



Making Your Mark As A Not-For-Profit Board Member

*An Orientation Guide
for New Board Members*

**Sandi L. Humphrey,
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Making Your Mark As A Not-For-Profit Board Member: An Orientation Guide for New Board Members

Second Edition

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Introduction

So, you find yourself sitting on the Board of Directors of a not-for-profit organization. First of all, congratulations! You are now well positioned to make a significant impact on your organization and those it serves. The question is, will you make that impact? Frankly, that's up to you.

With so much attention being paid to governance in recent years, it seems that every day there is a new book published on the subject. The goal of this second edition is to:

- Focus solely on directors (referred to in this publication as directors) who serve not-for-profit organizations that employ professional staff;
- Eliminate legalese and complicated explanations in favour of practical advice in easy-to-understand language;
- Draw a clear picture of the board's job (and its distinction from that of the staff); and,
- Help individual directors understand what they truly need to know, how they need to act (and not act), and how they can best make a difference to their not-for-profit organization.

Volunteers like yourself have lots of commitments beyond those you have made to the organization upon whose board you serve. The fact that you are reading this publication is solid evidence that you take your position seriously, and want to know how best to serve your organization. With that as a starting point, you are well on your way toward making your mark as a director! Governance, after all, isn't ingrained in our psyches—it is an acquired skill. Well done for taking this significant first step and reading this publication.





Preamble

Throughout this publication, the following definitions are used:

Board: refers to the elected governing body of a not-for-profit organization, most often referred to as Board of Directors or Board of Governors.

Director: refers to individual board members, unless specified otherwise.

Chair: refers to the Chief Elected Officer, most often referred to as chair of the board or, in some instances, President. This is a volunteer (unpaid) position, the occupant of which serves as chair at meetings of the board.

CSO: refers to the Chief Staff Officer, the most senior paid staff person, often holding the title of President, CEO, or Executive Director.







Chapter 1: The Board's Job

Ask any group of directors what the board's job is and you'll end up with a wide range of answers. Frankly, there is a lot of confusion in the not-for-profit sector about what the job is and is not. As a consequence, many not-for-profit boards are finding their way onto the front pages of local newspapers, and not in a good light.

Some of this confusion is a result of individuals having previously served on boards of smaller organizations that did not employ staff. In such cases, directors often perform both governance and managerial tasks. The board might establish a strategic goal to enhance communications with members or a particular stakeholder group (a governance task), but individual directors may develop and deliver the communications product used to achieve that goal (a managerial task).

Boards have a very important job to do. Making assumptions about what that job is and is not is foolhardy. Boards, and individual directors, have a number of legal obligations and they may be sued should they fail to comply with them. But don't let that scare you. What you need to know will be covered in this publication (and in documentation it refers to that is made available to you from your organization).

What Needs to Happen

There has developed an understanding among high performing boards that the board's job is to determine what needs to be done, and the Chief Staff Officer's (CSO) job is to determine how that work will be done (by staff). The board delegates to





the CSO, and the CSO, in turn, delegates tasks to other staff members. This method of delegating and distinguishing responsibilities makes sense for many reasons, among them:

- The directors are experts in the profession, trade, special interest, or cause the organization serves;
- The staff brings managerial and not-for-profit skills and competencies to their work (e.g., advocacy, events, membership recruitment and retention, stakeholder relations, marketing and communications, technology); and,
- It positions the board to objectively and fairly hold the CSO accountable for organizational outcomes.

Determining what needs to be done isn't easy. It requires the board to pay considerable attention to internal and external trends as well as member and stakeholder needs, with a primary focus on the future rather than the past. It culminates in establishing a strategic plan that sets out a vision for the organization (where it will be in 3–5 years) and strategic goals (what needs to get accomplished in order for the vision to become a reality).

The strategic plan sets the stage for the CSO to develop an operational or business plan that guides the efforts and priorities of the organization's staff. Common practice sees the CSO present the board with an operational plan shortly before the start of a new fiscal year. Essentially, this is when the CSO tells the board, "I understand what your priorities are (as set out in the strategic plan), and based on the staff and funds I have available in the next fiscal year, this is what I expect to accomplish." The annual board approval of the CSO's business plan and budget positions the board to hold the CSO accountable for finances as well as organizational outcomes.





About the Author

Sandi L. Humphrey, CAE, served as an association executive for over twenty years. A majority of those years were spent as Chief Staff Officer of a not-for-profit association comprised of boards, where the pursuit of board effectiveness occupied a significant amount of her time.

Today, Sandi provides consulting services to the not-for-profit community, with a particular emphasis on board governance and organizational structure. She has served as lead instructor for the Canadian Society of Association Executives' (CSAE) Certified Association Executive (CAE®) program, and as editor of CSAE's *Association*™ magazine.

In addition to this publication, Sandi is co-author of the *Guide to Positive Staff-Board Relations for Directors of Not-for-Profit Organizations*, the *Guide to Effective Committees for Not-for-Profit Organizations*, *Best Practices and Tools for Not-for-Profit Boards* and *Canadian Association Management*, the definitive source of information on leadership, latest developments and best practices in the not-for-profit sector. Each of these publications is published by CSAE, and is available through the CSAE bookstore.

