

# Index

## A

Accountability: board member activities and issue of, 129; chief executive as point of, 231–232. *See also* Oversight

Acquisitions. *See* Mergers and acquisitions

Ad hoc task forces. *See* Board committees

Adolescence stage, 280. *See also* Organizational lifecycle

Adulthood stage, 280. *See also* Organizational lifecycle

Advisory councils: described, 66; pros and cons of, 66–67; recommendations for using, 67–68; suggested action steps on, 68–69

Advocacy. *See* Lobbying

Affinity programs, 215

Agendas. *See* Board meeting agendas

Annual affirmation statement, 118–119e

Annual financial audit: legal issues of, 189–190; recommendations for conducting, 190–192; suggested action steps on, 192

Annual retreats, 152–153

Assessment. *See* Evaluation

Association of Fundraising Professionals, 23

Associations. *See* Trade associations

Attendance rules, 118. *See also* Board meetings

Audioconference, 144. *See also* Telephone conferences

Audit committee, 55, 190

Auditors: communication between board and financial, 195; external financial,

189–192; external performance, 137–138; fraud-prevention suggestions by, 196; meeting attendance and roles of, 155

Audits: legal issues of, 189–190; recommendations for conducting, 190–192; Sarbanes-Oxley Act (2002) on, 189; suggested action steps on, 192. *See also* Financial statements

## B

Beneficiaries: distinguishing between stakeholders and, 7; meeting attendance by primary, 155–156

Benefits. *See* Compensation

Board alumni council, 118, 125

Board chair: board management role of, 8; chief executive support by, 73; clear roles and responsibilities of, 73, 76–77, 80; described, 80; duties and responsibilities of, 70–73; as *ex officio* member, 71; ideal relationship between chief executive and, 74–79; serving as role model, 79; setting personal goals, 77–78; suggested action steps on, 73. *See also* Board officers

Board chair-elect, 82

Board committee meetings: chief executive participation and roles in, 154, 157–158; described, 149; face-to-face, 170–171; informal, 150–151; minutes of, 167–169, 169; recommendations for improving, 150; social gathering

- instead of, 151; staff members participation in, 154–155, 157–160; suggested action steps on, 151, 160; technologically facilitated types of, 144, 170–173
- Board committees: appointing a task force instead of, 57; appropriate roles played by, 60–61; audit, 55, 190; board chair roles regarding, 71–73; development (or advancement), 56; engaging former members/chief executives through, 125; executive, 56, 62–64, 62–65; facilitating effectiveness of, 58–61; finance, 55–56, 206; governance, 56; in-depth financial reviews to, 194–195; investment, 56, 184, 185, 195; membership, 56–57; policies on, 59; search, 72; selection of members, 59–60; as serving the board's needs, 8; suggested action steps regarding, 57, 61; suggestions for refining board, 53–54; task forces, 57; types listed, 55–57. *See also* Advisory councils; Board structure
- Board composition, 56, 312, 316
- Board meeting agendas: board chair to coauthor, 71; chief executive structure of, 252; consent, 143, 147, 148, 252; following the, 147–148; “Ideas for Improving Our Board” item of, 135–136
- Board meeting minutes: approval and storage of, 168–169; format for, 168; suggested action steps on, 169; taking and maintaining, 167–168
- Board meetings: audioconferencing, 144; board members attendance of, 104; chief executive participation and roles in, 154, 157–158; comparing retreats to, 152–153; development activity integrated into, 253; executive session, 149; face-to-face, 170–171; functions of, 139; give-and-take dialogue between staff and board at, 252; improving, 146–151; legal requirements regarding, 141–142; participants attending, 154–156; recommendations for, 144–145; scheduling and length of, 143–145; staff members participation in, 154–155, 157–160; starting follow-up immediately after, 149; suggested action steps on, 142, 145, 156, 160; technologically facilitated types of, 144, 170–173; well-planning, 8–9, 146–147, 148–149
- Board member candidates: board meeting attendance by, 155; information needed by the, 102–105; suggested action steps on, 106–107
- Board member orientation: briefings for, 108, 110; checklist for, 109e; conflict-of-interest policy review during, 200; suggested action steps on, 110
- Board member recruitment: adopt plan to identify and nurture prospects, 92; agree on the profile of future board, 90e–91e; chief executive's role in, 94–95; define the board member's job, 89–90; develop qualifications for serving, 92; encouraging diversity in, 99–101; have rigorous nomination process, 92–93; recommendations for membership-based organization, 96–98; suggested action steps on, 93; take board election/orientation seriously, 93
- Board members: accountability of multiple hats worn by, 129; business relationships between nonprofits and, 128–129; as carefully selected and trained, 9; conflict-of-interest policies for, 198–202; constituents as, 114–115; donations expected of, 21–22, 105, 211–213; emeritus, 125, 156; engaging former, 124–126; evaluation of, 131–133; exit interviews of, 106; expense reimbursements made to, 104–105, 128; hiring as staff members, 240–241; job description, terms, and time commitment of, 103–104; legal duties of, 25–27; meeting attendance and roles of, 154; motivations for serving on the board, 105; opposition to board decision by, 41–42, 164–166; orientation of, 108–110, 200; recruiting active and involved, 89–93; sabbatical by, 117, 123, 239, 262; staff as, 159–160; team dynamics of, 40–42; term limits for, 121–123; uninvolved, 116–120, 122. *See also* Leadership
- Board officer selection: by adoption of uncontested slate, 83; matching the job to the individual strengths, 84–85; by open election, 84; by parent organization/outside appointing authority, 84; suggested action steps on, 85

