



Board Development and Governance Advanced Track

Robin Peyson | March 4, 2024



Indigenous Land Acknowledgement

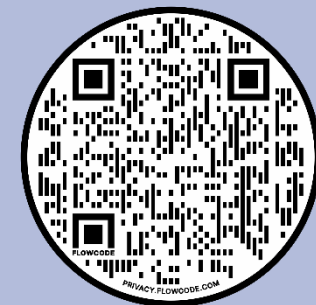
- We respectfully acknowledge that we live and work in territories where indigenous nations and tribal groups are traditional stewards of the land. Our California office resides in Tongva territory.
- Please join us in supporting efforts to affirm tribal sovereignty across what is now known as California and in displaying respect, honor, and gratitude for all indigenous people.

Whose land are you on?

Option 1: Text your ZIP code to 1-907-312-5085

Option 2: Enter your location at <https://native-land.ca>

Option 3: Access Native Land website via QR Code



BHWD Initiative: PWI and EPOC AE Team

Advocates for Human Potential (AHP)



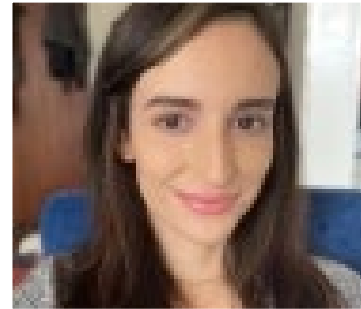
Susan Lange
BHWD
Program Director



Tammy Bernstein
PWI/EPOC
Project Director



Kate Cox
BHWD
Operations Manager



Kayla Halsey
BHWD
Data Manager



Caitlin Storm
BHWD Quality
Assurance



Brett Hall
PWI/EPOC
Lead Grantee Coach



Rosy Larios
PWI/EPOC
Grantee Coach



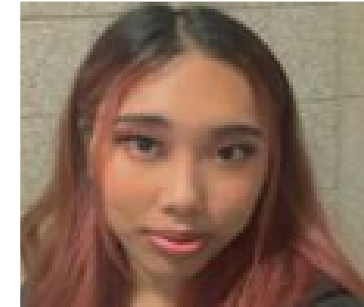
Rachael McDavid
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Grantee Coach



Rue Mansour
PWI/EPOC
Grantee Coach



Neyat Tefery
BHWD
Ops Specialist



Vic Walker
BHWD
Ops Specialist



Krislyn LaCroix
BHWD
Ops Specialist

Community Agreements

- Be present and be an active listener.
- One mic, one voice.
- Practice inclusivity.
- Honor pronouns and gender identity.
- Show respect (this may look different for each person).
- Allow conflicting perspectives to exist.
- Assume best intentions.
- Take space, make space.
- Share what you are comfortable sharing.
- Protect individual privacy.
- Practice self-care.
- Encourage growth of self and for others.
- Support resource sharing.



March Two-Track Event Details (3/4/24)

Board Development & Governance

Objectives	Foundational Track	Advanced Track
Learning Goals	<ul style="list-style-type: none">• Understand the importance of bylaws with board of directors• Best practices in creating board job descriptions• Learn about Robert's/Roberta's Rules of Order• How to run effective board meetings• Successful recruitment of board members	<ul style="list-style-type: none">• When and how to update bylaws• How to review/update board member job descriptions• Improving the Executive Director and Board President/Chair relationship• Improving board meetings
Target Audience	<ul style="list-style-type: none">• Individuals from new nonprofit organizations (less than 5 years)• Those seeking a solid understanding of board development• Participants looking to build their board beyond start-up	<ul style="list-style-type: none">• Individuals from nonprofit organizations at least 5 years old• Board members

About Robin L. Peyson

Robin has spent her professional career developing, managing, advocating for, and integrating public health, mental health, and substance use programs and policy, focusing on peer recovery support services. In 2019, she co-founded the Recovery Coalition of Texas, a statewide recovery community organization (RCO).

She is the former Executive Director of Communities for Recovery. Prior to Communities for Recovery, she served as Executive Director of the National Alliance on Mental Illness (NAMI) Texas. In 2013, she founded RLPeyson Consulting. Her focus is on peer-based substance use and mental health recovery services and supports.

She is a family member in recovery and has several individuals in her family who are impacted by substance use and mental illness. She has found healing through a variety of paths on her recovery journey.



Learning Objectives

By the end of this training, you will be able to:

- Know when and how to update your organization's bylaws.
- Provide guidance on the board's role in fundraising and how to effectively utilize a fund development committee.
- Optimize the relationship between the Board Chair and the Executive Director.
- Understand how board development shows up in each level of an organization's life cycle.

