

COOPER FOUNDATION

Founded by Madison Cooper in 1943 "to make Waco a better or more desirable place to live."

- Grants
- Nonprofit Network
- Waco Leadership Forum
- Cooper House





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MANY BOARD MEMBERS AND CHIEF EXECUTIVES DON'T FULLY UNDERSTAND THE ROLE OF THE BOARD,

THIS INCREASES RISK AND MAKES THE BOARD AN UNDERUTILIZED ASSET.

WHY THIS MATTERS

NON-PROFITS EXIST TO IMPROVE THE WORLD.

PEOPLE WILL SUFFER
IF I DON'T DO MY JOB WELL.

WHY THIS MATTERS

"EVERY MAN IS GUILTY OF ALL THE GOOD HE DIDN'T DO."
-VOLTAIR

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what we'll cover today

LEGAL DUTIES & WHY HAVE BOARDS? BUILDING A GREAT BOARD TRENDS IN BOARD STRUCTURE

BUILDING HIGH PERFORMING BOARDS

501	(C)(3)	TAY	EXEMPT	STATIIS

UNLIKE FOR-PROFIT COMPANIES, THEY DON'T ACCUMULATE AND DISTRIBUTE PROFITS TO THEIR INVESTORS OR OWNERS.

BECAUSE OF THIS, THEY AREN'T REQUIRED TO PAY INCOME TAX.

NONPROFITS ARE WEIRD ANIMALS



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MUST HAVE A BOARD OF DIRECTORS, WHICH HAS AUTHORITY OVER THE ORGANIZATION

LEADERSHIP SHARED BETWEEN THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE

3-25+ VOLUNTEER BOARD MEMBERS SUPERVISE ONE EXECUTIVE DIRECTOR

NONPROFITS ARE WEIRD ANIMALS



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DUTY OF CARE

DUTY OF LOYALTY

DUTY OF OBEDIENCE

LEGAL DUTIES OF BOARDS ACCORDING TO US NONPROFIT CORPORATION LAW

Page 7 of the workbook

DUTY OF CARE: EACH BOARD MEMBER HAS A LEGAL RESPONSIBILITY TO PARTICIPATE ACTIVELY IN MAKING DECISIONS ON BEHALF OF THE ORGANIZATION AND TO EXERCISE THEIR BEST JUDGMENT WHILE DOING SO. ~ SHOWING UP ~ READING THE BOARD PACKET ~ ~ ASKING QUESTIONS ~ **LEGAL DUTIES OF BOARDS ACCORDING TO US NONPROFIT CORPORATION LAW** 10 DUTY OF LOYALTY: EACH BOARD MEMBER MUST PUT THE INTERESTS OF THE ORGANIZATION BEFORE THEIR PERSONAL AND PROFESSIONAL INTERESTS WHEN ACTING ON BEHALF OF THE ORGANIZATION IN A DECISION-MAKING CAPACITY. THE ORGANIZATION'S NEEDS COME FIRST. ~ DISCLOSE ALL CONFLICTS ~ DON'T PARTICIPATE IN DECISIONS THAT PERSONALLY AFFECT YOU ~ **LEGAL DUTIES OF BOARDS ACCORDING TO US NONPROFIT CORPORATION LAW** 11 DUTY OF OBEDIENCE: BOARD MEMBERS BEAR THE LEGAL RESPONSIBILITY OF ENSURING THAT THE ORGANIZATION COMPLIES WITH ALL THE APPLICABLE FEDERAL, STATE, AND LOCAL LAWS AND ADHERES TO ITS MISSION. ~ UNDERSTAND THE APPLICABLE LAWS ~ ~ ENSURE THAT DECISIONS & STRATEGIES REINFORCE THE PURPOSE OF THE ORGANIZATION~

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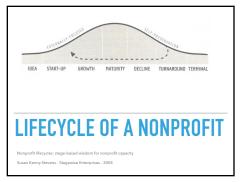
LEGAL DUTIES OF BOARDS

