The Board Manual: An Orientation and Resource Tool

The foundation of a committed, knowledgeable, and effective board is orientation and education. As an essential companion to orientation and education, every organization should have a thorough, easy to use manual that board members can use throughout their terms.

Functions of the Board Manual

- Orientation handbook for new board members and staff
- Reference manual for board members, staff and volunteers

A board manual serves two functions. For the new board member, it is an orientation handbook that provides useful information about the organization, board structure and operations, and fellow board members and staff. For the balance of a member’s board service, the manual then becomes an indispensable reference and resource manual. It serves as a source of information for board members, staff and volunteers. It is working tool and a central resource about the organization and the board (BoardSource, 2002).

Materials can be added and removed to create an up-to-date reference. The board manual is developed by staff in consultation with the board chair, the administrator, and members of the governance committee. It should be printed in a durable, attractive loose-leaf notebook with a table of contents and labeled dividers. It is desirable to date all materials and additions and replace material when necessary. The manual’s pockets can be used to keep stationery, brochures and information items (BoardSource, 2002).

Suggestions for Developing an Easy-To-Use Working Manuel

- Do not overwhelm new board members with too much information. When several examples are available (e.g., current press clippings), include only one.
- Keep each item brief. A two-paragraph biography of the executive director is more preferable than a four-page resume.
- Use the handbook as a “textbook” during board orientation.
- Encourage board members to read and ask questions about the material.
- Ask board members to evaluate the usefulness of the manual each year.
- Revise the contents or format based on their comments (BoardSource, 2002).

Orienting New Board Members

Conducting an Orientation Session

An orientation session should be held before each new board member attends his or her first board meeting. This will help the new member participate fully on the board as quickly as possible. The session may be organized by, among others, the nominat-
ing committee, the executive director or the board chair. Key board and staff members, such as the board chair, the executive director, committee chairs and senior staff should take part at the orientation. It is also appropriate to invite current board members to attend all or part of the orientation as a refresher and to meet the new members (National Center for Nonprofit Boards, 2000:25).

It is beneficial to hold the orientation at the organization’s headquarters if convenient for board members, to give them a tour of the facility and a sense of the working environment. A quiet, comfortable location off-site is also appropriate. The agenda for an orientation session can be crafted to fit varying amounts of time ranging from an hour or two to a half-day and might include a tour and refreshments, in addition to formal presentations and time for questions from new members (National Center for Nonprofit Boards, 2000:25).

**Preparing New Board Members for Board Service: The Board Building Cycle**

**Welcome to the Board**

Orientation to the board members don’t always have an intuitive mystique or skills to do the job. If this is important work, then proper training must be done. New board members need to become thoroughly acquainted with the organization as quickly as possible. . . . Do not assume they have remembered all the information conveyed during the recruitment process.

Orientation actually begins before someone is asked to join the board. It begins when a person is first approached about the possibility of serving — or, for membership organizations that nominate and elect board members, it begins before potential board members decide to put their name in the hopper. The formal orientation is a continuation of that process. It should be held before new board members attend their first board meeting and should be organized by the governance committee, the chief executive and the board chair (National Center for Nonprofit Boards, 2000:25).

New board members need to become thoroughly acquainted with the organization as quickly as possible. They need to be provided with fresh information in more detail, in order to get them involved quickly. Don’t assume they have remembered all the information conveyed during the recruitment process (National Center for Nonprofit Boards, 2000:25).

**Timing Is Important**

*Each new board member should receive a board manual within two weeks of being elected to the board.*

Each new board member should receive a Board Manual within two weeks of being elected to the board and before the orientation that introduces him or her to the organization and the board. Although some of this material may have been provided...
earlier, it is helpful to have it organized and in one place. The board manual should contain the history and mission of the organization, including membership statistics, if applicable. It should contain the board member job description, legal documents such as articles of incorporation and bylaws, financial information, the strategic plan and an overview of the organization’s programs. It should also contain a roster of board members, staff data and information about committees. Consider including minutes from past years’ meetings as well as a board policy book. And it is helpful to have a calendar of activities, board meetings and special events (National Center for Nonprofit Boards, 2000:25).

