



Board Leader Development & Succession Toolkit

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About the Toolkit

The Board Leader Development & Succession Toolkit was created by Frank Martinelli, The Center for Public Skills Training. The Toolkit is a first-of-its-kind publication designed to help nonprofits create and implement a long-term strategy for board leader talent development. The Toolkit provides sample forms, worksheets, and other resources for completing each step of the board succession planning process. Frank can be reached at frankmartinelli@createthefuture.com. Additional background information on Frank can be found on Page 48.

We wish to thank LIFECAMP | The Mental Fitness Company, a Milwaukee-based executive training and coaching center for underwriting pre-production and printing costs of the Board Leader Development & Succession Toolkit and for hosting the inaugural workshop, Board Development & Succession Planning: Building the Leadership Pipeline for Your Nonprofit, on May 19, 2022. Visit LIFECAMP at www.lifecampmke.com

Board Leader Development & Succession Toolkit

Nonprofits are only as strong as their boards and boards are only as strong as their leadership development plans.

Leaders who aspire to build high performing boards recognize that succession planning is essential to their long-term mission impact. While it's on their radar, they often struggle with how to get started. Nonprofit board succession planning is an ongoing part of organizational development and long-term sustainability. One of the key roles of the Board is to continually ensure that it has the right set of skills, talents and attributes embodied in its members, now and in the future. Meg Wheatley, the organizational theorist puts it this way: we must build "leaderful organizations." Given the new challenges facing nonprofits, board succession planning is even more important today.

The Board Leader Development and Succession Toolkit reflects a long-term strategy to develop a board leader talent pipeline for your nonprofit. We do this by establishing a comprehensive leadership engagement system that offers a variety of involvement options for leaders before, during and after board service. This includes board standing and ad hoc committees, task forces and workgroup structures.

The goal is to develop and nurture a "feeder system" for committed people and find a way to channel their commitment into various board and committee leadership roles over time. This approach is in contrast to standard approaches to board development that focus on "life **during** board service" and neglect sufficient attention to "life **before** board service" and "life **after** board service". This toolkit offers a systems approach that focuses on all three together.

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Part 2 of the Toolkit includes:

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- Section 1. Leadership Development Self-Assessment for Prospective Officers, Committee Chairs, and Co-Chairs, pages 14-16
- Section 2. Officer, Committee Chair, and Committee Position Descriptions, pages 17-27
- Section 3. Personal Board Leadership Development Plan, page 28-29

Supplementary Board Succession Planning Resources

This section includes other resources that can support your board succession efforts, page 30-47

How to Use This Toolkit

On-demand Video Tutorial: Here is a link to an on-demand video tutorial for the Toolkit:

<https://youtu.be/Ub3QmpP1j28> This tutorial will enable you to walk through each section of the toolkit page by page. You can pause the video whenever you want to take a closer look at any section. Also, keep the following considerations in mind as you explore the Toolkit:

Adapt as Needed. In the nonprofit sector, there is such wide variety in terms of board and committee structures and leadership needs that a “one-size” approach would “never fit all”. This toolkit provides some resources to help you develop a board leader succession process that meets the needs of your nonprofit. You’re invited to make this toolkit your own.

The Board Governance Committee Leads. There is a lot riding on your success in this effort. Be clear about who will be responsible for guiding and directing the board development and succession process. It is our strong recommendation that this responsibility should rest with a standing board governance committee. A sample committee description is included in the Toolkit.

Executive Director/CEO as Partner. While the Governance Committee has primary responsibility, the Executive Director/CEO needs to be involved. The Executive Director’s deep knowledge of the organization’s needs and their contacts with community leaders will be major assets that the Governance Committee can draw on.

Ultimate Responsibility Lies with the Board. Again, one size doesn’t fit all. In some instances, the succession planning effort might be led by the Executive Committee, or the Board Chair and Executive Director alone. Options abound but, in any case, the board of directors has ultimate responsibility for its own leadership development and so the board needs to be involved in the succession planning process in meaningful ways.

A Commitment to Diversity. In the wake of renewed – and long overdue – calls for racial and economic justice, there is now an historic opportunity to increase the diversity of nonprofit boards. Above all think about ways to increase the board’s ethnic and racial diversity and how to make this a hallmark feature of your board succession planning. Also consider other dimensions of diversity – cognitive diversity, expertise diversity, role diversity, and other demographic factors, especially age.

Use of Other Board Structures and Practices. Consider use of honorary boards for post leadership development work, mentoring of emerging leaders, junior boards, and advisory boards to extend your leadership networks. See the Bibliography for a resource on this topic.

Build on What is Working Now. Start by examining practices you currently have in place to recruit and develop board and committee leaders. What’s working? What’s not? Incorporate selected toolkit resources to strengthen what is already in place. At the same time, consider changing some approaches. For example, transitioning from a year-to-year approach to board recruitment to a multi-year approach built around strategic recruiting priorities, linking board recruitment and development to the requirements of the strategic plan.

Share the Toolkit. Finally, we encourage you to share the Toolkit with others. In the process, ask them to share tools and resources that are working for them.

Board Leader Development & Succession Toolkit

PART 1

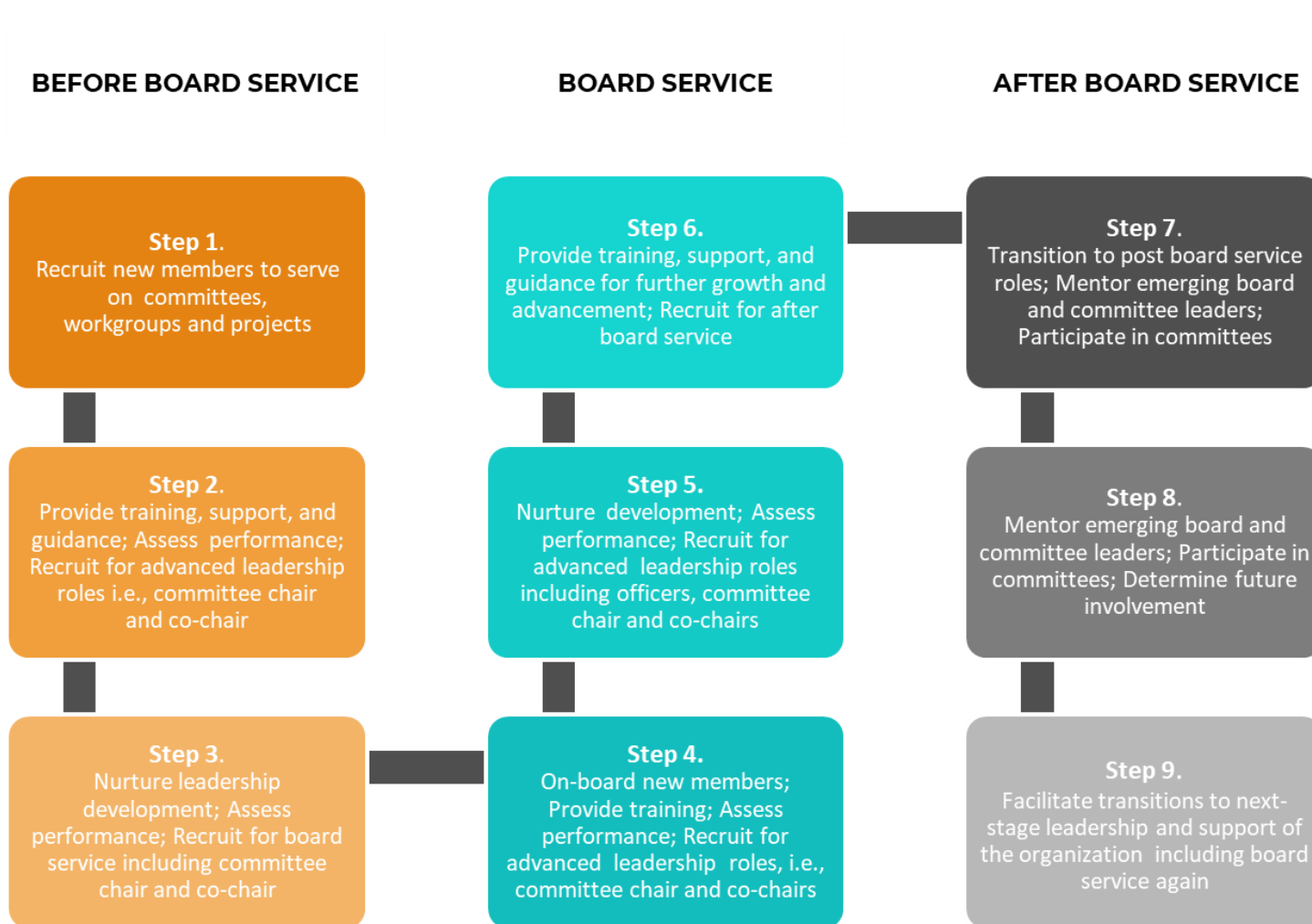
Life Cycle of a Nonprofit Board Leader: Orientation and Training

This graphic reflects a long-term strategy to develop a board leader talent pipeline. We do this by establishing a comprehensive leadership engagement system that offers a variety of involvement options for leaders before, during and after board service. This includes board standing and ad hoc committees, task forces and workgroup structures. The goal is to develop and nurture a “feeder system” for committed people and find a way to channel their commitment into various board and committee leadership roles.