Topics Covered Today

- Reviewing and Updating Board Bylaws
- Fundraising and the Role of Board
- Executive Director and Board Chair Relationship
- Five Stages of Nonprofit Organizations Related to Board Development

Reviewing and Updating Your Organization Bylaws





WHY REVIEW YOUR BYLAWS

An organization should review its bylaws every 5 years and during moments of transition or growth.

When it is time to revisit the bylaws, take the opportunity to update a few items with each review.

Start by editing the following if they have changed:

- Number and terms of directors.
- Election procedures.
- Quorum requirements (this may change with virtual attendances).
- Director's terms and removal.
- Methods of communication or messaging.
- Voting and virtual meeting rules.

(iDeals Board, 2023)

Reasons to Update Your Bylaws

- 1. Ensure legal compliance with federal and state laws**
- 2. Ensure legal compliance with internal governance practices**
- 3. Ensure having effective governance practices in place**
- 4. Suspend ineffective governance practices**

Consequences for Not Updating Bylaws

- **Directors' removal from the organization.** Board directors who were unable to follow the latest governmental requirements because of outdated bylaws can be removed from the board.
- **Internal liability.** In some cases, board members can face disciplinary actions or be required to pay fines for their inability to follow the bylaws.
- **External liability.** When a third party is impacted because of the board's inability to comply with state requirements due to outdated bylaws, board members may be held liable for that harmful impact.
- **Organization's dissolution.** In the most serious cases, when the dispute cannot be resolved, an organization may be dissolved by a court decision.
- **Criminal liability.** In some situations, a board member who was unable to follow state law requirements due to the outdated bylaws may face criminal charges.

(iDeals Board, 2023)

5-Step Process for Updating Your Bylaws

- 1. Identify the timing.** The process of bylaws review should be either regular (for example, every 2 years) or on demand. On-demand bylaws review should usually follow from recent board changes, such as virtual meeting rules, director terms, or the minimum and maximum number of members required for the motion to be voted.
- 2. Adapt to the latest changes.** The next step is to reflect the latest changes to board procedures in the bylaws to ensure compliance with internal policies.
- 3. Review the state laws.** For the corporate bylaws to stay compliant with state law, dedicated committees should monitor all the changes to state laws and initiate bylaws review when needed. This review can include changes in the requirements for conducting virtual meetings in a particular state.
- 4. Draft the amendment.** After identifying all the required changes, it is time to draft the amendment. Dedicated bylaw amendment templates are usually used, and legal specialists are involved.
- 5. Submit amendments to the government agencies.** Bylaws amendments should be submitted to the government agencies. It is especially important to submit all the amendments to the Internal Revenue Service (IRS) when it's required.

(iDeals Board, 2023)

Fundraising and the Board



Fundraising and the Board

How to Get Board Buy-in for Fundraising

- Recruit board members who are passionate about your cause.
- Provide clear expectations for board members about their role in fundraising; be clear about what it means.
- Understand what the strengths and interests are of each board member.
- Keep fundraising at the front and center of **every** board meeting.
- The Executive Director (ED) or Chief Executive Officer (CEO) acts as the coach, taking the lead in encouraging and pushing the passion.
- Teach board members to tell the organization's story, to be effective ambassadors.

(BoardSource, n.d.-a; Nonprofit Leadership Center, 2017)



Fundraising and the Fund Development Committee

What are the essential roles and responsibilities of a development committee?

The development committee leads the board's participation in resource development and fundraising through the following activities:

- Works with the staff to develop the organization's fund development plan and strategies.
- Proposes policies and develops plans, procedures, and schedules for board involvement in fundraising.
- Helps educate board members about the resources needed to realize the organization's plans and fulfill its mission.
- Familiarizes board members with fundraising skills and techniques so they are comfortable raising money.



Executive Director and Board Chair Relationship

Executive Director and Board Chair Relationship

Key Factors to Build Strong Relationship

- Clear understanding of each other's roles
- Good boundaries
- Good communication
- Mutual trust, respect, and support
- Commitment to creating a positive work environment

(Funding for Good, 2020)



Executive Director and Board Chair Relationship

Clarifying Roles

Board Chair roles

- Help ensure the organization's success
- See the big picture
- Help organization fulfill its mission

Executive Director roles

- Oversee the day-to-day operations and administration of the organization, including hiring and firing staff
- Generate a marketing strategy
- Oversee program development and implementation
- Work toward goals of strategic plan

(Funding for Good, 2020)

Executive Director and Board Chair Relationship

To ensure these two roles are on the same page, here are some actionable tips for success:

- These two leaders should meet regularly outside of board meetings to go over issues or questions.
- Executive Directors should be included in all nonprofit board meetings to act as a source of truth for the nonprofit's day-to-day operations.
- Board Chairs should conduct an annual performance evaluation of the executive director along with the rest of the board.

