

GOOD GOVERNANCE

A practice guide for
nonprofit partners
of UJA-Federation

This guide is available electronically at <https://www.ujafedny.org/get-info/for-agencies/>. For more information on the Good Governance Initiative, and for additional copies of this guide, please contact the Jewish Communal Network Department at JCNC@UJAFEDNY.ORG.

Good Governance

**A practice guide for nonprofit
partners of UJA-Federation**

Table of Contents

Introduction	4
Section 1: Effective and Efficient Boards	
Good Boards Have Clear Responsibilities	6
Good Boards Operate by Committee	7
Good Boards Have Good Meetings	8
Good Boards Take Stock	10
Section 2: Effective Board Leadership	
The Board Chair	14
Officers	15
Committee Chairs	16
Good Meetings	16
Section 3: Effective Board Members	
The Board Job Description	20
The Board Commitment	20
Board Member Communication	21
Board Member Performance	21
Section 4: Effective Board Relationships	
Board Chair & CEO Relationship	24
Understanding Boundaries	24
Building Bonds	25
Connecting to Community	25
Promote a Culture of Equity and Inclusion	26
Section 5: Recruiting and Onboarding Effective Boards	
Build Your Board Strategically	28
Source New Board Members	28
Bring New Members 'Onboard'	30
Succession Planning	30

Appendices

Appendix A: Sample Committee Descriptions.....	34
▪ Executive Committee Description	
▪ Finance Committee Description	
▪ Audit Committee Description	
▪ Investment Committee Description	
▪ Governance Committee Description	
▪ Development Committee Description	
▪ Program Committee Description	
▪ Facilities Committee Description	
Appendix B: Sample Meeting Agenda.....	42
Appendix C: Sample Board Self-Assessment.....	43
Appendix D: Sample Board Chair Position Description.....	44
Appendix E: Sample Board Member Job Description.....	46
Appendix F: Sample Report Card.....	48
Appendix G: Board Composition Matrix.....	49
Appendix H: Contents of a Board Handbook.....	50
Annotated Bibliography.....	52

This guide is an educational tool. UJA-Federation is pleased to provide this guide for informational purposes; however, UJA-Federation neither warrants nor represents that this guide provides all relevant information concerning good governance, or that the information provided in the guide applies to or is appropriate for all organizations. UJA-Federation urges each organization to retain independent professionals to review that organization's specific needs and requirements regarding good governance and advise the organization about creating relevant policies and procedures.

Introduction

The nonprofit landscape has changed markedly in recent years, driven by a range of emerging trends: The number of nonprofits has grown tremendously, fueling increased competition among them for funding and volunteers. Donors are less likely to provide general operating support and increasingly expect a clear explanation and sophisticated performance measurements — of what their investments yield for specific programs. And government is more aggressively monitoring nonprofit finance and governance and overhauling nonprofit law.

At the same time, many nonprofits struggle to identify, recruit, and retain board members with the experience, expertise, and reach that can enable them to navigate and thrive in a more challenging landscape. Gen Xers and millennials tend to view their relationships with organizations in transactional terms more than previous generations have. Support and engagement are driven less by a sense of responsibility and obligation and more by a sense of mission and purpose. These generations are therefore less likely to join a nonprofit board unless a value proposition is tangible and clear.

In short, an ever-increasing number of nonprofits are fishing in what appears to be a depleted sea of prospective trustees. Organization executives and board leaders express this frustration: They cannot find the talent needed to populate their boards.

Without an infusion of new members, and often by relying too much on the experience of a few long-serving trustees, too many organizations struggle to keep their boards functioning enough to meet new standards set by donors and by government.

UJA-Federation's Jewish Communal Network Department is trying to reverse this trend through a multi-tiered initiative to share technical expertise with organizations in governance and leadership that involves resources, training, coaching, and consulting. We developed this *Good Governance* guide as part of this initiative. There is a plethora of information on-line about governance practice, which makes it more difficult for a discriminating and time-challenged board member to identify the best resource materials. This guide is intended to serve that purpose. It provides best practice guidelines in an easy-to-use format.

It is with gratitude that we recognize the working group driving this initiative, which includes lay leaders and professionals from the Jewish Communal Network Department and the Wiener Center for Leadership and Learning: Karen Adler, Rhonna Goodman, Suzi Jaffe, Heidi Lurensky, Jennifer Notis Lyss, Sarene Shanus, and Theodore Richman and staff members Susan Cohen, Lyn Light Geller, and Jill Mendelson. We acknowledge the contributions of Plan A Advisors in drafting this guide, and production assistance from Rachel Hoffman.

Karen Adler, Chair, Michael Lustig, Co-Chair
Jill Mendelson, Deputy Managing Director, Capacity Building
Agency Capacity and Excellence Committee
Jewish Communal Network Department
UJA-Federation of New York

Section 1

Effective and Efficient Boards

Good Boards Have Clear Responsibilities

The role of a nonprofit board is weighty yet circumscribed. The board's role is not to program, manage, or operate, which are the roles of hired professionals. Rather, its role is governance.

Boards are legally charged with oversight for the organization, which limits its responsibilities to four foundational areas:



Mission and vision. Sometimes incorrectly conflated, *mission* and *vision* are the primary concerns of a board. A mission is an organization's reason for being. Good mission statements are direct and pithy — one or two sentences. Endorsed by the board, a mission statement commits the board to ensuring that the organization's strategies, reflected in a budget approved by the board, remain consistent with the mission.

A vision statement articulates the impact an organization aims to achieve after a period of time. The vision is often captured in the goals and objectives of a strategic plan, which an organization develops with board input and the board endorses.

To ensure proper oversight of an organization's work in service to its mission and vision, a board expects staff to evaluate progress against strategic goals and update the board regularly.

Hire and supervise the chief executive. It's all too easy for a board to overstep its governing responsibility by making recommendations on management, programs, and operations. The daily work of the organization is what motivates board members to become involved in the first place. However, a board is responsible for oversight, not management. By virtue of their powerful positions, board members can unduly and inappropriately influence employees if they become overly involved in the day-to-day. The board's role in management is limited to hiring, evaluating, and, if necessary, terminating the executive director, who is charged with managing the organization.

Financial oversight. A budget articulates an organization's mission and vision. The board is therefore responsible for ensuring that funds are spent on strategies critical to the mission and protecting the organization's financial health. Financial oversight means reviewing and approving the budget and, if required by law, accepting the annual audit. Oversight also includes setting and monitoring policies on financial reserves, invested assets, capital expenditures, salaries and benefits, insurance, conflict of interest, and related matters. Often, financial oversight includes a risk management function, looking at contingency planning.

Financial investment. Every board member should make a financial contribution to their organization to ensure a personal stake in its success and also play a role in cultivating and soliciting donors. Before making their own philanthropic investments, savvy donors ask, “What has the board given?” Because few nonprofits today can boast a fully supporting earned revenue program or endowment, fundraising must be a responsibility of every board member.

Stakeholder engagement. The board is responsible for ensuring that the organization reflects the needs or interests of its stakeholders, regularly and transparently communicating with them. Functionally speaking, this means that the board must periodically evaluate its own composition with respect to its stakeholders and it must expect that staff create a plan to assess stakeholder needs periodically, adjust programs in response, and communicate with stakeholders regularly.

Practical Tips

Assess how closely your board is complying with governance best practices and legal requirements.

1. Have your governance committee review Governance Matters’ *Good Governance Guide* (see Annotated Bibliography).
2. Ask, “Are we meeting the suggested indicators of good governance outlined in each section? Where are the gaps in our oversight and performance?”
3. Conduct a board self-assessment survey (see sample in Appendix C).
4. With the board, identify three practices to improve and assign to a relevant committee the task of addressing them over the course of the year. The committee should report back on its progress and introduce its recommendations for board approval.
5. Review BoardSource’s “*Recommended Governance Practices*” (see Annotated Bibliography) for guidance on improved performance.

Good Boards Operate by Committee

The real work of an effective board is done by committees, each focused on one of the board’s areas of responsibility. Enabled by a responsible member of the staff, committees meet regularly, usually at least once between scheduled board meetings. In these meetings, detailed discussions on policy, budget, capital expenditure, governance, and executive issues take place before these committees bring their recommendations before the full board. The number and size of committees needed to support a board’s work can help determine the ideal size of a board’s total membership.

