

BOARD MEMBER'S HANDBOOK & RESOURCE GUIDE



BOYS & GIRLS CLUBS
OF AMERICA

LEADING EDGE: 2020

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BOARD STRUCTURE

The following is merely a guide. Each Boys & Girls Club organization should structure itself to best accommodate, respond to, and address its particular needs and challenges.

OFFICERS

A Boys & Girls Club board is led by a team of officers that includes a board chair, one or more vice chairs, a secretary and a treasurer. These officers are elected to one- or two-year terms at the annual meeting of the Club's Board of Directors and could be eligible for re-election. The duties of each officer should generally be as follows:

- **BOARD CHAIR** (some organizations use president or chief volunteer officer to denote this position): Has a sound working knowledge of their Club, including its history, staff, membership and programs. Leads the board by inviting board members to participate; facilitates communication among board members, and between board and staff; guides Club, CEO and board evaluations; delegates authority; raises funds and supports resource development efforts; maintains visibility in the community; and supports the Boys & Girls Club Movement.
- **VICE CHAIRS** (some organizations refer to this position as vice president): Assists and supports board chair by stepping in for him or her when necessary; provides leadership and guidance to designated standing committees and task forces; maintains visibility in the community; and supports the Boys & Girls Club Movement.
- **SECRETARY**: Guards Club's institutional memory by assuring the preparation, accuracy and timeliness of meeting minutes; communicates with board members about meetings, attendance and terms; and serves as a signatory on official documents.
- **TREASURER**: Serves as financial officer of the organization and chair of the finance committee. Along with the finance committee, the treasurer manages the board's review of and action related to its financial responsibility. The treasurer works with the CEO and CFO to ensure that all appropriate financial reports are made available to the board on a timely basis. The treasurer assists the CEO and CFO in the preparation of the annual budget and presenting the budget to the full board. Along with the finance or audit committee, the treasurer reviews the annual audit and answers questions from other board members.
- **CEO** (some organizations call this person president or executive director): In accordance with the elements of competence established for Club executives, the CEO is responsible for managing the Club's strategic planning and operations in support of the organization's mission and goals. The CEO collaborates with the Board of Directors to develop organizational goals, attain/allocate resources and establish policies. He or she may be assigned special projects by the Board of Directors. The CEO provides direction to staff in carrying out their assigned roles, and is a full-time, paid employee.

OTHER POSSIBLE OFFICERS

- **BOARD CHAIR-ELECT** (if not already serving as an officer): Identified at least one term in advance to ensure continuity, board chair-elect works with the board chair to help him or her learn the role. The board chair-elect's role may include but is not limited to serving as a vice chair, conducting board meetings in board chair's absence, and attending a Board Chair Orientation in preparation of assuming board chair responsibilities.
- **EX-OFFICIO/IMMEDIATE PAST BOARD CHAIR**: Provides advice and leadership to the Board of Directors regarding past practices to assist in governing organization. The immediate past board chair supports the board chair and board chair-elect on an as-needed basis. He or she may also perform the duties of the board chair in their absence or disability.

WORK GROUP TYPES

- Standing Committees are work groups that deal with ongoing issues, such as governance, financial oversight and resource development. The standing committee structure should be lean and strategic. While members should rotate on and off, committees last indefinitely because there is a continuous flow of work to accomplish.
- Task Forces/Ad-hoc Committees are established to complement standing committees by accomplishing a specific task, such as reviewing bylaws or planning retreats, within a specific time frame. These are time-limited groups with specific tasks and represent a more effective use of board members' time, interests and expertise. Task forces/ad-hoc committees exist on an as-needed basis; when the work is done, the group disbands.
- Advisory Councils are created to advise and support the Club and its governing board. Advice can come in the form of technical expertise, connections or assessment of programs. Advisory council members have no legal or formal responsibilities. Many multi-unit organizations create unit advisory councils, a group of volunteers with unique knowledge and skills, that complement the talents and expertise of a corporate board to more effectively support and sustain a local Boys & Girls Club.
- Affinity Groups are often formed around social networks of shared interest(s) in lifestyle, age, profession or ideology. They are often devoted to fundraising and advocacy. Affinity groups, which do not hold governance or advisory responsibilities for the organization, provide a vehicle for financial support and feedback.

