



Chapter 4

Board Operations

CHAPTER OUTLINE

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INTRODUCTION

Efficient and effective board operations are a key part of advancing an organization's work. Management consultant Peter Drucker is quoted as saying, "Efficiency is doing things right; effectiveness is doing the right things." Boards should have operational practices in place that align with their stage of development, board culture, and organizational values. The board needs to hold spaces and set up structures that provide oversight for the intentional growth and protection of assets. Strong board operations support board members' abilities to make strategic decisions in response to new opportunities and challenges. Ultimately, through efficient and effective operations, the board can better steward the organization on behalf of the community who entrusted the nonprofit with resources to make a difference.

1. BOARD MEETINGS

Regular board meetings should be scheduled, and notice provided in accordance with your nonprofit's Articles of Incorporation (Articles) or bylaws. Under the Washington Nonprofit Corporation Act, membership corporations are required to hold at least one member meeting per fiscal year. Unless the Articles or bylaws provide otherwise, a nonprofit's board meeting plans need to clearly outline whether board members can participate remotely, in person, or both. A board may conduct meetings using one or more means of remote communication (such as Zoom or other conference call software) through

which all board members may simultaneously participate with each other during the meeting. Also, the timing of urgent matters including new opportunities may not align with your scheduled board meetings, so the board should have procedures set for calling a special meeting if needed.

To allow the work of the board to progress, board members need to understand the importance of having a quorum at every meeting. Your board bylaws should outline the number of board members needed for a quorum, voting requirements, and expectations for adjourning and rescheduling when a quorum is not present. If not included in the nonprofit's bylaws, a quorum is a majority of the board members in office before a meeting starts. Bylaws can provide for a higher quorum requirement, like consensus-based decision-making, but the bylaws cannot allow for a quorum of fewer than one-third of the number of members on the board. Also, a quorum shall not be present at any time during a meeting unless a majority of the members present are at least 18 years of age. (Additional information is available on the [Washington Nonprofit Corporation Act – Board Quorum and Voting Requirements](#) page, RCW 24.03A.565.)

Ideally, every board member participates in meetings. Strong board culture recognizes and values the experiences, perspectives, and contributions of each board member, producing meeting spaces where board members feel respected and heard. To get the most out of your board's valuable meeting time, there are actions to take before, during, and after board meetings.

A. Preparing for board meetings

An important action in preparing for meetings is discussing meeting agendas, structure, and support materials as tools for the board's work. Each board's meeting space will look and feel differently based on the board's culture and organizational values. The board should identify a meeting format and content that facilitates decision-making, learning, and meaningful board experiences for all board members. Another item to address in preparing for meetings is to collaboratively create your board's meeting norms. To help ensure shared understanding, revisiting the meeting norms or expectations occasionally, especially when new board members begin their service, is a good idea.

In crafting a meeting agenda, the board may use a "consent agenda" to expedite routine items like meeting minutes, financials, or committee reports, which saves time during meetings for more strategic discussions. Consent agenda items are typically things discussed at every meeting and are likely non-controversial. If your board uses a consent agenda, make sure all board members understand the consent agenda process including how to deal with any requests to move an item off the consent agenda for further discussion.

Board members need access to materials like the agenda, financial statements (e.g., the balance sheet and income statement), and other support documents in advance of the meeting. Materials should be provided with sufficient time so board members can prepare to engage meaningfully in conversation and make informed decisions at meetings. Talk as a board to determine when you ideally want materials

prepared, and then work with the individuals who prepare the materials to find a process and timing that works for everyone. Whatever your board decides, board members need to know when materials will be available and how to access the materials.



ACTIVITY

Your turn: Think about your board’s most recent meeting agendas as you respond to the following questions. Use the space provided to write down your answers and any action steps.

Ask yourself...

Notes & Next Steps

- Do the agendas reflect the conversations the board needs to have at this time or stage of organizational development?
- How do the agendas balance discussion around the nonprofit’s past, present, and future?
- Do the agendas have a mix of oversight items, strategic work, and bigger picture connection to cause conversations?
- At meetings as the board moves through agendas, is the board checking tasks off or taking action towards meeting specific goals?

B. Holding board meetings

Whether your board meetings are in-person or held online, think about when in the day you are holding the meeting and consider providing space for board members to transition from one portion of their day to the next portion – your nonprofit’s board meeting. Setting timeframes for each agenda item can serve as a helpful guide during meetings, and maintaining flexibility is also important. Allow space for discussion and adjust as needed. If you feel the need to adjust the agenda during a meeting, check in

with board members to make certain priority agenda items are covered and people's time is respected. If an item comes up that is truly off-topic, have a process to note the topic, identify a future date for discussion, and hold the board accountable for following up.

