The Role of a Nonprofit Trustee - Govern and Support

So what is governance? There are many different definitions and forms of governance, from corporate to public governance. When it comes to nonprofit governance, we are usually referring to the governing of nonprofit boards.

Wikipedia's governance definition:

Governance *is the way the rules, norms, and actions are structured, sustained, regulated, and held accountable. The degree of formality depends on the internal rules of a given organization and, externally, with its business partners. As such, governance may take many forms, driven by many different motivations and with many different results. For instance, a government may operate as a democracy where citizens vote on who should govern and the public good is the goal, while a nonprofit organization may be governed by a small board of directors and pursue more specific aims.*

Nonprofit governance is differentiated from other kinds of governance as follows:

Nonprofit governance has a dual focus: achieving the organization's social mission and the ensuring the organization is viable. Both responsibilities relate to fiduciary responsibility that a board of trustees (sometimes called directors, or Board, or Management Committee—the terms are interchangeable) has with respect to the exercise of authority over the explicit actions the organization takes. Public trust and accountability is an essential aspect of organizational viability, so it achieves the social mission in a way that is respected by those whom the organization serves and the society in which it is located.

How does a board support the CEO?

Board members have a lot of responsibility to the organization they represent, to the community for which they are stewards of the nonprofit's resources, and also to the organization's CEO. The CEO's success is tied closely to the support he or she receives from the board. How can individual board members support their CEO's success? Below are the six ways I've found that have the greatest impact.

1. Ask

Who knows better how the board can help the organization than the CEO? But a CEO often hesitates to make assignments to individual board members. CEOs appreciate being asked by board members how specifically they can contribute their time. This explicit offer of help is very powerful; it also quickly dispels any concerns the CEO may have that he or she is imposing on a board member's time. A conversation about the needs of the organization and how those needs mesh with the talents of different board members is a healthy way to assure the best fit is in place, a fit that values board members' time, maximizes their contributions, and focuses very specifically on the needs of the organization.

As logical as this approach seems, it doesn't happen often enough. How many times has a board member drifted away from an organization because there have been general calls to action by the CEO that didn't seem to apply to that board member's abilities, leading the board member to assume falsely he or she was not really needed.

2. Stay out

Perhaps one of the top ways a board member can help the CEO is to stay out of the management of the organization—that's what the CEO is paid to do. Almost every CEO has horror stories of a well-meaning board member who did not understand the difference between management (which is a staff responsibility) and governance (which is where the board should be involved). Each and every time a board member intervenes, it not only undermines the CEO's authority but creates a situation that takes hours and hours to repair.

Board members rightfully take pride in an organization, feel a degree of ownership of it, and can even feel they've contributed to its success.. But the board's responsibility is fiduciary and strategic and should not extend to daily operations. When board members start getting into which staff members the CEO should hire or fire or try to manage staff members, they have crossed the line. If there is something truly egregious happening, the board needs to address it with the CEO. The CEO is the only staff member who is the board's responsibility; all other employees and volunteers are the CEO's responsibility. If things are truly going south, the board's intervention should end with changes at the CEO level.

3. Show up

A very obvious and easy thing each board member can do is to show up at all the meetings, events, fundraisers, etc. for the organization. While this seems apparent, many board members think it applies to other members of the board but not to them (just think of how many board members are asked to leave the board due to poor attendance). Every board member needs to set a leadership example by attending these public and private gatherings. Each absence is noticed, if not physically, at least mentally by other board members, staff, internal stakeholders, and members of the public. By not showing up a board member sends the message that the event was not important enough for him or her to be at and by extension that the organization is not important enough to support.

4. Provide

Board members can provide an invaluable service by giving candid feedback on how well he or she is performing. There should be a formal, annual, data-driven evaluation process that is also tied to compensation. The process should solicit input from all board members, even if the executive committee or a designated compensation committee meet with the CEO to provide the evaluation. But in addition to the formal process, a CEO benefits from informal feedback throughout the year. As should be true for any employee, there should be no surprises during the CEO evaluation process. If a situation has been an issue during the year, it should have been addressed at some point and not come out of the blue at the time of the evaluation. Additionally, board members are invaluable professional development resources for the CEO and should contribute to the CEO's development throughout the year.

5. Deliver

Board members should respect the social contract: if they commit to doing something, they should follow up and do it. One of the most demoralizing things that can happen in the workplace is for a boss to commit to do something, then not follow through. The same thing occurs when a board member commits to make a new contact, follow up on a lead, participate in a meeting with a donor, or give personally to the organization. The CEO should not need to follow up with or nag a board member to complete a task he or she has committed to. Again, this seems self-evident, yet failure to deliver happens frequently, putting the CEO is a tenuous position. There may be extreme cases where the board member cannot fulfill an obligation; that should be communicated to the CEO and an alternate course of action agreed upon. Otherwise each board member needs to deliver.

6. Listen

Board members need to practice active listening with the CEO and fellow board members. Each board seems to have a member who jumps out and offers their solution before everyone has had an opportunity to listen to the challenge and consider potential solutions. Generally, the group conversation uncovers nuances and additional information that are important in determining the best course of action to take. Listening, reflecting, and only then offering solutions is the best way for board members to help the CEO determine the best course of action.

The success of a nonprofit is due to the successful partnership of an effective board and strong CEO. Each board member can take personal responsibility in contributing to the organization's success. These six actions will go a long way to increasing the board member's contribution.