

# Power from Within: Governing when board not fiduciary board.

## What is governance?

- The act, process or power of governing
- Decision-making processes in the administration of an organization
- A structure that, at least in theory, works for the benefit of everyone
- A structure of relationships and processes to direct and control the enterprise in order to achieve the enterprise's goal

**But you are not a BOARD?** What are you? \* brass \* cabinet \* council \* directorate \* management \* steering committee \* top brass \* assembly \* cabinet \* caucus \* commission \* congregation \* affiliate \* associate \* comrades \* cabinet

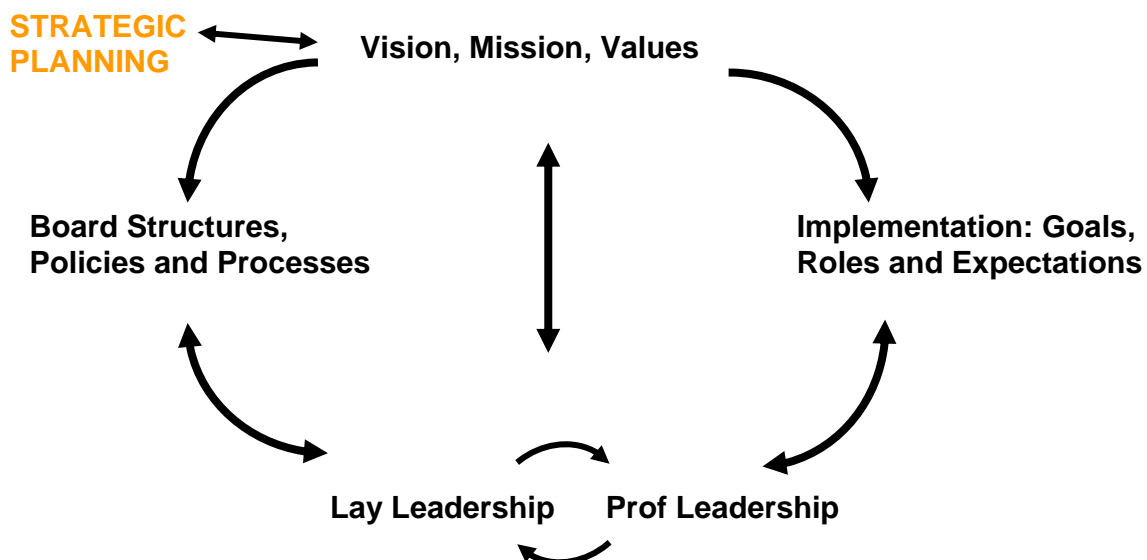
Power authority, jurisdiction, control, sway dominion, means the right to govern or rule or determine, **substantial influence**

The job of the board of directors for a nonprofit organization is simple: **it is responsible for everything**. This includes both governance and management of the organization. Even if it delegates certain responsibilities to the staff or other professionals, it is responsible for **ensuring that the resources of the organization are being effectively applied to meet its mission**.

**Definition of a board** - An organized group of people with the authority collectively to control and foster an institution that is usually administered by a qualified executive and staff.

**Management** is the group of people who are given the authority by the governing body to achieve the desired results. *Cyril Houle, Governing Boards: Their Nature and Nurture, Jossey-Bass, 1997, p.6*

## Leadership and Governance



# Governance Roles And Responsibilities

## **Set Direction**

- Develop and maintain focus on mission and vision
- Establish and oversee implementation of strategic direction
- Delegate authority for organizational management
- Articulate, safeguard, model, and promote organizational values

## **Ensure Resources**

- Identify human and financial resources needed for implementation of mission
- Establish policies for how funds will be raised, including policies for board member participation
- Ensure that the necessary community support and resources are made available

## **Ensure effective board and committees**

- Create and regularly update by-laws, board and committee charges, structures, size and composition
- Establish effective recruitment, orientation and support of board members
- Regularly evaluate board and committee decision-making processes and operations for effectiveness and efficiency

## **Provide Organizational Oversight**

- *Establish organizational and financial policies and ensure accountability*
- *Ensure compliance with applicable laws and ethical standards*
- *Monitor progress of programs and evaluate outcomes*

## **Provide Executive Oversight**

- *Delegate authority for organizational management*
- *Hire, support and monitor executive management*
- *Evaluate management performance*

# Models For Camp Governance

## 1) **Independent Board of Directors**

Usually established as a part of a separate 501c3 non-profit corporation.

