)*

The Cambridge Dictionary defines “trouble” as difficulties stemming from a characteristic of someone or something that is considered a disadvantage or problem. “Trouble” could be a situation in which problems or difficulties result from something that has been done or something that has failed to operate as it should. At the extreme, “trouble” could be problems of malfeasance, or could result in arguments, fighting, or violence. “Troubling “is something that causes distress, worry, or anxiety. It may not actually be “trouble” yet, but a red flag that may require attention or intervention.
“Troubles” or something that initially starts out as “troubling” can lead to “troublesome.” “Troublesome describes something or someone that causes action or inaction, problems or difficulties. These actions or behaviors can be temporary or chronic, mild and just plain irritating or serious enough to cause great and lasting damage if not addressed in a timely manner.

Chief executives, board chairs, and consultants constantly seek solutions to the multitude of challenges a nonprofit board may face at any juncture. The short- or long-term effects of an individual board member’s troublesome actions or behaviors can be one of the greatest determinants to this leadership team. These effects can be both direct—confusion, loss of energy or focus, difficulty in making decisions, and indirect—weakened morale, loss of productivity and service quality, and in extreme cases, high board or staff turnover and a damaged public reputation.

The first step in finding a successful resolution to difficulties with an individual is recognizing that a person’s actions or behaviors usually stem from something specific, whether it is ignorance, misunderstanding, a personality conflict, or a deeper issue. This is predicated on the assumption that a second step will occur—that leadership will intervene directly, humanely, with unity, and in a timely way. If leadership doesn’t guide the process, the whole trouble could be left unattended and may result in disaster. The final step, finding a winning solution, will require unique approaches for different groups and various answers for differing circumstances. In some cases it may involve looking at board structure to affect a minor change in board process, or a major culture shift of the entire board. In other cases it will necessitate “holding up the mirror” to help the individual take a step back and understand the effects of his or her behavior within the context of the board’s work, and provide suggestions for change. The ultimate solution might also mean a change in board membership—asking a board member to give up his or her seat on the board. Successfully working in a group context is highly dynamic and can engender great passion and emotion when disagreements or conflicts erupt. Paying attention to these dynamics and actively honoring the human element requires commitment and work. Effective communication and positive conflict resolution are easiest to achieve when people treat each other with dignity and respect.

A board can be in trouble and can feel like trouble to a board chair or chief executive but not really be “troublesome.” Among other things, a board in trouble cannot find people willing to join it, doesn’t know who best to fill the board chair seat, has trouble managing a quorum, and is not willing to deal with troublesome members. These boards suffer from a general apathy and lack of focus, but will most likely respond to good leadership and the introduction of more disciplined and productive practices if provided.
Boards that seem troubling to their leaders may be a healthy response to a chair who is too controlling, an executive committee that has become too powerful, or a chief executive who is falling short in a variety of ways—lack of vision, poor communication with the board, shoddy management, and unreliable judgment.

Generally, troublesome behaviors of an individual stem from:

- The board’s failure in the recruitment, orientation, and onboarding of a new board member
- The new board member’s failure to understand the legal obligations that come with being a board member
- The new board member’s failure to embrace the nature of board work as team work
- The board’s and the individual’s failure to manage personal issues or special cases so that they do not impact the board governance process

Failure To Recruit, Orient, and Onboard Properly:

Board members are recruited to serve on a board for a variety of reasons:

- People are committed to or have a passion for the mission of the organization.
- People can bring added value to the board team due to a particular and needed expertise, skill or experience.
- People have a personal or professional profile that can add legitimacy and credibility to the organization.
- People can bring money and connections to other individuals and organizations.