The board chair plays a big role in the orientation, though it may be organized by the executive director, the governance committee, the board chair or all three. Key board and staff members should take part in the process. Some organizations also invite all current board members to attend all or part of orientation sessions as a refresher and to meet the new members (National Center for Nonprofit Boards, 2000:25).

It is usually best to hold at least part of the orientation at the organization’s main office, if convenient and appropriate. New members should be given a tour of the facility to get a sense of the working environment. If that is not an appropriate spot, a quiet, comfortable location off-site is also fine. It could be done in the style of an off-site retreat or on-site at the organization’s office or that of a board member (National Center for Nonprofit Boards, 2000:25).

Orientation is not a one-time event. It is a continuous process.

An orientation session can be tailored to fit varying amounts of time, usually from an hour or two to half a day. Subjects to be covered include the roles and responsibilities of board members, the organization’s mission and programs, its strategic plan, finances, fund-raising initiatives and the structure of the board and staff. The orientation should touch on financial statements and the most recent audit, explain liability and insurance coverage and reiterate the time commitment involved. Orientation may also include showing a video on board roles and responsibilities. Video tapes are available at NCNB (National Center for Nonprofit Boards, known today as BoardSource, Inc. in Washington, DC. It is also helpful to go over committee job descriptions and goals and to orient new board members on how to be effective committee members (National Center for Nonprofit Boards, 2000:26).

Some orientations may also include an official “swearing in” ceremony at which time new board members pledge their service to the organization and formally acknowledge their responsibilities as board members (National Center for Nonprofit Boards, 2000:26).

After formal presentations, leave time for questions and the opportunity for board members to get to know each other. Orientation can also be a time for informal shar-
ing of stories from the organization’s past. To avoid information overload, it may be desirable to schedule more than one orientation session (National Center for Nonprofit Boards, 2000:26).

One of the most valuable parts of the orientation process is to fill new members in on things that aren’t written down anywhere. It should come after the first board meeting and may be initiated by the chief executive, the board chair, or the chair of the governance committee. The idea is to give new members an idea of the culture of the board as well as the organization and explain how it really works. It might deal with simple things like what people generally wear to board meetings, whether they arrive promptly, and other “insider” information—for example, that the board chair is trying to deal with a clique among board members (National Center for Nonprofit Boards, 2000:26).

Orientation is not a one-time event. It might stretch out as long as a year. During that time, the governance committee might pair up a new board member with a more seasoned member as a mentor who can befriend the new member, make him or her feel welcome, and address questions that crop up from time to time (National Center for Nonprofit Boards, 2000:26).

Several months into the new board member’s term, it is a good idea to schedule a follow-up session to respond to questions, now that he or she has become more familiar with the organization. The board member might wonder about the history of leadership changes or the organization’s relationship to other institutions. This is also a good opportunity to ask new members for feedback on the board’s operation (National Center for Nonprofit Boards, 2000:26).

New board members may present wonderful opportunities for rejuvenating the board as they often come asking new questions and bringing fresh ideas, which can give the board a fresh perspective on its work (National Center for Nonprofit Boards, 2000:26).
Suggested Contents for Board of Directors Handbook

A. The Board
   1. Board member listing
   2. Board member bios
   3. Board member terms
   4. Board statement of responsibilities
   5. Board member responsibilities
   6. Committee and task force job descriptions

B. Historical references for organization
   1. Brief written history and/or fact sheet
   2. Articles of Incorporation
   3. IRS determination letter
   4. Listing of past board members

C. Bylaws

D. Strategic framework
   1. Mission and vision statement
   2. Strategic framework or plan
   3. Current annual operating plan

E. Minutes from some recent board meetings

F. Finance
   1. Prior year annual report
   2. Prior year audit report
   3. Chart of financial growth (sales, membership, programs, etc. for the past 5 to 10 years)
   4. Current annual budget
   5. Form 990
   6. Banking resolutions
   7. Investment policy

G. Policies pertaining to the board
   1. Policy on potential conflicts of interest
   2. Insurance policy coverage
   3. Legal liability policy
   4. Travel/meeting expense reimbursements
   5. Accreditation documents (if applicable)
   6. Others

H. Staff
   1. Staff listing
   2. Organization/team chart

I. Resource Development
   1. Case statement
   2. Current funder list
   3. Sample grant proposal
   4. Sponsorship policy

J. Information
   1. Annual calendar
   2. Programs list
   3. Current brochure(s)
   4. Website information

K. Procedures to update board handbook
The following is an overview of the information that needs to be conveyed to new board members at their orientation. The materials can be presented in person and in writing at an orientation meeting (National Center for Nonprofit Boards, 2000:27).