- All Board members elected from the community at large
- Full control and responsibility of fiscal, budget and fundraising matters
- Full authority on organizational policies
- Oversight of executive management.
- Ownership and control of assets

**Example:** Herzl Camp

## 2) **Quasi-independent Board of Directors**

Governing body works primarily, but not entirely, independent from any umbrella organization

- Some Board members elected at-large, others appointed by umbrella organizations
- Full control of budgetary and fiscal matters
- Partial or full control over fundraising and resource development
- Full authority on organizational policies
- Oversight of executive management.
- Ownership and control of assets to be determined

**Example:** Young Judea Camp

## 3) **Empowered Camp Committees**

Governing body works within the umbrella organization

- Board members appointed by umbrella organizations, likely to include individuals who also sit on the board of the umbrella organization
- Control of budgetary and fiscal matters with some defined limits
- Limited responsibility for fundraising and resource development
- Authority on most organizational policies
- Oversight of executive management.
- No ownership or control of assets

**Example:** Camp Moshava

## 4) **Advisory Camp Committees**

- Board members appointed by umbrella organizations
- Advisory capacity for budgetary and fiscal matters
- Limited or no responsibility for fundraising
- Advisory on most organizational policies
- Partial oversight of executive management.
- No ownership or control of assets

**Example:** Camp Interlaken - JCC

## Shared Governance

Camp

Camp Director

Board

Committee/Council

Other \_\_\_\_\_

Affiliated Entity

Staff

Board of AE

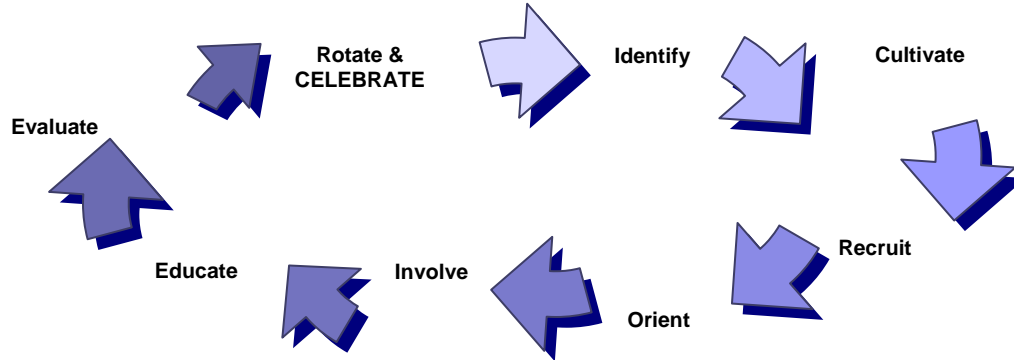
Committee/Council/Commission

Other \_\_\_\_\_

Basic Governance Function	Who has primary responsibility?	Who else provides input, review, approval, etc.? Please specify.
1. Determine mission		
2. Select director		
3. Support & evaluate director		
4. Ensure effective planning		
5. Monitor programs		
6. Fundraise		
7. Provide financial oversight		
8. Build a competent board		
9. Ensure legal & ethical integrity		
10. Enhance public standing		

Source: *Ten Basic Responsibilities of Nonprofit Boards, Second Edition* by Richard T. Ingram (BoardSource, 2009)

# The Board Building Cycle



**Step 1: Identify** the needs of the board: the skills, knowledge, perspectives, connections needed to implement the strategic plan. What do you have? What is missing? Identify sources of board members with the desired characteristics.

**Step 2: Cultivate** potential board members. Ask current board members, senior staff, and others to suggest candidates. Find ways to connect with candidates, peak their interest and keep them informed of your progress.

**Step 3: Recruit** prospects. Describe why a prospective member is wanted and needed. Explain expectations and responsibilities of board members, and don't minimize requirements. Invite questions, elicit their interest, and find out if they would be prepared to serve.

**Step 4: Orient** new board members both to the organization — explaining the history, programs, pressing issues, finances, facilities, bylaws, and organizational chart — and to the board — describing committees, board member responsibilities, and list of board members.

**Step 5: Involve** all board members. Discover their interests and availability. Involve them in committees or task forces. Assign them a board "buddy." Solicit feedback. Hold everyone accountable. Express appreciation for work well done.

**Step 6: Educate** the board. Provide information concerning your mission area. Promote exploration of issues facing the organization. Hold retreats and encourage board development activities by sending board members to seminars and workshops. Don't hide difficulties.