While the above are very important considerations when recruiting specific board members, it is important to also take the following criteria into consideration in order to avoid “troublesome”:

- People who will be on their best behavior
- People who have excellent "people skills"
- People who are committed to doing group work
- People who understand, respect, and fulfill their stated roles and responsibilities

Often the recruitment and nomination process does not go deeply enough to uncover whether or not a potential board member is capable of bringing the last four criteria to the board table. Troublesome behavior can also surface if a new board member was not educated enough in advance about roles and responsibilities, board process, or board culture. This leads to a lack of understanding on the new board member’s part, and will not only impact the
effectiveness of the particular individual’s contributions, but also the efficiency of the board’s work as whole. Additionally having expectations of someone who is not clear about those expectations is not only unproductive but unfair and, in this context unprofessional.

Sometimes troublesome behaviors are inadvertently invited onto a board because the wrong people are recruited for the wrong reasons.

Someone who may seem like a good board member for all of the right reasons may be wrong simply because he or she is overcommitted.

Board member satisfaction absolutely relates to board effectiveness. Clearly stating the expectations to potential board nominees may weed out those for whom the nature of the work is not their cup of tea or something they simply aren’t willing to do. If a potential board member understand the nature of the work-both the challenging and the mundane-before ever coming on board, he or she is more likely to find purpose and meaning because it was agreed to up front.

Unless there is a common understanding of meaning, the problem of purpose can and will contribute to troublesome behaviors. It becomes troublesome when a board member thinks that what the board member may want to personally do on behalf of the organization is not consistent with the strategic plan, is a contrary articulation of the organization’s mission, or is actually part of the day to day operations instead of necessary oversight.

Being part of a team requires commitment to group work. It warrants a special understanding of group dynamics and often a control of certain behaviors for the betterment of the team. When board members commit to board service, they also commit to group work, or team work. Often, “trouble “on a board stems from the failure of an individual to understand his or her place on the team; or a troublesome behavior may result as a byproduct of team development. Understanding the basics of team theory can help in recognizing and resolving situational troublesome behavior.

One of the keys to managing a troublesome board member with logical action instead of illogical reaction is labeling the behavior rather than the individual and dealing with each case directly and in a timely manner. When patterns of chronic behavior exhibit themselves, these could be personal elements that may or may not be fixable. If they are completely ignored, or if too much time passes before others face up to the fact that the behaviors are challenging the overall work of the board, it may be too late to avoid personal resentment and damaged morale. One troublesome behavior, especially if not addressed, might lead to other troublesome behaviors from the same individual, and could even provoke troublesome behaviors in others where none existed before.
When board members ignore the minimum requirements of board service it is most likely caused by irresponsibility rather than a misunderstanding or a personal conflict. Most often, the first step in managing a troublesome board member is to initiate a conversation by meeting with the board members, the board chair, and or responsible committee can clarify perceptions, develop options for resolution, solicit the board member’s understanding and agreement to a course of action, and plan for follow up afterwards to ensure a successful resolution for all. Giving and receiving feedback takes conscious effort.

An effective board moves to an understanding and articulation of its collective power, one board equals one voice. The board must work in such a way as to make decisions and exercise authority through the blending of individual viewpoints. Once a full discussion has happened, a vote has been taken, and a majority opinion has been made, it is imperative that all board members support a decision both publicly, and privately. If a board member does not support a decision for whatever reason, he or she has the responsibility to remain silent or step down from the board.

A conflict of interest occurs when a board member has a professional or personal interest that interferes with his or her independent decision making. These types of actual conflicts of interest prevent board members from fulfilling their duty of loyalty to the organization-placing the wellness of the organization above other considerations. Perceived conflicts of interest, if not addressed, generate an “appearance of impropriety” that can ultimately lower the public’s confidence in the organization. It is up to the board to be sensitive to this perception and determine how to deal with it.

The definitions of leadership are endless, in Robert H. Rosen and Paul B. Brown’s book, Leading People, they identified eight principles of successful leaders. A board chair should help to inspire the board team to develop vision. He or she should lead by example by having and earning trust. The board chair actively ensures participation by all through proper facilitation of meetings and other board processes. By helping to create a learning culture, the board chair will ensure that a governance committee exists and that its work will embrace continuing education, including board values and embraces the appropriate and needed diversity for mission fulfillment. He or she will challenge the board and staff as a whole to be creative in problem solving. Leading by example, the board chair will embody integrity and demand it of others. And above all, by acknowledging that he or she is not only leading but also an active part of a team in serving a constituency, the board chair will take a stand in building community.