US NONPROFIT CORPORATION LAW

ACCORDING TO

DUTY OF COMMON SENSE DUTY OF CURIOSITY Can you help me understand? INSIST ON ANSWERS TWO MORE DUTIES OF BOARDS	
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	1
TO FULFILL THESE DUTIES, BOARD MEMBERS MUST HAVE A THOROUGH UNDERSTANDING OF THE ORGANIZATION'S OPERATIONS, THE COMMUNITY IT SERVES, AND THE	
LARGER ECOSYSTEM.	
PURPOSE-DRIVEN BOARDS	
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TO FULFILL THESE DUTIES	
BOARD MEMBERS MUST HAVE A	
THOROUGH UNDERSTANDING OF THE ORGANIZATION'S OPERATIONS	
COMMUNITY IT SERVES, AND THE	
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PURPOSE-DRIVEN BOARDS	







THE BOARD:

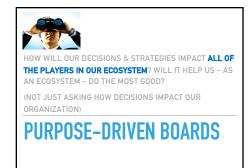
IS A GROUP OF INDIVIDUALS – A TEAM! INDIVIDUAL BOARD MEMBERS HAVE NO AUTHORITY (OR INDIVIDUAL RIGHTS) OVER THE ORGANIZATION

THE ROLE OF THE BOARD

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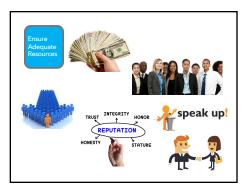


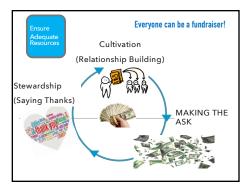
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SUPPORT THE CEO! HOLD THE CEO ACCOUNTABLE!



HOW? ANNUAL EVALUATION

- ANNUAL EVALUATION WITH CLEAR MEASURABLE GOALS
 - ** SERVICE & IMPACT
- **. STAFF SATISFACTION/TURNOVER
- COMMUNICATION THROUGHOUT THE YEAR
- WHAT ELSE?

THE ROLE OF THE BOARD

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THE BOARD:

LOOK FOR APPROPRIATE OPPORTUNITIES TO CREATE BOARD/STAFF/STAKEHOLDER COMMITTEES OR TASK FORCES

CONSIDER HOW TO FORMALLY GET FEEDBACK FROM STAFF AND STAKEHOLDERS ABOUT ORGANIZATIONAL AND CHIEF EXECUTIVE PERFORMANCE

ENSURE THERE IS A GRIEVANCE POLICY FOR STAFF. WITH A CLEAR COMMUNICATION PROCESS

THE BOARD - CHIEF EXECUTIVE PARTNERSHIP

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CHIEF EXECUTIVE

AUTHORIZED TO MANAGE ORGANIZATIONAL OPERATIONS HIRES ALL STAFF

WORKS PRODUCTIVELY WITH THE BOARD TO ENSURE STAFFING AND SERVICE MODEL IS ALIGNED WITH APPROVED BUDGET AND STRATEGIC PLAN

EXECUTES THE STRATEGY

THE BOARD - CHIEF EXECUTIVE PARTNERSHIP

RESTRICTED INFORMATION FLOW

LIMITED OVERSIGHT

LIMITED STRATEGIC INPUT

CONFLICTS OF INTEREST

FILLED WITH FIGUREHEADS OR FUNDRAISERS WITH NO TIME

FILLED PRIMARILY WITH HANDPICKED FRIENDS WHO SERVE AS A
FAVOR TO THE ED

SKELETON BOARD OR CONSISTENT AND/OR WIDESPREAD

ABSENCES

SIGNS OF A CONTROLLING EXECUTIVE & WEAK BOARD

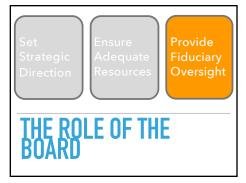
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RECONSIDER SIZE OF BOARD/EXECUTIVE COMMITTEE
BOARD SELF-ASSESSMENTS
STRONG BOARD CHAIR
SUCCESSION PLANNING
JOB DESCRIPTIONS/EXPECTATIONS FOR BOARD MEMBERS
OPEN CULTURE FOR ASKING QUESTIONS
CEO EVALUATION/EXECUTIVE SESSION

WHO RECRUITS BOARD? (SEE BOARD BUILDING!)

