

# Transform Consulting Group Board Governance Tools & Resources

January 9, 2019



**TRANSFORM**  
— CONSULTING GROUP —

## A Framework for Continuous Improvement of Nonprofit Board Effectiveness

Board Effectiveness Indicator	Developing	Operational	Advancing	Excelling
<b>Board Composition</b>	The board has few, if any, active community leaders who can influence community decisions and finances. There is little board involvement that fulfills the organization's needs.	The board has some recognized community leaders who influence community decisions and finances. There is a moderate level of board involvement in the organization. Board directors sometimes use contacts they have to benefit the organization.	The board consists mainly of community leaders who influence decisions and finances and who are involved in meeting most of the organization's needs.	The board consists of community leaders who influence decisions and finances and who are actively involved in meeting the organization's needs. They do not hesitate to use the contacts they have to benefit the organization.
<b>Board Development Process</b>	Board directors are randomly recruited.	There is a formal process for identifying and recruiting board directors not necessarily based on the specific goals and objectives and needs of the organization's board.	The organization board has and utilizes a formal process for the identification, recruitment, selection, and orientation of board directors based on its goals, objectives and needs.	The organization utilizes a formal, ongoing board development process, which includes a dedication, recruitment, selection, orientation, ongoing evaluation and performance recording, and recognition of board directors.
<b>Board Meeting Attendance</b>	Organization board meetings are not held on a regular basis; attendance is less than 50%; the agenda is dominated by problems and crises, preventing the board from dealing with substantive policy issues.	There are regular board meetings attended by not less than 50% of the members; strong domination by one or two members; agenda mostly consists of reports; few substantive decisions are made.	The board is regular meetings with not less than 70% attendance and with the clear focus on policy issues and decisions.	The board has regular, duly constituted meetings with not less than 80% attendance, active participation and a clear focus on policy issues and decisions.
<b>Committee Structure With Objectives</b>	The board has no functioning committees.	There are appointed committees that occasionally meet to consider some matters pertinent to their responsibilities. Attendance by most of the committee at such meeting is generally poor.	The board has organized, functioning committees which make informed recommendations for board action. Attendance is better than 50%.	The board has organized, functioning committees with defined objectives consistent with the organizations goals, objectives and needs and which makes informed recommendations for board action.
<b>Board Diversity</b>	The board is not diverse in terms of gender, ethnic/racial makeup, and other critical factors.	The board has some diversity in terms of gender, ethnic/racial makeup and other critical factors, and has an informal plan to expand this diversity.	The board has some diversity in terms of gender, ethnic/racial makeup and other critical factors, and a formal plan is underway to expand this diversity.	The board is diverse in terms of gender, ethnic/racial makeup and other critical factors, and has a continuing action plan to maintain it.
<b>Board Participation Events</b>	There is little or no participation by board directors in organization events.	There is board participation in some organization events.	There is board representation/ participation in most organization events.	There is board representation/participation in all organization events.
<b>Board Giving</b>	Fewer than 50% of organization board directors contribute personally and utilize their contacts to help meet the organization's financial goals.	Not less than 50% of the organization's board of directors contribute personally and utilize their contacts to help meet the organizations financial goals.	Not less than 75% of the organization's board directors contribute personally and utilize their contacts to help meet the organization's financial goals.	Not less than 90% of the organization's board directors contribute personally and utilize their contacts to meet the organization's financial goals.



Adapted from Stages of Organizational Effectiveness -- Board of Directors, Boys and Girls Clubs of America

## Roles of the Board of Directors

The Board of Directors of every nonprofit plays many important roles in furthering the purpose of the organization. These may include but are not limited to the following:

Role	Function
❖ Planner:	For the organization's future
❖ Monitor:	Of the current goals and objectives
❖ Evaluator:	Of management efficiency and program effectiveness
❖ Organizer:	Of community constituencies to assist the organization
❖ Employer:	Of the personnel at the organization
❖ Motivator:	Of the staff and volunteers
❖ Fundraiser:	To ensure that all necessary funds are available
❖ Catalyst:	For long-term organizational change
❖ Promoter:	Of the total organization as well as its activities
❖ Supporter:	Of the organization's programs and services
❖ Protector:	Of the public interest in exchange for tax-exempt
❖ Advocate:	For issues or positions which may affect the organization or its constituents
❖ Advisor:	To the Executive Director on issues which fall within the executive's purview
❖ Leader:	To move the organization forward and not allow it to stagnate
❖ Governor:	To make corporate decisions

