

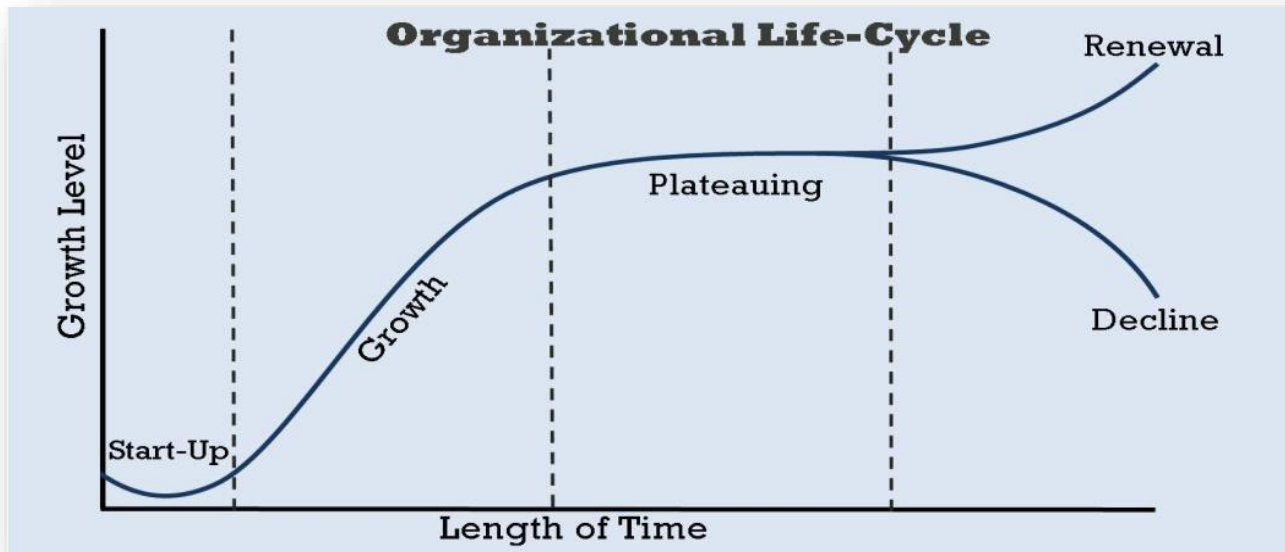
RESOURCES:

BOARD BEST PRACTICE EXAMPLES & TEMPLATES

- Organizational Life Cycles/Board Roles
- Conflict of Interest Disclosure / Confidentiality Pledge
- Board Job Description
- Governance Committee Job Description
- Board Profile Grid
- Board Commitment Pledge Sheet: Annual



PASSAGES: Organizational Life Cycle Phases



BOARD ROLES: *emphasis shifts in each org life-cycle phase*

Governance: collective policy formation

Fundraising: help plan and orchestrate resource development initiatives

Management Volunteer: serve as advisor to management and/or performing managerial tasks

Direct Service Volunteer: serve as 'rank and file' volunteer, providing services directly to the consumer

TO: Board Members, Committee Volunteers, Contractors & Staff Members
FROM: President/CEO & Chair of the Board
RE: Disclosure of Conflicts of Interest and Confidentiality Agreement

DISCLOSURE, CONFIDENTIALITY & STEWARDSHIP POLICY

As a Board member, volunteer, contractor, or staff member, you may occasionally be faced with situations involving conflicts between the interests of our nonprofit, other organizations with which you are affiliated, and/or your own self-interest. Furthermore, from time to time confidential information will be discussed and shared with you. As a nonprofit organization trusted with public donations, we must maintain the highest standards of conduct. When a conflict or duality of interest arises, or even the possible appearance of a conflict of interest, you must place the interests of our nonprofit above your personal or business interests.

This Disclosure is designed to:

- (1) disclose relationships to senior staff and board members on a need-to-know basis; and
- (2) provide information on business transactions in which personnel may have had an interest to our auditors.

