10 Things Every Board Member Should Know – But Often Don't!

Friday, October 30, 2026



Presenter: Mary Beth Harrington CVA,
Passionate Nonprofit Expert
501c³ Empowering Nonprofits
972-839-9960
mbharrington@nonprofitpassion.com



CEO/Executive Director = Hired professional who leads the staff and reports to the Board

President = Board Chair

Governance = Board of Directors

Executive Committee or Council = Board Officers

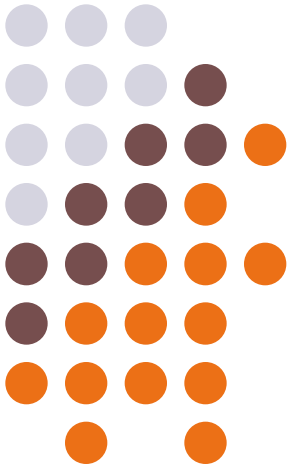
Executive Session = Board Meets w/out Staff

Audience Survey

Board Members?

Executive Directors?

Nonprofit Staff?



POLL: If your organization were a body, what would the Board be?















What Do We Mean by THE BOARD

THE BOARD = One









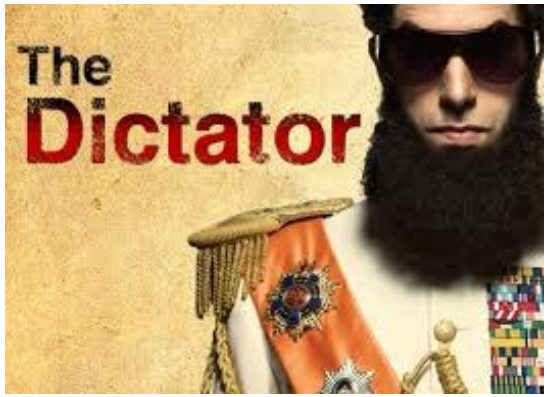




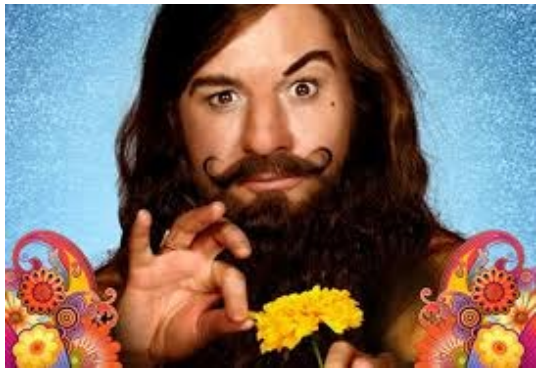


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Nonprofit Executive Directors….















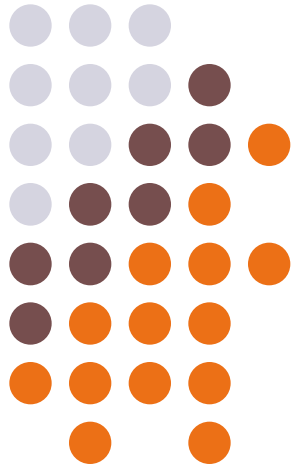
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Whose Job Is It Anyway?

The Board

or

the Executive Director?



Whose Job Is It Anyway?

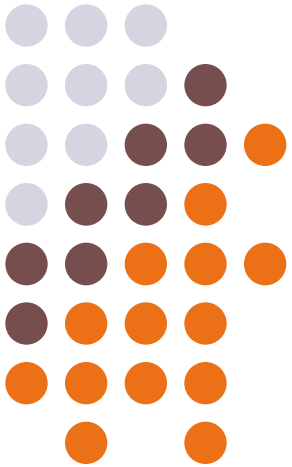
- Governance
- Fiduciary
- Board Management
- Board Recruitment
- Financial Sustainability and Advocacy
- Evaluation



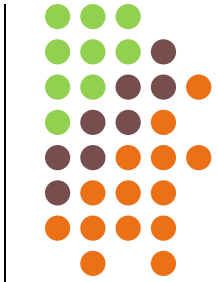


#1 Thing Every Board Member Should Know

Board Service is a Job



Not Your Father's Nonprofit Board



- Chances are previous nonprofit boards on which you have served, have been ineffective
- More than attending a board meeting
- Consider this your new part-time job
- Requires 100% commitment from 100% board membership
- Should be considered an honor, privilege and duty to serve

If you have seen 1 Nonprofit Board,

You have seen 1 Nonprofit Board

Duty of Care

"Board members must act as an ordinarily prudent person would act under similar circumstances."

