



STRATEGY SOLUTIONS  
INCORPORATED

TRANSFORMATION  
CONSULTING



Part 2

2024

# Best Practices in Board-Manager Relationships

## Engagement and Role Clarification

**Presented By: Strategy Solutions, Inc.**  
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# WELCOME

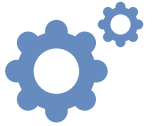
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Please Share:

- A key takeaways from Part 1
- What will make this session successful for you?



# Objectives



01 UNDERSTAND THE ROLE OF THE STAFF VS.  
THE ROLE OF THE BOARD

02 DISCUSS COMMITTEE ROLES AND  
RESPONSIBILITIES AND COMMITTEE JOB  
DESCRIPTIONS

03 LEARN HOW TO INCREASE ENGAGEMENT AND  
FOCUS ON BOARD RECRUITMENT

# 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

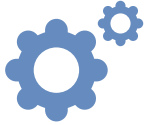





## SOCIAL SERVICES SECTOR

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



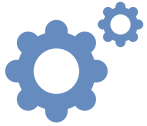
# District Manager/Staff Liaison Responsibilities

- Draft and publish an “annual calendar” of the mandatory requirements for each committee and set established meeting dates (to ensure that deadlines are met) and to ensure that the board members know expectations
- Augment annual calendar with strategic agenda items related to policy development, organizational development or strategies that support the strategic plan implementation that will (need to) happen over the course of the year





# District Manager Responsibilities

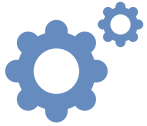


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- Identify educational needs of the committee and/or full board that need to be addressed during the year and build into calendar
- Coordinate with committee members to ensure that all dates are understood and scheduled well in advance to ensure attendance
- Draft meeting agendas and coordinate “touch base” meeting or conference call with chair to discuss agenda
- Publish meeting notice and agenda per Sunshine Laws



# District Manager Responsibilities



- ☐ Prepare all meeting materials required for the agenda
- ☐ Finalize meeting agenda at least one week in advance and distribute to committee members, along with meeting materials
- ☐ Send out reminder email the day before to committee members regarding time and location of meeting and call-in options
- ☐ Take minutes at the meetings

## Completed Staff Work

What is Completed Staff Work?

It is working through the details of a problem or project and presentation of a solution, with alternatives, to the board, so that all that remains to be done on the part of the board is to indicate approval or disapproval of the completed action.

*The words “completed action” are emphasized because the more difficult the problem is, the more tendency it is to present the problem and recommended action in a piecemeal fashion (or expect the board to tell you what to do).*

*It is the staff member’s duty to work out the details.*



This includes the ED/District Manager telling board members what you need them to do as a management service volunteer or direct service volunteer to assist

# Ground Rules for Effective Board and Committee Meetings

1. Board or Committee Chair/ED “pre-meeting” to set agenda and prepare
2. Board packets distributed in advance
3. Board members send substantive questions In advance to staff or chair (whichever is most appropriate)
4. Start and end on time
5. Communicate scheduling conflicts in advance
6. Respect the “Chain of Command”
7. Trust the administrative staff and committees to do their jobs
8. Disagree with grace and tact
9. Do not push a personal agenda at individual meetings; handle concerns constructively
10. Support majority decisions and move on

# Board Member Responsibilities

01

Participate in “pre-meeting” with ED/Manager to set agenda and prepare for meeting

02

READ the materials distributed in advance

03

Encourage board members to send substantive questions in advance to staff or chair (whichever is most appropriate)

04

Start and end meetings on time

05

Communicate scheduling conflicts in advance and encourage board members to do the same (so that quorums can be maintained)

06

Respect the “Chain of Command”



# Board Member Responsibilities

07

Trust the administrative staff and committees to do their jobs

08

Disagree with grace and tact

09

Do not push a personal agenda at individual meetings; handle concerns constructively

10

Support majority decisions and move on





# Effective Board Meetings

- Start and end on time
- 60-90 minutes
- Use consent agendas (?)
- Focus on policy and strategy
- Professional tone and atmosphere
- “Unvetted” discussions sent to committee
- Board members participate and support one another

## CONSENT AGENDA

Minutes approval

Final approval of reports or proposals board is well aware of

Routine matters such as committee appointments

Staff appointments

Reports for information only

Correspondence requiring no action

# Board Meeting Agenda

- ✓ Heading
- ✓ Call to Order
- ✓ Agenda Changes
- ✓ Approval of Minutes
- ✓ Public Comment
- ✓ Board Actions
- ✓ Reports
- ✓ Old Business
- ✓ New Business
- ✓ Adjournment



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# Pennsylvania Sunshine Law

Requires that all official actions and deliberations by a quorum of members of a government agency, including conservation district boards of directors, take place at meetings that are open to the public.