Committee structure and membership. Boards should carefully differentiate the role of committees of the board, which focus solely on fiduciary and governance issues reserved for

the board; and committees of the corporation, which can consider broader issues in an advisory role.

Comprised of board members exclusively, committees of the board typically include:

- Executive
- Finance
- Audit
- Governance and Nominating

Committees of the corporation are chaired by board members but can include both board and non-board members. Because they are open to appointments from the general community, committees of the corporation can serve as a first step for prospective board nominees, engage experts in particular fields, and provide a continued role for members cycling off the board.

Common committees of the corporation include:

- Development
- Facilities
- Programs

Each committee should have a clearly written charter describing its purpose, composition, and specific member responsibilities.

Practical Tip

Draft or update committee charters by asking directors to collect charters from peers who sit on other boards. The exercise will re-energize your committees to set new and ambitious goals.

Size. Good boards are built and sized purposefully. A rule of thumb: Determine which committees are necessary to govern the organization and the ideal number of board members needed to populate the committee effectively. Keeping in mind that you should not ask board members to sit on more than two committees, a simple multiplier can determine the minimum overall size of the board.

Role of staff. Make it easy for board members to focus on substance by assigning a senior member of the staff to support each committee's work. For example, a CFO can staff the Finance Committee or a development director, the Development Committee. Meetings, logistics, issues research, talking points, minutes, and the board reports that come from committee work are all staff responsibilities.

Good Boards Have Good Meetings

High-performing boards remain firmly rooted in their governance role and employ their members as strategists by focusing board meetings on weighty topics and decisions that are best

addressed by the board. Board meetings are well attended when board members come to expect substantive discourse and believe their presence makes a difference.

Frequency. The real business of the board is best conducted in small, agile committees that meet as frequently as needed between scheduled board meetings. Meetings of the full board include discussing major issues or policies that require the attention of all members. Members and officers are elected at an “annual meeting.” High-performing boards rarely need to meet more than four or five times per year.

Three key ingredients. Board members should leave each meeting feeling that 1) they contributed to substantive discussion, 2) there was a vote that required their presence, and 3) they learned something stimulating worthy of sharing with others.

Advance materials. In advance of a meeting, staff should distribute a timed agenda, committee reports, financial statements, draft resolutions, and brief backgrounders in preparation for discussion and decision on key issues. You shouldn’t hear any board member complain, “This is the first I’m hearing of it!”

Time and order. Carefully order your agenda items in a way that gets everyone talking early on. Time the agenda so that the most important conversation happens some 45 minutes in. By then, meetings are fully attended, attentions are focused, and meeting fatigue is still half an hour away. Limit meetings to two hours.

Practical Tip

Try adapting the sample meeting agenda in Appendix B. Then lay out a set of agendas for the entire year.

Use written reports. Write reports — even from the CEO — for topics that don’t require discussion or questions. Nothing deadens a meeting more than a string of verbal reports that require no comment or action. For reports that require discussion, allow the appropriate committee’s chair, rather than professional staff, to present them. That way, board members take responsibility for the issues at hand and ownership of the proposed strategy or direction.

Find reason to celebrate! Feeling good about the organization, staff achievements, board member successes, and milestones are among the joys of voluntary leadership. Use commendation and celebration to strengthen board, staff, and organizational cohesion.

Use minutes for communication. When done right, minutes are more than a mere record of board activity: They can be an appreciated communication tool for both attendees and those who missed the meeting. Don’t recount every moment. Instead, record: 1) a brief summary of the issue around each agenda item; 2) key arguments that swayed any debate; 3) decisions and any vote tallies; and 4) next steps, including the names of board members and assigned staff. Written reports provided in advance of a board meeting can provide a full record around an issue, if anyone is curious.

Good Boards Take Stock

Just as well-managed organizations put systems in place for measuring staff performance, good boards use evaluation tools to let members know how effectively they are performing as a body, individual members know how they're performing against their responsibilities and commitments, and the board knows how its efforts have affected the organization and its success. A “dashboard” — data aggregated and presented in a simple graphic — should become the communication tool that board members get used to seeing for board and organizational evaluation, while a report card can be used to evaluate individual member performance.

Board evaluation. Qualitatively and quantitatively measure the board's performance as a whole annually. Board self-evaluation surveys can measure participation satisfaction, communication effectiveness, and the perceived quality of available information, while quantitative data can measure meeting attendance, committee participation, and decision-making efficiency.

Practical Tip

A self-assessment survey is a great way to identify areas that need greater board attention without putting individual members on the spot. Present aggregated responses graphically to engage your board in a discussion about the findings and how the board can improve. (See Appendix C for a sample survey.)

Member evaluation. Each year should begin with board members completing a form that includes a statement of personal commitment to meeting and committee participation, financial support, and a list of commitments to open doors, make introductions, provide pro bono support from their firm, and raise funds. You can return the same form as a report card at the end of the year or provide it to the Governance and Nominating Committee when evaluating whether to renew a board member for another term. (For all of us, it is easier to be judged against our own commitments than to sit in judgment from our peers.)

Organizational evaluation. The board and CEO together should identify data that provides a snapshot of organizational performance quarterly for which the board has some responsibility and concern. While a quarterly financial report tells the budget story (ideally in year-to-date and year-to-year comparisons), the organizational dashboard might report on such measures as the number of clients, visitors, or members served by the organization; the effectiveness of services provided; fundraising progress and grants won or lost; and media attention and social media activity.

Annual Director Report Card	
Name:	_____
Term:	_____
Committee	1. _____
Assignments:	2. _____
Annual Gift:	\$ _____
Capital Gift	\$ _____
Get:	\$ _____
Prospects:	1. _____
	2. _____
	3. _____
	4. _____
	5. _____
Other Activities:	_____

Signed:	_____
Date:	_____

Practical Tips

Have each member complete the report card at the beginning of the year. Redistribute them as a reminder at the end of the year.

For more information, see:

Appendix D: Sample Committee Descriptions

Appendix B: Sample Meeting Agenda

Appendix C: Sample Board Self-Assessment

Section 2

Effective Board Leadership

The Board Chair

The board chair or president sets the tone for the board's performance. A good board chair is recognized as a principal partner to the chief executive in fulfilling an organization's mission and setting and implementing strategies to realize a shared vision. A good board chair activates the board and delegates to committee chairs to ensure that the responsibilities of the board are fulfilled.

Chair responsibilities are to:

Lead board and executive committee meetings. Board meetings are forums for debate and action on issues of strategic importance — ideally those first considered by committees — and where the board's mandated business is conducted through discussion, resolutions, and votes. The board chair conducts board meetings and works with the chief executive to prepare an agenda. They may be responsible for facilitating meetings of the executive committee, which is charged with addressing any matters between scheduled meetings of the full board. Bylaws often empower the chair to call special meetings of the full board, if necessary.

Work with the chief executive to ensure the board carries out resolutions. Management carries out most board resolutions, but the chair oversees implementation and ensures that progress is regularly reported back to the board.

Appoint committee chairs and populate committees. A governance and nominating committee is generally charged with populating the board. But a good chair identifies talent and develops a pipeline of future board leaders by appointing members with the expertise, energy, and temperament to chair committees, and then inspiring (and wrangling) them to do good work. The board chair consults with committee chairs and the chief executive to assign members to committees that align with their passions and expertise.

Work with the governance and nominating committee to recruit new board members. Recruiting new members should follow analyzing the expertise, diversities, and capacities needed on the board against the organization's strategic direction. The board chair is uniquely qualified to advise the governance committee on this big-picture task and play a principal role in recruiting new members.

Onboard and engage new board members. Nothing signals to new members the seriousness of their role more than the board chair's active involvement in orienting them to the organization and board responsibilities. An effective approach is tasking the new class of board members with a joint project to imbue them early on with responsibility and a collective voice.

