



**Supplemental
Materials:**

Boot Camp
for
Boards



About the Center



Founded in 1981 as “The Support Center of Oklahoma” by Pat and Ray Potts, the Oklahoma Center for Nonprofits seeks to strengthen the leadership and management capacity of nonprofit organizations in the state of Oklahoma by providing training, advocacy and guidance to “empowering nonprofits to achieve excellence in their missions.” Currently, the Center facilitates workshops, didactic training, embedded consultation and the industry’s definitive capacity building and training program, the Standards for Excellence® Series. In addition, the Center operates a membership and advocacy program to provide member organizations with a singular voice on nonprofit legislative issues including charitable giving, services to constituents and economic development, as well as providing valuable member benefits such as discounts on services, trainings and technology.

Today the Center’s primary strategies include providing training programs, forums and conferences to equip nonprofits with the knowledge and education they need to improve service to their respective communities. In keeping with its mission, the Center strives through programs and member benefits to deliver resources that increase nonprofit management skills and bolster efficacy of those organizations to ensure that Oklahoma nonprofits have the highest levels of transparency and efficiency regionally and nationally. The Center became the first organization in Oklahoma to be awarded the Standards for Excellence Institute Seal. This achievement highlights the organization’s leadership among the nation’s nonprofit sector. The Center is a member of the National Council of Nonprofits.

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10 BEST PRACTICES FOR GREAT BOARD PERFORMANCE

From Ten Basic Responsibilities of Nonprofit Boards, Richard T. Ingram, 3rd edition, BoardSource, 2015.

1 SET THE MISSION AND PURPOSE AND ADVOCATE FOR THEM

The board is responsible for ensuring the mission is clearly stated and enthusiastically supported. A commitment to the mission should drive the board and management's priorities.

2 SELECT THE CHIEF EXECUTIVE

The board's ability to consistently recruit, support, and retain an effective leader is a key mark of its own effectiveness and a critical factor in its own success.

3 SUPPORT AND EVALUATE THE CHIEF EXECUTIVE

The chief executive's success is linked to the board's determination to do its part to sustain an effective relationship. Also, boards that know their responsibility contributes to job satisfaction by the Executive.

4 ENSURE EFFECTIVE PLANNING

Through the planning process, board and staff translate the mission into goals. These goals become the benchmarks for assessing the organization's progress over time.

5 MONITOR AND STRENGTHEN PROGRAMS AND SERVICES

The board's fundamental purpose begins with ensuring that current and proposed programs and services align with the organization's mission and purpose.

6 ENSURE ADEQUATE RESOURCES

Goals and programs often require board involvement in finding new sources of funding, which may be contributed or earned. Drive decision-making first by what meets the mission, then seek resources to support.

7 PROTECT ASSETS AND PROVIDE FINANCIAL OVERSIGHT

Fiduciary responsibility includes a constellation of concepts. Working with the chief executive, it should review and approve how the organization budgets, spends money, establishes long and short-term cash needs, and establishes reserves.

8 BUILD A COMPETENT BOARD

The board is only as effective as its individual members. Members of boards will respond only to the level of expectation set out for them. A well-balanced board depends on the sustained diligence of the governance committee.

9 ENSURE LEGAL AND ETHICAL INTEGRITY

Monitoring the regulatory compliance of federal, state, local, and bylaws, is part of the board's fiduciary responsibility. Appropriately handling conflicts of interest and registers with the states in which it fundraises are part of the list.

10 ENHANCE THE ORGANIZATION'S PUBLIC STANDING

Board members are a link between the agency and its stakeholders, constituents, and clients. They should think of themselves as ambassadors and advocates. And, strategically work with management to tell the story and aspirations of the agency.

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ON THE SEAT OF A BOARD OF DIRECTORS

The role of a board is to be **caretakers** for the mission of the organization. Your mission was established to provide public service. A board stewards the resources – people, investments, time, goals and plans – towards the mission and purpose of the agency.

Fiduciary: involving trust, especially between a trustee and a beneficiary; responsibility to see that the organization is acting in the best interests of the public and the stakeholders who are served by the organization's mission. Governance is the board's legal authority to exercise power and authority on an organization on behalf of the people and community it serves.

LEGAL DUTIES

The mission is bigger than any individual's interest in the success of the mission. Obedience to the organization's central purpose must guide all decisions.

01 DUTY OF CARE

Care for the mission and the agency the way a "normally prudent person" would care for another, like power of attorney. Know what is going on. Be prepared for meetings. Volunteer outside of meetings.

02 DUTY OF LOYALTY

Remain loyal to the mission by putting the interests of the organization before personal and professional interests. Monitor conflicts of interests. Keep board composition diverse. Don't allow a major conflict of interest to dominate board. Support the decisions made by the board.

03 DUTY OF OBEDIENCE

Honor all laws: federal, state, and those you set for yourself in your bylaws. Remain guardians of the mission. Retain bipartisan. Register in states where you fundraise.

04 DUTY OF TRANSPARENCY

Conduct business "in the light" and operate a "clean" business. Make 990s publically available. Publish an annual report and clear the channels of communication for the public to contact your organization.

CONFIDENTIALITY

Must be able to count on the confidentiality of board members. A respectful and trusting board environment is needed to nurture different opinions into healthy debate and flourishing plans.



CONFLICTS OF INTEREST

Prune potential conflicts of interest before they get started by having a policy and disclosure form members sign every year. Monitor who may be using their position for undue influence or personal gain. Record conflicts of interest in the minutes of meetings.



COMMITMENT

Fertilize the agency by giving to it personally and ensuring there are enough resources and nutrients for it to grow. Tend to the agency even in stormy seasons. Set goals for growth and monitor progress.



CONDUCT

Board conduct sets the tone and image of the organization, both inside and outside of meetings. Give nutrients to the agency by speaking well of it in public. Ethical and engaging meetings are the trellis upon which programs and reputation grow.



ANNUAL BOARD SERVICE LETTER OF AGREEMENT

The **mission** of the Oklahoma Center for Nonprofits is: *“empowering nonprofits to achieve excellence in their missions.”* Our **vision** is: *“For the betterment of Oklahoma communities, the Center is:*

- ✓ *The premier provider of state-of-the-art resources creating a competitive advantage for Oklahoma nonprofits.*
- ✓ *The change agent for the nonprofit sector, promoting the highest standards of nonprofit management.*
- ✓ *The voice of the Oklahoma nonprofit sector.”*

All board members bring special knowledge, skills, resources and contacts to their position on our board. So that the board and organization receive the most positive impact from their commitment to serve, each is asked to make mutual commitments.

As an incoming board member, I annually commit to:

1. Support the mission and vision of the Oklahoma Center for Nonprofits.
2. Attend one orientation session during my first year of service.
3. Develop and maintain a communications link with the community. Represent the public interest on the Board; represent the organization in the community. Be an advocate for the Center in the community.
4. Make a personal financial contribution to the Center and/or financial support for a Center special event.
5. Assist with the annual support campaign and special events.
6. Attend at least one of the organization’s trainings or /conferences.
7. Actively participate on a committee or task force with attendance requirements based on committee charters
8. Help cultivate potential donors, clients and volunteers.
9. Assist with the recruitment of new nonprofit members to the Center.
10. Assist with the recruitment of new Board members.
11. Miss no more than one half of the regularly scheduled board meetings. Exceptions may be made in accordance with Section 2.8 of the Bylaws.

Board members are encouraged to attend the Board Retreat, if held, as it is an essential part of board engagement.

If, during my term of office, I am unable to attend meetings and/or fulfill committee obligations, I will meet with the Chair of the Board and President to explore other ways I can serve the organization.

In return, the Oklahoma Center for Nonprofits commits to:

1. Work to model the values of nonprofit management excellence.
2. Do thorough short and long term planning.
3. Seek optimum use of staff and volunteer capability.
4. Maintain effective financial management, resource development, marketing and public relations systems.
5. Carefully manage financial resources.
6. Utilize board member individual interests and talents to benefit the mission of the organization.
7. Make conscientious use of board member time.
8. Get important information to members in a timely manner.
9. Assure involved members an interesting and valuable board experience.

Working together for an outstanding year 2021-2022 we are:

_____ Board Member _____ Date _____ Board Chairman _____ Date

SAMPLE BOARD MEMBER JOB DESCRIPTION

The board of directors of [name of organization] is legally and ethically responsible for all activities of the agency.

Responsibilities of the Board of Directors

- Determining how the organization carries out its mission through long and short range planning and review.
- Adopting an annual budget and providing fiscal oversight.
- Recruiting, orienting and developing board members.
- Hiring and evaluating the performance of the executive director.
- Evaluating its performance and the overall performance of the organization in achieving its mission.
- Establishing policies for the effective management of the organization.

Responsibilities of Individual Directors

- Understanding and promoting the organization's mission.
- Being familiar with the organization's programs and operations.
- Being a working member of at least one board committee.
- Participating in resource development and fundraising.
- Making an annual gift to the organization commensurate with one's ability.
- Assisting in membership development.
- Advocating on behalf of the organization.
- Helping to educate the community
- Reviewing board meeting materials before the meeting.
- Reviewing the organizations Form 990 before its submission to the Internal Revenue Service
- Identifying any potential conflicts of interest.

Time Demands (approximate)

- Attend and actively participate in at least 75% of board meetings.
- 10 monthly board meetings - 2 hrs: 3rd (day) of every month except (month). 5 - 7 p.m.
- Committee work - 1-3 hrs. per month, or as decided by the committee.
- Annual planning retreat - 1 day, usually a Saturday in (month).
- Annual meeting - 1 evening annually
- Attendance at events (time varies). Attendance at two events per year recommended.
- Participate in ½ day orientation for new board members.

Financial and Resource Development Expectations

- Annual gift to organization (100% board giving is expected). Directors are asked to consider a gift that is "significant according to their circumstances." A _____ gift is suggested as a minimum goal.
- Sell tickets to organization fundraising events.
- Recruit sponsors if possible.
- Identify and assist in cultivation of potential donors.

Source: ©Standards for Excellence Institute, 2002-2014

BOARD MEMBER ORIENTATION CHECKLIST

Please initial and date each item as it is reviewed.

NAME: _____

DATE: _____

	Date	Initials
Who We Serve	_____	_____
Review Mission	_____	_____
Annual Report	_____	_____
What We Do	_____	_____
Program Description(s)	_____	_____
Program Evaluation	_____	_____
Current Strategic Plan	_____	_____
Goals for the Year	_____	_____
Board Member Responsibilities	_____	_____
Position Description/Expectations for Board Members	_____	_____
Attendance	_____	_____
Attendance by Conference Call	_____	_____
Online Meetings	_____	_____
Relationship/Interaction with Executive Director/Staff	_____	_____
Expectations for Fundraising	_____	_____
Review of Other Key Documents	_____	_____
Bylaws	_____	_____
Board Policies	_____	_____
<i>Standards for Excellence: An Ethics and Accountability Code for the Nonprofit Sector®</i>	_____	_____
Review of How to Read Financial Statements	_____	_____
Current Budget and Interim Financial Reports	_____	_____
Board Member Contact Sheet	_____	_____
List of Officers	_____	_____
List of Committees (including memberships and Leadership)	_____	_____
Introductions	_____	_____
Chairperson	_____	_____
Committee Chairs	_____	_____
Other Board Members	_____	_____
Key Staff	_____	_____
Key Volunteers and Stakeholders	_____	_____
Meeting Dates for the Year	_____	_____

BOARD PARTICIPATION OPPORTUNITIES

How can you get involved?

1. Know and support the mission
2. Attend all board meetings and bring ideas to the table
3. Understand the roles and responsibilities of board leadership
4. Help ensure board accountability around responsibilities
5. Ensure frequent and respectful communication with the CEO
6. Be an advocate for the organization: draft a case statement and be ready to speak on behalf of the organization.
7. Serve on a committee that utilizes your skill set to increase impact
8. Understand and evaluate programs and their impact on the community
9. Attend fundraising events and, where appropriate, programming events
10. Participate in the strategic planning process and monitor its progress
11. Participate in creation of a development plan
12. Approve and uphold the board agreement letter
13. Volunteer at the organization to better understand programs and needs
14. Be knowledgeable about nonprofit laws, norms and regulations
15. Set appropriate and informed policies
16. Approve the annual report and use as an advocacy tool

How can you help the organization grow?

17. Serve as spokesperson for the organization whenever possible
18. Provide names and addresses of donor prospects for mailing lists, fundraising calls or special events
19. Recruit volunteers and potential donors
20. Facilitate introductions to potential donors or funders
21. Take an active role in thanking and communicating with donors
22. Research new prospects for funding sources or community partnerships
23. Visit with community leaders to explain mission and impact
24. Host a “friend-rasier”
25. Invite friends or colleagues to fundraising events or site tours
26. Actively participate in the board recruitment process

How can you help fundraising?

27. Attend fundraising calls to speak from a board member’s perspective
28. Give a personal financial contribution to the organization
29. Maintain an understanding of organization’s needs, in line with development plan
30. Contact local businesses or vendors to seek donations, partnerships, or in-kind contributions
31. Endorse the direct mail campaign by hand addressing envelopes for top donors, adding personal notes to prepared letters, etc.
32. Accept a leadership role on the resource development committee

SAMPLE BOARD PARTICIPATION RECORD

Fiscal Year 2020-2021
Mr. John Doe

Thank you for your participation as a member of the Board of Directors of the Oklahoma Center for Nonprofits. Under the Standards of Excellence, it is good governance for the Board Chair and the CEO to confirm with each Board member their participation in the various activities of the Center during the year. This is not intended to be anything but a record for the uses described below. We want to make sure that the information we have is correct, and give you the opportunity to verify your participation.

These records are entirely confidential and seen only in their entirety by the Board Chair and CEO. Attendance records are available to the Nominating Committee for their use in committee work. Giving records (not amounts) are available to the Resource Development Committee for their use in committee work as well.

Board Meeting/Retreat Attendance:	Number Held: 4	Number Attended: 4
Committee Meeting Attendance:	Number Held:	Number Attended:
Committee Name(s):		
Finance	12	8
Mission & Programs:	4	3
Board Orientation:	Y	
Special Events Support:		
Name of Event: ONE		
Served on Committee:	Y	
Attended:	Y	
Financial Support:	Y	
Attend Center Training:	Y	
Financial Support:		
Campaign for Excellence:		
Personal Board Contribution:	\$1,000	
Corporate or Foundation:	\$1,500	
Solicitation for CFE:	Y	
ONE		
Personal, Corporate, or Foundation Sponsorship		\$1,000
Solicitation for Event:		4 Asks

Please review the information above and let us know if your records do not correspond with what we have indicated. Our board members give so much to this organization, and we want to make sure we have a correct record of your participation over the past year.