(BoardSource, n.d.-b; Boardable, n.d.)

Board Development in the Organization's Life Cycle



Organization Life Cycle Stages



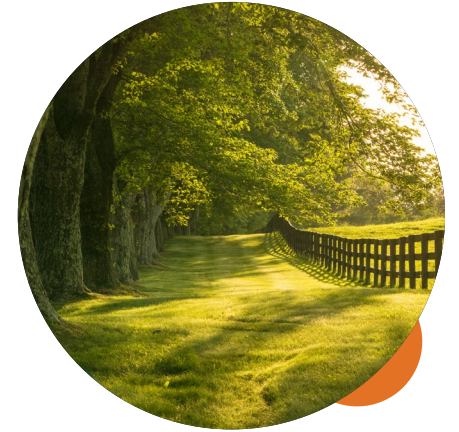
**Grassroots
Invention**



**Start-Up
Incubation**



**Adolescent
Growing**



**Mature
Sustainability**

(Sharkey Simon & Donovan, 2001)

Non-Profit Governance Board: Stages of Development

GRASSROOTS INVENTION	START-UP INCUBATION	ADOLESCENT GROWING	MATURE SUSTAINABILITY
<ul style="list-style-type: none"> • Not a real concern 	<ul style="list-style-type: none"> • Established governance structure • Small, passionate, and homogeneous board • Board members are typically volunteers or handpicked by executives 	<ul style="list-style-type: none"> • Introduction of "outside" professionals • Experienced professionals join the board • Shift towards increased planning and oversight • Transition from operational focus to strategic oversight • Evolving into a governance-focused board 	<ul style="list-style-type: none"> • Increased size and diversity • Shift towards policy and oversight focus • Emphasis on fundraising goals • Established committee structure • Enhanced accountability measures • Defined key board roles

(Sharkey Simon & Donovan, 2001)

Non-Profit Governance Board: Tasks by Stages

GRASSROOTS INVENTION	START-UP INCUBATION	ADOLESCENT GROWING	MATURE SUSTAINABILITY
<ul style="list-style-type: none">• Identify potential board members• Gather information on board formation• File articles of incorporation and bylaws• Recruit an initial board chair• Seek legal advice <p>(Sharken Simon & Donovan, 2001)</p>	<ul style="list-style-type: none">• Expand the board• Define board member roles & responsibilities• Provide training• Establish formal governance structure, including committees	<ul style="list-style-type: none">• Conduct board retreats for planning & training• Formalize board recruitment process• Culturally diversify board composition• Develop board orientation & mentor program• Shift focus towards policy development	<ul style="list-style-type: none">• Institute an annual board evaluation• Enhance board effectiveness

Learning Objectives

You now should be able to:

- Know when and how to update your organization's bylaws.
- Provide guidance on the board's role in fundraising and how to effectively utilize a fund development committee.
- Optimize the relationship between the Board Chair and the Executive Director.
- Understand how board development shows up in each level of an organization's life cycle.

Q&A



Thank You

Resources

Board Development

- [BoardSource](#)
- [Board Member Duties, Roles and Responsibilities You Need to Know](#)
- [Nonprofit Executive Compensation](#)
- [Board Recruitment Worksheet](#)
- [National Council of Nonprofits](#)
- [Robert's Rules of Order Cheat Sheet for Nonprofits](#)
- [Roberta's Rules \(to govern online meetings\)](#)
- [Attorney General's Guide for Charities](#)
- [Nonprofit Board Of Directors, Officers & Members Explained](#)

Resources

- [BoardSource: Downloadable Resources, Tools, & Templates](#)
- [Best Board Management Software](#)
- [What Is a Key Performance Indicator \(KPI\)?](#)

Board Evaluations

- [Board Evaluations: The Complete Q&A Guide for Nonprofits](#)
- [Board Meeting Assessment](#)
- [Form to Evaluate Board Meetings](#)

Recovery Resources

- [Faces & Voices of Recovery](#)
- [Alliance for Recovery Centered Organizations \(ARCO\)](#)
- [Council on Accreditation of Peer Recovery Support Services \(CAPRSS\)](#)

References

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- Sharken Simon, J., & Donovan, J. T. (2001). *The five life stages of nonprofit organizations: Where you are, where you're going, and what to expect when you get there*. Amherst H. Wilder Foundation.