CONTROLLING EXECUTIVE / WEAK BOARD REMEDIES

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APPROVE ANNUAL BUDGET
MONTHLY REVIEW OF FINANCIAL STATEMENTS
PAYROLL TAXES
ANNUAL REVIEW OF THE 990
DIRECTORS & OFFICERS INSURANCE

ANYONE CAN SUE YOU FOR ANYTHING

ANNUAL AUDIT
INTERNAL CONTROLS

THE ROLE OF THE BOARD

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INTERNAL CONTROLS

Provide Fiduciary Oversight

UNSCHEDULED REVIEWS OF STAFF EXPENSE REPORTS

BANK STATEMENTS (ALL!) SENT TO THE BOARD TREASURER

ENCOURAGE WHISTLEBLOWERS

THE ROLE OF THE BOARD

NONPROFIT – 501(C)(3) – IS A TAX STATUS, NOT A BUSINESS MODEL



NONPROFITS SHOULD HAVE 3- 6 MONTHS CASH ON HAND.

IDEALLY, NONPROFITS WOULD HAVE DIFFERENT TYPES OF RESERVES FOR A VARIETY OF PURPOSES:

- CAPITAL NEEDS
- TRANSITIONS / DIRECTION CHANGES
- OPERATING NEEDS

OVERHEAD IS IMPORTANT AND HAS ITS PLACE.

THE ROLE OF THE BOARD

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THOROUGH UNDERSTANDING OF THE ORGANIZATION'S OPERATIONS



PURPOSE-DRIVEN BOARDS
AKA NOT MANAGEMENT

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THE BOARD:

IS A GROUP OF INDIVIDUALS – A TEAM!
INDIVIDUAL BOARD MEMBERS HAVE NO
AUTHORITY (OR INDIVIDUAL RIGHTS) OVER THE
ORGANIZATION

NOT MANAGEMENT

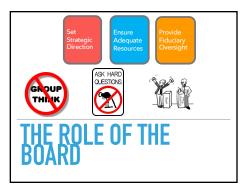
BOARD: CEO: ADOPTS A STRATEGIC MINDSET, FOCUSING ON BIG ENSURES STRATECI LANNING HAPPENS WITH ACTIVELY PARTICIPATE IN STRATEGIC PLANNING LEADS OPERATIONAL PLANNING AND APPROVES ANNUALLY EVALUATES THE CEO; DETERMINES PLANS FOR THE STAFF COMPENSATION EVALUATES ITS OWN PERFORMANCE - AT LEAST . ENSURES A PROCESS FOR STAFF PERFORMANCE EVERY 2-3 YEARS EXISTS, APPROVES STAFF COMPENSATION, ASSESSES THE ORGANIZATION'S ACHIEVEMENT OF EVALUATES OWN PERFORMANCE ITS GOALS VIA STAFF REPORTS TO THE BOARD

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BOARD: DRAFT & JOR APPROVE BROAD POLICIES MONITOR LEGAL REQUIREMENTS HIRE CEO, DELEGATE OPERATIONS. EXPECT REGULAR UPDATES MONITOR LEGAL REQUIREMENTS HIRE STAFF & OPERATIONAL RESPONSIBILITIES HIRE STAFF & OPERATIONAL RESPONSIBILITIES SHARE ALL NEWS — GOOD AND BAD — WITH THE BOARD MOT MANAGEMENT Flowing Managements Responsibilities Character Adequals Responsibilities Responsibilities Character Adequals Responsibilities Character Cha

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BOARD: - ENSURES ADEQUATE FINANCIAL EXPERTISE ON BOARD - SETS OVERALL FISCAL POLICIES & ENSURES APPROPRIATE INTERNAL CONTROLS - APPROVES ANNUAL BUDGET & CAREFULLY MONITORS FRANKLIAL EXPERTS - HIRES AN AUDITOR AND REVIEWS AUDIT IN EXECUTIVE SESSION - TOTAL AUDITOR AND REVIEWS AUDIT IN EXECUTIVE SESSION - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR ALL DALLY MONEY TRANSACTIONS - PROVIDE STANDARD AND PROCEDURES FOR





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LEGAL DUTIES & WHY HAVE BOARDS?

BUILDING A GREAT BOARD

TRENDS IN BOARD STRUCTURE

BUILDING HIGH PERFORMING BOARDS

CHAT: WHO BUILDS THE BOARD? Governance Committee (formerly/AKA: Nominating Committee) YOU! (the board!) BUILDING A GREAT BOARD

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STEP #1: WHAT DO WE NEED RIGHT NOW AND IN THE NEAR FUTURE? WHAT ARE THE THREE MOST IMPORTANT THINGS FOR OUR BOARD TO ACCOMPLISH THIS YEAR?

