

Module 5

Board Structure and Governance: Suggested Practices to Become More Effective



How Should the Board Be Structured?

The board's structure is typically described in the nonprofit organization by-laws. Every board has a fundamental responsibility for creating a structure, policies and procedures that support effective management. The term "board organization" encompasses a variety of tasks, from routine matters (such as preparing a schedule of board meetings) to actions with broader consequences (such as developing a policy about terms of service). Here are some of the most frequent questions board members ask about board organization:

How Large Should Our Board Be?

The organization's structure and needs are among the factors that determine board size. In considering the size of the board, keep these points in mind: Every board needs a sufficient range of expertise to accomplish the organization's mission. If a board is too small, its members may be overworked and unproductive. The board will lack diversity and effective outreach capacity. If a board is too large, every member may not have the opportunity to participate actively. Members may not show up to meetings because they do not feel they would be missed. Individual accountability is more easily lost (Bowen, 1994: 41-42).

Board Size Policy Suggestions

Public Boards are most effective with 5 to 7 members and
Nonprofit Organization Boards are most effective with 8 to 12 members,
but there is no magical number.

Representative public boards in the public and governmental sector may have between five and seven members. The nonprofit organization board may have between eight and 12 members for maximum effectiveness unless it is a highly complex organization with multiple functions (BoardSource, 2002; Bowen, 1994: 40-44). There is no magical number. Justifications can be made for any size, but there is no justification for an ineffective, cumbersome or overworked board.

What Should Be the Length of a Board Member's Term?

Board members should serve defined terms with upper limits on consecutive years of service (Bowen, 1994: 68; Carver and Carver, 1997:33-38, 51-53). There are no hard and fast rules for determining board members' tenure. Many organizations do, however, limit members to two consecutive terms and require a hiatus of one year before a board member may be reappointed. Many organizations also stagger terms of service so that one-half or one-third of the board are elected every one or two years for terms of two to four years. Such policies encourage institutional renewal because a board can profit from the experience of veteran board members while welcoming the



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fresh perspective that new members offer. A three-year term has the benefit of a maximum of one-third new members in a given year. This promotes board sustainability in terms of tradition, continuity and an influx of new ideas and fresh energy.

Suggested Policies Regarding

Length of Terms, Terms Limits, and Service on Boards

Proposed length of a single term is three years.

Proposed number of allowable consecutive terms is two terms.

This is a two-term limit with no interruption of service.

After one year of not serving on the board, a former board member may become eligible for selection for selection to the board.

How Do We Communicate the Board Attendance Policy?

The attendance policy should be consistent with the by-laws.

Purpose: All board members should receive a copy of this official policy. The policy should be reviewed once a year and maintained in each member's board manual.

How Do We Identify a Board Attendance Problem?

There is an attendance problem when any of these conditions are met:

- The member has two un-notified absences in a row. An "un-notified" absence occurs when the member did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate that he or she would be absent from the upcoming meeting.
- The member has three notified absences in a row.
- The member misses one third of the total number of board meetings in a 12-month period.

How to Respond to a Board Attendance Problem?

If a board-attendance problem exists regarding a member, the board chair will promptly contact the member to discuss the problem. The chair shares the member's response promptly with the entire board at the next board meeting. In that meeting, the board will decide what actions to take regarding the board member's future membership on the board. If the board decides to terminate the board member's membership, termination will be conducted per this policy or a procedure specified in the organization's by-laws. The board will promptly initiate a process to begin recruiting a new board member to replace the outgoing member.



How to Terminate a Board Member for Chronic Absences and Under Participation

1. Board chair must ensure the member has a copy of the attendance policy and by-laws.
2. Board chair will call the member with the board-attendance problem and notify him or her of the board's decision to terminate the member's membership per the terms of the Board Attendance Policy.
3. Board chair shall call the member to determine board member's concerns, interests or capacity to serve on the board.
4. Letter from the board chair requests resignation from the board.
5. The response time for a response to the resignation request is two weeks.
6. Request board manual and board property from the board member as appropriate.
7. Board votes on acceptance of the resignation.
8. Chair will request a letter of resignation from the member to be received within the next two weeks.
9. Chair will also request the member to return their board manual back to the agency by dropping it off at a specified location or having it picked up from a specific location at some specific time within the next two weeks.
10. The board will vote regarding acceptance of the member's resignation letter in the next board meeting (McNamara, 1999).