- Board officers: bylaws outlining responsibilities of, 82; chair-elect, 82; listed, 80–82; secretary, 81; selection of, 83–85; suggested action steps on, 82; treasurer, 81; vice chair, 80–81. *See also* Board chair; Board structure; Leadership
- Board performance: chief executive role in improving, 250–253; evaluating, 134–135, 253; senior staff contributions to effective, 257–260; suggested action steps on, 138, 253; tools for evaluating, 135–138
- Board secretary, 81
- Board size: issues to consider for, 49–50; merits of, 50–51; suggested action steps regarding, 51
- Board and Staff Roles Worksheet, 256e
- Board structure: issues to consider regarding, 52–53; suggested action steps for, 54; suggestions for refining, 53–54. *See also* Board committees; Board officers
- Board trainers, 138, 155
- Board treasurer, 81
- Board vice chair, 80–81
- Board-centered leadership style, 267–268
- Board-staff relations: Board and Staff Roles Worksheet, 256e; board's role in staff responsibilities, 254–255; board's role in staff selection/management, 235–237; chief executive role in improving board, 250–253; chief executives as bridge in, 231–234; compensation issues, 246–249; environment for successful, 229; evaluating chief executive, 242–245; facilitating end of chief executive employment, 261–266; hiring board members as staff, 240–241; recruiting new chief executive, 271–275; suggested action steps on, 237, 241, 255. *See also* Chief executive
- Boards: attributes of high-performing, 6–9; building effective membership organization, 96–98; commonalities of all, 1; composition of, 56, 312, 316; connecting/communicating with constituents, 36–39; distinct role of chief executives versus, 255e; family members sitting on the same, 111–113; as fiduciary, 175, 177–180, 189–197; fundraising role of, 21–24; lessons learned on effective, 315–317; officers of the, 80–82; organization change role of, 311–313; orientation to, 108–110; size of, 49–51; strategic planning role of, 16–20; structure of, 52–54; ten basic responsibilities of, 3–5; worksheet on roles of, 256e. *See also* Decision making; Financial management; Nonprofit organizations; Policies
- BoardSource: on board meetings, 143; on board member reasons for joining, 103; on board member selection, 87; on conflict-of-interest policy, 199; on D&O liability insurance, 204; lessons learned from, 315–317; regarding types of board committees, 57; on term limits, 122
- Budget: board's role in the, 186–188; financial management through, 29; financial statements on the, 187; operating ratios from the, 187; policies on revising, 188; related to the staff, 236–237; suggested action steps on, 188. *See also* Financial management
- Business operations legalities, 206–207
- Bylaws: continuous review of, 77; on designating chief executive, 234; governing board committees, 59–60; outlining general responsibilities of officers, 82; regarding nonvoting chief executive, 239. *See also* Policies