**Step 7: Evaluate** the board as a whole, as well as individual board members. Examine how the board and chief executive work as a team. Engage the board in assessing its own performance. Identify ways in which to improve. Encourage individual self-assessment.

**Step 8: Rotate** board members. Establish term limits. Do not automatically reelect for an additional term; consider the board's needs and the board member's performance. Explore advisability of resigning with members who are not active. Develop new leadership.

**Step 9: Celebrate!** Recognize victories and progress, no matter how small. Appreciate individual contributions to the board, the organization, and the community. Make room for humor and a good laugh. *Source: The National Center for Nonprofit Boards, 2000*



## Commission/Board Member Agreement (Sample)

As a board member of Camp \_\_\_\_\_, I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I share the collective fiscal responsibility, with my fellow board members, for this organization. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget and fundraising to meet it.
2. I know my legal responsibilities for this organization and those of my fellow board members. I am responsible to know and oversee the implementation of policies and programs.
3. I accept the By-laws and Operating Principles Manual and understand that I am morally responsible for the health and well-being of this organization.
4. I will give what is, for me, a substantial financial donation. I may give this as a one-time donation each year, or I may pledge to give a certain amount several times during the year.
5. I will actively engage in fundraising for this organization in whatever ways are best suited for me. These may include individual solicitation, undertaking special events, writing mail appeals, and the like. I am making a good faith agreement to do my best and to raise as much money as I can.
6. I will actively promote Camp \_\_\_\_\_ and encourage and support its staff.
7. I will attend board meetings, be available for phone consultation, and serve on at least one Board committee. If I am not able to meet my obligations as a board member, I will offer my resignation.
8. In signing this document, I understand that no quotas are being set, that no rigid standards of measurement and achievement are being formed. Every board member is making a statement of faith about every other board member. We are trusting each other to carry out the above agreements to the best of our ability.

Signed \_\_\_\_\_ Date \_\_\_\_\_  
*Board Member*

Signed \_\_\_\_\_ Date \_\_\_\_\_  
*Board Chair*

## Individual Board Member Self-Evaluation

Use the following questions for individual board member evaluation. For board members answering yes to these questions, they are likely to be fulfilling their responsibilities as board members.

	Yes	No	Not Sure
1. Do I understand and support the mission of the organization?			
2. Am I knowledgeable about the organization's programs and services?			
3. Do I follow trends and important developments related to this organization?			
4. Do I assist with fundraising and/or give a significant annual gift to the organization?			
5. Do I read and understand the organization's financial statements?			
6. Do I have a good working relationship with the chief executive?			
7. Do I recommend individuals for service to this board?			
8. Do I prepare for and participate in board meetings and committee meetings?			
9. Do I act as a good-will ambassador to the organization?			
10. Do I find serving on the board to be a satisfying and rewarding experience?			

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## Mini Board Self-Assessment Survey

Review the list of basic board responsibilities. Indicate whether, in your opinion, the board currently does a good job in an area or whether the board needs to improve its performance.

	Does Well	Needs Work
1. Organization's mission		
2. Strategic planning		
3. Program evaluation		
4. Fundraising		
5. Fiscal oversight and risk management		
6. Relationship with chief executive		
7. Board-staff relationship		
8. Public relations and advocacy		
9. Board selection and orientation		
10. Board organization		

**In what ways have you contributed this year?**

**Is there additional skill you have that we have not tapped?**

**How could we improve our meetings?**

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## Seven Quick Ways To Improve Meetings

When we think about the boards we're on, we usually think about the board meetings—which says a lot about the importance of having good meetings. Make a new year's resolution to implement one of the following ideas each month:

1. Write an **“anticipated action”** for each agenda item. Examples: “Finance Committee report, brief questions and answers: no action needed.” “Volunteer recruitment and philosophy: Anticipated Action = form committee of 3-4 board members.” “Public Policy Committee: Anticipated Action = approve organizational statement to city council on zone changes.”
2. **Make sure that each person says at least one thing at every board meeting.** This is the Chair's responsibility, but everyone should help! “Cecilia, you haven't spoken on this issue. I'm wondering what you're thinking about it?” “Matt, at the last meeting you made a good point about finances. Are there financial issues here that we aren't thinking about?”
3. **No one-way communication from staff.** If you have a regular Executive Director's Report on the agenda, or if a staff program director is giving you a briefing, be sure that such presentations need a response from the board. If not, put them in writing in the board packet and just ask if there are any questions.
4. **Don't include committee reports** on the agenda just to make the committees feel worthwhile. If a committee has done work but doesn't need it discussed, put the committee report in the board packet. (In the meeting be sure to recognize the committee's good work and refer people to the written report.) Instead, schedule committee reports in the context of the main discussion. For example, if there is a discussion planned on attracting and retaining staff, reports from the Finance Committee and the Personnel Committee may be appropriate.
5. Note to the board president and the executive director: **what are the two most important matters facing the organization**—economic downturn, changes in government funding, decreased preschool enrollment due to higher unemployment, a competitor organization, demographic changes in the county? Is one of these matters on every board agenda?
6. **Encourage “dumb” questions**, respectful dissent, authentic disagreements. Find a chance to be encouraging, at every meeting: “Sylvia, I'm glad you asked that ‘dumb’ question. I didn't know the answer either.” “Duane, I appreciate the fact that you disagreed with me in that last discussion. Even though you didn't convince me, your comment helped make the discussion much more valuable.”
7. **Adjourn on time**, or agree to stay later. Twenty minutes before the scheduled end of the meeting, the Chair should ask whether the group wants to stay later: “If we continue this very interesting discussion, we will have to stay fifteen extra minutes to hear the recommendation on the executive director's salary. Can everyone stay that long, or should we end this discussion and move to that one immediately?”

**BONUS IDEA:** Once every year or two, survey the board about meetings. Pass out a questionnaire for anonymous return to the board vice president or secretary, asking, “What do you like best about board meetings? Least?” “Are you satisfied with the items that are usually on the agenda?” “How could the board president do more to encourage discussion at the meetings?” “Is the location or time of day difficult for you?” From Board Cafe [www.boardcafe.org](http://www.boardcafe.org)

## **POSSIBLE RESPONSIBILITIES OF Non Fiduciary Camp COMMISSIONS**

- 1) Local Policies: Local policies may concern any matter which touches the mission of the Camp including, but not limited to, the welfare of staff and campers, financial matters, fundraising, fulfillment of the teachings and values of the Jewish Camping Movement, and programming and worship in consultation with, and recognition of, the expertise of Jewish professionals. All of this work shall be in consultation with the GOVERNING ORGANIZATION.
- 2) Master Plan: The COMMISSION will be engaged in long-range planning to envision the physical needs for the development of the Camp. The Master Plan should include planning over five years, and be annually reviewed and updated for submission to and approval of the GOVERNING ORGANIZATION. The involvement of local leaders with applicable expertise and first-hand knowledge of the Camp is encouraged.
- 3) Capital Budget: It is necessary that the COMMISSION evaluate and propose a prioritized list of capital expenditures which implements the Master Plan as approved by the GOVERNING ORGANIZATION.
- 4) Operating Budget: It is essential that the COMMISSION is informed and supportive of the preparation of the Operating Budget. The Executive Committee or its designated will review of compliance with the Operating Budget. The COMMISSION will conform its work on the Operating Budget to the structure and fiscal calendar of the GOVERNING ORGANIZATION.
- 5) Tuition Structure: Consistent with its role as part of the annual Operating Budget process, the COMMISSION shall participate in the establishment of the tuition structure for its Camp. While the ultimate decision on the tuition structure rests with the GOVERNING ORGANIZATION, it is understood that the GOVERNING ORGANIZATION will take into consideration the recommendations of the COMMISSION.
- 6) Scholarship Program: The COMMISSION shall provide within its budget for scholarship funds to aid campers with financial need. The COMMISSION shall establish formal procedures which include, but are not limited to, encouraging applicants to seek financial aid from the campers' local congregation and local Jewish federation. The COMMISSION shall also actively seek out additional sources of scholarship money from local foundations or individuals to supplement the scholarship funds in the Camp Operating Budget. The COMMISSION shall actively market the scholarship program, and shall establish policies concerning the application and award of the scholarship program, including availability to non-URJ campers. It shall endeavor with the GOVERNING ORGANIZATION to ensure that no child of a URJ member is denied an opportunity to attend a Camp of the Movement.
- 7) Development Program: The COMMISSION shall actively raise development funds for the improvement of its Camp. Any significant campaign or individual solicitation shall be approved and coordinated with the GOVERNING ORGANIZATION.