Translation:

- Board members must come to meetings prepared.
- The Board speaks with *one voice* and respect the wishes of the majority.



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Duty of Loyalty

Board members must put the interests of the organization above their own.

Translation:

- The Board has a conflict-of-interest policy and consistently enforces it.



It should **NEVER** even **LOOK** as if a Board Member **COULD HAVE** profited from their involvement.

Duty of Honesty

Board members must act in accordance with the organization's stated mission and applicable laws.

Translation:

- The Board follows the bylaws, ensures timely and accurate filing to regulatory bodies, reviews the Form 990 before it is filed, etc.



Board Commitment Letter

- Restate individual board member job description.
- Includes ALL board members' commitments:
- Written and Signed annually by full Board.
- Board Chair responsible for distribution and regular evaluation

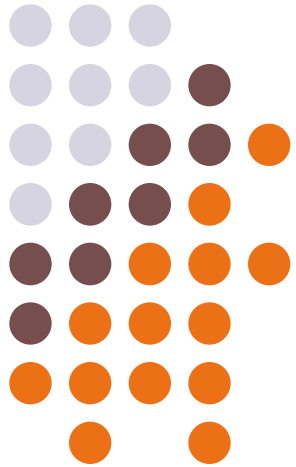




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#2 Thing Every Board Member Should Know