## C

- Capital campaign: board member commitment to, 22, 211, 212; creating council to encourage contributions to, 66; dashboard concept to check on, 253; hiring chief executive with experience in, 272; to improve facilities, 212; using outside consultant for, 307; as possible retirement factor, 262; task force to oversee, 57. *See also* Fundraising
- Cause-related marketing, 216
- CFO (Chief Financial officer), 31, 81, 158, 190, 191, 237
- CFRE (Certified Fundraising Executive) [AFP], 23
- Chair. *See* Board chair
- Chair-elect, 82
- Checks and balances system, 195
- Chief executive: board chair support of, 73; board improvement role by, 250–253;

- board management role of, 8; board recruitment role by, 94–95; chief executive officer versus chief operating officer, 233–234e; clear roles and responsibilities of, 73, 76–77; compensation of, 249; debate over board vote by, 238–239; designation of, 231–234; distinct role of board versus, 255e; engaging former, 126; evaluating, 242–245, 265; facilitating end of employment of, 261–266; honesty of, 312; human resource role by, 236; ideal relationship between board chair and, 74–79; interactions between donors and, 232; meeting attendance and roles of, 154, 157–158; recruiting new, 271–275; resignation, retirement, sabbatical of, 262; responsible for achieving board-established goals, 8; “safe harbor” provision on compensation of, 27; selecting fundraising development savvy, 22–23; spokesperson role of, 232; suggested action steps on, 234, 266, 275; termination of, 263–264. *See also* Board-staff relations; Leadership
- Chief financial officer (CFO), 31, 81, 158, 190, 191, 237
- Closing nonprofits: legal issues of, 309; suggested action steps on, 310; when to consider, 308–309. *See also* Organizational lifecycle
- Code of ethics, 42, 298
- Committees. *See* Board committees
- Communication: audioconferencing, 144; between board chair and chief executive, 78; of board with constituents, 36–39; handling rumors, 37; international expansion challenges for, 297; mailings to former board members/chief executives, 125; suggested action steps regarding, 38–39; using technology to enhance, 170–173
- Compensation: of board members, 127–130; of chief executive and staff, 246–249; expense reimbursement, 104–105, 128; noncash forms of, 248; performance-based, 247–248; suggested action steps on, 249
- Confidentiality of evaluations, 132
- Conflict-of-interest policies: described, 198–199; recommended practices for, 199–202; suggested action steps on, 202
- Consensus: building board, 17; decision making through, 162
- Consent agenda, 143, 147, 148, 252. *See also* Board meeting agendas
- Constituents: board communication with, 36–39; serving on the board, 114–115
- Consultants: external performance audits by, 137–138; suggested action steps on, 307; when to retain outside, 306–307. *See also* Trainers
- Controversies: crisis management of, 303–304; suggested action steps on, 305; types of crisis, 302–303
- Corporate sponsorships, 214–215
- Criminal checks, 195–196, 205
- Crisis management, 303–304
- Crisis situations, 265–266, 302–305
- Culture of trust, 41
- ## D
- D&O (directors and officers) liability insurance, 204, 208
- Death stage, 281. *See also* Organizational lifecycle
- Decision making: consensus, 162; debate over chief executive vote in, 238–239; micromanagement symptoms and cures, 44–46; online voting for, 172; open voting versus secret ballot, 163; principles of good, 165–166; rubber stamping signs and solutions, 43–44; simple majority vote, 161–162; suggested action steps on, 163, 166; supermajority vote, 162; unanimity only, 162–163. *See also* Boards
- Decisions: approaches used to reach, 161–163; opposition by board members, 41–42, 164–166
- Deliberation, 37, 104, 168
- Development (or advancement) committee, 56
- Direct lobbying, 300. *See also* Lobbying
- Disciplined leadership, 269–270
- Disclosure statements, 200. *See also* Conflict-of-interest policies
- “Disqualified person” status, 26
- Dissolution, 308–310
- Diversity: avoiding tokenism, 100; benefits of facilitating, 99–100; suggested action steps on, 101; term limits to encourage, 121; tips on facilitating, 100