Implementing a Governance Policy Board

Do not create a standing committee that mirrors a staff function.

(Bowen, 1994:96-99; Carver and Carver, 1997:80-87)

What Committees Should Our Board Have?

Much of the work that a board does is accomplished through its committees. With the exception of the executive committee, which acts on the board's behalf, committees recommend action to the full board for discussion and action. Committee structure usually parallels the administrative structure of the organization.

In the past the nonprofit organization had a large number of standing committees that were tied to the board.



Traditional Nonprofit Organization Board Standing and Special Committees

- Executive Committee
- Nominating Committee
- Finance Committee
- Fundraising Committee
- Awards Committee
- Newsletter
- Program Committee
- Long Range Planning Committee
- Special Projects Committee
- Personnel Committee
- Marketing Committee
- Public and Media Relations Committee
- Professional Development Committee
- Volunteer Recruitment Committee
- Facilities Committee
- Audit and Investment Committee

The Governance Model Committee Structure

Today nonprofit boards are taking on a more streamlined approach. The number of standing committees has been reduced considerably. A governance committee has taken the place of the executive, nominating, finance, investment, audit, strategic planning and personnel committees.

The governance committee takes care of internal organizational matters. The size of this committee is 3-5 members. The other committees may address program and facilities. Fund-raising may become an *ad hoc* committee tied to the individual project or activity being funded. Staff members may be assigned the responsibility for former committee activities related to newsletters, communications and publicity.

The Policy Governance Model: 3-5 Key Committees

- Governance Committee
- Finance Committee
- Program (Operations or Organization) Committee
- *Ad hoc* Committees and Task Groups

(BoardSource, 2002; Carver and Carver, 1997:51-52)

Making a Distinction between Board Committees and Organization Committees

Policy Governance Model: Contemporary Board Committee Structure

Internally Focused Board Functions:

- Governance — includes personnel, evaluation, grievances, and nominations.
 - Finance — includes budget, investments, audits, taxes, and contracts.
 - *Ad hoc* / Task Forces — includes by-laws, planning, facilities, special needs, crises, emergencies, marketing to new audiences, retain membership, etc.
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Externally Focused Board Functions

- Program Committee — includes the outreach function in the name of program delivery to clientele. It also includes expansion of program offerings, building clientele base, reaching new audiences, reaching audiences effectively, evaluating outcomes, publicizing outcomes, measuring impact, etc.
- *Ad hoc*/Task Forces — includes special projects that are external to the non-profit organization. This includes strategic planning, collaboration, special needs, crises, emergencies, marketing to new audiences and expanding membership, etc (BoardSource, 2002; Hughes, 2002).

Creating Board Governance Awareness

Role of a Governance Committee

Boards of nonprofit organizations have customarily used nomination committees to identify and recommend new directors (members). Often these committees would meet just a few times a year, usually in advance of an annual meeting at which new directors (members) would be elected. A growing trend among nonprofit boards is establishing committees to deal with a range of governance issues. This includes membership, legal issues, management, risk management and other organizational concerns associated with the sustainability of the board and the organization.

Purpose: The governance committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board of directors. It focuses most heavily on five internal areas noted below. Duties vary dependent upon board and organizational needs at any specific time.

What the Governance Committee Does

A. Board Role and Responsibilities

- Lead the board in regularly reviewing and updating the board's statement of its role and areas of responsibility and the expectations of individuals.
- Assist the board in periodically updating and clarifying the primary areas of focus for the board — the board's agenda for the next year or two, based on the strategic plan.

B. Board Composition

- Lead in assessment of the current and anticipated needs for board composition. The committee should determine the knowledge, attributes, skills, abilities, influence and access the board will need to consider the issues and topics that will come before the board in the foreseeable future.
- Develop a profile of the board as it should evolve over time.
- Identify potential board candidates, present as possibilities, and explore their interest and availability (i.e., establish a pool of candidates).



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- Based upon the foregoing, nominate individuals to be elected as directors of the board.
 - In cooperation with board chair, meet annually with each director to assess his/her continuing interest in board membership and the term of service. Work with each director to identify the appropriate post (director role) she/he might assume on behalf of the organization.