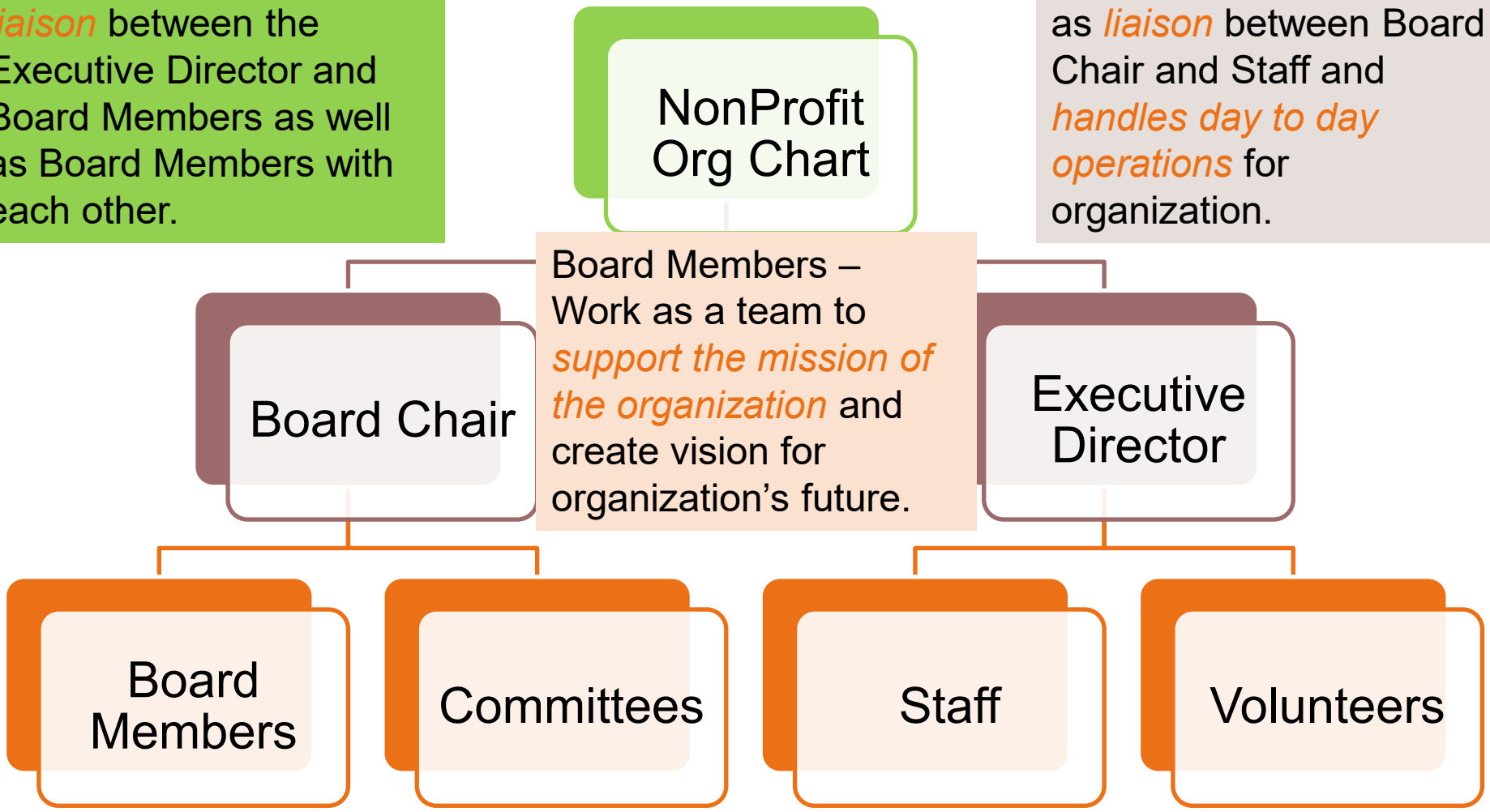
Stay in Your Lane



Roles and Responsibilities

Board Chair – Acts as *liaison* between the Executive Director and Board Members as well as Board Members with each other.

Executive Director – Acts as *liaison* between Board Chair and Staff and *handles day to day operations* for organization.



Board Expectations for Staff



- Executive Director attends Board Meetings and provides report based on behalf of the staff
- Staff only attend Board Meetings when their presence is requested by the Executive Director
- Board expects Executive Director to manage staff
  - Succession plan for every staff member
  - Handle all staffing issues
  - Develop and administer internal controls

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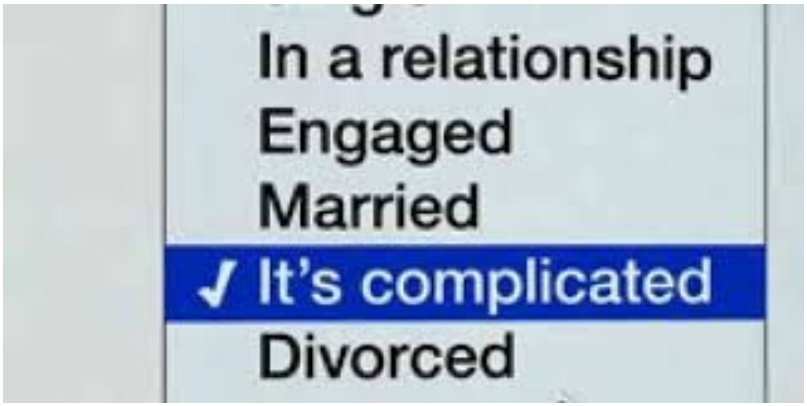
Board and Staff Relations

- Board DOES NOT Supervise Staff
- Board DOES NOT Intervene in Staff Issues
- Board Members DO NOT Communicate with Staff Directly without Knowledge of the Board Chair and Executive Director*
- Staff DOES NOT Communicate with Board Directly without the Knowledge of the Executive Director*



** Staff members of course should respond to inquiries and communicate if they serve on committees with a Board Member.*

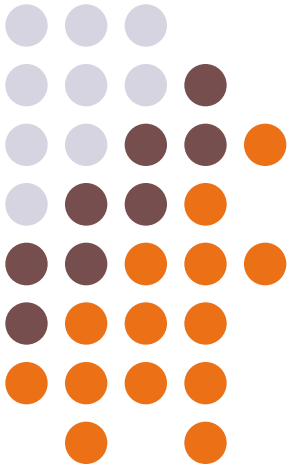
The Board and Executive Director Relations





#3 Thing Every Board Member Should Know

Board Orientation Should be Required for All Board Members Every Year



Board Orientation

- Required for New Board Members
- Governance and fiduciary duties.
- Budget and financials (Form 990).
- Strategic plan.
- Board Member job descriptions
- Commitment letter.
- Mission, vision and core values.
- Policies and procedures.
- Conflict of interest.
- *Connections! Networks!*



