

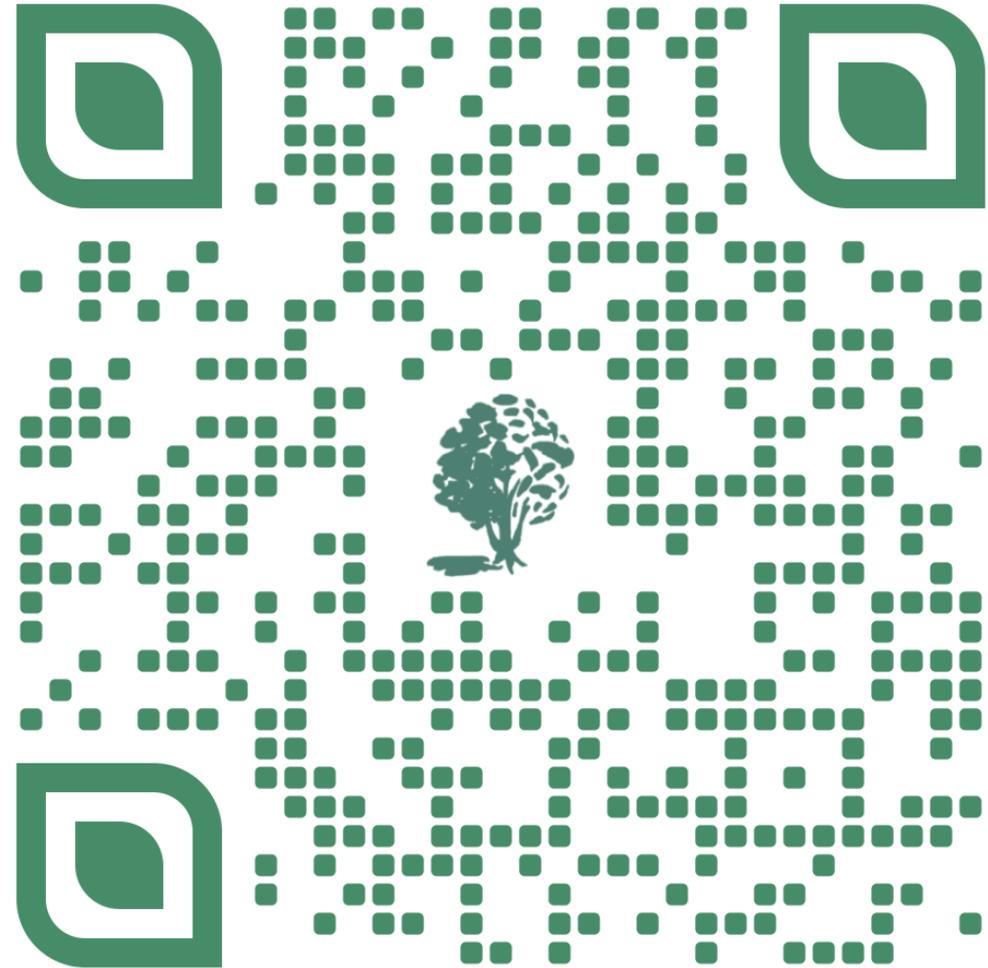
Gear Up Your
Governance Committee

Agenda &
Presentation
Links



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GEAR UP YOUR GOVERNANCE COMMITTEE

Breakout Presentation:
Akron Community Foundation
Nonprofit Insight Conference

MARCH 12TH, 2026

Presented by:



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How BVU Helps Nonprofits Make a Bigger Difference

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**BOARD DEVELOPMENT
& GOVERNANCE**

**SUCCESSION PLANNING
& EXECUTIVE
TRANSITIONS**

STRATEGIC PLANNING

Agenda

- ⇒ Governance Quiz
- ⇒ Six Steps to Building a Strong Board
(Role of Governance Committee)
- ⇒ Discussion throughout
- ⇒ Dedicated Q&A time

You will receive these slides and the recording afterward.

GOVERNANCE QUIZ – YES/NO

1. Our board establishes and oversees the strategic direction of the organization.
2. Board member expectations are reviewed and signed annually by all board members.
3. Our board effectively recruits, orients, and engages new members.
4. Each committee is comprised of diverse members who bring relevant expertise.
5. Our board has effective metrics and tools to monitor the organization's performance.
6. Board meetings focus on what matters most; we do not focus on day-to-day minutiae.
7. 100% of board members make an annual contribution to the organization.
8. Most board members participate in fundraising for the organization.
9. Most board members understand their role.
10. The governance committee meets year-round to ensure that the board has the appropriate structure, practices, and composition.