- Donations: donor expectations on disposition of, 129; personal gifts by board members, 21–22, 105, 211–213
- Donors: board meeting attendance by prospective, 155; expectations regarding donations by, 129; interactions between chief executive and, 232; personal gifts by board members, 21–22, 105, 211–213; term limits to assure, 122
- Duty of care, 25
- Duty of loyalty, 25
- Duty of obedience, 25
- E**
- E-lists, 171–172
- E-mail newsletters, 172
- Electronic board books, 171
- Elevator speech, 39
- Embezzling. *See* Illegal financial activities
- Emergency chief executive transition plan, 265–266
- Emergency situations, 265–266, 302–305
- Emeritus board members: meeting attendance by, 156; status of, 125
- Employment issues: checking references and credentials, 195–196, 205, 274; human resources policies on, 195–196, 235–237; lawsuits related to, 205. *See also* Staff
- Engaging former board members, 124–126
- Engaging former chief executives, 126
- Entrepreneurial ventures, 216–217
- Ethical codes, 42, 298
- Ethical leadership, 269
- Ethical standards: board accountability for upholding, 22, 34, 41, 44, 134; board definition and establishment of, 22, 175; on business relationships with board members, 128; consequences of violating, 199; going the extra mile to adhere to, 269; importance of board, 4, 198; mistakes leading to violation of, 269; whistleblowing on violation of, 205
- Evaluation: of board members, 131–133; of board performance, 134–138, 253; board role in organizational, 32–34; of chief executive, 242–245, 265; confidentiality issue of, 132; of priorities, 33–34; providing feedback/leveraging information from, 133; suggested action steps on, 35, 133, 138, 245. *See also* Feedback; Performance reviews
- Ex officio* member, 71
- “Excess benefit” penalties, 26
- Executive committee: caution regarding, 63–64; described, 56; functions of, 62–63; suggested action steps for, 64–65
- Executive director. *See* Chief executive
- Executive Leadership in Nonprofit Organizations: New Strategies for Shaping Executive-Board Dynamics* (Herman and Heimovics), 267
- Executive meeting session, 149
- Executive search: announcement and transition, 275; identifying candidates, 273–274; managing the search, 272–273; negotiating with selected candidate, 274; position description, 272; preparing profile, 272; presearch assessment, 271; reference checks and interviews, 274
- Executive transition: announcement and, 275; crisis situations/emergency plan for, 265–266, 302–305; forced chief executive resignation, 262–263; resignation, retirement and, 262
- Exit interviews, 106
- Expenditures: compared to other nonprofits, 188; operating ratios for key areas, 187; suggested action steps on, 188
- Expense reimbursement, 104–105, 128
- External financial audit, 189–192
- F**
- Face-to-face meetings, 170–171
- Family board members, 111–113
- Family foundations, 112
- Feedback: using e-lists to gather, 171–172; providing individual evaluation, 133. *See also* Evaluation
- Fiduciary: annual financial audit and role of, 189–192; definition of, 175; handling illegal or suspicious activity, 193–197; long-term viability role by, 177–180. *See also* Oversight
- Finance committee, 55–56, 206
- Financial management: annual financial audit, 189–192; benefits of board role in, 29–30; discipline and transparency as part of, 178; finance committee role in, 55–56, 206; illegal or suspicious