## Sample Nonprofit Board Director Position Description

1. Attend xx% of the nonprofit board meetings, which are each approximately [X] hours in duration. The board meets at least [X] times per year. Be accessible for personal contact in between board meetings.
2. Provide leadership to board committees. Each board director is expected to serve as an active, ongoing member of at least one committee. This requires a number of meetings per year plus individual committee task completion time. Presently, committees include [list committees].
3. Responsibly review and act upon committee recommendations brought to the board for action.
4. Give \$xxx annually, an amount which I may give from my own resources, or will raise from others. I may give this as a one-time donation, or I may pledge to give a certain amount several times during the year. If this amount is deemed too substantial for me to give at this time, I will give whatever financial donation I can, as approved by the Board Chair.
5. Prepare in advance for decision-making and policy formation at board meetings; take responsibility for self-education on the major issues before the board.
6. Participate in the annual board director review process.
7. Participate in other board development and planning retreat(s) usually held in [month] of each year.
8. In general, utilize personal and professional skills, relationships and knowledge for the advancement of the organization.

I am aware that this board director position description is an expression of good faith and provides a common ground from which board directors can operate. Additional information on the organization mission, educational program and board responsibilities is contained in the board orientation materials and bylaws which I have read

---

Board Director's Signature

---

Date

*\*Developed by Transform Consulting Group (TCG).*

## Sample Board Calendar and Recurring Meeting Activities

The following calendar can be reviewed by an organization to modify according to its own nature and needs. The following calendar should be updated yearly and provided to each board member and the chief executive.

Another tool that can help boards maintain their focus on governance policy and critical emerging issues is an annual calendar of major decisions. To a great degree, the major decisions that a board makes are made on an annual basis. Here are some examples:

- Monitoring organizational effectiveness.
- Annual review and update of the strategic plan.
- Setting the annual budget.
- Review of the administrator's performance.
- Setting goals for the following year.
- Evaluation of the effectiveness of programs.
- Election/selection of new members of the board.

Major decisions such as these can be scheduled on an annual basis. In this way other decisions and work can be scheduled in a timely manner. By mapping out major decisions in advance, this can also facilitate decision-making by the board's committees. It can also help the administrator organize his or her priorities. Some of these decisions will be tied to annual and strategic planning discussed in the next chapter.

There are also certain activities that recur in each regular board meeting. Regular board meetings might be held once a month, every two months, once every three months, etc.

The timing for each of the following activities should be relative to the timing of the beginning of the fiscal year. In the following sample table, the fiscal year begins January 1.

	<b>Regular Board Activity</b>	<b>Approximate Date</b>
1.	Fiscal year begins	January (fiscal-year timing is often specified in the Bylaws)
2.	Conduct Board Self-Evaluation (do once a year and in preparation for first board retreat)	March-April (do shortly before evaluating chief executive)
3.	Evaluate Chief Executive (by referencing his or her progress towards last fiscal year's goals and his or her job description)	April-May (do shortly after completion of last fiscal year)

4.	Review and update board policies and personnel policies	April-June (do concurrent to board and chief evaluations)
5.	Conduct first board retreat (address board self-evaluation results, team building, begin strategic planning, etc.)	April
6.	Begin recruiting new board members	April-May (in time for June/July elections)
7.	Conduct strategic planning to produce organizational goals and resources need to reach goals	May-June-July (start planning in time for setting mission, vision, values, issues, goals, strategies, resource needs, funding needs (nonprofit-specific), and time for getting funds before beginning of next fiscal year)
8.	Elect new board members	June-July (per By-Laws)
9.	Establish chief executive's goals for next year (as produced from strategic planning)	August (as organizational goals are realized from planning)
10.	Hold annual meeting	July (per By-Laws)
11.	Draft next year's budget (based on resources needed to reach new strategic goals)	July-August-September
12.	Develop fundraising plan(nonprofit-specific) (with primary goals to get funds needed for budget)	July-August-September
13.	Conduct second board retreat (address board orientation/training, re-organize or form new committees based on goals from strategic plan, develop work plans, update board operations calendar, review planning status, etc.)	August (in time to orient new board members soon after they join the board)
14.	Conduct fundraising plan(nonprofit-specific) (primarily to meet fundraising goals)	August-December

*\*Developed by Transform Consulting Group (TCG).*

317-324-4070 | 144 South Wabash Street | Wabash, IN 46992  
 Offices in Indiana and Michigan  
[www.transformconsultinggroup.com](http://www.transformconsultinggroup.com)

# 1:1 BOARD MEMBER CHECK-IN

Organization Name:

Board Member:

Date of Meeting:

---

## 1. BOARD ENGAGEMENT

- Overall satisfaction with the Board and Agape (How do you feel about being a Board member? Are you still committed and excited? What changes should be made?)
- Attendance at Board Meetings (How has your attendance been at Agape Board meetings? Is the information provided to you in advance of the meeting sufficient? Are the discussions at the Board meeting meaningful? What changes, if any, should be made?)
- Attendance Agape events (What Agape events did you attend? What were your takeaways?)
- Champion for Agape in the Community (Are you promoting Agape in the community - at work, with your neighbors, family and friends? What information do you need to better communicate the mission of Agape?)

