



# Resource: Involving the Board

## *In Your Organization's Sustainability Planning*

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*Originally published by the National Mentoring Center in “Sustainability Planning and Resource Development for Youth Mentoring Programs,” a comprehensive guide to planning for, and securing future funds to keep your mentoring program thriving. On the web at <http://www.nwrel.org/mentoring/pdf/sustainability.pdf> (878K file).*

It has been said that “A great board is a victory, not a gift,” and I agree. It requires a tremendous amount of time, energy, hard work, and commitment to develop and maintain a strong board of directors. It is not easy, but I can promise that the rewards are well worth it.

So much has been written about board development that I hesitate to undertake an effort that attempts to reinvent the wheel. Therefore, it is simply my goal to offer a few essential tools to help you as you work to involve your board members in sustainability planning. My hope is that introducing and using these tools will create opportunities for your board to embrace the roles and responsibilities that are critical to your organization’s overall success.

Many years ago, the National Center for Non-Profit Boards (now known as BoardSource) first published a list of the top 10 responsibilities of social-profit boards of directors. I am going to use a modified version of that framework to articulate my thoughts on the key aspects of a board’s work. Once we have a clear understanding of these 10 roles, I will offer several tools to help you improve the functioning of your board and move them into a sustainability mindset.

### The Top 10 Responsibilities of a Social-Profit Board

#### **1. Determine the organization’s mission, vision, strategic goals, and values**

Every organization has a purpose and usually social-profits call this the mission. It is essentially why you exist—the “condition” your work addresses. Some organizations have articulated vision statements that describe how you would like the world to look if your mission was achieved. I am going to assume that you have defined goals and objectives (essential ingredients for sustainability). And, finally, I will tell you that your organization has its own unique set of values, even if they have not been put on paper.

All these aspects of your organization, though they may begin elsewhere, are ultimately the purview of the board. They have the final say. The buck stops with them. It is their job to define these elements, refine or redefine them when necessary, and ultimately ensure that they are guiding the work of your organization.

## **2. Select the chief executive (executive director)**

One of the most important responsibilities of any social-profit board is the selection of the chief executive, known in many organizations as the executive director. This person is responsible for managing the organization's day-to-day operations and serves as the primary person responsible for carrying out the board's policies and implementing its vision.

The selection of the chief executive requires careful consideration of a variety of factors and should follow a well-developed and agreed-upon selection framework. Board members must be cognizant of the organization's mission, vision, goals, and values; as well as staff morale and needs, current constituency data, programmatic considerations, financial condition, etc. The board is responsible for developing the chief executive's job description, managing a clearly defined search and selection process, and ultimately negotiating and contracting with the desired candidate.

## **3. Support the chief executive and assess his or her performance**

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The board's responsibilities with the chief executive only begin with that person's selection and hiring. It is incumbent upon the board, especially the board chair/president and other officers to provide ongoing support to the person in this role. The job of chief executive is not easy and it can be isolating as this person is both responsible to groups of people (the board and stakeholders) and responsible for groups of people (staff and volunteers).

The board's job is to ensure the organization's overall success and yet must, by design, turn over much of its ability to affect change to the chief executive. This requires a positive and healthy working relationship and a considerable amount of trust in both directions.

At the same time, it is also the board's job to assess the chief executive's performance and take action when that person is not meeting his or her obligations to the organization or is in violation of the organization's policies or values. These are never easy decisions, but they do represent a clear area of responsibility for a well-functioning board of directors.

## **4. Ensure that effective organizational planning takes place**

When organizations talk about planning, they could mean any number of things—short-term programmatic goal setting, the creation of fund-raising or financial benchmarks, the development of staff work plans or program timelines, etc.

When it comes to this aspect of the board's work, I am primarily talking about formal strategic planning, the kind of planning that usually involves hiring a consultant (which in this case I recommend), authorizing a planning committee, gathering extensive internal and external data, involving a wide variety of stakeholders, convening meetings and retreats, and ultimately developing a long-term (I recommend three-year) planning tool.

Strategic planning requires a tremendous amount of work and it involves everyone in the organization at particular points. It is the board's job to determine and manage that process.