All board members should be aware of the leadership and management qualities necessary for an effective board chair. When one or more of these qualities is compromised (or missing altogether) and results in troublesome behavior, other
members of the board must have the courage to take necessary action. It is important to remember that leadership is a vested process. No one can be a leader unless it is with the consent of the group he or she is leading.

The first step towards understanding and appropriately dealing with troublesome behaviors is to actively use the golden rule. It is best interpreted as saying, "Treat others only in ways that you’re willing to be treated in the same exact situation." To apply the golden rule adequately, imagine yourself in the exact place of the other person on the receiving end of the action; consider what effect your words and actions have on the lives of others. With knowledge, imagination, and the golden rule, we can progress far in our moral thinking.

Board members are people too. Fear and denial are two of the most crippling feelings a person could have, regardless of the simplicity or severity of the situation. Many times, board members are too afraid to speak up and even acknowledge for the group that there is a troubling presence on the board. In acknowledging or addressing a troublesome behavior, following appropriate channels and looking at the facts and circumstances from all sides is essential. And, most of the time, the person will find that he or she is courageous in saying what everyone else is thinking.

The board chair and members of the governance committee should always be mindful of patterns. Removing anything personal, they may see if, over the course of several meetings, there is an emerging pattern showing that the group has not been able to work agreeably or efficiently. If the group process is constantly being compromised, then ask: Is there a consistent reason why? If that reason points to a pattern of behavior that points to an individual, then yes, there is a problem.

The initial strategy should always be to address directly, counsel, and coach for better behavior. Sometimes one finds that there is more to the behavior than someone just being difficult. Sometimes one is not aware that his or her behaviors are viewed as troublesome, especially when it is a pattern of behavior no one has ever addressed or because the individual has no other frame of reference.

Sometimes even after doing the entire preventive work and/or attempting various corrective solutions, an individual just may not be able to effectively work as a team member or function in an appropriate manner as a board member.

After all that’s been said, it may just be that those who are not measuring up should simply be asked to step down. It is acceptable that individual board members who are up for term renewal would be assessed approximately six to nine months prior to nomination for a successive term. Some boards choose to have an annual assessment process and removal mechanism installed so that
someone who isn’t living up to expectations can be removed. If the conditions under which removal will be considered are spelled out and communicated in advance and then applied consistently, it becomes a reflective group process rather than a real or perceived personal indictment. The governance committee is charged with assessment and recommendation regarding term renewal. These recommendations should be discussed with the board chair and with the individual board member in question. By the time it comes to the full board meeting, the final recommendation is known by all.

“Board participation takes real commitment: a commitment to give of yourself, a commitment to listen, a commitment to allow others to give what and when they can, and a commitment to action. So often we spend (so much) time judging the contribution of fellow board members that we forget to look at ourselves. We must be positive and believe that the organization will be better because we took the time to ensure that it would be so. Be comfortable with the reasons you joined a board, make a difference, give all that you can and move on to make space for others!” Carolyn Coleman, President, Board of Directors, The Dwelling Place Gaithersburg, MD.

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11.0 REPORT ADAPTED WITH PERMISSION FROM BOARDSOURCE

Breaking the Gala Addiction: A Board Member’s Guide to Understanding and Assessing the Value of Fundraising Events (BoardSource 2012)

This report will look at emerging trends in special events fundraising and general revenue generation. Many nonprofits underestimate the true costs of raising funds, and that society is asking tough questions about how nonprofits operate. The report is intended to enable your board and staff to collaborate in planning the most effective approach to raising general operating support for your organization.

Successful fundraising does not happen on its own. It requires an understanding of the organization and its fundraising history, w willingness to think critically about the opportunities and challenges ahead, and –most important- a comprehensive plan to meet the organization’s financial goals. A fund raising or
development plan takes a comprehensive look at what needs to be accomplished, then analyzes and chooses the appropriate strategies to meet these goals.

