



STRATEGY SOLUTIONS
INCORPORATED

TRANSFORMATION
CONSULTING



Part 1

2024

Best Practices In Board-Manager Relationships

Presented By: Strategy Solutions, Inc.
Debra Thompson, President & CEO
Jacqui Catrabone, Director, Nonprofit & Community Services

E: info@getstrategy.com
W: www.getstrategy.com



WELCOME

What will make
this session
successful for you?



Objectives



- 01 Understand legal duties and responsibilities of a nonprofit board and how healthy boards function
- 02 Discuss board roles and responsibilities to help you understand how you fit in and can have success in how you contribute to advance implementation of the strategic plan
- 03 Discuss committee roles and responsibilities and the “agenda of work” for each committee aligned with the strategic plan



OUR MISSION: CREATING HEALTHY COMMUNITIES

Strategy Solutions specializes in working collaboratively within and across sectors to build healthy communities. Our focus is on strengthening organizations within each sector, empowering them to maximize the impact of their mission(s). We are dedicated to supporting and cultivating healthy organizations, as well as fostering the development of strong sectors.



COMMUNITY & GOVERNMENT

Government
Workforce Development/Education
Economic Development



PRIVATE SECTOR

Wealth Creating Companies






SOCIAL SERVICES SECTOR

Healthcare
Community & Faith Based Nonprofits

CONNECT YOUR VISION TO RESULTS

Our Approach



-  Assess the gap between where you are and where you want to be
-  Fill gaps immediately through best practice role modeling using a “do-teach-coach” model
-  Align the organization from “top to bottom”

Expert Consultants



**Debra
Thompson**

President & CEO

25+ years' experience in strategic organizational development including governance, leadership and employee development planning as well as culture change



**Jacqui
Catrabone**

Chief Operating Officer

20+ years' experience in nonprofit leadership, management, program development and implementation; outcomes measurement and management



Which of the following best describes how well your board functions today?

- Excellent
- Very Good
- Good
- Fair
- Poor



The Governance-Management Model

According to BoardSource,

Truly effective partnerships require a clear definition of the distinctive roles of the partners and the boundaries between them.

In the board/staff partnership, a proper division of labor is essential.

The violation of the boundaries will, over time, erode the trust, mutual support and good communications that are essential for any partnership to succeed.



Effective Board Leadership and Effective Management

Effective Board Leadership

- Ensures efficiency and effectiveness
- Provides oversight and focuses on policy and strategy



Effective Management

- Supports the board and provides structure to focus on policy and strategy
- Equips the board to monitor performance



Whose responsibility is it to ensure effective board meetings?

- Board of Directors
- Board President
- Committee
- Shared (board/staff)
- Executive Director/Manager
- ED/staff
- Everyone



What is the Standards for Excellence?

6 Guiding Principles, 27 areas of focus and 67 Benchmarks:

- Preamble
- Mission, Strategy and Evaluation
- Leadership: Board, Staff and Volunteers
- Legal Compliance and Ethics
- Finance and Operations
- Resource Development
- Public Awareness, Engagement and Advocacy



Basic Responsibilities of a Board

1. Determine the organization's mission & purpose
2. Select the chief executive
3. Support the chief executive and assess his or her performance
4. Ensure effective organizational planning
5. Ensure adequate resources
6. Exercise fiduciary responsibility & oversight
7. Determine, monitor and strengthen the organization's programs & services
8. Enhance the organization's public standing
9. Ensure legal and ethical integrity and maintain accountability
10. Orient new board members & assess board performance

Hallmarks of an Effective Board

1. Clarity about roles & responsibilities
2. Focused time & attention on important issues
3. Restructures board work to get important things done
4. Views board composition as strategic
5. Uses evaluation to learn rather than criticize
6. Has the confidence to take risks
7. Has a constructive relationship with staff
8. Open and honest communication
9. Board works together as effective corporate unit

How effectively do you feel your board is managing conflict of interest?

- Very Effectively
- Somewhat Effectively
- Not Effectively
- What's a conflict-of-interest policy?