## **5. Ensure that there are adequate organizational resources**

Another of the essential elements of an effective board is its ability to contribute time, talent, and treasure—especially treasure! It is absolutely necessary for every board member to be a financial investor in your organization. Every single board member must be an investor. It sends a powerful message when they are and an even more powerful message when they are not.

Having said that, the amount of their investment is less important than the fact that they give. Don't get me wrong, their giving should be a stretch. It should not be easy. It should match their passion for the critical, life-changing work of your organization. But the most important goal here is 100 percent of them should be giving.

I've written a lot about raising money from individuals in another chapter in this book, which I encourage you to read. Your board members should also read that chapter! Ensuring adequate resources means learning to be comfortable asking people for the things your organization needs to do its work. This is the job of the board. It is the job of the chief executive. It is the job of the development staff and the program staff. It is everyone's job.

But it is the board's responsibility.

## **6. Ensure that organizational resources are managed effectively**

Hand in hand with raising money and securing resources is paying attention to how those resources are managed. Here again, this is the job of many people, but it is the board that must assume final authority and ultimate responsibility. The fiduciary responsibilities of managing a social-profit organization are numerous. The Internal Revenue Service (IRS) affords organizations like ours certain benefits in exchange for improving the public good. They also require us to operate according to explicit guidelines and generally accepted accounting practices. Our foundation and corporate partners and our individual investors all have certain expectations and sometimes clear conditions for how their resources are used. It is likely they will expect that a formal audit be conducted and it is the board's job to solicit bids and engage an audit firm.

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The board is the fiduciary authority for the organization and they are responsible collectively and even individually for the financial actions of the organization. In many states, a board member's personal assets are at risk if an organization they serve operates improperly. Being a social-profit board member has many rewards and its share of risks. It demands commitment, understanding, engagement, and passion. Every board member must be up for the challenge.

## **7. Monitor programs in relation to mission, vision, strategic goals, and values**

Although I am not a big fan of board involvement in programmatic issues, it is important that the board ensure that the organization does not stray far from its articulated priorities. Opportunities always present themselves and staff are always working to do more, often with less. Funding opportunities or shifting donor priorities, for example, can cause organizations to stretch and twist to meet budget targets. Sometimes it is necessary. Sometimes it causes organizations to lose focus.

The board should know about the organization's programs, where it is soliciting funds, and how the work aligns with the board's priorities. I recommend that the board require the chief executive to provide this information as part of his or her formal reporting process; and that the board exercise due diligence in reviewing the program's initiatives whenever possible.

## **8. Enhance the organization's public standing**

It is always important for social-profit organizations to carefully manage their public image. Our ability to build interest in our work is often tied to how well known we are in our communities. Board members can and must play a central role in introducing the organization to their friends, family, colleagues, and associates. They must act as ambassadors, even missionaries, for your great work whenever and wherever they can.

They will need information about your programs and access to your best thinking about how to characterize your work. It will be helpful to offer them training in how to speak about the impact of your efforts and it will be important to send them frequent updates.

Board members should assess the opportunities they have in their life to make their involvement and commitment to your organization known. In the chapter earlier in this book on individual donors, I offer a mapping tool that could be helpful for this process. Another

approach would be to ask your board members to set up meetings between their contacts and key staff, clients, or volunteers. Perhaps they can represent your organization at meetings, conferences, or community events. This is their chance to share their passion for your work with the people in their lives.

#### **9. Maintain accountability and ensure legal and ethical integrity**

As the board is the fiduciary authority when it comes to finances, so too is it the organization's legal authority, contract agent, and responsible party. It is the board's job to ensure that the organization operates in accordance with local, state, and federal laws at all times. It should establish appropriate monitoring policies and retain competent legal representation when necessary.

The board's policies should be developed with attention to legal and ethical issues and it should pay close attention to legal developments in the social-profit sector. Social-profit organizations should also pay extra attention to their risk management practices, seeking assistance from experts when appropriate. It is the role of the board to get the information it needs from staff or other sources to protect the organization, its reputation, and its assets.

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Finally, boards are responsible for making sure that the organization makes ethical decisions that are consistent with its mission, vision, and values. For example, I've written another chapter in this publication that looks at ethical considerations related to your fund-raising practices. Another area of concern would focus on personnel policies and staff and volunteer management. There are others and they are all the responsibility of your board.