## 2. COMMITTEE COMMITMENT

- Reflection on current committee assignment (How has your experience been participating in ABC Committee? Are your talents being fully utilized? Are you an active participant?)
- Request for next year's committee assignment (Would you like to continue participating in ABC Committee or move to another committee? If so, which committee? Why?)
- Leadership Interest (Are you interested in being an Officer or Committee Chair? If so, which one?)

## 3. FINANCIAL COMMITMENT

- Giving for last year (Did you meet your financial contribution goals? If yes, what was successful? If not, why?)
- Giving goals for next year (What is your financial commitment for next year? How do you plan to meet it (give/ get)?)
- Relationships and Connections (What individuals or organizations do you think we should talk to that would be interested in giving / partnering with Agape? Can you identify 3 and make introductions for Amanda?)

*\*Developed by Transform Consulting Group (TCG).*

## Board Governance Indicators Assessment Worksheet

Use this form to assess your Board of Directors.

Item	Indicator	Met	Needs Work	N/A
<b>Board Selection and Composition</b>				
1	The Board's nominating process ensures that the Board remains appropriately diverse with respect to gender, ethnicity, culture, economic status, disabilities and skills and/or expertise.			
2	The organization maintains a conflict-of-interest policy and all Board members and executive staff review and/or sign to acknowledge and comply with the policy.			
3	There is a limit to the number of consecutive terms and board member can serve (no life term).			
4	There is a balance of new and experienced board members to guarantee both continuity and new thinking.			
5	The board is composed of persons vitally interested in the organization's work.			
6	The organization has at least the minimum number of members on the Board of Directors as required by their bylaws.			
<b>Structure and Organization of Board</b>				
7	The roles of the Board and the Administrator are defined and respected, with the Administrator delegated as the manager of the organization's operations and the Board focused on policy and planning.			
8	The Board is large enough to have several active, well-functioning committees, who dive into substantive strategic issues and bring information back to the full Board for further discussion and decision-making.			
9	The Board has an annual calendar of meetings. The Board also has an attendance policy such that a quorum of the organization's Board meets at least quarterly.			
10	Board members go through a thorough training process or orientation.			



Item	Indicator	Met	Needs Work	N/A
11	The board has a concise set of by-laws that describes the duties of board members and officers, and procedures that guide the board's business. The bylaws should include: a) how and when notices for Board meetings are made; b) how members are elected/appointed by the Board; c) what terms of office are for officers/members; d) how Board members are rotated; e) how ineffective Board members are removed from the Board; f) a stated number of Board members to make up a quorum which is required for all policy decisions; g) how the Committees are structured and their responsibilities.			
12	The board elects a chairperson (or co-chairs) to provide leadership and coordinate the ongoing work of the board and its committees.			
13	The board has active committees (e.g., fund raising, personnel, nominating, long-range planning) with specific responsibilities.			
14	Committee assignments are reviewed and evaluated periodically.			
15	Meetings have written agendas and materials relating to significant decisions are given to the Board in advance of the meeting.			
<b>Board Orientation and Training</b>				
16	New Board members are oriented to the organization, including the mission, bylaws, policies and programs as well as their roles and responsibilities as Board of Directors.			
17	Each Board member has a Board operations manual.			
18	Board members are clear about their respective responsibilities.			
19	The organization makes training opportunities available for board members to increase skills related to their board responsibilities.			
<b>The Board at Work</b>				
20	Our board spends most of its time setting the stage/creating the future rather than reacting and responding to immediate needs.			
21				

Item	Indicator	Met	Needs Work	N/A
22	The Board reviews financials monthly and every Board member has a firm grasp on the organization's financial health.			
23	Our board has formal tools and measures in place to measure overall organizational performance (finance, operations, staff retention, etc.).			
24	The Board of Directors reviews the bylaws.			
25	The Board has a process for handling urgent matters between Board meetings.			
26	The majority of the Board meeting time is focused on strategic issues rather than reporting on past events.			
27	Working relations between the board chairperson and the executive director are strong and productive.			
28	Relations between the staff and board are characterized by mutual respect and good rapport.			
29	Board meetings are productive, begin and end on time, and are characterized by open discussion, general participation and active thinking together.			
30	Minutes of board and committee meetings are writing and circulated to the members in a timely manner.			
31	Annually there is 100% Board giving to the best of personal ability to the organization's fundraising efforts.			
<b>Other Anonymous Comments You'd Like to Share:</b>				

*\*Developed by Transform Consulting Group (TCG).*