Orientation Should Stress Governance
(12 Messages to Include)
Bob Harris, CAE

While most boards receive an orientation, there is diversity in the content, delivery and frequency.

There is even debate as to whether the process is for new leaders or if the entire board should be included¹.

At one association I noticed that when orientation began the seasoned board members left for the lounge --- leaving the new directors to be briefed by staff. It was a missed opportunity for the seasoned leaders to share their knowledge.

Orientation is not simply a “test drive” or a familiarization tour for new directors. The primary purpose is to share information and discuss governance.

Annual Orientation

Orientation should be conducted annually. An orientation can be held in as little as 90 minutes. Some groups schedule a half day or add team building activities for a day.

In addition to providing information, it doubles as an opportunity to document in meeting minutes that volunteers received the governing documents and were briefed on policies, such as confidentiality, who speaks for the organization, antitrust avoidance, and disclosure of conflicts of interest.

The importance of training is amplified by the IRS query on Form 990 about disclosing conflicts, as well as the FTC opinion that trade associations should have a measure of antitrust avoidance in place. Noting such lessons in the minutes could bolster a defense if a director, staff or the board were under investigation for antitrust violations.

Governance Messaging

Plan the orientation to cover four areas: 1) about the organization, 2) director roles, 3) risk awareness, and 4) strategic direction.

When communicating director responsibilities be sure to include these governance concepts:

1. Directors are trustees responsible for the corporation (not just volunteers at a table.)

¹ Plus committee chairs and future leaders.
2. **Fiduciary duties** do not reference only finances but more importantly the legal principles of care, obedience and loyalty.

3. Directors should be **intimate with the budget and conversant about resources**.

4. The **governing documents are critical to read and understand**: articles of incorporation, bylaws and policies.

5. Volunteer immunity protects the board if they work *within* the governing documents; **D & O** insurance covers the legal defense of the board.

6. The board sets the direction --- staff implements the decisions of the board. Directors are not installed for micromanagement nor “snoopervisory” roles.

7. Directors do not comment on performance of staff; the relationship with employees is through the executive director. Utilize an *organizational chart* to show channels of communication and lines of authority.

8. The board does not do committee work at the board table.

9. Board liaisons attending committee meetings should not usurp the authority of the committee chair; staff liaisons to committees should be positioned as resources, not secretaries.

10. The **mission statement** should frame nearly every discussion.

11. **Board minutes are not a newsletter** for members but rather a document to protect the board.

12. The appropriate place for discourse is inside the boardroom, not in the parking lot after the meeting or through an email campaign initiated by an upset director.

### Conducting Board Training

Orientation should be a skillset of the executive director. If the CEO seeks help in communicating responsibilities, rely on a lawyer, CPA or experienced executive.

In summary, orientation should be conducted annually with the entire board participating. The process imparts knowledge and protects the organization when documented through minutes and policy. Directors must have access to all the governing documents.

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Note: Bob Harris, CAE, provide tips and templates on association governance at [www.nonprofitcenter.com](http://www.nonprofitcenter.com)

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2 Directors and Officers Insurance