Please estimate the hours you volunteered at the Oklahoma Center for Nonprofits in 2020-2021:

Please indicate ways, in either time or money, that you have supported the Center in 2020-2021:

BOARD SELF-ASSESSMENT

Please indicate whether you agree with the following statements about the performance of your organization's Board of Directors.

- 1 Strongly Disagree
- 2 Disagree
- 3 Neutral or unsure
- 4 Agree
- 5 Strongly Agree

Board Functions

The Board ...

Reviews its mission and vision regularly	1	2	3	4	5
Has a vision for the future of the organization and the impact it should have in the community.	1	2	3	4	5
Provides a significant source of leadership for the organization.	1	2	3	4	5
Engages in long range/strategic planning to guide the future direction of the organization.	1	2	3	4	5
Focuses its energy primarily on issues of strategic, long-term importance to the organization.	1	2	3	4	5
Effectively monitors the organization's progress in achieving its mission and key program priorities	1	2	3	4	5
Understands the resources (financial and otherwise) needed to carry out the organization's mission / programs	1	2	3	4	5
Engages in planning to guide the development of resources needed to support the organization's mission	1	2	3	4	5
Actively participates in resource development (i.e. fundraising)	1	2	3	4	5
Maintains awareness of the financial status of the organization and has reviewed the organization's Form 990 prior to filing	1	2	3	4	5
Enacts policies needed to support organizational operations (Board and Staff) and mitigate risk	1	2	3	4	5
Supervises & Supports Executive Director / CEO	1	2	3	4	5
Assess board operations and performance	1	2	3	4	5
Understands the difference between governing	1	2	3	4	5

and managing (e.g. clearly distinguishes between board-level and staff-level responsibilities)

Board Operations

Board meetings start and end on time	1	2	3	4	5
Board minutes fairly and accurately represent actual board meetings	1	2	3	4	5
There are clearly understood procedures for raising, discussing, and voting on issues	1	2	3	4	5
Member expertise is effectively tapped to support organizational governance	1	2	3	4	5
Members are adequately prepared to address meeting agenda items	1	2	3	4	5

Board Composition

Board size is appropriate to meet board's needs	1	2	3	4	5
Board committees have clear charters based on the Board's needs	1	2	3	4	5
Board and committee chairs are the right leaders for their positions	1	2	3	4	5
Board composition is representative and appropriate to the organization and its mission	1	2	3	4	5
Board has an effective process for identifying, cultivating and integrating new members	1	2	3	4	5
Board has an effective process for identifying, cultivating and integrating leaders to fill officer positions	1	2	3	4	5
Board work is meaningful, fun, and challenging and connects Board members to the mission of the organization	1	2	3	4	5

Individual Board Member Personal Assessment

Please indicate whether you agree with the following statements about your individual performance as a board member of [Name of Nonprofit].

- 1 Strongly Disagree
- 2 Disagree
- 3 Neutral or unsure
- 4 Agree
- 5 Strongly Agree

I am knowledgeable about the mission, goals and programs of the organization.	1	2	3	4	5
I identify and refer potential board nominees to the Board Development/Nominating Committee.	1	2	3	4	5
I promote the organization in the course of professional or personal interactions.	1	2	3	4	5
I participate in, or provide input into, the annual review of the Executive Director.	1	2	3	4	5
I provide feedback to staff and Board to improve [name of organization].	1	2	3	4	5
I regularly attend board meetings.	1	2	3	4	5
I actively support and promote the mission and goals of the organization.	1	2	3	4	5
I understand the organization's financial status, including the results of the most recent audit, most recent Form 990 filing, and the year-to-date performance under the current budget.	1	2	3	4	5
I understand what is expected of me as a board member.	1	2	3	4	5
I serve on and participate in the activities of at least one committee.	1	2	3	4	5
I am aware of the current terms of the Executive Director's compensation package, including salary and benefits.	1	2	3	4	5
I actively participate in board discussions and deliberations.	1	2	3	4	5
I understand what progress improve [name of organization] has made over the past year toward achieving its mission.	1	2	3	4	5
I actively participate in fundraising for improve [name of organization].	1	2	3	4	5

OKLAHOMA CENTER FOR
NONPROFITS PERFORMANCE
DEVELOPMENT
CEO EVALUATION WITH 360

Employee's Name:

Title:

Review Period:

Part A: To Be Completed Prior to the Evaluation by the Employee:

1. Current Responsibilities:

Attach a current position description, any established goals and/or action plans that pertain to the position. If applicable, make note of any significant changes since the last performance review. State your understanding of your duties and responsibilities:

2. Discussion Points:

You may attach a document answering any of the following questions that are relevant for discussion:

- Has the past year been good/bad/satisfactory or otherwise for you, and why?
- What do you consider to be your most important achievements in the past year?
- What elements of your job do you find the most satisfying?
- What elements of your job do you find the most difficult?
- What do you like and dislike about working for this organization?
- What surprised you in the last year? Or, what surprises did you encounter?
- How have you felt and/or received support from the board of directors?

3. Projections for Next Year:

Answer to your best ability in a separate document, these questions about the projections for this position:

- What do you consider to be your most important tasks in the coming year?
- What will the main focal areas be for the organization in the next 1-3 years?
- What will your leadership need in order to help the organization address these areas in the next 1-3 years?
- What sort of training/experience would benefit you in the next year?
- What action(s) could be taken to improve your performance in your current position by you, the board, and/or the staff?

4. Objectives from Last Evaluation:

If applicable, list the objectives you set out to achieve during the last performance evaluation, with the measures or standards agreed upon. Score each performance against each objective: (1-3 = poor, 4-6 = satisfactory, 7-9 = good, 10 = excellent).

- 1.
- 2.
- 3.
- 4.

Employee:	Reviewer's Name:	Date:
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Part B: Performance Competencies. Provide one copy to the employee and to each reviewer prior to discussion. All board members involved in the review process should receive a form, and if conducting a 360 evaluation, include other stakeholders as appropriate.

Exceptional	Performance is consistently superior and significantly exceeds requirements.	Exception	Highly Effective	Proficient	Inconsistent	Unsatisfactory
Highly Effective	Performance frequently exceeds position requirements.					
Proficient:	Performance consistently meets position requirements.					
Inconsistent:	Performance meets some, but not all position requirements.					
New/Not applicable:	Employee has not been in position long enough to have demonstrated the essential elements of the position and will be reviewed at a later agreed upon date.					
<ol style="list-style-type: none"> 1. Skill and proficiency in carrying out assignments. Brief explanation: 2. Possesses skills and knowledge to perform the job competently. Brief explanation: 3. Skill at planning, organizing, and prioritizing workload (for self and direct reports, if applicable) Brief explanation: 4. Holds self accountable for assigned responsibilities, sees tasks through to completion in a timely manner. Brief explanation: 5. Proficiency at improving work methods and procedures as a means toward greater efficiency. Brief explanation: 6. Communicates effectively with board, staff, peers, and customers. Brief explanation: 7. Ability to work independently and be self-motivated. Brief explanation: 8. Ability to work cooperatively with others (board or staff) as a part of a team. Brief explanation: 9. Willingness to take on additional responsibilities. Brief explanation: 10. Reliability (attendance, punctuality, meeting deadlines). Brief explanation: 11. Adeptness at analyzing facts, problem solving, decision-making, and demonstrating good judgment. Brief explanation: 12. Ability at planning, budgeting, and forecasting for the organization. Brief explanation: 13. Provides accurate and timely reports to board as requested, follows through with administrative details. Brief explanation: 14. Has energy and determination for the position, provides leadership. Brief explanation: 15. Sets tone for other staff/volunteers, sets a workflow pace that others can follow. Brief explanation: 16. Possesses personal integrity and able to make ethical decisions. Brief explanation: 17. Displays fairness towards all subordinates (if applicable). Brief explanation: 						

- 18. Identifies performance expectations to staff, gives timely feedback and conducts formal performance appraisals.
Brief explanation:
- 19. Helps employees see the potential for developing their skills; assists them in eliminating barriers to their development.
Brief explanation:
- 20. Delegates responsibility where appropriate, based on the employee's ability and potential.
Brief explanation:
- 21. Takes timely and appropriate corrective/disciplinary action with employees.
Brief explanation:
- 22. Takes specific steps to create and develop a diverse workforce and promote an inclusive environment, including enforcing policies equitably to all staff.
Brief explanation

Performance Summary (attach additional pages as necessary):

- 1. List all aspects of the employee's performance that contribute to his or her effectiveness.
- 2. List aspects of employee's performance that require improvement for greater effectiveness.
- 3. In what way is the employee ready for increased responsibility, or changes in the position description? What additional training will he/she need to be successful?

**Part C: Goal Setting and Development Planning.
To be completed during the performance review by employee and reviewers.**

- 1. List the employee's performance goals for the coming year:
- 2. How do these align with the organization's goals?
- 3. List the employee's developmental goals for the coming year:
- 4. In the coming year, how will the board provide guidance and assistance for the employee to accomplish his/her goals?

This performance review will become part of your personnel file. Please sign below to acknowledge that you have received this document.

Employee's Signature:

Date:

Reviewers Signatures:

Date:

BASIC BOARD RECRUITMENT: Get the Board You Want

1. Collect names using board grid or similar assessment tool.
2. Use the “3 Touch Points” Rule before asking someone to become a board member.
 - 1. Have a “get to know you” conversation – even if you already know them!
 - 2. Invite them to an event, your facility, a program, to see what you do.
 - 3. Determine whether they would be a good fit as a board member. Remember that nonprofits are run by other types of volunteers.
 - Volunteers – run events, committees
 - Board Members – make decisions, donate
 - Donors – donate
3. Interview Potential Candidates
 - Board members recruit and interview potential candidates for board much like you would for a staff person. Can include a staff in the interview, but led by the board members.
 - Use the interview to review the mission, gauge interest, and make sure all board commitments are understood.
 - Convey vision. Why are you interested in this person specifically? What do you hope they can do for you? Why ask **them**?
4. Orient New Board Members
 - Tell the story of your organization: powerpoint, iMovie, pictures, stories, etc. It’s a good reminder for everyone, not just the new board members.
 - Set expectations for all board and review board policies:
 - Conflict of Interest Policies
 - Donation benchmarks
 - Board involvement: committees, events, etc.
 - Set dates for board meetings
 - Attendance policies
5. Touch base with new board members
 - Board members should have “how is it going?” conversations with new board members.
 - Board self-assessments
 - Use evaluations and assessments for meetings. Keeping meetings interesting keeps board members engaged.
6. Hold the board accountable
 - Boards need to keep the policies they set.
 - Have a designated board member (like Board Governance Chair) monitor attendance, giving levels, and lead recruitment exercises) like board grid).

Board Recruiting Cycle

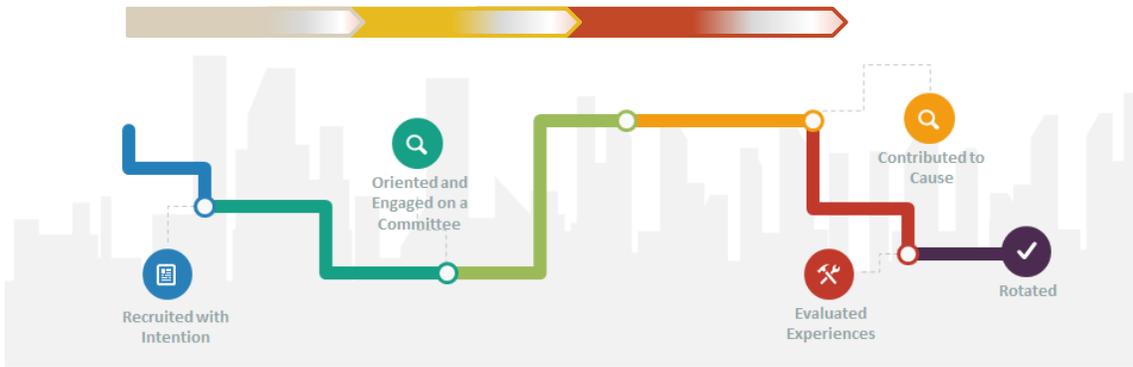


Chart your process

Describe what your organization is doing now for each of these phases of the board recruitment process. If there is room to improve, chart your ideas in the second column.

	How it exists now	What it could look like this year
Identify		
Cultivate		
Recruit		
Orient		
Involve		
Evaluate		
Rotate		

Sample Board Recruitment Matrix for XYZ Organization

Board Composition and Recruitment Matrix

Revised:

Bylaws require 8 min to 18 max members

		Current Members											
		1	2	3	4	5	6	7	8	9	10	11	12
		Name 1	Name 2	Name 3	Name 4	Name 5	Name 6	Name 7	Name 8	Name 9	Name 10	Name 11	Name 12
Year Joined		2020	2019		2019	2019	2019	2020	2020	2019	2019	2020	2020
Term Expires		2022	2021		2021	2021	2021	2022	2022	2021	2021	2022	2022
Term		2	2		1	1	2	2	2	1	1	1	1
Officer		PastP	Pres		Sec			VP		Tres			
Elected Date		2020	2020		2020			2020		2020			
Election Expires		2022	2022		2022			2022		2022			
Officer term		1	1		1			1		1			
Skill/Competencies													
Communication/Marketing/PR			X	X	X	X		X		X	X		
Technology (IT)			X	X									
Strategy/business development		X	X	X			X	X		X	X		
Nonprofit Governance		X	X	X									
Property/Landscape		X		X	X		X		X				
Fund development (skill/comp)			X				X	X		X			
Accounting/Finance		X								X		X	
Human Resources			X	X									
Legal													X
Intellectual Capital													
People with disabilities (educator)					X	X			X		X		
Medical/Safety					X	X							
Outdoor recreation/Kinesiology													
Nonprofit program evaluation			X										
Social/Relationship Capital													
Corporate Representation								X		X		X	
Affiliation with/alumni of programs (camp)		X	X	X	X	X		X	X	X	X		
Fundraising/Access to resources			X					X		X		X	
Local Biz/Respected Community Leader				X			X	X		X	X	X	
Foundation Representation													
Qualities													
Engaged/capacity to work -- available		X	X	X	X	X	X	X	X	X			X
Strong communicator		X	X	X				X		X		X	
Positivity/fun		X	X	X	X	X		X	X	X	X		
Team-builder/social & emotional aptitude		X	X	X	X	X		X	X	X	X		
Approachable		X	X	X	X	X		X	X	X	X		
Reliable/follow-through		X	X	X		X	X	X	X	X			
Mission passion/connection		X	X	X		X	X	X	X	X	X		
Financial contributor		?	X	?	?	?	X	X	?	X			
Visionary/big picture thinker		X	X	X				X			X		

Bylaws require 8 min to 18 max members

	1	2	3	4	5	6	7	8	9	10	11	12
	Name 1	Name 2	Name 3	Name 4	Name 5	Name 6	Name 7	Name 8	Name 9	Name 10	Name 11	Name 12
Analytical/healthy skepticism	X		X				X					

Personal Demographics

Male	X		X			X	X		X	X		X
Female		X		X	X			X			X	
Person of Color												
Age 18-29										X		
Age 30-49		X	X	X			X		X		X	X
Age 50-64					X	X						
Age 65+	X							X				
LGBTQ												
People with disability												
Central Oklahoma	X	X	X	X	X	X	X		X	X	X	X
NE Oklahoma								X				

Committee Membership (*chair)

	1	2	3	4	5	6	7	8	9	10	11	12
Standing	Executive	X	X	X			X		X			
	Finance	EO		X	X			X	X			
	Governance	EO	X		X		X					
	Resource Development	EO				X	X	X	X	X		
Functional	Audit	EO		X								
	Budget	EO	X	X					X			
	Construction	EO		X		X	X					

Note: All items marked with "X" are *presumed* or *presents as*.