<p>BEFORE BOARD SERVICE</p>	<p>BOARD SERVICE</p>	<p>AFTER BOARD SERVICE</p>
<p>Involvement in committees, task forces, workgroups, and other projects & initiatives</p>	<p>Involvement in board governance as well as committees, task forces, workgroups, and projects</p>	<p>Involvement in committees, task forces, workgroups, and other projects & initiatives</p>
<p>Committee Member Training & Education</p>	<p>Board Training & Education</p>	<p>Committee Member Training & Education</p>
<ul style="list-style-type: none"> ▪ New Committee Member Orientation ▪ Ongoing Training and Education for Current and New Committee and Task Force Members 	<ul style="list-style-type: none"> ▪ New Member On-boarding and Orientation ▪ Early Service During First Three Months of Board Service ▪ Ongoing Training Current and New Board Directors 	<ul style="list-style-type: none"> ▪ Ongoing Training and Education for Committee and Task Force Members

Life Cycle of a Nonprofit Board Leader: Succession Pathways

This graphic describes the board leadership journey beginning first with involvement as a committee member, next progressing to board service if interested, and then continuing involvement after board service playing roles as mentor, committee member, or advisor.



Beginning with “Before Board Service” – Implementation Notes

STEPS	RESOURCES
<p>START HERE: The Governance Committee plays a critical role in recruiting new leaders for committees and workgroups and in providing support and encouragement.</p>	<p>Governance Committee. Before You Begin: Review components of the Board Succession Toolkit</p> <ul style="list-style-type: none"> ▪ Life Cycle of a Nonprofit Board Leader: Before Board Service Orientation and Training (page 5) ▪ Life Cycle of a Nonprofit Board Leader: Succession Pathways (page 6) ▪ Board and Committee Leader Succession Grid-Involve Executive Director, Board Chair, and current Committee Chairs in filling out the Succession Grid (page 10) ▪ Board Member, Officer, and Committee Position Descriptions (pages 17-27)
<p>Step 1. Recruit new members to serve on committees, workgroups and projects</p>	<ul style="list-style-type: none"> ▪ Consult with Executive Director, Board Chair, and current Committee Chairs to determine new committee member needs and skill requirements ▪ Identify new committee member prospects ▪ Use the Committee Position Descriptions and Committee Member Position description to discuss committee member opportunities with recruiting prospects (pages 17-27) ▪ Secure commitments
<p>Step 2. Provide training, support, and guidance; Assess performance; Recruit for advanced leadership roles i.e., committee chair and co-chair</p>	<ul style="list-style-type: none"> ▪ Refer to Life Cycle of a Nonprofit Board Leader: Before Board Service Orientation and Training -- Plan and deliver on-boarding, new committee member orientation and ongoing training and education (page 5) ▪ Identify committee members with talent and interest in advanced leadership roles including committee chair and co-chair positions ▪ Use the Committee Chair and Co-chair Position Descriptions discuss committee leadership opportunities with recruiting prospects (pages 17-27) ▪ Secure commitments
<p>Step 3. Nurture leadership development; Assess performance; Recruit for board service including committee chair and co-chair</p>	<ul style="list-style-type: none"> ▪ Plan and deliver ongoing training and education as needed or requested ▪ Identify committee members with talent and interest in advanced leadership roles including board service, committee chair, and co-chair positions ▪ Consult with Executive Director and Board Chair to determine future board member needs and skill requirements ▪ Use the Board Member, Committee Chair and Co-chair Position Descriptions discuss board service and committee leadership opportunities with recruiting prospects (pages 17-27) ▪ Encourage new leaders to complete the Leadership Development Self-Assessment (pages 14-16) and Personal Board Leadership Development Plan (pages 28-29) ▪ Secure commitments

Transitioning to “Board Service” – Implementation Notes

STEPS	RESOURCES
<p>START HERE: The Governance Committee continues to play a key role in the transitioning committee leaders to board service and in providing support and encouragement.</p>	<p>Governance Committee. Before You Begin: Review components of the Board Succession Toolkit.</p> <ul style="list-style-type: none"> ▪ Life Cycle of a Nonprofit Board Leader: Orientation and Training (page 5) ▪ Life Cycle of a Nonprofit Board Leader: Succession Pathways (page 6) ▪ Board and Committee Leader Succession Grid-Involve Executive Director, Board Chair, and current Committee Chairs in filling out the Succession Grid (page 10) ▪ Board Member, Officer, and Committee Position Descriptions (pages 17-27)
<p>Step 4. On-board new members; Provide training; Assess performance; Recruit for advanced leadership roles, i.e., committee chair and co-chairs</p>	<ul style="list-style-type: none"> ▪ Refer to Life Cycle of a Nonprofit Board Leader: Board Service Orientation and Training --Plan and deliver ongoing training and education (page 5) ▪ Consult with Executive Director, Board Chair, and current Committee Chairs to determine new committee leadership needs and skill requirements ▪ Identify new committee leader prospects ▪ Use the Committee Position Descriptions and Committee Chair and Co-chair Position Descriptions to discuss committee leadership opportunities with recruiting prospects (pages 17-27) ▪ Secure commitments
<p>Step 5. Nurture development; Assess performance; Recruit for advanced leadership roles including officers, committee chair and co-chairs</p>	<ul style="list-style-type: none"> ▪ Refer to Life Cycle of a Nonprofit Board Leader: Board Service Orientation and Training --Plan and deliver ongoing training and education (page 5) ▪ Identify committee members with talent and interest in advanced leadership roles including officer, chair, and co-chair positions ▪ Use the Board, Officer, Committee Chair and Co-chair Position Descriptions to discuss officer and committee leadership opportunities with recruiting prospects (pages 17-27) ▪ Secure commitments
<p>Step 6. Provide training, support, and guidance for further growth and advancement; Recruit for after board service</p>	<ul style="list-style-type: none"> ▪ Plan and deliver ongoing training and education ▪ Identify departing board members with talent and interest in After Board Service leadership roles including committee chair and co-chair positions, special projects, and mentoring new leaders ▪ Use the Committee Chair and Co-chair Position Descriptions to discuss committee leadership opportunities, special projects, and mentoring emerging leaders with departing board members and secure commitments ▪ Encourage leaders to complete the Leadership Development Self-Assessment (pages 14-16) and Personal Board Leadership Development Plan (page 28-29)

Transitioning to “After Board Service” – Implementation Notes

STEPS	RESOURCES
<p>START HERE: The Governance Committee plays a key role in helping board members who wish to transition to continuing service as mentors, committee members, or advisors</p>	<p>Governance Committee. Before You Begin: Review components of the Board Succession Toolkit.</p> <ul style="list-style-type: none"> ▪ Life Cycle of a Nonprofit Board Leader: Orientation and Training (page 5) ▪ Life Cycle of a Nonprofit Board Leader: Succession Pathways (page 6) ▪ Board and Committee Leader Succession Grid-Involve Executive Director, Board Chair, and current Committee Chairs in filling out the Succession Grid (page 10) ▪ Board Member, Officer, and Committee Position Descriptions (pages 17-27)
<p>Step 7. Transition to post board service roles; Mentor emerging board and committee leaders; Participate in committees</p>	<ul style="list-style-type: none"> ▪ Consult with Executive Director, Board Chair, and current Committee Chairs to determine priority leadership needs and skill requirements ▪ Identify former board leadership with skills and interest to assume priority leadership roles ▪ Use the Committee Chair and Co-chair Position Descriptions (pages 17-27) to discuss committee opportunities, special projects, and mentoring emerging leaders with departing board members ▪ Secure commitments
<p>Step 8. Mentor emerging board and committee leaders; Participate in committees; Determine future involvement</p>	<ul style="list-style-type: none"> ▪ Refer to Life Cycle of a Nonprofit Board Leader: Continuing Board and Committee Service Orientation and Training -- Plan and deliver ongoing training and education as needed or requested (page 5) ▪ Identify former board leadership with skills and interest to assume priority leadership roles including chair and co-chair positions ▪ Use the Committee Chair and Co-chair Position Descriptions (page 17-27) and other activities to discuss committee opportunities with recruiting prospects now and in the future. Secure commitments ▪ Encourage leaders to complete the Leadership Development Self-Assessment (pages 14-16) and Personal Board Leadership Development Plan (page 28-29)
<p>Step 9. Facilitate transitions to next-stage leadership and support of the organization including board service again</p>	<ul style="list-style-type: none"> ▪ Plan and deliver ongoing training and education as needed or requested ▪ Identify departing board members with interest in next stage leadership roles including committee chair and co-chair positions, special projects, mentoring new leaders, fund development, encore board service, etc. ▪ Use Committee Chair and Co-chair Position Descriptions (page 17-27) discuss next stage leadership opportunities ▪ Secure commitments ▪ Plan activities to celebrate and honor leadership legacies of contributing and retiring leaders

Sample Board and Committee Leader Succession Grid

Notes on Using the Succession Grid:

1. Review the current board, officer and committee chair/co-chair position descriptions (Refer to samples on pages 17-27 if needed); Confirm for continued relevance.
2. Use the left column of the Succession Grid to list key leader positions for whom successors will be identified. See sample position listings below for purposes of illustration. Edit as needed.
3. Analyze current board and committee rosters for potential leaders to fill current and expected vacant leadership positions. Be sure to note board terms currently held by incumbents, and any term limits that may apply.
4. In consultation with Executive Director, Board Chair, and committee chairs, identify people with leadership potential and interest in advancing to some of these future leadership roles. Determine the level of interest among the identified prospects.
5. Establish a “line of succession” for key positions by populating empty cells in the Succession Grid below with names of current and prospective leaders with potential and interest in advancing to some of these future leadership opportunities over the next 1-3 years.

Position	Incumbent	2023 Projection	2024 Projection	2025 Projection
Chair				
Vice-Chair				
Treasurer				
Secretary				
Chair, Finance & Sustainability				
Co-Chair, Finance & Sustainability				
Chair, Governance				
Co-Chair, Governance				
Chair, Resource Development				
Co-Chair, Resource Development				

Source: Adapted from Society for Human Resource Management (SHRM)

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PART 2

Part 2 Introduction: The leadership assessment and development process described here is voluntary on the part of board and committee leaders and made available to them as a sign of the organization's deep commitment to their leadership development. As a further inducement to their voluntary participation in leadership development activities, the organization is prepared to document the board and committee leadership contribution of individuals in a form that supports professional advancement in their place of employment or for the purpose of other personal or professional development planning. This documentation can spell out, for example, how serving in nonprofit leadership roles teaches valuable lessons about leadership effectiveness and provides opportunities to develop organizational skills that are translatable to the workplace.

