

Slide 1: Hello, welcome to module 10 board members as volunteers. My name is Jane Hennig. I'm the Executive Director at Volunteer Waterloo region.

Slide 2: Our presentation objectives today are to review the core roles of boards of directors and to understand how volunteer management practices can lead to healthy and supportive boards.

Slide 3: Our topics for this module will be to define the board of directors, to determine if the board members are volunteers, and to demonstrate that best practices in volunteer management should be applied to board membership. It is important to note that it is the board that is tasked with and responsible for implementing its own management. Your role as executive director or senior manager is to support them with the resources that they need to do the work. These volunteers are not usually skilled volunteer managers and as such will look to you for tools to support them.

Slide 4: The board of directors is the governing body of non-profit or charitable organization. Individuals who sit on the board are responsible for overseeing the organization's activities. Board members meet periodically to discuss and vote on the affairs of an organization. Every organization will have bylaws that will set out how the board is elected, how many members constitute illegal board for your organization, and the number of times the board must meet each year. The bylaws form the construct of the board. But as we will discuss later in this presentation, there are other aspects of a board that will support your organization in a helpful and healthy manner.

Slide 5: Board of directors is obliged to maintain a position of trust and hold rights and powers for your organization. They are bound to act for the benefit of your organization. The board is only a board when it acts as a unit, no one individual member can invoke the board unless they are speaking as a whole. Understand this can help a board member who also volunteers on the front line of an organization to understand which hat they are wearing. Thus, the frontline volunteer cannot impose a program direction or deal with a staff member in a supervisory capacity by invoking their position on the board. In this situation, they are a volunteer with the same rights and responsibilities of any other volunteer. It is only in terms of governing, and as a unit, that the board member is acting in their capacity on the board.

Slide 6: The individual director is obliged at all times to act honestly, ethically, and diligently for the organization and its stakeholders. Be loyal and always act in the best interest of the organization and avoid conflict of interest. There are three legal duties that are held paramount by board members- the duty of diligence, the duty of loyalty, and the duty of care. Simply stated these duties outline the responsibility to act in the best interests of the organization and lay out the requirement to act to the best of their ability to meet those responsibilities.

Slide 7: Areas of responsibility for boards are laid out in this diagram. The areas of focus may vary year over year with your strategic plan and your operating priorities. But generally, these

are the areas of board responsibility. Your board may look to you for assistance to find skills that are gaps in their existing membership so that they can fulfill these duties.

Slide 8: Now that we understand the definition of a board and its responsibilities. We can focus on whether a board member should be considered a volunteer, many boards and leadership staff set board members as distinct from volunteers because of their leadership obligations and their legal responsibilities. They don't feel that volunteer management practices apply.

Slide 9: If we acknowledge that board members give their time and skills and that they are not compensated for this, it correlates that they are in fact volunteers and meet the standards set and the definition of a volunteer. As such volunteer management practices can enhance decision, quality, and outcomes for your organization and for your board.

Slide 10: You've been introduced to the volunteer development cycle in previous modules. Let's apply it to our work with boards. I've highlighted some areas of the cycle for the purposes of this presentation but want to point out that all components are important. I will just focus on the highlighted areas in more detail. But before we get to that, you have been introduced to targeted recruitment in an earlier module. When you've determined the needs of the board, it will help you to plan and target appropriately. Volunteer centers can assist you with recruiting. For placement, this is determined by your bylaws. How many board members, if they have executive roles et cetera. Specific training is often determined by gaps found in your evaluation, and there may be resources and experts to access for training that is targeted specifically to your board's needs. Recognition, just like for any volunteer, saying thank you is an appropriate manner and is very important. Executive director or CEO will get to know the motivations and interests of their board members and can help with this task. Reassignment is really at the discretion of the board. And again, the bylaws lay out how to move and remove board members appropriately. Now let's get into the highlighted areas.

Slide 11: The needs assessment is the first highlighted area of the volunteer development cycle that I'd like to put some more thought behind. During the needs assessment, there are two aspects of the board that board members and executive directors and CEOs should determine. The first is the organization's culture. The tone that is set by the board that resonates through all aspects of the work of the board and the organization. The board's culture is defined by unwritten rules that influence directors' interactions and decisions. These include the mindsets, hidden assumptions, group norms, beliefs, values, and artifacts such as the board agenda that influence the style of directors' discussions, the quality of engagement and trust among board of directors, and how the board makes decisions. Supplementary readings for this module have information and tools to help your board and leadership staff to define and describe your organizational culture. You'll find that recruiting for culture fit is as important if not more important than recruiting for skill.

