Non-Profit Board Governance and Development

Hosted By Mike Gallagher March 23, 2017





Introduction

Today's Agenda-Governance

- Legal Responsibilities
- Board Structure & Committees
- Board Meetings
- Your Executive Director
- Financial Controls and Reporting
- Strategic Planning
- Other "Stuff"





Introduction

Today's Agenda-Development

- Identifying, Recruiting and Retaining Directors
- Education and Awareness
- Fundraising and Philanthropy

C.C.S.S.S	SC CO	
Γ	AGENDA #1	
Ø	Item #1 Item #2 Item #2	C)22Pr
	Item #	3
22	Item #	÷4
	litem #	



Legal Responsibilities

- Duty of Care and Loyalty
- By-laws
- Statutory Immunity
- Federal Volunteer
 Protection Act
- Sarbanes-Oxley Act
- Code of Ethics
- Conflicts of Interest
- Whistleblower Act





Who should be on the Board?

- What characteristics make a strong Director?
 - Responsive to the mission
 - Commitments
 - Skills and experience
 - Perspective
- What qualities make directors valuable?





- Provide an orientation
- Consider an Advisory board
- Assign director terms
- Electing Board Officers
- What Size is the Right Size?





Committees

- Chairperson
- Minutes and communicating with the Board
- Authorization levels (Board, Committee, Staff)
- Frequency of meetings
- Developing Committee Charters
- Reporting to the Full Board



Committees

- Executive Committee
- Finance or Audit Committee
- Nominating Committee
- Fundraising Committee
- Programming Committee
- Compensation Committee
- Other Committees in By-Laws





Board Meetings

- Quorums
- Agenda
- Getting information prior to meeting
- Executive sessions
- Decisions vs communications
- Frequency of meetings
- Participation



Board Meetings

Board Meetings

- Robert's Rules of Order
- Minutes
- Timing
- Attendance
- Where to hold Board Meetings





Your Executive Director

- Choose an ED carefully
- Executive Compensation
- Setting Clear Goals
- Annual Performance Reviews
- Founding Father Syndrome



"Frankly, I don't remember why I called this meeting."



Financial Controls & Reporting

Accounting Controls

- Maintain an appropriate accounting system
- Maintain bank accounts
 - Who should be authorized to sign checks?
- Have controls over "cash" receipts
- Minimize the use of "petty" cash
- Reconcile accounts regularly
- Get authorization on "large" expenditures
- Restrict use of credit card



Financial Controls & Reporting

- Accounting for funds from grants
- Borrowing money
- Deductibility of contributions received
- Leases
- Contracts
- Related party transactions
- Human Resources





Financial Controls & Reporting

Annual Reporting Requirements:

- Tax Returns
- Financial Statements
- Changes in Directors
- Other Reporting Requirements





Strategic Planning

- Define what you want to achieve
- Review Vision and Mission Statements
- Choose the right facilitator
- Who should be involved?
- Set the right environment
- Ask others (public survey)
- Follow-up





Other Stuff

- Rotation of Directors (Terms)
- Nominating New Directors
- Insurance
- Information Security
- Participate and Ask Questions
- Conduct Self-Assessments



Identifying The Right Directors

 Is your board recruitment policy: "warm blood and a pulse"?



 "Most boards take more care in hiring the guy who clears the trash out of the parking lot thank they take care in hiring their board"



Identifying the Right Directors

Who should be on the Board?

- Assess your needs
 - Diversification: professionals, technical, fundraisers, do-ers and passive members
- Identify a strong chairman
- Look for those who are willing to serve and are not overcommitted



Identifying The Right Directors

- Where to look?
 - Other boards
 - People you have worked with before.
 - Centers of Influence
 - Industry groups
 - Post an opening
 - Social Media
- Perform Due Diligence
- Know your Fellow Directors





Retaining Directors

- Review the Roles and Responsibilities of your Directors
- Engage directors
- Make them feel important
- Make meetings fun and interesting
- Ask them what they want.
- Don't guilt them into staying





Education and Awareness

- Corporate Governance
- Teach them about your organization
 - Invite staff
 - Review policies and procedures
- Finances
- Industry Standards





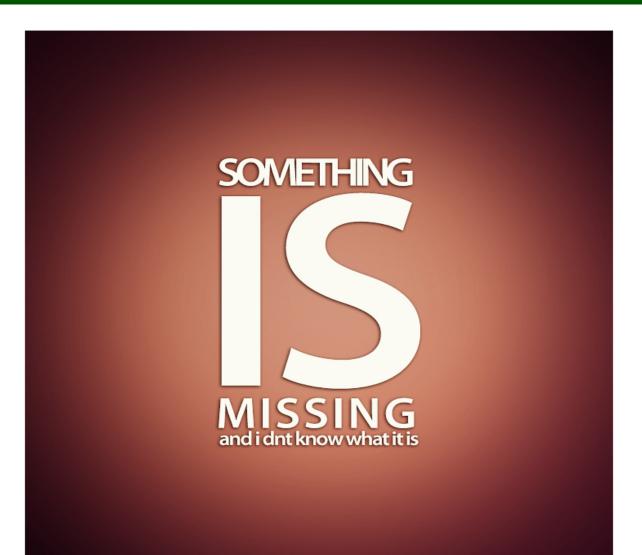
Fundraising and Philanthropy

- Understand what is expected of you.
 - Time expectations
 - Financial Contributions
 - Raising Funds
 - Selling
 - Representing the Organization





Questions & Answers





Non-Profit Board Governance and Development

Hosted By Mike Gallagher March 23, 2017



