



the Valley Baptist
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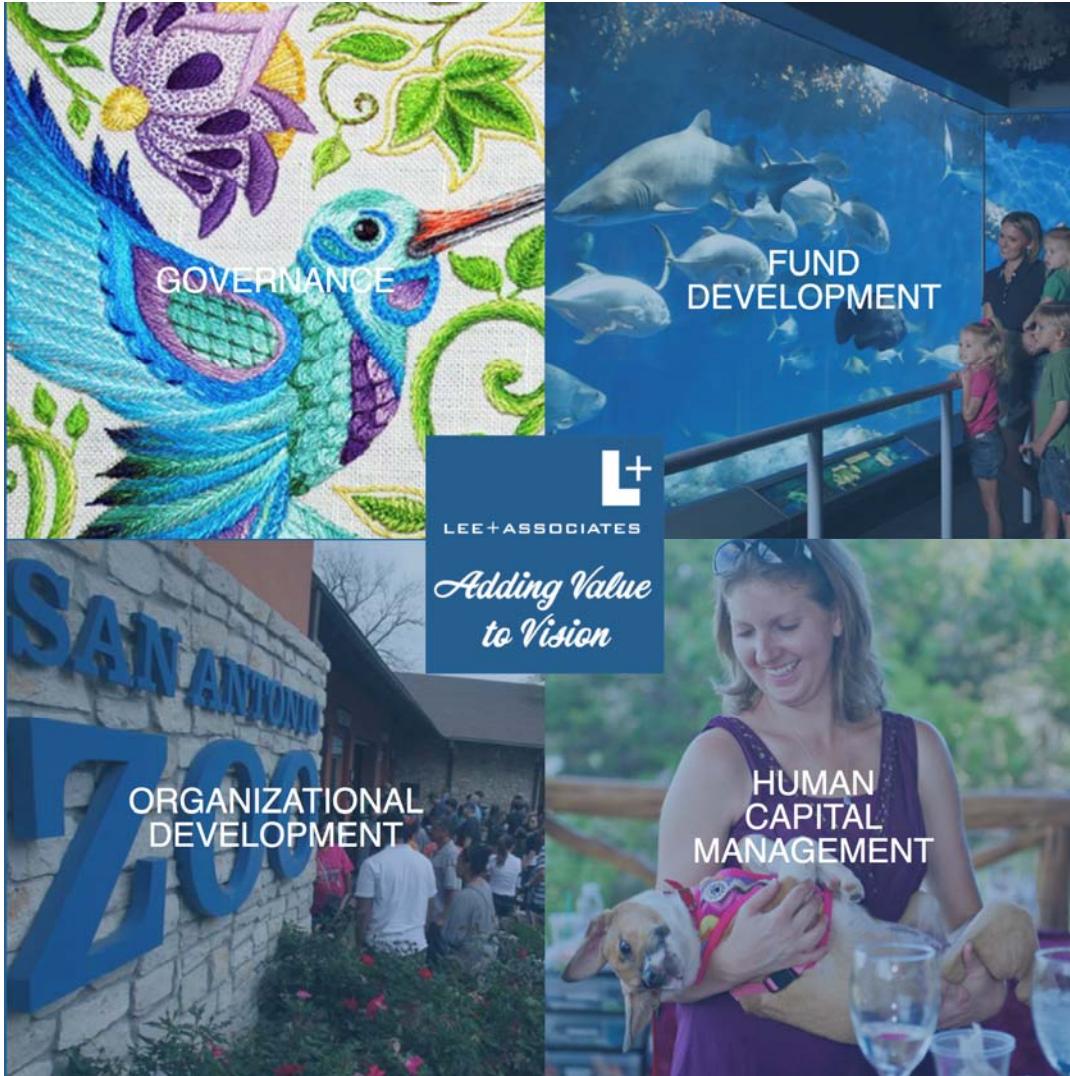


Board Roles & Relationships



Marion Lee, CFRE
Alexis De Sela


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ADDING *value* TO *vision*



Who we are and what we do



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Successful Boards



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10 Basic Responsibilities of Board of Directors/Trustees



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- Determine your mission & purpose
- Select the Executive
- Support the Executive & review performance
- Ensure effective organizational planning
- Ensure adequate resources

10 Basic Responsibilities of Board of Directors/Trustees



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- Manage resources effectively
- Determine & monitor programs & services
- Enhance our public image
- Serve as a court of appeal
- Assess its own performance

Signs of a Functioning Board



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- Board members attend orientation session
- Each member has a copy of By-Laws & has read them
- Board members show up for meetings
- Board members volunteer for committees & do work at the committee level
- Board committees meet regularly

Internal Structures & Processes

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Internal Structures: It is Not Your Lemonade Stand!

- Bylaws – research and update periodically
- Insurance – D&O for Board and Officers
- IRS Conflict of Interest for Board members
- Business model versus “Mom and Pop”
 - Professional financial structure

Reporting – Mission Transparency



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- Regular Board meetings
- Accurate and complete minutes
- Records at registered or principal place of business - on demand – right to inspect

Prohibited Actions

- Lobbying
- Loans to Board members
- Excessive benefits
- Distribution of assets outside of Bylaws
- Actions not taken in good faith

Legal Roles of Boards

- **Standard of Care** – “Prudent Man” concept, board member always acts in good faith and in the best interests of nonprofit
- **Duty of Obedience** – Board members can only act within their own authority and must follow Board’s instructions
- **Duty of Loyalty** – place the organization’s interests above all others
 - No conflict of interest
 - No personal gain
 - Cannot benefit financially



Fiduciary Roles of Board

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- Secure adequate resources for the organization to fulfill its mission (Stewardship & Fundraising)
- Protect assets and provide financial oversight (Budget & Monitoring)
- Ensure legal and ethical integrity
- Create and uphold professional business practices and behavior



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Professional Roles of The Board



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- Create and support a business-like, professional attitude internally and externally.
 - Avoid creating a familial atmosphere
 - Make appointments and respect them
 - Do not encourage inappropriate or overly familiar relationships with staff members
 - Avoid gossip
- Respect chain of command and channels of communication

Effects of Boards on Operations



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- Healthy relationship between Executive Director and Board Chair is critical to optimal performance
- Staff has a good sense of the health of the relationship and it does affect them!
- Leave operations to the Executive Director
- Know the staff and understand what they do, but avoid contacting staff directly if you have issues or questions
- Boards should be the number one advocate for capacity building – starting with them!

Resources

- www.boardsource.org
- www.texasbar.org
- www.cof.org
- www.texasnonprofits.org
- www.guidestar.org
- www.nonprofitresource.org



we get our clients moving
in the right direction

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