DO WE HAVE THE RIGHT PEOPLE ON THE BOARD TO MAKE THAT HAPPEN?

BUILDING A GREAT BOARD

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DIVERSITY, EQUITY, INCLUSION

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IS OUR BOARD POPULATED IN A WAY THAT ENSURES THAT OUR POWER
IS **AUTHORIZED BY AND INCLUSIVE OF THE COMMUNITY IMPACTED BY THE WORK WE DO?** ARE WE DOING ALL WE CAN TO LISTEN TO WHAT

OUR PROGRAMMATIC STAKEHOLDERS TELL US IS IMPORTANT?

(INSTEAD OF ASKING, "WHAT DO "WE" THINK IS BEST?" without intentional reflection on how who "we" are informs our perspective)

PURPOSE-DRIVEN BOARDS

https://ssir.org/articles/entry/the_four_principles_of_purpose_driven_board_leadership

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BUT IT'S NOT EASY! BOARDS MUST BE:

Willing to make changes to the way that your board operates to become more diverse, inclusive, and equity-focused.

(i.e., Participate in racial equity training: become more intentional in recruiting for board demographic diversity: welcome differing points of view into boardroom deliberations)

DIVERSITY, EQUITY, & INCLUSION

COLLEAGUES
BOARD MEMBERS OF OTHER NONPROFITS
NEWS MEDIA
SOCIAL MEDIA
CURRENT VOLUNTEERS & BOARD MEMBERS
DONORS
COMMUNITY LEADERS
SMALL BUSINESS OWNERS
PROFESSIONALS RELATED TO MISSION
LOCAL LEADERSHIP PROGRAMS

BUILDING A GREAT BOARD: HOW & WHERE?

GO BEYOND YOUR NETWORKS

HOW & WHERE?

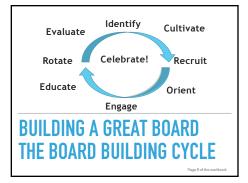
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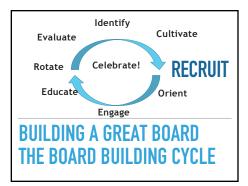
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DEEP NETWORKING OTHER COMMUNITY ORGANIZATIONS LEADERS IN YOUR CURRENT OR PAST CLIENT COMMUNITY POST BOARD POSITIONS PUBLICLY (WEBSITE, SOCIAL MEDIA) STRATEGIC BOARD RECRUITMENT ISN'T ABOUT SPEED AND EASE — IT'S ABOUT TAKING THE TIME TO GET IT RIGHT. DIVERSIFYING YOUR BOARD:

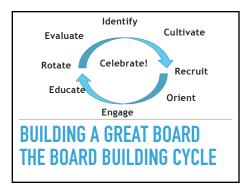
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ARE THEY WILLING TO DO WHAT IT TAKES?	
BECOME A MEMBER OF A BOARD (GOVERN)	EVERYONE IS
BE A VOLUNTEER (HELP)	IMPORTANT!!!!
BE A STAFF PERSON	IMPORTANT!!!!
BE A DONOR	

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LEGAL DUTIES & BASIC RESPONSIBILITIES OF NONPROFIT BOARD MEMBERS BUILDING A GREAT BOARD

TRENDS IN BOARD STRUCTURE

BUILDING HIGH PERFORMING BOARDS

TYPES OF COMMITTEES

TASK FORCES

EVENTS

STANDING COMMITTEES

- GOVERNANCE
- FINANCE
- AUDIT
- EXECUTIVE***

AD HOC COMMITTEES FUNDRAISING COMMITTEE

BYLAWS REVIEW CAPITAL CAMPAIGN EMPLOYMENT POLICY REVIEW

EXECUTIVE SEARCH PUBLIC POLICY STRATEGIC PLANNING

CAUTION

LEADING PRACTICES IN GOVERNANCE

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EXECUTIVE COMMITTEE

ARE COMMITTEE MEMBERS ESSENTIALLY ATTENDING TWO BOARD MEETINGS? IS THE EXECUTIVE COMMITTEE ACTUALLY MAKING ALL OF THE DECISIONS?

IS THERE INFORMATION THE EXECUTIVE COMMITTEE HAS THAT THE REST OF THE BOARD IS NOT PRIVY TO?