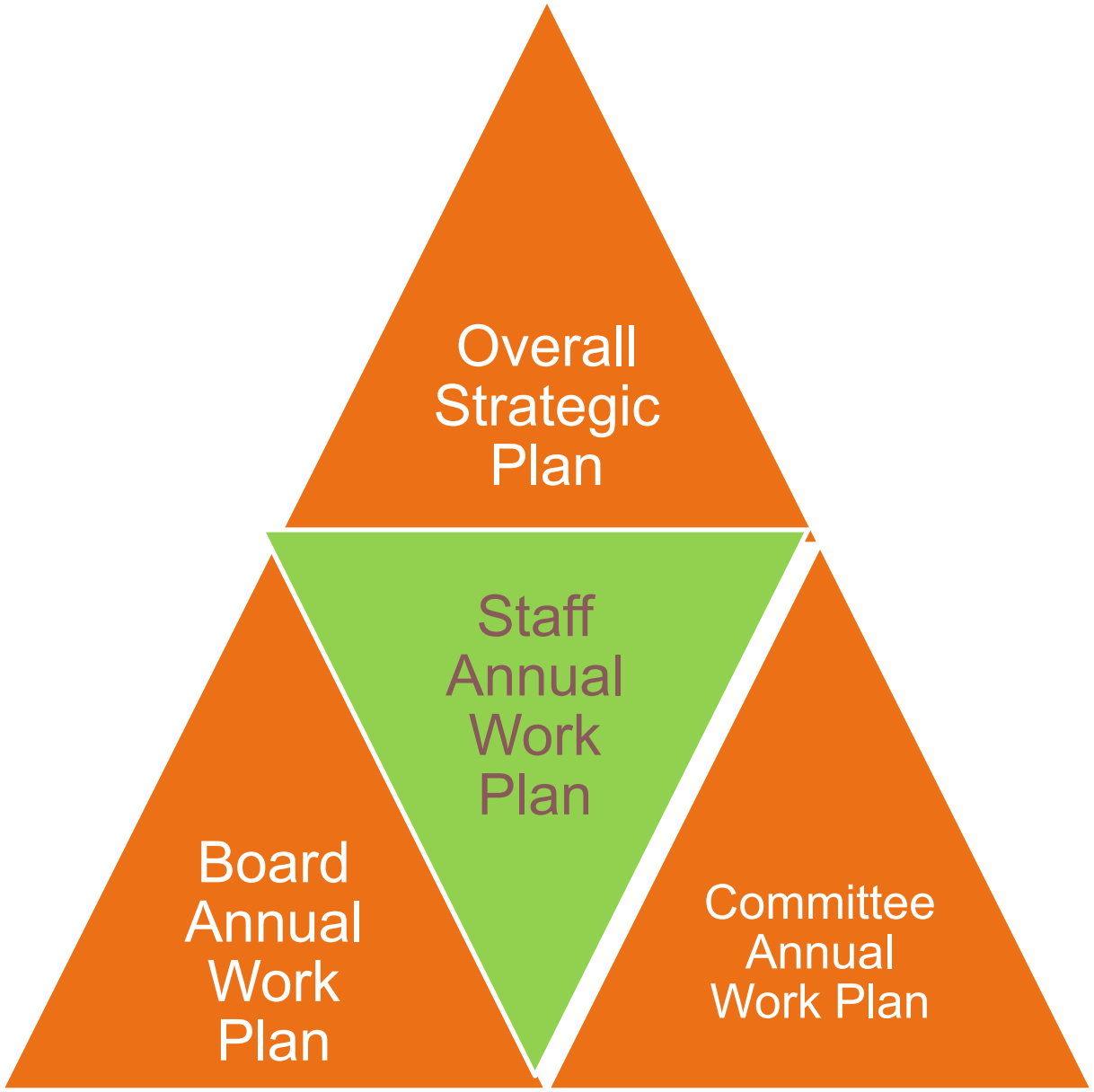


Strategic Direction

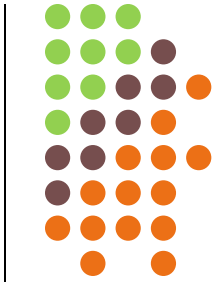
The Board has ultimate responsibility for setting the organization's Strategic Direction.