Leadership and Governance

Standards for Excellence[®] code:

Governance and Fiduciary Responsibility

- Board Members committed to the mission
- Board Members understand fiduciary role
- Periodic review of bylaws and policies



Leadership and Governance



Act in Accordance with Legal Standards

Duty of Care

- Stay informed and ask questions

Duty of Loyalty

- Show undivided allegiance to organization's welfare



Leadership and Governance

Standards for Excellence® code:

Executive Supervision, Performance, and Compensation

- Board reviews executive compensation and performance
- Executive Director has management authority to enforce policies
- Executive Director has job description
- Partnership between Board and Executive Director



Leadership and Governance

Standards for Excellence® code:

Board Effectiveness

- Position description for Board of directors
- Periodic board evaluation
- Terms of service
- Orientation
- Education

Board member independence

- No compensation for board members (reimbursement okay).
- At least 5 to 7 board members.
- If an employee is a board member, ensure no undue influence



Please refer to District Law for
additional information



Leadership and Governance



Standards for Excellence[®] code:

Succession Planning and Leadership Development

- Planning for executive transition
- Board leadership succession
- Succession Plans for key staff and volunteers
- Follow succession plans
- Ensure position descriptions for staff and volunteers



Leadership and Governance

GOVERNANCE



***Standards for Excellence®* code:**

Board Meetings

- At least 4 times per year
- Strategic agendas
- Meeting minutes
 - Accurate
 - Distributed to board members
- Meeting minutes when a committee is acting in place of the full board



Director Responsibilities

- Directors must be knowledgeable concerning local environmental problems, monitor conservation planning, promote compliance with environmental regulations, assign program priorities, supervise district staff, lobby for needed assistance, and coordinate activities of outside agencies with district projects
- These responsibilities are those of the Board and cannot be shared with professional staff. The staff acts under the authority of the board.

Leadership and Operational Management

***Standards for Excellence®* code:**

Executive Function

- Executive Director handles operations and day to day management
- Must be committed to the mission
- Must have skills to manage:
 - staff
 - volunteers
 - finances



Leadership and Operational Management



***Standards for Excellence®* code:**

Supporting the Board

- Support board's policy and oversight function
- Provide accurate and timely info to the board
- Prepare salary and compensation structure report, other reports and information



Leadership and Operational Management

Standards for Excellence® code:

Organizational and Financial Sustainability

- Determine what human and financial resources are needed to plan for organization's future
- Consider broad range of sustainability factors



How to Help the Board Govern More and Manage Less

- Set overall strategy and objectives
- React to the ways the staff plans to achieve those aims
- Monitor whether the organization is making sufficient progress toward its goals



The Manager is responsible to do “completed staff work” and give board members tactical work products to react to



Why do Boards Micromanage?

- Sometimes lines are blurred
- Less mature or thinly staffed organizations require board members to perform hands-on tasks
- If there are problems, as a board's confidence in the CEO wanes, trustees get involved in operations
- In periods of crisis, they have to intervene
- Management creates an immediate sense of accomplishment
- Some board members think that it is their "job"

Whose responsibility is it to run the day-to-day operations of the district between meetings?

- Board of Directors
- Board President
- Committee
- Shared (board/staff)
- Executive Director/Manager
- ED/staff
- Everyone



Board Member Roles:

KNOW YOUR

ROLE



- Governance
- Fundraising
- Management Service Volunteer
- Direct Service Volunteer



Board Role in Governance

Collective role: control and direct the formation and administration of policy matters such as budgeting and strategic planning, board/staff relationships, approving the annual budget or the board's own processes

Individual role: With the exception of individual committee assignments, there is not one

Board Role in Governance

Organizational Oversight

- Ensure that the organization complies with legal and management standards (compliance)
- Ensure that the organization accomplishes its strategic objectives (program & strategic plan)

Board Role in Fundraising

Collective role: Determine policies on goals, committee responsibilities and restrictions related to involvement in fundraising.