**Board Orientation Chart**

**About the Organization Program**

**Issues:** Offer new board members a feel for the work of the organization - what it does, whom it serves, what difference it makes - to get them emotionally and intellectually connected and motivated.

**Presentation Options**

- Tour facilities
- Observation of/participation in program activities
- Presentation by client, member, or program participant
- Video, slides, film presentation
- Verbal presentations
- Written Materials

**Finances**

**Issues:** Help new board members become informed about where money comes from, how it is spent, and the state of the organizations’ financial health, including their role in fund-raising.

**Presentation Options**

- Presentation by chief executive, chief financial officer, or treasurer
- Background materials, (most recent audit, budget, financial statements), graphically presented, if possible.
- Presentation of the fund-raising strategy

**History**

**Issues:** Provide sufficient knowledge about the past so that the present makes sense. Also, help new board members see their own participation as part of the organization’s ongoing story.

**Presentation Options**

- Stories told by “old timers”
- Pictures
- Written materials

**Strategic Direction**

**Issues:** Present a framework for new member to participate effectively. Clarify the mission, vision, organizational values, and goals that inform organizational actions.

**Presentation Options**

- Presentation/discussion by the chief executive or board chair
• Copy of strategic plan (or other documents, especially mission statement, if no plan is available)

Organizational Structure
Issues: Help new board members understand who does what and lines of accountability

Presentation Options
• Copy of the bylaws, IRS determination letter
• Organizational chart
• Introduction to key staff members

Board Roles
Issues: Endure that the new members understand the roles of the board

Presentation Options
• Presentation/discussion, preferably with the whole board involved
• Written materials

Board Member Responsibilities
Issues: Ensure that new board members understand their own responsibilities as board members

Presentation Options
• Presentation/discussion
• Signed agreement (job description), including conflict of interest and ethic

Board Operations
Issues: Help new board members understand how the board operates so that they may participate effectively

Presentation Options
• Board manual
• Board mentors
• Committee charges and member lists
• Meeting schedule

Board Members
Issues: Facilitate new board member integration with the other members

Presentation Options
• List of board members and biographical data
• Time set aside for social interaction

Skills
Issues: How to read a financial statement

Presentation Options
Board Mentoring
The nominating committee could pair up a new board member with a more seasoned board member and ask the experienced member to stay in contact with the new member during his or her first year on the board, answering questions about the board and helping them to feel welcome. The relationship could be structured or less formal, depending upon the needs of the new member (BoardSource, 2002).

Other Suggestions
Each new board member may be asked to serve on at least one if not two committees to learn how the board carries out its work. Engaging in committee work helps the new member become more involved with a particular aspect of the organization. It is important to share committee job descriptions and goals with all board members. This orients them to the work of committees other than their own. The cross-committee comparisons help new board members become oriented to committee work and become more effective committee members in the future.

What a Board Member Should Learn from the Manual

By the conclusion of the orientation, new board members should have a sense of the total organization.

The Board Manual
Prior to or at the orientation, each new board member should receive a board manual that introduces the new member to the organization and the board. Although some of this information may have been provided previously to the new board member, the board manual should contain the following written materials.

