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# Governance & Operations Toolkit

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Agenda

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# Governance and Operations Toolkit

## Sample Job Descriptions

Included are sample job descriptions for members of the Board of Directors.

## Roles and Responsibilities

It is important to delineate roles and responsibilities for committees, Board members, and staff. Samples are included here.

## Committee Charter

This tool speaks to the importance of Committee Charters and includes a sample.

## Nomination Process Flow Chart

This flow chart details steps to be considered for a successful nomination process

## Sample Board/ Consent Agenda

A sample Board agenda along with the importance of using the consent agenda.

## Robert's Rules of Order

A two-page overview of the proper use of Robert's Rules of Order.

## Board Vitality Index

Use this tool to begin a discussion amongst the Board of Directors with the intent of improving performance and outcomes.

## Board Self-Evaluation

This sample annual Board member self-evaluation is to be used for improving performance and outcomes year over year by evaluating individual Board member performance.

Association Options, LLC focuses on practical strategic planning (corporate and nonprofit), management assessments, Baldrige Award process implementation, AMC search and evaluation, facilitation and governance modeling. Learn more at [www.AssociationOptions.com](http://www.AssociationOptions.com).

# Sample Job Descriptions

The Board of Directors oversees the activities of an organization and is accountable to its members, stakeholders, and state, local or national organization. It is important for Board members to understand their assigned duties.

A typical Board job description outlines the following:

- Length of Commitment: Term limits
- Time Involvement: Expected time commitment; specifies hours per month and required in-person meetings or commitments
- Key Responsibilities: Expectations of each Board member
- Eligibility: Requirements for serving in the specified position
- Training: Orientation and/or training to be provided for the individual fulfilling the specified position

## Volunteer Job Description

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**Position Title:**                   **PRESIDENT**

**Relationships:**

Reports To:                         Board of Directors  
Staff Support:                     Executive Director  
Internal Contacts:                Board Members, Committees, ABC ORGANIZATION staff, ABC ORGANIZATION Membership  
External Contacts:                General Public, Industry Partners

Length of Commitment:         Term of office is one (1) year (January –December) with a commitment to serve one year the following year as Immediate Past President.

Time Involvement:             Approximately 20 hours monthly/ 3 on site meetings per year /5-8 Board conference calls per year/8-12 Executive Committee calls per year/Weekly Touch base with Executive Office

**Key Responsibilities**

***As a ABC ORGANIZATION Officer:***

1. Serve as a voting member of the Executive Committee and Board and ex-officio, non-voting member of all committees
2. Participate in quality assessment and evaluation of the overall performance of the association management firm.
3. Attend Board and other meetings to include the following:
4. Serve as a role model and as an advocate:
  - a. for ABC ORGANIZATION by being knowledgeable about and supporting the mission, strategic plan, and programs of the organization.
  - b. for the membership at large.
5. Assist the ABC ORGANIZATION Board in:
  - a. developing and executing annual and strategic plans.
  - b. carrying out its legal and fiduciary responsibilities, as needed.
  - c. oversight of the association management functions.
  - d. initiating formal and effective transition of office to incoming officer at the end of term.
  - e. identifying new members or potential volunteers for ABC ORGANIZATION who can help further the mission
  - f. representing ABC ORGANIZATION as appropriate, e.g. serve as a speaker as assigned.
6. Support and promote decisions made by the ABC ORGANIZATION Board.
7. Review and approve nominations for Officers and Members of the ABC ORGANIZATION Board.
8. Participate in a self-assessment and evaluate the overall performance of the ABC ORGANIZATION Board on an annual basis.
9. Prepare in advance for decision-making and policy formation at Board meetings; take responsibility for self-education on the major issues before the Board.

## PRESIDENT

10. Responsibly review and act upon committee recommendations brought to the Board for action.
11. Uphold fiduciary duty to act in the best interest of ABC ORGANIZATION by putting the interests of ABC ORGANIZATION above personal interests.

### **As *PRESIDENT*:**

1. Preside, as chair, over all meetings of the Board of Directors, Executive Committee and meetings of the Association
2. Oversee the governance of the Association and ensure the programs and activities advance the organization's mission, vision and strategic plan.
3. Serve as the key contact between the association management company and the Association by providing support, guidance and direction to and regular communication with the Association Executive Director
4. Oversee preparation of agendas for all meetings of the Board of Directors, the Executive Committee and general meetings of the membership, in collaboration with the Association Executive Director and the Secretary.
5. Ensure that the Association abides by its bylaws and established policies
6. Report to the membership through periodic written correspondence, including the annual report
7. Represent the Association as a speaker, participant or liaison to external associations and organizations, the media and the public at large.
8. Review all communications, reports and proposals prepared by the staff
9. Lead the ABC ORGANIZATION Board in:
  - Developing and executing annual and strategic plans
  - Carrying out its legal and fiduciary responsibilities.
10. Serve as a resource of knowledge and counsel to the Board, committees, other board members and state association leadership.
11. Act as role model and representative of the Association, seeking input from membership at large, responding and reporting accordingly.
12. Initiate formal and effective transition of office to incoming President-Elect at end of term.
13. Appoint committee chairs and vice chairs with the advice of current committee chairs and consent of the Board of Directors.

### **Qualifications/Requirements:**

1. Must be an Active ABC ORGANIZATION member in good standing for at least five (5) years.
2. Must have completed term as President-Elect.
3. Commitment to advance the mission of ABC ORGANIZATION.
4. Ability to make the necessary time commitment.

### **Training:**

- Board Orientation
- Leadership training as appropriate
- Specific task orientation as needed

## Volunteer Job Description

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**Position Title:** President-Elect

**Relationships:**

Reports To: President  
Staff Support: Executive Director  
Internal Contacts: Board Members, Committees, ABC ORGANIZATION staff, ABC ORGANIZATION Membership  
External Contacts: General Public, Industry Partners

**Length of Commitment:** Term of office is one (1) year (January - December) with a commitment to serve two subsequent years as President and Immediate Past President, and may not be elected to a second term.

**Time Involvement:** Approximately 20 hours monthly/ 3 on site meetings per year /5-8 Board conference calls per year/8-12 Executive Committee calls per year/Weekly Touch base with Executive Office

**Key Responsibilities:**

***As a ABC ORGANIZATION Officer:***

1. Serve as a voting member of the Executive Committee and Board.
2. Participate in quality assessment and evaluation of the overall performance of the association management firm.
3. Attend Board and other meetings to include the following:
4. Serve as a role model and as an advocate:
  - a. for ABC ORGANIZATION by being knowledgeable about and supporting the mission, strategic plan, and programs of the organization.
  - b. for the membership at large.
5. Assist the ABC ORGANIZATION Board in:
  - a. developing and executing annual and strategic plans.
  - b. carrying out its legal and fiduciary responsibilities, as needed.
  - c. oversight of the association management functions.
  - d. initiating formal and effective transition of office to incoming officer at the end of term.
  - e. identifying new members or potential volunteers for ABC ORGANIZATION who can help further the mission
  - f. representing ABC ORGANIZATION as appropriate, e.g. serve as a speaker as assigned.
6. Support and promote decisions made by the ABC ORGANIZATION Board.
7. Review and approve nominations for Officers and Members of the ABC ORGANIZATION Board.
8. Participate in a self-assessment and evaluate the overall performance of the ABC ORGANIZATION Board on an annual basis.
9. Prepare in advance for decision-making and policy formation at Board meetings; take responsibility for self-education on the major issues before the Board.