Consult with board members and help assess their performance. Like family members, board members need attention. Unlike family, you should provide them with an annual evaluation. While the board evaluation process is the purview of a governance and nominating committee, the board chair meets with each member annually for counsel and feedback and then participates in annual reviews. A board chair must sometimes have difficult conversations with members who are not performing well.

Oversee chief executive searches and coordinate the chief executive's annual evaluation. A fundamental board responsibility is ensuring that its chief executive ably manages the organization. The board chair identifies professional leadership, provides clear management

goals and benchmarks, and appraises the chief executive's performance against those goals or closely oversees these tasks if delegated.

Act as the organization's spokesperson. The board chair's voice carries weight, particularly with major donors and external stakeholders. Working closely with the chief executive, the board chair plays a central role in communicating the organization's major messages.

Officers

While an organization's bylaws often specify such positions as chair, vice chair, vice president, and treasurer, New York State law requires a president and secretary only. Together with committee chairs, these officers comprise a "cabinet" for the board chair — and possibly the executive committee. Actively engage each officer with a portfolio of responsibilities to fulfill the mission and realize the vision.

Vice chair. The vice chair or vice president can be effective as a training position for the board's next leader. This officer typically:

- Serves on the executive committee.
- Carries out special assignments requested by the board chair.
- Understands the responsibilities of the board chair and performs these duties in the chair's absence.

Secretary. Required by state law, the secretary has weighty responsibilities that can be supported by a staff. This officer typically:

- Serves on the executive committee.
- Ensures the safety and accuracy of all board records.
- Drafts, or more commonly reviews, board minutes.
- Assumes the responsibilities of the chair in the absence of the board chair and vice chair.
- Provides notice of board or committee meetings when required.

Treasurer. A treasurer's key concern is the organization's financial assets. This officer typically:

- Understands financial accounting for nonprofits.
- Serves as chair of the finance committee.
- With the finance committee, manages the board's review and actions related to its financial responsibilities.
- With the chief executive and the chief financial officer, ensures appropriate and timely financial reports are made available to the board.
- As finance committee chair, presents the annual budget to the board for approval.
- Reviews the annual audit and works to address any material shortcomings.

Committee Chairs

Ideally, the work of a high-performing board happens in committees. The board chair and chief executive may be responsible for organizational strategy, but a good board chair delegates to committee chairs to ensure that the board fulfills its responsibilities.

Boards should differentiate between committees of the board — executive, finance, audit, and governance and nominating — which focus on fiduciary and governance issues reserved for the board; and committees of the corporation — program, facilities, and development — which consider broader issues in an advisory role and can include voluntary leaders who are not board members. In both cases, a board member chairs the committee. When committees of the corporation include non-board members, the committee chair must be sensitive to confidential (board-only) matters and play a role in cultivating them as prospects for future board membership.

Each committee chair should have a staff liaison to assist with preparing meetings, logistics, issues research, talking points, minutes, and board reports that come from committee work. Committee chairs:

- Work with assigned staff members on committee goals, meetings, and follow-up.
- Lead committee meetings.
- Delegate tasks to committee members.
- Report to the full board on the committee's progress against goals and recommend policies for board consideration.
- Consult with the board chair and chief executive on a leadership pipeline for the committee.

Good Meetings

Effective leadership starts with running a good meeting.

Here's a simple checklist for good chairing:

Begin with praise. Open every meeting with kudos to board members for personal, professional, and volunteer accomplishments, and do the same for key staff. Everyone likes to be recognized and praise is a powerful thing.

Use talking points. A script or talking points ensures you won't miss a key message over the course of a meeting. If somebody else says it first, so much the better.

Manage a balanced conversation. Toggle among positions and points of view so that the board hears a balanced debate on issues. Encourage quieter voices by calling on those who might hesitate to speak.

Be clear about timing. When conversation becomes animated, look at a clock and state a time by which you'll end discussion. The law of diminishing returns applies to extended board discussions, with votes unlikely to change after a period of debate.

Be the last to speak. The chair's voice can be the loudest, and it could silence those reluctant to differ. Save it up for summary which is a better time to detail your position.

Conclude with to-dos. Keep a list of tasks as the meeting progresses, and repeat or make assignments as you wrap-up. You'll reinforce your role in oversight and leave no room for uncertainty about next steps.

For more information, see:

Appendix D: Sample Board Chair Position Description

Section 3

Effective Board Members

The Board Job Description

Effective board members understand their responsibilities, accept their obligations, and participate in the life of the organization beyond a presence at meetings. New York Not-for-Profit Corporation Law holds nonprofit board members accountable for duties commonly referred to as “care,” or keeping well informed; “loyalty,” or placing the organization’s interests before personal interests; and “obedience,” or adhering to a mission. Particularly at a time of heightened regulatory scrutiny, board members need to know what you require of them. Good board members accept the responsibilities laid out in a board job description and engage with the organization through its programs, activities, events, and efforts.

Contents. Similar to descriptions for any paid position, a nonprofit board member job description includes specific member responsibilities, expectations, and qualifications, along with background information on the organization and the role of its board.

Practical Tip

Draft a position description by asking directors to collect samples from peers who sit on other boards. The exercise will re-energize your directors to set new, ambitious goals for individual board service.

Recruitment. The job description is a recruitment tool that you should provide and discuss with board candidates when you approach them and offer a seat. You can then attach it to the official letter of invitation to join the board.

Culture. The job description sets expectations and helps shape board culture, not only signaling the seriousness with which the organization addresses the quality of its board function but also helping new board members appreciate fellow members’ mutual sense of obligation.

Evaluation. The job description is especially useful for evaluating the performance of each board member when considered for re-election or appointment to committees or leadership roles.

The Board Commitment

A board member has a fiduciary relationship to the nonprofit, with all the actions of the fiduciary (or board member) performed for the advantage of the beneficiary (or nonprofit).

That’s a weighty commitment. To fulfill it, an effective board member:

Keeps track. Effective board members carefully review the organization’s financial reports quarterly or more frequently if they’re members of the Finance Committee. They read the organization’s promotional materials, press releases, and reports. And they monitor the ways that an organization measures its own performance — key performance indicators (KPIs) — so they know about trends in the delivery of programs and services.

Participates. Effective board members are engaged board members, and they are engaged when they have something to do. Board members should actively participate on a few

committees, where the real work of the board is accomplished. They can also take on special projects or fundraising efforts to engage more deeply.

Attends. Effective board members attend board and committee meetings, where interaction with staff and fellow members provides insight into an organization's work and impact.

Separates. Effective board members avoid even the appearance of conflict between their business dealings or personal interests and the interests of the organization. The law requires a conflict of interest policy and signed annual conflict disclosure, but that may not go as far as common sense.

Contributes. Effective board members provide financial support, not only according to the organization's giving requirements, but also commensurate with one's ability, and in ways that signal to others that the organization is their first philanthropic priority or among their top philanthropic priorities.

Supports. Effective board members support programs and events by attending events, buying tickets, underwriting tables for firsthand knowledge of activities, connecting with constituents, and providing necessary leadership for fundraising events.

Cultivates. Effective board members cultivate the interest and support of others and participate in soliciting contributions however they're comfortable.

Stays informed. Effective board members keep current on news related to the organization and its mission, so they can talk about developments in the field and the organization's place within it.

Board Member Communication

Board membership often comes with privileged access to organizational information, staff, facilities, and news and insights. With privilege comes responsibility.

Trust and boundaries. Effective board members build trusting relationships with the organization's CEO and staff. But, they understand that contact with staff is circumscribed. Strong rapport is a good thing, but they should be judicious in how they share information to avoid compromising their or others' positions.

Public dimension. Responsible board members understand that the organization speaks publicly to its constituents with a unified voice around any issue that concerns it. If an organization designates a spokesperson to talk about sensitive issues, then the board member must defer to the spokesperson and refrain from public comment.

Board Member Performance

A board job description sets responsibilities and expectations for board members. High-performing boards tend to review individual performance against expectations and standards.

Annual goals. Ask board members to set annual goals for themselves related to the organization's needs and their skills and connections. Set goals at the start of each fiscal year for meeting attendance — for example, attend 90%, with 80% in person; financial contributions,

including unrestricted, restricted program capital, and event support; leadership on a committee and as event chair; and cultivation, possibly based on the number of prospects introduced.