Key Components of the Board Manual

Legal and Historical Information

• History and mission of the organization
• Legal Documents including by-laws and articles of incorporation
• The organization’s by-laws and rules of procedure

Fiduciary and Financial Information

• Budget reports for three years and monthly financial statements
• State of the organization’s finances and assets
• The organization’s fund-raising initiatives
## Board Orientation Chart

<table>
<thead>
<tr>
<th>Information</th>
<th>Issues</th>
<th>Presentation Options</th>
</tr>
</thead>
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<td></td>
</tr>
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<tr>
<td>Strategic Direction</td>
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<td>• Presentation/discussion by • Copy of strategic plan (or other statement, if no plan is available)</td>
</tr>
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<td>• Copy of the bylaws, IRS determination letter, • Organizational chart, • Introduction to key staff members</td>
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</tr>
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<td>• Board manual, • Board mentors, • Committee charges and member lists, • Meeting schedule</td>
</tr>
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<td>• Written materials, • Presentation by the treasurer</td>
</tr>
</tbody>
</table>

(National Center for Nonprofit Boards, 2000:28-29)
Policy and Planning Information

- Organization’s strategic plan and major goals
- The organization’s strategic or long-range plan updates
- Information on committee membership, assignments and past outcomes
- Board and meeting orientation information
- Special projects and stakeholders

Personnel Information

- Board member job description
- Staff information and functional areas of responsibility
- The structure of the board and staff
- The names, addresses, and contact numbers for board officers, members and committee chairs, committee members and staff members
- Job descriptions for staff and board members
- The individual’s roles and responsibilities as board members

Program Information

- Overview of programs and clientele served

Evaluation Information

- Evaluation Forms

Contents of the Board Member Manual

Introduction
Contents of board policies manuals may differ somewhat among different organizations, depending on the needs and nature of the organization. Regardless of the content, manuals should be provided to each board member. This manual greatly helps to orient and train new board members and ensure efficient organization and access to these materials. The following items are certainly not required for all manuals, but provide handy reference for consideration by each organization about what to include in their manuals (McNamara, 1999).

Legal Matters

Charter Documents
- Articles of Incorporation
- IRS letter granting 501(c)(3) status (other exemptions from taxes)
- Business licenses, permits, and certificates
• Registration for Solicitation

By-laws
• Board By-laws
• Resolutions and Procedure Changes
• Code of Ethics and Code of Conduct (including conflict-of-interest policy)

Insurance Documents
• Directors and Officer’s Insurance
• Bonding Certificates
• Fire and Flood Insurance
• Liability and Damages
• Vehicle Insurance

Financial and Fundraising Matters

Financial Management
• Fiscal Policies
• Internal Control Policies (bookkeeping controls)
• Collections for Accounts Past Due
• Tracking In-Kind Donations (nonprofit-specific)
• Tracking Volunteer Hours (nonprofit-specific)
• Travel Reimbursements
• Other Reimbursements

Financial Records and Data
• Yearly Budget
• Budget Narrative
• Cash Flow Reports
• Program Budgets
• Financial Statements
• Financial Analysis
• Audit Reports

Fund Raising
• Fund-raising Plan
• Lists of Sources
• Lists of Donors
• Fund-raising Reports

Policy and Planning Matters

Board Organization and Management Policies
• Board Meeting Attendance Policy
• Guidelines for Recruiting, Orienting, Informing and Removing Members
• Guidelines for Evaluating Board
• Guidelines for Evaluation Chief Executive Officer

**Board Organization and Membership**
• Organization Chart of Board
• Roles and Responsibilities of Board
• Job Descriptions of Board Officers and Other Members
• Board Committees and Charters
• List of Board Members (their organizations, contact information, etc.)
• Board Member Biographies

**Board Operations**
• Board Calendar
• Work Plans (“to-do” list for each Board Committee)
• Board Meeting Agendas and Minutes
• Committee Meeting Agendas and Minutes
• Reports from Chief Executive

**Personnel and Personnel Policy Matters**

**Staff Organization and Data**
• Organization Chart
• Job Descriptions
• Staff Address List
• Staff Information Form

**Personnel (Staff) Policies and Procedures**
• Benefits and Compensation
• Code of Ethics and Code of Conduct
• Conference Room Layout / Reserving Rooms
• Diversity Plan
• Dress Code
• During Chief Executive’s Absence
• In Case of Fire
• Forms to Check Out Keys
• Use of Kitchen Area
• Large Mailings and Copy Lists
• Office Forms
• Office Supplies
• Performance Management Policies (performance appraisal, firing, etc.)
• Receptionist/Program Assistance Advance Notice
• Snow Days
• Special Recognitions
• Telephone Coverage
• Time Tracking
• Vacations
Strategic Plan Document

- Mission, Vision and Values Statements
- Goals and Strategies
- Action Planning (objectives, responsibilities, time-lines, etc.)
- Status Reports

Programs and Service Delivery Matters

Description of Programs, Products and Services
- Descriptions
- Service Objectives
- Income Objectives
- Evaluation Results

Marketing and Promotions
- Marketing and Promotions Plan
- Market Analysis
- Positioning Statement
- Brochures, articles, etc.