C. Board Knowledge

- Design and oversee a process of board orientation, including information prior to election as a director and information needed during the first cycle of board activity for new board members (usually a year).
- Design and implement an ongoing program of board information and education to help board members.

D. Board Effectiveness

- Lead the periodic assessment of the board's performance. Propose, as appropriate, changes in board structure, role and responsibilities.
- Provide ongoing counsel to the board chair and other board leaders on steps she/he might take to enhance board effectiveness.
- Regularly review the board's practices regarding member participation, conflict of interest, confidentiality, etc., and suggest improvements as needed.
- Periodically review and update the board's policy guidelines and practices.

E. Board Leadership

- Take the lead in succession planning, taking steps to recruit and prepare for future board leadership.
- Nominate board members for election as board officers.

How to Set the Stage for Efficient Board and Committee Work?

- **Job Description:** Prepare a written job description for individual board members.
- **Schedule of Meetings:** Develop an annual schedule of meetings, determined a year in advance.
- **Distribute Information:** Circulate clear and thorough information materials, including an agenda, to all members two to three weeks before each meeting.
- **Minutes of Meetings:** Maintain complete, accurate minutes of all meetings.
- **Stay Focused and Engaged:** Keep meetings brief and well focused. Stimulate the broadest possible participation by members.
- **Serve and Take Action:** Ask each board member to serve on at least one board committee and take an active role. For new members, one committee assignment is sufficient.



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- **Honor Accomplishments:** Acknowledge members' accomplishments and contributions in a variety of ways, including the organization's newsletter, at meetings and in minutes.

How Should Committee Members Be Chosen?

Every board member should serve on at least one but preferably no more than two committees. Committee chairs may be appointed by the chair of the board in consultation with the governance committee. Committee size depends on the needs of the board and the organization and a common sense assessment of how many people are needed to carry out the committee's work.

Make committee assignments based on the experience, skills, interests and available time of board members. Each member must make a serious commitment to participate actively in the work of the committee. If a committee is too large, a small group of members may have a disproportionate amount of responsibility. If a committee is too small, there may not be enough people to get the job done. Board committees may include people who are not board members.

Should We Encourage Smooth Functioning Committees?

- Prepare written statements of committee responsibilities, guidelines and goals. These organizational documents, which should be approved by the board chairperson, should be reviewed every one to two years and revised if necessary.
- Make committee work assignments according to the background, expertise and schedule of each member.
- Distribute tasks among members so that everyone participates but no one is overloaded.
- Create a system of checks and balances to monitor committee members' work and assure that tasks are completed on schedule.
- Assign an appropriate staff member to work with each committee.

Should the Chief Staff Executive Be a Member of the Board?

The chief executive should be an ex-officio member of the board. The chief executive should not have voting privileges on the board. He or she is there to provide information and advice. Some nonprofit organizations decide to make the executive director an ex-officio member of the board, but some with and some without voting privileges. This decision should be made carefully. Some believe that board membership is a good idea because it enhances the executive's position of authority within the organization and strengthens the working partnership between the board and the executive (BoardSource, 2002; Bowen, 1994: 81-96; Carver, 1997: 102-103).

Others contend that board membership blurs the distinction between the board's responsibilities and the executive's responsibilities and makes it difficult for the board to assess the executive's performance objectively. Whatever the executive's



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official status, his or her insights into the daily operations of the organization are essential to board decision making by the board (BoardSource, 2002; Bowen, 1994: 81-96; Carver, 1997: 102-103).

Carver notes the CEO's responsibility and accountability is to the board only (Carver, 1997: 105). This means the administrator is accountable to the whole board and not only officers or certain powerful individuals on the board or key stakeholders engaged with the organization (Carver, 1997: 105). Bowen does discuss the "Leader Director" model and discusses the pros and cons of the approach. He points out that ultimately the distinctions and powers held must be made clear in the by-laws and policies. Job descriptions and duties must be very clearly stated (Bowen, 1994:89).

Board-Staff Relationships

The Paradox and the Challenge

The board-staff relationship is a paradoxical one. When acting in their governing role, the board must stand above staff and be the "boss." But when acting in their supporting role, board members act to support and assist staff-led work.