## PRESIDENT-ELECT

10. Responsibly review and act upon committee recommendations brought to the Board for action.
11. Uphold fiduciary duty to act in the best interest of ABC ORGANIZATION by putting the interests of ABC ORGANIZATION above personal interests.

### ***As President Elect:***

1. In the absence of, or because of the incapacity of the President, perform the duties and assume the responsibilities and authority of the President.
2. Serve as an ad hoc member of the Conference Committee.
3. Serve as the Editor of *Synergy*
4. Learn the duties and function of the President.
5. Prior to taking office as President,
  - a. appoint members of ABC ORGANIZATION, in conjunction with the Committee Chairman, to serve on the Committees, according to the roles and responsibilities of the committee.
  - b. appoint a non-voting, non-ABC ORGANIZATION public member to serve in an advisory role on the Board of Directors.

### **Qualifications/Requirements:**

1. Active ABC ORGANIZATION member in good standing for at least five (5) years.
2. Must have completed term as Secretary-Treasurer
3. Commitment to advance the mission of ABC ORGANIZATION.
4. Ability to make the necessary time commitment.

### **Training:**

- Board Orientation
- Leadership training as appropriate
- Specific task orientation as needed

## Volunteer Job Description

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**Position Title:** Secretary-Treasurer

**Relationships:**

Reports To: President  
Staff Support: Executive Director  
Internal Contacts: Board Members, Committees, ABC ORGANIZATION staff, ABC ORGANIZATION Membership  
External Contacts: General Public, Industry Partners

**Length of Commitment:** Term of office is one (1) year (January - December)

**Time Involvement:** Approximately 20 hours monthly/ 3 on site meetings per year /5-8 Board conference calls per year/8-12 Executive Committee calls per year/Quarterly Audit & Finance Committee calls

**Key Responsibilities**

***As a ABC ORGANIZATION Officer:***

1. Serve as a voting member of the Executive Committee and Board.
2. Participate in quality assessment and evaluation of the overall performance of the association management firm.
3. Attend Board and other meetings to include the following:
4. Serve as a role model and as an advocate
  - a. for ABC ORGANIZATION by being knowledgeable about and supporting the mission, strategic plan, and programs of the organization.
  - b. for the membership at large.
5. Assist the ABC ORGANIZATION Board in:
  - a. developing and executing annual and strategic plans.
  - b. carrying out its legal and fiduciary responsibilities, as needed.
  - c. oversight of the association management functions.
  - d. Initiating formal and effective transition of office to incoming officer at the end of term.
  - e. identifying new members or potential volunteers for ABC ORGANIZATION who can help further the mission
  - f. representing ABC ORGANIZATION as appropriate, e.g. serve as a speaker as assigned.
6. Support and promote decisions made by the ABC ORGANIZATION Board.
7. Review and approve nominations for Officers and Members of the ABC ORGANIZATION Board.
8. Participate in a self-assessment and evaluation of the overall performance of the ABC ORGANIZATION Board on an annual basis.
9. Prepare in advance for decision-making and policy formation at Board meetings; take responsibility for self-education on the major issues before the Board.
10. Responsibly review and act upon committee recommendations brought to the Board for action.
11. Uphold fiduciary duty to act in the best interest of ABC ORGANIZATION by putting the interests of ABC ORGANIZATION above personal interests.



## SECRETARY-TREASURER

### ***As Secretary-Treasurer:***

1. Oversee maintaining of meeting minutes with ABC ORGANIZATION staff and assures the national office maintains all approved copies of the minutes and all attachments or necessary supporting documentation; includes review of draft minutes prior to Board distribution.
2. Serves as Parliamentarian at the Board, Executive, Annual Membership, State Leadership, Board Orientation and Strategic Planning meetings.
3. Oversee the Association's financial resources and ensure compliance with the Board's financial policies, the Mission statement, and the Strategic Plan.
4. Submit a year-to-date financial report at each Board meeting (face to face) and at the ABC ORGANIZATION Annual Business Meeting. (Fiscal year is January to December.)
5. Develop and present an annual budget for the Association in conjunction with the Executive Committee, the ABC ORGANIZATION Committee Chairs, and the Executive Director.
6. Oversee the investment program of the monetary assets of the Association and ensure that adequate internal controls are in place to prevent the misappropriation of funds and to ensure the organization's continued viability.

### **Qualifications:**

1. Active ABC ORGANIZATION member in good standing for at least five years.
2. Must have previous experience as a ABC ORGANIZATION Committee Chair or Vice Chair or ABC ORGANIZATION Board member.
3. Commitment to advance the mission of ABC ORGANIZATION.
4. Ability to make the necessary time commitment.

### **Training:**

- Board Orientation
- Leadership training as appropriate
- Finance Orientation
- Specific task orientation related to Association documents (bylaws, policies & procedures, etc.)

## Volunteer Job Description

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**Position Title:** Director at Large

**Length of Commitment:** Term of office is three years (January – December). May not be re-elected for a consecutive term as a Director at Large.

**Time Involvement:** Approximately 15 hours monthly/ 3- on site ABC ORGANIZATION Board meetings per year/5-8 conference calls per year/2-4 State Association meetings per year

### **Key Responsibilities:**

#### ***As a ABC ORGANIZATION Board member:***

1. Attend in person Board meetings to include the following:
  - a. January Board meeting
  - b. Spring Board meeting (April/May)
  - c. Fall Board meeting (held in conjunction with the Educational Conference and Exhibition)
2. Attend additional in person meetings to include:
  - a. State Leadership Conference (held in conjunction with winter or spring board meeting)
  - a. ABC ORGANIZATION Educational Conference and Exhibition
3. Serve as a role model and as an advocate:
  - a. for ABC ORGANIZATION by being knowledgeable about and supporting the mission and programs of the organization.
  - b. for the membership at large.
4. Assist the ABC ORGANIZATION Board in:
  - a. developing and executing annual and strategic plans.
  - b. carrying out its legal and fiduciary responsibilities, as needed.
  - c. oversight of the association management functions.
  - d. initiating formal and effective transition of office to incoming director at the end of term.
  - e. identifying new members or potential volunteers for ABC ORGANIZATION who can help further the mission
  - f. representing ABC ORGANIZATION as appropriate, e.g. serve as a speaker as assigned.
5. Support and promote decisions made by the ABC ORGANIZATION Board.
6. Review and approve the slate of nominees for Officers and Directors for ABC ORGANIZATION Board based on recommendation by the Nominating Committee.
7. Participate in a self assessment and evaluate the overall performance of the ABC ORGANIZATION Board on an annual basis.
8. Prepare in advance for decision-making and policy formation at Board meetings; take responsibility for self-education on the major issues before the Board.
9. Responsibly review and act upon committee recommendations brought to the Board for action.
10. Uphold fiduciary duty to act in the best interest of ABC ORGANIZATION by putting the interests of ABC ORGANIZATION above personal interests.
11. Participate in annual quality assessment and evaluation of the overall performance of the management firm.

