



Board Development and Governance Foundational Track

John de Miranda | March 4, 2024



Indigenous Land Acknowledgement

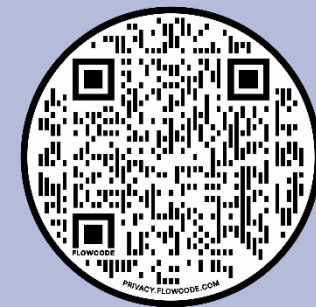
- We respectfully acknowledge that we live and work in territories where indigenous nations and tribal groups are traditional stewards of the land. Our California office resides in Tongva territory.
- Please join us in supporting efforts to affirm tribal sovereignty across what is now known as California 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 [Native Land CA](#)

Option 3: Access Native Land website via QR Code



BHWD Initiative: PWI and EPOC AE Team

Advocates for Human Potential (AHP)



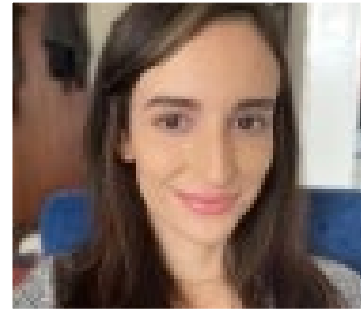
Susan Lange
BHWD
Program Director



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



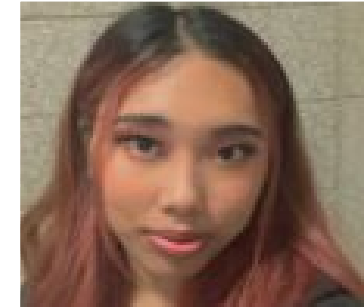
Rachael McDavid
PWI/EPOC
Grantee Coach



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

-	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 John de Miranda

With over 45 years of professional experience in the human services field, John de Miranda has held diverse roles, including program administrator, therapist, educator, and researcher.

Born to a Cuban immigrant, he graduated from Boston Latin, the oldest public school in the United States, and later earned a B.A. in Sociology from Wesleyan University and a master's in Counseling & Consulting Psychology from Harvard University. De Miranda is also a person in long-term recovery from alcohol use disorder.

Throughout his career, he has conducted research and published on various topics, including special education, harm reduction, legislative policy, healthcare cost containment, and advocacy for people with disabilities. He is a regular contributor to *Alcoholism & Drug Abuse Weekly* and has served on the Board of Directors of Faces & Voices of Recovery.

De Miranda has also taught at prestigious institutions such as the University of California, Berkeley, University of California San Diego, and the University of San Francisco. In August 2010, he was selected as the "Ask the Expert" by the Substance Abuse and Mental Health Services Administration.

Learning Objectives

By the end of this training, you will:

- Understand the importance of bylaws.
- Understand best practices in determining board roles and responsibilities.
- Be familiar with Robert's Rules of Order.
- Have tools to effectively run board meetings.
- Understand how to successfully recruit board members.

Topics Covered Today

- ❑ Bylaws
- ❑ Nonprofit Board: Key Responsibilities
- ❑ What Should Boards Focus On?
- ❑ Recruiting New Board Members
- ❑ Role of Board Officers
- ❑ Board Culture and Dynamics
- ❑ Running Effective Board Meetings



Bylaws

Why Do Bylaws Matter?

Bylaws serve as operating manuals for an organization's board of directors. They should be considered legal documents that are essential to sound functioning.

Bylaws are used to guide directors in their decision-making processes, including the following:

- Conducting meetings.
- Managing board business.
- Holding votes.
- Resolving disputes.
- Defining how board members and officers are elected.
- Providing board member term limits.
- Providing job descriptions of board officers.

(BoardSource, n.d.-a)

Key Components of Bylaws

- Basic organizational information, including the organization's name and primary location address.
- Statement of purpose that clearly states the organization's mission and purpose.
- Board structure, including an outline of board organization, a range for the minimum and maximum number of directors, professional versus community representation requirements, and term limits, if applicable.
- Board officers, including titles (president, vice president, secretary, treasurer, etc.), general responsibilities for each position, and terms.

