“Welcome to the Board”
Director Familiarization with Bob Harris, CAE

Authority
Nat’l Gov’t - exempt
State Gov’t - nonprofit

Exempt Status
501c3
501c6
Letter of Determination

Governing Document
1. Mission Statement
2. Articles of Incorp.
3. Bylaws
4. Policies

Fiduciary
• Duty of Care
• Duty of Loyalty
• Duty of Obedience

The Partnership
Governance – Board
Management – Staff
+ Consultants, CPA, Legal Counsel

Board Meetings
Minutes
Executive Committee
Consent Agenda
Executive Session

IRS on Good Governance
o Mission Statement
o Conflicts
o Audits
o Document Destruction
o Whistle Blower
o Public Records
o Compensation

Guiding Principles/Code of Conduct
o Integrity
o Team Work
o Accountability
o Honesty
o Transparency
o Innovative

Budget
Approval
Understanding

Committees
Standing
Task Forces
“Quick Action Teams”
Liaisons/Advocates
Keeping Minutes

Protecting the Board
✓ Volunteer Immunity
✓ Indemnification
✓ D & O
✓ Incorporation

Membership Trends
• Economy, Cut Backs
• Relevance
• WIIFM, ROI
• Generational Differences
• Tech Strategies/Usage

Risk Management
Antitrust
Financial Audit
Copyright

Strategic Direction
✓ Goals
✓ Strategies
✓ Tactics
✓ Program of Work

Metrics/Dashboards
% of Membership
Success of Programs
Member Satisfaction
Ratio Savings to Budget
Other

Subsidiaries/Related Orgs
For-Profit/Trust
Foundation
Political Action Committee

A Bit of History-Principles
1776- Right to Petition Gov’t.
1890 – Antitrust Law
1894-Non Remuneration
1913-Tax Code – Exemption
1950-UBIT
1997-Vol Immunity
1997-Public Records
2008- IRS Focus on Good Governance
2011-Closure of 275,000 NP

bob@rchcae.com
nonprofitcenter.com

Welcome to the Board Discussion 10-12
The mission statement should frame an exemption from paying or collecting management. Four board functions:

- **Governance**: Volunteer leaders are responsible for the overall governance of the organization. The board selects the chief executive officer (CEO) and appropriate staff who are responsible for day-to-day operations. Three components:
  - Direction
  - Policies
  - Management

- **Policy & Position Development**: Volunteers develop policies and positions of the organization, as defined in the organization's governing documents. Three components:
  - Policy
  - Position
  - Research

- **Resource & Financial Oversight**: The board is responsible for ensuring adequate resources (funds, facilities, personnel) are available to implement the organization's mission and goals. Three components:
  - Budget
  - Resource allocation
  - Investments

- **Strategic Planning**: Volunteers develop and implement a plan for long-term success. Three components:
  - Planning
  - Execution
  - Evaluation

Organizations are responsible for administration referring to organizations with a religious, charitable, educational, scientific, or literary purpose, or for nonprofit purposes under IRS 501(c)(6) regulations. 'The board governs' is the key to successfully accomplishing the organization's mission and goals for 3 to 5 years. It serves as a foundation to support the long-term stability and growth of the organization.

- **Audit & Audit Committee**: Volunteers review the accuracy of financial data, including the statement of financial position and statement of operations.
- **Treasurer**: Volunteers ensure the organization complies with the terms of any formal agreements or contracts. In addition, the treasurer is responsible for ensuring that the organization complies with the terms of any formal agreements or contracts.
- **Whistleblower**: Volunteers participate in ensuring the independence and transparency of the organization.
- **Document Destruction**: Volunteers are responsible for ensuring that all records are properly stored and destroyed when appropriate. Three components:
  - Records management
  - Confidentiality
  - Data protection

Topics Covered – Ideal for Board Discussion

- Governance-Management Relationship
- Special Terms of Non-Profits
- Board Responsibilities
- Trends and Issues Facing Associations
- Volunteer Immunity and Insurance
- Board Legal Duties
- Board Tools and Common Sense
- Meeting Rules of Order
- Committees and Trends
- Strategic Planning
- Risk and Liabilities
- IRS Policies

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EMAIL bob@rchcae.com for more info on strategic planning, board seminars and staff training