## DIRECTOR AT LARGE

### ***As a Director at Large:***

1. Serve as a liaison between the Board of Directors and state associations (4-5) as assigned to include the following responsibilities:
  - a. Enhance ongoing communication to and from the Board of Directors
  - b. Enhance support to state leaders and their state associations, act as a resource, and be available to assist members with conflicts or concerns at the state or local level.
  - c. Assist in orienting state leadership regarding their responsibilities to ABC ORGANIZATION.
  - d. Assist state leadership in fulfilling their responsibilities to ABC ORGANIZATION.
  - e. Encourage and motivate members to become active at the State and National levels.
  - f. Attend state association meetings as assigned to foster cohesiveness and promote the association (2-4 per year).
  
2. Directors may be appointed by the President to the Audit and Finance Committee, Ethics Committee and/or Nominating Committee.

### **Eligibility:**

1. Must be an active ABC ORGANIZATION member in good standing for the past five years;
2. Must have demonstrated experience on a ABC ORGANIZATION committee or state association board within the past five years;
3. Commitment to advance the mission of ABC ORGANIZATION.
4. Ability to make the necessary time commitment.

### **Training:**

- Board Orientation
- Leadership training as appropriate
- Specific task orientation as needed

# Roles and Responsibilities

Roles and responsibilities documents specify the decision-making authorities of Board Officers, Board members, Committees and staff. They often detail in which areas each group of volunteers has the authority to make decisions and in what areas they make recommendations, provide input and monitor.

Following are guidelines for distinguishing between the role of the President and the role of Board members as well as sample roles and responsibilities document. These documents are not intended to be all encompassing and should be updated to reflect the specific needs of your organization.

# Distinguishing the Role of a Director from the President

| Responsibilities of the Board  | Directors' Roles   | President's Role  |
|--|--|---|
| <p><b>1. Determine and Advance the Organization's Mission and Purposes</b></p> <p>A mission statement should <b>articulate the organization's purpose for existence</b> and the stakeholders it serves. It is the <b>board's responsibility to create the mission statement</b> and review it periodically for validity.</p>   | <p>A director's role is to <b>understand the mission and to articulate it</b>. The mission should serve as a framework and a guiding "light" for board meeting discussions.</p>  | <p>The <b>president's role is to ensure the mission is advanced</b>. The mission should influence every activity, discussion and assignment of capital (human and monetary). The president will reference it often, including it in messages and on agendas, so that others realize its importance to the organization and the community served.</p>                          |
| <p><b>2. Select the Executive Director<sup>1</sup></b></p> <p>Boards must <b>reach consensus on the need for and job description of the executive director or AMC</b>. The board undertakes a careful search process to find the most qualified individual for the position.</p>   | <p>If the executive director's position should become vacant, it will be a <b>board responsibility to search for (or find appropriate outside resources) and fill the position</b>. Directors may be asked to serve on a search committee; with the board having final say in the selection process.</p>   | <p>The <b>president's concern is to fill the position promptly</b>. The selection process must be thorough and fair. The president will appoint a committee and to oversee the process, which can impact the association's success or failure for many years.</p>   |
| <p><b>3. Support the Executive Director and Assess Performance in the Organization</b></p> <p>The <b>board should ensure that the chief staff executive (CSE) has the support needed to further the organization's goals</b>. The executive director, in partnership with the entire board, should decide how and when performance evaluations are conducted. Other performance measures may include managing the budget, evaluating the board, providing strategic input and agreeing on metrics.</p> | <p>A group of board members, or the whole board, may be asked to evaluate performance of the executive director. A prescribed form to measure the duties will be provided. While the process can take various forms or meetings, it is important to maintain the confidentiality about personnel issues. Consultation with a human resources professional or legal counsel is advised.</p> | <p>The <b>board president is ultimately responsible for assessing the CSE's performance</b>, and most often selects a subgroup of the board to assess performance. The president will ensure the integrity and confidentiality of the process and lead the conversation about findings and improvements with the development of an action plan for improvement as needed.</p> |

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<sup>1</sup>The term refers to the chief staff executives, often titled Executive Director, Executive Vice President, or Administrator.

| Responsibilities of the Board   | Directors' Roles  | President's Role  |
|---|---|---|
| <p><b>4. Conduct Organizational Planning</b></p> <p>As stewards of an organization, <b>boards must actively participate with the staff in an overall planning process and assist in implementing the organizations goals.</b></p>   | <p>The <b>board is responsible for setting a direction for the organization</b>, often for three to five years --- in the form of a <i>strategic plan</i>. Directors will be asked to attend a retreat at the time the plan needs review or development. Directors should be familiar with the elements of the plan and be able to articulate the goals or priorities.</p>  | <p>The <b>president, with the help of the executive officer, ensures that the planning process is organized to achieve the desired results.</b> The president will help to determine who should be included in the planning meeting (a.k.a. retreat), for example the entire board, committee chairs, staff, etc., when and where it will occur, and if a facilitator will be needed.</p>   |
| <p><b>5. Build and Maintain Resources</b></p> <p>One of the <b>board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.</b> The board should work in partnership with the chief staff executive to assist in developing the annual budget and ensure that proper financial controls are in place. This is important in order to remain accountable to members.</p> | <p><b>Directors have access to information to determine if the organization has adequate resources.</b> Resources can take many forms, for instance workforce (staff, consultants, volunteers, committees), finances (revenue, savings), technology (hardware and software.) By comparing the plan of work described in a strategic plan, directors should consider the available resources or what resources may be spent if new projects are undertaken. Resources can also take the form of committees, of which directors may be asked to chair, serve or be a liaison.</p> | <p>The president has <b>overall responsibility for understanding and safeguarding the organizations resources.</b> Working with the CSE, executive officers – especially the treasurer – he or she should be fully aware of all resources. Because the resources were most likely generated by the members (i.e. dues, conference attendance, store purchases, etc.), there are expectations that they will be safeguarded and used to benefit the members through programs and services.</p> |
| <p><b>6. Resource Management</b></p> <p>The board, in order to remain accountable to its donors and the public, and to safeguard its tax-exempt status, <b>must assist in developing the annual budget and ensuring that proper financial controls are in place.</b></p>  | <p><b>Directors monitor the organization's resources.</b> A director should readily ask questions about resources to fully understand their extent and the mechanisms in place to protect them. For example, is a budget adopted and reported upon? Does an independent financial audit occur? Do we understand the financial health of the organization?</p>   | <p>While <b>the president</b> may rely on consultants (legal, accounting, insurance) and committees, in the end he or she <b>is responsible for the organization.</b> An understanding of safeguards such as insurance, audits, copyrights, and filing requirements is important to verify that resources are managed.</p>  |