Certain procedures must be followed to allow for increased public confidence in our governing bodies



# Sunshine Law Triggers



1. Quorum
2. Official Action (or Deliberation for Action)
3. Agency: district and/or any committee established by the district authorized to either take official action or render advice on matters of agency business
4. Agency Business:
  - Preparing or enacting policy or rules,
  - The creation of liability by contract or otherwise, or
  - The adjudication of rights, duties, and responsibilities



***This does not include mere administrative action***

## Which of the following is not part of the PA Sunshine Law?

1. Public notice
2. Public participation in meetings
3. Minutes
4. Secret meeting agendas
5. Executive Sessions
6. None of the above



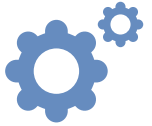


## Executive Sessions can be used for all of the following circumstances except:

1. Personnel matters, including hiring, promoting, evaluating disciplining or dismissing employees
2. To hold information, strategy or negotiations related to collective bargaining agreements or arbitrations
3. To consider the purchase of real estate
4. To consult with an attorney regarding litigation or potential litigation
5. To discuss district business that would lead to the disclosure of confidential information
6. To discuss a new program or grant application

**How are you using Executive Sessions?**

# Criteria for Board Member Recruitment



According to Hildy Gottlieb in her book  
Board Recruitment and Orientation:

Every board should have 3 criteria for board member recruitment:

- 01 **“Must have”**
- 02 **“Would be nice”**
- 03 **“Never in a million years”**

*Ideally, criterion should be based on diversity and knowledge, skills and abilities to support strategic plan implementation*

# Strategic Board Recruitment

Step 1: Evaluate the Diversity of the  
Community Served

1. Census data
2. Internal participant data



# Strategic Board Recruitment



Step 2: Evaluate the demographic and skill diversity of your current board

- race,
- ethnicity,
- gender,
- geographic location,
- economic status,
- disability,
- professional background
- Knowledge, skills and abilities (KSA)



*Determine the “ideal model” of board composition based on the community demographics and KSA needs*

# Strategic Board Recruitment

Steps to achieve desired diversity:

- Clarity: be clear about the characteristics you are looking for
- Don't be afraid to create the “ideal” profile “combination”
- Write down the profile (committing it to writing makes it real)
- Update the board application form to gather the information that you are looking for in a candidate



## Currently, how formal is your board recruitment process?

1. Not formal at all: we think of who we might know and ask them
2. Somewhat formal: we think about how we might find people and do some networking/outreach
3. Formal: we have a specific process we follow to find the types of people we are looking for
4. Something else



## Whose responsibility is it to recruit new board members?

1. Board of Directors
2. Partner agencies
3. Committee
4. Shared (board/Staff)
5. ED/Manager
6. Manager/Staff
7. Everyone



# Sample Board Matrix

	Board Member 1	Board Member 2	Board Member 3
<b>Name:</b>			
Area or Trait			
<b>DEMOGRAPHICS</b>			
<b>AGE</b>			
Under 30			
30 - 44			
45 - 59			
60 - 74			
75 and over			
<b>GENDER:</b>			
Male			
Female			
<b>ETHNICITY</b>			
Caucasian			
African America/Black			
Asian/Pacific Islander			
Native American/Indian			
Hispanic/Latino			
<b>Other:</b>			
<b>GEOGRAPHY</b>			
Small Business			
<b>WORKFORCE SYSTEM</b>			
<b>EDUCATION AND TRAINING</b>			
<b>PRIVATE SECTOR</b>			
None/Something Else			

## Whose responsibility is it to enforce rules on board attendance and participation and conduct an assessment of board performance?

1. Board of Directors
2. Board President
3. Committee
4. Shared (board/staff)
5. Executive Director/Manager
6. ED/Staff



# Strategic Board Recruitment



## *Proactive Strategic Networking*

Six degrees of separation is the idea that all people on average are six, or fewer, social connections away from each other. As a result, a chain of "a friend of a friend" statements can be made to connect any two people in a maximum of six steps.



*In most counties in Pennsylvania, it is more like two or three*



How can we begin to network to recruit the people we want and need on our board?



# Strategic Board Recruitment Through Proactive Networking:

- ✓ Brainstorm list of people/ organizations to network with
- ✓ Prepare recruitment “packet”
  - Background, history, goals and profile
- ✓ Create assignments for outreach
- ✓ Utilize Social Media/Advertising
- ✓ Follow up
- ✓ Give the list to your appointing bodies



## How would you rate the effectiveness of your board committees?

1. Not Effective
2. Somewhat Effective
3. Very Effective



# Strategies to Increase Committee Effectiveness:

- ☐ 3 standing committees: Executive, Finance, Governance/Board Development
- ☐ Establish one year of committees' agendas around the work related to strategic plan objectives and policy
  - Education and Outreach (or Program)
  - Ways and Means (or Fundraising)

# Executive Committee



## *Job Description*

1. Perform policy work
2. Act as liaison to the chief executive
3. Help develop a strategic plan
4. Conduct executive searches
5. Handle urgent issues
6. Ensure an annual agenda of board work is completed in line with the organization's strategic objectives.