Report card. When board members set personal goals for the year in writing, you can evaluate their performance easily and objectively. For the Governance Committee, you can evaluate individual performance against goals at the end of each calendar or fiscal year, or discuss performance at a sit-down meeting soliciting next year's board gift.

Renewal. Board members who don't contribute appropriately or fail to meet their annual obligation should be asked to leave the board. Poor-performing board members can bring down the entire board's performance, affecting board morale. When a job description clearly outlines responsibilities and expectations, and a board report card clearly summarizes a member's contributions and participation, it shouldn't surprise a board member who is not re-nominated or asked to stand for re-election.

For more information, see:

Appendix E: Sample Board Member Job Description

Appendix F: Sample Report Card

Section 4

Effective Board Relationships

Board Chair and CEO Relationships

The quality of the working relationship between the nonprofit CEO and board chair can determine the success of an organization in fulfilling its mission, realizing its vision, and meeting or exceeding its goals. The quality of that relationship has repercussions throughout the organization.

Empathy. A good board chair understands that the CEO's job is a lonely one. The CEO is at once responsible to the board, to funders, to the public served by programs, and, sometimes, to government as well. The CEO is beholden to all and judged by everybody — and a good board chair empathizes with that.

Clarity. A good board chair offers clear direction to the CEO, holding the CEO accountable for responsibilities delineated in the job description while offering guidance toward the board's priorities so the CEO can appropriately respond. A good board chair offers correction when necessary but otherwise follows an established protocol for evaluating the CEO's performance — usually in concert with an annual salary review.

Communication. A good board chair meets regularly with the CEO to review issues and direction while offering feedback in a reliable, confidential, and uninterrupted forum. Between meetings, the board chair and CEO maintain easy and fluid communication, so they understand each other's relevant activities and can comment whenever needed.

Modeling. A good board chair models positive board behavior, and a respectful, productive relationship with the CEO sets an example for other members' interaction with staff and how the next board chair and committee chairs interact with their staff liaisons.

Practical Tip

Schedule regular meetings between each board chair and the CEO. A good rhythm is twice monthly, alternating in-person meetings with phone calls.

A good place to model behavior is through the executive committee, which can comprise officers and chairs of other committees.

Understanding Boundaries

Section 701 of the New York Not-for-Profit Corporation Law states, “[A] corporation shall be managed by its board of directors.” But what does that mean in practice?

Governance vs. management. A common stumbling block for nonprofit boards is a tendency for board members to overstep their governing authority and engage in managerial, operational, or programmatic decisions. It's no surprise that it's challenging for board members to navigate, because an organization's programs and services are typically what inspire board members to serve in the first place. The board can provide overall strategic direction and oversight, but it hires the chief executive to put the mission into practice through programs, operations, and managing staff.

Oversight vs. supervision. How can the board provide adequate oversight if it operates at 30,000 feet? Providing supervision for the CEO is a core responsibility of the board, but board members should also work with other employees. You can accomplish this outside a supervisory context, but you'll need to artfully manage the power dynamic between board members and staff. One strategy assigns a staff liaison who provides expertise and support to board committees, but with the understanding that supervising staff is the CEO's responsibility. Examples include the formal relationship between a board treasurer and CFO or a development committee chair and development director. Otherwise, board members should run employee requests through the CEO.

Practical Tip

A well-crafted board member position description can effectively ensure that board members understand the line between governance and management and oversight and supervision. Give this description to all new members, and include it in a board manual. (See Appendix E.)

Building Bonds

Effective board members are engaged board members — engaged with the organization and engaged with one another. An organization can build strong interpersonal bonds among board members even as they build strong relationships with the board itself.

Projects. Give pairs of board members projects to work on together beyond committee work, helping them to develop rapport and a record of accomplishment. Project work is also a good opportunity for new board members to bond with one another and contribute to the organization's success early in their tenure.

Planning. A good strategic plan informs the work of a healthy and high-performing organization. (It's often required of nonprofits that receive some form of accreditation.) The strategic planning process can engage a group of board members in guiding an organization's future and in building productive interpersonal relationships.

Sociability and travel. Over lunch, coffee, or dinner, board members can connect and find commonalities, leading to a deeper connection to the organization. Travel programs for board members and their spouses are effective bonding experiences, allowing them to share learning and memories that can lead to shared commitment.

Retreat. An annual retreat — half a day to a full weekend — can focus a board that is otherwise scattered geographically or communally on issues most critical to an organization and its future. Downtime is sometimes the most productive time for board members to get to know one another and related staff, if included.

Connecting to Community

Board members' relationships to the organization's programs, its staff, and one another are critical bonds that can lead to more effective governance roles, more inspiring voluntary leadership, and more financial support. Board members can also contribute to the health of an

organization through communal relationships outside the nonprofit itself — to other people, organizations, businesses, and government.

Jewish values. In Jewish communal organizations, board members have a special responsibility to embrace and celebrate Jewish communal values. Especially when the organization serves a diverse or predominantly non-Jewish constituency, board members can help find appropriate ways to convey and uphold those values as guideposts for the organization's work and ethics.

Jewish learning. Jewish thought can offer an organization a lens through which board members and staff consider responses to the issues and opportunities it faces. A *drash* at the beginning of a board meeting may be appropriate for your organization, whereas a featured speaker in the boardroom might be right for others. Reinforce recommended reading with subscriptions for all board members to periodicals like *The Jewish Week*, *The Forward*, eJewishPhilanthropy, or e-newsletters.

Community relations. Board members can extend an organization's reach when they become a helpful link to other nonprofits, community groups, commercial sectors, and government by attending events, participating in programs, patronizing businesses, and supporting elected officials. A rich web of relationships underscored by board members' goodwill can only benefit an organization.

UJA-Federation. You may require board members to make an annual gift to the campaign, but a good board includes members who go deeper, contributing more significantly of their time and money to UJA-Federation and building an indelible relationship with the organization at the same time.

Promote a Culture of Equity and Inclusion

One of a board's oversight responsibilities is to ensure that agency policies comply with local, state, and federal law, which includes providing a workplace free of discrimination and harassment. However, good practice supports boards extending this oversight beyond the letter of the law by recognizing that both ethics and sound management practices obligate organizations to not simply avoid transgression, but to promote a culture of equity and inclusion.

Organizations with poor reputations fail to attract talented professionals and trustees, and high turnover rates add real costs to agency finances over which boards are ultimately responsible. When the right culture is in place, and employees understand that discrimination and harassment are not tolerated at any level, costly legal challenges inevitably decline as well.

If organizations and their boards want to truly commit to promoting a culture of equity and inclusion, of equal opportunity and the promotion of talent, uncovering the ways in which power and privilege function within an organization can be of paramount importance.

A potential strategy for an organization is to conduct periodic equity and inclusion audits to examine organizational policies and practices such as salary parity, evaluation and promotion, staff and board composition, discrimination and harassment reporting procedures, and staff training.

Section 5

Recruiting and Onboarding Effective Boards

Build Your Board Strategically

A board that is not regularly refreshed with new members is a board that can easily get stuck in the past — reluctant to effect change when it's needed and reliant on ideas that fail to advance the board's understanding of what is possible.

Good boards regularly evaluate the performance of a board individually and as a whole. They're built with purpose to support the organization's vision for the impact it wishes to have, which requires cycling new board members who have the skills, knowledge, and reach to help realize an organization's goals and vision.

A strong Governance & Nominating Committee is central to keeping a board fresh and well positioned to fulfill its role. Below are key responsibilities that we explore in detail throughout the guide. (See Appendix A for a committee charge.)

Board evaluation. Ask the board as a whole to evaluate its own performance using a standard survey instrument. You can then correct identified deficits — for instance, communication issues, lack of training, engagement dissatisfaction, or gaps in areas of knowledge.

Member evaluation. Evaluate individual member performance annually to give the committee a basis for its decision to recommend re-election for a new term. As in the workplace, the conversation is easier when members are asked to set their own goals and reflect on their own performance.

Recruitment. Actively recruit new board members to fill seats, infusing the board with diverse expertise, connections, and perspectives. Support the recruitment process by directing staff to research prospects beyond the limits of who knows whom.