The Board and Committee leadership assessment and development process can also be linked to the organization's Strategic Plan. For example, board and committee member assignments in strategic plan implementation can be opportunities for their continuing leadership development.

Note to the Governance Committee: These leadership assessment activities can be self-driven by the individual or the Governance Committee can play a more active role in guiding the assessment.

Section 1 | Leadership Development Self-Assessment for Prospective Officers, Committee Chairs, and Co-Chairs

Section 1a. Pages 14-15: Each prospective board officer and committee chair is offered the opportunity to complete a leadership self-assessment. (NOTE: This self-assessment is an option. Other self-assessment tools can be used at the discretion of the leader.) Using six leadership competencies, the individual leaders rate themselves for each leadership competency on a scale from 1--5. (1=low to 5=high). After this initial individual self-assessment, the individual completing the assessment can share their assessment results with the Board Chair and Executive Director for discussion and feedback. Guidance is offered to the individual board leader regarding future development needs.

Section 1b. Page 16: In the next step of the board leadership assessment process, prospective board officers, committee chairs, and co-chairs review the officer and committee position descriptions for those leadership positions they aspire to fill. They identify their skill and knowledge needs with reference to the relevant leadership position(s). They identify areas of skill and knowledge that they already possess as well as personal training and development areas in which they need to build capacity in order to perform effectively in the future.

Section 2 | Sample Board, Officer, Committee Chair & Committee Position Descriptions (Pages 17-27)

This section includes sample board, officer, committee chair & committee position descriptions that describe available leadership opportunities.

Section 3 | Personal Board Leadership Development Plan (Page 28-29)

In the final step of the leadership assessment and development process, incumbent and prospective board officers, committee chairs and co-chairs devise a personal leader development plan for themselves.

Section 1a. Leadership Development Self-Assessment for Prospective Officers, Committee Chairs, and Co-Chairs

BOARD AND COMMITTEE LEADERSHIP ASSESSMENT

As a prospective Board Officer, Committee Chair, or Co-Chair, you are being offered the opportunity to complete this self-assessment. (You may choose to use another self-assessment tool instead.) Using the leadership competencies listed on the following page, rate yourself for each of the competencies on a scale from 1--5. (1=low to 5=high)

Name:
Board Officer, Committee Chair, or Co-Chair position(s) you are preparing to fill:

Leadership Competency	Your Self-Assessment of Competency from 1-5. (1=low to 5=high)	Notes
Leadership		
Initiative		
Judgment		
Planning & Organizing		
Teamwork		
Commitment		

Suggestion:

Consider asking someone you know and trust, and who is familiar with your leadership style, to review the results of your assessment. Their input about your leadership can be very helpful.

Board Leadership Competencies

Source: Society for Human Resource Management

Leadership

- relishes leading
- takes unpopular stands if necessary
- encourages direct and tough debate but isn't afraid to end it and move on
- is looked to for direction in a crisis; faces adversity head on
- energized by tough challenges

Initiative

- Seizes opportunities
- Enjoys working hard
- Is action oriented
- Not fearful of acting with minimal planning

Judgment

- makes good decisions (without considering how much time it takes) based upon a mixture of analysis, wisdom, experience, and judgment
- most of his/her solutions and suggestions turn out to be correct and accurate when judged over time
- sought out by others for advice and solutions

Planning & Organizing

- accurately scopes out length and difficulty of tasks and projects
- sets objectives and goals; breaks down work into the process steps
- develops schedules task/people assignments
- anticipates and adjusts for problems and roadblocks
- measures performance against goals; evaluates results
- can marshal resources (people, funding, material, support) to get things done.
- can orchestrate multiple activities at once to accomplish a goal.
- uses resources effectively and efficiently
- arranges information and files in a useful manner

Teamwork

- relates well to all kinds of people, up, down, and sideways, inside and outside the organization; builds appropriate rapport
- builds appropriate rapport; builds constructive and effective relationships; uses diplomacy and tact; can diffuse even high-tension situations comfortably
- can quickly find common ground and solve problems for the good of all
- can represent his/her own interests and yet be fair to other groups
- can solve problems with peers with a minimum of noise
- is seen as a team player and is cooperative
- easily gains trust and support of peers
- encourages collaboration
- can be candid with peers

Commitment

- pursues everything with energy, drive and a need to finish
- seldom gives up before finishing, especially in the face of resistance or setbacks

Section 2. Board, Officer, Committee Chair & Committee Position Descriptions

BOARD MEMBER POSITION DESCRIPTION

The privilege of serving on the ABC Board of Directors implies certain obligations, both individually and collectively.

- The actions of the board are guided always by our mission: insert here
- We seek to deliver on our mission through achievement of our vision: insert here

Board performance expectations include the following (edit as needed):

Primary Responsibilities	Minimal Level of Performance
Attend regular meetings of the board	Meetings are each approximately two hours in duration. The board meets at least six (6) times per year. Be accessible for personal contact in between board meetings.
Actively participate in board committees	Provide leadership to board committees. Each board member is expected to serve as an active, ongoing member of at least one committee. This requires a number of meetings per year plus individual committee task completion time. Presently committees include Fund Development, Governance, Public Policy, Finance and Sustainability, and Executive.
Participate in fundraising	Commit time to developing financial resources for the organization. This includes making a personally meaningful financial gift as well as supporting other fund development activities of the organization in a manner appropriate for board members
Participate in board decision making	Prepare in advance for decision-making and policy formation at board meetings; take responsibility for self-education on the major issues before the board. Responsibly review and act upon committee and staff recommendations brought to the board for action.
Participate in board education and strategic planning	Participate in the annual board development and planning retreat held in (month) of each year.
Serve as a resource to the board and Board Chair/ Executive Director	In general, utilize personal and professional skills, relationships, and knowledge for the advancement of the organization.

I am aware that this board member position description is an expression of good faith and provides a common ground from which board members can operate. Additional information on organizational mission and board responsibilities is contained in the board orientation materials and bylaws which I have read. Upon joining the board, and annually thereafter, I understand that each board member, in consultation with the Board Chair shall define and commit to his or her personal areas of participation that, collectively, provide for the promise of our mission and vision. At the first anniversary of board member participation, and annually thereafter, each board member shall take stock of his or her contributions, and re-commit to appropriate ongoing activities as a condition of continued board participation.

Board Member Signature

Date

Board Officer Position Descriptions

Revise these sample officer position descriptions as needed based on your organization's bylaws and board committee structure and/or replace them with officer position descriptions that currently exist in your organization

Board Chair Job Description

The Board Chair is the principal elective Officer of the Organization and is subject to the direction and control of the Board of Directors. She/he/they shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair is not charged with executive or administrative responsibilities in the management and continuing conduct of the Organization's affairs. She/he/they shall perform such other duties as are necessarily incident to the office of Board Chair or as may be prescribed by the Board of Directors.

Responsibilities:

1. Possess and acquire knowledge of the organization and personal commitment to its mission, goals, and objectives.
2. Chair board and executive committee meetings.
3. Serve as ex-officio member of all committees.
4. Work in partnership with the Executive Director to make sure Board decisions are carried out.
5. Call special meetings if necessary.
6. Appoint all committee chairs and, with the Executive Director, recommend who will serve on committees.
7. Assist Executive Director in preparing agenda for Board meetings.
8. Assist Executive Director in conducting new Board member orientation.
9. Coordinate Executive Director's annual performance evaluation.
10. Work with the Governance Committee and Executive Director's to recruit new Board directors.
11. Coordinate periodic Board assessment with the Executive Director.
12. Act, when needed as an alternate spokesperson for the organization.
13. Periodically consult with Board directors on their roles and help them assess and improve their performance.
14. Oversee searches for a new Executive Director.
15. Meet periodically with the Vice Chair to prepare the Vice Chair for succession to Board Chair. This preparation may include delegating key board responsibilities and tasks, providing feedback, recommending training, and in general providing support to assure a smooth leadership transition. The Executive Director will assist as needed. In case the current Vice Chair does not want to become the Board Chair, the Executive Director will assist current Board Chair in recruiting another board leader as successor.

Board Vice Chair Job Description

In the absence of the Board Chair, or in the event of the Board Chair's inability to act, the Vice Chair shall perform the duties of the Board Chair, and when so acting shall have all the powers of and be subject to all the restrictions of the Board Chair. The Vice Chair shall be the Chair of the Annual Conference and perform such duties from time to time as may be assigned by the Board Chair.

Responsibilities:

1. Knowledge of the organization and personal commitment to its mission, goals and objectives.
2. Serve on the Executive Committee.
3. Carry out special assignments as requested by the Board chair.
4. Understand the responsibilities of the Board chair and perform these duties in the chair's absence.
5. If the Vice Chair is in line to succeed the current Board Chair, the Vice Chair develops a leadership development plan and completes all necessary preparation to assume the role of Board Chair. The Executive Director, Committee Chair, and Board Chair will be available to assist. (See Board Chair Position Description, Responsibility #15)

Secretary Position Description

The Secretary shall keep the minutes of the meetings of the Board of Directors and see to their preservation in books and electronically and shall in general perform all duties incident to the corporate office and such other duties as from time to time may be assigned to him/her by the Board Chair or by the Board of Directors. The Executive Director (or designee) will serve as the Assistant Secretary and shall assist the Secretary as directed.

Responsibilities:

1. Possesses and acquires knowledge of the organization and personal commitment to its mission, goals, and objectives.
2. Serve on the Executive Committee.
3. Maintain all Board records and ensure their accuracy and safety.
4. Review Board minutes.
5. Provide notice of meetings of the Board and/or of a committee when such notice is required.
6. Periodically review the governance documents of the organization and ensure compliance.