- Organizational Factors in developing Fundraising Strategies. Each organization is different and has a different set of needs, priorities, opportunities and challenges, all of which need to be taken into account when developing a successful fundraising strategy. An organization develops its plans and strategies based on various factors including, Type of Organization, Mission and “natural audience”, organizational history, and access to unique tools and resources.

- There are many factors that are not organizational-specific, but are critical considerations when developing a comprehensive fundraising strategy. The two most important are: cost of fundraising and diversification of support.
  - Raising funds costs money, cost of fundraising is a measure of how much an organization spends to raise each dollar it brings into the organization. This analysis is a critical lens through which to evaluate an organization’s fundraising strategy. The reality is that organizations have to balance a variety of factors when planning their fundraising strategy, and cost of fundraising is just one of them.
  - Diversification of Support. Relying on one method of fund development is not a smart formula for securing financial health and stability. An organization’s revenues are more stable if they come from multiple, diverse sources rather than one, single source.

- Sources of Funding: Individuals, Foundations, Corporations, government grants or reimbursements and earned support.

- Types of Fundraising: the key to a successful fundraising strategy is to determine which types of fundraising will give the organization the strongest, most stable sources of revenue, and ensure that the organization has the resources it needs to fulfill its mission. Examples are Major Gifts and Annual Giving plans.

At the end of the day, fundraising events are designed to fuel the work of an organization and support its mission. It is critical that members and donors understand that the vast majority of the hard earned-money that they give to an organization goes directly toward funding its mission, and is not used to fund costly events. As organizations plan events, it is critical that they consider all of
the required costs involved and make sure that each cost is a wise investment of donor contributions.

Many organizations ask themselves these questions—among staff or in the board room—and allow that conversation to guide their future plans. For some organizations, the decision to continue or create a gala event is clear, but by asking tough questions, they are able to create clearer, more realistic goals and expectations and more effectively engage board members in the success of the event and related follow-up activities.

For others, the cost-benefit analysis leads them to abandon the idea of a gala event, or cancel an existing one. For those organizations, the decision is made that the cost or risk of the gala event is simply too high, and they focus their efforts on other fundraising strategies, perhaps including simpler, less expensive types of events. Smaller-scale or more simple events can be a way to achieve the benefits of a gala event, without incurring the risks. At any event it’s critical that your organization: thanks donors and participants, educates them about your mission and inspires them to support your organization, and encourages them to participate again and bring friends. Regardless what your organization decides about whether or not to begin- or continue—hosting a gala event, it’s important that you actively engage in your fundraising role as a board member. Events-gala or otherwise—rely on the support of board members to identify, connect and host donors and potential donors to build a vibrant and diverse group of individuals who are supporting and strengthening the organization.

- A Board’s Role in Fundraising. The board plays an important role in an organization’s fundraising efforts that spans far beyond supporting events programs and carefully considering fundraising strategies. But one of the most frequent causes of discord among board members and chief executives is confusion over fundraising roles. Without a true understanding of fundraising as part of the overall financial plan and without appropriate divisions of labor, it is difficult to fully leverage the fundraising potential of individual board members and the board as a whole, and to secure a strong fiscal base for the organization.

- One of the key roles of a board is to ensure adequate resources for the organization. The board must ensure the organization’s current revenues are stable and encourage the cultivation of diverse sources of revenue that are sustainable for the long term. The board must also agree on the programmatic goals, and how the work gets financed. The board must also ensure that funds raised are used for the purposes that donors intended. Regular reports should explain how these funds were applied for the benefit of the community the organization serves. The board’s annual fundraising goals should be
explicitly tied to the budget since the budget represents the amount of money the organization needs to implement its mission. Setting realistic fundraising goals is also critical to the long term engagement of board members. Unattainable goals temper motivation and wear out individual board members and the board as a whole, which can have long term impact on the ability of the board to effectively and successfully engage in fundraising efforts. The board creates and approves the master policies related to fundraising. It ensures that appropriate gift acceptance guidelines are compatible with the mission of the organization and it clarifies board members’ personal responsibility to make a contribution or to participate in fundraising activities.