COMMITTEES AND THEIR FUNCTIONS

Committees are created by the board to accomplish work needed to be done between meetings, and provide opportunities to engage the talents of board members in the work of the organization. The majority of the board's work takes place in committees. The effective use of committees distributes and expedites the board's work so it will not be individually burdensome. It also removes long discussions and routine tasks from the usually crowded board meeting agenda, freeing the board to consider overall programs, major policies, and key issues.

The committee structure should be created to meet the needs of the Club, and designed to be flexible as possible. In keeping with current governance trends, BGCA advises Clubs use fewer standing committees and more task forces/ad hoc committees.

Boys & Girls Club organizations often use the following categories for committee assignments:

- Board Development
- Board Governance
- Human Resources
- Resource Development
- Financial Management
- Program/Impact
- Marketing and Communications
- Asset Management (facilities/property)
- Board-led Child & Club Safety Committee

This structure works well for many Boys & Girls Club organizations. Others employ a smaller standing committee structure and use task forces when issues on the above topics arise. The key is to use the structure that best fits your organization and ensures the process and goals for committee or task-force work are clearly defined and run by the best possible board leader.

The board chair appoints the chairs of standing committees during, or shortly after, the annual meeting. The board chair appoints chairs of special task forces (ad-hoc committees) as the need arises, such as a task force to conduct a standards-based organizational assessment. After consulting with each chair and the CEO, the board chair names members to the committees.

To ensure effectiveness and efficiency, board and committee members should define the size of each committee and task force, designate staff support (if any), establish membership criteria (not all committee members need to be board members), determine the committee's duration, and clarify its objectives.

It is desirable to have every board member serve on one or more committee. Talents, abilities and interests of each board member should be considered in making committee appointments. Individuals in the community who are not board members can often be used effectively as consultants or advisors to a committee.

Limitations on Committee Authority. No committee of the board should have sole authority to:

- Elect or remove directors or officers
- Amend or repeal any clauses in the bylaws, or adopt new bylaws
- Hire or terminate the CEO
- Approve or change the budget
- Dissolve the organization or merge the organization with another entity
- Change the mission or the organizational structure

TYPES OF COMMITTEES

EXECUTIVE COMMITTEE

Although many Boys & Girls Club organizations have an Executive Committee, it is recommended this group limit its decision-making to issues that need immediate attention when the full board cannot be convened. This will engage all board members in the organization's affairs.

The Executive Committee can consist of board officers, CEO (ex-officio), Area Council Liaison, standing committee chairs, and other corporation members as deemed advisable. The board chair also serves as chair of the Executive Committee, which is on call between board meetings and assumes duties and powers as the board delegates. This committee cannot assume the authority of the board unless so authorized by the board, and as defined by organizational bylaws. The Executive Committee works closely with other board committees, provides periodic progress reports, and formulates recommendations for board action. The committee also:

- guides the Board of Directors' chart of work as set forth in annual strategic plan;
- conducts executive sessions when authorized by the board;
- reviews legal matters affecting the organization and makes recommendations to the board, using external counsel or appointing a task force as needed;
- reviews or appoints a task force to review the organization's insurance program annually and determines, with board approval, coverage needed by Club;
- handles all insurance matters involving the Club;
- appoints a task force to implement a comprehensive risk management and child safety assessment process per BGCA standards; and
- ensures annual review of CEO by actively engaging members of the board.

GOVERNANCE OR BOARD DEVELOPMENT COMMITTEE

Club boards have customarily used a nominating committee to identify, recruit, nominate and orient new board members, and provide ongoing education, evaluation, recognition and succession planning for all board members. As the nature of effective governance receives more attention and boards seek to enhance how they govern, Governance Committees have emerged, expanding the responsibilities and activities of what were previously known as nominating committees. This important committee should meet on an ongoing basis, particularly in advance of an annual meeting where new directors will be elected.

A Governance or Board Development Committee will not only do the work of the nominating committee. It also increases the board's capacity to do its work by overseeing the board performance and managing compliance to the organization's mission. It is also responsible for ongoing recommendations and criteria to enhance board quality and viability, which often focuses on these five areas:

- **ROLES AND RESPONSIBILITIES:** Provide ongoing leadership to review the board's statement of its roles and areas of responsibility, and the expectations of individual directors.

- **COMPOSITION:** This committee should assess the knowledge, attributes, skills and influence of board members; and determine what future issues the board will need to consider when identifying and appraising potential candidates.
- **KNOWLEDGE:** Design and oversee an orientation process for board candidates and new board members; design and implement an ongoing education program to ensure board members have the knowledge to discharge their duties.
- **EFFECTIVENESS:** Lead a periodic assessment of the board's performance and propose, as appropriate, adjustments in structure, process, criteria and clarification of responsibilities.
- **LEADERSHIP:** Consider expected board turnover and those likely to be proposed for board leadership; take steps to recruit and propose board members for roles that prepare them for leadership.