Treasurer Position Description

The Treasurer, subject to the direction of the Board Chair, shall be the principal accounting and financial Officer of the Corporation, and shall in general perform such duties as may from time to time be assigned to him/her by the Board Chair or by the Board of Directors. The Executive Director shall assist the Treasurer as directed.

Responsibilities:

1. Possesses and acquires knowledge of the organization and personal commitment to its mission, goals, and objectives.
2. Serves on the Executive Committee.
3. Chairs the Finance Committee.
4. Possesses general understanding of financial accounting for nonprofit organizations.
5. Serves as a financial officer of the organization.
6. Manages, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities.
7. Ensures that appropriate financial reports are made available to the Board on a timely basis.
8. Assists the Executive Director in preparing the annual budget and presenting the budget to the Board for approval.
9. Reviews the annual audit and Form 990 and secures answers Board directors' questions about the audit and Form 990.
10. Oversees external and internal financial controls of the organization.

Committee & Committee Position Descriptions

Revise these sample committee position descriptions as needed based on your organization's bylaws and board/committee structure and/or replace them with committee position descriptions that currently exist in your organization.

Executive Committee Description

General Purpose:

The Executive Committee is commissioned by and responsible to the Board of Directors to function on behalf of the Board of Directors in matters of emergency and in interim periods between regularly scheduled Board meetings. The Executive Committee shall have and exercise the authority of the Board of Directors provided that such authority shall not operate to circumvent the responsibility and authority vested in the Board of Directors by the By-laws, and any action taken is to be reported to the Board of Directors at its first subsequent meeting.

Appointments and Composition:

1. The Executive Committee shall be composed of the Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair, and Executive Director. In addition, the Chair of each of the current standing committee will serve on this committee.
2. The Chair of the Executive Committee shall be the Chair of the Board of Directors.
3. The Chair, Vice Chair, Secretary, and Treasurer shall be elected in accordance with procedures set forth in the By-laws of the organization.

Responsibilities:

1. Meet with the Executive Director to draw up an agenda for meetings of the full Board of Directors.
2. Make decisions on behalf of the full board as needed which cannot wait for the full board or on matters delegated to the Executive Committee by the Board of Directors.
3. Maintain effective communication with the committees of the board.
4. Coordinate the annual planning and budget process of the organization in conjunction with the Finance Committee and the Executive Director.
5. Annually review the performance of the Executive Director according to the procedures outlined in the Personnel Policies of the organization. (The Executive Director, in turn, is responsible for the annual performance review of other staff.)
6. Respond to the call of the Board Chair, Executive Committee members, or Executive Director for emergency meetings to deal with special problems between regular Board meetings.
7. Annually submit objectives as part of the planning and budgeting process.
8. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors.
9. Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.

Finance and Sustainability Committee Description

General Purpose:

The Finance and Sustainability Committee is commissioned by and responsible to the Board of Directors. It has the responsibility for working with the Executive Director to create the upcoming fiscal year budget; presenting budget recommendations to the Board; monitor implementation of the approved budget on a regular basis and recommend proposed budget revisions; recommend to the board for approval, and annually update, a three-year financial forecast and long-range financial plan based on the forecast; recommend to the Board appropriate policies for the management of the Organization's assets. The Finance and Sustainability Committee shall be assisted by the Executive Director (and the Chief Financial Officer [CFO] if applicable).

Appointments and Composition:

1. The members of the Finance and Sustainability Committee shall be the Treasurer of the Board who shall serve as Committee Chair, the Board Chair who shall serve as an ex-officio member, together with other directors appointed by the Board Chair with the advice and consent of the Board and in accordance with the By-laws.

Responsibilities:

1. Review, and recommend to the board for approval, an annual budget for the organization in collaboration with the Executive Director (and the CFO if applicable).
2. In collaboration with the Executive Director, review, recommend to the board for approval, and annually update, a three-year financial forecast and long-range financial plan based on the forecast.
3. Review all non-budgeted expenditures over a set dollar amount to be determined by the board of directors and recommend action to the board.
4. Arrange for an annual audit with submission of same to the Board.
5. Annually submit objectives as part of the planning and budgeting process.
6. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors.
7. Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.

Governance Committee Description¹

General Purpose: The Governance Committee is commissioned by and responsible to the Board of Directors to assume the primary responsibility to build and maintain a strong Board for the organization. The Committee will establish and drive a continuous leadership development process to help the Board and individual Directors become more valuable as strategic assets of the organization, contributing to our long-term success.

Composition: Appointments of the Chair and members of the Governance Committee shall be appointed by the Board Chair with the advice and consent of the Board in accordance with the By-laws. Committee. Non board members may also serve on this committee at the discretion of the Board.

Responsibilities:

Board Recruitment

- Review the structure and size of the Board and the Board committees. Periodically, review with the Board the appropriate skills and characteristics required on the Board in keeping with the strategic direction of the organization.
- Identify and consider candidates for Board membership. On behalf of the Board, assess the skills and experience of prospective Board members. Present candidates to the full Board for consideration.
- Review the institutional and other affiliations of directors and director candidates for possible conflicts of interest. Investigate any potential conflict of interest involving a director and make a recommendation to the Board for resolution.

Board and Committee Leader Development

- Conduct assessment/evaluation of the Board, the Board Chair, individual directors, including each director's self-assessment, and Board meetings/sessions.
- Identify leadership development opportunities for existing and potential Board and committee members to maximize member's contributions.

Board Education

- Plan Board education including new member orientation, education of Board members and Board retreats.
- Plan training and education of the Board related to governance roles and responsibilities and with respect to bridging Board knowledge gaps

Board Governance Effectiveness

- Keep up to date on developments in the nonprofit/pool governance field. Annually review and assess the governance practices of the Board and recommend any proposed changes to the Board for approval.
- Evaluate and monitor governance structures and processes, including policy development and processes for Board monitoring/oversight of operations

The Governance Committee will also:

- Report to the Board of Directors at regular Board meetings in a manner determined by the Board.
- Annually submit objectives as part of the committee planning and budgeting process.
- Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors.

¹ It is recommended that the organization has adopted the Governance as Leadership board model. In this approach, the board operates in 3 modes of governance: the fiduciary mode, where boards are concerned with the stewardship of tangible assets; strategic mode, where boards create a strategic partnership with management; and generative mode, where the board's central purpose is to be a source of leadership for the organization in its principal role is as a "sense maker" – exploring new and potentially disruptive ideas and developments which leaders have not faced before that may impact the organization in the future. (See pages 33-35 for further details)

Resource Development Committee Description

General Purpose:

The Resource Development Committee is commissioned by and responsible to the Board of Directors to assume the primary responsibility for raising non-grant funds to meet the budget of the organization. The Board of Directors, in consultation with the Resource Development Committee, Finance Committee and Executive Director, will determine the annual fundraising goal for the Resource Development Committee.

Appointments and Composition:

1. Appointments of the Chair and members of the Resource Development Committee shall be made by the Board Chair with the advice and consent of the Board in accordance with the By-laws. Committee.
2. The Chair of this Committee shall be a member of the Board of Directors.
3. Members of this committee shall be members of the Board of Directors, subject to the conditions stated in the bylaws. Additional committee members may be appointed and need not be members of the Board of Directors, subject to the conditions stated in the by-laws and any relevant board policies.

Responsibilities:

1. Develop an annual fundraising plan that will generate the funds needed to meet the non-grant fundraising goal.
2. Develop the necessary sub-committee systems to successfully carry out the fundraising events and activities that are part of the annual fundraising plan; supervise the functions of the sub-committees.
3. Develop a plan for involving Board members in the non-grant resource development activities of the organization.
4. Investigate new resource development projects and activities for possible future use.
5. Annually submit objectives as part of the planning and budgeting process.
6. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors.
7. Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.

Advocacy Committee Description

General Purpose:

The Advocacy Committee is commissioned by and responsible to the Board of Directors to assume the primary responsibility for championing the board's involvement and partnering with staff to build and implement strategies to advocate for the organization's mission.

Appointments and Composition:

1. Appointments of the Chair and members of the Advocacy Committee shall be made by the Board Chair with the advice and consent of the Board and in accordance with the By-laws. Committee.
2. The Chair of this Committee shall be a member of the Board of Directors.
3. Members of this committee shall be members of the Board of Directors, subject to the conditions stated in the bylaws. Additional committee members may be appointed and need not be members of the Board of Directors, subject to the conditions stated in the by-laws and any relevant board policies.

Responsibilities:

1. Review and recommend policy positions in line with the organization's mission to the full board.
2. Increase staff and board member understanding of the benefits of public policy engagement and advocacy, and what our organization is permitted to do in this area.
3. Ensure the board regularly discusses the implications of public policies and public funding to the organization's mission.
4. Partner with staff to identify gaps in our advocacy network, and work with the governance committee to recruit new board members to fill those gaps.
5. Encourage and support board and staff engagement in advocacy by sharing news and information, learning opportunities, and convenings with community officials.
6. Support staff by helping to identify and engage partners to advocate for the organization's mission, including relevant coalitions.
7. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors.
8. Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.

Source: *Stand for Your Mission Campaign*. <https://standforyourmission.org/resources/>

Committee Chair Position Description

Responsibilities:

1. Attend all committee meetings.
2. Assists in developing the committee objectives.
3. Make recommendations of committee members with the Board Chair and Executive Director.
4. Call and preside over meetings of the committee.
5. Assist in setting the agenda for committee meetings with the Executive Director or designated staff.
6. Encourages active participation by committee members in the work of the Committee as enumerated in the Committee Position Description
7. Delegate responsibilities to other committee members and encourage their full participation.
8. See to it that decisions and recommendations made by the committee are recorded and implemented.
9. Report the committee's activities and recommendations to the Executive Committee and the full Board of Directors
10. Work with the Executive Director and Board Chair in identifying and recruiting potential leaders among the committee members.
11. Work with other designated staff as needed.
12. Evaluate the work of the committee with other committee members, the Board Chair the Executive Director/designated staff in alignment with the organization's strategic plan.
13. Meet periodically with the Committee Co-Chair to prepare the Co-Chair for succession to Committee Chair. This preparation may include delegating key committee responsibilities and tasks, providing feedback, recommending training, and in general providing support to assure a smooth leadership transition. The Executive Director will assist as needed. In case the current Committee Co-Chair does not want to become the Committee Co-Chair, the Executive Director and Board Chair will assist current Committee Chair in recruiting a successor.