Board members bring with them important social and reputational capital, making them some of the best askers an organization can have. Board members who do not leverage their relationships and reputation on behalf of the organization are doing themselves-and the organization- a disservice by unnecessarily limiting their potential for positive impact on the organization’s mission. To really benefit from the social and reputational capital that former, current and future board members bring to the organization, there needs to be a meaningful engagement and stewardship strategy for each individual donor, who effectively communicates each of the following key themes: Mission or Cause, Case, Identity and People. When combined successfully, these four elements create a powerful connection between organizations and donors that can last for years.

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## 12.0 REPORT ADAPTED WITH PERMISSION FROM BOARDSOURCE
Board Member Exit Interviews (BoardSource 2013)

Many organizations conduct exit interviews with departing board and staff members. When board members leave-whether at the end of a term or prematurely- the board can gain valuable insight about its own affairs from the departing members, if they are willing to share their views. If an employee leaves suddenly or gives ample notice, it makes sense to find out what prompted a person to resign. A conversation with both groups often provides a wealth of
information about the organization, office practices, morale, or other personnel issues.

- By chatting with a departing board member, you (as board chair or other designated interviewer) can learn about:
  - His or her personal experience of board service on your board. If the experience was positive, you may want to try to keep the person involved in some other way; if the experience was negative, you will want to find out why and determine if the board should consider changing the way it operates
  - His or her opinion about how the board works, whether its practices are sound, and whether the board functions as a team
  - The prevailing reputation of the organization and how the community sees it
  - Whether the Chair is perceived as efficient and motivating
  - Ideas for changes that would make the board experience more valuable for future board members and improve the effectiveness of the entire board

If you have a disgruntled board member who is unable to be objective, the interview may turn negative. Board members, in general, do not need to abide by the advice about not “burning bridges.” But serious and constructive critique should always be welcome—even if it relates to the actions and decisions of peers. Personal attacks, of course, are not appropriate. Board members resign for a variety of reasons, including feeling that they are not heard or utilized in a meaningful way; occasionally, they may question the ethical practices of the board. Any comments they make about these areas are worthy of the board’s attention.

In general, exit interviews should be conducted by the board chair, the executive committee (if you have one), or the governance committee, even the past board chair could perform this role. Trust is an issue when board members candidly share their impressions of their board experiences. The interviewer should be sensitive to the situation and prepared to hear candid thoughts, even the critical ones. Remember that the interview is not an interrogation but a chat with a person who (hopefully) contributed a great deal to your board and who has valuable observations that may improve board service for current and future board members. Make the interview a positive experience so the departing board member will continue to be a “freelance” ambassador for the organization.

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Appendix A

HOW TO DEVELOP A MISSION STATEMENT

What is a mission statement?

Every organization has a mission, a purpose, a reason for being. As such, every organization needs to define its fundamental purpose, philosophy, and values. The mission statement clarifies the essence of organization existence. It describes the needs the organization was created to fill, explains why the organization exists, and what it hopes to achieve in the future. It articulates the organization's essential nature, its values, and its work.

Why have one?

Without guidance, it is difficult to establish boundaries for appropriate course of action. The mission statement provides the basis for evaluating the success of the organization and its programs. It helps to verify if the organization is on the right track and making the right decisions. It provides direction when the organization faces new challenges or opportunities. Attention to mission helps leadership adhere to its primary purpose and helps during conflicts by serving as a touchstone for every decision. A powerful mission statement can also be helpful in attracting volunteers, donors, and community involvement.

When should it be reviewed?

It is important to reassess the organization's mission on a regular basis. If it has been more than five years, now is probably a good time to review and, if necessary, fine-tune or even rewrite the mission statement. All too often an organization's mission statement, which has been handed down over the years, loses relevance and ceases to speak to members, staff, board members, or supporters. Frequently, the landscape within which an organization operates changes so markedly over a period of time, that the original mission must be updated, altered, or changed dramatically in order to address new realities.