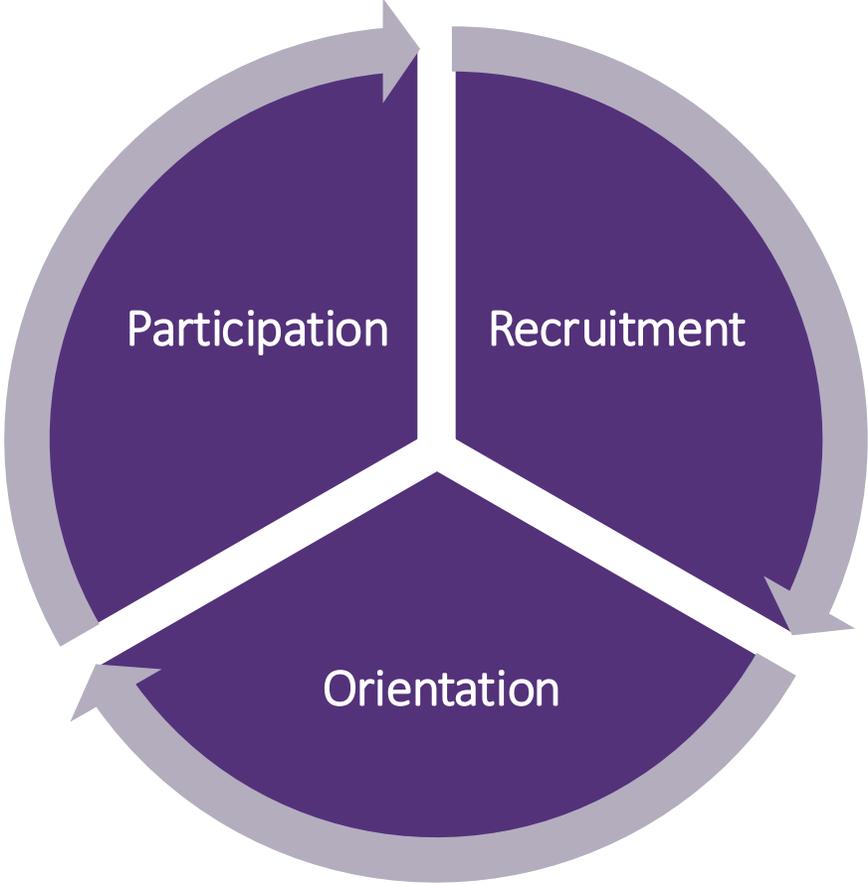
Basic Responsibilities of the Board

1. Determine mission, vision and strategic direction
2. Establish and strengthen community relations
3. Select and support the chief executive
4. Develop funding resources
5. Provide financial oversight
6. Ensure legal and ethical integrity
7. Develop the board

Six Steps to Building a Strong Board

- 1. Strong Governance Committee with clear workplan**
2. Proactive recruitment strategy
3. Expectations and accountability
4. Onboarding and Orientation
5. Succession Planning for board leaders and members
6. Board Policies and Documents

Governance Committee = Year-Round Board Engagement



The Role of the Governance Committee

To ensure that the board functions at the highest level of effectiveness through a year-round concerted effort.

- Assesses board structure and composition
- Establishes a statement of expectations for board members
- Facilitates and evaluates the contribution of each board member
- Recruits and engages new board members
- Nominates a slate of officers
- Develops and implements an orientation for new board members and ongoing board education
- Makes recommendations to enhance governance

Governance Committee Work Plan - SAMPLE

PURPOSE OF COMMITTEE (why it exists):

The Governance Committee ensures that the board functions at the highest level of effectiveness through a year round concerted effort. Assesses board structure and composition; establishes a statement of expectations for board members; facilitates and evaluates the contribution of each board member; recruits and engages new board members; nominates a slate of officers; develops and implements an orientation for new board members (with the executive director) and ongoing board education; and makes recommendations to enhance governance.

WORK OF THE COMMITTEE FOR 2025 (what we accomplish/monitor):

(based on strategic plan/annual plan/etc.)