Onboarding. A formal orientation protocol is the purview of the Governance & Nominating Committee. Bring new board members on board in a way that helps them become engaged in the board's work as quickly as possible.

Compliance. Regularly review bylaws and board policies to ensure they comply with current law and the needs of the organization as it evolves.

Structure. The Governance & Nominating Committee periodically examines the board's structure — its officer positions and its committees — to ensure they align with the organization's activities and serves its needs.

Succession. Identifying board members who might fill leadership roles in future years allows you to place them in roles of increasing responsibility, positioning them to take on roles of committee chair and officer when appropriate.

Source New Board Members

Too often the conversation at a Governance & Nominating Committee meeting focuses on whom we know, rather than on what we need. A strategic approach to board building starts with needs. Recruit to fill gaps and needs, not merely fill seats.

Vision. Begin by reviewing the vision for your organization's future. Identify what you intend to achieve in the coming three to five years and the knowledge, skills, and connections required to fulfill the vision.

Identify gaps. Use a simple board matrix (see Appendix B) to identify and fill gaps. Begin with a column that lists the areas of expertise you need — those in legal, accounting, marketing, media relations, construction, architecture, or city politics, however long. Then identifying diversities — gender, ethnicity, geography, denomination, and more — that can enable you to reach constituents and reflect important perspectives. Add the names of current board members next to each area of expertise and diversity, and note the gaps.

Find prospects. Search for potential board members who can fill the gaps using your organization's donor list, lists of top donors from other organizations, and publications like *Crain's* annual book of lists. Get creative, taking recommendations from vendors, friends, family, UJA-Federation executives, and professionals who know your organization well (for instance, your accounting firm).

Set appointments. Schedule informal get-to-know-you meetings with identified prospects to explore the idea of board membership. In general, candidates are far more likely to respond positively if they know they can fill a gap by providing knowledge, skills, or connections otherwise absent from the board.

Cultivate. Introduce interested individuals to the organization through a site visit and over a meal with the chief executive and other board members. Make sure to give the candidate a board job description, and clearly state any required financial commitment.

Test. Some candidates will be eager to join, and you will be eager to ask them. Others might require a period of courtship. Suggest an interested prospect join a committee open to non-board members or participate in a series of activities over time. Give the prospect plenty of opportunity to meet other voluntary leaders and staff.

Practical Tip

Designated committees of the board might be open to board members only. Other committees of the corporation could be open to anyone invested in the mission who has crucial expertise, making them good places to bring on and “test” prospective board members.

Establish pipelines. To build an effective conduit for future board members, bring future prospects closer to the organization. Activate corporate volunteerism through partnerships with a handful of sizable businesses that can include banks, media companies, or real estate developers. Encourage younger philanthropists to join a junior board or UJA-Federation's Observership Program.

Bring Members on Board

Imagine what it feels like to show up at your first board meeting as a new member wondering: What are the issues? Who are the players? Where should I sit? What can I say?

An effective onboarding process that provides orientation and training can make newly elected board members productive participants from the beginning.

Orientation. Develop a standard orientation process. Include a tour of at least one facility, and introduce members to one another, perhaps over lunch. Sit down with key program, operations, marketing, and development staff. Take a close look at the budget and financial statements with the CFO, and consider offering a session on reading financial statements.

Board handbook. Ask new board members to carefully review the board handbook, which should include everything from bylaws to bios, policies to program descriptions, and a copy of the directors' and officers' insurance policy. (See Appendix H for a list of recommended contents.)

Mentoring. Pair a new board member with a veteran who can serve as a mentor. Veterans can provide a personal and private overview of the organization and their experience on the board in advance of the new member's first meeting. A familiar person to sit next to at that first meeting and periodic phone calls to answer questions can acclimate the new member.

Class projects. The chair might assign a short-term project to a small group of new board members who have joined as a "class." Projects encourage new members to develop camaraderie, test their capacity to perform effectively on behalf of the organization, and quickly establish a record of contribution that others on the board will note.

Succession Planning

Good board leaders think about legacy from the moment they accept the job, asking, "What impact can I have on the organization and the board I've been entrusted to lead?" Good board leaders also think about the continuity of their efforts by identifying and preparing a successor to lead next.

Leadership pipeline. A good board chair grooms future leadership by thinking strategically about who's assigned committee chair responsibilities, asked to lead special task forces, and right for an officer position. Such opportunities test the leadership abilities of board members. Those who succeed remain in the leadership pipeline.

Term limits. It's healthy for an organization to limit the number of years and terms that a member can serve on a board or in a leadership position. Limits keep perspectives fresh and curb inappropriately relying on the past when considering the future. The institutional memory of long-serving board members is an asset — except when it stands in the way of progress.

Training. Encourage prospective leaders to attend UJA-Federation's educational sessions, conferences, and other opportunities for training leadership in effective policies and best practices. Then invite the attendee to report back to the full board on what they've gleaned, giving the prospective leader a chance to demonstrate leadership and internalize what they've learned.

Practical Tip

Succession planning should be an annual discussion between the Governance and Nominating Committee and chairs of other committees. Committee chairs can mentor aspiring members of their committees, and officers can mentor committee chairs who aim to fill officer roles.

For more information, see:

Appendix A: Governance Committee Description

Appendix G: Board Composition Matrix

Appendix H: Contents of a Board Handbook

Appendix

Appendix A

Executive Committee Description

Purpose of the Committee

The Executive Committee comprises the board's officers and meets to discuss board matters that need addressing between regularly scheduled meetings. The organization's bylaws should outline the Executive Committee's decision-making powers.

Responsibilities

- Serve as a sounding board for management on emerging issues, problems, and initiatives.
- Report to the full board on official actions taken by the committee.

Meetings

The Executive Committee meets as needed.

Members

The committee comprises the board chair, president, CEO, vice chair, treasurer, secretary, and any necessary committee chairs.

Finance Committee Description

Purpose of the Committee

The Finance Committee provides financial oversight for the organization. It's responsible for recommending financial policies, goals, and budgets that support the organization's mission, values, and strategic goals. The committee also reviews the organization's financial performance against its goals and proposes major transactions and programs to the board.

Responsibilities

- Review the annual operating budget prepared by staff for consistency with the organization's strategic plan and goals.
- Approve the budget within the Finance Committee.
- Monitor adherence to the budget.
- Set long-range financial goals and the funding strategies to achieve them.
- Work with staff to develop multi-year operating budgets that integrate strategic plan objectives and initiatives.
- Work with staff to develop useful financial reports and ensure that reports are accurate and timely.
- Report any financial irregularities, concerns, and opportunities to the board.
- Present financial goals, proposals, and reports to the Board of Directors for approval.
- Review and approve minutes of the committee's previous meeting, and report on the committee's activities to the full board.
- Encourage broader thinking by the Board, management, and staff about institutional risks; and ensure that sound policies, procedures, and practices are in place for management of material risks.

Meetings

The committee meets at least four times a year, or whenever the committee chairperson thinks it's necessary. Specify meeting dates and times a year in advance.

Members

The committee comprises members with backgrounds in finance, accounting, business, investment management, executive leadership, or business ownership.

Audit Committee Description

Purpose of the Committee

The Audit Committee oversees the organization's audit process. Annually, an independent outsider reviews and audits the organization's financial systems. The auditor's report is an important way for the board to obtain independent information about the organization's activities.

Responsibilities

- Interview prospective auditors, review bids, and recommend a selection to the board.
- Ensure a timely annual audit of the organization's financial systems.
- After reviewing the auditor's report, meet with the auditor at least once without staff.
- Ensure that the organization responds to the auditor's recommendations.
- Present the completed audit to the full board for acceptance.

Meetings

In addition to selecting an independent auditor, the committee meets at least once with the auditor to discuss the audit plan and at least once to review the auditor's report.

Members

The committee comprises members with backgrounds in finance, accounting, business, investment management, executive leadership, or business ownership, ideally also including a certified public accountant.

Investment Committee Description

Purpose of the Committee

The Investment Committee is responsible for managing the organization's investments — its portfolio. Members are fiduciaries of the portfolio and they set investment goals to ensure they support the organization's mission.