- Annual planning retreat to set annual goals.
- Strategic plan is kept alive with progress reports at *every* Board meeting.




Overall Strategic Plan
Staff Annual Work Plan
Board Annual Work Plan
Committee Annual Work Plan

Mission and Purpose



The Board has ultimate responsibility for ensuring the organization operates to serve its

Mission and *Purpose* through mission-driven decision making to prevent mission-drift.

Mission Statement - Articulates essence of why your organization exists.

IDEA! Print mission on all board and committee agendas.

Vision Statement What world will look like after you complete your mission.

Annual Planning Retreat

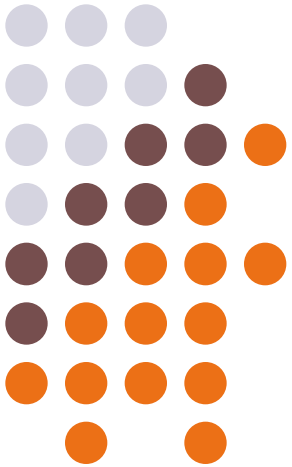
- Review mission, vision, core values.
- Assess current strategic plan.
- Create a long-term vision and 12 month plan of work.



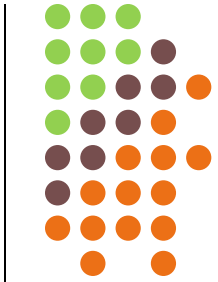
- Focus forward, build consensus.
- 3-5 S.M.A.R.T. Goals with corresponding strategies (Strategic, Measureable, Accountable, Realistic, Time-Bound)
- Team building and fun!

#4 Thing Every Board Member Should Know

Board Members Can be Personally Responsible for Mismanagement



Board Members as Fiduciaries



- *Prudently handle organization's resources*.
- *Personal liability* can result should board member, breach standards of fiduciary responsibility.
- Act for the good of organization*, rather than personal benefit.*
- Every action geared towards *forwarding the organization's mission*.2009 BoardSource Legal Responsibilities of Nonprofit Boards

NOTE! Even when board members represent a specific group, primary responsibility must be to organization as a whole.

Fiduciary Responsibility



- Balance Sheet
- Income Sheet
- 990
- Giving Model (How you get your funding)
- Oversight
  - Internal Controls
  - Audit

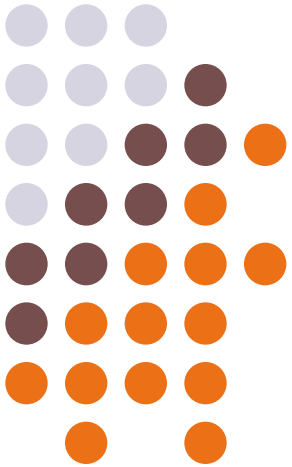


Policy “Musts”

- ✓ Conflict of Interest Policy
- ✓ Whistleblower Policy
- ✓ Document Destruction Policy
- ✓ Director’s & Officers Insurance

#5 Thing Every Board Member Should Know

Board Management is the Responsibility of the Board Members



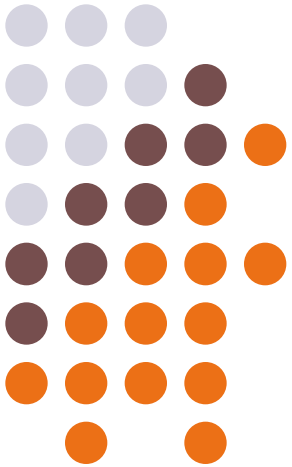
Hold Effective Board Meetings



- Monthly, lasting no more than 90 minutes
- Board Chair *leads* meetings
- Full board responsible for board documents
  - Includes: agenda, minutes, financials, reports
- Minute-Taker
  (**NEVER** Executive Director or a Staff Member)
- Include Executive Session at every meeting
  (if you have an Executive Director).