Individual role: Implement plans as part of board-staff-volunteer project committees; assist management in carrying out fundraising

Board Role: Management Service Volunteer

Collective role: Determine policies about board assistance in operational activities, especially those relating to conflicts of interest

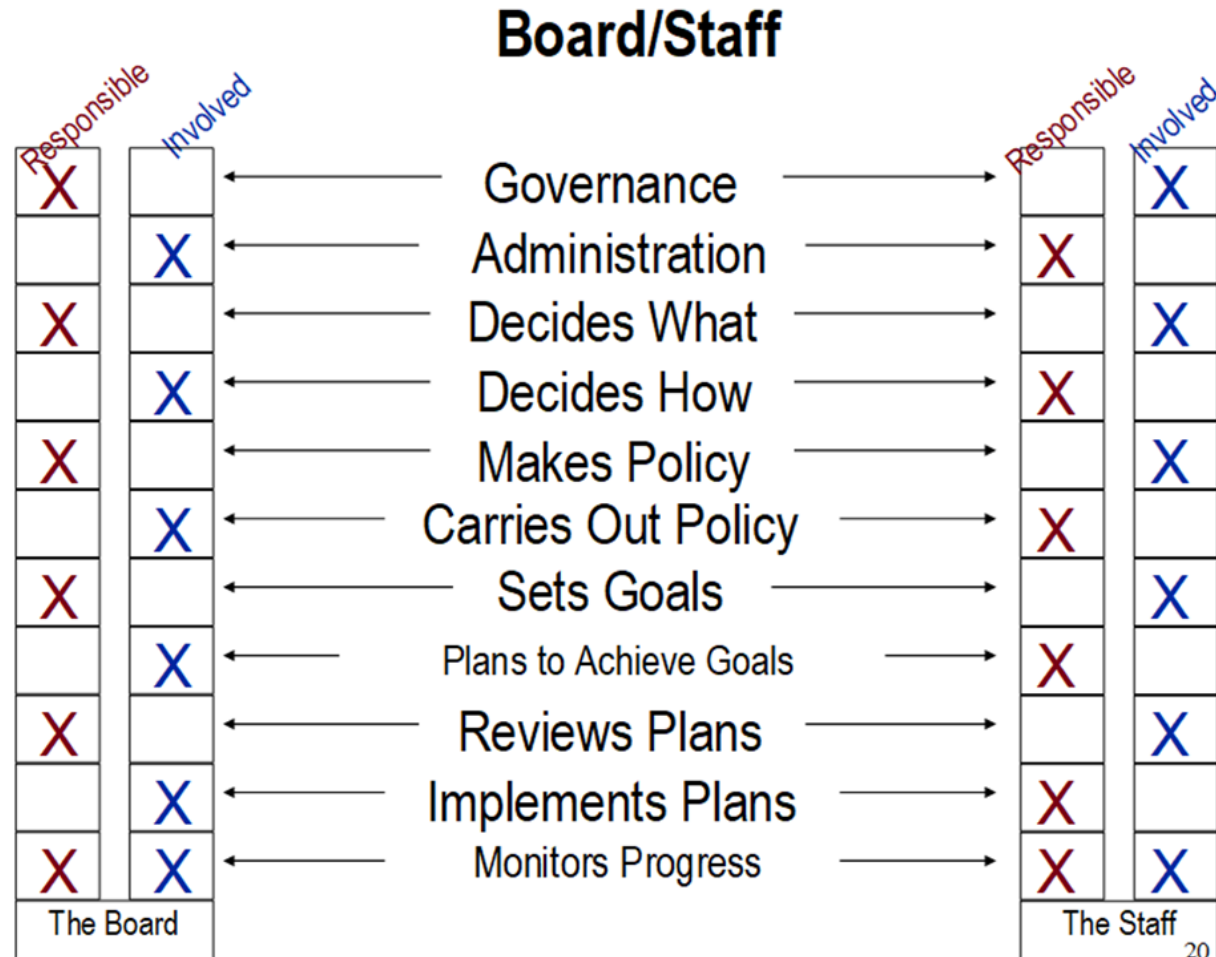
Individual role: work with staff on specifically defined management issues and activities; reporting to staff as designated staff members as individuals who just happen to be board members (note and caution: this is something that you need to be asked by management to do and is usually related to specific areas of expertise; usually done in small organizations only)

Board Role: Direct Service Volunteer

Collective role: Determine policies about board assistance in operational activities, especially those related to conflict of interest

Individual role: Assist in direct service projects under the direction of the volunteer coordinator and other staff as individuals who just happen to be board members

Role Clarification: Board/Executive Director



Used with permission from Tecker Consultants, LLC, www.tecker.com

Questions and Discussion



Corporate Office
8425 Peach Street
Erie, PA 16509



(814) 480-8000



debbie@getstrategy.com
jacqui@getstrategy.com