Good Times
Better Times
Overview

- Basic concepts of board governance
- Where it gets tricky
- Essential tools of the trade
- Building better market boards together
THE LIFE OF AN ORGANIZATION

1. All Volunteer Operation
2. Form Legal Identity
3. 1st Hire Staff

GOVERNING BOARD
E.D.
STAFF

DISTINGUISH BOARD/STAFF ROLES, BUT STILL A "WORKING BOARD"

BOARD WITH CLEAR DELEGATION FOR OPERATIONS
Governance Structure

“Ownership”

Board

Market Manager

Staff

Results (in alignment with purpose)

Delegation and Empowerment

Accountability
Roles and Responsibilities

BOARD
(Governance)
- Set expectations
- Write them down
- Delegate authority
- Check on results

MARKET MANAGER
(Management)
- Accept responsibility
- Operationalize
- Report on results
Roles and Responsibilities

BOARD (Governance)
- Set expectations
- Write them down
- Delegate authority
- Check on results

MARKET MANAGER (Management)
- Accept responsibility
- Operationalize
- Report on results

The board is supported and informed in its work.
Roles and Responsibilities

A relationship of trust and respect

BOARD (Governance)
- Set expectations
- Write them down
- Delegate authority
- Check on results

MARKET MANAGER (Management)
- Accept responsibility
- Operationalize
- Report on results
The Board’s Value

Time

- Being People together
- Monitoring Performance
- Making Decisions
- Learning and Thinking Strategically
The Market Manager & the Board President
# Essential Tool #1: The Board Agenda

## Board of Directors Meeting

**SAMPLE Agenda**

Date, Place, Time

<table>
<thead>
<tr>
<th>Time</th>
<th>Topic</th>
<th>Type</th>
<th>Presenter</th>
<th>Min.</th>
<th>Attached?</th>
</tr>
</thead>
</table>
| 1 5:30-5:40 | Welcome and Introductions  
  • Go round: How are you, and have you read the packet?  
  • Review Ground Rules | Question | All | 10 | No |
| 2 5:40-5:50 | Member Comments  
  • 3 min max per attendee | Question | Members | 10 | No |
| 3 5:50-5:55 | Review/Approve Meeting Agenda | Proposal | All | 5 | --- |
| 4 5:55-6:00 | Consent Agenda  
  • Dec. Board Minutes  
  • Committee Minutes  
  • Manager’s Report | Proposal | Shannon | 5 | Yes |
| 5 6:00-6:05 | Board President’s Report | Report | Shannon | 5 | No |
| 6 6:05-6:35 | Strategic Conversation  
  Who are our key partners?  
  How are we building those relationships? | Question | Jay | 30 | No |
| 7 6:35-6:50 | 4th Quarter Financials | Report | Syd | 15 | Yes |
| 8 6:50-7:00 | Evaluation and Closing | Question | All | 10 | No |

**Question = Gathering Information**  
**Proposal = Decision Making**  
**Report = Giving Information**

### Attachments
- December Board Minutes
- Committee Minutes
- Management Report
- Quarter 4 Financials

### Ground Rules
- Arrive on time, fully prepared
- Listen with full attention
- Ensure that all voices are equally heard (avoid dominating)
- One person speaks at a time (raise hands, avoid interruptions)
- Speak succinctly
- When you have a concern, offer solutions
- Avoid repeating ideas (yours or others)
- Stay focused on the purpose and goal of each item
- Use the “Point of Process” signal if we forget the Ground Rules.
## SAMPLE Annual Board Calendar

<table>
<thead>
<tr>
<th>MONTH</th>
<th>STRATEGIC CONVERSATIONS AND BOARD PERFORMANCE</th>
<th>FIDUCIARY RESPONSIBILITIES</th>
</tr>
</thead>
<tbody>
<tr>
<td>January</td>
<td><strong>Strategic Conversation:</strong> What are our key partners? How are we building those relationships?</td>
<td>4th Quarter Financials</td>
</tr>
</tbody>
</table>
| February| • Review/Approve Annual Calendar  
• Board training: Understanding Financial Statements                                                              | Review/Audit of Financials |
| March   | **Strategic Conversation:** Are there policies we should be advocating for, at the State and local level? What does advocacy look like? |                             |
| April   | **Strategic Conversation:** What are the market trends we should be aware of?                                  | 1st Quarter Financials      |
| May     | • Board Training: Board roles and responsibilities                                                            | Monitor policies: Conflict of Interest, Whistleblower, Document Retention |
| June    | • Begin Board Self-Evaluation  
• Update/launch board recruitment process                                                                            | Begin Management’s Evaluation |
| July    | **RECESS**                                                                                                    |                             |
| August  | • Board Self-Evaluation Results                                                                               | 2nd Quarter Financials      |
| September| **BOARD/MANAGEMENT RETREAT**  
• Review/Update Strategic Plan  
• Brainstorm Topics for Strategic Conversations  
• Update Committees Structure                                                                                           |                             |
| October | • Elect Officers  
• Refresh Committees and Committee Chairs  
• Approve slate of new board members to begin terms in November                                                             | 3rd Quarter Financials  
• Complete Management’s Evaluation                                                                                       |
Where it gets tricky - Committees

Delegation and Empowerment?

“Ownership”

Board

Market Manager

Staff

Accountability?

Results (in alignment with purpose)
## Essential Tool #3: Committee Charters

**Committee Charter**

<table>
<thead>
<tr>
<th>Name of Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of last revision</td>
</tr>
<tr>
<td>Purpose (Summary)</td>
</tr>
<tr>
<td>Specific responsibilities</td>
</tr>
<tr>
<td>Any specific decisions delegated to the Committee by the board</td>
</tr>
<tr>
<td>Meeting schedule (regular date, time, place)</td>
</tr>
</tbody>
</table>
Where it gets tricky – Conflict of Interest

“So, I’m the only one who sees a conflict of interest here?”
SAMPLE BOARD MEMBER CODE OF ETHICS

As a member of this Board I will:

- Represent the interests of all people served by this organization.
- Not use the organization or my service on this Board for my own personal advantage or for the individual advantage of my friends or supporters.
- Keep confidential information confidential.
- Approach all Board issues with an open mind, prepared to make the best decision for the whole organization.
- Do nothing to violate the trust of the members of this organization or the community we serve
- Focus my efforts on the mission of the organization and not on my personal goals.
- Never exercise authority as a Board member except when acting in a meeting with the full board or by the authority delegated to me, by agreement of the Board.
- Disclose any potential conflict of interest in any decision that I will be deliberating, and abstain from voting as appropriate.

__________________________
Signature
Essential Tools

✓ Board Agenda
✓ Board Calendar
✓ Committee Charters
✓ Code of Ethics

• Regular Support – Ounce of Prevention
• Recruitment – SUPER IMPORTANT!