One is considered to have an “interest” in a business transaction (vendor relationship, donor prospect) if s/he:

- (1) has a substantial financial interest in the transaction, or
- (2) has a substantial financial interest in any organization involved in the proposed transaction, or
- (3) holds a position as trustee, director, general manager, or principal officer in an organization involved in the transaction.

Furthermore, if in the course of your service you believe that you may have a conflict or duality of interest in a proposed business transaction of our nonprofit, please send written communication to the President/CEO describing the proposed transaction, the nature of your interest in it, and your views, if any, as to why the transaction is, or is not, in the best interests of our nonprofit. This information should be provided to the President/CEO prior to the opening of any negotiations or discussions concerning the transaction. This conflict or duality of interest will be made a matter of record as soon as the issue in question is raised and a possible conflict is known.

When the board, committee or staff is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall physically absent themselves without comment from not only the vote, but also from the deliberation, unless directly requested by the President/CEO or Chair of the Board to provide factual information or answer factual questions that may assist the Board or Committee in making a wise decision. In no case shall that member vote on such matter or attempt to exert personal influence in connection therewith. Disclosure and abstention shall be recorded in the minutes of the meeting(s) at which the issue is discussed and decided.

The President/CEO or Chair of the Board may also refer the matter to the Board Executive Committee or Governance Committee for its review. This information may be kept private and confidential, disclosed internally to key leadership solely on a need-to-know basis.

Disclosure: Organizations That May Do Business with our Nonprofit in Which You Have an Interest

Please list organizations that you are involved with (ie: you have a substantial financial interest, and/or you serve as a trustee, director, manager, or principal officer) that could possibly engage in business transactions with our Nonprofit. This includes investments, contracts, loans, partnership/collaborative discussions, etc.

For-Profit Organization	Nature of Your Interest in This Business/Firm

Nonprofit Organization	Role
	___ Board Member ___ Committee Volunteer ___ Major Donor ___ Other
	___ Board Member ___ Committee Volunteer ___ Major Donor ___ Other
	___ Board Member ___ Committee Volunteer ___ Major Donor ___ Other

Confidentiality & Stewardship Agreement

I am aware that during the course of my relationship with our Nonprofit, confidential information will be made available to me, for instance, donor background, anonymous gifts, donor acquisition strategies, possible strategic initiatives, Board nominations, personnel information, marketing strategies, member lists, mailing lists, finance data, legal actions, pricing policies, board meeting deliberations, and other related information.

I understand that this information is proprietary and critical to the success of our Nonprofit and must not be given out or used outside of the Nonprofit's premises or with non-Nonprofit personnel.

Furthermore, I understand that as a steward of our Nonprofit's resources and reputation, it is incumbent upon me to bring any information that may harm the reputation of our Nonprofit to the attention of the Board or CEO, as appropriate.

In the event of termination of my relationship with our Nonprofit, whether voluntary or involuntary, I hereby agree not to utilize or exploit this information with any other individual or organization.

Name _____ Date _____

Board Responsibilities

- Oversee and direct all affairs of the nonprofit per its mission, by-laws and the concepts of fiscal responsibility.
- Long term planning, marketing, financial development planning, board development, and annual budgeting.
Day-to-day operation is delegated to the President/CEO and staff, and their delegated volunteers.
- Understand and promote the organization and its mission to corporations, foundations, governmental organizations and to individuals to broaden its service base as well as its financial base.

Board Member duties:

- **Attend quarterly 2-hour Board meetings & actively participate in the governance of the organization.**
*Members missing 3 consecutive meetings in 1 year can be automatically removed from the board.
Members who need a 3-6 month extended leave of absence, due to personal or professional circumstances, should request one.*
- **Counsel the Board Chair & President/CEO as needed**
- **Support outreach and fundraising events, by contributing time, money & friends**
- **Annually make an individually significant financial contribution to the organization**
- **Consider including the organization in estate plans, thereby making a planned gift & leaving a philanthropic legacy**
- **Annually evaluate the work of the Board as a whole**
- **Annually evaluate the work of the President/CEO**
- **Actively serve on at least one Board Committee**
Committee Chair reports at each Board meeting & chairs committee work sessions between Board meetings.