| Responsibilities of the Board   | Directors' Roles  | President's Role  |
|---|---|---|
| <p><b>7. Determine, Monitor and Strengthen Programs and Services</b></p> <p>The board's role in this area is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness.</p>  | <p><b>Development and delivery of programs and services</b> is a board oversight responsibility. While most of the work will be done by committees, directors may help by identifying the needs of members and how programs can benefit the needs.</p>  | <p>The president ensures that the mission is carried out and embedded throughout programs and services. While not a direct responsibility to develop or oversee programs, it is vital to affirm that existing and new programs add value and support the mission statement.</p>   |
| <p><b>8. Promote the Organization</b></p> <p>An organization's primary link to the community (constituents, public and media) is the board. Clearly articulating the organization's mission, accomplishments and goals to the public, and garnering support from important community members, are important elements of a comprehensive public relations strategy.</p>  | <p><b>Directors are representatives of the organization.</b> It is expected that every director can articulate the purpose and positions of the association. Directors must follow established lines of communication and be careful not to assume the president's role as the official spokesperson. A short description of the organization is referred to as an elevator speech.</p> | <p><b>The president is the official spokesperson for the organization.</b> The responsibility can be delegated for specific instances (i.e. testimony or interviews). The public perception is that the president is always representing the association; be careful not to confuse personal opinion with official positions and duties. A communication crisis plan and training is critical to develop when emergency issues arise.</p> |
| <p><b>9. Ensure Legal and Ethical Integrity and Maintain Accountability</b></p> <p>The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. Solid personnel policies, grievance procedures and a clear delegation to the executive officer of hiring and managing employees help ensure proper decorum. The board must establish pertinent policies and adhere to provisions of the organization's bylaws and articles of incorporation</p> | <p>Directors are expected to uphold all applicable laws and comply with the governing documents. It is structure – such as policies and procedures - that sustains the organization through the succession of boards. A director should study the documents and promote compliance.</p>   | <p>The president must understand all applicable laws and governing documents. Enforcement of policies may be a requirement of the president, for instance ensuring that directors disclose any conflicts of interest or avoid violating antitrust/competition laws.</p>   |

| Responsibilities of the Board   | Directors' Roles   | President's Role  |
|---|--|---|
| <p><b>10. Recruit and Orient New Board Members; Assess Board Performance</b></p> <p>All boards have a responsibility to sustain themselves by identifying new leaders through a search and nominating process. The composition of the board should reflect the membership and be balanced in skills. Boards must orient new board members to their responsibilities and the organization's history, needs and challenges. By evaluating their performance, boards can recognize their strengths and weaknesses.</p> | <p>Having a full complement of board members is essential to a successful organization. It is expected that current board members will know other members who may have an interest in leadership roles. Nearly every leader's path starts with a director asking, "Would you be interested in a leadership role in the organization?"</p> <p>It is important that the needed skills are present on the board via a skills inventory done by the CSE. Job descriptions are then developed to match the needed skill to a new volunteer.</p> | <p>The president will appoint a nominating committee that has responsibility for identifying board members. He or she may have authority in the bylaws to appoint committees. There should be processes in place to determine the qualifications for board service and to assess strengths and weaknesses of the board. It is essential to focus on sustainability and the competency of future boards.</p> <p>The president will review the CSE's skills inventory report and work cooperatively with the nominating committee in ensuring a full board complement bringing ample talents to tackle the challenges of the association.</p> |

Notes



# Sample Roles and Responsibilities

## President

### Makes Decisions

1. Agenda for Board & Executive Committee meetings
2. Committee member, Chair and Vice Chair appointments and monitors performance
3. Establishes meeting calendar for the year
4. Responds to routine structural & operational inquiries
5. Reviews and determines appropriateness of contractual agreements
6. Requests for budget variances that will not cause a change to the overall budget program amount after seeking appropriate counsel

### Makes Recommendations

1. Initiates directives for meeting structure
2. Initiatives for specific functions of the Executive Committee and Board
3. Action on issues and/or inquiries
4. Operational and organizational activities with ABC ORGANIZATION Executive Director
5. Representatives to allied organizations and strategic alliances
6. Regarding outcomes of performance monitoring

### Provides Input

1. Contributes to all Executive Committee, Board and committee meetings
2. Meeting locations and agendas (ie. Board, Exec. Committee and Committees)
3. Strategic initiatives and organizational functions
4. Into structure, bylaws and policy changes

### Monitors

1. In cooperation with the ABC ORGANIZATION Executive Director, all operational and organizational functions
2. Activities associated with committees and committee leadership
3. Strategic alliance activities
4. Monitors and provides feedback on performance of Board members and Committee Chairs

## **Executive Committee**

### **Makes Decisions**

The Executive Committee may act on behalf of the Board of Directors in the intervals between Board meetings. In practice, however, the Executive Committee usually is restricted in its scope to act only to the extent that it knows how the Board of Directors would act on any given topic. If the Executive Committee does not know how the Board would act or if it is unsure, then the matter under consideration would be deferred to the Board of Directors. In unusual cases, usually due to the timeliness of decisions, the Executive Committee may act on a matter when the Board's position is not clear. The Executive Committee also functions as the "personnel committee" of the Board of Directors, performing the annual performance review of the Executive Director, based on the input of the Board of Directors.

### **Makes Recommendations**

1. Annual Goals (Plan of Work) (Board of Directors)
2. Annual budget for management fees and staff time budgets (Board of Directors)
3. Management company and General Counsel contracts (Board of Directors)

### **Provides Input**

1. Counsel to Executive Director on management of Association
2. Alliances with other organizations
3. Counsel to the President

### **Monitors**

1. Board of Director's positions on issues
2. Execution of annual Plan of Work
3. Execution of Strategic Plan
4. Performance of Executive Director
5. Performance of General Counsel

Note: Please check your association's bylaws to determine the powers and authority of the Executive Committee as it may vary greatly. In addition, always refer to your state's statutes regarding the governing body's definition and minimum levels of authority.

## **Board of Directors**

### **Makes Decisions**

1. Annual Budget
2. Locations of Conferences
3. Conference registration pricing
4. Membership categories and dues
5. Policies and bylaws
6. Executive Director/Management
7. New program or service initiatives
8. Financial institution
9. Annual Goals (Plan of Work)
10. Mission statement, Vision statement, Strategic Plan
11. General Counsel
12. Auditor selection
13. Investment manager(s) selection
14. Establish boundaries for committees, task forces, councils, staff, etc.
15. Position statements
16. Research questionnaires and reports
17. Committee Chair and member appointments
18. Committee Recommendations to Board
19. Conference fees and sponsorship rates

### **Makes Recommendations**

1. To Committees their role in carrying out the Strategic Plan.

### **Provides Input**

1. Counsel to President

### **Monitors**

1. Financial performance
2. Member needs
3. Conference attendee and sponsor satisfaction
4. Association industry trends
5. Travel and industry trends
6. Relationships with state associations
7. Performance of all contracted services (i.e. staff, legal)
8. Industry needs

9. Performance of Board members
10. Executive Director performance review
11. Committees' compliance with policies

## **Committees**

### **Makes Decisions**

1. Determines work plan and groups to accomplish committee's goals

### **Makes Recommendations**

1. The committee will provide professional content expertise when the opportunity arises
2. To the Board regarding projects that will help ABC Organization accomplish its strategic plan.
3. To the Board re: changes in ABC Organization policies.