#6 Thing Every Board Member Should Know

Don’t Ask Your Friends to Join the Board



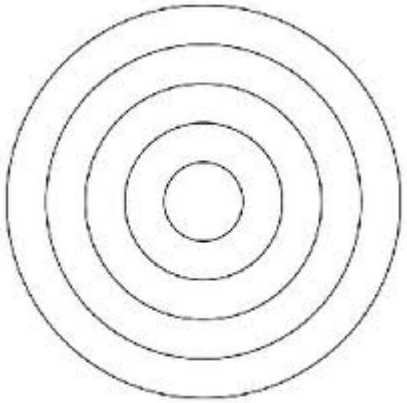
Nominating Committee

- Responsible for *managing new board member process, not recruitment!*
- Year-round standing committee.
- All board members identify potential new members

- Board Matrix to identify:
  - What skills are needed?
  - Does board reflect community?



Expand Your Board



Reflect your entire community!



Genders

Backgrounds

Areas of the city

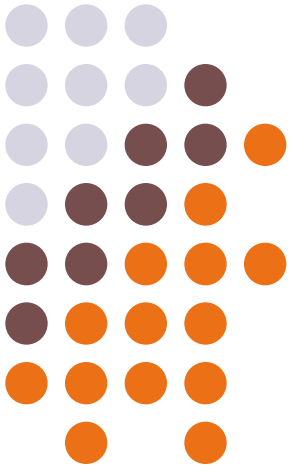
Ages

Education

Skills and occupations

#7 Thing Every Board Member Should Know

You Don’t Have to Be a Board Member to be Involved



Establish Effective Committees

- Report to Board via Committee Chair
- Require progress reports at every Board meeting.
- Members may include individuals outside Board.
  - Standing: Finance, Nominating,
  - Ad Hoc: Marketing, Special Event
- ~~Executive Committee~~

https://nonprofitquarterly.org/governancevoice/12681-how-to-revitalize-your-board-destroy-your-executive-committee.html?gclid=CjwKEAiA28ilBRCy5cXrgtfTxTISJABgX7E2ZhUU6qmo_yXpgPOt-L3dTYfFQJFI0PFRXnBIboFULhoCh1_w_wcB



~~Advisory~~ ~~Board~~

Leadership Circle…Friends…

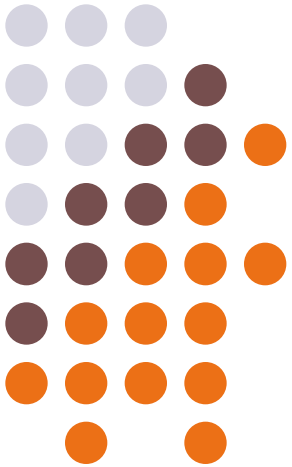
Dead Presidents…



- Members can include:
  - Former Board Members, community VIP's, major donors, individuals who cannot serve on Board due to Bylaws.
- Keep engaged and committed.
  - Job description of responsibilities and expectations.
  - Hold annual meeting, send regular communications
  - Assign a liaison from Board.

#8 Thing Every Board Member Should Know

Fundraising and Advocacy are Part of the Job



Most Effective Fundrai$ing



Greatest Success Rate

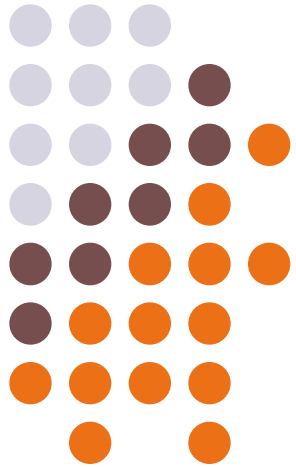
- Individual Contributions
- Bequests
- Grants
- Corporate donations
- Special Events

Amount of Time/Effort

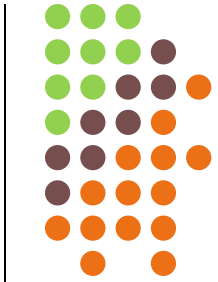
- Special Events
- Corporate donations
- Grants
- Bequests
- Individual Contributions

What is So Special?

About Special Events?



Special Event Fundrai$ers



Which of these is the ***real*** purpose of a special event?

1) To make as much money as possible?

2) To use the event as a way to market our mission to cultivate potential new donors and if we make a profit, all the better?