Who should create or revise it?

Creating a mission statement is a group effort. Board members, staff, members, alumni and donors can provide valuable input during the creative process. The final wording should be approved by the board.

What do we do with our mission statement?

The mission statement should be referred to continuously. It should be present
everywhere: on the letterhead, all communications, all brochures, and all official documents.

**How to write a mission statement?**
An effective mission statement is concise, to the point, realistic, operational, inspirational, informative, and even emotional. It is forward-thinking, positive, and describes success.

An effective mission statement must resonate with the people working in and for the organization, as well as with the different constituencies that the organization hopes to affect. It must express the organization’s purpose in a way that inspires commitment, innovation, and courage - not an easy task!

At the very least, your organization’s mission statement should answer three key questions:

1. **What are the opportunities or needs that we exist to address?** (The purpose of the organization)
2. **What are we doing to address these needs?** (The business of the organization)
3. **What principles or beliefs guide our work?** (The values of the organization)

You can begin the process of drafting a mission statement by asking staff, volunteers, and constituents to list words, phrases, or ideas that come to mind with respect to the organization and its purpose, business, and values. Give everyone a chance to be heard. Look for language and concepts that enjoy broad consensus. Here are three mission statements that attempt to answer these questions.

**Your Mission Statement Should:**

- Express your organization’s purpose in a way that inspires support and ongoing commitment.
- Motivate those who are connected to the organization.
- Be articulated in a way that is convincing and easy to grasp.
- Use proactive verbs to describe what you do.
- Be free of jargon.
- Be short enough so that anyone connected to the organization can readily repeat it.

**Sample LSC Mission Statements:**

- “Middle Atlantic Swimming advocates the growth and development of a diverse swimming community through education, innovation and commitment to excellence.”
- “Indiana Swimming inspires excellence through progressive, innovative programs and partnerships.”
“Pacific Northwest Swimming provides leadership and opportunities for excellence in aquatics through competitive swimming.”

References


Appendix B

CONSENT AGENDAS

A consent agenda is a nifty parliamentary tool that packages routine items together for board approval but NOT discussion. Items most often appropriate for the consent agenda include bylaws, financial reports, meeting dates, board member nominations, contracts under a specified amount, etc.

The consent agenda avoid creating a permanent "rubber stamp" board by allowing any board member to have an item removed from the consent agenda if he/she thinks it warrants discussion. Of course, this requires that board members receive supporting materials well in advance of the meeting.

• **What is a consent agenda?**
  A consent agenda is a component of a meeting agenda that enables the board to group routine items and resolutions under one umbrella. As the name implies, there is a general agreement on the procedure. Issues in this consent package do not need any discussion before a vote. Unless a board member requests a removal of an item ahead of time, the entire package is voted on at once without any additional explanations or comments. Because no questions or comments are allowed on the content, this procedure saves time.

• **What items should be included in a consent agenda?**
  Routine, standard, non-controversial, and self-explanatory are adjectives that well describe consent agenda items. Here are some examples:
  
  o Minor changes in a procedure (E-mail is added as an acceptable method of communication to announce a change in a meeting schedule)
  
  o Routine revisions of a policy (Essential change of dates)
  
  o Updating documents (Address change for the main office)
  
  o Standard contracts that are used regularly (Confirmation of using the traditional in-house contract with a new vendor)
  
  o Confirmation of conventional actions that are required in the bylaws (Signatory authority for a bank account or acceptance of gifts)

Committee and previous board meeting minutes

**How do we make a consent agenda function efficiently?**
Information on the items to be included in a consent agenda is distributed to board members well ahead of the meeting. This allows thorough examination of the routine items without using up valuable meeting minutes.

If a board member has a question, he or she can contact a referenced colleague to clarify a concern. If this is not helpful enough, during the meeting before a vote, any board member may request that an item from the consent agenda be removed and discussed separately. To keep the process intact and efficient, this is the only comment allowed concerning the contents of a consent agenda. To streamline the process even more, board members could be invited to contact the board chair prior to the meeting to request that an item be removed.