- activity, 193–197; for long-term viability, 177–180; policies and financial reports for, 28–29; of reserves and investments, 181–185; suggested action steps on, 30–31. *See also* Boards; Budget; Investment; Nonprofit organizations; Revenue sources
- Financial statements, 29. *See also* Audits
- 501(c)(3) organizations, 26, 68, 222, 299
- 501(c)(4) organizations, 26, 299
- 501(c)(6) associations, 299
- For-profit subsidiaries: benefits of, 219–220; definition of, 218; issues to consider on, 217; setting up, 221–222; suggested action steps on, 223; UBIT (unrelated business income tax), 218–219. *See also* Nonprofit spin-offs
- Forced chief executive resignation, 262–263. *See also* Executive transitions
- Form 990. *See* IRS Form 990
- Founders: creativity and energy of the, 283; organization after departure of, 284–285; suggested action steps on, 285
- Fraud. *See* Illegal financial activities
- Fundraising: board's role in, 21–24; development committee role in, 56; donor expectations regarding, 129; establishing policies to guide, 22; legal issues related to, 207; personal donations by board members, 21–22, 105; selecting development-savvy chief executive, 22–23; suggested action steps on, 24. *See also* Capital campaign; Revenue sources
- G**
- Globalization: international expansion and, 294–297; steps toward, 298; suggested action steps on, 298. *See also* International expansion
- Governance: board obligations regarding, 206; board work as not synonymous with, 316; debate over chief executive board vote, 238–239; international expansion implications for, 296–297. *See also* Legal issues
- Governance committee, 56
- Grassroots lobbying, 300
- Grievance policy, 205
- Guest presenters, 155
- H**
- Heimovics, R. D., 267
- Herman, R. D., 267
- Hierarchy of authority, 225–226
- Houle, C., 312
- Human resources: decisions by chief executive on, 236; employment policies of, 195–196, 235–237; suggested action steps on, 237
- I**
- “Ideas for Improving Our Board” item, 135–136
- Illegal financial activities: appropriate oversight to prevent, 194–196; described, 193–194; suggested action steps on, 197; suspicious activity indicating, 196–197
- Inactive board members: annual affirmation statement to prevent, 118–119e; suggested action steps on, 190; suggestions for handling, 116–119; term limits to reduce, 122
- Inclusive boards. *See* Diversity
- Indemnification, 204, 208
- Informal committee meetings, 149–151
- Integrity issue, 72
- Intermediate sanctions: audits to protect against, 190; IRS definition of, 26, 249; safe harbor provisions on, 27; Sarbanes-Oxley Act (2002) on, 189. *See also* Compensation
- Internal controls, 194–196
- International expansion: implications of, 294–295; key considerations for, 295–297; suggested action steps on, 298; ways to globalize, 298; through Web site, 294. *See also* Globalization
- Intranets, 171
- Investment: advisory boards to help with, 66; guidelines for, 182–185; income generated through, 179, 187; using outside consultants for, 307; 60:40 investment philosophy, 183; suggested action steps on, 185, 223; UBIT and income generated from, 219. *See also* Financial management
- Investment committee, 56, 184, 185, 195
- IRC Code Section 501(c)(3), 25–26
- IRC Code Section 501(h), 301

IRS Form 990: described, 209; IRS regulations regarding, 209–210; as part of audit package, 190; posted on nonprofit Web site, 142; suggested action steps on, 210

IRS Form 990-T, 219

IRS (Internal Revenue Service): annual financial audit in compliance with, 190; on board member legal duties, 25–27; on corporate sponsorships, 215; excess benefit penalties imposed by, 26; on 501(c)(3) organizations, 26, 68, 222, 299; on 501(c)(4) organizations, 26, 229; on 501(c)(6) associations, 299; on hierarchy of authority, 225–226; intermediate sanctions as defined by, 26, 190, 249; lobbying categories recognized by, 300; on UBIT (unrelated business income tax), 218–219. *See also* Tax issues

## J

Job change (chief executive), 262

Job description. *See* Board committees; Board members; Board officers; Chief executive

## L

Lawsuits: checklist for personal liability, 207–208; D&O liability insurance coverage, 204, 208; legal protections from, 203–204; six areas to watch for, 204–207