Responsibilities

- Adopt, review, and revise the Investment Policy Statement, seeking board approval for substantive changes.
- Monitor performance of investment funds and investment managers according to the Investment Policy Statement.
- Retain or replace investment managers or funds for the portfolio.
- Provide an investment report with recommendations to the board.

Meetings

The Investment Committee meets two to four times a year, and more frequently as circumstances require.

Members

The committee comprises members with backgrounds in finance, accounting, business, investment management, executive leadership, or business ownership, ideally also including a certified public accountant. You should review the background of committee members and relevant staff to ensure no conflicts of interest.

Governance (and Nominating) Committee Description

Purpose of the Committee

The Governance Committee makes sure that the board is high functioning and fulfills its responsibilities. It ensures that the board composition reflects the needs of the board and the organization and provides succession planning. It also makes sure that the board comprises people who together are equipped to govern, support, and, if necessary, hire a new CEO.

Responsibilities

- Prepare priorities for strategic recruitment to ensure ideal board composition.
- Recruit, screen, and present new members for the board.
- Recruit and present a slate of officers to the board.
- Review the performance of individual board members, and recommend reappointment as terms expire, when allowed.
- Ensure board member orientation and ongoing education.
- Review and approve board member position descriptions.
- Conduct annual board self-assessment.
- Suggest non-board members for committee membership, when allowed.
- Review and approve minutes of the committee's previous meetings, and report on the committee's activities to the full board.

Meetings

The Governance Committee meets four times a year, and more frequently as circumstances require.

Members

The committee comprises people committed to serving as ambassadors of the organization to recruit new board and committee members. Human resource experience is a plus.

Development Committee Description

Purpose of the Committee

The Development Committee oversees and participates in fulfilling the organization's fundraising plan particularly focusing on the role of the board to achieve fundraising goals.

Responsibilities

- Work with development staff to create a fundraising plan, including fundraising vehicles.
- Oversee implementation of the fundraising plan, and ensure that board members meet their individual commitments.
- Monitor fundraising efforts to ensure that ethical practices are in place, donors are acknowledged appropriately, and fundraising efforts are cost-effective.
- Raise funds through such personal activities as asking for major donations or hosting events.
- Ensure the involvement of all board members in fundraising and personal contributions.
- Review and approve minutes of the committee's previous meeting, and report on the committee's activities to the full board.

Meetings

The Development Committee meets two to four times a year, and more frequently as circumstances require.

Members

The committee comprises a diverse group of members who have the ability to reach a wide base of prospective donors. Committee members must be willing to actively solicit financial support for the organization. Fundraising experience is a plus.

Program Committee Description

Purpose of the Committee

The Program Committee provides feedback, support, and policy oversight to ensure appropriate focus and direction of programs and services according to the organization's mission, vision, and strategic plan. It serves as a group of advisors to the staff.

Responsibilities

- Advise the staff on developing new programs.
- Initiate and work with the staff on assessing the impact and cost-effectiveness of programs.
- Facilitate discussions with the board about the organization's program priorities.
- Coordinate the work of board members overseeing program work.
- Review and approve minutes of the committee's previous meeting, and report on the committee's activities to the full board.

Meetings

The Program Committee meets two times a year, and more frequently as circumstances require.

Members

The committee comprises people who are familiar with the organization's programs or have experience in managing and evaluating programs.

Facilities Committee Description

Purpose of the Committee

The Facilities Committee provides guidance, feedback, and support for issues related to facilities and grounds, ensuring appropriate management and maintenance. It also guides capital improvements and replacement to support services according to the organization's mission, vision, and strategic plan. The Facilities Committee initiates and provides oversight for substantial capital investments in coordination with the staff.

Responsibilities

- With the COO, regularly review the condition of facilities and grounds.
- Ensure that management and maintenance protocols are in place.
- Review or compare maintenance operations activities and investments with like institutions, and draw conclusions or recommendations for continual improvement.
- Facilitate discussions with the board about capital priorities.
- Propose major investments in facilities and grounds and appropriate vehicles for funding such investments.
- Review and approve minutes of the committee's previous meeting, and report on the committee's activities to the full board.

Meetings

The Facilities Committee meets two times a year, and more frequently as circumstances require.

Members

The committee comprises people who are familiar with how the organization's programs and related facility needs operate and have experience with facility and grounds management. Members should ideally include people with expertise in architecture, engineering, construction, real estate development and management.

Appendix B

Sample Meeting Agenda

5 mins	Welcome, Agenda Review, Approval of Minutes	Board Chair
10 mins	Chief Executive's Report	Chief Executive
30 mins	Committee Reports (on action items; full reports would be sent in advance): <ul style="list-style-type: none">• Finance Committee• Governance & Nominating Committee• Xxx	Treasurer Committee Chair Committee Chair
60 mins	Strategic Topic	Chief Executive and/or Board Member
15 mins	New Business & Summary (introduction of topics for future consideration, summary of actions and confirmation of upcoming meeting dates)	Board Chair
	Executive Session (if necessary)	

Notes for the Sample Meeting Agenda

1. **Board “business.”** The board completes a standard docket within the first hour of the meeting, including:
 - **Welcome from the Board Chair.** Review the agenda, reference major topics to address during the meeting, introduce new directors and staff observers, and offer congratulatory nods to individual directors for reaching personal or organizational milestones.
 - **Chief executive's report.** Offer a concise “state of the organization” — like a dashboard — mentioning major trends, highlights, and topics to address. Send a comprehensive written report in advance as part of the board packet.
 - **Committee reports.** Provide the board with written reports from each committee as part of the packet sent in advance of the meeting. An oral committee report is necessary only when debate or action is required — for example, budget or policy approvals, new board slates, or other forms of resolution. If a committee needs to propose an important strategic policy or recommendation for the attention of the full board, address it as a strategic topic in the second half of the meeting.
2. **Strategic topic.** Directors actively participate in meetings when they feel their presence is important. Organize your meeting around weighty topics that require active learning and discussion, resulting in a decision only the board is empowered to make. Organize the bulk of your meeting around one or two such topics that help directors learn more about the organization's work and its impact.
3. **Executive session.** At times, the board can add a session, without staff, to discuss such confidential topics as the chief executive's performance.

Appendix C

Sample Board Self-Assessment

To members of [organization]'s Board of Directors:

Kindly complete this survey no later than [date].

After tallying completed surveys, we will present the findings at our annual retreat. Please note that individual survey responses are strictly confidential, with a summary of the findings shared only among the board and senior staff.

	Considerations	1 Strongly Agree	2 Agree	3 Neither Agree nor Disagree	4 Disagree	5 Strongly Disagree
1	The Board has a full and common understanding of the roles and responsibilities of a board					
2	Board members understand the organization's mission and its portfolio of programs/services					
3	The structure of the organization (board, officers, committees, executive and staff) is clear					
4	The Board has clear goals and actions resulting from relevant and realistic strategic planning					
5	The Board attends to policy-related decisions which effectively guide operational activities of staff					
6	The Board receives regular reports on finances/budgets, program performance, other important matters					
7	The materials that the Board receives are understandable and easily digestible					
8	The Board helps set fundraising goals and is actively involved in fundraising					
9	The Board effectively represents the organization to the community it serves and to other stakeholders					
10	Board meetings are engaging and facilitate focus and progress on important organizational matters					
11	The Board regularly monitors and evaluates progress toward strategic goals and program performance					
12	The Board regularly evaluates and develops the Executive Director/CEO					
13	The Board has approved comprehensive personnel policies which have been reviewed by a qualified professional					
14	Each member of the Board feels involved and interested in the Board's work					
15	All necessary skills, stakeholders and diversities are represented on the Board					

Appendix D

Sample Board Chair Position Description

Position

As a partner to the chief executive officer (CEO) and other board members, the board chair provides leadership to **[organization]** as it fulfills its mission. The board chair supports and sustains the organization's work and provides governance leadership and strategic fundraising support.

The board chair is charged with the specific responsibilities below.