SAMPLE SUCCESSION PLAN

This document outlines a leadership development and succession plan for XYZ. The purpose of this plan is to ensure that the organization’s leadership has adequate information and a strategy to effectively manage XYZ in the event the executive director is unable to fulfill his/her duties.

1. Plan Implementation

The Board of Directors authorizes the Board Chair to implement the terms of this succession plan in the event of a planned or unplanned temporary or short-term executive director absence.

- It is the responsibility of the executive director to inform the Board President/Board of Directors of a planned temporary or short-term absence, and to plan accordingly.
- The Board President should immediately, or as soon as is feasible, advise the full Board of Directors of the absence and convene an Executive Committee meeting to affirm the procedures prescribed in this plan, or to modify them as needed.

2. Priority Functions of the executive director at XYZ

The following are considered to be the key functions of the executive director and have a corresponding temporary staffing strategy

Key Executive Director Functions	Temporary Staffing Strategy
Leadership and Vision	Board Chair with [Staff member title]
Board Administration and Support	[Staff member title]
Program Management	[Staff member title]
Financial Management	Chief Financial Officer; Treasurer
Human Resource Management	Director, Human Resources
Funder Relations; Community and Public Relations	Marketing Manager; Board Chair
Spokesperson	Board Chair or his/her Designee

In the event this plan is implemented and assigned positions are vacant or no longer available, the Board Chair shall select other senior staff to support each of the key Executive Director functions.

3. Succession plan in the event of a temporary, planned or unplanned absence - Short-Term

a. Appointing an Acting Executive Director

Based on the anticipated duration of the absence, the Executive Committee may appoint an acting executive director, as well as continue to implement the Temporary Staffing Strategy.

b. Standing Appointees to the Position of Acting Executive Director

- The first position in line to be acting executive director is [Position – Senior Staff Member, may also be Board Chair]. If the current Board Chair accepts the position he or she will take a temporary leave from the Board of Directors.
- The second position in line is [Position].
- The third position in line is [Position].
- In the event that no clear choice is available for an acting executive director, the Executive Committee may consider an external consultant to serve as an acting executive director.

c. Cross-Training Plan

- The executive director shall develop a training plan for each senior level position for each of the key functions of the executive director listed in Section 3.

d. Authority and Restrictions of the Acting Executive Director

- The acting executive director shall have full authority for day-to-day decision-making and independent action as the regular executive director.
- Decisions that shall be made in consultation with the Board Chair and/or Executive Committee include staff hiring and terminations, financial issues, taking on a new project, and taking public policy positions on behalf of the organization.

e. Compensation

- Director level staff appointed as acting executive director may receive a salary increase for the time period he/she serves as acting director [or may receive a one-time bonus]. The amount shall be determined by the Executive Committee based on the duration of the assignment and available resources.
- A current or former board member appointed as acting executive director may enter into an independent contractor agreement, depending on the circumstances of their availability.

f. Board Oversight and Support to the Acting Executive Director

- The acting executive director reports to the Board as a whole.
- The Executive Committee shall convene monthly when an acting executive director is appointed.

Oklahoma Center for Nonprofits President and Chief Executive Officer Succession Policy (Planned)

Introduction

A change in executive leadership is inevitable for all organizations. It is a time of both risk and opportunity. It is a period in an organization's history when the President/CEO must increase his/her level of engagement. It is also a time when some may seek assurance of the organization's viability and long-term sustainability.

A succession policy for the President and CEO position is a routine risk management and sustainability planning tool. The Policy ensures organizational sustainability by providing a proactive, orderly plan for executive leadership transitions.

To that end, the Board of Oklahoma Center for Nonprofits (OCN) is adopting this succession policy for purposes of:

- Focusing Board attention on leadership team development through annual communications between the President and CEO and Board about the depth of staffing and succession plans for Executive Team positions
- Establishing principles, role clarity and procedures to support positive leadership transitions that foster good endings and beginnings with departing and arriving leaders and build organizational capacity when a planned or unplanned executive leadership change occurs

The Board President shall be responsible for implementing this policy and its related procedures, and for annually reviewing and updating the policy by the Executive Committee as needed.

In the event of a planned or unplanned leadership transition, the Board shall immediately appoint a Transition Committee which shall plan and manage the transition, including the search for a new President and CEO.

In the event of a planned or unplanned leave of absence of the President & CEO, the Board will implement the Emergency Backup Succession Plan. The CEO will also name his or her backup for acting President & CEO until a decision on a new President & CEO has been made.

Definitions

Planned Leadership Transition: presents the best case scenario for managing change because it affords lead time to conduct a managed search for a new chief executive. Examples of planned transition are retirement or a strategic change in leadership.

Unplanned Leadership Transition: presents the scenario for managing change in the event the chief executive experiences urgent or emergency happenstance. Examples of an unplanned transition is the short-notice resignation of the chief executive to pursue new opportunity; the serious health condition and/or death of the executive or his/her family member; or the necessity of relieving a chief executive of duties for malfeasance in office, or official misconduct.

The Transition Committee shall be comprised of at least five and no more than seven members including at least three board members. Ideally these board members will represent one member of the Executive Committee and two other Board members. The Board may also consider appointing a staff member(s) and/or another stakeholder(s) to the Transition Committee.

- The outgoing President and CEO may be invited to serve in an advisory capacity to the incoming President and CEO for a period of time to be determined by the Transition Committee.

Guiding Principles

- Oklahoma Center for Nonprofits is open to and will consider both internal and external candidates when filling the President and CEO position. As a matter of policy, OKCNP believes in promoting from within. Therefore we may consider internal candidates first for any vacancies before opening the search to external candidates. However, the board also believes that its due diligence responsibility, as well as the interests of the organization and its clients, will be best served by a robust, competitive search process that involves both internal and external candidates. Therefore, although qualified internal candidates receive priority consideration, we will conduct a vigorous search for the chief executive vacancy at the 1) state level. Should the board determine that the internal, local or state search has not identified qualified and appropriate candidates, the Transition Committee will expand its search to the 2) regional level first, and to the 3) national level only should the aforementioned searches prove insufficient.
- In organizations such as OKCNP, the President and CEO's position is often shaped by the incumbent's talents and areas of specialized interest. That person's departure might necessitate other organizational changes including the creation of new positions and/or realignment of current positions.
- The preeminent goal of a transition to a new President and CEO is maintaining continuity of OKCNP's mission-related work. A transition also presents an opportunity for the organization to continue to grow and develop.

Lines of Authority

1. The selection of the President and CEO is the responsibility of the Board.

2. The current President and CEO has the responsibility to continuously identify, encourage, and help to develop senior managers within the organization who are qualified to meet future leadership needs, whether that be on a temporary or permanent basis.
3. The current President and CEO has the responsibility to plan for the orderly transition of all senior managers.

Definitions

Leadership Team. OKCNP senior managers, which includes the

following titles:

- President and CEO
- Vice President of External Affairs
- Vice President of Programs
- Vice President of Finance and Accounting
- Vice President of Resource Development
- Vice President of Operations

Transition Team. OKCNP ad hoc committee comprised of at least five and no more than seven members. This committee will be called by the Chair of the Board or, in the absence of the Chair, the Chair Elect of the Board. This committee may be comprised of:

- One member of the Executive Committee of the Board of Directors
- Two other Board member of the Executive Committee's Choice
- Two-to-four individuals not currently serving as Board members, to be identified by the Board Chair and the Executive Committee based upon knowledge, skills and experience in executive search, and upon familiarity with Oklahoma Center for Nonprofits' history, culture, mission, vision, and goals.

Emergency Backup Plan

1. Related to the position of President and CEO: To be prepared at all times for a leadership transition, the organization shall maintain an up-to-date Emergency Backup Succession Plan with guidelines for the planned or unplanned short-term and long-term absence of the President and CEO. This plan is approved by the Board and will be reviewed the Executive Committee annually. The plan can also serve as the Transition Plan when there is a vacancy in the President and CEO position.
2. Related to Leadership Team Positions: To be prepared at all times for a senior leadership transition, the President and CEO shall maintain an up-to-date Emergency Backup Succession Plan with guidelines for the planned or unplanned short-term and long-term absence of members of the Leadership Team. Those plans shall be available to the Board Chair and to the Board upon request.

Board Action in the Event of Vacancy in the President and CEO Position

1. Organizational Assessment: The Board or Transition Committee shall take time to assess OKCNP leadership needs before the search for a new President and CEO is conducted. The assessment shall include a review and update (if needed) of OKCNP's strategic plan. The assessment will be designed to help assure the selection of a qualified and capable leader who fits well with the organization's mission, vision, values, culture, goals, and objectives, and who has the necessary skills to lead the organization.
2. Option of appointing Acting or Interim President and CEO: To assure the organization's operations are not interrupted while the Board assesses the leadership needs and re-recruits a new President and CEO, the Board may appoint an Interim President and CEO from among the leadership team or hire an Interim President and CEO from outside the organization. The Interim President and CEO is invited to apply for the position if he/she so desire.
3. Duties of the Acting/Interim President and CEO: Among such duties will be to ensure that the organization continues to operate without disruption and that all organizational commitments previously made are appropriately executed, including but not limited to, speaking engagements, grant and contract obligations, reports, licenses, certifications, membership renewals, and other obligations to funders and other stakeholders. With the exception of day-to-day operational decisions, the Interim's decision-making authority will be in consultation with the Board Chair or Transition Committee including, but not limited to, decisions related to hiring, transferring or releasing staff; obligating OKCNP to new contractual agreements; taking public policy positions on behalf of the organization; financial issues; and limitations on check-signing privileges.
4. Simultaneous transitions for the President and CEO and Senior Management Positions: After appointing an Interim President and CEO from within, the Transition Committee may make other temporary senior management appointments from among other senior management staff, external hires, or whatever combination of those options best assures continuity in leadership and program success through the transition period and afterwards.

Preparation Time Frame for Replacement of the President and CEO

1. The optimal period for the President and CEO to announce his/her departure from that role – or proposed commencement of a new role in the organization – is at least six to twelve months before the date of departure.
2. The organization's Board understands that the time required for successfully completing a planned leadership transition is approximately eight to twelve months.

Role of the Outgoing President and CEO in Planned Transitions

The departing President and CEO, unless otherwise directed by the Transition Committee, will be involved in some transition activities such as: fundraising, communicating with funders and other stakeholders, and briefing the incoming President and CEO. This role, and its duration, will be developed in consultation with the Board Chair and/or Transition Committee and communicated to the Board.

Initial Implementation of the Transition Plan

1. Within fifteen (15) days of the announcement of a planned departure, the Board Chair shall appoint a Transition Committee of no less than five members and no more than seven, including at least three board members. The three Board members shall be comprised of one member of the Executive Committee, and two other Board members. The Board may also consider appointing a staff member(s) and/or another stakeholder(s) to the Transition Committee.
2. The Transition Committee shall be responsible for implementing this transition plan and further developing the plan as needed. At its first meeting, the Transition Committee shall determine its role, including responsibilities related to conducting the search process. The Transition Committee may recommend that the Board Chair appoint a separate Search Committee, while the Transition Committee manages the overall transition process for the organization. The Committee shall also discuss and decide on how the Leadership Team will be substantively involved in the transition planning process and consulted in the selection process.
3. The Transition Committee shall also determine the need for consulting assistance (i.e., transition management consultant and/or executive search firm) based on the circumstances.

Oklahoma Center for Nonprofits' Commitment Regarding Diverse Candidates and Staff Leader Development

1. In order to provide career advancement for staff, the organization shall encourage the professional development of current employees.
2. In order to support the Board's due diligence and ensure that the best possible candidate is hired, the organization shall implement a search and selection process that is open to internal and external candidates.

3. In order to develop a finalist pool that is reflective of the community, the organization shall work proactively to develop a diverse pool of candidates for the President and CEO position.

Adopted by the Board of Directors on the 29th day of June, 2017.

I acknowledge that I have reviewed this plan:

Carlos Johnson, Board Chair

Marnie Taylor, President and CEO

Oklahoma Center for Nonprofits

President and CEO Emergency Backup Succession Plan

Guideline for the Appointment of an Acting President and CEO in the Event of an Unplanned Absence of the Incumbent

1. Rationale

The President and CEO position in a nonprofit organization is a central element in the organization's success. Therefore, ensuring that the functions of the President and CEO are well-understood and shared among the executive team and senior staff is important to ensure organizational stability and leadership continuity in the event of unplanned and unexpected change. This kind of risk management is equally helpful in facilitating a smooth leadership transition even when it is predictable and planned.

The purpose of this plan is to ensure the continuous coverage of duties critical to the on-going successful operations of Oklahoma Center for Nonprofits. The Board of Directors is adopting policies and procedures for the temporary appointment of an Acting President and CEO in the event of an *unplanned and extended absence* of the President and CEO. The Board Chair, or Chair Elect in the absence of the Board Chair, may determine the appropriate time to initiate the implementation of this plan.

While the Board of Directors acknowledges that such an absence is highly improbable and certainly undesirable, they believe that due diligence in exercising executive-level management functions requires that it have an emergency backup succession plan in place. It is expected that this plan will ensure continuity in the administration of the organization's day-to-day programs and operations, management of external relationships and supervision of staff and finances.