(iDeals Board, 2023b; OnBoard, n.d.-b)



Key Components of Bylaws

- Committee rules, such as how to form new committees, and information on all standing committees, including their makeup and duties.
- Compensation and indemnification policies to outline how directors, officers, and staff are paid and to limit directors' legal liability.
- Election rules governing how directors and officers are elected or appointed.
- Process for removing directors or officers, including the vote count needed and causes—unethical behaviors, conflicts of interest, poor performance, or other issues.

(OnBoard, n.d.-b)



Key Components of Bylaws

- Voting rules should specify procedures for holding a vote and quorum requirements to govern how many board members must be present for a vote to occur.
- The bylaws should establish procedures for amending procedures, such as the required notification, documentation, and majority vote required to revise, add, or delete a portion of the existing bylaws.
- Membership rules (if applicable), including eligibility guidelines for membership and member rights, should be clearly described.
- Meeting guidelines should outline how frequently meetings should be held, notification requirements for upcoming meetings, and meeting procedures.

(OnBoard, n.d.-b)



Nonprofit Board: Key Responsibilities

Key Board Responsibilities

- Exercise prudent care and concern to their board responsibilities.
- Read and understand financial reports and be willing to question expenditures and examine variances in overseeing financial management.
- Responsible for strategic planning and achieving the nonprofit's short- and long-term goals.
- Responsible for hiring, supervising, and evaluating the Executive Director.
- Responsible for fundraising and development.
- Duty of **loyalty** mandates that board directors **prioritize the organization's interests over their own**, disclose conflicts of interest publicly, and refrain from using board service for personal gain.
- Duty of **obedience** requires board directors to ensure compliance with laws and regulations, refrain from illegal or unauthorized activities, and remain faithful to the nonprofit's mission.

(iDeals Board, 2023b)



What Should Boards Focus On?

Board Focus: Strategic Planning

The board should participate in the development of a strategic plan by:

- Staying informed on the creation of the plan.
- Ensuring participation of all stakeholders.
- Creating accountability on implementation and completion.

(Center for Community Health and Development, n.d.)

Board Focus: Executive Director

The board is responsible for the following activities related to the Executive Director (ED):

- Hire the ED: The board may delegate the interviewing and selection process to a committee.
- Support, supervise, and assess the ED.
- Align the ED's job description with ED's annual goals and their performance evaluation.
- Set salary using fair market value.

(iDeals Board, 2023b; Georgia Center for Nonprofits, n.d.; McRay, 2021)

Board Focus: Financial Management

The board is responsible for overseeing the organization's finances. This should include the following:

- Reviewing the organization's Financial Statements regularly- often every month.
- Maintaining a very clear picture of the incoming and outgoing funds, the revenues and expenses.
- Knowing how to assess financial statements and make informed decisions based on these statements.
- Reviewing and approving the annual budget.

(iDeals Board, 2023b; Georgia Center for Nonprofits, n.d.)

Board Focus: Fundraising and Resource Development

The board is responsible for overseeing the fundraising and resource development.

- Set expectations around donations.
- Help the ED raise money.
- Create and implement developmental strategies.
- Work with fundraising staff who will provide expertise, best practices, and opportunities.

(Georgia Center for Nonprofits, n.d.; iDeals Board, 2023b)





Recruiting New Board Members

Recruitment: Use a Matrix of Needs

When recruiting board members, consider the following:

- **Representation**
 - Your board should reflect who you serve.
 - Diversity, equity, and inclusion (DEI): A diverse board in terms of race, ethnicity, gender, age, and ability.
 - Avoid tokenism by having at least two board members representing an identity.
- **Skills and Expertise**
 - Financial
 - Fundraising/marketing
 - Legal/human resources (HR)
 - Other leadership skills your organization needs
- **Connections**
 - Public sector
 - Private sector
 - Current and potential partnerships

Recruitment Process: Best Practices

- Create a committee focused on board development.
- Create a job description.
- Post opportunities in local newspaper, online, and through social media.
- Encourage board members to invite friends to apply.
- Invite business partners to be on the board.
- Consider volunteers who have shown great commitment already.