### **Provides Input**

1. On items that should be considered for the annual budget, including anticipated significant expenses for work group activities.
2. To other committees if appropriate when there are opportunities to work together.

### **Monitors**

1. Industry trends
2. Committee's compliance with ABC Organization policies.
3. Budgeted Expenses to ensure that budgeted dollars are not exceeded.

Note: Committees are designed to do the work directed by the Board and not the other way around. If committees are not provided a scope of work by the Board, then there may be conflicting goals that are not in line with the association's strategic plan.

## Committee Charter

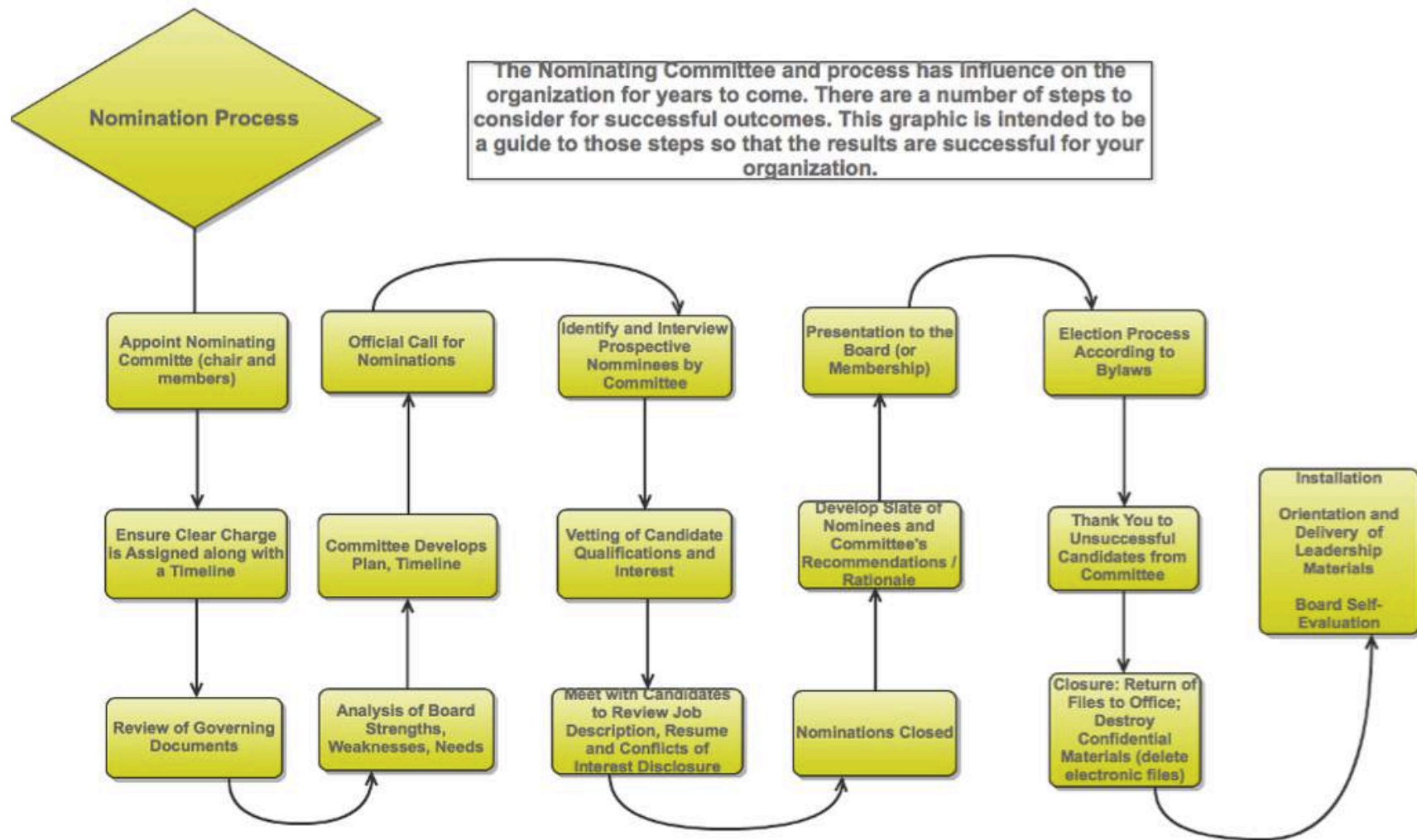
The Board of Directors is responsible for setting the direction of the organization and carrying out the mission. Committees report to the Board and the Board should charge each committee with its annual goals or objectives. Each committee can then determine how best to carry out their specific charge but should report to the Board quarterly on progress as well as request specific budget or resource needs annually.

Below is a sample committee charter that details the committee’s annual charge and goals, the committee roster, committee composition and term limits, expected time commitment, appointment or selection process, requirements for serving on the committee and the Roles and Responsibilities as detailed in the previous section of this toolkit.

|   | <b>[Committee Name]</b>  |
|---|--|
| <b>Committee Charge</b>                 | [Committee Charge. I.e. Conference Committee might be “Determine the educational content of the Annual Conference based upon member/attendee needs and industry technologies and trends.”]   |
| <b>Committee Goals/Responsibilities</b> | [List goals specific to strategic plan and any additional responsibilities]  |
| <b>Committee Members</b>                | [List all members]   |
| <b>Committee Composition</b>            | [Detail committee composition]   |
| <b>Term Limit</b>                       | [Enter term period (i.e. January 1 – December 31), term length (# of years), ability to be reappointed]  |
| <b>Expected Commitment</b>              | [Outline expected number of meetings including conference calls and any anticipated travel. Should also include any financial commitment required for travel]  |
| <b>Selection/ Appointment</b>           | [Specify how members are appointed or selected to committee. Typically appointed by the President with input from the current committee chair and approval by the Board]   |
| <b>Committee Requirements</b>           | <p><b>Committee Members:</b></p> <ol style="list-style-type: none"> <li>1. Express desire to serve</li> <li>2. Must be able to carry out the work of the committee.</li> <li>3. Desire to advance the mission and Goals of ABC Organization.</li> <li>4. Active in the [XYZ] profession.</li> <li>5. Ability to work well with others.</li> <li>6. Ability to make the necessary time commitment.</li> <li>7. ABC Organization member in good standing.</li> </ol> |