2. Priority functions of the President and CEO position at Oklahoma Center for Nonprofits

An annually updated full President and CEO position description is attached.

Of the duties listed in the position description, the following are considered to be examples of the key functions of the President and CEO, and therefore, have a corresponding temporary staffing strategy. Functions to be covered by an Acting President and CEO are attached. (*See Attachment 2: Emergency Backup Succession Plan Detail: President and CEO*) The positions assigned in the Emergency Backup Succession Plan are based on Oklahoma Center for Nonprofits' organizational structure as of July 1, 2020. In the event this plan is implemented and those assigned are no longer available or positions are vacant, the Board Chair may select other members of the Leadership Team to support each of the key President and CEO functions. It is the responsibility of the President and CEO to en-

sure that positions have appropriate cross-training to successfully implement the temporary staffing strategy.

3. **Business as Usual**

This emergency backup succession plan and the staffing structure at Oklahoma Center for Nonprofits are intended to minimize disruption in quality service and maintain business as usual to the extent possible. In the absence of the President and CEO, unless otherwise determined by the Board of Directors, business as usual includes maintenance of the following:

- A. Delivery of services (i.e., Program services, Consultative, Training)
- B. Accounting, billing, payroll, purchasing and payables
- C. Fundraising and communications
- D. Liaison with the Board of Directors
- E. Advocacy
- F. Facilities and information technology oversight

4. **Emergency Backup Succession Plan Implementation**

The Board of Directors authorizes the Board Chair to implement the terms of this emergency backup succession plan in the event of a planned or unplanned temporary, short-term absence of the President and CEO. The Chair Elect of the board is authorized to implement this plan in the event that the Board Chair is unavailable or cannot be reached. Phone calls and conference calls are an acceptable substitute for any meetings designated in this plan. As soon as feasible, following notification of an unplanned temporary or short-term absence, the Board Chair may convene an Executive Committee meeting to affirm the procedures prescribed in this plan, or to modify them if needed. While this timeline *may vary based on circumstances*, the suggested steps for implementation are:

- Leadership Team informs Board Chair immediately of unplanned absence.
- The Board Chair appoints the designated Acting President and CEO (refer to Section 6, paragraphs A and B of this plan).
- The Board Chair informs Board of the Acting President and CEO appointment.
- The Board Chair (and potentially other officers) consults with the Acting President and CEO on the circumstances of the absence, organizational situation and related factors.
- After Board Chair and Acting President and CEO consult, stakeholders will be notified following the communications plan outlined in Section 6-H.

5. Definitions

- A temporary absence is one in which it is expected that the President and CEO will return to his/her position once the events precipitating the absence are resolved.
- An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation or a sabbatical.
- A short-term absence is three months or less. (See Section 6)
- A long-term absence is one that is expected to last more than 3 months. (See Section 7)
- A permanent absence is one in which it is firmly determined that the incumbent President and CEO will not be returning to the position. (See Section 8)

6. Emergency Backup plan in event of a temporary, unplanned absence (*Short-Term*)

A. Who may appoint the Acting President and CEO?

1. The Board of Directors authorizes the Board Chair to implement the terms of this emergency backup succession plan in the event of the unplanned absence of the President and CEO.
2. In the event of an unplanned absence of the President and CEO, a member of the Leadership Team shall immediately inform the Board Chair of the absence.
3. As soon as is feasible, the Board Chair may convene a meeting of the Leadership Team to affirm the procedures prescribed in this plan or to make modifications the Board Chair and Leadership Team deems appropriate.

B. First backup for the position of Acting President and CEO

The Board Chair may designate Daniel Billingsley, Vice President of External Affairs, to the position of Acting President and CEO. His position description will specify that he may serve as Acting President and CEO in the absence of the President and CEO unless otherwise decided by the Board Chair. He will have an emergency backup succession plan with designated appointees if he becomes Acting President and CEO or if he is otherwise unable to serve his own functions as Vice President of External Affairs

C. Second backup for the position of President and CEO.

The Board Chair may also consider splitting duties among designated appointees based on the primary functions to be carried out. (See *Emergency Backup Detail* for complete listing.)

Janetta Cravens, Vice President of Programs may serve as second backup for the position of Acting President and CEO. She may serve should Daniel Billingsley, Vice President of External Affairs be unable or unwilling to serve as Acting President and CEO or otherwise decided by the Board Chair. They both will have an emergency backup plan with designated appointees.

D. Cross-training plan for appointees

The President and CEO, in collaboration with the Board Chair, will develop a plan for training the potential appointees in the priority functions of the President and CEO which are listed in section 2 above. The training plan will be attached to this document when the plan is completed. Cross training plans will be developed to cover the duties and responsibilities of the individual who steps in as interim to ensure a seamless transition across all leadership positions. The Vice President of Operations will have the responsibility of handling the logistics of the plan's implementation.

E. Authority and restrictions of the appointee

The person appointed as Acting President and CEO may have the same authority for day-to-day decision making and independent action as the President and CEO except as further defined by the Board Chair. Decisions that will be made in consultation with the Board Chair or other appropriate committee include, but are not limited to, decisions related to hiring, transferring or releasing staff; obligating OKCNP to new contractual agreements; taking public policy positions on behalf of the organization; financial issues; and limitations on check-signing privileges.

F. Compensation

The Board Chair, in consultation with the Executive Committee, may consider a salary adjustment for the Acting President and CEO.

In the event of a medical emergency of the President and CEO or of a direct family member, the absent President and CEO will be eligible for paid leave up to 90 days. If necessary, unpaid leave of absence may be extended for an additional 90 days at the discretion of the Executive Committee of the Board.

G. Board Chair holds responsibility for oversight and support to the Acting President and CEO

The Board Chair and Board of Directors will have the responsibility for monitoring the work of the Acting President and CEO. The Acting President and CEO will provide regular updates and meet with the Board Chair as he/she may determine at standing meetings. The Board Chair will also be alert to the special support needs of the Acting President and CEO serving in this temporary leadership role and act to address them.

H. Communications plan

Within eight (8) hours after an Acting President and CEO is appointed, the Board Chair and the Acting President and CEO will meet to implement an ex-ternal communications plan to announce the organization's temporary leader-ship structure, including the kind of information that will be shared and with whom (e.g. major donors, civic leaders, government officials).

Within 24 hours after an Acting President and CEO is appointed, the Board Chair and Acting President and CEO will implement the communications plan to announce the organization's temporary leadership structure to the Leader-ship Team, the Board of Directors and the Advisory Boards.

Notifications will take place in sequence on the following timetable:

- Within 24 hours, the Board Chair will notify the Leadership Team.
- Within 24 hours, the Acting President and CEO will notify the staff and volunteers.
- Within ten (10) business days, the Board Chair and the Acting President and CEO will notify other stakeholders.
- Within ten (10) business days, the Vice President of Finance and Ac-counting will notify the closest vendors, the banks and the auditor.
- Within ten (10) business days, the Vice President of Resource Devel-opment will notify the closest donors and foundations.
- Within ten (10) business days, the Acting President and CEO will notify the local and state governmental funding agencies and other appropri-ate officials.

Updated Key Contact information will be maintained in the organization's database for easy access on an ongoing basis by a staff member designated by the President and CEO.

7. Emergency Backup plan in event of a temporary, unplanned absence (*Long-Term*)

The procedures and conditions to be followed will be the same as for a short-term ab-sence with one addition: The Board Chair will give immediate consideration, in consulta-tion with the Leadership Team, to temporarily back-filling the position left vacant by the Acting President and CEO. This is in recognition of the fact that, for a term of more than three months, it may not be reasonable to expect the Acting President and CEO to carry the duties of both positions. The position description of a temporary appointment would focus on covering the priority areas in which the Acting President and CEO needs assis-tance.

8. Emergency Backup plan in event of a *Permanent* unplanned absence

The procedures and conditions will be the same as for a long-term temporary absence with one addition: The Board Chair will appoint a Transition Committee of no less than five members and no more than seven, including at least three board members, in accordance with the terms of Oklahoma Center for Nonprofits Succession Policy and follow the procedures set forth in the Policy. The three Board members shall be comprised of one member of the Executive Committee, and two other Board members.

9. Approvals and maintenance of record

A. Emergency Backup plan approval

This emergency backup plan will be approved by the full Board of Directors and reviewed annually by the Executive Committee to make any needed changes in the standing appointees or backups. If there are changes to the plan the Executive Committee will present those changes to the board at a formal board meeting for their approval. The Board Chair, in consultation with the Executive Committee, may review and amend the plan at other times if a standing appointee or backup is no longer available to serve in an Acting President and CEO capacity. The Board Chair and Executive Committee may reevaluate the plan when new designees are appointed.

B. Signatories

The Board Chair, the President and CEO and the designated backup appointees will sign this plan.

C. Maintenance of record and Update of Plan

The Board Chair, the President and CEO, the Executive Committee, and the designated backup appointees will maintain copies of this plan. This plan shall be reviewed annually by the Executive Committee and, additionally by the Board of Directors, in the event a staffing change results in a substantial shift in succession.

Approved by Oklahoma Center for Nonprofits Board of Directors on, June 29, 2017.

I acknowledge that I have reviewed this plan:

Carlos Johnson, Board Chair

Marnie Taylor, President and CEO

*Daniel Billingsley, Vice President of External Affairs

*Janetta Cravens, Vice President of Programs

**Individual(s) who will serve as acting President/CEO in the event of an unplanned short-term or long-term absence of the President/CEO.*

SAMPLE CONFLICT OF INTEREST POLICY

I. Application of Policy

This policy applies to board members, staff and certain volunteers of the Oklahoma Center for Nonprofits. A volunteer is covered under this policy if that person has been granted significant independent decision making authority with respect to financial or other resources of the Oklahoma Center for Nonprofits. Persons covered under this policy are hereinafter referred to as “interested parties.”

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of the Oklahoma Center for Nonprofits. There are a variety of situations which raise conflict of interest concerns including, but not limited to, the following.

Financial Interests - A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by the Oklahoma Center for Nonprofits. Examples include situations where:

- the Oklahoma Center for Nonprofits contracts to purchase or lease goods, services, or properties from an interested party, or a relative or business associate of an interested party;
- the Oklahoma Center for Nonprofits purchases an ownership interest in or invests in a business entity owned by an interested party, or by a relative or business associate of an interested party;
- the Oklahoma Center for Nonprofits offers employment to an interested party, or a relative or business associate of an interested party, other than a person who is already employed by the Oklahoma Center for Nonprofits;
- an interested party, or a relative or business associate of an interested party, is provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with the Oklahoma Center for Nonprofits;
- an interested party, or a relative or business associate of an interested party, is gratuitously provided use of the facilities, property, or services of the Oklahoma Center for Nonprofits;

Other Interests - A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he would not have obtained absent his/her relationship with the Oklahoma Center for Nonprofits, or where his/her duty or responsibility owed to the Oklahoma Center for Nonprofits conflicts with a duty or responsibility owed to some other organization. Examples include where:

- an interested party seeks to obtain preferential treatment by the Oklahoma Center for Nonprofits for himself, or relative, or business associate;
- an interested party seeks to make use of confidential information obtained from the Oklahoma Center for Nonprofits for his own benefit, or for the benefit of a relative, business associate, or other organization;
- an interested party seeks to take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which he/she has reason to believe would be of interest to the Oklahoma Center for Nonprofits.

III. Disclosure of Actual or Potential Conflicts of Interest

An interested party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known.

An interested party shall complete a questionnaire, in the form attached hereto, to fully and completely disclose the material facts about any actual or potential conflicts of interest. The disclosure statement shall be completed upon his/her association with the Oklahoma Center for Nonprofits, and shall be updated annually thereafter. An additional disclosure statement shall be filed at such time as an actual or potential conflict arises.

For board members, the disclosure statements shall be provided to the Chairman of the Board, or in the case of the Chairman’s disclosure statement shall be provided to the Secretary/Treasurer of the Board. Copies shall also be provided to the President & CEO of the Oklahoma Center for Nonprofits.

In the case of staff or volunteers with significant decision-making authority, the disclosure statements shall be provided to the President & CEO of the Oklahoma Center for Nonprofits, or in the case of the President & CEO's disclosure statement shall be provided to the Chairman of the Board.

The Secretary/Treasurer of the board of directors shall file copies of all disclosure statements with the official corporate records of the Oklahoma Center for Nonprofits.

IV. Procedures for Review of Actual or Potential Conflicts - Generally

Whenever there is reason to believe that an actual or potential conflict of interest exists between the Oklahoma Center for Nonprofits and an interested party, the Board of Directors shall determine the appropriate organizational response. This shall include, but not necessarily be limited to, invoking the procedures described in Section IV, below, with respect to a specific proposed action or transaction.

Where the actual or potential conflict involves an employee of the Oklahoma Center for Nonprofits other than the President & CEO, the President & CEO shall, in the first instance, be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of the Oklahoma Center for Nonprofits. The President & CEO shall report to the Chairman the results of any review and the action taken. The Chairman, in consultation with the Executive Committee, shall determine if any further board review or action is required.

V. Procedures for Addressing Conflicts of Interest - Specific Transactions

Where an actual or potential conflict exists between the interests of the Oklahoma Center for Nonprofits and an interested party with respect to a specific proposed action or transaction, the Oklahoma Center for Nonprofits shall refrain from the proposed action or transaction until such time as the proposed action or transaction has been approved by the disinterested members of the board of directors of the Oklahoma Center for Nonprofits. The following procedures shall apply:

- An interested party who has an actual or potential conflict of interest with respect to a proposed action or transaction of the corporation shall not participate in any way in, or be present during, the deliberations and decision making of the Oklahoma Center for Nonprofits with respect to such action or transaction. The interested party may, upon request, be available to answer questions or provide material factual information about the proposed action or transaction.
- The disinterested members of the board of directors may approve the proposed action or transaction upon finding that it is in the best interests of the corporation. The board shall consider whether the terms of the proposed transaction are fair and reasonable to the Oklahoma Center for Nonprofits and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.
- Approval by the disinterested members of the board of directors shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of directors in attendance.
- The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

VI. Violations of Conflict of Interest Policy

If the board of directors has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the interested party and making such further investigation as may be warranted in the circumstances, the board determines that the interested party has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Appendix A: Sample Conflict of Interest Policy

Note: Items marked *Hospital insert – for hospitals that complete Schedule C* are intended to be adopted by hospitals.

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

[Hospital Insert – for hospitals that complete Schedule C

If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.]