#### **10. Recruit and orient new members and assess overall board performance**

If a board does not assess its own performance, who is going to do it? The chief executive reports to the board and other staff report to the chief executive. It doesn't seem like good process for them to do it. Stakeholders could play a role, but they probably don't have all the information they would need. Evaluation of the board's performance by funders, donors, supporters, or members seems potentially awkward.

The board has to evaluate itself. There are many tools to assist them in doing it. I'm sure they could spend a lot of money on consultants and processes that could help, and I'm as sure they can do it without a lot of fanfare or expense. Later in this chapter, I'll give you a simple self-assessment tool that board members can use to start this process. It will give you some ideas about areas where it might be helpful to focus your improvement efforts.

Boards also are responsible for perpetuating themselves. They should articulate a clear process for recruitment, nomination, and selection. There should be criteria. The board should create a matrix that indicates the kinds of skills, assets, demographics, experiences, or other things that you want to see represented on your board. The matrix should list current members and what they bring. This will show you what you're missing; and provide a means of establishing your recruitment goals. I believe that a strong board is always thinking about new members. It is a year-round process and it is essential when planning for sustainability.

Given their myriad roles and responsibilities, I believe that it is critical for board members to find ways to hold themselves accountable to the organization, themselves, and each other. In my work with many boards over the years (and as a member of many boards), I have found it useful to create job descriptions (in the form of contracts, signed pledge statements, and codes of conduct) that boards can use to enforce certain standards of involvement. Of course, you'll also need to create the appropriate enforcement mechanisms and identify the person or people charged with that responsibility (usually the board chair/president or other officers).

The following contract encompasses the “Top 10 Responsibilities” from above, creating a clear job description for your board of directors. Before using it, you should modify the document to reflect your board’s specific policies and protocols. A pledge form, with space for signatures, and a sample code of conduct follow this contract.

## **STATEMENT OF INDIVIDUAL BOARD MEMBER RESPONSIBILITIES**

Those who serve on the \_\_\_\_\_ Board of Directors have considerable responsibilities extending well beyond the basic expectations of attending meetings, participating in fundraising initiatives, and personal giving. All Board members must:

### **Ensure That \_\_\_\_\_ Remains True to Its Ends and Accountable to the Larger Community**

Each Board member has primary responsibility for ensuring that \_\_\_\_\_ remains true to its mission, vision, and ends, always acting first in the interests of our members. It is \_\_\_\_\_’s Board of Directors that is responsible for maintaining the professional and ethical standards that will ensure that \_\_\_\_\_ remains a powerful force for social justice.

### **Assume Fiscal and Legal Responsibility**

Membership on the Board brings with it both fiduciary and legal responsibilities. An important part of serving as a trustee is protecting accumulated assets and ensuring that current income is managed properly. Because \_\_\_\_\_ is incorporated and granted tax-exempt status to fulfill a public need, the Board must assume full responsibility for the financial viability of \_\_\_\_\_. Moreover, our staff and community service partners depend on the sustainability of our organization. Accordingly, each Board member should insist on and carefully review financial monitoring reports prepared by the Executive Director; and actively participate in the annual audit and budget preparation processes. Board members must also give careful consideration to major expenditures by the organization. In particular, the Treasurer of the Board should be responsible for making other members aware of the agency’s financial situation on an on-going basis.

As trustees, Board members are also legally responsible for the organization, and assume full responsibility in all contract and other legal matters.

### **Ensure Adequate Resources**

Each Board member, regardless of whether he or she is working on the Development Committee, must accept the idea that fundraising is an essential element of being a Board member. At a basic level, each Board member must contribute personally to \_\_\_\_\_ each year to the extent that she or he is able, and should assist in identifying and evaluating fundraising prospects including individual, corporate, and foundation contacts, as well as participating in \_\_\_\_\_ special events.

### **Act as an Ambassador for \_\_\_\_\_**

In the most basic sense, each Board member is required to care about the organization and take both the work of \_\_\_\_\_ and his or her role as a Board member seriously. During day-to-day activities, each Board member should always be looking for opportunities to help \_\_\_\_\_ either personally or through professional contacts and networking. Each Board member should know the organization’s mission, purposes, goals, policies, programs, services, strengths, needs, and ends. Board members should also keep in mind the organization’s priorities; and making decisions that will affect the agency only when appropriate and consistent with established procedures.