*Be sure to put the recruitment process in writing and have board members agree to it.
Documentation prevents hurt feelings and confusion.*

Recruitment Process: Prepare Board Orientation

Create an orientation binder to give to new board members that includes the following:

- Mission/vision statements
- Most recent financials
- Program descriptions/outreach materials
- Budget
- Annual report
- Copy of bylaws
- Org chart with contact information
- Policies
- List of committees they can join
- Clear expectations on board giving



Role of Board Officers

Board Officer Positions

- Board Chair or President
- Vice Chair or Vice President
- Secretary
- Treasurer



Board Officers: What Do They Do?

Board Chair or President:

This person oversees the work of the board and the organization's Chief Executive Officer (CEO) and/or senior management team. They should possess strong leadership skills and be invested in the organization's success.

(Morand, 2021b)

Vice Chair:

This person supports the work of the Board Chair and Board Executive, including filling in for the board chair when needed, and fulfills special assignments as required. They should be ready to lead and committed to learning about the board.

Board Officers: What Do They Do?

Secretary:

This person is responsible for maintaining meeting minutes and monitoring compliance with the nonprofit's bylaws. They are usually required to attend all meetings. The Secretary should be highly organized and detail oriented.

(Morand, 2021b)

Treasurer:

This person tracks the nonprofit's financial standing, reviews the annual audit, and usually serves as chair of the finance committee. They should have a strong background in financial accounting.



Board Culture and Dynamics

Establishing a Strong Board Culture

Characteristics of a strong board culture

- Establishing a culture of inquiry.
- Embracing ongoing board development and growth.
- Healthy and respectful partnership between the board and the ED.
- Trust and candor between board members.
- Willingness to address poor board behavior that is having a negative impact.
- Thoughtful and productive resolution of issues or disagreements.

(BoardSource, n.d.-b)



Types of Board Governance Models

Involves the creation of different management committees, each with specific responsibilities for different areas of governance.

POLICY

The most democratic governance model with no hierarchy, where all members make consensual decisions as equals. It requires all members to be committed to the organization's mission.

COOPERATIVE

Board members heavily focus on fundraising and networking. Board members are often expected to have the means to contribute themselves financially.

PATRON

Involves engaging community members in the decision-making process and taking their opinions into account.

COMMUNITY ENGAGEMENT

Board Leadership Styles

Traditional leadership: Is hierarchical, emphasizing structure, formality, and adherence to protocols. The Chairperson guides discussions, sets agendas, and maintains order. Decisions are usually collective, relying on established norms and practices.

Collaborative leadership: Encourages active participation from all members in discussions, decisions, and strategic planning. This approach emphasizes open dialogue, shared responsibility, and collective intelligence. The Chairperson facilitates discussions, promotes diverse perspectives, and ensures all voices are heard.

Transformational leadership: Inspires board members to think innovatively and beyond conventional boundaries. The chairperson, a visionary figure, encourages bold ideas, disruptive thinking, and a dedication to organizational growth and innovation. This style fosters a dynamic environment that promotes continuous improvement and adaptability.

Servant leadership: Prioritizes the organization and stakeholders, with the Chairperson embodying humility, empathy, and a commitment to values while empowering others to excel.

Choosing the Right Leadership Style: The board's leadership style depends on the organization's stage, industry, culture, and board members. Flexibility and open communication are key for adapting and refining a style that supports sustained success.

(BoardHub, 2023)



Running Effective Board Meetings

Key Steps to Running Effective Board Meetings

- Send out the agenda early.
- Start and end meetings on time.
- Implement Robert's Rules of Order.
- Ensure that you have someone responsible for taking detailed meeting minutes.
- Focus on strategy.
- Give everyone a chance to speak.
- Ensure that everyone knows what they are responsible for.
- Build a team atmosphere.

(Morand, 2021a; Arneal, 2023; Rivas, 2022)

Robert's Rules of Order

Robert's Rules is a framework based on parliamentary procedure “that is comprised of a set of codes and rules of ethics that helps groups hold orderly meetings that allow the majority to rule while allowing minority voices to be heard.”