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

[Hospital Insert - for hospitals that complete Schedule C

- d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

SAMPLE CONFLICT OF INTEREST ACKNOWLEDGEMENT FORM

This Agreement is made this _____ day of _____, 20__ by and between the Oklahoma Center for Nonprofits and _____.

I have received and carefully read the Conflict of Interest Policy for board members, staff and volunteers of the Oklahoma Center for Nonprofits and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that the Oklahoma Center for Nonprofits is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Except as otherwise indicated in the Disclosure Statement and attachments, if any, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of the Oklahoma Center for Nonprofits, nor does any relative or business associate have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the Chairman of the Board of Directors of the Oklahoma Center for Nonprofits or to the President & CEO, as applicable.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print)

Signature

Date

SAMPLE CONFLICT OF INTEREST DISCLOSURE STATEMENT

Please complete the questionnaire, below, indicating any actual or potential conflicts of interest. If you answer “yes” to any of the questions, please provide a written description of the details of the specific action or transaction in the space allowed. Attach additional sheets as needed.

Financial Interests - A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by the Oklahoma Center for Nonprofits.

Please indicate, during the past 12 months:

Has the Oklahoma Center for Nonprofits contracted to purchase or lease goods, services, or property from you, or from any of your relatives or business associates?	Yes
	No

If yes, please describe:

Has the Oklahoma Center for Nonprofits purchased an ownership interest in or invested in a business entity owned by you, or owned by any of your relatives or business associates?	Yes
	No

If yes, please describe:

Has the Oklahoma Center for Nonprofits offered employment to you, or to any of your relatives or business associates, other than a person who was already employed by the Oklahoma Center for Nonprofits?	Yes
	No

If yes, please describe:

Have you, or have any of your relatives or business associates, been provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with the Oklahoma Center for Nonprofits?	Yes
	No

If yes, please describe:

Have you, or any of your relatives or business associates, been gratuitously provided use of the facilities, property, or services of the Oklahoma Center for Nonprofits?	Yes
	No

If yes, please describe:

Other Interests - A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he would not have obtained absent his/her relationship with the Oklahoma Center for Nonprofits, or where his/her duty or responsibility owed to the Oklahoma Center for Nonprofits conflicts with a duty or responsibility owed to some other organization.

Please indicate if at any time during the past twelve months:

Did you obtain preferential treatment by the Oklahoma Center for Nonprofits for yourself, or for any of your relatives or business associates?	Yes
	No

If yes, please describe:

Did you make use of confidential information obtained from the Oklahoma Center for Nonprofits for your own benefit, or for the benefit of a relative, business associate, or other organization?	Yes
	No

If yes, please describe:

Did you take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which you had reason to believe would be of interest to the Oklahoma Center for Nonprofits?	Yes
	No

If yes, please describe:

Are you a Board Member, Staff Member, Committee or Taskforce member of any nonprofit organizations other than the Oklahoma Center for Nonprofits?	Yes
	No

If yes, please describe:

SAMPLE CONFIDENTIALITY AGREEMENT FORM

This Agreement is made this _____ day of _____, 20__ by and between the Oklahoma Center for Nonprofits and _____.

In consideration of the volunteering of _____ by the Oklahoma Center for Nonprofits, it is hereby agreed as follows:

1. CONFIDENTIAL INFORMATION: During my period of volunteer work, the Oklahoma Center for Nonprofits may disclose or cause to be disclosed to me, confidential information relating to personnel matters, such as information regarding salaries, medical treatment or diagnosis, terminations, layoffs or promotions, and disciplinary measures regarding individual employees, financial information regarding contractual arrangements, pricing, letters of agreement or understanding, intellectual property developed by the Oklahoma Center for Nonprofits employees, identifiable confidential matters, or information regarding prospective business of the Oklahoma Center for Nonprofits. I recognize such information to be the property of the Oklahoma Center for Nonprofits and I agree to hold such information in trust and solely for the Oklahoma Center for Nonprofits' benefit and not to disclose such information to those inside or outside the Oklahoma Center for Nonprofits, either during or after volunteering, without the written consent of an officer of the Oklahoma Center for Nonprofits.

Upon leaving the Oklahoma Center for Nonprofits Volunteer Program, I agree not to take with me, without first obtaining the written consent of an officer of the Oklahoma Center for Nonprofits, any document or tangible evidence of confidential information or data belonging to, or under the control of, the Oklahoma Center for Nonprofits, whether on disk, record or hard copy, whether an original or a reproduction.

By the Oklahoma Center for Nonprofits:

Volunteer Signature

Supervisor's Signature

Date

Date

SAMPLE

Whistleblwoing & Grievance Policy

General

The Oklahoma Center for Nonprofits (herein referred to as the Center) requires directors, volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employee and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The objectives of the Center’s Whistleblower Policy are to establish policies and procedures for the following:

- The submission of concerns regarding questionable accounting or audit matters by employees, directors, officers, volunteers, and other stakeholders of the organization, on a confidential and anonymous basis
- The receipt, retention, and treatment of complaints received by the organization regarding accounting, internal controls, or auditing matter
- The protection of directors, volunteers, and employees reporting concerns from retaliatory actions

Reporting Responsibility

Each director, volunteer, and employee of the Center has an obligation to report in accordance with this whistleblower policy (a) questionable or improper accounting or auditing matters, and (b) violations and suspected violations of Center Policies and Procedures.

Acting in Good Faith

Anyone reporting a concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of Center Policies and Procedures. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense. It may also result in discipline, up to including dismissal from the volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

Confidentiality

Reports of concerns, and investigation pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Disclosure of reports of concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

Authority of Audit Committee

All reported concerns will be forwarded to the Audit Committee Chair in accordance with the procedures set forth herein. The Audit Committee shall be responsible for investigating and making appropriate recommendations to the Board of Directors, with respect to all reported concerns.

No Retaliation

This Whistleblower Policy is intended to encourage and enable directors, volunteers, and employees to raise concerns within the Center for investigation and appropriate action. With this goal in mind, no director, volunteer, or employee who, in good faith, reports a concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to including dismissal from the volunteer position or termination of employment.

Reporting Concerns

Employees

Employees should first discuss their concern with their immediate supervisor. If, after speaking with his or her supervisor, the individual continues to have reasonable grounds to believe the concern is valid, the individual should report the concern to the Chair of the Audit Committee. However, if the individual is uncomfortable speaking with his or her supervisor, or the supervisor is a subject of concern, the individual should report his or her concern directly to the Chair of the Audit Committee. Contact information for the Chair of the Audit Committee is available in the annual Board directory.

Directors and Other Volunteers

Directors and other volunteers should submit concerns in writing directly to the Chair of the Audit Committee. Contact information for the Chair of the Audit Committee is available in the annual Board directory.

Handling of Reported Violations

The Audit Committee shall address all reported concerns. The Chair of the Audit Committee shall immediately notify the Audit Committee and the Chair of the Board of Directors of any such report. The Chair of the Audit Committee will notify the sender and acknowledge receipt of the

concern within ten (10) business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted concerns.

All reports will be promptly investigated by the Audit Committee, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion or follow-up, or both, with the complaint for complete closure of the concern.

The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

Approved by Board of Directors, June 29, 2017

Approved by Public Accountability Committee, February 18, 2021

Approved by Board of Directors, June 16, 2021

SEGREGATION OF DUTY

Internal Controls for Different Sizes of Organizations

2 Person Segregation of Duties

Business Manager or Board Member	CEO or Office Manager
<ul style="list-style-type: none"> ✓ Post accounts receivable ✓ Mail checks ✓ Write checks ✓ Post general ledger ✓ Reconcile bank statements ✓ Post credits/debts ✓ Give credits and discounts ✓ Approve payroll ✓ Open mail/receive cash ✓ Disburse petty cash ✓ Authorize purchase orders ✓ Authorize check requests ✓ Approve invoices for payment 	<ul style="list-style-type: none"> ✓ Sign checks ✓ Sign employee contracts ✓ Custody of securities ✓ Complete deposit slips ✓ Perform interfund transfers ✓ Distribute payroll ✓ Reconcile petty cash ✓ Record initial charges and pledges ✓ Approve employee timesheets ✓ Prepare invoices ✓ Complete check log

3 Person Segregation of Duties

Bookkeeper	Business Manager	CEO
<ul style="list-style-type: none"> ✓ Post accounts receivable ✓ Reconcile petty cash ✓ Write checks ✓ Post general ledger ✓ Reconcile bank statements ✓ Post credits/debits ✓ Give credits and discounts 	<ul style="list-style-type: none"> ✓ Distribute payroll ✓ Record initial charges and pledges ✓ Approve employee timesheets ✓ Prepare invoices ✓ Complete check log ✓ Mail checks ✓ Approve payroll ✓ Open mail/receive cash ✓ Disburse petty cash ✓ Authorize purchase orders ✓ Authorize check requests ✓ Approve invoices for payment 	<ul style="list-style-type: none"> ✓ Sign checks ✓ Sign employee contracts ✓ Custody of securities ✓ Complete deposit slips ✓ Perform interfund transfers

4 Person Segregation of Duties

Bookkeeper	Clerk/Office Manager	Business Manager	CEO
<ul style="list-style-type: none"> ✓ Post accounts receivable ✓ Reconcile petty cash ✓ Write checks ✓ Post general ledger ✓ Reconcile bank statements ✓ Post credits/debits 	<ul style="list-style-type: none"> ✓ Distribute payroll ✓ Open mail/receive cash ✓ Record initial charges and pledges ✓ Complete check log ✓ Disburse petty cash ✓ Authorize purchase orders ✓ Authorize check requests ✓ Mail checks 	<ul style="list-style-type: none"> ✓ Complete deposit slips ✓ Give credits and discounts ✓ Prepare invoices ✓ Approve payroll ✓ Approve invoices for payment 	<ul style="list-style-type: none"> ✓ Sign checks ✓ Sign employee contracts ✓ Custody of securities ✓ Approve employee time sheets ✓ Perform interfund transfers

WHO DOES WHAT?

CEO / STAFF

BOARD

BOARD MEETINGS AND GOVERNANCE

- Meets frequently with board chair and keeps chair informed
 - Works with board chair to set agenda
 - Assists governance by providing accurate information
 - May provide administrative assistance for meetings: distribute agendas, prepare board packet, etc.
 - Present in board meetings as staff liaisons, but are non-voting
 - Supports recruiting efforts by assisting with board orientation
 - Helps the board maintain its policy and oversight functions
 - Assists in planning board meetings and retreats
- Board chair is chief governing officer and volunteer leader, and meets with CEO regularly
 - Sets policy to which CEO is accountable
 - Sets tone and direction through strategic planning, financial accountability
 - Legal duties: transparency and conflicts of interest
 - Partners with, and supports, the CEO to achieve the mission
 - Identifies, cultivates, recruits, screens, and asks potential board members to serve
 - Evaluates performance through individual and whole board self-assessments

STAFF AND VOLUNTEERS

- Develops a capable staff and orchestrates staff functions
 - Establishes plans for all operations of the organization
 - Implements policies set by the board
 - Supervises and manages all other staff and volunteers
- Performance and salary review of the CEO
 - Approves all policies, including employee and volunteer handbook, employment philosophies, and screening policy
 - May approve: job descriptions, compensation philosophy, salary compensation levels, employee benefits, letter of hires for non-CEO positions

OPERATIONS AND PROGRAMS

- Identify internal and external issues that will have an impact on the organization's strategies, directions, and goals
 - Prepares budget
 - Delivers programs and reports to the board
- Ensures there is a strategy for successful programs
 - Reviews program initiatives that may obligate the organization
 - Approves budget
 - Monitors program performance and outcomes

RESOURCE DEVELOPMENT

- Takes an active role in fundraising by maintaining files and mailing lists, sending acknowledgements and thank yous, researching potential funding sources, writing proposals, and accompanying board members on fundraising calls
 - Supports the board by motivating, recommending, encouraging, restraining, and thanking board members individually and collectively
- Fundraise by talking about their ties to the organization with current and potential donors
 - Give personally – a stretch gift
 - Ask others to support the organization
 - Sign letters, write thank yous, support special events
 - Speak on behalf of the organization at social functions and advocate for the organization in other public settings

BOARD COMMITTEE STRUCTURE

Adapted from an article by:
Carter McNamara, MBA, PhD

About Committees:

1. Establish committees when it's apparent that issues are too complex and/or numerous to be handled by the entire board.
2. For ongoing, major activities establish standing committees; for short-term activities, establish ad hoc committees that cease when the activities are completed. Standing committees are often included in the by-laws.
3. Committees recommend policy for approval by the entire board.
4. Committees make full use of the time, commitment, and specific expertise of each board member, and ensure diversity of opinion on the board.
5. As an extension of the board, committees continue to operate at the board level, not the staff level.
6. 6. Serving on a committee does not supplant the responsibilities a board member has to the board.
7. Committees may meet monthly (this is typical of new organizations with working boards).
8. Minutes should be recorded for all board meetings and for Executive Committee meetings if the by-laws indicate the Executive Committee can make decisions in place of the board in emergencies.

Developing Committees:

1. Ensure the committee has a specific charge or set of tasks to address, and ensure board members understand the committee's charge. Written committee descriptions and tasks are important.
2. Have at least two board members on each committee, preferably three.
3. Don't have a member on more than two committees.
4. In each board meeting, have each committee chair report the committee's work since the past board meeting. This report should state its purpose, include any action needed by the board, and be forwarded before the board meeting to all board members.
5. Consider having non-board volunteers as members of the committee.
6. Consider having a relevant staff member assigned as liaison to the committee.
7. Committee chairs are often appointed by the board chair. Consider asking committee's members for a volunteer for committee chair.
8. If committee work is regularly effective and the Executive Committee has a strong relationship with the chief executive, consider having board meetings every other month and committee meetings between the board meetings.
9. The chief executive should service *ex officio* to the board and any relevant committees. Best practice guidelines indicate that the chief executive is not a member of the board and has not vote, but is considered a vital resource for the board to do its work.