Board members, especially officers, and any staff in attendance should have clear roles and an understanding of what is expected. A great way to engage board members in meetings is to rotate the committee or individuals who lead portions of the agenda, facilitate discussions, or organize activities. You may even invite board members to share counterpoints or ideas of opposition during a discussion to help identify potential challenges or opportunities the board might not otherwise uncover.

Everyone takes in information differently. During board meetings, be sure to provide breaks and thoughtful pauses that allow board members to process the information discussed, ask follow-up questions, and prepare to make decisions in the organization's best interest. Observe during your meetings who is participating the most and the least as well as who may be dominating conversations. Consider why you may be observing these dynamics in your meetings and have discussions to gain clarity on the desired meeting environment you aim to achieve.

Lastly, under the Washington Nonprofit Corporation Act, nonprofits need to keep permanently a copy of the following records:

- Minutes of all board meetings
- A record of all actions taken by the board by unanimous written consent
- A record of all actions taken on behalf of the nonprofit by a board committee

Important note: A written vote by email or other written record can only happen if there is 100% participation of all non-conflicted board members, and every board member affirmatively agrees to the proposed action ([RCW 24.03A.570](#)).

As you wrap up board meetings, confirm that any action items have a board member or committee assigned to take the lead on moving the work forward between the meetings. In preparation for future meetings, your board may choose to create a "check-out" process at the end of each meeting to provide an opportunity to see how people are feeling, recognize strengths, and identify areas of improvement.

C. Following up after board meetings

During board meetings many perspectives may be shared and discussed. After meetings, the board needs to communicate with a unified voice around decisions made and actions taken, which is especially true in times of crisis. The board should think through how big decisions are communicated to those who are affected and the larger community, if needed.

Frequently additional work emerges from meetings and setting an approach for tracking progress between meetings will support the board's overall efforts. An organizational dashboard that tracks key metrics (3 – 5 depending on your nonprofit's size) can help the board assess progress made. Select your

organization’s measures, indicators, and goals, then set time increments to record information and assess progress.



ACTIVITY: CREATING AN ORGANIZATIONAL DASHBOARD

Think about 3 – 5 items that can show your organization’s health and progress towards strategic priorities. Use the spaces below to write down the measure, indicator, and goal for each item identified. The first row provides a sample measure, indicators, and goals. After you complete the activity, you can turn the worksheet into a spreadsheet that includes column(s) for the time period (e.g., week, month, quarter).

Measure	Indicator	Goal/Unit
<i>Sample: Enough support from individual donors for us to meet our budget</i>	<ul style="list-style-type: none"> • <i>Number of donors</i> • <i>Amount of money from donors</i> 	<ul style="list-style-type: none"> • <i>10 new donors per quarter</i> • <i>\$1,000/month from donors</i>

In addition to regularly tracking progress, the board should establish an annual evaluation process to look at the board’s overall effectiveness (more information is available in *Chapter 3. Composition & Development*). Specific to board meetings, the board should assess and discuss whether the level of board member contact is adequate to steward the organization. Think about board contact in terms of attendance and meeting frequency.

You hope every board member can attend every board meeting, and this is not always possible. For board members who may miss a meeting, having a structure in place (outside of the minutes) to convey meeting updates and details is a good idea. For example, pairing board members up as “board buddies” provides each person someone to connect with for updates if a meeting is missed or if additional clarification is needed on something.

2. BOARD COMMITTEES

The board can organize committees as needed to increase capacity, provide more informed decision-making, and better engage individual board members in work aligned with their interests or skills. The Washington Nonprofit Corporation Act states there must be a minimum of two board members on a committee. While people outside of the board may serve on a committee, only board members may serve as voting committee members.

Board committees may have delegated authority from the board to make decisions. Although, there are many things a board committee cannot do including: authorize distributions, change bylaws or Articles, make decisions on who is a board member or board committee member, authorize a substantial change to the organizational structure (such as a merger, selling a substantial amount of assets, dissolution, etc.), or change a board resolution unless allowed by a board resolution.

Each board committee should have a charter that describes the purpose, membership, level of authority, and documentation and communication expectations. Writing down these details allows committee members to understand the structure and function more fully. Reviewing committee charters annually can help ensure alignment with strategic plans and annual goals. Unless stated otherwise, committees should bring decisions and other key information back to the full board for review and final voting (if needed).