Special Event Fundrai$ers

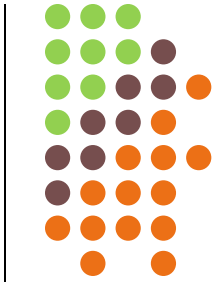


What is the **most critical** element to ensure a successful special event fundraiser?

1) Marketing the event throughout the community

2) Marketing the event throughout the community coupled with 100% support by the board to promote, solicit, volunteer and attend the event.

Board Members as Fundraisers



- **Set expectations.**
  - Include role as fundraiser in board recruitment
- **Communicate how fundraising relates to the mission**
  - Understand you play an integral part in development
- **Train board members**

  - Seasoned board members teach fundraising to new board members at retreat
- **You don't need "affluent connections."**
  - You just need to be good at connecting with people

Board Members as Fundraisers

- **Read**

  - Marshall Howard's *Let's Have Lunch Together*, Penelope Burk's*Donor-Centered Fundraising*, and David Sternberg's *Fearless Fundraising for Nonprofit Boards*.

- **One fundraiser isn't enough**

  - You're at a disadvantage if board members don't join in.

- **There's more to fundraising than the "ask."**

  - Board members play a part in donor identification, cultivating potential donors, stewarding existing donors

- **Be intentional about meeting and calling people.**

  - People appreciate being genuine and upfront with your intentions

~~Board Members as Fundraisers~~



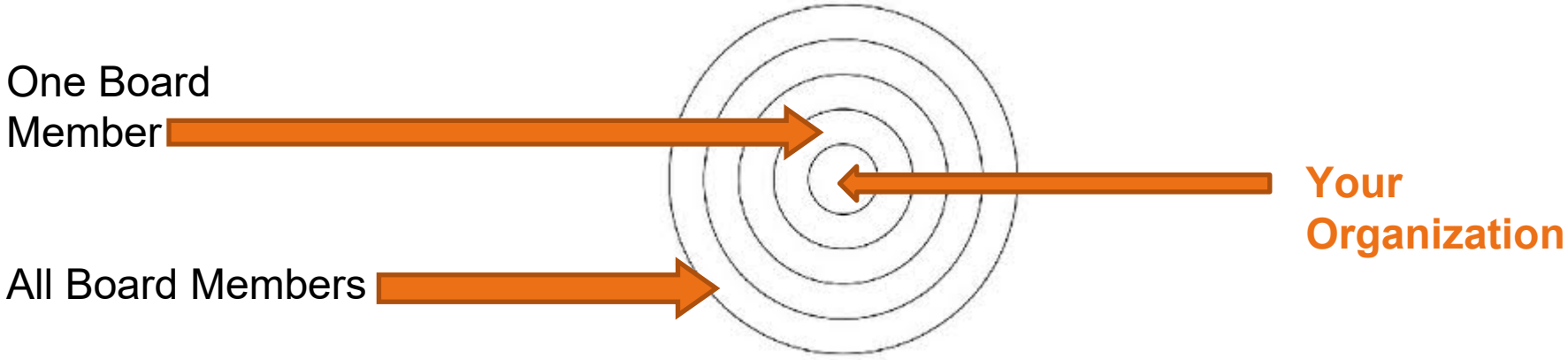
- **Realize alternatives to fundraising if the Board does not fundraise.**
  - Reduce services?
  - Change the mission?
  - Close?

http://www.nonprofithub.org/fundraising/transform-your-board-of-directors-into-fundraising-champions/

Advocate Everyday

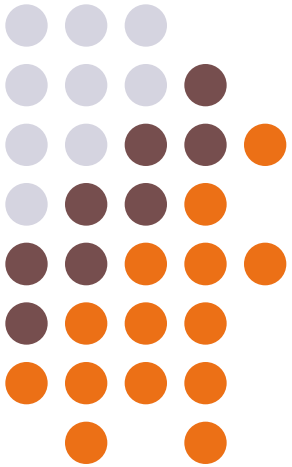


- Once a week tell someone about organization.
- Be the “go to” person for information on organization.
- Effective board members serve on one board at time.
- Loyalty
  - Faith Based Organization
  - School
  - Your Organization


One Board Member
All Board Members
Your Organization

#9 Thing Every Board Member Should Know

Annual Evaluations Should be Conducted for Everyone



Executive Director Evaluation

- Assign committee to manage process
- Mutually agree on evaluation tool
- Full Board evaluates, report all responses
- Executive session to discuss with the ED
- Allow ED to respond to full board



Board Evaluation



- Board Chair conducts a review of every board member individually utilizing the board commitment letter.
- Board utilizes an evaluation tool to conduct an evaluation of the full board as a whole.