Committee Co-Chair Position Description

Responsibilities:

1. Attend all committee meetings.
2. Presides over Committee meetings in the absence of the Committee Chair.
3. Assumes the role of Chair in the event of the Chair's inability to complete a responsibility or term.
4. Consults with Committee Chair as needed.
5. Performs other duties as directed by the Committee Chair.
6. If the Committee Co-Chair is in line to succeed the current Committee Chair, the Co-Chair develops a leadership development plan and completes all necessary preparation to assume the role of Committee Chair. The Executive Director, Committee Chair, and Board Chair will be available to assist. (See Committee Chair Position Description, Responsibility #13)

Committee Member Position Description

Responsibilities:

1. Possess and acquire necessary knowledge and understanding of the purpose and responsibilities of the committee on which they serve.
2. Act in good faith and in accordance with what they believe to be in the best interests of the organization
3. Actively participate and positively contribute in assisting the committee to reach its goals and meet its timelines.
4. Complete committee assignments on time.
5. Inform the Committee Chair of interest in exploring and/or filling other committee leadership roles and commit to leadership development activities to prepare for those roles. For non-board committee members, inform the Committee Chair of interest in being considered for future board service.

Section 3. Personal Board Leadership Development Plan

Guidelines for Leadership Development Plans:

Use the Worksheet: **Personal Board Leadership Development Plan** on page 29 to record your notes for Steps 1-3 below.

- **Step 1** – Identify the key board and/or committee leadership positions for which you will prepare yourself. Review the board/committee leadership position descriptions on pages 17-27.
- **Step 2** – Identify the skills and knowledge you must acquire with reference to those board and/or committee leadership positions. Develop some personal learning objectives.
- **Step 3** – Design a personal board leadership development plan to achieve your learning objectives. The plan should specify activities, timeframe, resources needed, who will assess progress, etc.
- **Step 4** – Execute your plan and follow-through with regular reviews with the Executive Director and/or Board Chair.
- **Step 5** – Evaluate the results and document progress or gaps. Discuss need for additional steps with the Executive Director and/or Board Chair.

Worksheet: Personal Board Leadership Development Plan

The following form can be used as a guide for preparing a personal plan for individual board leader development. The form should be filled out by the individual leader in consultation with the Board Chair and Executive Director. Changes should be made as needed.

Board/Committee Leader's Name:
If applicable, your current leadership position(s) on the board and time in the position(s):
Key future board and/or committee leadership position you want to prepare for:
Other future board leadership positions that you might consider instead:
Your personal and professional goals that can be met through future board and committee leadership service:
Person(s) who will serve as mentor/coach to you, if desired:

Your Leadership Development Objectives	Methods Of Development See list below *	Other Resources Needed

*Leadership Development Activities and Methods:

- Public training events and conferences
- Mentoring
- Self-study programs
- Committee job/task rotation
- Video and audio tapes
- Shadowing
- Onsite education
- In-house training
- OJT orientation and training
- Personalized individual coaching
- Websites
- Other

Board Succession Planning Supplementary Resources

1. **Models of Effective Governance.** The goal of board succession planning is building and sustaining a high performing board of directors. We need to start with the definition of “high performing”. The following three models, taken together, describe the “what”, “who”, and “how” of effective board governance.
 - a. **The Dynamic Board.** McKinsey & Company. This model enumerates the key roles and responsibilities carried out by an effective board does – the “what”. Page 31
 - b. **Visionary Board Leadership Profile.** The Center for Public Skills Training. This profile describes the collective qualities, characteristics, and mindsets that leaders need to bring to the board to in order to operate as an effective decision-making team – the “who”. Page 32
 - c. **Governance as Leadership.** Richard P. Chait, William P. Ryan, Barbara E. Taylor. This model describes the “how” or ways the board approaches governance. It describes three modes – Fiduciary, Strategic and Generative – that enable boards to address their roles and achieve results in new ways. Pages 33-35
2. **Assessing the Internal Foundations for Board Succession Planning.** To facilitate effective board succession planning, we need to assess the current level of internal capacity with respect to two dimensions. This assessment gives us a snapshot of our current level of capacity and offers targets for improving capacity.
 - a. **Board Size, Composition and Diversity Assessment** Page 36
 - b. **Board Recruitment, Training and Development Assessment** Page 37
3. **Why Can’t We Recruit Younger Leaders onto Our Board?** An example of applying the Keep Asking Why Analysis to a recruitment problem. This graphic reminds us that our unconscious assumptions, beliefs, and mental models can affect how we go about recruiting and developing board leadership. Often these beliefs and assumptions are barriers to success. Page 38
4. **Board Succession Planning Grid – Sample Worksheet.** This succession grid challenges us to think about who will be assuming key board leadership positions in the future. (Also see Pg. 10) Page 39
5. **Process for Setting Strategic Recruiting Priorities – Sample Worksheet.** Unlike traditional approaches to setting recruiting priorities, this worksheet looks at our strategic plan to identify the skills, knowledge, and relationships the board will need to do its part in advancing our strategic priorities. Page 40
6. **Blue Ribbon Nominating Committee Method Description with Sample Worksheets.** This resource, created by Jan Masaoka, describes an approach that can dramatically expand our pool of board and committee leadership talent, so critical for succession planning. Pages 41-46
7. **Board Succession Planning Resource Bibliography: A Starter List** Page 47

McKinsey & Company's Dynamic Board Framework

The Three Core Board Governance Responsibilities

1. Shape mission and strategic direction
 - a. Shape the mission and vision
 - b. Engage actively in strategic decision making and policy decisions
2. Ensure leadership and resources
 - a. Select, evaluate, and develop the CEO
 - b. Ensure adequate financial resources
 - c. Provide expertise and access for organizational needs
 - d. Enhance reputation of organization
3. Monitor and improve performance
 - a. Oversee financial management and ensure appropriate risk management
 - b. Monitor performance and ensure accountability
 - c. Improve board performance

Key Environmental Factors Impacting the Focus of the Board

Monitor external and internal environment to highlight areas for board attention:

- Life stage of an organization
- Skills of CEO and staff
- Stability and adequacy of income
- Changes in underlying social issue
- Changes in competitive or philanthropic landscape

Quality of Board Effectiveness Enablers

Well executed, these enablers build on the passion board members have for the mission by making their service personally rewarding, efficiently delivered and valuable to the organization:

- Careful decisions on board size and structure
- Actively managed board composition
- Inspired board and committee leadership
- Simple administrative practices and processes made routine

Source: *The Dynamic Board: Lessons from High-Performing Nonprofits with Long Version of Assessment Grid* by McKinsey & Co
https://haas.berkeley.edu/wp-content/uploads/McKinsey_Dynamic_Board_Report_w_Assessment_Grid.pdf

Profile of the Future-Focused Board²

For a nonprofit to succeed, it must have a board that is passionately committed to the mission, possesses substantial leadership skills, and is organized for strategic leadership. Nothing less will do during this time of heightened change. Boards continue to face the challenges of building long-term financial sustainability, weighing strategic restructuring options, planning for leadership succession, and more. The unrelenting pace of change challenges nonprofit boards to look and act differently. Some boards have already made the transition. They possess a number of qualities and characteristics that together define a new profile of board effectiveness.

The boards that fit this new profile possess the following characteristics:

- They are visionary and future-focused, spending most of their decision-making time looking forward.
- They possess an entrepreneurial spirit, understanding that their organizations operate in a fast-changing marketplace, which seeks products and services to meet emerging customer needs.
- The new-thinking boards' leaders are risk-takers, balancing the need to take chances with the traditional stewardship responsibilities of board service.
- They are strategic decision makers who, in partnership with staff leadership, utilize a range of planning approaches and tools.
- They are effective communicators, understanding the importance of good communication at all levels. They organize the board and its committees accordingly.
- They are systems thinkers, seeking to understand the root causes and forces that shape the issues and challenges they will face in the boardroom. They look for courses of action that will exert the highest possible leverage as they respond to those issues.
- In these "new" boards, leaders also look for creative ways to connect their organizations to the world around them, exploring and imagining new forms of partnership and alliances that will support their missions and advance their strategic plans.
- The "new" boards' leaders also have a deep appreciation of the strength of diversity. They understand that diversity helps assure a higher level of responsiveness to customers and also promotes creativity, innovation and organizational learning.

These qualities and characteristics that define effective boards equip their members to exercise a more visionary and strategic leadership style.

Source: *Positioning Your Nonprofit Board for Strategic Leadership Parts 1 & 2* <http://tinyurl.com/q56m6yn>

² By Frank Martinelli, appearing in *YOU and Your Nonprofit Board: Advice and Practical Tips from the Field's Top Practitioners, Researchers and Provocateurs*, published by Charity Channel Press.

Board Governance as Leadership Summary

Introduction

We live in a time of profound change. Faced with shrinking budgets, rapidly evolving needs, a hostile political climate, and ever more intense public scrutiny, nonprofits are finding that it's not enough to simply update a mission statement or patch over a list of outdated goals. In order to meet the challenges of building long-term financial sustainability, planning for leadership succession, and more, boards need to think and act differently. Some boards are already making the transition by applying the lessons of the book, *Governance as Leadership*. This leadership model challenges boards to engage in three modes of thinking and decision-making: fiduciary, strategic and generative. While all three are important, the third, generative thinking, is receiving the most attention. Thinking further into the future about new possibilities through generative mode thinking, can lay the groundwork for leaders to develop breakthrough strategies that will assure increased mission impact and sustainable growth in the future.