The number of committees formed by a board may vary based on current needs and the board’s size. The board may choose to include people outside of the board on committees, though the Executive Committee is usually held for the officers and executive director. The following list outlines several common board committees.

- **Executive Committee:** The officers and executive director consider decisions that need to be made, plan for meetings, and help set the calendar for the board’s work.
- **Finance Committee:** The treasurer, board members, and finance staff develop best practices for accounting and financial management. The finance committee takes responsibility for the annual Form 990 filing and audit (if required or deemed needed) and develops financial policy and direction for the best use of the organization’s finances (which may include drafting the annual budget).
- **Board Development Committee:** Board members and staff coordinate the recruitment, selection, and orientation process for new board members, lead board evaluations, and help develop learning plans to improve the board’s function.

- **Public Policy/Advocacy Committee:** Board members, staff, and community advocates develop initiatives, policies, and strategies for guiding and strengthening the nonprofit's advocacy efforts.
- **Diversity, Equity, Inclusion, and Accessibility Committee:** Board members, staff, and community participants assess current policies, practices, and procedures to improve the overall diversity, equity, inclusion, and accessibility (DEIA) of the organization, as well as help develop learning plans to deepen the board and organization's understanding and practices around DEIA.



Advisory Committees

A board may also decide to set up advisory committees. The Washington Nonprofit Corporation Act states advisory committees do not have delegated authority from the board and cannot make decisions on behalf of the board. Advisory committees make recommendations and provide information to the board or do work not required to be done by the board, such as organizing an event, recruiting volunteers, or developing a program evaluation. Anyone from the community may serve on such a committee unless otherwise stated in the bylaws.

3. BOARD & STAFF RELATIONSHIP

For organizations with staff, operating with clear roles and responsibilities between the board and staff strengthens relationships, minimizes interpersonal conflicts, and focuses everyone on the mission. This relationship may change throughout the nonprofit's lifecycle. For example, when a nonprofit first starts out, the board may have roles that function in a capacity similar to staff. As the organization grows and brings on an executive director, daily management is delegated to the executive director.

The board must understand the difference between board and staff functions. Examining the relationship between the board and staff is important. Assess if there are adequate opportunities for interaction, and whether the interactions help or hinder the work.

Approval of personnel policies that cover job classification, compensation, evaluation, and reporting are approved by the board, and the board makes certain all policies meet local, state, and federal regulations and laws. The board provides staff direction, support, and accountability through plans, policies, review of programs, and volunteering when appropriate. If approached intentionally, receiving advice and feedback from board members can be a valued part of building and maintaining communication and trust amongst staff and board.

The relationship between the board and the executive director is a particularly crucial partnership to understand and nurture. The board hires, supports, supervises, and reviews the executive director. The board should review the executive director annually and invest in their development. Regular and intentional communication between the executive director and board helps to ensure the alignment of

staff and board. The executive director serves as a bridge to the organization's daily management and happenings. In addition, the executive director keeps the board informed on activity progress, opportunities, and challenges. Close connection between the executive director and board, in particular the chair or president, helps everyone maintain the ability to make informed decisions. Also, the board needs to understand the organizational culture the executive director is building and actively partner to build an aligned board culture.



1. Efficient and effective board operations, which include regular board meetings, are a critical component of advancing a nonprofit’s work.
2. Nonprofits must keep a copy of the following records permanently: minutes of all board meetings, all actions taken by the board by unanimous written consent, and all actions taken on behalf of the nonprofit by a board committee.
3. Forming committees can increase board capacity for more well-rounded decision-making and create opportunities for board members to focus work on their areas of interest.
4. For nonprofits with staff, setting clear roles and responsibilities between the board and staff strengthens relationships, reduces interpersonal conflicts, and focuses people on the organization’s mission.



Here are some questions to think about:

- Why are efficient and effective board operations important to your nonprofit? How would you describe efficient and effective operations for your board and organization?
- Think about how your board is organized. How could a change to the way the board is organized enhance the board’s overall efficiency and effectiveness?
- To create more space to think about future opportunities and challenges, how can the board strengthen practices related to meetings and completing functions?

Reflections



Next steps:

- ❑ Explore the National Council of Nonprofits resources on [Effective Board Meetings for Good Governance](#) and [What Makes a Great Meeting?](#) for more tips and practices to try with your board.
- ❑ Review BoardSource’s resource page on [The Board-Staff Partnership](#) that includes guides, tools, templates, and infographics all in support of the board and staff relationship.