Some boards become so excited about their roles as governors they mistake governance for close supervision of management and begin meddling in minor management affairs. In other cases, as boards govern more, they shirk their supporting role. The challenge is to fulfill both roles, not simply switch from one to the other.

In short, boards have some inherent limitations in their ability to govern, including lack of time, lack of familiarity with the field and lack of material stake. These limitations have been supplemented by the sector's nearly exclusive emphasis on the board's supporting role and by a human tendency to avoid conflict. A first step towards an effective board is acknowledgment of the paradox and the need to perform both functions equally well. A failure to govern as well as support is a transgression both against clients and the wider community (BoardSource, 2002; Bowen, 1994: 81-96; Carver, 1997: 102-103).

Practical Ways to Strengthen Governance

Here are some practical ways to strengthen governance:

- Have auditors and program evaluators report to the board. Agencies frequently hire two types of independent evaluators: CPA auditors and program evaluators. But in both cases these independent professionals are typically chosen by staff (often with just a cursory approval by the board), report to staff and work as partners to staff in the staff's relationship with the board. Instead, such evaluators should make their reports directly to the board and to the staff. Auditors should be selected by and report to the board or the board audit committee.
- Hire or identify independent management evaluators. In addition to auditors and program evaluators, boards need unbiased sources of information about management as well. One of the most difficult tasks for boards is the evalua-



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tion of the CEO. On one hand a board can't interview staff about their opinions, but on the other hand, problems are created when a board obtains all its information from the person being evaluated. An independent evaluator might interview staff, and, for example, if there were several allegations of sexual harassment, would report to the board that such charges exist.

- Make governance an explicit part of meetings. Boards should affirm their responsibilities in both support and governance. Board agendas should be clearly marked "Governance Items," and "Supporting Items." Among the qualities we should seek and reward in board members are critical thought, discernment, questioning attitude. When someone raises an objection or concern, or votes against the majority, the board president should make a point of going up to that person and expressing appreciation for the seriousness and courage to make the point.
- Consider board stipends. To give a signal about the importance and seriousness of board work, we should take another look at the corporate practice of payments for board service. Much of the nonprofit sector has summarily dismissed such stipends: Isn't the board supposed to raise money? Some large nonprofit institutions already pay board members \$200/meeting, but smaller organizations could consider small stipends such as \$15/meeting. Such stipends reimburse board members for expenses and demonstrate visibly that the agency places a real value on board support and governance. (Some board members may choose to contribute their stipends back to their organizations.)
- Consider a paid secretary to the board. Local government councils and commissions often have their own staff, separate from the agency staff that reports to the chief administrative officer. Boards of many nonprofit organizations have far-reaching responsibilities, and board officers may not have personal secretaries they can assign to board support. A paid board secretary, perhaps working only a few hours a week, can act as the board's facilitator, reminder and educator. Duties might include: board correspondence, obtaining information from staff or others at board request, clipping from professional journals for the board, minutes and follow-up for the board, meeting arrangements and helping new officers with their responsibilities. Having their "own" staff can help board members be better supporters as well as governors.
- Recruit governors. When recruiting, boards should seek members who are good governors as well as those who are good supporters: People who know clients as well as people who know philanthropists, people familiar with nonprofit management as well as those familiar with business, operational volunteers as well as fund-raising volunteers, people who ask critical questions as well as people who cheer. A diverse board such as this will keep the agency rooted in the world it serves as well as in the world in which it raises funds. In many cases, governors and supporters may turn out to be the same people once governing responsibilities are recognized and valued as much as supporting responsibilities are (The Alliance, 2002).



The Administrator and Board Chair: Principles of Partnership

Open and Honest Communication. This is the hallmark of any good, effective organization. The administrator and the board chair must have an open and honest relationship founded on trust, candor and mutual respect. When this is present, problems and issues get handled as they arise instead of being smoothed over or ignored. Open and honest communication must also be present between board members and between the general manager and staff.

An Atmosphere of Mutual Confidence and Respect. Trust is the foundation of confidence and respect. Both board members and staff need to trust each other and have confidence that each is competent to do their jobs or make sure people get the skills necessary to do a good job. The roles of board member and staff are different and these differences need to be respected for an organization to move forward.