The "Governance as Leadership" concept reframes the way we look at Board work with a goal to raising Board work and awareness to a higher standard. By thinking about Board work under three components: Fiduciary, Strategic and Generative, Boards can address their roles and achieve results in new ways.

These three concepts of Board thinking are diagramed below as a triangle, graphically illustrating the landscape of governance. Boards typically work within a preferred position within the triangle. Ideally, a Board would be prepared to shift and to welcome different thinking approaches as the situation warrants. It's a great self-awareness for a Board to realize the variety of choices possible for their leadership and decision-making processes. This concept of thinking styles is in addition to the traditional Board functions, strengthening good practices already in place.



Many Boards are working towards updating their thinking with this fresh framing of Board work. Boards who are implementing these ideas are experiencing greater Board engagement and stronger governance, challenging our traditional approaches to Board Governance.

Source: Summary adapted from Judy Hansen, Board Leadership Calgary & Impact8 Inc.

Fiduciary, Strategic & Generative Frames of Governance Summary

Fiduciary: Focus is on “Conformance” – Control Mechanisms

Fiduciary duties and activities embrace the familiar “Board work” found on the agenda of any Board. Once ground level basic board functioning is in place, then in their Leadership role, Boards can take fiduciary governing and stewardship to new and higher levels of thought. Traditional fiduciary roles include:

- Financial oversight
- Legal responsibility and accountability to members, governments & stakeholders, including liability and risk management
- Board role as the permanent entity for the organization (even though Board membership changes)
- Trustee role on behalf of the public, ensuring effective use of resources

Strategic: Focus is on “Performance” – Direction Setting

The Board is responsible for strategic thinking and decision making at the highest levels. Strategic thinking and wisdom can take a Board member beyond the immediate professional skills she/he/they brings to the table to value-added leadership in:

- Policy Making for Governance Policies
- Problem Solving
- Strategic Planning
- Strategic Decision Making (different from the planning role)

Generative: Board thinking leading to Organizational Robustness – Sense Making

Working in concert with the Executive Director, generative thinking invites Boards to take a fresh look at opportunities and challenges from a broader perspective. Using knowledge and data plus Board insight, generative leadership provides long term impact and meaning to the non-profit organization by creating a fresh understanding of complex and ambiguous situations. This activity is called “sense-making” or “problem-framing”. “When you put it that way, it makes sense”. Generative thinking is characterized by:

- Noticing cues and clues.
- Looking at an issue from different perspectives and viewpoints. Reorganizing data into patterns, seeking different frames of reference.
- Thinking retrospectively to uncover patterns and to recognize the compelling organizational stories and history.

Generative thinking is the fun part of governance bringing a deeper meaning and value to Board service. Board members are great resources. They have the passion for the mission combined with objectivity and distance. Their reflections can provide incredibly valuable insight. Too often, decisions come to the Board packaged, digested and all that’s left is official Board approval. For major turning points, the Board needs to be involved when the issue is at the level of “Wow, we need to work on this”.

Source: Summary adapted from Judy Hansen, Board Leadership Calgary & Impact8 Inc.

The Three Modes of Governance in Action

	FIDUCIARY MODE	STRATEGIC MODE	GENERATIVE MODE
Board's Role	Sentinel	Strategist	Sense Maker
Board Activities in This Mode	<ul style="list-style-type: none"> ▪ Financial oversight ▪ Legal responsibility & accountability including liability and risk management ▪ Board role as permanent entity for the nonprofit ▪ Board role on behalf of public, ensuring effective use of resources 	<ul style="list-style-type: none"> ▪ Policy making for governance policies ▪ Problem solving ▪ Strategic planning ▪ Strategic decision making 	<ul style="list-style-type: none"> ▪ Noticing cues and clues ▪ Looking at issues from different perspectives ▪ Seeking different frames of reference ▪ Considering alternate futures ▪ Thinking to uncover patterns & recognize compelling organizational stories
Action Verbs That Reflect This Mode	<ul style="list-style-type: none"> ▪ Oversee operations ▪ Ensure effective and efficient use of resources ▪ Ensure legal compliance and fiscal accountability ▪ Evaluate CEO ▪ Monitor organization results 	<ul style="list-style-type: none"> ▪ Ensure mission is relevant ▪ Scan internal and external environments ▪ Monitor outcomes & impact via critical success factors and benchmarks ▪ Review & modify strategic plan ▪ Select the CEO 	<ul style="list-style-type: none"> ▪ Discover strategies, priorities, and realities ▪ Perceive and frame better problems and opportunities ▪ Suspend the rules of logic to tap intuition and intellectual playfulness ▪ Encourage robust discourse not quick consensus

Source: *Governance as Leadership: Reframing the Work of the Nonprofit Board* by The PEW Charitable Trust
<https://tinyurl.com/y95hmk3j>

Assessing the Internal Foundations for Board Succession Planning

For the assessment categories listed in the left column on pages 36 and 37, identify the capacity level description that best describes your organization's present status or performance. Note that there are no "correct" levels for any organization. Capacity levels vary over time and are affected by many factors. This assessment establishes the starting point for your efforts.

Board Governance - Board Size, Composition and Diversity					
Assessment Category	LEVEL 1: Clear need for increased capacity	LEVEL 2: Basic level of capacity in place	LEVEL 3: Moderate level of capacity in place	LEVEL 4: High level of capacity in place	Select the level that reflects current capacity
Board Size, Composition and Diversity	Board membership with limited diversity of fields of practice and expertise; drawn from a narrow spectrum of the organization's constituencies. The board is not diverse in terms of ethnic/racial makeup and other critical demographic factors reflecting the mission. Board either too small, creating heavy work for members or inadequate coverage of key responsibilities, or too large to form cohesive group.	Some diversity in fields of practice; board membership represents a few different constituencies of the organization. The board has some diversity in terms of ethnic/racial makeup and other critical demographic factors that reflect the mission. Board has an informal plan to expand this diversity. Board size is largely result of past decisions; imbalances exist in workload and/or coverage of board roles.	Good diversity in fields of practice and expertise; board membership represents most of the organization's constituencies. The board has good diversity in terms of ethnic/racial makeup and other critical factors that reflect the mission. A formal plan is underway to expand this diversity. Board size for most part adequately meets the board's needs.	Board membership with broad variety of fields of practice and expertise and drawn from the full spectrum of the organization's constituencies. The board is diverse in terms of ethnic/racial makeup and other critical demographic factors that reflect the mission. The board has a continuing action plan to grow and maintain diversity. Board discusses issue of size explicitly and directors widely believe the current size adequately balances coverage of roles, cohesiveness among members, and workload.	

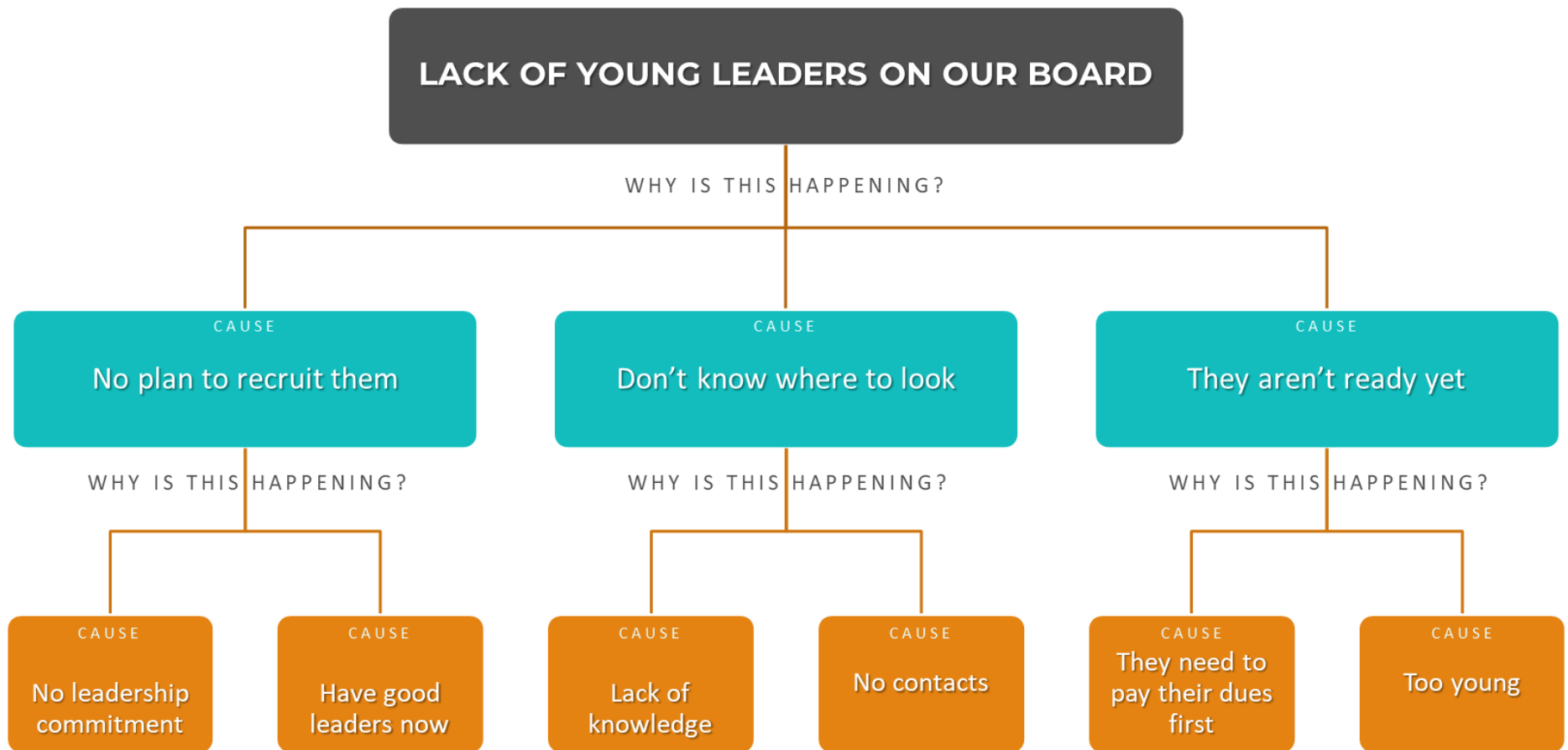
Source: Frank Martinelli, The Center for Public Skills Training