- Maintain high performing board and officers
 - Review performance and engagement level of all board members who are up for reelection
 - Ensure there is a strong process in place to engage all board members
- Expectations and accountability
 - Has everyone signed the board member expectations?
 - Develop a process for board member accountability – establish a scorecard to track board member engagement
- Identify gaps in skills and networks on board
 - Identify gaps in skills, expertise, diversity, networks and experience on the board (look at each committee and see if there are gaps at the committee level; leadership; recruit people who bring relevant diversity/expertise to the committee level.
 - Develop strategy to recruit board and committee members; timing; messaging; materials; prioritize who to recruit and who makes the ask
 - Assign a “board mentor” to each new board member; provide brief overview/expectations to the mentor
- Prepare slate of officers and comm. chairs/groom leaders
 - Develop accurate job descriptions for board officers
 - Identify candidates (internal and/or external) for future officers and committee chairs and plan how to recruit and develop
 - Consider establishing chair-elect position
- Develop and coordinate board orientation
- Review by-laws

DISCUSSION TOPICS FOR UPCOMING COMMITTEE MEETINGS:

COMMITTEE MEETING	REQUIRED BUSINESS	TOPICS OF DISCUSSION

Governance Committee Recruitment – Calendar of Activities

EXAMPLE – IF BOARD ELECTIONS ARE IN SEPTEMBER:

Q1 JANUARY Governance Committee Meeting	Q2 APRIL Governance Committee Meeting	Q3 JULY Governance Committee Meeting	SEPTEMBER Board Meeting	Q4 OCTOBER Governance Committee Meeting
<ul style="list-style-type: none">Initial conversation with board members whose terms end in SeptemberDo assessment of current board needs; identify and prioritize gaps (diversity, expertise, networks)	<ul style="list-style-type: none">Review status of potential candidates – continue outreach and meetings as necessary	<ul style="list-style-type: none">Governance Committee determines final slate of candidates	<ul style="list-style-type: none">Board member elections; assign new board members to classes	<ul style="list-style-type: none">Plan for ongoing board education & social connection opportunitiesConsider end-of-year board member evaluation

FOLLOW UP:

- Determine plan for outreach to identify board candidates; establish criteria for board candidates (What are we looking for and expecting?)
- Gather names of potential candidates (sources: board members, members, donors, BVU, etc.); collect bios; conduct outreach
- Schedule meetings with CEO and member of Governance Committee to explore the opportunity

FOLLOW UP:

- Follow-up conversations with board members whose terms are up in September

FOLLOW UP:

- Slate of new board candidates (including bios) shared with current board members
- Schedule board orientation, assign mentor for each new board member

Steps to Building a Strong Board

1. Strong Governance Committee with clear workplan

2. Proactive recruitment strategy

3. Expectations and accountability

4. Onboarding and Orientation

5. Succession Planning for board leaders and members

6. Board Policies and Documents

Board Recruitment



Board recruitment is about building the leadership that your organization will need to succeed.

Who Do You Need?

SAMPLE COMMITTEES	PURPOSE	COMPOSITION	GAPS
Board of Directors <i>(meets 4x/year)</i>	<ul style="list-style-type: none"> ▪ Legal and fiduciary oversight (duties of care, loyalty, compliance and managing accounts) ▪ Strategic direction and oversight 		
Executive Committee <i>(meets 4x/year)</i>	<ul style="list-style-type: none"> ▪ Continuity between board meetings ▪ Coordinate between committee chairs ▪ Coordinate CEO performance review 		
Governance Committee <i>(meets 4x/year)</i>	<ul style="list-style-type: none"> ▪ Engage full board ▪ Communicate board member expectations and accountability ▪ Cultivate and recruit diverse board and committee members ▪ Recommend officers; groom future leaders ▪ Coordinate board orientation and education ▪ Assign board members to committees ▪ Appoint committee chairs in collaboration with board president ▪ Review board policies and structure 		
Finance Committee <i>(meets 4x/year)</i>	<ul style="list-style-type: none"> ▪ Coordinate with chief executive on development of annual budget ▪ Financial oversight ▪ Develop and review internal controls periodically ▪ Review 990 ▪ Investment oversight & policy ▪ Oversee annual audit 		