Identify and Agree on the Mission of the Organization. It is important for all organizations to have a clear idea of their basic mission. This is especially true for organizations that provide a service to the public. It is easy to get caught up in the detail of managing a service and lose sight of the purpose. When the purpose (mission) is clear, difficult decisions become easier to handle because they are made with mission of the organization as a context.

Identify Responsibilities. There must be agreement on who does what and who is responsible for what. This is important. It is difficult for a person to do a good job if he/she does not have a clear understanding of job responsibilities, each job description needs to specify these responsibilities and the person in the job needs to understand them.

Integrity. Integrity means being honest and sincere. When people in an organization act with integrity, everything else, open communication, honesty, being responsible, cooperation and respect, falls into place. Integrity is the building block of successful human relationships. An important component of integrity is keeping your word and doing what you say you will do. Keep your word. A person with integrity is the kind of person you would trust to hold the rope for you while mountain climbing.

A partnership based on these principles will establish a solid foundation for any organization. The board will look to both the elected leader and the staff leader as symbols of the ethics and morale of the organization. When unity is built at the leadership level, it will form a catalytic force that unifies the entire organization.

The Relationship of the Board and the Staff to the Organization

Successful management and operation of any organization requires a high level of cooperation between the board and the staff of the organization. The board is important because it oversees the policy and planning activities of an organization. The staff is important because it sees to the operational activities of the organization. Both need to work as partners in this endeavor. All of the principles noted below may not always be present, but they should be the guiding practices of a responsible organization.



The Role of the Board in Supporting the Executive Director

- Communicates openly, fairly and consistently with the executive director.
- Coordinates its communication with the executive director and the staff to avoid confusion and conflicts.
- Be open about agenda items and do not engage in ambushes or surprises.
- Periodically assesses the performance of the executive director in a fair and inclusive manner.
- Periodically leads in the process of evaluating the effectiveness of the organization.
- Discusses issues confronting the organization with the executive director.
- Reviews openly and promptly issues of concern to the board with the executive director.
- Accepts and fulfills leadership responsibilities for the board and the organization.
- Understands its governance role and acts accordingly.
- Understands and respects the workload of the staff.
- Supports the organization in the community.
- Is respectful and acts professionally in regards to the executive director and staff.
- Return phone calls.
- Meet deadlines.
- Give adequate notice of meetings and special requests to the executive director and staff.
- Announce policy changes to the executive director and staff prior to communicating them to the public (National Center for Nonprofit Boards).

Building a Partnership: Board - Staff Relations

What If Scenarios

What If...Scenario 1:

A member of the staff has concerns about the executive director's management of certain financial matters. One or two others on staff share her concerns. The staff member decides to approach a board member with whom she has worked on program matters to report her suspicions. The board member wonders what to do with this information.

What If... Scenario 2:

At a recent board meeting, a board member began to question a series of decisions made by the executive director, complaining that policy matters were involved and the board was not properly consulted. The board member has expressed his lack of



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confidence in the executive director to a number of others on the board. Although most of the rest of the board feels the executive director does a good job, a number think the board should have been consulted about these particular decisions. At the meeting, they do not speak up.

What If... Scenario 3:

The chair of the board has asked to see weekly financial reports and spends at least one afternoon a week in the offices meeting with the executive director and talking to staff. The executive director is upset at the level of the board chair's involvement in the day-to-day affairs of the organization. He is unsure of what to do about it (BoardSource, 2002).

For each of the scenarios:

- Identify the issues.
- Recommend what the staff should do.
- Recommend what the board chair should do.
- Do other board members have a responsibility? What is that responsibility?

Dealing with Ineffective Board Members: A Case Study

Jennifer Bell just conducted her first meeting as chair of the Benton Retirement Community's nine-member board of directors. Now in her fourth year on the board, Jennifer headed the search committee to find a new executive director two years before. Since then she and Tom Moore, the executive director, have created a future vision for expanded services that would move it into the top ranks of elder care facilities in the region. To reach that objective will require hard work and significant new resources. At this meeting, the board authorized a new capital campaign that is the largest ever for the Benton elder care facility.