Slide 12: The second area of your needs assessment is more tangible, really assessing the skills needed to lead your organization. A composition matrix is consistently used to determine

existing skills and connections and to find skills gaps in order to target recruit for boards of directors.

Slide 13: This is an example of a matrix. Board members should prioritize the skills and traits needed to meet their goals and fulfill their responsibilities. Every board will determine their own priorities and will adjust the categories and specific attributes within the matrix to meet those priorities. Once you have a potential board member, then the screening process can take place.

Slide 14: For boards, the key screening processes are very similar to any volunteer role. First, an application or intake form. You might include a confidentiality waiver with the application. Then interview the candidates and let them know the follow-up process. For example, a board member will follow up with the successful candidate, request references, and any appropriate record check, and then their name will be recommended at an annual meeting on such and such date. Once elected, orientation, first board meeting dates, et cetera, will be shared. Then reference checks should be conducted. Your board can determine if two or three reference checks are required. We get to screening or police records checks, vulnerable sector checks- these should not be applied unilaterally. Does your treasurer or any board member have access to organizational funds? Do you have requirement for two to sign? Are there any cash transactions? If so, possibly a police record check may be required for a few of your board members. Do your board members have one-on-one access to vulnerable clients? This would be unusual, but not necessarily unheard of. If they do, then a vulnerable sector check may be needed. These kinds of checks should be conducted based on access to either funds or vulnerable clients, but not a blanket policy.

Slide 15: A board orientation is very important and yet not commonly practiced. The board orientation provides context for board decisions by introducing new board members to key aspects of the work of your organization. It explains where any key documents are found and when and where the information for each board meeting will be posted.

Slide 16: Now you have chosen your new board member, finding the right balance in working with the board of directors can be a challenge. For the most part, they set the direction and tone for the organization. They hire and supervise the most senior staff position. They have oversight over all organizational actions. They set the strategic plan and hold themselves and staff accountable to that plan. When a board acts, it acts as a unit. They're seen to be holding a higher position within the organization and as such staff and frontline volunteers sometimes feel that they should report to the board. This can get even more complicated when an organization has no paid staff. Being clear when a board member is conducting board activity and when they are part of the program team is essential. Setting the tone during the onboarding process is paramount to healthy boards and the board holding themselves accountable through an annual evaluation process is also vital.

Slide 17: The board must hold itself accountable. This is different than a supervisor evaluating a worker. For a board, they need tools to evaluate themselves. Scheduling a regular evaluation of

the work of the board is important to a healthy organization. There are really two parts of this evaluation. Often more are included, but evaluation of the whole and, and a self-assessment of each board member's role within that whole are fundamental to a good evaluation.

Slide 18: An evaluation tool by the non-profit sector leadership program at Dalhousie University has been included in your readings for this module. It is a good example, but it should be adapted for your organization. Or you may have a tool that you are already using. Whatever you use in your organization, the board should take on this process regularly and then address any arising issues. The sample questions on this slide demonstrate the questions to evaluate the board process and actions.

Slide 19: The second evaluation component is the board members self-assessment, which looks at how each individual board member is fitting into their role on the board.

Slide 20: Again, some sample questions from the Dalhousie document in your readings package can help you to understand the differentiation between the two types of evaluations. In these questions, it is determining how individual board members assess their contribution to the board unit.

Slide 21: This module has provided a very high-level definition and description of boards. It has determined that board members are volunteers that will benefit from volunteer management practices, and it has looked at some of the components of the volunteer development cycle that vary slightly for board benefit.

Slide 22: Thank you for participating in this module. This final slide just outlines a few of the supplementary readings for this module. The Certified Public Accountants of Canada have a whole series of works on boards of directors that are really good. This is just one of them, but you can access others by looking at their website and under non-profit governance. The new era for boards, culture is key really looks at how to set your culture as an organization, as a board, and define it. And the tools that we discussed in terms of assessment and evaluation are also included. Thank you for your time. And I hope you enjoy the other modules.