Steps in the Board Recruitment Process

1. Determine ideal board composition - based on key institutional goals ("work of the board")

- Determine the skills and qualities needed as well as diversity and constituent representation

2. Evaluate actual composition of the board as compared to the ideal composition

- Identify and create a list of gaps (in skills, attributes, networks and diversity)

3. Establish and communicate criteria for board candidates, such as:

- Candidate fills strategic gap on the organization's board or committee
- Candidate has a history of giving to the organization (annual fund, endowment campaign)
- Candidate has attended an organization special event
- Candidate has demonstrated commitment by serving on one of the organization's board committees
- Candidate has familiarity with the work of the organization/ passion for the mission
- Candidate is willing and able to fulfill the organization's Board Member Expectations

4. Gather a list of prospects

- Invite board members to suggest prospects who possess the skills, qualities or diversity necessary to fill the gaps (start the conversation at a board meeting)
- Inform the board that the Governance Committee will conduct the outreach to prospects
- Create a deadline to submit potential prospects to the chair of the Governance Committee
- Inform board members that they are not "inviting" prospects to join the board - but simply submitting potential names to the Governance Committee (and the committee will not contact a prospect unless they decide to recruit that person)
- Research bios on-line instead of asking prospects to submit bios for consideration

Steps in the Board Recruitment Process - continued

5. Recruit potential board members

- Governance Committee, in collaboration with chief executive, selects which prospects they will invite to join the board (prioritize the list)
- Governance Committee members volunteer to work with the chief executive to interview each prospect
- Governance Committee can inform full board about which prospects they are pursuing

6. How to recruit

- Provide full disclosure - include an overview of the organization's programs and services, financial health, opportunities and challenges, board meeting schedule, list of board committees, and expectations of board members
- Inform the prospect that they were identified because of the valuable skills/expertise that they bring, and discuss the committee that they will serve on
- Don't give up - if the prospect declines the invitation to join the board, invite them to serve as a non-board member on a committee; if they are not able to serve on the committee, invite them to identify additional prospects

7. Next steps

- Governance Committee proposes the list of prospects for election at the upcoming board meeting (include a bio for each candidate)
- After the meeting, inform the candidate that they have been elected to which class (e.g. class of 2028) to serve a term of how many years (e.g. three-year term) and invite them to attend the next board meeting
- Provide orientation to all new board members
- Provide board manual to all new board members or password to the board portal on the website
- Provide minutes from last few board meetings to all new board members
- Consider assigning a "board buddy" for each new board member

Questions for Prospective Board Members

- What do you know about our organization?
- Why are you interested in committing your time and energy to us?
- What do you think are the characteristics of a great board member?
- Fundraising is a significant obligation of board service (state give/get clearly). Ask about comfort level. Can you tell us about your experience in fundraising?
- Board members bring experience, wisdom, strategic thinking, and their contacts. Can you tell us about yours?
- What kind of autonomy do you have over your calendar?

Be Prepared to Answer These Questions!

From prospective board members

- Why me?
- Targeting financial questions –Do you have any cash reserves? When is the last time you were concerned about making payroll?
- How will I be supported in reaching my fundraising goals?
- Can you tell me about the relationship between the board and the Executive Director?
- If there was one thing you would change about the current board, what would it be and why?
- Do you have a strategic plan?
- What are board meetings like?

Steps to Building a Strong Board

1. Strong Governance Committee with clear workplan
2. Proactive recruitment strategy

3. Expectations and accountability

4. Onboarding and Orientation
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Sample Statement of Expectations

The following responsibilities are specific to the Organization and are articulated for the purpose of complementing or clarifying certain aspects of the traditional governing responsibilities of board members.

1. **Commit to the mission and goals of the organization.**
2. **Attend meetings of the Board of Directors:** X meetings are scheduled each year. Board members are encouraged to attend all x meetings (they are scheduled a year in advance). Minimum attendance expected of each individual Board member is X%.
3. **Serve on at least one committee and attend committee meetings:** Board members are encouraged to attend all meetings of the committees on which they serve. However, attendance at 50% of the meetings is expected at a minimum.
4. **Prepare for meetings in advance:** The organization commits to sending materials in advance; board members commit to reading and considering materials in advance of meetings.
5. **Contribute expertise and participate in strategic development of board and organization.**
6. **Attend the organization's special events,** including... _____
7. **Make a personal contribution to the organization:** Every member of the Board of Directors is expected to make a personally significant financial contribution on an annual basis, in addition to in-kind contributions of time and resources.
8. **Develop funding support:** Assist the organization board and staff in its fund development efforts by arranging introductions, signing letters to friends and associates and otherwise opening doors to funding sources. Each board member who represents a business is asked to seek organizational support at the highest possible level of sponsorship.
9. **Represent the organization:** Be familiar with and speak in support of the organization and allow his/her name to be used in support of its mission.
10. **Disclose any potential conflict of interest with the organization.**
11. **Refrain from discussing or sharing confidential board business with non-board members.**