# Finance Committee



## *Job Description*

1. Ensure that accurate and complete financial records are maintained
2. Ensure that accurate, timely, and meaningful financial statements are prepared and presented to the board
3. Provide interpretation of the financial data and educate the full board about financial matters
4. Oversee budget preparation and financial planning
5. Safeguard the organization's assets
6. Select auditor/manage the auditor relationship



# Governance Committee



## *Job Description*

1. Help create board roles and responsibilities
2. Pay attention to board composition
3. Encourage board development
4. Assess board effectiveness
5. Prepare board leadership
6. Review and periodically update and revise bylaws (at least once every three years)



## Program Committee



### *Job Description*

1. Advise the board on industry trends and strategic challenges relating to the mission of the organization, and assess community need for programs and services.
2. Ensure that programs are developed and implemented that meet the needs of the community and achieve desired outcomes, ensuring that any program requirements of funders are met
3. Identify key indicators for measuring the quality and success of programs
4. Track program indicators
5. Plan and implement strategies to increase awareness and participation in programs
6. Work with the Finance and Development Committees to identify and implement strategies (including grant writing) to fund program

# Development Committee



## *Job Description*

1. Engage others to support mission
2. Help to develop fundraising policies
3. Ensure that the case for support is strong, current and based on the organization's mission and goals
4. Help to develop fundraising strategies
5. Provide information on environmental factors affecting fundraising
6. Help to evaluate potential prospects for increased support
7. Help to develop expectations for financial contributions from the board, and providing leadership by making their own "investments"
8. Solicit gifts at levels required for annual, special and planned giving programs including sending personal thank you letters
9. Participate actively in special events and providing leadership for capital and "investment" campaigns
10. Work with special event & project subcommittees (i.e., golf outing)

# Facilities Committee



## *Job Description*

1. Evaluate strategic locations for buildings, programs and services based on community need and create a master plan for community service delivery.
2. Ensure that a long-range facility plan is created and periodically updated to ensure appropriateness of facilities
3. Ensure that a preventative maintenance program is developed and implemented to ensure that facilities and equipment are adequate and appropriately maintained.
4. Provide input and direction regarding capital budget expenditures for major building and maintenance requirements for the organization.
5. Monitor the capital and operating expenditures related to building projects and outcomes.



# Audit Committee



*Recommended for  
nonprofits over \$1m in revenue*

## Job Description

1. Manage the Audit Relationship
  - All committee members should be very clear about what they can expect from the auditor and vice versa
  - Arrange for meetings with the auditor
  - Understand the audit recommendations and the plan for carrying them out
  - Consider meeting with the auditor in executive session to review the financial health of the organization, the adequacy of the financial systems and the competence of the financial staff
2. Select the Independent Auditor
  - Assess the firm's qualifications, capacity, and professional style
  - Interview several candidates in person before making selection and check references
  - Ensure that the auditor is a CPA and that they have previous nonprofit audit experience



# Compliance Committee



*Recommended for  
nonprofits over \$1m in revenue*

## Job Description

1. The compliance committee shall (a) consist of [named positions]; (b) be comprised of [agency's] quality assurance committee; or (c) be appointed by [board of Directors, Administrator, or others].
2. The compliance committee shall assist the compliance officer in the performance of his or her duties, as described in the compliance manual. In addition to other responsibilities requested or assigned by the compliance officer, the compliance committee shall:
3. Assist the compliance officer in analyzing risk areas that should be addressed in the compliance program, including legal risks, operation issues, and program quality care issues;
4. Assist in accessing policies and procedures, including the compliance manual and program;
5. Work with compliance officer and staff to develop standards of conduct;
6. Assist the compliance officer in monitoring internal controls for carrying out policies and procedures; and
7. Assist the compliance officer in employee education.



# To Ensure Effective Board-Staff Relationships

- Understand and fulfill roles (board & Staff)
- Prepare in advance
- Structure meetings to focus on policy and strategy-using consent agendas to save time
- Communicate effectively between meetings
- Appropriately engage the public
- Structure the board to enable good communications and strong relationships

## How are you feeling right now?

1. To be honest, I'm a little overwhelmed with all the information
2. Energized and feeling this is doable with a little bit of help
3. I am ready to go implement what I have learned!
4. Something else



# Questions and Discussion



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