Each Board member should support the Executive Director (and help review his or her performance), support the Board Chair or Co-Chairs and other Board members, and honestly assess his or her own (and the entire Board's) performance. Finally, Board members are encouraged to volunteer in other capacities within \_\_\_\_\_ to the extent that doing so does not interfere with a Board member's primary responsibilities.

### **Actively Participate in Board Meetings**

In order to ensure that \_\_\_\_\_ is working toward defined ends, it is essential that every Board member attend Board meetings. Absent special circumstances, Board members are considered resigned if they miss two of three consecutive meetings. If a Board member is unable to attend a Board meeting, he or she should contact the \_\_\_\_\_ Board Chair prior to the meeting.

It is fundamental to Board governance that each Board member participate fully in Board meetings. This assumes that each Board member prepares for meetings and reads all minutes and other materials that are prepared for meetings. To the maximum extent possible, reports to the Board should be prepared and circulated prior to a Board meeting, and should be presented in a way that focuses the Board on the salient issues. Each Board member should make an effort to follow and discuss trends relating to \_\_\_\_\_'s work.

The \_\_\_\_\_ Board is also responsible for determining agency priorities through its ends work and supporting the Executive Director in strategic planning efforts.

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### **Fulfill Committee and/or Officer Responsibilities**

Each Board member should have specific committee and/or officer roles and responsibilities. Each Board member is expected to participate in committee meetings and fulfill committee and/or officer responsibilities that are in line with one's own areas of expertise. To the extent possible, Board members should assist other committees and participate in the various ad hoc committees and work groups that may be created by the Board. The Board is also primarily responsible for its own make-up, and members will be asked to recommend, assess, and invite new members when vacancies occur.

### **Foster Group Cohesiveness**

In order to work together as an effective team, every Board member should (1) accept every other Board member with a due appreciation of his or her strengths, a tolerance of his or her quirks and weaknesses, and a respect for his or her differences; (2) remember that the Board as a whole is more important than any of its parts; (3) make every effort to resolve dissent and discord, or if it cannot be resolved, to keep it in perspective of larger issues; and (4) accept and conform to the policies and procedures previously established by \_\_\_\_\_. Board members should also take responsibility, both individually and collectively, for the Board's development. Members should look to improve their own skills, and must commit to participating in at least two Board development activities each year, including at least one retreat to be scheduled by the Board Chair or Co-Chairs. Board members are also expected to participate in internal needs assessment activities, and a self and Board evaluation process.

## BOARD PLEDGE

I have carefully read, and fully understand my responsibilities as a member of the Board of Directors of \_\_\_\_\_. In affixing my signature below, I pledge to fully honor my commitment to the organization during my tenure as a Board Member, and to fulfill the responsibilities and obligations set forth in \_\_\_\_\_'s "Statement of Board Member Responsibilities" and in \_\_\_\_\_'s "Board Policy Manual."

As a \_\_\_\_\_ Board Member I will:

- ★ Ensure that \_\_\_\_\_ remains true to its vision and accountable to the larger community;
- ★ Assume fiscal and legal responsibility;
- ★ Ensure adequate resources;
- ★ Act as an ambassador for \_\_\_\_\_;
- ★ Actively participate in Board meetings;
- ★ Fulfill committee and/or officer responsibilities; and
- ★ Work to foster group cohesiveness.

To these ends, I will do the following in 2006:

1. **Complete the Board Financial Commitment Form.**

2. \_\_\_\_\_.

3. \_\_\_\_\_.

4. \_\_\_\_\_.

In addition, I pledge to seek other means of supporting \_\_\_\_\_'s important work, and will do all that I can to ensure our continuing success.

\_\_\_\_\_

Date

\_\_\_\_\_

Date

\_\_\_\_\_

Date

## BOARD MEMBER CODE OF CONDUCT

The successful operation and sustainability of \_\_\_\_\_ is built upon a principle of ethical conduct on the part of its board members, employees, and volunteers. Our reputation for integrity and excellence requires scrupulous regard for the highest standards of conduct and personal integrity.