I understand that as a member of the Board of Directors of the organization, I will be held accountable to the expectations above on an annual basis.

Individual Scorecard/Self-Assessment

Demographics:

Gender: _____ Age 50+ (y/n) _____
Race: _____ Year Joined Board _____
County/City (live) _____ County/City (work) _____

Skills/expertise that you can share as a board member (please check all that apply):

- | | |
|--------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> Financial Management | <input type="checkbox"/> Development/Fundraising |
| <input type="checkbox"/> Investments | <input type="checkbox"/> Audits |
| <input type="checkbox"/> Legal Matters | <input type="checkbox"/> Marketing |
| <input type="checkbox"/> Media/PR | <input type="checkbox"/> Technology |
| <input type="checkbox"/> HR | <input type="checkbox"/> Strategic Planning |
| <input type="checkbox"/> Leadership Skills | <input type="checkbox"/> Community Building |
| <input type="checkbox"/> OTHER (please specify): _____ | |

Self-assessment questions:

1. Are you satisfied with your committee assignment?
2. Is there a committee that you would like to join?
3. Are you interested in serving in any leadership positions?
4. What topics would you like to see covered at board meetings?

My involvement:

- Three things I will commit to accomplish/work on as a member of the board in 2025:
 - 1.
 - 2.
 - 3.
- Board meeting attendance (X/X)
- Committee meeting participation/attendance (%)
- Event participation (list)
- Personal contribution (Yes/No)
- Help with fundraising (Yes/No)
- Serve as an ambassador (list)

Governance Committee & Board Accountability

- **All Board Candidates must Review and Sign Annually - Statement of Expectations**
 - Meeting Attendance – board and committee meetings
 - Financial Commitment
 - Special Event Participation, Outreach and Engagement
- **Governance Committee - Track and Monitor critical elements of engagement and performance**
 - Shared annually or bi-annually with Governance Committee
 - Performance Summary sent annually to each Director
- **Address underperformance**
 - Identify Directors at-risk
 - Communicate and determine if it can be remedied
 - Resolve or remove, don't let it linger (Underperformers generates a culture of underperformance)
- **The Board governs the Board and Directors – NOT ED or staff**
 - Board performance management is peer to peer, not the ED responsibility
 - Staff track and provide the reports to Governance Committee and individual Directors

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Orientation of New Board Members



*Onboarding is
a process,
not an event.*

Onboarding Strategies

- Communicate their election to new Board Directors quickly
- Share important dates that they need to know if engagement starts before their first Board meeting
- Schedule them for Orientation – ideally before their first Board meeting (include new non-Board Committee members, too!) What do new board members need to know? Who will be there?
- “Board buddy”/mentoring program
- Use name tags/cards to help with learning “who’s who.”
- Check in after first meeting.
- Host a board social gathering to create personal connections.
- Committee involvement right away – align with skills, experiences, and interests
- Communication channels – board portal, board management software, emails

Orientation Meeting

- **Tour of facilities/experience programming**
- **Meet with chief executive, governance chair, and other key staff (don't forget development)**
 - History of organization
 - Programming
 - Finances
 - Strategic plan
- **Review role of the board, expectations, conflict of interest policy**
- **Discuss committee assignment**
- **Receive board manual**

Board Manual – What should be included?

- ✓ Bylaws
- ✓ Organizational chart
- ✓ Board roster (with photos and brief bios of each board member)
- ✓ Committee structure
- ✓ Current budget
- ✓ Schedule of the year's board meetings + organizational events
- ✓ Most recent annual report
- ✓ Board meeting minutes from recent meetings
- ✓ Log-in information for board portal/communications tools as necessary
- ✓ History of the organization
- ✓ Program highlights
- ✓ Board roles and responsibilities
- ✓ Strategic plan
- ✓ Most recent monthly financials + audited financial statement
- ✓ List of acronyms & common industry language

Mentoring Program for New Board Members

Prior to first board meeting:

- Contact new board member to provide an overview of the board culture, the board roles and its committees, how to prepare for the meeting, and what to expect at the meeting(s) and for social activities.