Leadership: agile nature of good, 312–313; chief executive, 267–270; defining characteristics of, 17; prospective board member perspective on organization, 103; suggested action steps on, 270; term limits to develop new, 122. *See also* Board members; Board officers; Chief executive

Leadership styles: board-centered, 267–268; decisive, 269; energetic, 270; ethical, 269; focused on strengths, 269; organized or disciplined, 269–270; persuasive or motivational, 268–269; strategic, 270; vision bearer, 268

Legal duties: overview of board, 25–27; suggested action steps regarding, 27. *See also* Duty of care; Duty of loyalty; Duty of obedience

Legal issues: annual financial audit, 189–190; board meetings and related, 141–142, 143–144; on board members and pecuniary profit, 127–128; business relationships between board members/nonprofits, 128–129; conflict-of-interest policies, 198–202; governance responsibilities and, 206; hierarchy of legal authority, 225–226; illegal financial activities, 193–197; international expansion, 297; litigation protection, 203–208; lobbying, 299–301; regarding board size, 49–50; related to closing nonprofits, 309; “sunshine laws,” 141. *See also* Governance; IRS (Internal Revenue Service)

Liability: checklist for personal, 207–208; D&O liability insurance, 204, 208; for-profit subsidiaries to reduce nonprofit, 219; six areas to watch for, 204–207; suggested action steps on, 208

Licensing agreements, 215–216

Lifecycle. *See* Organizational lifecycle

Liquid reserves: definition of, 182; investing, 182–185

Lobbying: direct and grassroots categories of, 300; legal issues surrounding nonprofit, 299–300; recommendations for nonprofit, 300–301; suggested action steps on, 301

Long-term plans. *See* Strategic plans

Long-term viability: described, 177; issues to focus on for, 177–178; potential sources of income for, 178–180; suggested action steps on, 180

## M

Majority vote, 161–162

Meetings. *See* Board committee meetings; Board meetings

Membership committee, 56–57

Membership-based organization boards, 96–98. *See also* 501(c)(6) organizations; Trade associations

Mergers and acquisitions: definition of, 289; key considerations of, 290–292; restructuring involved with, 290; suggested action steps on, 292–293. *See also* Strategic alliances

Merit-based compensation, 248  
 Micromanagement, 44–46  
 Minutes. *See* Board meeting minutes  
 Mission statements: described, 10–11; long-term viability and role of, 177–178; as merger and acquisition issue, 290–291; prospective board member made aware of, 102–103; reinventing outdated, 13–14; reviewing organization mission to rewrite, 14; strategic planning focused on, 17; suggested action steps on, 12; suggested action steps on reinventing, 14–15; team building through commitment to, 41

## N

Nepotism, 112, 119  
 Non-liquid reserves, 182. *See also* Reserves  
 Nonprofit organizations: board role in evaluation of, 32–35; building effective board in membership, 96–98; business relationships between board members and, 128–129; closing, 308–310; continuous review of key documents of, 77; emergency situations faced by, 302–305; ensuring long-term viability of, 177–180; financial condition of, 103; 501(c)(3), 26, 68, 222, 299; 501(c)(4), 26; 501(c)(6) associations, 299; for-profit subsidiaries of, 217, 218–223; Form 990 posted on Web site of, 142, 190; governing board commonalities of all, 1; international expansion benefits to, 295–296; international presence through Web site of, 294; investment philosophy of, 183–185; legal hierarchy of authority, 225–226; lessons learned on effective boards of, 315–317; lobbying by, 299–301; minutes available on Web site, 169; mission statements of, 10–11, 13–14, 17, 41, 102–103, 177–178, 290–291; protection from lawsuits, 203–208; typical lifecycle for, 279–282; vision statements of, 11–12; visual indicators of performance by, 252–253. *See also* Boards; Financial management; Organizational change; Policies  
 Nonprofit spin-offs, 222–223. *See also* For-profit subsidiaries

