



**"The OAG Domestic Violence and Sexual Assault
Advisory Board"**

has compiled

**The following information for Certified Domestic
Violence, Sexual Assault and Batterer Interventions
Programs**

To

**Assist with compliance of promoting
orientation training to Governing Authorities
pursuant to 75 OAC 15-15-15.**

**Please Note: The following information is not intended to meet
all of the elements of 75:15-15-15.**



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How to be an Effective Board Member

By Lester Karplus

Being an effective member of a board of directors is not just showing up to a meeting. The process starts before you join the board and continues through your tenure and succession. A board is only as effective as its weakest members and when one member of the board team is not doing his/her job, it ultimately has a tremendous impact on the organization.

Pre-Board

To best enhance a board experience and provide effective leadership in the life cycle of a board membership, the process should begin with understanding of the organization's mission, condition and direction of the organization, board needs and the best fit for a new member.

Personal Fit

Before joining the board, consider the following:

- ¾ What is the time commitment required per month?
- ¾ How long is the position term and are extensions expected?
- ¾ What skills are required and is this good fit?
- ¾ What benefits will you gain from this experience?
- ¾ Is there a financial commitment?

Due Diligence

Take some time to meet all the players and learn about the organization. Spend time with the executive director and the program directors. Visit classes and performances. Ask engaging questions to understand the organization's strengths and weaknesses and to understand what services you might provide. What is the organization's mission and is it coherent enough to support it as a board member. What is the organizational structure? What are the greatest challenges? What is the condition of the facility? What is the financial condition and what affects its current success or failing? Is the organization fiscally responsible?

Get Acquainted

If after "due diligence," when you're not quite sure whether or not to join, start with getting involved on a committee, help with an event or do a project. The appropriate direction will reveal itself quickly enough.

Motivation

Know your motivation for getting involved. When times are tough, many board members are ready to bail out. Determine what makes you support the organization, whether you are passionate about the mission, enjoy hanging out with the people or you want to hone your skills in the non-profit world. Knowing why you are there helps you survive the day-to-day issues that often frustrate the uninitiated.

On-Board

Once on the board, it is important to commit to a meaningful role, engage in the group process and ensure that the mission of the organization is carried out in a fiscally prudent manner.

Performing a Role- Just showing up to a board meeting is not an effective membership. The pre-board process usually identifies the best use of each member's talents and time. However, this is an evolutionary process and it should be continually evaluated in context of overall board needs. Each board member should choose one or more standing or ad hoc committees that evolve according to current requirements of the

organization. Each board member will be most effective if he/she understands his/her role in the strategic goals of the organization and prepares specific written objectives for the tenure. Visit the operation on a regular basis to stay in touch with its needs.

Group Dynamics - Each board member can provide significant value but it is the synergy within the group that makes it all happen. The following tips for participation will help achieve that end:

Learn Robert's Rules of Order – It is surprising that most board members are unaware of this basic process. While it is not necessary to be extremely formal about the management of Robert's Rules, it provides a great foundation for meeting effectiveness.

Be a Team Player – Put personal agendas aside in the meeting. Acknowledge other ideas especially if they oppose your own. Try to find consensus not create polarity. Bring new ideas with an educated, well thought-out approach. Disagreement can form a healthy debate for growth. Separate people from problems.

Avoid "Groupthink" – Many boards often get stuck with repeating the same unproductive patterns and dysfunctional behavior. Each board member must be conscious of bringing the real issues back to the table. A compliment and a thank you are important but don't make the board a mutual admiration society.

Stay to Task – Everyone's time is precious so try to stay to the tasks at hand. Take new discussions off-line unless they are emergency issues. Say what you will do and do what you say.

Be Prepared – It's not just for the Boy Scouts. Make sure that the issues you feel are important are on the meeting agenda and that you have adequately prepared all items in advance and distributed them in writing. Your presentation at the board meeting should only enhance the documentation. Read all other documents in advance of the meeting.

Fiscal Responsibility

Perhaps the biggest misnomer in the non-profit world is the word "non-profit." This word unfortunately sets the tenor for financial failure. Non-profit is simply a term ascribed by the IRS, which determines how the organization pays its income tax and distributes its assets. The term might be better replaced with "community betterment."

Each board member will be most effective if he/she makes each decision in such a way that the organization's financial health sustains the betterment of the community.

In fact, decisions that expose the organization to financial liability and failure increasingly expose the directors to personal liability. Impact of laws such as the Sarbanes-Oxley Act increasingly will press the issue of director liability in financial failure of the organization.

The guiding principle underlying financial responsibility is that ultimately revenues must exceed expenses. Mechanisms must be in place to ensure that the cash coming in from revenues can be appropriately metered against the organization's expenses. While professional business management can help ensure this process, every board member should understand the basic concepts of reading the financial statements of the organization.

Post-Board

There will come a time when your membership on the board must come to an end. Even after a couple terms in office, it is important to bring in fresh energy and to keep new ideas flowing. Some boards restrict the time of service with term limits. The organization ultimately belongs to the community and the constant flow of talent in and out of the board helps keep it that way.

Ample notice should be given before ending a board term to have sufficient time to find a good replacement. Start a search early and perhaps engage the new candidate in committee activities or events so they can begin the pre-board process.