At first board meeting:

- Make introductions to other board members and the executive committee.
- Sit next to mentee to facilitate questions.
- Throughout meeting, check for understanding

Following first and second board meetings:

- Follow up on the meeting and answer any questions.

Follow-up questions:

- Ask what was most interesting about the meeting? What was the most interesting topic?
- Ask them where they could see themselves contributing to an initiative, committee, or to board work?

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Succession Planning for Board

Action Step	Who Is Responsible	Next Steps	Timeframe
RECRUIT DIVERSE BOARD MEMBERS WITH LEADERSHIP SKILLS	Governance Committee	<ul style="list-style-type: none"> Ongoing recruitment, based on board needs 	
ENGAGE BOARD MEMBERS IN ORGANIZATION QUICKLY	Governance Committee in conjunction with President & CEO and full board	<ul style="list-style-type: none"> Orientation Board manual Introductions at meetings Name placards Informal mentoring of new members by seasoned members Committee assignments One-on-one meeting with President & CEO and Board Chair 	
DEVELOP LEADERSHIP THROUGH OFFICER POSITIONS AND COMMITTEE CHAIRS	Governance Committee in conjunction with Board Chair and President & CEO	<ul style="list-style-type: none"> Governance Committee speaks to each board member on an annual basis regarding his/her interest in leadership positions (Engage high potential leaders as committee chairs quickly.) 	
DEVELOP IN-DEPTH KNOWLEDGE OF BOARD MEMBERS REGARDING ALL ASPECTS OF THE BOARD	Governance Committee in conjunction with Board Chair and President & CEO	<ul style="list-style-type: none"> Rotate officer and committee chair positions annually (does your board have terms for officers?) 	
ENSURE GOOD WORKING RELATIONSHIP BETWEEN BOARD CHAIR AND PRESIDENT & CEO	Governance Committee	<ul style="list-style-type: none"> Seek the input of the President & CEO regarding recommendations for future Board Chair 	
DRAFT SUCCESSION PLAN	Governance Committee in conjunction with Board Chair and President & CEO	<ul style="list-style-type: none"> Based on steps above, draft initial plan Line up a few options for succession to Chair. May use Chair-elect or Vice Chair(s) position as step to Chair position, but with flexibility for contingency plan Present to the board for discussion and approval 	

Planning for the Next Board Chair

Qualities to seek:

- Ability to build constructive partnership with CEO
- Fosters trust
- Effective meeting leadership/facilitation
- Resolves conflicts, builds consensus
- Frames and discusses strategic questions
- Establishes clear expectations for board members
- Has chaired significant committee/demonstrated leadership ability to work well with staff
- Willing to make time to fulfill the role