|                               |  |
|-------------------------------|--|
|                               | 8. Ability to attend the Annual Conference<br>9. Ability to attend and actively participate in conference calls<br>10. [Others?]   |
| <b>Roles and Authorities</b>  | <p><b><u>Makes Decisions (Sample from a conference committee)</u></b></p> <ol style="list-style-type: none"> <li>1. Conference Title/Theme</li> <li>2. Conference Content</li> <li>3. Concurrent Session Speakers</li> </ol> <p><b><u>Makes Recommendations (to the Board)</u></b></p> <ol style="list-style-type: none"> <li>1. Conference Keynote Speakers</li> <li>2. Conference Social Events</li> <li>3. Conference Schedule</li> <li>4. Conference Hospitality (Opening Ceremony)</li> <li>5. Conference Committee members in conjunction with the current President</li> </ol> <p><b><u>Provides Input</u></b></p> <ol style="list-style-type: none"> <li>1. Conference Pricing</li> <li>2. Conference Attendee Promotion</li> <li>3. Overall Sponsorship Plan</li> <li>4. Conference Exhibitor Plan</li> <li>5. Conference Registration</li> <li>6. Conference Budget</li> </ol> <p><b><u>Monitors</u></b></p> <ol style="list-style-type: none"> <li>1. Conference Attendee Satisfaction</li> <li>2. Board of Directors Satisfaction</li> <li>3. Speaker Satisfaction</li> <li>4. Exhibitor/Sponsor Satisfaction</li> </ol> |
| <b>Staff Liaison(s)</b>       | [List staff contacts along with email and phone, if applicable]  |
| <b>Staff Responsibilities</b> | [List how staff will support the committee to set expectations immediately]  |

# Nomination Process Flow Chart





# Board/Consent Agenda

The consent agenda is a tool to streamline meetings by collecting routine, non-controversial items into a group whereby all are passed with a single motion and vote. This method has grown in popularity. It can shave minutes or even hours off of a board meeting.

The use of technology to collect and distribute reports prior to a meeting further encourages the use of the consent agenda concept. It may be a cultural change for the board and may require some adaptation to effectively use the concept.

The presiding officer (typically President) announces the items on the consent agenda, asks if any item should be removed, and then upon a motion and second, states the consent agenda adopted unless there's objection. Commonly, no debate is permitted on any item included in it. (In some organizations, the motion for adoption must receive unanimous approval.)

Any director can have an item removed from the consent agenda for separate consideration. The remainder of the consent agenda can be voted on, omitting the challenged items.

## Policy to Use Consent Agenda

The President, in consultation with the board of directors, may place items on the consent agenda, for example committee, chapter and staff reports. This requires that all reports be submitted in writing in advance to the official board meeting (recommend 7 business days minimum).

By using a consent agenda, the board agrees to the consideration of these items as a group under one motion.

Consent items are those which usually do not require discussion or explanation prior to board action, are non-controversial and/or similar in content, or are those items which have already been discussed and/or explained and do not require further discussion or explanation. Such agenda items might include ministerial tasks such as, but not limited to, the approval of the agenda, approval of previous minutes, approval of bills, approval of reports, etc. These items might also include similar groups of

decisions such as, but not limited to, approval of staff contracts, approval of minutes, finances and reports.

An individual director for consideration may remove items from the consent agenda by a timely request of the chairman. A request is timely if made prior to the vote on the consent agenda. The request does not require a second or a vote by the board. An item removed from the consent agenda will then be discussed and acted on separately immediately following the consideration of the consent agenda.

### Sample Consent Agenda

#### Board Meeting Agenda June 30, 2015

|                 |   |   |
|-----------------|---|---|
| 8:00 – 8:05 am  | Call to Order, Welcome, Announcements   | President   |
| 8:05 – 8:10 am  | Disclosure of Conflicts (Discussion)  | President   |
| 8:10 – 8:15 am  | Approval of Minutes (Action)  | Secretary   |
| 8:15 – 8:30 am  | Financial Report (Information)  | Treasurer   |
| 8:30 – 8:45 am  | Approval of Consent Agenda (Action) <ul style="list-style-type: none"><li>• Committee Reports without actions</li><li>• Updates from national association</li></ul>   | President   |
| 8:45 – 9:45 am  | Strategic Goals <ul style="list-style-type: none"><li>• Advocacy (Information)</li><li>• Membership (Action)</li><li>• Education and Training (Discussion)</li><li>• Communications (Information)</li></ul> | GR Chairman<br>Membership Chairman<br>Education Chairman<br>PR Chairman |
| 9:45 – 9:50 am  | Old Business  | President   |
| 9:50 – 10:00 am | New Business  | President   |
| 10:00 am        | Adjournment (Action)  | President   |

**Mission Statement: To protect and advance the industry for the benefit of...**

## Tips for an Effective Board Agenda

- Start and end on time; list expected discussion length for each item on the agenda and manage time accordingly
- Identify person responsible for each Board agenda item by position, not name
- Review the agenda at the start of the meeting and identify any potential conflicts of interest
- Bundle routine items under the consent agenda
- Place action items at the beginning of the meeting while Board members are still “fresh”
- The majority of the agenda should be linked to the organization’s strategic goals
- Follow Robert’s Rules of Order
- Ensure a focus on strategic goals and objectives by setting aside time on each agenda to discuss progress towards goals (not only does it ensure the Board remains focused on its strategic plan, but it makes governance participation more attractive to newer generations of dentists!)

# Robert's Rules of Order



# GUIDE TO Meeting Rules of Order

The importance of maintaining order and advancing the issues of the meeting benefit greatly from relying on Rules of Order.

## Running a Board Meeting

**Agenda** – Have an agenda and know how to make motions

**Address the President** – Obtain the floor by standing and addressing the President (Mr. President or Madam President – member who addresses the President first gets the floor)

**Motions** – Make a motion before debating an issue (President has the option to call to question if a motion is not made) “I move...”, wait for a second and then start the debate with a final vote to close the motion. If there is no second, then there is no motion on the floor to debate. The meeting moves forward

## Which Motion to Make?

**Main Motion** – First motion on an issue and is debatable/open for discussion (i.e. motion to... accept, reject, adjourn, schedule next meeting, amend, ratify, repeal)

**Attached Motions** – These are attached to a main motion, are debatable, and open for discussion (i.e. motion to... table the motion, previous question, limit/extend debate, delay, amend, table indefinitely)

**Incidental Motions** – These are motions that come up during the course of a meeting and are not debatable (i.e. motion to...suspend rules, parliamentary inquiry, opening/closing voting, etc.)

**Special Motions** – These take precedence above all motions and are not debatable (i.e. motion for...adjournment, recess, call for orders, etc.)