Community and Public Relations
- Interview Guidelines
- Scripts (for reference during interviews)
- Listing of Major Stakeholders and Contacts
- Public Event Planning

Evaluation and Assessment Matters
- Forms and Procedures to Evaluate the Administrator (Executive Director)
- Staff Evaluation
- Board Evaluation
- Board Member Evaluation (McNamara, 1999)

A Board Member Profile Form should be used to outline key board-related information such as experience and background in the nonprofit field, other board memberships. The profile may also call for personal information such as telephone numbers, e-mail addresses, home address, spouse’s name, and special areas of interest. Use of this information should be limited to the administrator (executive director) and the Board or Governance Committee Chair (Nelson, 1999).

Board Manual Contents Checklist

A thorough board manual should include most or all of the following materials. Avoid placing large bulky reports in the manual. The purpose of the manual is to serve as a quick, reliable reference.
General and Legal Information
   _____ History, Purpose, and Administration
   _____ Mission statement
   _____ Articles of incorporation (corporate charter)
   _____ Organization by-laws and codes of procedure
   _____ Organization fact sheet (brief history and summary of current programs)
   _____ Organizational chart

Financial Information
   _____ Finance and Fund-Raising
   _____ Current financial statements and budget for the current fiscal year
   _____ Most recent audit report (3 years is recommended)
   _____ Most recent treasurer’s report (last 12 months’ reports are recommended)
   _____ List of donors for two fiscal years
   _____ Description of board members’ liability insurance

Policy and Planning
   _____ Current strategic plan (or a summary)
   _____ Annual calendar or program schedule
   _____ Annual report
   _____ Selected press releases and articles
   _____ Board and Committee Minutes including most recent minutes
   _____ Description of individual board member’s responsibilities
   _____ Committee job descriptions
   _____ Current annual calendar of board and committee meetings

Program Information
   _____ Program descriptions and outcomes
   _____ Promotional material (membership brochure, information brochure, advertisements, etc.)
   _____ List of suggested resources (publications and organizations) related to the organization’s area of interest

Personnel Information
   _____ Up to date list of board members’ names, professional titles, addresses, and telephone numbers
   _____ Roster of officers, committee chair, and members
How Do We Keep Board Members Informed?

Designing a Board Information System
Good governance depends on enlightened decision-making. Board members, in turn, need to be knowledgeable about the organization’s status and needs if they are to make sound decisions that advance its mission. But boards often say the information they receive hinders rather than facilitates good governance and strong leadership. They protest they are overwhelmed with large quantities of irrelevant information, they don’t get enough information, or they receive material too late to devote serious attention to it. An effective board information system should focus decision-making, stimulate participation, and support an appropriate balance of responsibility between board and staff.

Types of Board Information
Management consultant John Carver describes three types of board information:

- Decision information is used to make decisions, such as establishing selection criteria for the chief staff executive. It looks to the future and is not designed to measure performance.

- Monitoring information enables the board to assess whether its policy directions are being met. It looks to the past and provides a specific survey of performance against criteria. An example is an annual review of an organization’s strategic plan.

- Incidental information is for the general information of the board and not related to board action. Committee reports are frequently in this category.

Too often, board information is primarily incidental information. Although such material is useful for maintaining an overall impression of the administration of the organization, it is not usually specific or substantive enough to help board members make decisions or monitor the organization’s success at carrying out its mission.

Establishing a System
Establishing and maintaining a board information system is the joint responsibility of the board chairperson, board members, the chief staff executive and staff who work with the board.

The board should discuss:

- What information it needs to do its job
• How often it wants this information
• In what form it needs the information
• Given this board feedback, the staff can establish the content, format, and frequency of information they will provide the board.
• Characteristics of good board information

Guidelines for Developing Effective Board Information

Barry S. Bader, a consultant, author, and specialist in hospital governance, identifies seven guidelines for developing effective board information.