The continued success of \_\_\_\_\_ depends on our stakeholders' trust and we are dedicated to preserving that trust. We owe a duty to \_\_\_\_\_, its constituents, and stakeholders to act in a way that will merit public confidence.

\_\_\_\_\_ will comply with all applicable laws and regulations and expects its directors, officers, employees, and volunteers to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct. In general, good use of judgment, based on high ethical principles, will guide you with respect to lines of acceptable conduct. If a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with the board chair/president or another officer.

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As a board member, you are an ambassador for the organization and your actions reflect upon \_\_\_\_\_. There is complete confidence that you will function responsibly and that your actions will have only positive effects on \_\_\_\_\_; however, situations may arise where you may be unsure of how to proceed. This policy is designed to help.

A board member is considered to be on "\_\_\_\_\_ Time" during any scheduled or planned activity or when you are directly acting in the capacity of a board member. For example, a board member is considered to be on duty during a board meeting, at a training, fund-raiser, board dinner, conference, or other organizational event.

The \_\_\_\_\_ board recognizes and values the need for board members to have personal and down time from their \_\_\_\_\_ responsibilities. However, there are times during which a board member is not on "\_\_\_\_\_ Time" but is still being viewed as a representative of the organization by the public. These times may include when a board member is in close proximity to a \_\_\_\_\_ event, such as unscheduled time during board meeting, conference weekend, or other \_\_\_\_\_ sponsored event. In these situations, board members should be aware that their actions may still directly affect the organization. In cases where board member actions could (or do) have a negative effect on the organization, it may be cause for removal from the board.

While it is not possible to list all the forms of behavior that are considered unacceptable, the following are examples of infractions that are not in line with the behavior of a board member:

Theft or removal of \_\_\_\_\_'s or another board member's property  
Working under the influence of alcohol or illegal drugs  
Possession, distribution, sale, or use of alcohol or illegal drugs while on "\_\_\_\_\_ Time"  
Fighting, making threats, or acting violently  
Negligent or improper conduct leading to damage of \_\_\_\_\_ property  
Smoking in prohibited areas  
Sexual, racial, or other unlawful harassment or intimidation  
Unauthorized disclosure of confidential information  
Violation of \_\_\_\_\_'s policies

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**Board Member**

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**Date**

As I discussed previously, one of the most important roles for any social-profit board member is raising money. It also tends to be one of the most stressful aspects of the job for many people. I hope you will read my chapter on “Building a Powerful Constituency of Individuals” and share what you learn with your board members.

In that chapter, I have recommended several activities that you can do with your board; and I am including a sample board resource commitment form below. I suggest that you set aside time at a board meeting to discuss the board’s role in fundraising for the organization and provide an opportunity to do the exercises and for each board member to complete this form.

Most boards of directors establish a development committee whose job is to manage these efforts. If you have a board development committee chair, ask him or her to lead this process. If not, first think about creating that committee, and in the alternative or the meantime, ask a board officer (the treasurer or president are usually the best choices) to walk people through the process.

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There is a school of thought that believes that these forms (or at least the goals they include) should be made public to other board members and key staff. The idea is that this assists in accountability. I like this approach as long as everyone understands that their contributions are important regardless of the level of their giving. Some board members will be able to do more than others and yet every board member’s investments are critical and must be viewed as equally valuable. One of the most important external measures of an organization’s success (and a board’s viability) is whether the board has 100 percent giving. The amount of the giving can vary, but every single board member must be an investor.

## STATEMENT OF INDIVIDUAL BOARD GIVING COMMITMENTS

**CONFIDENTIAL**

**Board Member's Name:** \_\_\_\_\_

Our organization recognizes the many and diverse contributions and skills that its board members give to the organization, including time, knowledge, connections, staff support, ideas, and resources. The organization encourages creative forms of investment in the organization and sees them as essential to our growth and health.

*My commitment to \_\_\_\_\_ consists of the following pledges:*

**1. Personal Gift**

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I will personally donate \$\_\_\_\_\_ to \_\_\_\_\_ in 200\_.

I would like to donate in the following installments. I understand that it is beneficial to \_\_\_\_\_ to make this donation before the last month of the fiscal year (\_\_\_\_\_\_); and that every Board member must make a personal gift according to their ability.