- 8) Participate in the Selection of Camp Director
- 9) Program Planning The COMMISSION in coordination with the Camp Director, and in consultation with local faculty, shall participate in general discussions of Camp programming. This shall concern general discussions about the structure and inclusion of Camp units, and programming issues to the extent they concern the mission of the Camp. Specific planning and selection of educational materials and methods, generally shall not be the purview of the Committee, but rather the senior staff of the Camp.
- 10) Camper Recruitment and Camper Welfare The COMMISSION shall actively support efforts to recruit campers through marketing in congregations and any other means it deems appropriate. The COMMISSION shall also concern itself with the quality of the camper experience and the welfare of the individual camper in specific Camp.
- 11) Staff Recruitment and Staff Welfare The COMMISSION shall actively support efforts to recruit staff through marketing and any other means it deems appropriate. The COMMISSION shall also concern itself with the quality of the staff experience and the welfare of individual staff in each Camp. This shall include, but is not limited to, the training and orientation of staff and matters of health and safety.
- 12) Relationship and Participation of Alumni: Alumni are one of the greatest assets of our Camp. Towards this end, the COMMISSION will develop a system to identify and track camp and staff alumni. The COMMISSION should foster the relationship with camper and staff alumni, encourage their continued involvement with an eye towards building community, develop fundraising prospects, and use the network of alumni for marketing.
- 13) Congregational Relationships Within the Camp Region: The primary source of staff and campers for the Camp should be the congregations within its Region. The COMMISSION shall encourage and support the “Ambassador Program”, an initiative designed to appoint key lay people within each congregation to advocate for camper enrollment and congregational support for camp related events. Therefore, the COMMISSION should develop methods, programs and communications to reach out to individual congregations. Such relationships should increase the number of campers and possibly identify other resources, including development resources, for the local camp.

## **STRUCTURE OF THE CAMP COMMISSION**

- 1) **LEGAL NATURE OF ENTITY** The COMMISSION set forth herein is not a legal entity. It is an advisory COMMISSION, working within established framework. It does not have fiduciary responsibility for camp operations. COMMISSION shall be directly controlled by the GOVERNING ORGANIZATION .
- 2) The COMMISSION shall work in collaboration with, and support of, the Camp Directors. The Camp Directors, in partnership with the COMMISSION president, should set goals and the agenda for the COMMISSION. This collaboration assumes and requires the inclusion of

the Camp Directors in all facets of the COMMISSION's activities and deliberations (except in a circumstance where the GOVERNING ORGANIZATION formally requests input concerning the Directors).

- 3) DUTIES OF COMMISSION MEMBERS. All COMMISSION members are expected to serve on committees, and otherwise support, both financially, and with time.
- 4) REQUIRED COMMITTEES OF THE COMMISSION
  - a) The COMMISSION will parallel the committee structure of the GOVERNING ORGANIZATION. The chairs of each committee are expected to be in communication with its respective counterpart on the GOVERNING ORGANIZATION.
  - b) The COMMISSION Chair shall appoint committee chairs as deemed appropriated for the Camp Committee, including committees which do not directly parallel any GOVERNING ORGANIZATION Committees.
  - c) A COMMISSION committee is part of the COMMISSION; it is not part of the GOVERNING ORGANIZATION or the GOVERNING ORGANIZATION's committees. It shall receive its mandate from the COMMISSION, and matters requiring action shall be referred to the COMMISSION for action. Memberships to committees are open to both COMMISSION members and non-COMMISSION members, but chairs shall serve on the COMMISSION. The appointments are at the discretion of the Chair of the COMMISSION. The following committees shall be called into existence:
    - (a) Fundraising;
    - (b) COMMISSION Development;
    - (c) Alumni Relations
    - (d) Marketing/Visibility;
    - (e) Master Planning;
    - (f) Camper Recruitment/Ambassador Program.
- 5) FRIENDS OF THE COMMISSION
  - a) In addition to the COMMISSION, there shall be a committee called "Friends of the COMMISSION" (FRENDS). The purpose of the FRENDS is to act as advisors and supporters of the Camp. Such duties may include: to identify sources for funding and solicit financial gifts for Camp projects and to support the COMMISSION fulfill the mission of Jewish camping.
  - b) The FOB shall consist of the past members of the COMMISSION and additional individuals appointed by the Chair of the FRENDS in conjunction with the Camp Directors and the Chair of the COMMISSION. There is no limit to the number of individuals who are on the FRENDS. The FRENDS may establish subcommittees and task forces to carry out particular projects or assignments under the direction of the Chair of the COMMISSION.

o Printed & revised with much appreciation from URJ Camp Newman.