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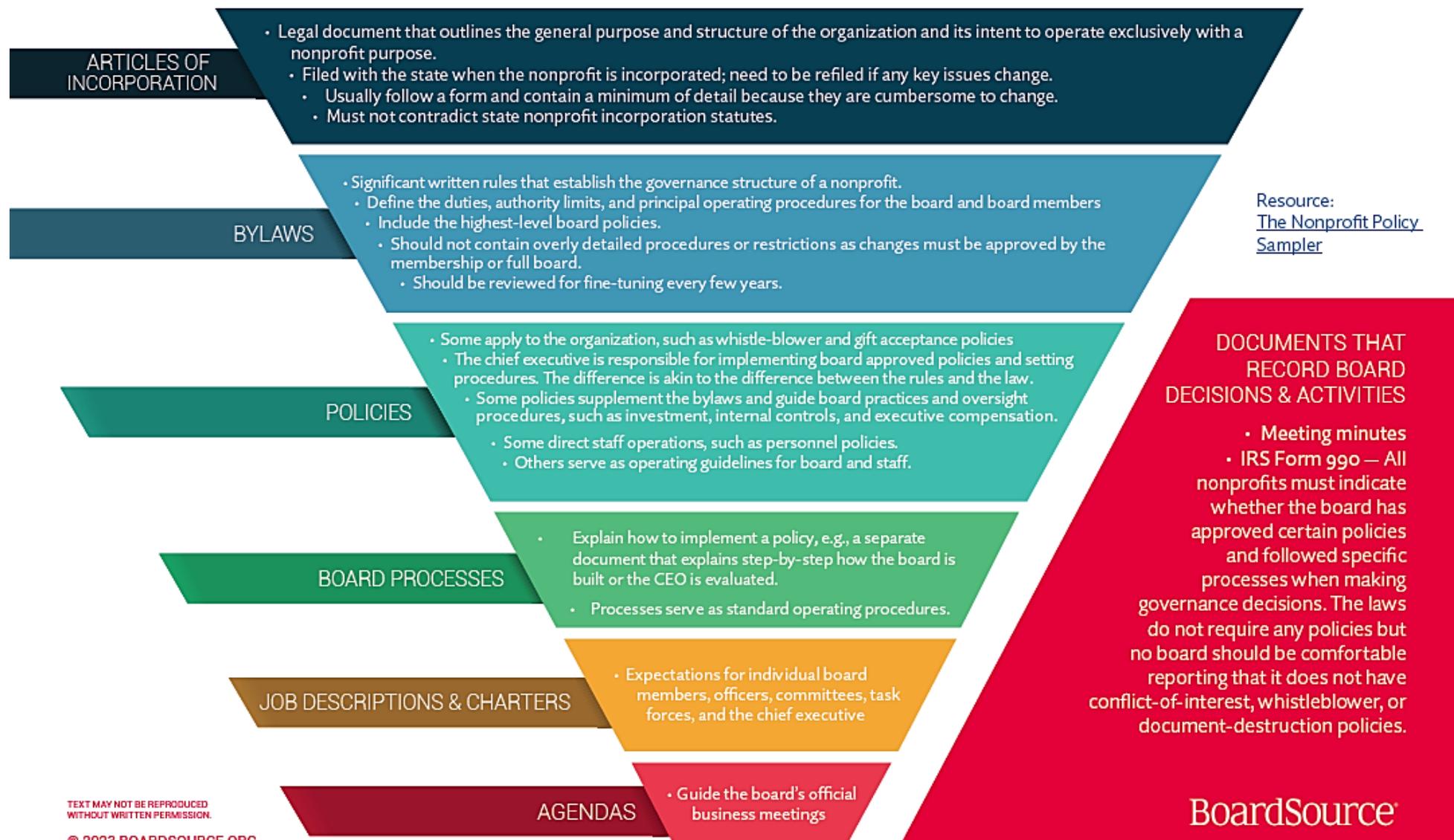
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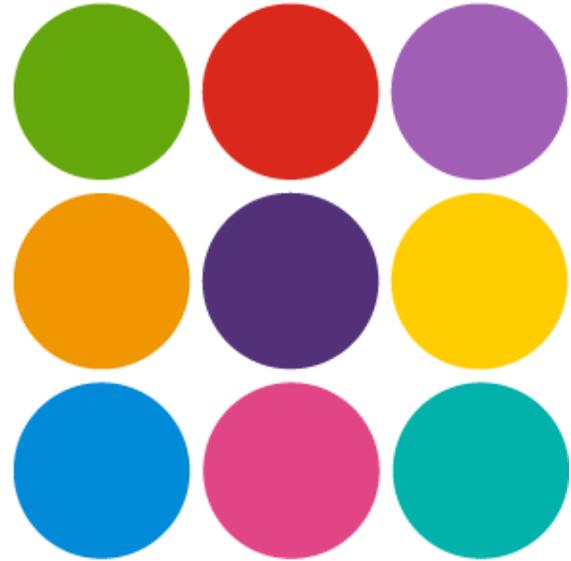
Every Board's MUST-HAVE DOCUMENTS

Even the most organized, responsible, and amiable board needs to document its activities, internal rules, and processes. Some of the documentation is legally required while some is simply helpful to have. Some documents should be available to the public while others must be kept confidential. Some serve as guidelines for decision making while others are part of the record keeping. For a board that takes its fiduciary role seriously, written rules simply are part of necessary risk management.

Here are the various documents on which your board can rely.

DOCUMENTS THAT SERVE AS GUIDES FOR BOARD ACTION:





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