Board Governance - Board Size, Composition and Diversity

Assessment Category	LEVEL 1: Clear need for increased capacity	LEVEL 2: Basic level of capacity in place	LEVEL 3: Moderate level of capacity in place	LEVEL 4: High level of capacity in place	Select the level that reflects current capacity
Board Recruitment, Training and Development	No plans for board recruitment; board members randomly recruited. No formal training available for current board members and no new board member orientations. No process (formal or informal) in place to cultivate next generation of board leaders; same board members fill leadership positions year after year. Burnout resulting from small group of the same board members responsible for most of the work.	There is an informal process for identifying and recruiting board members not necessarily based on the specific goals and needs of the board. Board training occurs 'on the job' rather than through any formal training sessions; Some formal training provided on an ad-hoc basis upon request; Limited orientation for new members. Next generation of leaders has yet to be identified by current leaders; burnout resulting from small group of the same board members responsible for most of the work.	Board has and utilizes a formal process for the identification, recruitment and selection of board members based on its goals and needs and the organization's strategic priorities. Some formal training for all board members loosely based upon a curriculum; Orientation for new members occurs and is supported by written and online materials. Future leaders are identified and given opportunities to lead. New board leaders have the knowledge and skills needed to be successful in leadership roles that they take on or are elected to fill.	Formal, ongoing board development process utilized including identification, recruitment, selection, orientation, ongoing performance review, and recognition. All board members receive formal training; board training needs assessed annually, and training plan and curriculum reviewed annually; comprehensive orientation for all new board members occurs and is supported by written and online materials. Process in place to identify and develop future board leaders; committee assignments rotated to give members experience and opportunities to lead.	

Source: Frank Martinelli, The Center for Public Skills Training

Recruiting Issue/Problem We Wish to Address



Source: Frank Martinelli, The Center for Public Skills Training

Board Succession Planning Grid Worksheet

Key Leader Position	Incumbent	Potential Successor
Chair		
Vice-Chair		
Treasurer		
Secretary		
Chair, Executive Committee		
Co-Chair, Executive Committee		
Chair, Governance		
Co-Chair, Governance		
Chair, Finance & Risk Management		
Co-Chair, Finance & Risk Management		
Chair, Fund Development		
Co-Chair, Fund Development		
Chair, _____ Committee		
Co-Chair, _____ Committee		

See Page 10 for Notes on Using the Succession Grid

Process for Setting Strategic Recruiting Priorities

Instructions: Please complete Step 1 of this worksheet and return to (Name) on or before (Date). The input we receive will be compiled into a summary. We will review the summary and arrive at a set of draft recruitment priorities at our next Governance Committee meeting. The draft priorities along with other recommendations will be shared with the Board of Directors for review and affirmation. The recruiting priorities will then be utilized as a foundation for development of an ABC Inc. recruitment plan. Thanks in advance for completing this task!

Before completing this worksheet, consider the following:

- ABC, Inc. vision, mission, and core values
- Long-term board recruitment needs based on the strategic plan
- Board composition and recruitment factors identified at the recent board retreat

Step 1 – Start by answering these four questions in terms of ABC, Inc.’s new strategic priorities, and in general, what the organization needs from the Board over the next 1-3 years:

(Step 1 to be completed by the Executive Committee, Governance Committee, and Executive Director)

1. What key skills and competencies are most needed on the board over the next 1-3 years? Key Considerations for Future Recruitment:
2. What critical knowledge and information do board members need to possess given the mission and strategic priorities? Key Considerations for Future Recruitment:
3. What board member connections and relationships can benefit ABC, Inc.? (What organizations, networks, partnerships, and coalitions does ABC, Inc. need strong relationships with to succeed?) Key Considerations for Future Recruitment:
4. In what ways does the board need to be diverse as a reflection of the ABC, Inc. vision, mission, and core values? Key Considerations for Future Recruitment:

(Steps 2 & 3 to be completed by the Governance Committee and Executive Director based on results of Step 1)

Step 2 – With reference to results of Step 1, and considering who is now on the board, what do we have in the ways of skills, knowledge, and connections?

Step 3 – With reference to Steps 1 and 2, what’s missing from the board and what is most important to recruit for? This gap between what we need from the board in the future and what we have now are the priorities that will guide our recruiting efforts over the next 1-3+ years..

Source: Frank Martinelli, The Center for Public Skills Training

Blue Ribbon Nominating Committee Method

The Blue Ribbon Nominating Committee Method is an effective way to expand your board and committee leadership network. Organizations using this method have been able to generate 25-50 solid prospects for future recruitment. Here's how the Blue Ribbon Nominating Committee method works:

1. Identify potential committee members.

Develop a list of about 25 people that you would like to have on the board but who would probably say no. Perhaps they're too busy or just not interested in serving on your board.

2. Invite them to participate on the Blue Ribbon Nominating Committee.

Contact them to ask them to be on a Blue Ribbon Nominating Committee for your organization. This committee will meet only once -- for one and a half hours -- and then disband. This should make it easier for them to say "YES". Follow up the initial contact with a phone call or email and then another reminder the day before the meeting. On the next page, there is a sample invitation memo which you can customize.

3. Be clear on what you need Blue Ribbon Nominating Committee members to do.

At the meeting you'll probably have about 10-15 Blue Ribbon members. The board chair should welcome the group, and there should be a very short (15 minutes max) presentation by either the board chair or the executive director on what the organization's critical path (strategic priorities) is for the next 2-3 years. Do not take this opportunity to tell your usual statistics, program lists, and so forth. Treat this group of people like insiders and let them know the main issues in front of your organization right now.

4. Sift through the nominations and select the first prospects to contact.

By the end of the meeting, you should have 25 - 50 new names of people. And more importantly, these are people who have been suggested because they can move your organization forward on its critical path, not just because they're good people with skills and connections.

5. Make the contacts.

Initiate the personal contacts by phone or email. Let the prospects know who suggested that they be contacted for possible board or committee service (Be sure to get permission in advance).

Request an in-person or virtual meeting with you and the executive director for an orientation to the organization and the critical roles played by your board and committees. Be prepared for additional follow-up with promising individuals that demonstrate serious interest in board or committee service.

The prospects are more likely to respond seriously because you've mentioned the person who recommended them. They're also likely to be flattered. Even if you DON'T get the meeting set up, or the prospect doesn't end up joining the board or a committee, you will have made a new contact.

If the prospect DOES ultimately join the board or a committee, they will have had a chance to understand what their role on the board is expected to be. And in sharp contrast to the usual situation where new board members are unsure what to do for several months, they will want to get started in active service right away.

Source: The Blue Ribbon Nominating Committee by Jan Masaoka, Blue Avocado

Blue Ribbon Nominating Committee - *Sample Invitation Memo*

Use this invitation sample to invite people to attend the Blue Ribbon Nominating Committee session.
Edit as needed.

Dear (name):

At the recommendation of (provide name of referral source if appropriate), we are writing to invite to serve on a Blue Ribbon Nominating Committee for (your organization). This committee will meet only once -- for one and a half hours -- and then disband. The Committee will gather for a (breakfast) (lunch) meeting on (date and time). The meeting will be held at (in person or virtual location info). Free off-street parking is available at (parking directions).

The purpose of the meeting is to provide you with a brief update on the ABC, Inc. strategic priorities and then to ask your help in identifying individuals who could help us advance the crucial strategic work of the organization at this time by serving on ABC, Inc.'s board and committees. (Optional additional sentence: We want to make it clear that the purpose of this session is not to recruit you for board/committee service but rather to ask your help in identifying other leaders.)

Founded in (year), the ABC, Inc. is a nonprofit organization that (short capsule description of mission and major accomplishments)

The next several years promise to be exciting ones for ABC, Inc. As someone who is aware of the value and importance of (brief reference to your mission and work), we believe you can help us identify individuals who can support our efforts through board and committee service.

Within the next few days, you will be contacted by (name) to find out if you will be able to join us on (date)--- and to answer any questions you may have.

Looking forward to seeing you on (date)!

Yours truly,

(Name) Board Chair

(Name) Executive Director

Blue Ribbon Board Nomination Committee Meeting - *Sample Agenda*

The purpose of the Blue Ribbon Board Nomination Committee meeting is to provide attendees with a brief update on the ABC, Inc. strategic priorities and then to ask their help in identifying individuals in the community who could help advance the crucial strategic work of the organization at this time by serving on the ABC, Inc. board and committees.

Welcome and Introductions – *Board Chair*

- Chair welcomes everyone to the session, briefly describes the purpose as previously announced, and leads in a round of self-introductions.

ABC, Inc. Critical Path for the Future – *Executive Director*

- Executive Director briefly summarizes ABC, Inc.' strategic direction for the future (mission, vision, strategic priorities, key accomplishments). This presentation is not the "usual" statistics, program descriptions and so forth. Treat this group of people like insiders and let them know the main issues in front of the organization right now.