"We can't succeed unless we have far more energetic and influential board members. We have nine people on the board. Six are jewels, but three are not pulling their weight," Jennifer said to Tom as they left the meeting room. "We can't afford such deadwood."

Tom responded, "What can we do? You know even better than me, the situation with those three people." "I certainly do," said Jennifer. She paused and then spoke again. "One member of the board hardly ever attends a meeting. She happens to be the founder's granddaughter. She hardly ever attends a meeting. When she does, her ideas are archaic."

Another one of the three board members only happens to be the person who 10 years ago made the largest gift ever to the Benton Retirement Community. He has not given a nickel since. Furthermore, he never says a single word at board meetings, or between board meetings for that matter."

The third one attends the meetings and has an opinion about everything! He never shuts up and never follows through on any ideas. He is a partner in Jennifer's husband's law firm and has a great deal of information at his disposal (Board Member, March-April 1992).



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Questions:

What can the board chair, Jennifer, do in the short-term to begin to resolve the immediate problems with these three board members?

What actions could be taken by the board to avoid a similar situation in the future?

Will the facility expansion become a reality?

Other comments?

How Your Board Can Govern More and Manage Less

- Develop a strategic plan and adhere to it.
- Link the current agenda to the strategic agenda.
- Monitor the success of the organization's initiatives.
- Develop clear expectations and a plan of action for the board of directors.
- Direct the executive director to prepare strategically.
- Structure meetings to direct the board's attention to matters of policy and strategy.
- Develop and use a consent agenda.
- Determine priorities and organize the agenda accordingly.
- Assess the performance of the board on a regular basis.
- Focus on policy objectives, organizational strategy, and the relationship between budgets and priorities (BoardSource, 2002).

**When shaping your board
always focus on accomplishing your mission!!**



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Management and Governance Questionnaire

In the table below you will find a number of statements related to maximizing your Board’s effectiveness. Register your reaction to each statement by circling one of the numbers to the right of the statement.

1= Strongly Disagree (SD)

4=Disagree (D)

2=Agree (A)

5=Strongly Agree (SA)

3=Undecided (U)

Observations About This Board	SA	A	U	D	SD
1. It has developed policies on board size, composition, nominations, and elections.	5	4	3	2	1
2. It has a policies and procedures manual.	5	4	3	2	1
3. It has a board orientation program for new members.	5	4	3	2	1
4. It has effective lines of communication with each other and the executive director.	5	4	3	2	1
5. It has established a means for recruiting new volunteers to serve on the board.	5	4	3	2	1
6. It seeks to ensure diversity in its membership.	5	4	3	2	1
7. It supports the executive director’s professional development.	5	4	3	2	1
8. It holds all members accountable for their actions.	5	4	3	2	1
9. It conducts periodic assessment for their actions.	5	4	3	2	1
10. It provides opportunities for informal interactions between board members and staff.	5	4	3	2	1



Record Keeping Checklist

To ensure proper operation of a nonprofit organization, create formal policies and procedures concerning:

- _____ 1. Keeper(s) of the formal minutes of board meetings.
- _____ 2. Timing when minutes are to be prepared.
- _____ 3. Production and distribution of minutes.
- _____ 4. Examination of the minutes for relevancy and accuracy.
- _____ 5. Filing of required reports.
- _____ 6. Evaluation of benchmarks.
- _____ 7. Client satisfaction survey for immediate feedback.
- _____ 8. Evaluation of board performance.
- _____ 9. Database of client information.
- _____ 10. Location and content of historical records (Smith, Bucklin & Associates, *The Complete Guide to Nonprofit Management*).

A Public Relations Note

- Do not assume that the organization will continue to have the respect of the community.
- As leaders, take responsibility to inform the community continually of problems, efforts to solve problems and accomplishments.
- As leaders, take responsibility to motivate the community to take responsibility for its own fate.
- Communicate with monthly press releases (BoardSource, 2002).

Corporate Memory Checklist

- _____ As leaders, ensure the information important to the organization is being documented and preserved.
- _____ Be concerned with memoranda, minutes of meetings, required reports, program evaluations and customer feedback.
- _____ Periodically review the location and content of the organization's historical records (its corporate memory).
- _____ Ensure that individuals can obtain access to the corporate memory and records.



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