## Debate During a Board Meeting (after a motion is made and seconded)

**Respect** – Be respectful and speak when it is your turn and address issues by not naming the person but addressing the point of the “person who made the last remark”

**Speak** – Do not speak more than two times (give others a chance to speak)

**Close** – President should be vigilant to determine if a debate is closed. If yes, the President should ask, “Is the Board ready for the question?”. If debate continues, the President should ask again. If the Board is ready for the question, the motion is made as is or amended. It is then open for discussion again

**No Debate** – After two votes and two discussions, debate is closed for any other voting unless the Board approves consent

## How do I Vote?

**“Putting the Question”** – If discussion is closed or you have a motion that is not debatable, then the chair can “put the question” or ask for a vote

**“Call to Question”** – This is different from “putting the question”. A call to question is to ask for a stoppage on the debate and look for an immediate vote. Two-thirds of the Board present must vote to stop the debate or discussion and then formally vote on the motion before them. This is rarely used to shut down those trying to prolong a discussion. The call to question is not debatable and must be voted upon immediately. If the call to question fails, debate or discussion can continue

**Voting Yay or Nay** – Each member of the Board will be asked to vote either Yay (yes) or Nay (no)

**Voting by Paper Ballot** – Paper ballot is typically used to vote privately on sensitive issues

**Acknowledging the Vote** – The President will determine if the motion passes (dependent upon majority or 2/3 vote) and let the Board know what passed at the same time restating the motion

**Proxy Voting** – Proxy voting is the practice of assigning your vote to a Board member’s selected proxy if they are not able to attend the Board meeting. This practice is not common and typically explained in your bylaws

## How do I Vote? continued

**Invalid Votes** – If a motion and a second is made with deliberation and an affirmative vote is received by a simple majority or as stated by the bylaws and conflicts with the state or federal statutes, legal or other guiding documents (articles of incorporation, bylaws, etc.) of the organization, then the vote is considered invalid

**Two-thirds Vote** – Required only to adopt any motion that takes away a rule of order or modifies one previously adopted (i.e. amending, rescinding, suspending, limiting debate, increasing the length of the meeting, removing an officer, etc.)

## How do Committees Fit In?

**Duties** – The Board defines committee duties

**Limits** – Committees are appointed to accomplish a scope of work as set by the Board. Time limits can be assigned or committees can be “standing” committees with an indefinite time frame

**Appointments** – The President appoints/re-appoints committees

**Robert’s Rules of Order** – Parliamentary procedure applies to committees but less formal (consult Robert’s Rules of Order)

**Quorum** – The committee can only act when a quorum is present

**Recommendations** – The committee provides recommendations that were approved by the majority of the committee to the Board, which may or may not be approved/adopted

**Reporting** – If called on by the President, the committee chair is then allowed to provide their report

**Voting to Accept the Report** – If the Board votes to accept the report of the committee, they are legally adopting the report and all of its elements. If the report is only as a point of information, then the report should NOT be adopted

## Minutes of a Meeting are Important

**Secretary** – The organization’s secretary is the recording officer of the Board

**Staff** – Staff can take minutes of a Board meeting but will need to get approval by the Secretary of the draft of the minutes prior to sending to the Board. The Board typically approves the minutes of the past meeting at their next meeting

**Agenda** – The agenda is designed by the Secretary, in conjunction with the Executive Director, and approved by the President

## What Should be Recorded?

Type of meeting (regular, special, adjourned regular or adjourned special)

Date, Time and Location

Attendees and those absent (note if it was an excused absence)

Note around approval of last minutes

Main motions

Adjournment time

## Other “Stuff” You Might Need to Know

**Quorum** – This is the number of Board members that need to be present in order to conduct Board business (stated in bylaws). Also applies to membership meetings where business is being handled

**Agenda** – An agenda should always be established for meetings of the Board, Committees or any general assemblies

**Nominations and Elections** – Know your bylaws and the requirements. Not knowing or scheduling key dates may violate your nomination or election process, thus making it invalid or contested

**Bylaws** – Know them and act in accordance with them

**Articles of Incorporation** – This is your organization’s relationship with the state. Understand them

**Mission Statement** – This is one of your key guiding documents. Know the mission of your organization

**Robert’s Rules of Order** – This is a short guide! Pick up a copy of Robert’s Rules of Order to fulfill your duty as a Board member

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STRATEGIC PLANNING  
BOARD TRAINING  
KEYNOTE SPEAKING  
SPECIAL PROJECTS

# Board Vitality Index<sup>©</sup>

A discussion for the Board of Directors with the intent of improving performance and outcomes. Use a grading scale of A (*Excellent Performance*) to F (*Room for Improvement*.)

| Area of Concern            | Description & Success Aspects   | Grade<br>A – F |
|----------------------------|---|----------------|
| Board Agendas              | <ul style="list-style-type: none"> <li>• Drafted in <i>partnership</i> between chief elected officer and executive director to facilitate topics that result in <i>meaningful</i> discussions.</li> <li>• Easy to understand and <i>distributed in advance</i> to allow leaders to anticipate and prepare.</li> <li>• Consistent, agreed-upon format; responsibilities indicated for reporting, and <i>mission statement on the agenda and name tents</i>.</li> <li>• <i>Reports distributed in advance</i> or available on-line.</li> </ul>  |                |
| Board Preparedness         | <ul style="list-style-type: none"> <li>• The board comes prepared to the meeting and has obviously read all the materials</li> <li>• Board understands their roles and responsibilities</li> <li>• Board meeting is efficiently managed with good officiating by the chair or executive director</li> <li>• Board members do not bring their personal agendas to the meeting and agree to the consensus both inside and outside of the board meeting</li> </ul>   |                |
| Meeting Minutes            | <ul style="list-style-type: none"> <li>• Meeting minutes formatted to <i>identify board decisions, actions and commitments</i>.</li> <li>• Key elements include official <i>approval of prior minutes, acceptance of the financial report, and properly made motions</i>.</li> <li>• <i>Starting and ending time</i> indicated as well <i>persons in attendance</i> and absent.</li> <li>• In summary, if stakeholders-members read the minutes they would appreciate the <i>significance of the board's work</i>. At the same time – nothing is in the minutes that could be a liability to the organization.</li> </ul> |                |
| Mission, Vision and Values | <ul style="list-style-type: none"> <li>• The mission statement is current and <i>often promoted</i>.</li> <li>• <i>Directors are aware of how the mission (vision and values) frame and define their efforts</i>.</li> </ul>  |                |
| Governing Documents        | <ul style="list-style-type: none"> <li>• Governing documents are in <i>good order, readily accessible and serving their intended purpose</i>, i.e. articles of incorporation, bylaws, policies.</li> </ul>  |                |
| Quorum                     | <ul style="list-style-type: none"> <li>• Directors regularly attend meetings. All <i>meetings have a quorum</i> (majority) ---preferably <i>100 percent</i> of directors are in attendance.</li> </ul>  |                |