SAMPLE COMMITTEE CHARTER

- **Purpose** - The purpose of the “_____” Committee is
- **Composition & Requisite Skills**
 - **Membership** -
 - The _____ Committee is comprised of no less than (insert #) and no more than (insert #) members.
 - The _____ Committee should include (matrix depending on committee type)
 - Structure (chair, vice chair, etc)
 - Staff Liaison(s)
 - Member & Chair succession plan (for those committees not put together by Board Governance)
 - Additional Bullets as required
 - **Skills** -
 - Skill set needed for committee
 - **Member Resignation or Removal**
 - To be decided by committee/board
- **Duties & Responsibilities**
 - **Attendance Requirements** -
 - To be decided by committee/board
 - The duties and responsibilities of the _____ Committee shall include the following:
 - **Focus 1 (Example: External Audit Focus)**
 - Bulleted details of what compromises the focus area, action items, reporting items, review items
 - **Focus 2 (Example: Administrative Matters)**
 - Same as Focus 1
 - **Focus 3 (As many focus items as needed by the specific committee)**
- **Resources & Authority**
 - Description of what the authority of the committee is and what resources it has available or has the authority to retain.
- **Goals (measurable, annual):**
 - **Strategy**
 - Strategy 1
 - Strategy 2
 - **Tracking & Measurement**
 - How the committee will track and measure these goals
 - **Reporting**
 - How the committee will report these goals
- **Meetings & Notifications**
 - The _____ Committee will meet a minimum of (#) times each year
 - Meeting notification and package requirements
- **Review of the Charter**
 - Schedule of Charter review and modification procedure

Reviewed & Revised (date) by the _____ Committee

SAMPLE COMMITTEE PROTOCOL

Each Committee or Subcommittee meeting must be on the global calendar with accurate location/address and times of meeting

Two weeks Prior Meeting

- Meeting Notice should be emailed to Committee members and Staff

Eleven (11) Days Prior to Meeting

- Have an Agenda/Packet ready for the President/CEO to review to board committee chair

Ten (10) Days Prior to Meeting

- After review and approval by President/CEO, send agenda/Packet to the Chair.co-Chairs of the Committee/Subcommittee, who will have three (3) days to review and approve

Seven (7) Days Prior to Meeting

- Send Agenda/Packet to members of the Committee/Subcommittee

Two (2) Days Prior to Meeting

- Call the members who have not RSVP'd to get actual attendance. You will need a quorum (1/3 equals a quorum) to have the meeting

At Least, Forty Five (45) Minutes Prior to Meeting

- Make sure the meeting room is clean and ready. You are also responsible for clean-up after your meeting as well

Within 48 hours After the Meeting

- Draft Minutes must be written, approved by the President/CEO and then sent for approval by the Committee Chair

Within Two (2) Weeks After the Meeting

- After approval by the Committee Chair, draft Committee Minutes must be sent to the Committee for informational purposes

Within Four (4) Weeks After the Meeting

- A copy of the approved minutes should be submitted to the Executive Assistant. If you are the staff liaison to the committee, it is your responsibility to have signatures by the committee chair on the minutes no later than the end of that fiscal year.

ISSUES TO BE ADDRESSED BY THE BOARD GOVERNANCE COMMITTEE

1. **Ensuring current board member performance (M)**
 - a. Review current Board make-up (skills, etc.), taking into consideration who will be going off next year (do grid with 3 year projections)
 - b. Review current Board attendance and giving records (to be kept by staff), reported to committee and Board President
 - c. Develop or review current Board commitment form/Conflict of Interest Form, etc.
 - d. Develop or review individual Board member participation tool
 - e. Develop or review assessment tools for Board member self-assessment and overall Board performance assessment
2. **Developing New Members (N)**
 - a. Review current “count” and determine vacancies for next 3 years
 - b. Review grid categories
 - c. Identify needs for Board member skills (based on Strategic Plan, FD plan, grid evaluation, etc.)
 - d. Identify candidates to fill those needs, criteria, etc. (wish list) for next three years – seek input from Board for candidates
 - e. Develop multi-year cultivation plan
 - f. Recruit new members – for current year and future years (keep ongoing list)
 - g. Evaluate and develop Board Orientation for new members (invite all members)
 - h. Develop, monitor and evaluate Board mentor program
 - i. Continue process of identifying Emeritus members, past Chairmen and others
 - j. Ensure governance practices are correctly reflected in bylaws
3. **Leadership Development (O and C)**
 - a. Develop criteria for officer positions (Chairman, Chair-Elect, Sect, Tres)
 - b. Initiate board committee selection each year – what to keep/what to change
 - c. Develop criteria for committee chairs, make recommendations to Chair-elect
 - d. Nominate officers
4. **Celebrating and Recognizing Board Members (M)**
 - a. Evaluate how we are currently doing this
 - b. Determine if additional ways need to be developed
 - c. Develop plan for recognition of former Board members
 - d. Develop definition/criteria/expectations for “other” classes of Board membership
5. **Educating and Training of Board Members (M)**
 - a. Evaluate current means to educate and train (E and T)
 - b. Identify opportunities for E and T including annual Board retreat
 - c. Secure budget dollars for these opportunities
 - d. Review Board member participation in E and T

COMMITTEE INQUIRY FOR BOARD MEMBERS

Within the Board Service Letter of Agreement, all board members made a commitment to *“serve on a board committee.”* *As an active committee member, your attendance affects quorum. Please confirm the provided dates listed below work for your calendar prior to committing to a committee.*

To assist OKCNP with committees/task force assignments, please complete the below inquiry indicating which committee(s) you would like to serve:

STANDING COMMITTEES

Board Governance	
<p>The Governance committee recommends a slate of board members and officers that will best support the mission of the Center provide orientation for new board members and oversee continuing education for the entire board. In addition, the committee is charged with ongoing evaluation of board composition, structure and performance. Each year, the committee will consider the specific skill areas that are needed and align board member skills with the Center’s programs and activities.</p>	
<p>Committee Chair: Committee Liaison:</p>	
<p>Meeting Dates: First Thursday of each month from 9-10am</p>	
July 1, 2021	August 6, 2021
September 2, 2021	October 7, 2021
November 4, 2021	December 2, 2021
January 6, 2022	February 3, 2022
March 3, 2022	April 7, 2022
May 5, 2022	June 2, 2022

Public Accountability (PAC)	
<p>The Public Accountability Committee (PAC) oversees the creation of the budget and the monthly financial statements. The committee will address recommendations for better management of the funds, as well as policies and procedures relating to accounting functions in the office.</p>	
<p>Committee Chair: Committee Liaison:</p>	
<p>Meeting Dates: Third Thursday of each month from 8:30-9:30am</p>	
<p>Exceptions: July’s meeting will take place on the 22nd or the fourth Thursday, October’s meeting will take place on the 14th or the second Thursday, January’s meeting will take place on the 13th or second Thursday, April’s meeting will take place on the 14th or second Thursday and June’s meeting will take place on the 9th or second Thursday.</p>	
July 22, 2021	August 19, 2021
September 16, 2021	October 14, 2021
November 18, 2021	December - No meeting
January 13, 2022	February - No meeting
March 24, 2022	April 14, 2022
May 19, 2022	June 9, 2022

Resource Development (RD)

The Resource Development committee is responsible for working with the staff and other board members to maximize the contributed income to the Center in a coordinated and time-sensitive manner through individual gifts, planned giving, endowment development, grants (foundation, corporate and government) and fundraising events.

Committee Chair:

Committee Liaison:

Meeting Dates: Second Tuesday of August, October, December, February, April and June from 3:30-5pm

August 10, 2021	October 12, 2021
December 14, 2021	February 8, 2022
April 12, 2022	June 14, 2022

Programs

The purpose of the Program Committee is to oversee and guide the programs and services of the Oklahoma Center for Nonprofits, professional development events, membership, programs, outreach efforts, and consulting services.

Committee Chair:

Committee Liaison:

Meeting Dates: First Wednesday of September and Fourth Tuesday of January, March and June from 3-4pm

September 1, 2021	January 25, 2022
March 22, 2022	June 21, 2022

Education, Policy and Advocacy (EPAC)

The Education, Policy and Advocacy Committee (EPAC) monitors legislative developments and recommends policy positions on which the Oklahoma Center for Nonprofits will take active positions with the public or elected officials. Upon approval of such policy positions by the Board of Directors, the EPAC shall also be responsible for developing the advocacy program and generally the implementation of any such policy actions. The EPAC also works to educate nonprofits about legislative issues in particular and advocacy in general.

Committee Chair:

Committee Liaison:

Meeting Dates: Third Thursday of the month except when in session. While in session (Feb-June), the committee meets bi-weekly from 4-5pm

July 22, 2021	August 19, 2021
September 16, 2021	October 21, 2021
November 18, 2021	December 16, 2021
January 20, 2022	February 3, 2022
February 17, 2022	March 2, 2022
March 24, 2022 (fourth Thursday due to scheduling conflicts)	April 7, 2022
April 21, 2022	May 5, 2022
May 19, 2022	June 9, 2022

NON-STANDING COMMITTEES

Visions	
Committee Chair:	
Committee Liaison:	
<i>Meeting Dates: First Wednesday of the month from 4-5pm</i>	
August 4, 2021	September 1, 2021
October 6, 2021	November 3, 2021

ONE Awards	
Committee Chair:	
Committee Liaison:	
<i>Meeting Dates: TBD</i>	

PLEASE COMPLETE BEFORE RETURNING BY MAY 18, 2021:

First and Last Name	
Date Completed	
1 st Choice	
2 nd Choice	
<p>***Board Members are always welcome to serve on more than one standing committee, should you be interested in serving on both your first and second choices, please let us know by checking this box. <input type="checkbox"/></p> <p style="color: red; font-size: small;">Please note: 1st and 2nd choice must be a standing committee (Governance, PAC, RD, Programs or EPAC)</p>	

If Interested in serving on one of OKCNP's non-standing committees (Visions and ONE), please indicate your interests below:

Action Time Line 2020-2021

M = Current Board Member **C = Committee Chairs**
N = New Board Members **E = Other Issues**
O = Officers

COMMITTEE	BOARD
<p>DATE</p> <p>E = Approve minutes from DATE E = Present Committee Job Descriptions and charters M = Check status of Board forms and terms list E = Present & review timeline E = Review Strategic Planning goals, add to timeline N = Report on Board Member Orientation N = Check terms list for number to nominate E = Discuss Board Meeting Survey E = Review past assessment tool M = Review current attendance</p>	<p>DATE -Board Meeting: Fill out grid</p>
<p>DATE</p> <p>N = Review results of grid - identify needs and take to the board of directors M = Review training opportunities for our Board members N = Identify new Board Members names to recruit N = Develop strategy for new members O = Set criteria for Officers M = Begin to see numbers for 2021-2022 M = Getting to asks - seeing needs M = Discuss all eligible to return to Board, make assignments to call M = Review current attendance E = Review Strategic Planning Goals</p>	<p>DATE Board Meeting:</p> <p>Announce Board Needs Related to Grid Charters to Reapprove</p>
<p>DATE</p> <p>N = Review Grid Results M = Review Individual candidates O = Nominate Officers/Asks N = Finalize member asks, get responses M = Review current attendance/participation and call those not fulfilling E = Finalize Board Assessment tool & set timeline C = Determine Committees for 2015-2016 M = Review current attendance E = Review Strategic Planning Goals</p>	<p>DATE Board Meeting:</p> <p>Review Board Assessment Results</p> <p>Announce Committees</p>
<p>DATE</p> <p>O = Confirm officers for 2021-2022 E = Discuss Board meeting times and locations for 2021-2022 E = Discuss Board Participation Tool (Mailed after April Board meeting) M = Confirm returning board members N = Confirm new board members M = Discuss emeritus status/nominations C = Incoming Board Chair name 2021-2022 Committee Chairs N = Obtain bios for new members E = Review all board forms and grid for changes E = Discuss end of year awards and nomination forms N = Send letter to incoming new board members E = Review Strategic Planning Goals</p>	<p>DATE Board Meeting:</p> <p>Announce and Vote on:</p> <ul style="list-style-type: none"> • Officers for 2021-2022 • Committees and Chairs for 2021-2022 • Board Meeting dates for 2021-2022 • New board member nominees with bios • New Board members • Honorary members elected <p>Take significant board form changes to Board</p>
<p>DATE</p> <p>M = Board Chair to send thank you letters to all exiting Board members and invite to Annual Meeting N = Plan new Board member orientation with staff M = Mail all Board forms and sign-ups for next year C = Set Committee dates for 2021-2022 M = Mail Board Participation Letters E = Review Strategic Planning Goals E = Discuss plans for Annual board meeting</p>	<p>DATE Board Meeting:</p> <p>Recognize exiting Board Members</p>

SAMPLE Annual Task Calendar for Board of Directors

Task	Assigned to	Due Date
Wednesday, October 20, 2021	Board Meeting 1:15 pm - 4:15 pm	
4 Weeks Before		
EA Sends Previous BOD Meeting Min to Board Chair for Approval	Executive Assistant	11/17/2021
Ensure Agenda Setting Meeting Set with MT and Board Chair for at least 2 Weeks Out	Executive Assistant	9/20/2021
LT Submits Agenda Items to EA for BOD Meeting	Executive Assistant	9/20/2021
Prepare and Review Agenda Draft with MT	Executive Assistant	9/21/2021
Committee Chairs RSVP to EA	Executive Assistant	9/22/2021
Committee Attendance Due to EA	Executive Assistant	Staff Liaison Sends to EA Day After Committee Meeting
3 Weeks Before		
LT Reviews Agenda	LT	9/27/2021
Meeting Notice Sent to Board (Microsoft Invite)	Executive Assistant	9/29/2021
EA Prepares PowerPoint and Emails LT with Location	Executive Assistant	10/4/2021
Send Previous Board Minutes to LT for Review	LT	10/6/2021
Start RSVP Tracking	Executive Assistant	10/6/2021
Send BOD Prep Reminder: Review of BOD PowerPoint on Monday	Executive Assistant	10/7/2021
Committee Reports due to EA	Executive Assistant	10/7/2021
MT and Board Chair Final BOD Prep meeting	MT and Board Chair	10/8/2021
2 Weeks Before		
Send Board Chair Finalized Packet for Approval	Executive Assistant	10/11/2021
PowerPoint Dry Run Review with LT	LT and EA	10/11/2021
Board Packet/Book to MT for Review	Executive Assistant	10/12/2021
Board Packet/Book to BOD	Executive Assistant	10/13/2021
Email/Call Board Members Who Have Not RSVP	Executive Assistant	10/14/2021
Finalized PAC Report to EA	VP of Finance	10/14/2021
1 Week Before		
PowerPoint to BOD	Executive Assistant	10/18/2021
Review RSVP List with MT	Executive Assistant	10/18/2021
Print Meeting Packets as Needed	Executive Assistant	10/19/2021
Print Table Tents	Executive Assistant	10/19/2021
Board Meeting		10/20/2021