**What precautions need attention?**

As consent agendas are not yet automatically included in meeting procedures, their use needs to be well explained to all board members to ensure that everyone understands both the rationale and the steps involved. To achieve the objective of a consent agenda - to save valuable discussion time for meaningful issues - it is important to make sure that board members receive support materials well before voting, and that they familiarize themselves with the details.

When putting the agenda together, the board chair and the head coach need to pay special attention to include only items that are suitable for mechanical processing. Board members need to be vigilant so that debatable issues do not accidentally pass through without appropriate deliberation.
SAMPLE CONSENT AGENDA

BOARD OF DIRECTORS MEETING AGENDA

DATE ________________________________

A. Welcome and Introductions (if necessary)
B. Any special recognition or announcements
C. Consent Calendar (Agenda)
   1. Minutes of the previous board meeting
   2. Board Chair's Report
   3. Coach’s Report
   4. Finance Committee Report
   5. Audit Committee Report
   6. Routine Approvals
   7. Routine Reports
   8. Routine correspondence
D. Governance Committee Proposals for Consideration
   1. Proposal of New Board Member Orientation Program
   2. Approve revised Committee Descriptions
   3. Consider Document revisions
   4. Consider undertaking a board self-assessment
F. Approve Coach Succession Plan
G. Major Discussion: New Cooperative Programs /Strategic Alliances with other LSCs
H. ‘Board Development Moment’
I. What have we done in today’s meeting toward accomplishing our mission?
Appendix D

MEETING TECHNIQUES

Silent Starts: Take 2 minutes at the beginning of the board meeting for members to write (anonymously) the most important questions the board should address. Read aloud and tally to identify the most crucial issues. Prioritize the agenda.

One Minute Memos: At the conclusion of each discussion item, board members take a minute to write down what they would have said had there been more time. Collect for review by the chair so there is no doubt what is on members’ minds.

Counterpoints: Randomly designate 2 board members to make the most powerful counterarguments to initial board recommendations.

Role Plays: Ask subsets of the board to assume the perspective of different constituent groups likely to be affected by the issue at hand. How would they frame the issue, define success and describe a worst case scenario?

Surveys: At the beginning of a new year distribute an anonymous survey to board members that includes questions like: what should top our agenda next year? What are we overlooking? What is the most valuable step we can take to be more effective? What is the most worrisome issue we face? Analysis of the responses (not the loudest voice) drives subsequent discussion

Index cards: for anonymity

Around the room: Some people don’t jump into the discussion….ask everyone what they think

5 Finger Consensus: 1: disagree…5 totally agree
Appendix E

CHECKLIST - 10 KEY FINANCIAL QUESTIONS
BOARD MEMBERS SHOULD ASK

1. Have we run a gain or loss?

2. Are our key sources of income rising or falling?

3. Do we have a diversity of funding sources?

4. Are our key expenses under control?

5. Do we have sufficient reserves?

6. Is our cash flow projected to be adequate?

7. Where are we compared with budget?

8. Is our financial plan consistent with our strategic plan?

9. Are we filing all needed reporting documents on a timely basis?

10. Are we fulfilling all of our legal obligations?
Appendix F

Non Profit Board Responsibilities

Trusteeship  Planning for the Future  Policy-Setting  Financial

Trusteeship

Legal and Ethical Integrity

Duty of Care  Duty of Loyalty  Duty of Obedience

Trusteeship Includes:

Vision and Mission
Legal and Ethical Integrity
Enhance Public Standing
Board Governance

The Role of the Chair

Set the Tone
Delegate
Build Participation
Design the Agenda
Finances

Hard Money Budget

Dues, Splash Fees

Administrative Costs, Salary

Basic Zone Costs

Rent, Meetings, Clinics

Monetary responsibilities:
- Reporting to USAS
- Checks and Balances
- Oversight

Fiduciary Responsibilities

Monitoring and Audits

Finances

Checks

Balances