| Area of Concern            | Description & Success Aspects  | Grade<br>A – F |
|----------------------------|--|----------------|
|                            | <ul style="list-style-type: none"> <li>• <i>Bylaws are enforced</i> regarding absences and chief elected officer approaches <i>directors who miss</i> meetings.</li> </ul>   |                |
| Orientation                | <ul style="list-style-type: none"> <li>• Process exists to <i>transfer governance knowledge</i> to directors yearly (<i>bylaws, articles, mission, policies, strategic plan, business plan and budget.</i>)</li> <li>• Information on topics such as strategic direction, understanding financial information, risk management, conflicts of interest, is understood.</li> <li>• A <i>Leadership Manual</i> (Board Notebook) is up-to-date and distributed annually, or available on-line.</li> <li>• An annual board orientation is conducted for both current and new directors</li> </ul>   |                |
| Conflict of Interest       | <ul style="list-style-type: none"> <li>• A <i>conflict of Interest policy</i> is distributed annually with directors and senior staff disclosing any real or perceived conflicts.</li> <li>• All directors are aware of the policy ---and officers know how to <i>process a conflict that may arise.</i></li> </ul>  |                |
| Nominations and Succession | <ul style="list-style-type: none"> <li>• Interested directors have opportunities for <i>advancement. Term limits</i> exist.</li> <li>• <i>Nominating committee</i> understands the <i>traits</i> necessary to build a great board (i.e. reputation, experience, specific desirable skills, industry knowledge.)</li> <li>• Nominations occur <i>in accordance with the bylaws</i> and processes are clearly understood by the board, committee and members interested in leadership.</li> <li>• <i>Prospective directors</i> are invited to observe Board meetings.</li> <li>• <i>Job descriptions are created and distributed during the call for nominations (let individuals know what they are getting into)</i></li> </ul>  |                |
| Risk Management            | <ul style="list-style-type: none"> <li>• Directors <i>understand risks</i> such as speaking for the organization, copyright laws, antitrust violations, discrimination, etc.</li> <li>• Policies and practices are in place to avoid or minimize risk.</li> <li>• The Board is covered by <i>Directors and Insurance</i> (D &amp; O) and the organization is a <i>Corporation</i> in good standing.</li> <li>• Bylaws include an indemnification clause for the board for acts other than willful misconduct</li> <li>• Organization has in place a conference cancellation policy for any act of god, terrorism, etc. that could risk the revenue of the conference due to cancellation or shrinkage</li> <li>• The board <i>trusts and verifies</i> that appropriate filings have been made with government such as unemployment tax, sales tax, IRS information return (Form 990, corporate filings, trademarks, copyrights, etc.)</li> </ul> |                |
| Strategic Outcomes         | <ul style="list-style-type: none"> <li>• The <i>board focuses on outcomes and results.</i></li> <li>• Discussions reflect <i>innovative approaches to solving</i></li> </ul>   |                |



| Area of Concern         | Description & Success Aspects  | Grade<br>A – F |
|-------------------------|--|----------------|
|                         | <p><i>problems.</i></p> <ul style="list-style-type: none"> <li>• The board understands the distinction between their role of Governance and the staff's role of Management.</li> <li>• Stakeholders-<i>members are regularly informed</i> of achievements. A <i>strategic plan</i> is the primary guide of discussions.</li> </ul>   |                |
| Finances and Budget     | <ul style="list-style-type: none"> <li>• <i>Minutes reflect</i> that the <i>board adopted an annual budget.</i></li> <li>• Directors are <i>conversant</i> on aspects such as dues to non-dues ratio, amount (percentage) of savings, administrative vs. program costs, etc.</li> <li>• <i>Financial statements are presented</i> at every meeting and reflected in the <i>minutes (monthly reports provided outside of meetings).</i></li> <li>• A policy exists for an outside independent auditor to conduct periodic <i>audit, review or compilation.</i></li> </ul> |                |
| Committees              | <ul style="list-style-type: none"> <li>• Committees have <i>purpose statements</i> and <i>current year charges with performance measures.</i></li> <li>• Committee chairs understand how their work <i>advances the mission and goals.</i></li> <li>• Directors <i>avoid doing committee work at the board table.</i></li> <li>• Committees <i>produce results</i> and any committee that does not is approached by the chief elected officer.</li> </ul>  |                |
| Board – Staff Relations | <ul style="list-style-type: none"> <li>• Directors are <i>aware</i> of the duties of the executive director and act as a <i>supportive partner.</i></li> <li>• <i>Lines of communication and authority</i> are depicted in an organizational chart.</li> <li>• Directors maintain a <i>collegial, professional relation with staff</i> but do not critique or manage staff that falls under the supervision of the executive director.</li> </ul>  |                |
| NUMERICAL SCORE         | <p><i>Numerical value of each grade:</i><br/> <b>A – 5      B – 4      C – 3      D – 2      F – 1</b></p> <p><i>Highest possible score = 65</i><br/> <b>55–65 = A    45–54 = B    35–44 = C    25 – 34 = D</b><br/> <i>Below 25 = Needs Significant Improvement</i></p>   |                |

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Board Vitality Index 8-11

## Board Annual *Self* Evaluation (sample)

The purpose of this form is to increase each Director's awareness of his or her own level of performance. **Your evaluation is personal and need not be shared with anyone else.** If you want to discuss your self evaluation with the board president or executive director, the option is available.

Rate your performance on a scale of 1 to 5 where 1 means very satisfactory and 5 is not satisfactory.

### I. COMMITMENT

|   | Always |   |   | Never |   |
|---|--------|---|---|-------|---|
| A. I review the board information prior to each meeting.  | 1      | 2 | 3 | 4     | 5 |
| B. Attendance at board meetings is a high priority for me.  | 1      | 2 | 3 | 4     | 5 |
| C. I do my best to avoid interruptions from other business or personal matters during board meetings. | 1      | 2 | 3 | 4     | 5 |

### II. UNDERSTANDING MY ROLE

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| A. Once a decision has been reached, I support the board.   | 1 | 2 | 3 | 4 | 5 |
| B. I respect confidential information   | 1 | 2 | 3 | 4 | 5 |
| C. I am willing to express my own views at board meetings.  | 1 | 2 | 3 | 4 | 5 |
| D. I show respect for opinions expressed by others.   | 1 | 2 | 3 | 4 | 5 |
| E. I listen thoughtfully to board discussions and presentations and avoid distracting side-bar conversations. | 1 | 2 | 3 | 4 | 5 |

### III. DECISION-MAKING

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| A. I seek necessary information prior to decision making.       | 1 | 2 | 3 | 4 | 5 |
| B. I am willing to make appropriate risk-taking decisions.      | 1 | 2 | 3 | 4 | 5 |
| C. My individual viewpoint is given due consideration.          | 1 | 2 | 3 | 4 | 5 |
| D. I can state my viewpoints clearly and concisely.             | 1 | 2 | 3 | 4 | 5 |
| E. My decisions are based on the best interest of organization. | 1 | 2 | 3 | 4 | 5 |

#### IV. PERSONAL CHARACTERISTICS

|   | Always |   |   | Never |   |
|---|--------|---|---|-------|---|
| A. I follow through on commitments that I make.           | 1      | 2 | 3 | 4     | 5 |
| B. I am tactful in my board relationships.                | 1      | 2 | 3 | 4     | 5 |
| C. I am sensitive to the feelings of other board members. | 1      | 2 | 3 | 4     | 5 |
| D. My participation as a Director is important to me.     | 1      | 2 | 3 | 4     | 5 |

#### V. GOALS

My goals for improving my own performance as a member of the Board over the next 12 months are as follows:

---

---

Thank you for taking the time to think about your service as a member of the Board of Directors.

Date: \_\_\_\_\_

## Find this Tool Helpful?

### Additional Resources and Tools are available through Association Options

We Can Help You With The Following

- Full-Circle Strategic Planning
- Strategic Plan Execution
- Strategic Planning Articles, Tools and Templates
- Board Training
- Association Audits
- Management Restructuring and Searches
- Executive Director Recruitment
- Association Management Company Search
- Alternative and/or Efficient Management Model Identification

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