Task	Assigned to	Due Date
Wednesday, January 19, 2022		Board Meeting 1:15 pm - 4:15 pm
4 Weeks Before		
EA Sends Previous BOD Meeting Min to Board Chair for Approval	Executive Assistant	2/16/2022
Ensure Agenda Setting Meeting Set with MT and Board Chair for at least 2 Weeks Out	Executive Assistant	12/20/2021 (due to Holidays)
LT Sumbits Agenda Items to EA for BOD Meeting	Executive Assistant	12/20/2021 (due to Holidays)
Prepare and Review Agenda Draft with MT	Executive Assistant	12/21/2021 (due to Holidays)
Committee Chairs RSVP to EA	Executive Assistant	12/21/2021 (due to Holidays)
Committee Attendance Due to EA	Executive Assistant	Staff Liaison Sends to EA Day After Committee Meeting
3 Weeks Before		
LT Reviews Agenda	LT	12/20/2021 (due to Holidays)
Meeting Notice Sent to Board (Microsoft Invite)	Executive Assistant	12/21/2021 (due to Holidays)
EA Prepares PowerPoint and Emails LT with Location	Executive Assistant	1/4/2022
Send Previous Board Minutes to LT for Review	LT	1/5/2022
Start RSVP Tracking	Executive Assistant	1/5/2022
Send BOD Prep Reminder: Review of BOD PowerPoint on Monday	Executive Assistant	1/6/2022
Committee Reports due to EA	Executive Assistant	1/6/2022
MT and Board Chair Final BOD Prep meeting	MT and Board Chair	1/7/2022
2 Weeks Before		
Send Board Chair Finalized Packet for Approval	Executive Assistant	1/10/2022
PowerPoint Dry Run Review with LT	LT and EA	1/10/2022
Board Packet/Book to MT for Review	Executive Assistant	1/11/2022
Board Packet/Book to BOD	Executive Assistant	1/12/2022
Email/Call Board Members Who Have Not RSVP	Executive Assistant	1/13/2022
Finalized PAC Report to EA	VP of Finance	1/13/2022
Review RSVP List with MT	Executive Assistant	1/14/2022 (due to MLK Day)
1 Week Before		
PowerPoint to BOD	Executive Assistant	1/18/2022 (due to MLK Day)
Print Meeting Packets as Needed	Executive Assistant	1/18/2022
Print Table Tents	Executive Assistant	1/18/2022
Board Meeting		1/19/2022

Task	Assigned to	Due Date
Wednesday, April 20, 2022		Board Meeting 1:15 pm - 4:15 pm
4 Weeks Before		
EA Sends Previous BOD Meeting Min to Board Chair for Approval	Executive Assistant	5/18/2022
Ensure Agenda Setting Meeting Set with MT and Board Chair for at least 2 Weeks Out	Executive Assistant	3/21/2022
LT Submits Agenda Items to EA for BOD Meeting	Executive Assistant	3/21/2022
Prepare and Review Agenda Draft with MT	Executive Assistant	3/22/2022
Committee Chairs RSVP to EA	Executive Assistant	3/23/2022
Committee Attendance Due to EA	Executive Assistant	Staff Liaison Sends to EA Day After Committee Meeting
3 Weeks Before		
LT Reviews Agenda	LT	3/28/2022
Meeting Notice Sent to Board (Microsoft Invite)	Executive Assistant	3/30/2022
EA Prepares PowerPoint and Emails LT with Location	Executive Assistant	4/4/2022
Send Previous Board Minutes to LT for Review	LT	4/6/2022
Start RSVP Tracking	Executive Assistant	4/6/2022
Send BOD Prep Reminder: Review of BOD PowerPoint on Monday	Executive Assistant	4/7/2022
Committee Reports due to EA	Executive Assistant	4/7/2022
MT and Board Chair Final BOD Prep meeting	MT and Board Chair	4/8/2022
2 Weeks Before		
Send Board Chair Finalized Packet for Approval	Executive Assistant	4/11/2022
PowerPoint Dry Run Review with LT	LT and EA	4/11/2022
Board Packet/Book to MT for Review	Executive Assistant	4/12/2022
Board Packet/Book to BOD	Executive Assistant	4/13/2022
Email/Call Board Members Who Have Not RSVP	Executive Assistant	4/14/2022
Finalized PAC Report to EA	VP of Finance	4/14/2022
1 Week Before		
PowerPoint to BOD	Executive Assistant	4/18/2022
Review RSVP List with MT	Executive Assistant	4/18/2022
Print Meeting Packets as Needed	Executive Assistant	4/18/2022 (due to Murrah Bombing)
Print Table Tents	Executive Assistant	4/18/2022 (due to Murrah Bombing)
Board Meeting		4/20/2022

Task	Assigned to	Due Date
Wednesday, June 15, 2022		
Board Meeting 1:15 pm - 4:15 pm		
4 Weeks Before		
EA Sends Previous BOD Meeting Min to Board Chair for Approval	Executive Assistant	7/13/2022
Ensure Agenda Setting Meeting Set with MT and Board Chair for at least 2 Weeks Out	Executive Assistant	5/16/2022
LT Sumbits Agenda Items to EA for BOD Meeting	Executive Assistant	5/16/2022
Prepare and Review Agenda Draft with MT	Executive Assistant	5/17/2022
Committee Chairs RSVP to EA	Executive Assistant	5/18/2022
Committee Attendance Due to EA	Executive Assistant	Staff Liaison Sends to EA Day After Committee Meeting
3 Weeks Before		
LT Reviews Agenda	LT	5/23/2022
Meeting Notice Sent to Board (Microsoft Invite)	Executive Assistant	5/25/2022
EA Prepares PowerPoint and Emails LT with Location	Executive Assistant	5/31/2022
Send Previous Board Minutes to LT for Review	LT	6/1/2022
Start RSVP Tracking	Executive Assistant	6/1/2022
Send BOD Prep Reminder: Review of BOD PowerPoint on Monday	Executive Assistant	6/2/2022
Committee Reports due to EA	Executive Assistant	6/2/2022
MT and Board Chair Final BOD Prep meeting	MT and Board Chair	6/3/2022
2 Weeks Before		
Send Board Chair Finalized Packet for Approval	Executive Assistant	6/6/2022
PowerPoint Dry Run Review with LT	LT and EA	6/6/2022
Board Packet/Book to MT for Review	Executive Assistant	6/7/222
Board Packet/Book to BOD	Executive Assistant	6/8/2022
Email/Call Board Members Who Have Not RSVP	Executive Assistant	6/9/2022
Finalized PAC Report to EA	VP of Finance	6/9/2022
1 Week Before		
PowerPoint to BOD	Executive Assistant	6/13/2022
Review RSVP List with MT	Executive Assistant	6/13/2022
Print Meeting Packets as Needed	Executive Assistant	6/14/2022
Print Table Tents	Executive Assistant	6/14/2022

Sample Board Meeting Agenda

Thursday June 20, 2019
XYZ Organization
555 NW Wherever St.
Oklahoma City, OK 73104

Mission Statement:

“Empowering Nonprofits to Achieve Excellence in Their Missions”

Meeting Objectives:

- Ratify Year End Board Governance Decisions
- Generative Discussion on Revenue, Mission and Expenses
- Board Diversity Goals for FY 2020

TIME	ITEM	INDIVIDUAL	ACTION NEEDED
3:00	Call to Order	Carly Copeland	
	<ul style="list-style-type: none"> • Welcome and reading of mission statement • Celebrations – organizational accomplishments and milestones • Opening question: What do you wish you knew more about that would make you a more effective board member? 		
3:20	Consent Agenda.....	Carly Copeland	X
	<ul style="list-style-type: none"> • April Minutes • Resource Development Committee Report • EPAC Committee Report • Program Committee Report • Building Task Group Report • Knutsen Family Foundation Report • March Financials • April Financials • FY 19 Year-End Department Reports • Strategic Plan Updates • President’s External Report • Oklahoma Nonprofit Council Goals, List of Council Members and Agenda • Standards for Excellence Letter of Acceptance 		
3:25	Public Accountability/Financials.....	Afshean Talasaz	X
	<ul style="list-style-type: none"> • May Financials 		
3:35	Board Governance.....	Kathy Traxler	
	<ul style="list-style-type: none"> • Increase number of board members to 21 • Elect 2019-2020 Officers • Announce 2019-2020 Committee Chairs • Nomination of New Board Members <ul style="list-style-type: none"> o Name 1 o Name 2 • Revised Board Service Letter of Agreement <ul style="list-style-type: none"> o Attendance Requirements o Retreat Expectation • Board Retreat Update • Board Forms, Sign Ups, Bios • New Member Orientation (TBD) 		X X X X

STRATEGIC AND GENERATIVE DISCUSSION

3:50 Strategic and Generative Conversation	Carly Copeland
• Questions	
o What board member engagement strategies do we need in order to make our budget goal?	
o How do we retain professional staff and increase staff size to meet growth of our agency?	
o Summarization and Action Items	
4:30 CEO's Report.....	Sandra Inspiring
•Staff Transitions	
4:35 Board Diversity.....	Kathy Traxler
• What is the ideal representative diversity we want to have on our board?	
• What are the blindspots we may have because of our present homogeneity?	
• What priorities would the board want to give to the governance committee as they begin recruiting?	
4:55 Other Business?.....	Carly Copeland
5:00 Adjourn.....	Carly Copeland

Next Board Meeting

August 15, 2019

Foodbank of Eastern Oklahoma
Tulsa, OK

OUR CORE VALUES

LEARNING ORGANIZATION Be it before you do it. | INTEGRITY Act for the right reasons at the right time.
SERVICE Teach them to fish. | EXCELLENCE Each day, in every way. | CUSTOMER FOCUS Are we listening?

SAMPLE SMALL BOARD AGENDA or COMMITTEE

Governance Committee

July 24, 2020

Join Zoom Meeting
<https://zoom.us8/9/12345/67891011>
 Meeting ID: XXX XXX XXX
 Password: 123456
 Or by phone: 555-555-5555, 1234567#

Committee Members:

SuAnn Crawford, Chair
 Mark Edwards
 Bob Phillips
 JoAnn McGuire
 Nancy Hall
 Ryan Crawford, *ex officio*
 Kelly Stokes, staff liaison

The purpose of this meeting is to:

- Update Governance Policies
- Review Covenant and Conflict of Interest Forms

TIME	ITEM	ACTION
5 min	Opening and Check-In	Discussion
	<i>What is the attribute of serving on this board you *most want* a new board member to know about and understand?</i>	
2 min	Approval of July 10, 2020 minutes	Action
20 min	Review updates to Governance Policies	Action
15 min	Review Updated Letter of Agreement	Action
10 min	Review Updated Conflict of Interest and Confidentiality Forms	Action
10 min	Updates on: <ul style="list-style-type: none"> • Committee sign up form • New Director Orientation • Other new fiscal year items 	Discussion
1 min	New Business?	Discussion
1 min	Adjourn	

XYZ Organization Board Meeting Minutes

January 22, 2021

Attendees: Charlette DeArman, Becky Gould, Richard Rodriguez, Sue Gray, Gene Chapman, Kathy Wiggins, Juanita Chang, Ryan Igleheart, Kirby Hughes, David Douglas, Bob Hendricks, JoAnn Butler, Nancy White, Mark Lopp, Rick Boyle

Absent: Mark Wilkins

Who attended, who didn't attend, and what staff and guests attended

Staff present: Kelly Smith, Jason McClellan, Mandy

Koepping

Guests: Stephen Smith, CPA

Purpose or focus of this meeting (should match the agenda)

Purpose: The purpose of the meeting was to discuss a key investment and prepare for the spring programs.

The meeting was conducted using Zoom

Where the meeting occurred

1. **Welcome and Call to Order:** Ryan Igleheart called the meeting to order at 10:05 a.m.
2. **Mission Moment was given by Nancy White:** Nancy shared the stories of two testimonials of our program that had been shared with her. The board statement out loud, members then read the mission

Summary of discussion, does not include speaker's names or identities

3. Approval of the Consent Agenda - Ryan

Igleheart Financials were removed from the consent agenda.

- Motion to approve: Nancy White
- Seconded: JoAnn McButler
- Motion carried: 15-0

(Mark Wilkins left the meeting)

Summary of discussion, does not include speaker's names or identities

4. Treasurer's Report - Kathy Wiggins

September financial report was reviewed since it was an item pulled from the consent agenda.

- Motion to approve comes from the finance committee and does not need a second
- Motion carried: 14-0

October financial report was reviewed since it was an item pulled from the consent agenda. Major transfer of assets occurred and payroll appears in this month's report.

- Motion to approve comes from the finance committee and does not need a second
- Motion carried: 14-0

November financial report was reviewed. Statement of functional expenses has been added to the financial reports.

- Motion to approve comes from the finance committee and does not need a second
- Motion carried: 14-0

The finance committee brought a motion to allow the finance committee to provide the oversight for the Investment Trust so that it may respond quickly to offers for purchasing. This would shift the investment subcommittee from a committee of the board to a subcommittee of the finance committee.

Motion: The Board authorizes the Finance Committee to act on its behalf and with its full authority, regarding any unsolicited offers to buy the LPH Trust assets provided the offer is equal to or less than twenty-five cents (\$0.25) per unit. This motion will stand for as long as the asset is in the organization's possession, or until the Board revokes this authority with a motion and vote of the Board.

An example of a motion when the board delegates its authority to a committee.

- Motion to approve comes from the finance committee and does not need a second
- Motion carried: 14-0

A budget for the fiscal year was brought from the finance committee for approval. Due to the complications of the merger a full-fiscal year budget was not passed at the June meeting for the start of the fiscal year in July. The organization's accounting firm had sent Stephen Smith to answer questions about the merged financial picture. The board reviewed each section of the budget. Total anticipated income is \$401,300 and expenses is \$693,422 with a net asset remainder of \$-292,122.35. Concern was expressed about the deficit budget which reflects the legal fees accumulated during the merger and the uncertainty of the oil and gas market.

- Motion to approve comes from the finance committee and does not need a second
- Motion carried: 13-1

(Stephen Smith left the meeting)

5. Program Committee – Gene Chapman

Notification of the spring program has been announced and the deadline to apply is March 16th. The committee established the theme as “Bold Future.” The board discussed how to best deliver the two day event. The program committee is handling most of the execution and details. Board

members asked questions about how many had applied so far and what activities would surround the theme.

ACTION: Kirby volunteered to help the committee come up with some “talking points” that could be used on social media to promote the event. She is going to draft those by next Friday and share with the chair of the committee.

Recording the action makes it easier to remember what people will do and what may need to go to a board/committee meeting later.

6. Executive Director’s Report – Kelly Smith

The fall conference will be virtual this year and interactive. Dates are February 26-28, 2021. The PPP loan forgiveness application is being finalized and submitted soon.