The expected time commitment is 4-8 hours per month:

Quarterly Board meetings @2 hours + quarterly committees @2 hours + prep/follow up
+ attend programs, trainings events & fundraisers

Board terms are 3 years, with a maximum of two consecutive terms. One-third of the Board rotates each year

Governance/Nominating Committee Description

Overall: General oversight for the effective performance of the Board.

Governance

1. Consider all aspects of the Board and its operation on an ongoing basis and make recommendations to improve performance, in light of the organization's strategic long range plan
2. Assure regular review and update of Board job descriptions, committee structure, and committee charges
3. Recommend formation of new committees and advisory councils as merited
4. Provide advice and counsel to the Chair of the Board in the selection and appointment of committee chairs
5. Ensure a smooth board leadership succession of qualified Board Officers; propose a slate of Officers to the Board of Directors
6. Ensure ongoing evaluations of meeting effectiveness and Board performance
7. Assure a timely, well-orchestrated orientation process for new Board members
8. Identify and assure implementation of continuing education initiatives for all Board members
9. Identify opportunities for prior board members to continue to be connected to CCCF
10. Ensure a timely annual distribution and review of Confidentiality Statement & Conflict of Interest Disclosure Questionnaire. Consider and, if appropriate, make recommendations to the staff and/or Board regarding any ethical and/or conflict of interest issues

Nominating

1. Analyze current Board profile and identify areas of strength and weakness, considering technical skills and personal talents needed to complement Board diversity
2. Maintain continuous list of potential board members
3. Assist with potential board member information gathering, cultivation, and event attendance
4. Assist in targeting appropriate committee service for potential board members, so that CEO can refer to Committee Chairs for initial service
5. Recommend qualified candidates for nomination to the Board



Board Profile	Name1	Name2	Name3	Name4	Name5	Name6	Name7	Name8
EXPERTISE								
Accounting, Internal Controls, Auditing								
Administration/Management								
Board: Serve on other Boards								
Fundraising: Board Vol Exper								
Marketing, Public Relations								
Sales & Customer Satisfaction								
Strategic Planning								
GEOGRAPHY								
Central ChesCo								
Northern ChesCo								
Southern ChesCo								
Western ChesCo								
Eastern ChesCo								
AGE								
20s								
30s								
40s								
50s								
60s								
70s								
80s, 90s								
RESOURCE CONNECTIONS								
Individual inherited family wealth								
Individual business wealth								
Middle-class wealth								
Corporate sponsorship wealth								
Private foundation grantmaking wealth								
GENDER								
Male								
Female								
Neutral								
RACE/ETHNICITY								
Asian								
African American								
Latino/Hispanic								
Caucasian/Angelo								
ANNUAL FINANCIAL CONTRIBUTION								
High \$\$\$\$								
Medium \$\$\$								
Low \$\$								
No \$								
In-kind contributions								
NPO PROGRAM INVOLVEMENT								
YES								
TOTALS								

Individual Board Member Engagement Pledge

SERVE, OVERSEE, ADVISE: WISDOM & WORK via Committees & Individual Assignments

What Committee do you currently serve on?

Are there other Committees you are interested in?

What special projects are you individually helping with?



CONTRIBUTE FINANCIALLY

☐ **Annual Friends Operating Campaign**

@\$_____ donated by date_____

☐ Cash/check ☐ MC/V Credit card online www.npo.org or paper form ☐ Stock gift ☐ Other_____

☐ **Corporate Gift** @\$_____ donated by date_____

☐ **My Planned Gift** ☐ Considering ☐ Have made arrangements ☐ Unsure

PROMOTE

☐ Attend Events with Friends: ☐ Fall Event ☐ Winter Event ☐ Spring Event ☐ Summer Event

Introduce People to the Organization Who Want to Be More Involved in our Mission:

Names/Intro ideas:

1)

2)



BOARD MEMBER NAME: _____

Please return to Board Chair or CEO