- Successful Board Self-Assessments
- Board Self-Assessment
- Board Self-Assessments through BoardSource

Board Tenure



- *Term Limits. Term Limits. Term Limits.*
  - New blood, ideas, connections, $$$'s
  - Remove deadwood
  - Hold board members accountable
- Average tenure is 3 years, renewable once.
- Retire to Advisory or Emeritus Status.

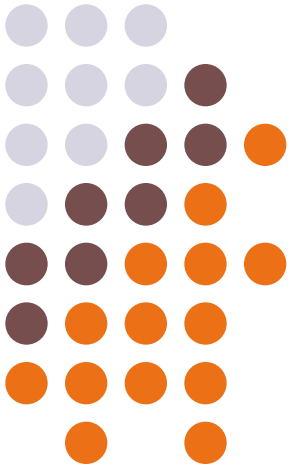
Deal with Unproductive Board Members

- *You get what you accept and what you reward!*
- Term limits critical.
- Maintain commitment letters.
- Keep performance expectations high.



#10 Thing Every Board Member Should Know

Attributes of an Effective Nonprofit Board Member



Attributes of an Effective *Nonprofit* Board Member



- Commitment to the ***mission*** of the organization.
- Understanding of the board's ***governance roles***.
- ***Active involvement*** in board activities, committees.
- ***Thinking and acting strategically***; not involved in day-to-day management of the organization.
- Abiding by the Duties of ***Care, Loyalty and Honesty***.
- Supporting the organization both ***financially*** and through ***advocacy***.

Nonprofit Resources





Mary Beth Harrington, CVA

501c³ Empowering Nonprofits

San Antonio Area Foundation

TANO – Texas Association of Nonprofit Organizations

Austin Public Library Foundation

Volunteer Center of North Texas (Volunteer NOW)

Dallas Public Library

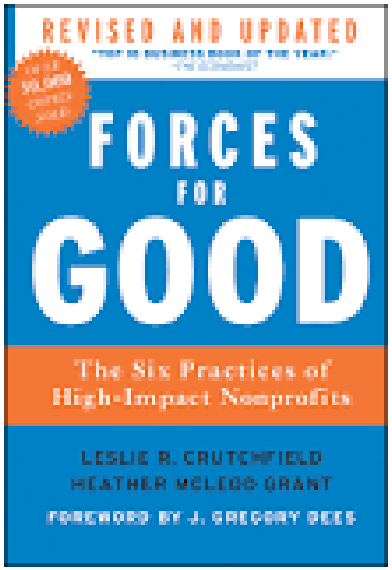
Carter BloodCare

mbharrington@nonprofitpassion.com

Clients Include…



- Habitat for Humanity International
- Meals on Wheels of America
- US Tennis Association (USTA)
- Susan G. Komen
- Arkansas Literacy Council
- AFP Oklahoma and Texas
- Texas CASA
- Texas Association of Museums
- One Star Foundation/AmeriCorps
- United Way of Texas
- USTA Texas
- Corporation for Public Broadcasting
- Keep Texas Beautiful
- Literacy Texas
- Texas Library Association
- Junior League of Texas
- San Antonio Nonprofit Council
- Bike Texas/Dallas Bike Alliance
- Aberg Center of Dallas
- Dallas/Fort Worth Tourism Council
- Washington Nonprofits



Authors: Leslie Crutchfield and Heather McLeod Grant

1. Advocate and Serve
2. Make Markets Work
3. Inspire Evangelists
4. Nurture Nonprofit Networks
5. Master Art of Adaptation
6. Share Leadership

Free Advice and Counsel

Mary Beth Harrington, CVA
501c³ Empowering Nonprofits, LLC.
mbharrington@nonprofitpassion.com
972-839-9960