Prepare documents that will help the new person do his/her job well and not have to reinvent the wheel. Spend time with the new board member to ensure their success.

Board members will be most effective if they plan their exit in an orderly manner and assist the board in their succession.

Lester Karplus has had over 30 years experience with non-profit and business boards. In addition, he has had experience in the executive management of many businesses. Lester currently serves on the board of the Boulder Arts Academy and Boulder Ballet in Boulder, CO. *Suggestion and additions for this document may be sent to lester@karplus.com.*

Board and Staff Responsibilities

To help convey who does what regarding board and staff, the following activities are suggested to be done by board, staff or jointly. Ultimately, the responsibility for the various activities depends very much on the life-cycle of the organization -- young organizations often have working Boards that are involved in day-to-day activities, while older organizations have Boards that attend exclusively to top-level policies and plans. This document should be reviewed by board members to finalize who they would like to do what among board and staff members. The original author of this document is unknown.

Activity	Responsibility
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PLANNING:

Direct the process of planning	Board
Provide input to long range goals	Joint
Approve long range goals	Board
Formulate annual objectives	Staff
Approve annual objectives	Board
Prepare performance reports on achievement of goals and objectives	Staff
Monitor achievement of goals and objectives	Joint

PROGRAMMING:

Assess stakeholder (customers, community) needs	Staff
Train volunteer leaders (nonprofits only)	Staff
Oversee evaluation of products, services and programs	Board
Maintain program records; prepare program reports	Staff
Prepare preliminary budget	Staff
Finalize and approve budget	Board
See that expenditures are within budget during the year	Staff
Solicit contributions in fundraising campaigns (nonprofits)	Board
Organize fundraising campaigns (nonprofits)	Staff
Approve expenditures outside authorized budget	Board
Ensure annual audit of organization accounts	Board

PERSONNEL:

Employ Chief Executive	Board
Direct work of the staff	Staff
Hire and discharge staff member	Staff
Decision to add staff (nonprofit)	Board
Settle discord among staff	Staff

COMMUNITY RELATIONS:

Interpret organization to community	Board
Write news stories	Staff
Provide organization linkage with other organizations	Joint

BOARD COMMITTEES:

Appoint committee members	Board
Call Committee Chair to urge him/her into action	Board
Promote attendance at Board/Committee meetings	Joint
Recruit new Board members	Board
Plan agenda for Board meetings	Joint
Take minutes at Board meetings	Joint
Plan and propose committee organization	Joint
Prepare exhibits, material and proposals for Board and Committees	Staff
Sign legal documents	Board
Follow-up to ensure implementation of Board and Committee decisions	Staff
Settle clash between Committees	Board

Adapted from "Field Guide to Consulting and Organizational Development" – to obtain the entire book, select "Publications" at <http://www.authenticityconsulting.co>

Table II:9 – Examples of Management Systems for Specific Functions

Management System for Board of Directors					
Inputs	Processes				Outputs
	Planning	Developing	Operating	Evaluating	
<ul style="list-style-type: none"> • Past evaluation results of Board • Annual calendar • Mission, vision, values, goals • Community Leaders • Experts • Staff • Best Practices on Boards 	<ul style="list-style-type: none"> • Board policies and procedures • Job descriptions • Board organization chart • Board Committee work plans 	<ul style="list-style-type: none"> • Form Board Develop. Committee • Recruit members • Provide Board Manual • Train members about Boards • Orient members about the organization • Organize members into committees 	<ul style="list-style-type: none"> • Attend meetings • Research, discussions, debates • Motions, decisions • Strategic planning • Supervise CEO Conduct • Public relations • Review financials fundraise 	<ul style="list-style-type: none"> • Meeting evaluations • Quality of attendance, participation, teamwork, strategic decisions? • Board self-evaluation annually • Board Develop. • Plan to address results of evaluations 	<ul style="list-style-type: none"> • Board minutes with decisions • Directions to CEO • Public speeches • Financial reviews • Donations • Board Development Plan • Updated Board policies and procedures
Management System for Strategic Planning					
Inputs	Processes				Outputs
	Planning	Developing	Operating	Evaluating	
<ul style="list-style-type: none"> • Past evaluation results of nonprofit • Past Strategic Plan • Board, Staff members • Community leaders • Researchers • Best practices on planning 	<ul style="list-style-type: none"> • Clarify purposes of planning • Decide time span of Strategic Plan • Select planning model • Select participants • Identify needed outside help • Identify needed materials 	<ul style="list-style-type: none"> • Form Planning Committee • Hire, orient facilitator • Announce planning process • Train on strategic planning • Orient experts the organization • Design research plans • Schedule sessions 	<ul style="list-style-type: none"> • Develop/ review mission, vision, values • External analysis • Internal analysis • Establish strategic goals • Develop action plans • Develop Operating Plan • Develop Budget 	<ul style="list-style-type: none"> • Provide clear mission, goals, actions, budget? • Satisfaction checks during planning • Plan being implemented? • Implementation on schedule? 	<ul style="list-style-type: none"> • Strategic Plan • SWOT information • New/updated mission, vision values, goals • Action plans • Operating Plan • Budget • Performance goals for Board members and employees

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Internal Revenue Service Conflict of interest Statement for 501 (c) 3 Organizations

Appendix A: Sample Conflict of Interest Policy

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.

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.

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.