## O

Old age stage, 280. *See also* Organizational lifecycle  
 Online surveys, 172  
 Online voting, 172  
 Open meeting laws, 141  
 Open voting, 163  
 Organizational change: after the founders depart, 283–285; board role in, 311–313; closing nonprofits, 308–310; entering strategic alliances, 286–288; expanding scope to international level, 294–298; hiring consultant to facilitate, 306–307; lifecycle and, 279–282, 308–310; mergers or acquisitions, 289–293; need for continual, 277; suggested action steps on, 282, 285, 292–293, 298, 313. *See also* Nonprofit organizations  
 Organizational cultures, 291–292  
 Organizational integrity, 72  
 Organizational lifecycle: closing nonprofits, 308–310; combating stagnation, 281–282; stages of, 280–281; startup stage, 279–280; suggested action steps on, 282, 310  
 Orientation: board policy manual provided during, 108, 110; briefings as part of, 108; checklist for, 109e; conflict-of-interest policy review during, 200; suggested action steps on, 110  
 Oversight: appropriate types of financial, 194; board chair responsibilities for, 70; as board's primary responsibility, 6–7, 43, 280, 316; broad responsibility for financial, 4, 81, 134, 175, 206; role of external financial, 192; when closing a nonprofit, 309. *See also* Accountability; Fiduciary  
 Oversight hat, 7

## P

PACs (political action committees), 299  
 Performance reviews, 17. *See also* Evaluation  
 Performance-based compensation, 247–248  
 Personal benefit, 199. *See also* Compensation; Conflict-of-interest policy; Legal issues  
 Personal gifts, 21–22, 105, 211–213  
 Personal liability checklist, 207–208

Policies: adopting conflict-of-interest, 198–202; on board committees, 59; budget revision, 188; continuous review of, 77; crisis management, 303–304; establishing fundraising, 22; establishing human resources, 195–196; financial management, 28–29; grievance, 205; human resources, 195–196, 235–237; manual provided to new members, 108, 110; on personal gifts by board members, 21–22, 105, 211–213; suggested action steps on, 188, 237; tracking board, 224–228. *See also* Boards; Bylaws; Nonprofit organizations

Policy manual: benefits of creating, 224–225; developing a, 225–227; suggested action steps on, 228

President. *See* Board chair; Chief executive

Private inurement, 199. *See also* Compensation; IRS (Internal Revenue Service); Legal issues

Prospective board members. *See* Board member candidates

## R

Recruitment. *See* Board member recruitment; Executive search

Reference checks: of chief executive candidates, 274; human resource policies on, 195–196, 205

Reserves: definition of, 181; guidelines for investing, 182–185; liquid and non-liquid, 182; recommendations for, 181–182; suggested action steps on, 185

Retreats, 152–153

Revenue: methods of income generation, 179e; projected, 187

Revenue sources: affinity programs, 215; cause-related marketing, 216; compared to other nonprofits, 188; corporate sponsorships, 214–215; entrepreneurial ventures, 216–217; licensing agreements, 215–216; maintaining multiple, 178; methods of income generation for, 179e; potential, 178, 180; revenue-sharing programs, 215; suggested action steps on, 180, 217. *See also* Financial management; Fundraising

Revenue-sharing programs, 215

Rubber stamping, 43–44

Rumors, 37

## S

Sabbaticals, 117, 123, 239, 262

“Safe harbor” provisions, 27. *See also* Intermediate sanctions

Salaries. *See* Compensation

Salary surveys, 247

Sarbanes-Oxley Act (2002), 189. *See also* Audits; Legal issues; Whistleblower policy

Search committee, 72. *See also* Executive transitions

Secret ballot decision making, 163

Self-evaluation: encouraging board member, 132; providing board surveys for, 136–137

Senior staff members: board effectiveness contributions by, 257–260; meeting attendance and roles of, 154–155; suggested action steps related to, 259–260. *See also* Staff