Seven Guidelines for Developing Effective Board Information

1. Concise. Is the information communicated as quickly or as briefly as possible?
2. Meaningful. Is the information presented in relationship to a significant factor, such as a goal set by the board, past performance or comparative data?
3. Timely. Is the information relevant to the current agenda?
4. Relevant to Responsibilities. Does the information help the board or board committee discharge its responsibilities?
5. Best Available. Is the information the best available indicator of the situation or condition being described? Can better information be provided?
6. Context. Is it clear why this information is important?
7. Graphic Presentation. Could the information be presented better graphically than in words?

Basic Ingredients of a Board Information System

Every board must decide for itself exactly what information it needs. For most organizations, however, the following checklist is a starting point.

Getting Ready for the Meeting

Things to Do and Review Two Weeks before Each Board Meeting

• Prepare agenda
• Gather information about issues for discussion, when appropriate
• Financial information
• Committee reports

At Least Two Weeks before the Board Meeting at which it is Discussed

• Annual budget
• Audit report
• Strategic plan

After each board meeting

• Minutes
• Notice of next meeting
Monthly:
• Financial report
• Significant published articles about the organization

Quarterly:
• Financial report

Regularly, when appropriate
• Memo from chief staff executive summarizing current activities, accomplishments, and needs
• Updated material for board handbook
• Advance copies of publications, brochures, or promotional material
• Annual report (BoardSource, 2002)

Sample Board Meeting Agenda
Bountyland Red Cross Chapter
Board Room - Red Cross Building
July 1, 2002 — 10:00 a.m.-Noon

1. CALL TO ORDER
2. MINUTES: Approval of the minutes of previous meeting. After approval of the minutes, the secretary signs the minutes as having been so certified by the board on this date.
3. MONITORING AFFIRMATION: Board members individually affirm that they have received and read all monitoring reports since the last meeting. Members shall have read the reports prior to the meeting in preparation for decision-making.
4. ENDS: Meeting with the Awards Banquet coordinators to discuss area wide coordination of banquet and awards activities on the same evening as the county council public session.
5. GOVERNING PROCESS: Decision on the number of guests to be invited to the Awards Banquet and evening entertainment options.
6. CONSENT AGENDA: The board approves the list of award winners to be recognized at the Awards Banquet and the budget associated with the banquet and awards. The actual budget details are in the executive director’s hands so long as the budget items and amounts are consistent with the budget policy. The Awards Committee made the recommendation to the board and submitted a report that has been reviewed by board members prior to the meeting.
7. NEXT MEETING: The board begins preparations and plans for the next meeting consistent with the annual schedule of activities. Time, date, and location of the next meeting is made clear.
8. SELF-EVALUATION: A selected board member will compare the function-
ing and operation of this board meeting with the Governance Process Policy stated in the manual and provide an assessment. One board member does this for each meeting. The member is selected by round-robin process.

9. ADJOURNMENT: A motion is moved to adjourn.

(Carver and Carver, 1997:46)

References


Nason, John W. *Board Assessment of the Chief Executive: A Responsibility Essential to Good Governance*.


Nelson, Judith Grummon. *Six Keys to Recruiting, Orienting, and Involving Nonprofit Board Members*.


Sample Board Application Form

The sample document should be reviewed and modified by the organization according to its nature and needs.

Name ______________________________________

Phone ______________________________________

Address _____________________________________________________________

Telephone ____________ Fax ________________ E-mail _____________________

Relevant Experience and Employment (attach a resume if relevant)
____________________________________________________________________
____________________________________________________________________

Why are you interested in our organization?
____________________________________________________________________
____________________________________________________________________

How you can contribute and provide expertise to our organization.
____________________________________________________________________
____________________________________________________________________

Other volunteer or work commitments.

For Board Use
__ Nominee has met with board member(s) Date___________
__ Nominee reviewed by the committee. Date___________
__ Nominee attended a board meeting. Date___________
__ Nominee interviewed by the board. Date___________
__ Action taken by the board Date___________

Improving Board & Organizational Effectiveness