IS THE EXECUTIVE COMMITTEE ACTUALLY DOING OTHER COMMITTEES' WORK? (E.G. FINANCE, GOVERNANCE)

NONPROFIT GOVERNANCE **TRENDS**

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Executive Committee*

IF YOU HAVE ONE:

- LIMITED ROLE TWO PURPOSES: REVIEW THE CEO AND HANDLE EMERGENCIES
- MEET ONLY IF NEEDED LIMIT DECISION-MAKING
- ACCOUNTABLE TO THE FULL BOARD:
- DON'T HAVE ONE!!! UNLESS YOUR BOARD: ENSURE PROMPT REPORTING BACK
 BYLAWS SHOULD DETERMINE WHO IS ON THE
 COMMITTEE INOT THE COMMITTEE'S WHIM Meets ≤ quarterly AND has >15 members

TRANSPARENCY IS KEY

TRENDS IN COMMITTEE **STRUCTURE**

TRENDS IN BOARD TERMS TWO 2-YEAR TERMS OR THREE 2-YEAR TERMS 2-YEAR TERMS FOR BOARD CHAIR - OR A STRONG VICE CHAIR/CHAIR SUCCESSION PLAN USE NON-BOARD MEMBERS ON COMMITTEES

NEW EXPERTISE & DIVERSITY

EXPANDS THE NUMBER INVOLVED WHILE AVOIDING AN UNWIELDY BOARD

TESTING GROUND FOR POTENTIAL BOARD MEMBERS
MORE PEOPLE LEARN ABOUT THE ORGANIZATION
INVOLVES THOSE PEOPLE UNABLE TO COMMIT TO BOARD

NONPROFIT GOVERNANCE LEADING PRACTICES

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TRENDS IN COMMITTEE STRUCTURE

- Committee Descriptions which include responsibilities and expectations; limited to those things explicitly delegated by the board
- Committee meetings are open to all board members.
- Committee Minutes
 Committee Reports
 - Committee minutes go out within a few days to committee members (to check accuracy and inform those unable to attend)
 - Committee reports are shared with the full board at its meetings.

NONPROFIT GOVERNANCE TRENDS

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GOVERNANCE COMMITTEE

TAKES THE LEAD AND RESPONSIBILITY FOR

- NOMINATING & RECRUITMENT
- ONGOING BOARD DEVELOPMENT
- LEADERSHIP DEVELOPMENT
- BOARD AND MEMBER ASSESSMENT AND BOARD EDUCATION
- ENSURING THAT THE BOARD IS EQUIPPED WITH PROPER GUIDELINES AND STRUCTURE TO DO ITS WORK MOST EFFECTIVELY (AKA BYLAWS & POLICIES REVIEW)

NONPROFIT GOVERNANCE TRENDS



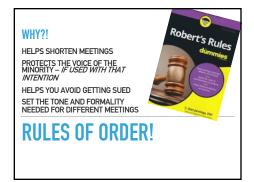


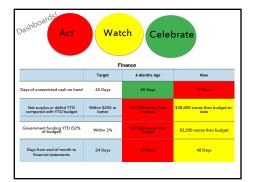
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VIRTUAL BOARD MEETING TIPS

- ENSURE ALL BOARD MEMBERS KNOW HOW TO USE THE TECHNOLOGY
- CREATE WAYS FOR PEOPLE TO ENGAGE AT THE BEGINNING OF THE MEETING
- FOLLOW SOME OF THE SAME RULES ARRIVE ON TIME, READ MATERIALS AHEAD OF TIME, DON'T MULTI-TASK
- IDENTIFY WAYS FOR EVERYONE TO ENGAGE
- ROUND ROBINS, CHAT BOX
- ADDRESS CONFLICTS OF INTEREST

MEETINGS







PEOPLE WILL SUFFER IF I DON'T DO MY JOB WELL.

WHY THIS MATTERS

"EVERY MAN IS GUILTY OF ALL THE GOOD HE DIDN'T DO."
-VOLTAIR

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Questions?

LEGAL DUTIES & BASIC RESPONSIBILITIES OF NONPROFIT BOARD MEMBERS BUILDING A GREAT BOARD TRENDS IN BOARD STRUCTURE

BUILDING HIGH PERFORMING BOARDS

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Evaluations!

Thank you!



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