I would like to make my contribution in one payment on: \_\_\_\_\_, 200\_.

I would like to make monthly contributions of: \$\_\_\_\_\_, beginning in \_\_\_\_\_, 200\_.

**2. Raising Money**

**My goal is to raise \$\_\_\_\_\_ (not my own \$\$) in the following ways.**

**House Party**

I will host a fundraising party at my home  
 I will organize such a party at someone else's home.  
*I will attempt to hold this party in the month of \_\_\_\_\_, in the city of \_\_\_\_\_.*

**Donor Solicitation – Existing Donors**

I will visit donors to ask them for a gift.  
 Number of visits I will make \_\_\_\_\_.  
 I will make visits in the following geographical area(s).  
(Will you be traveling this year? Use other side if necessary.)

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If possible, I would like to do one or two visits with an experienced solicitor.

I will call \_\_\_\_\_ (number) existing donors to ask them to renew their pledge. I understand that I may need to call each donor several times in an attempt to have a conversation with him or her.

**New Donors**

My goal is to bring in \_\_\_\_\_ new donors this year.

- I will solicit people I know personally who are not already \_\_\_\_\_ donors.  
Names of people I'd like to solicit: (Please use other side if necessary)

- 
- 
- I will solicit these people through
- A Personal Letter
  - A 1-on-1 Meeting
  - Phone Calls

- Prospective lists you can share with us for a mailing:  
(Clubs, spiritual groups, subscribers to publications, etc.)
- 
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***Foundation or Business Contacts***

- I will write letters of support to foundations/businesses where I have contacts  
 I will meet with foundation officers or business leaders that I know.

My contacts include: (please list, even if you think we already know)

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**3. In Kind Donations**

- I will make the following in-kind donations. (Frequent flyer miles are very useful)
- 
- 

**4. Training**

- I am interested in offering training to Board and/or staff in the following area(s):
- 
- 

- I am interested in participating in training in the following areas:
- 
- 

**5. Program Support / Contacts**

- I will offer my expertise and/or contacts to \_\_\_\_\_ staff in the following areas  
(including expertise with particular geographic issues and community groups, writing articles, editing materials, etc.)
- 
-

6. **Other**

I would like to contribute to \_\_\_\_\_ in the following way(s):

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**Board Member**

**Executive Director**

**Fund Development Committee Chair**

**Date**

**Date**

**Date**

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*These commitments will be reviewed according to \_\_\_\_\_ Board policies and the Fund Development Committee.*

As I discussed earlier, the board is responsible for evaluating itself at least annually; and there are a variety of tools and mechanisms available for managing this kind of process. I believe the best way to start is with individual self-assessments and I have included below an example you can adapt for your own board. I suggest that you ask board members to complete the tool prior to a board meeting where time can be set aside to discuss the results. From the discussion, I recommend that the board's leadership set a few key priorities for improvement. These may include working with a consultant, scheduling training, purchasing support materials, etc.

## BOARD SELF-ASSESSMENT

What do you see as the primary responsibilities of a social-profit board member?

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As a \_\_\_\_\_ board member, how would you describe your primary role? Is it consistent with the responsibilities you described in question number one? Are you satisfied with your own level of involvement? How about the board in general?

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What are your expectations (personally and as a full board) concerning fund raising for the organization? Are you personally committed to supporting the organization financially as well as with your time and talent?

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In your opinion, what are the primary issues facing \_\_\_\_\_ as we move into this year?

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In your opinion, what is the primary issue facing \_\_\_\_\_'s board of directors this year?

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What does the board need in order to be more successful? What do you need from staff to support your work?

From time to time, I have worked with the leadership of various social-profit organizations who believe that a weak board will make managing the day-to-day operations easier. They become frustrated when boards require attention and occasionally come to resent the board's role, viewing it as intrusive or meddlesome. These are serious problems.

The health and sustainability of a social-profit organization requires all aspects of the organization to be strong and acting in accordance with defined roles and responsibilities. Your board of directors is an asset that needs attention and protection. You want your board members to feel connected and you want to benefit from the time, talent, and treasure they have to offer.

This information should give you a great starting point into improving your board's role in sustainability planning. Now it's time to identify a starting point and get moving. It really doesn't matter where you choose to begin, only that you do!