Leadership, governance, and oversight

- Plan, manage, and facilitate board and executive committee meetings, partnering with the CEO to ensure that board resolutions are carried out.
- Assign committee chairs, committee membership, task force participation, and other board assignments.
- Act as trusted advisor to the CEO as he or she develops and implements **[organization]**'s strategic plan.
- Develop and manage relationships, and communicate with funders, partners, and other stakeholders.
- As a board member, approve **[organization]**'s annual budget, audit reports, and material business decisions informed of and meeting all legal and fiduciary responsibilities.
- Review outcomes and metrics created by **[organization]** for evaluating its impact, and regularly measure performance and effectiveness using those metrics.
- Assist the CEO and Nominating Committee in recruiting board members.
- Coordinate CEO's annual performance evaluation.
- Periodically consult with board members on their roles, helping them to assess their performance.
- Act as an ambassador and spokesperson for the organization.
- Ensure **[organization]**'s commitment to a diverse board and staff that reflects the communities it serves.

Fundraising

- In collaboration with the CEO, work to generate needed annual revenue and foster **[organization]**'s overall financial health.
- Treat **[organization]** as a top philanthropic priority, reflected in your annual financial gift.

- Ensure that 100% of **[organization]**'s board members annually contribute a gift that's commensurate with their capacity.
- Identify, qualify, cultivate, solicit, and steward major individual donors, corporate support, and foundation gifts.

Term

- **[Organization]**'s board chair (and board members) serve a **[number]**-year term **[and are eligible for reappointment for one additional term]**.

Desired qualities

- Passion for the success of **[organization]** and a commitment to its impact on beneficiaries.
- Track record of accomplishment in professional life or volunteer work.
- Comfortable knowledge of the funding community and success in fundraising.
- Savvy diplomatic skills and a natural ability to cultivate relationships and persuade, convene, facilitate, and build consensus among diverse individuals.
- Excellent written and oral communication skills coupled with an affinity for public speaking.
- Personal integrity, credibility, and a willingness to lead.

Appendix E

Sample Board Member Position Description

[Organization]'s mission is to **[type mission]**.

For more information, please visit **[organization]**'s website at **[URL]**.

Position

Board members support the work of **[organization]** and provide mission-based leadership and strategic governance. Board members partner with the CEO, who's responsible for day-to-day operations, but the board's involvement is both critical and expected. Each board member is expected to uphold universally accepted standards of conduct — the duty of care, or good judgment; the duty of loyalty, or integrity; and the duty of obedience, or faithfulness to mission — expect the same of peers.

General responsibilities and expectations

- Serve as a trusted advisor to the CEO as they implement **[organization]**'s strategic direction, and partner with the CEO and other board members to ensure that board resolutions are carried out.
- Approve **[organization]**'s annual budget, audit reports, and material business decisions, and ensure that it meets all current legal and regulatory responsibilities.
- Serve on committees or task forces as assigned, and take on special projects as requested.
- Participate in the life of the organization, attending events and activities for which a board presence is desired, and maintain firsthand knowledge of its programs and initiatives.
- Review outcomes and metrics created by **[organization]** for evaluating its impact, and regularly measure performance and effectiveness using those metrics.
- Arrive to every meeting prepared, reviewing the agenda and supporting materials in advance.
- Apply relevant professional skills, community relationships, and unique perspectives to the work of the board and its committees.
- Contribute to the CEO's annual performance evaluation.
- Assist the organization in identifying and recruiting other board members.
- Represent **[organization]** to stakeholders, acting as an ambassador and a spokesperson for the organization when asked.

Philanthropic responsibilities and expectations

Board members consider **[organization]** a philanthropic priority, making an annual gift, supporting events, and participating in fundraising initiatives at a level that reflects that priority.

So that **[organization]** can credibly solicit contributions from foundations, organizations, and individuals, it expects 100% participation of each board member at a level **[commensurate with their capacity/set in conversation with board leadership]**. We also ask board members to solicit gifts in personally comfortable, appropriate ways.

Board terms and participation

[Organization]'s board members serve **[number]**-year terms and are eligible for reappointment for one additional term based on a performance review. Officers can serve additional terms while they hold these positions. Board members are expected to attend all regularly scheduled board meetings — in person, whenever possible — and actively participate in meetings of committees to which they are assigned.

Qualifications

[Organization]'s board offers an excellent opportunity to share a commitment to its mission and a desire to ensure its continued impact. Selected board members have achieved leadership stature in business, government, philanthropy, a relevant area of personal passion, or in the nonprofit sector. They bring good judgment, good will, and a desire to contribute to the role, as well as a willingness to attract others to support the organization.

Ideal candidates exhibit:

- Extensive professional experience with significant accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of **[organization]**'s beneficiaries, preferably based on firsthand experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships, persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of **[organization]**'s beneficiaries.

Service on **[organization]**'s Board of Directors is without payment or salary.

Practical Tip

Draft or update your organization's position description by asking directors to collect samples from peers who sit on other boards. Then modify the existing description with new ideas that feel right for your board's culture and aspirations. The exercise will energize your directors to set new and ambitious expectations.

Appendix F

Sample Board Report Card

I, **[name]**, understand that as a member of **[organization]'s** Board of Directors I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and mission of the organization, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a board member:

- I attended **[number]**% of board meetings last year.
- I sat on the **[committees]** and I attended **[number]**% of committee meetings.
- I attended special events that included **[events]**.
- I made a personal financial contribution of:
 - **[\$[number]]** to the annual fund.
 - **[\$[number]]** to the campaign.
 - **[\$[number]]** to **[campaign or fund]**.
- Next year, I pledge a financial contribution of:
 - **[\$[number]]** to the annual fund.
 - **[\$[number]]** to the campaign.
 - **[\$[number]]** to **[campaign or fund]**.

Participation in fundraising activities:	Last year	Next year
Identify [number] prospects.		
Attend cultivation and solicitation meetings.		
Host an event.		
Sign appeal letters.		
Thank donors by phone.		

Appendix G

Board Composition Matrix

Use a simple spreadsheet to assess the current composition of the board and identify gaps in skills, expertise, demographics, industry, or communal connections. The Governance & Nominating Committee can then work to recruit new members to fill the gaps.

Our matrix template below also helps the committee evaluate the performance of individual trustees.

[illegible]

Appendix H

Contents of a Board Handbook

- Annual calendar, including board calendar
- Audited financials
- Board job description
- Board member bios
- Bylaws
- Committee charters
- Contact information for board and key staff
- Directors' and officers' insurance policy
- Key staff bios
- Mission statement
- Operating budget
- Organizational chart
- Organizational history
- Policies, including conflict of interest, gift acceptance, and endowment spending
- Program descriptions
- Vision and strategic plan

Annotated Bibliography

Auerbach, Anna Pikovsky. "Boarding Call for Next-Gen Leaders," *Stanford Social Innovation Review* (August 25, 2015), https://ssir.org/articles/entry/boarding_call_for_next_gen_leaders.

Auerbach's article promotes the value of adding millennials to your board and offers suggestions for recruitment and solicitation.

Beavor, Karen. "Right from the Start: What Your Nonprofit Board Needs in Three Easy Tables," *The Bridgespan Group* (May 27, 2014), <https://www.bridgespan.org/insights/library/organizational-effectiveness/right-from-the-start-what-your-board-needs>.

Beavor's article includes three downloadable tools from the Georgia Center for Nonprofits that you can use to assess your board's composition and associated expertise as a prelude to strategic recruiting.

BoardSource. *Leading with Intent: A National Index of Nonprofit Board Practices* (2015), <https://my.boardsource.org/eweb/pdf/LWI-Report.pdf>.

A survey of 800 nonprofits on their boards' composition, policies, practices, and performance, providing a snapshot of the field with analysis and recommendations on good governance.

BoardSource. *Recommended Governance Practices* (2016), <https://boardsource.org/wp-content/uploads/2016/10/Recommended-Gov-Practices.pdf>.

A compendium of 29 board practices divided into essential, leading, and compliance categories to provide a useful benchmark against which to measure board performance.

BoardSource. *What Should I Know Before Joining the Board?* (2010), <https://www.bridgespan.org/bridgespan/Images/articles/what-should-i-know-before-joining-the-board/WhatShouldIKnowBeforeJoining.pdf?ext=.pdf>.