Here is a general outline of the essential elements of Robert's Rules:

- **Motion:** A member proposes an action or decision by saying, “I move to...”. Another member seconds the motion. The group then votes, passing by majority or quorum as per the bylaws.
- **Amend a motion:** Members change a motion by saying, “I move to amend the motion on the floor.” This must be seconded and voted upon.
- **Commit:** Members transfer a motion to a committee for review, requiring a second and a vote. The committee presents its report at the next meeting.
- **Question:** Members end debate by saying, “I call the question,” which needs a second and a two-thirds majority vote. The motion on the floor is then immediately voted upon.
- **Adjourn:** To end the meeting, a member moves to adjourn, which is seconded, and then voted upon. If the majority agrees, the meeting ends.

Digital Voting

Can you vote digitally? Should you?

- What do your bylaws say?
- Does your state have regulations about voting by email or digitally?
- What is the cost for software to vote digitally?
- What impact does it have on the discussion and voting process?
- Is it consistent with recovery values and principles?
- Does it align with the participatory process?

(Carter, 2019; Office of the Attorney General, n.d.; Louis E. Michelson, A Professional Corporation, 2020)

Board Meeting Packets: Key Elements

Agenda: A board packet must address the most crucial question: the reason for the meeting. It should detail the issues the meeting will primarily cover and leave extra time for directors to suggest additional subjects.

Previous meeting minutes: Board packets should include the prior board meeting minutes for members to examine and check for errors.

ED/CEO report: The executive summary report in a board packet should address the organization's current position and any significant factors that have impacted the organization since the previous meeting.

Financial report: This report should contain updates on the company's financial situation in relation to its key performance indicators (KPIs).

Board committee reports: A board packet should highlight the different projects handled by committees and their progress.

Board correspondence: The packet should have an area that addresses any inquiries from shareholders on crucial company matters.

Background information: A board packet must detail supporting information in line with the meeting's discussions that board directors need to make crucial decisions.

(Wire, 2023)

Review: Learning Objectives

You now should:

- Understand the importance of bylaws.
- Understand best practices in determining board roles and responsibilities.
- Be familiar with Robert's Rules of Order.
- Have tools to effectively run board meetings.
- Understand how to successfully recruit board members.

Q&A



Thank You

Resources

Board Resources

- [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

Recovery Resources

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

References

- Center for Community Health and Development. (n.d.). *Chapter 7, section 8: [Identifying and analyzing stakeholders and their interests.](#)* [Community Tool Box](#); University of Kansas.
- Arneal, L. (2023, March 9). [7 tips for running more productive nonprofit board meetings.](#) Nonprofit Hub.
- BoardHub. (2023, August 23). [Exploring board leadership styles: Finding the right approach for organizational success.](#)
- BoardSource. (n.d.-a). [Board member roles and responsibilities.](#)
- BoardSource. (n.d.-b). [Culture and dynamics.](#)
- Carter, E. (2019, October 28). [Can your nonprofit board vote by email?](#) CharityLawyer.
- Georgia Center for Nonprofits. (n.d.). [Board & governance resource hub.](#)
- Hoy, T. (2023, May 9). [Robert's rules cheat sheet for nonprofits.](#) BoardEffect.
- iDeals Board. (2023a, April 14). [Best practices for nonprofit board of directors for growth and meaningful impact.](#)

References

- iDeals Board. (2023b, August 14). [*Board member duties, roles and responsibilities you need to know.*](#)
- Louis E. Michelson, a Professional Corporation. (2020, May 12). [*Charity governance during the COVID-19 pandemic.*](#)
- McRay, G. (2021, May 10). [*Nonprofit executive compensation.*](#) Foundation Group.
- Morand, T. (2021a, February 12). [*How to run a successful nonprofit board meeting in 8 steps.*](#) WildApricot.
- Morand, T. (2021b, March 9). [*The complete guide to building a nonprofit board.*](#) WildApricot.
- Office of the Attorney General. (n.d.). [*Laws & regulations. State of California Department of Justice.*](#)
- OnBoard. (n.d.-a). [*Board management resource center.*](#)
- OnBoard. (n.d.-b). [*Why term limits matter*](#) [White paper].
- Rivas, J. (2022, November 11). [*Board meeting minutes legal requirements you must know.*](#) Board Portal.
- Wire, A. (2023, May 10). [*How to create a board pack \(Step-by-step\).*](#) OnBoard.