The “after-Christmas Christmas party” will be on-line this year for the staff and board members are invited.

7. Board President Report – Ryan Igleheart

The community foundation has asked for a meeting to discuss new funding opportunities. Ryan asked if two board members could be present for the discussion. Kirby and Bob volunteered. The date of that meeting February 6, 2021.

8. Governance Committee – Juanita Chang

The governance committee asked the board to recommend potential board members in an email in the next week which be considered by the committee for the next class of directors.

9. New Business – Ryan Igleheart

No new business was offered.

There is a post-meeting survey for the directors to submit to provide feedback on the meeting experience. This will become a regular part of the board’s assessment of itself.

10. Adjourn: Meeting ended at 12:04 p.m.

11. Next meeting is set for March 26, 2021 from 10:00 – 12:00 CST

Signed by preparer

Minutes Prepared by: Mark Lopp, Secretary

_____ Approved Minutes upon adoption by

the Board: Ryan Igleheart, President _____

Signed by chairperson *after* adoption as official minutes at the next meeting.

Governance Committee Sample Minutes

Minutes: 4/3/2019

Present in person: Kim Heartland, Mohammed Juvenal **Present**

by phone: Denny John, *chair*, Debbie Schuman **Staff present by**

phone: Jose Alvarez

Absent: Keith Showers, Spencer Keating, ex-officio *The meeting was conducted using Gotomeeting*

Objective of Meeting:

- Discuss potential board members and begin recruitment process for 2019/2020 new board members
- Review governance action that came from the retreat

Order of Business:

1. Denny John called the meeting to order at 10:04 a.m.
2. March governance committee minutes:
Motion to approve: Debbie Schuman
Seconded: Mohammed Juvenal
Motion passed unanimously
3. Strategic Action: Board Recruitment
The committee suggested several potential candidates for board membership. Timeline to recruit is through July. Goal was set to have a slate of new board members to present at the July meeting.
 - Riley Passman – Denny will lead recruitment. Next steps are to get Riley to see a program.
 - Tamaryn Davies – Denny will lead recruitment and have next conversation.
 - Accounting Firm – Jose had a firm in mind to approach about CPA/accountants, explore interest.
 - Carey Steinburg – Jose and Denny will have conversation about interest.
 - Micah Lujan – Denny will lead recruitment. Next steps are to have a follow up conversation

4. Strategic Action: Retreat Results

- Use community partners Dinner on May 4th as recruitment tool for potential board members and next year. Discussion was had on how the committee could use this dinner intentionally to include and involve potential board retreats. *Action: extend invitation to attend to that could also involve other people on the board matrix. Including:*
 - Shaun and Monica Bowers
 - Cheri Greenburg

- The board retreat surfaced a potential timeline problem with the rotation/succession planning for the Vice Chair officer position. With the current bylaws allowing an officer to serve 2, 2-year terms, it is conceivable that a Vice Chair could serve a 4-year term while waiting for the President's position to vacate. This runs counter to the intent to have the Vice Chair serve as the *chair elect*. The committee discussed a bylaws change to make officers only a two-year term with no renewal. *Action: Debbie is going to review that section of the bylaws and bring suggested changes to the next meeting.*

5. The meeting was adjourned at 10:54 a.m.

Next meeting: May 1, 2019

Chairperson Signature

Date

Creating an efficient meeting agenda is an issue with which many chairs and chief executives struggle. Standard, repetitive items often eat up the agenda and not enough time is left to focus on serious deliberation. Consent agendas are one way of liberating the allotted meeting to important issues requiring careful discussion. The benefit: Board members become more actively engaged in preparing for the meeting and in deciding what the key issues are.

What is a consent agenda?

A consent agenda, sometimes called a consent “calendar”, is a component of a meeting agenda that enables the board to group routine items and resolutions under one umbrella. As the name implies, there is a general agreement on the procedure. Issues in this consent package do not need any discussion before a vote. Unless a board member requests a removal of an item ahead of time, the entire package is voted on at once without any additional explanations or comments. Because no questions or comments are allowed on the content, this procedure saves time.

What items should be included in a consent agenda?

Routine, standard, non-controversial, and self-explanatory are adjectives that well describe consent agenda items. Here are some examples:

- Committee and previous board meeting minutes
- Office reports
- Routine correspondence
- Minor changes in a procedure (E-mail is added as an acceptable method of communication to announce a change in a meeting schedule)
- Routine revisions of a policy (Changes in dates or dollar amounts due to changes in laws)
- Updating documents (Address change for the main office)
- Standard contracts that are used regularly (Confirmation of using the traditional in-house contract with a new vendor)
- Confirmation of conventional actions that are required in the bylaws (Signatory authority for a bank account or acceptance of gifts)

How to make a consent agenda function efficiently
Information on the items to be included in a consent agenda

is distributed to board members well ahead of the meeting. This allows thorough examination of the routine items without using up valuable meeting minutes. If a board member has a question, he or she can contact a referenced colleague to clarify a concern. If this is not helpful enough, during the meeting before a vote, any board member may request that an item from the consent agenda be removed and discussed separately. To keep the process intact and efficient, this is the only comment allowed concerning the contents of a consent agenda. To streamline the process even more, board members could be invited to contact the chair prior to the meeting to request that an item be removed.

What precautions need attention?

As consent agendas are not yet automatically included in meeting procedures, their use needs to be well explained to all board members to ensure that everyone understands both the rationale and the steps involved. To achieve the objective of a consent agenda — to save valuable discussion time for meaningful issues — it is important to make sure that board members receive support materials well before voting, and that they familiarize themselves with the details. When putting the agenda together, the chair and the chief executive need to pay special attention to include only items that are suitable for mechanical processing. Board members need to be vigilant so that debatable issues do not accidentally pass through without appropriate deliberation.

References

Meeting, and Exceeding Expectations

Available at www.boardsource.org or by calling 202-349-2500.

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The minutes from a board meeting are the permanent record of that meeting. They provide information about when the meeting occurred and what action was taken during it. Historically, the secretary writes the minutes, but recently there has been a growing tendency for a staff member have that role. Some organizations follow strict rules regarding the format, while others may be more informal. Regardless of how you write and present the minutes, consider carefully what elements to include.

Why are minutes necessary?

Minutes are a necessary legal document, but they are also a practical means of conveying information about what action was taken at a meeting. Some common uses of minutes are

- reference material
- board history
- legal review
- orientation

What should minutes include?

While content can vary, based on your individual organization, the basic elements of good minutes include

- name of the organization
- date and time of meeting
- board members in attendance, excused, and absent
- existence of a quorum
- motions made and by whom
- brief account of any debate
- voting results
- names of abstainers and dissenters
- reports and documents introduced
- future action steps
- time meeting ends
- signature of secretary and chair

How much detail is too much (or too little)?

The minutes are not a transcript, nor should they try to be a verbatim account of the meeting. They should be simply a record of the decisions made and the action taken. When there is a debate or discussion to be recorded, only the major points for and against the issue at hand should be included. It is important for members to be able to have meaningful discussions without being concerned about individual liability; therefore, names or direct quotations should not be recorded in relation to the debate.

You do want to provide enough information so that minutes will be a useful resource. Someone looking at the minutes

should be able to understand what decisions were made and the basic reasons why. Skeletal minutes that only include the motions and whether they passed do not provide an adequate record.

What about recording the meeting?

Recording the meeting can be a useful tool for the secretary for long or involved meetings but it should not replace the written minutes. If the secretary uses tapes, the board should have a written policy of how to deal with them after the minutes are written in order to protect board members from legal liability. If tapes are destroyed, a policy should state so.

What are the legal considerations?

Minutes are a legal record of a meeting. They can be used in court if questions of legal liability around a program or policy arise; therefore, they should be an accurate reflection of what occurred at a meeting, and should not raise questions about the legality of actions.

If minutes provide the right information, they can be helpful to during a legal review. Any actions or questions around a specific legal issue should be included, with appropriate detail provided. Issues such as a conflict of interest should be noted along with the action that board member took. Individual board members who disagree with a board action and are concerned about personal liability should have their dissent noted in the minutes.

What happens after the meeting?

After the minutes are written, they should be circulated to the board prior to the next board meeting. Members should then review them for any mistakes or missing information. If minor corrections can be made prior to the next meeting, then approval of the minutes can be part of the consent agenda. Otherwise, corrections should be addressed at the next meeting, and any changes should be voted on. The minutes are then approved, signed by the secretary and the chair, and archived. The archives of minutes should be organized and easy to locate.

References

Meeting, and Exceeding Expectations. Available at www.boardsource.org or by calling 202-349-2500.

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Making Meetings Matter

Oklahoma Center for Nonprofits 405-463-6886 | 918-579-1900

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Meetings Matter

The stage for our action

What makes a meeting not just good, but *the best*?

Meetings are the place where action occurs for our organizations. Yet, without concerted efforts it's easy to waste time and resources, dampen member's enthusiasm and interest, and end up meeting without demonstrable results. Boards

and committees of boards can move closer to efficient and effective meetings that matter as much for the members as for the mission. By planning ahead and focusing on activities before, during and after the meeting, you will produce outcomes that meet expectations for not just a good, but a *great* meeting.

Meetings need to be managed. Board and committee members lose interest if they are not challenged and able to utilize their special skills. Make sure the majority of time is spent on future issues and use graphic displays and dashboards as much as possible.

Agendas

A strong agenda sets the tone

What are you there to discuss?

The purpose of the meeting should be established prior to the meeting in either the agenda, or a "purpose statement" that defines the expected outcomes. Agendas provide the pathway through the conversation and help committee and board members stay on track. "Old" and "new"

business is too open-ended to keep a conversation relevant to the business at hand. An agenda keeps the group from drifting off into side conversations or sinking into unnecessary trivial chatter.

The agenda should stay in line with the committee's charter or the board's strategic plan. Are the items on the agenda

The Best Meetings



1. **Consent Agenda:** proper use of a consent agenda moves dialogue to the more vital issues rather than to the information inherent in the packet. Include reports that have no action and minutes from the last meeting.
2. **Meeting Agenda:** the most important business and strategic issues should be first. No more "old" and "new" business. An agenda moves from financial, to strategic, to operations - in that order.
3. **Dashboard financials and program updates:** provide 1-page or placemat-type dashboards with "at-a-glance" information. The finance committee does the deep dive into the details of multi-page financial reports. Other committees and the board utilize dashboards.
4. **Materials Sent in Advance and Reviewed:** 1 week to 10 days prior to the meeting, the materials for the meeting are distributed to all the members. Members of the committee or board read the materials prior and are prepared for discussion.
5. **Reduce Chatter:** members that read the packet are more cogent. Good facilitation keeps the group from drifting off into "administrivia" - and limits unnecessary trivial chatter.

germane to the mission and key aspirations for the organization?

Before the Meeting

Be prepared

Good conversations and decisions do not happen without guidance. Prepare for meetings by sending out materials well in advance to give committee and board members time to review the items to be discussed. Electronic documents emailed to all members, or software that allows for cloud-based storage makes it easy for members to access the information they need. In distribution emails, include a narrative of what will be discussed that explains the documents that are attached.

Set the room so that the space is prepared. Copies of printed material are ready for members when they arrive, call-in or webinar equipment is set up, and other materials needed for the meeting are ready to go. Changing the layout of the room from time-to-time will also initiate interaction between members, or placing name tags/table tents in different locations so that members sit near people with whom they may not normally interact.

Serious issues merit additional time and purity of focus. Consider additional time for major topics like: fundraising, liability issues, outreach, and board or committee composition.

During the Meeting

Good facilitation

A well-facilitated meeting is a gift to the organization. The committee or board chair person serves as a monitor for the conversation and protector of the agenda. They can reduce unnecessary chatter by reminding the group of the item being discussed, monitor the time in discussion, and balance the conversation by ensuring that everyone has had a chance to speak and the discussion is not dominated by a person or a particular position.

Most committees and boards would do well to adopt an established code of conduct for their meetings. This could be an agreement to follow Roberts Rules of Order which, when followed, ensures balance in the discussion. Other groups may include practices like “talking sticks” or their own created code of conduct: no cacophony tolerated. No personal attacks allowed. Differing opinions respected.

Many committees and boards would do well to encourage healthy conflict. Disagreements hone and improve the raw matter of ideas. Too many organizations shield their conversations from conflict which produces “parking-lot” conversations where the real opinions get expressed – if at all. Differing opinions should be worked out in the board or committee room where the

wisdom of the group can prevail. But, that means getting a little comfortable with the discomfort of disagreement.

Whichever method your group utilizes to guide the fairness in its conversations, it should be used by the chair person at every meeting – all the time. This is the only way to ensure that the conversation is always fair, evenly weighed, and committee and board members gain a sense of trust for the safety of their own ideas in discussion.

After the Meeting

Following up

Without follow-up, meeting decisions easily fall into a void. Keeping good minutes of the meeting will help, which includes the decisions that were made – but not the discussion.

Minutes should be reviewed by the preparer quickly following the meeting and edited by others if relevant. Minutes are approved at the next meeting and are signed by the committee or board chair and stored in a centrally located place for the organization. Minutes are legal documents of the organization.

Between meetings, communicate with committee or board members about items relevant to recent or on-going conversations which keeps members engaged. With these steps, your meetings will move closer to being not just good – but fantastic.

Set the Meeting PACE

Purpose

Communicate the purpose of the meeting. Why is this group assembling and for what outcome? Will there be decisions made, or is it for information and discussion? Having a clearly defined purpose statement for each meeting – even if it is a routine meeting – will ensure that the attendees are prepared and ready to engage.

Agenda

Follow an agenda that has been worked out ahead of time. Or, if crafting an agenda in real time, establish it at the beginning of the meeting and stick with it. Nothing derails a meeting faster than side conversations. If a topic not on the agenda arises, save it until next time.

Conflict and Control

Nothing gets us off track faster than sidwinding down the streets of all our thoughts on topics. Opinions need to be expressed for informed decision-making, but a good facilitator knows when the conversation has steered off of topic, or is cycling around the same arguments. Healthy conflict is good for the organization. Keep control of chatter by staying on topic, limiting times for discussion and debate, and keeping debate balanced by inviting those for, and against, an item to discuss – but only a few times each. Otherwise, debate can be dominated by an individual or group.

Evaluate

Every committee and board would do well to self-evaluate from time to time. Ask committee members simple questions at the end of every meeting, or a couple of times a year: Are you leaving the meeting confident in the overall performance of our organization? Do you feel you had ample opportunity for input? Would you change anything for future meetings?



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