This is a primer for individuals who are considering joining a board. It lists a series of questions the prospective members should ask to inform their final decision.

Chang, Curtis. "Shake Up Your Board Meeting," *Stanford Social Innovation Review* (August 1, 2013), https://ssir.org/articles/entry/shake_up_your_board_meeting.

Ideas for making board meetings more interesting.

Charities Bureau. *Right from the Start: Responsibilities of Directors of Not-for-Profit Corporations* (May 15, 2015),
<https://www.charitiesnys.com/pdfs/Right%20From%20the%20Start%20Final.pdf>.

Produced by the New York State Attorney General's Charities Bureau, this booklet outlines the legal obligations of directors.

Governance Matters. *Good Governance Guide*, <http://governancemattersusa.org/board-skills/good-governance-guide>.

Online guide to the major areas of board responsibility, including indicators and self-assessment questions for evaluating board performance.

Kanter, Beth. "Bringing a Network Mindset to Board Development," *Stanford Social Innovation Review* (November 7, 2012),
https://ssir.org/articles/entry/bringing_a_network_mindset_to_board_development.

Kanter's article discusses how to employ social network mapping tools, such as LinkedIn Board Connect, to identify prospective board members and the networks with which they are associated.

Rosenthal, Lesley. "Nonprofit Corporate Governance: The Board's Role," *Harvard Law School Forum on Corporate Governance and Financial Regulation* (April 15, 2012),
<https://corpgov.law.harvard.edu/2012/04/15/nonprofit-corporate-governance-the-boards-role>.

An overview of the key functions of the nonprofit board.

The following two articles about onboarding a new executive director or CEO focus on setting the stage for an appropriate, productive, and transparent relationship with the board and its leadership.

The Bridgespan Group. *Starting Off on the Right Foot: How to Establish a Good ED-Board Relationship*, <https://www.bridgespan.org/insights/library/organizational-effectiveness/establish-good-board-ed-relationship>.

Walsh, Lisa, Libbie Landles-Cobb, and Leah Karlins. "Boosting Nonprofit Board Performance Where It Counts: Five Recommendations for Onboarding a New Executive Director." *Stanford Social Innovation Review* (July 16, 2014),
https://ssir.org/articles/entry/boosting_nonprofit_board_performance_where_it_counts.

UJA-Federation of New York Leadership

President
Jeffrey A. Schoenfeld*

Chair of the Board
Robert S. Kapito*

Chief Executive Officer
Eric S. Goldstein

Treasurer
Jeffrey M. Stern*

General Chairs, 2018 Campaign
Alisa F. Levin*
David L. Moore*

Chair, UJA Women
Judith K. Baum*

Chair, Planned Giving & Endowments
Lawrence J. Cohen*

Chairs, Capital Gifts and Special Initiatives
Jeffrey R. Gural
William L. Mack
Philip L. Milstein

General Planning Chair
Alisa R. Doctoroff*

Chair, Caring Department
Jodi J. Schwartz*

Chair, Jewish Life Department
Amy A.B. Bressman*

Chair, Network Department
Brett H. Barth*

Executive Committee at Large
Stephen J. Girsky*
Cindy R. Golub*
Jonathon C. Held*
Barry A. Kaplan*
Suzanne F. Peck*

Special Advisor to the President
Aaron L. Zises*

Executive Vice President, Financial Resource
Development
Mark D. Medin

Chief Planning Officer
Deborah A. Joselow

Senior Vice President, External Relations and
Public Policy
Louisa Chafee

Chief Financial Officer
Irvin A. Rosenthal

General Counsel, Chief Compliance Officer &
Secretary
Ellen R. Zimmerman

Chief Marketing Officer
Graham Cannon

Executive Vice Presidents Emeriti
Ernest W. Michel**
Stephen D. Solender
John S. Ruskay

*Executive Committee member

**Of blessed memory

Jewish Communal Network Department Leadership

Brett Barth, Chair

Karen Adler
Howard Altschul
Sanford Antignas
Richard Barasch
Sam Bloustein
Thomas Blumberg
Amy Bressman
Saul Burian
Sandy Cahn
Kenneth Cappel
Bess Castagnello
Michael Corwin
Ana Demel
Laurence Dobosh
Alisa Doctoroff
Matt Doherty
Adrienne Driben
Robert Draizen
David Dworin
Jonathan Ehrlich
Cindy Feinberg
Michael Feldberg
Harrison Fischer
Martine Fleishman
Ellen Forrest
Alan Gaynor
Judith Gelfand
Craig Gilston
Harris Ginsberg
Allan Glick
Billie Gold
Muriel Goldberg
Frank Golding
Esther Goldman

Carol Goldstein
Wayne Goldstein
Lawrence Gottlieb
Marilyn Gottlieb
Elizabeth Grayer
Linda Gross
Jamie Harris
Scott Harris
Susan Held
John Hermann
Suzanne Jaffe
Bruce Kafenbaum
Steven Kahn
Michael Kalnicki
Talia Kaplan
Karen Spar Kasner
Michael Kessler
Vickie Kobak
Philip Lang
Michael Lax
Elias Lebovits
Louis Leone
Marc Lessner
Jerry Levin
Samuel Liss
Heidi Lurensky
Michael Lustig
Solita Marcelli
Paul Millman
David Moore
Richard Morse
Deborah Newborn
Jennifer Notis Lyss
Josh Oboler

Jonathan Plutzik
Isaac Palka
Mickey Penzer
Robert Polonsky
Claudia Poster
Stephen Reiner
Linda Rich
Theodore Richman
Marcia Riklis
Richard Rosen
Michael Rosenbaum
Barbara Salmanson
Helen Samuels
Chad Sandler
Jodi Schwartz
Marc Segelnick
Harriet Shapiro
Glenn Siegel
Paul Siegel
David Silvers
Jill Smith
Michael Solomon
Jamie Stecher
Jeffrey Stern
Max Wagner
Howard Wallick
Josh Wanderer
Meira Lavin Werblowsky
Pamela Wexler
Deanne Winnick
Merle Wolff
Steven Wolitzer
Ann Yerman
Fred Yerman
Jane Zimmy

Agency Capacity and Excellence Committee

Karen Adler, Chair
Michael Lustig, Co-chair

Brett Barth
David Dworin
Jonathan Ehrlich
Harrison Fischer
Harris Ginsberg
Muriel Goldberg
Lawrence Gottlieb
Scott Harris
Suzanne Jaffe
Michael Lax
Louis Leone
Heidi Lurensky
Jennifer Notis Lyss
Solita Marcelli
Paul Millman
Claudia Poster
Stephen Reiner
Linda Rich
Theodore Richman
Joseph Rubin
Helen Samuels
Harriet Shapiro
Glenn Siegel
Steven Wolitzer
Fredric Yerman

Observers
Matt Doherty
Harrison Fischer
Isaac Palka

Jewish Communal Network Department

Managing Director
Alan Raboy

Deputy Managing Director, Capacity Building
Jill Mendelson

Director, Agency Financial Oversight
Rebecca Nachmani

Directory of Agency Assessment
Elisabeth Kostin

Senior Program Executive
Barbara Gold

Planning Executive
Barbara Neuhaus

Program Associate
Melissa Leifer

Planning Assistant
Rachel Hoffman

New York

130 East 59th Street
New York, NY 10022
212.980.1000

Brooklyn

68 3rd Street
Suite 3
Brooklyn, NY 11231
718.942.6800

Long Island

6900 Jericho Turnpike
Suite 302
Syosset, NY 11791
516.762.5800

Westchester

701 Westchester Avenue
Suite 203E
White Plains, NY 10604
914.385.2100

Northern Westchester

27 Radio Circle Drive
Mt. Kisco, NY 10549
914.385.2100

Israel

48 King George Street
Jerusalem, Israel 91071
011.972.2.620.2053



UJA Federation
NEW YORK

UJA-Federation of New York cares for Jews everywhere and New Yorkers of all backgrounds, responds to crises close to home and far away, and shapes our Jewish future.



ujafedny.org



[@ujafedny](https://www.instagram.com/ujafedny)