Simple majority vote, 161–162

Size. *See* Board size

Social gatherings, 151

Special assignments, 125

Staff: board meeting minutes taken by, 167; as board members, 159–160; board role regarding responsibilities of, 254–255; board role in selection/management of, 235–237; budget issues related to, 236–237; checking employment references and credentials of, 195–196, 205, 274; committees as serving needs of the board and not, 8; compensation of, 246–248; distinct roles of board versus, 6; grievance policy for, 205; hiring board members as, 240–241; human resources policies related to, 195–196, 235–237; illegal financial activities by, 193–197; international expansion and implications for, 296; monitoring, 237; suspicious activities by, 196–197; worksheet on roles of, 256e. *See also* Board-staff relations; Employment issues; Senior staff members

Staff and Board Roles Worksheet, 256e

“Staggered” term system, 122–123

Stagnation, 281–282

Stakeholders: board chair role in forging link with major, 72–73; distinguishing between beneficiaries and, 7; international expansion benefits to, 295–296;

mergers and acquisitions responses of, 291; term limits to assure, 122

Startup stage, 279–280. *See also* Organizational lifecycle

Strategic alliances: advantages of entering into, 286–287; issues to consider regarding, 287–288; suggested action steps on, 288. *See also* Mergers and acquisitions

Strategic leadership, 270

Strategic plans: board's role in, 16–17; chief executive review of, 252; continuous review of, 77; process questions for, 18–19; suggested action steps for, 19–20

Strategic thinking, 19, 144, 147, 153

Succession planning, 264–266. *See also* Executive search

“Sunshine” laws, 141

Supermajority vote, 162

Surveys: on board meetings, 143; on board member reasons for joining, 103; on board member selection, 87; on conflict-of-interest policy, 199; on D&O liability insurance, 204; lessons learned from, 315–317; online, 172; regarding types of board committees, 57; salary, 247; on term limits, 122

SWOT analysis, 4–5. *See also* Strategic plans

## T

Task forces, 57

Tax issues: board member legal duties related to, 25–27; corporate sponsorships, 214–215; excess benefit penalties imposed by IRS, 26; 501(c)(3) organizations, 26, 68, 222, 299; 501(c)(4) organizations, 26, 299; 501(c)(6) organizations, 299; UBIT (unrelated business income tax), 218–219. *See also* IRS (Internal Revenue Service)

Technology: facilitating meetings through use of, 144, 170–173; suggested action steps for using meeting, 173

Telephone conferences, 171. *See also* Audioconference

Term limits: benefits of, 121–122; “staggered” system of, 122–123; suggested action steps on, 123

Terminating chief executive, 263–264. *See also* Executive transitions

Trade associations: assessment instruments used by, 136; board accountability to members of, 7; board member selection in, 114; compensation levels in, 247; 501(c)(6) tax status of, 1, 299; membership committees of, 56; nonprofit spinoffs of, 222; nonprofit types of, 7; salary surveys conducted by, 247; watchdog and umbrella, 159

Trainers, 138, 155. *See also* Consultants

Transparency, 142, 178

Trustees. *See* Board members

## U

UBIT (unrelated business income tax), 218–219

Unanimity decision making, 162–163

Unexcused attendance rule, 118

Uninvolved board members: annual affirmation statement to prevent, 118–119e; suggested action steps on, 190; suggestions for handling, 116–119; term limits to reduce, 122

Unrelated business income tax (UBIT), 218–219

## V

Values, 9, 12, 14, 26, 33, 34, 53, 93, 146, 177, 183, 191, 192, 193, 211, 228, 248, 285, 291, 297, 298, 307, 316, 317; identifying corporate, 12; link between financial viability and corporate, 177; link between good governance and, 316, 317; matching board members values with corporate, 9, 93, 211; mission as identifying the corporate, 14; organizational core, 34; organizational culture reflecting corporate, 291; strategic alliances matching your corporate, 297

Virtual communities, 171

Vision statements, 11–12

Volunteer Protection Act, 203–204

Volunteers: legal protection of, 203–204; liability insurance covering injuries to, 207

## W

Web-based surveys, 172

Whistleblower policy, 205. *See also* Sarbanes-Oxley Act (2002)