The Search for Leaders Who Can Help ABC, Inc. On Its Critical Path – *Board Chair and Executive Director*

- Chair and Executive Director, utilizing a summary sheet, briefly describes what the organization is looking for – people who are passionate about the mission vision and strategic direction, likely open to the job description, and meet some of the recruiting priorities identified. (See following pages for a sample summary of recruiting priorities and board position description)

Brainstorming Nominations – *Facilitator*

- Facilitator guides group members' identification of people who could make good board members (or committee members). Focus of request is on what people can and will do (example, help us forge key partnerships to advance on the critical path) rather than only what they are (such as "young leader")
- Facilitator distributes the job description and nomination forms (Samples follow this page and can be revised as needed)
- Give group members some time to begin to reflect alone silently and generate names and begin to complete the nomination forms
- Initiate discussion, encouraging group members to share names and to discuss each other's recommendations. Board Chair and Executive Director can ask questions and make comments.

Summary and Next Steps – *Board Chair and Executive Director*

- Chair and Executive Director briefly summarize, thank everyone for participating and ask people to take a few moments to finish completing the nomination form/s (page 46) and turn them in before leaving.

Criteria to Consider in Brainstorming Potential Leadership - *Sample List*

For use at the Blue Ribbon Nominating Committee Meeting

To be approved in advance by the Governance Committee and affirmed by the Board

1. Based on your knowledge, the individuals you recommend for consideration as future board members would likely be committed to the mission and vision of the organization:
 - Mission: ABC, Inc. is an organization dedicated to improving the quality of life for persons with developmental disabilities. We provide services to individuals that promote and respond to their personal goals, desires, needs and dreams. We strive to empower each individual in determining the direction of his or her life. Our services enhance the communities' capacity to understand and embrace persons with developmental disabilities. We are committed to provide services that maximize individual potential, while acting as prudent stewards of our resources.
 - Vision statement: All people with developmental disabilities will be fully included in the life of the community and will be supported in determining the direction of their own lives.
2. Based on your knowledge of this person, the individual could be open to making the kind of commitment called for in the Board Member Position Description we have developed. A copy of this position description is on the next page of this document.
3. The individual best reflects some of the recruiting priorities we identified (to be edited):
 - a. ***To be added before the Blue Ribbon Nominating Committee Meeting -- recruiting priorities based on advance work completed by the Governance Committee and affirmed by the Board***
 - Fiduciary mode thinker³
 - Strategic mode thinker
 - Generative mode thinker
 - List other recruiting priorities to be determined in advance by the Governance Committee

³ In Governance as Leadership: Reframing the Work of the Nonprofit Board, the authors describe 3 modes of governance: the fiduciary mode, where boards are concerned with the stewardship of tangible assets; strategic mode, where boards create a strategic partnership with management; and generative mode, where the board's central purpose is to be a source of leadership for the organization and its principal role is as a "sense maker." At this time, ABC, Inc. is especially interested in increasing the number of board members with strength in the area of generative mode governance, but members with strengths in the other modes will also be needed.

Board Member Position Description - Sample

For use at the Blue Ribbon Nominating Committee Meeting

To be approved in advance by the Governance Committee and affirmed by the Board

The privilege of serving on the ABC, Inc. Board of Directors implies certain obligations, both individually and collectively. The actions of the board are guided always by our mission and vision:

- Mission (Insert)
- Vision: (Insert)

Board performance expectations include the following:

Primary Responsibilities	Minimal Level of Performance
1. Attend regular meetings of the board	Meetings are each approximately two hours in duration. The board meets at least four (4) times per year.
2. Actively participate in board committees and/or task forces	Provide leadership to board committees. Each board member is expected to serve as an active, ongoing member of at least one committee. This requires a number of meetings per year plus individual committee task completion time. Presently, committees include Executive, Finance, Governance, and Fund Development.
3. Participate in fund development	Commit time to developing annual and long-term financial resources for the organization. This includes making a personally meaningful financial gift as well as supporting other fund development activities of the organization in a manner appropriate for board members
4. Participate in board decision making	Prepare in advance for decision-making and policy formation at board meetings; take responsibility for self-education on the major issues before the board. Responsibly review and act upon committee and staff recommendations brought to the board for action
5. Serve as a community ambassador for the organization	Proactively reach out to individuals, institutions, and networks to increase awareness and advance organizational priorities. To act in a coordinated manner to represent the best interests and welfare of the organization.
6. Comply with conflict-of-interest provisions/policy	Avoid any direct or indirect financial interest in the assets, leases, business transactions or professional services of the organization without the consent of the Board of Directors. At all times, act prudently and in good faith.
7. Participate in board education and strategic planning	Participate in the annual board development and planning session held each year.
8. Participate in annual board review	Participate in the annual board member self-review process to improve board performance.
9. Serve as a resource to the board and CEO	In general, utilize personal and professional skills, relationships and knowledge for the advancement of the organization. Be accessible for personal contact in between board meetings.

Blue Ribbon Nomination Form - Sample

Print multiple copies. To be used at the Blue Ribbon Nominating Committee Session

Name:	
Nomination #1	
a. Name:	
b. Contact information if known:	
c. Company/Organization/Title/Occupation	
d. Why might this person be a good nominee?	
e. Would you be willing to make an introduction?	
Nomination #2	
a. Name:	
b. Contact information if known:	
c. Company/Organization/Title/Occupation	
d. Why might this person be a good nominee?	
e. Would you be willing to make an introduction?	
Also Please Respond	
1. Would you be interested in exploring possible board membership for yourself?	
2. Is there any other way you would like to contribute your time or expertise to the Organization?	
3. Would you like to be added to our mailing list (if you are not already on it)?	
If YES, provide preferred email address:	
Any comments / feedback?	

Turn your Nomination Forms in before you leave today.

Board Succession Planning Resource Bibliography: A Starter List

Governing Board Effectiveness

- BoardSource: <https://boardsource.org/fundamental-topics-of-nonprofit-board-service/>
- Governance as Leadership: Reframing the Work of the Nonprofit Board by The PEW Charitable Trust <https://tinyurl.com/y95hmk3j>
- The Practitioner's Guide to Governance as Leadership by Cathy A. Trower <http://tinyurl.com/npv46bk>
- Governance as Leadership: Reframing the Work of Nonprofit Boards by Richard P. Chait, William P. Ryan, Barbara E. Taylor. <http://amzn.to/Sgs3YJ>
- The Dynamic Board: Lessons from High-Performing Nonprofits with Long Version of Assessment Grid by McKinsey & Co https://haas.berkeley.edu/wp-content/uploads/McKinsey_Dynamic_Board_Report_w_Assessment_Grid.pdf Self-Assessment Tool - Short Version https://www.boardnetusa.org/graphics/attachments/boardselfassess_short.pdf
- The Source 12: Twelve Principles of Governance That Power Exceptional Boards by BoardSource. <https://boardsource.org/product/source-twelve-principles-governance-power-exceptional-boards/>
- YOU and Your Nonprofit Board: Advice and Practical Tips from the Field's Top Practitioners, Researchers, and Provocateurs. Charity Channel Press. <http://tinyurl.com/q2wl5tt>
- The Board Chair-Executive Director Relationship: Dynamics that Create Value for Nonprofit Organizations by Mary Hiland <http://tinyurl.com/z8saksb>
- Does Your Nonprofit Board Need a CGO? By Stanford Social Innovation Review <https://tinyurl.com/46cyfkhj>

Board Succession Planning and Development

- Board Succession Resources. Society for Human Resource Management <http://tinyurl.com/yybey9mn>
- Succession Planning for the Non-profit Board Chair by Social Venture Partners of Boulder County <https://tinyurl.com/y25pb48h>
- How to Be a Rockstar Nonprofit Board Chair: Tips & Duties by Boardable <https://boardable.com/blog/board-chair/>
- Non-Governing Boards as Pipelines for Diverse, Equitable, & Inclusive Leadership. Video: <https://www.youtube.com/watch?v=1nTEBIMiyEI> Print Resources: https://www.dropbox.com/sh/r1u32wh46dpm7ad/AAA1zxxH9tA_FLqnfVzht4l0a?dl=0
- Elevating Pool Governance Through Inclusivity by Dr. Robin Stacia. NOTE: This resource was written for public governmental insurance pools. The content translates to nonprofits) <http://tinyurl.com/yxzdkgb3>
- The Committee Chair: A Breakdown of Vital Skills and Duties by Boardable <https://boardable.com/blog/committee-chair/>
- Committee Work as Intentional Professional Development and Learning by Chief Learning Officer <https://www.chieflearningofficer.com/2021/04/22/committee-work-as-intentional-professional-development-and-learning/>

For More Information, Contact:

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Working with Determined Nonprofit and Public Sector Leaders at the Intersection of Governance, Strategic Planning, Leadership Succession, and Justice . . .

Frank Martinelli has over 40 years of work, training, and consulting experience with a variety of nonprofit and public sector organizations. He is president of the Center for Public Skills Training where he specializes in strategic planning, governing board development, building organizational capacity for advocacy and systems change work, and community partnership and alliance building.

During this time over 60,000 professional staff, board and other volunteer leaders have benefited from Frank's practical, results-oriented training, and consultation. Frank is the author of "Encouraging Visionary Board Leadership" appearing in *You and Your Nonprofit Board: Advice and Practical Tips from the Field's Top Practitioners, Researchers and Provocateurs*, published by Charity Channel Press.

Frank served as a member of the national faculty of The Learning Institute, a joint venture of the Society for Nonprofit Organizations, PBS, United Way of America, and the University of Wisconsin-Extension to deliver training through a range of emerging technologies. The Learning Institute, faculty and partners were the recipient of the American Distance Education Consortium Award for the "Certificate of Excellence in Nonprofit Leadership and Management" Satellite Series.

A graduate of Marquette University with a B.A. in Sociology and the University of Wisconsin with an M.S. in Urban Affairs, Frank has done numerous workshops on nonprofit management topics with special emphasis on involvement of the Board of Directors. He has been trained by the Peter F. Drucker Foundation in the use of the Organizational Self-Assessment Tool. Frank has completed the Advanced Board Consultant Training Program offered by BoardSource. Frank has also completed the UW-Madison Distance Education Professional Development Certification Program and offers a number of online learning programs for nonprofits.

For more information:

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