FINANCIAL MANAGEMENT COMMITTEE

Every Boys & Girls Club organization's board must elect a treasurer and appoint a Financial Management Committee that works with the CEO and financial staff to prepare the annual budget and actively oversee finances. This committee encourages and facilitates communication among its members, the organization's management and auditors. It reviews the organization's financial status and provides a report to the full board on a quarterly basis, at a minimum. The committee should also ensure that:

- accounting policies, practices and internal controls are reviewed and monitored on an ongoing basis;
- a financial check-up is implemented;
- financial statements and reports are issued on time and in accordance with regulatory obligations and donor requirements;
- the organization has a sound investment strategy and policy that is updated annually;
- a risk management plan is reviewed and monitored on an ongoing basis;
- a strategy for future financial stability that includes board reserve funds, board-directed endowment funds and donor-designated permanent endowment funds is in place; and
- organization has a clear policy on processing and distributing bequest revenue.

Once the committee determines the proposed budget is sufficient to provide for the operating needs of the organization, it presents the budget to the Board of Directors for approval. In cooperation with the treasurer, who should serve on the committee, it recommends periodic budget adjustments as needed.

RESOURCE DEVELOPMENT COMMITTEE

This committee works with the CEO and development staff to prepare aspects of the annual budget that pertain to funding sources and costs associated with obtaining those funds.

It is responsible for developing and leading a comprehensive resource development plan that recommends policies and procedures to ensure diverse income sources, provides stewardship of resources and donors, secures board

member involvement, and identifies necessary long-term resources, such as capital and endowment funds. The committee provides primary leadership monitoring, evaluating and reporting the plan's progress to the Board of Directors. The organization's budget should remain under the Financial Management Committee's guidance.

The Resource Development Committee provides for the establishment and implementation of a strategic and aggressively promoted planned giving and endowment program led by a separate Major Gifts or Planned Giving Committee. Task forces/ad-hoc committees are often used to lead specific aspects of an annual resource development event, such as an annual campaign, gala or golf tournament.

AUDIT COMMITTEE

Charitable organizations must have independent reviews of their financial procedures, controls and policies in order to provide strong safeguards. To maintain your organization's membership in BGCA, it is required that an independent certified public accountant (CPA) conduct an annual audit. Member organizations with annual revenues of less than \$250,000 can submit a review of financial statements by an independent CPA in lieu of such an audit. For organizations with budgets greater than \$2 million, the board should appoint a separate Audit Committee to oversee the annual process.

The Audit Committee works with the chief executive officer and treasurer. It meets at least once a year to study and approve the annual audit, select an audit firm and review the audit plan.

TASK FORCE TYPES

NOTE

Many boards utilize a committee structure in lieu of a task force.

LEGAL AND INSURANCE TASK FORCE

Reviews legal matters, with the advice of external counsel as needed, and makes recommendations to the board. Also reviews and oversees all insurance-related matters and ensures a risk-management program is established and implemented.

NOTE

In the absence of a Legal and Insurance Task Force, the Executive Committee or the Property Management Task Force can handle these matters.

PLANNING TASK FORCE

Reviews the organization's mission statement, updates long-range goals, prioritizes goals and calls for a strategic-planning process when needed.

HUMAN RESOURCE TASK FORCE

Supports and ensures implementation of a strategic human resources plan that promotes the recruitment, onboarding and retention of key talent. The Human Resource Task Force is concerned with the well-being of all staff members, including their effectiveness and development. It advises the board on human resource standards,

practices and policies. The task force also periodically reviews and updates written employment policies, practices and procedures that provide staff with guidance and ensure compliance with applicable state and federal laws. This task force also ensures the organization meets all human resource-related minimum and essential benefits, as defined in BGCA's membership requirements.

The task force provides guidance on diversity and affirmative action needs; performance planning and management processes; employee benefits; leave policies; coaching, counseling, and constructive discipline procedures; and career development strategies.

Task force also works with the CEO to establish and monitor the job classification and compensation management program to ensure the completion of tasks including:

- compensation philosophy;
- current job descriptions;
- competitive salary ranges and compensation strategies;
- appropriate reward and recognition programs; and
- an approved annual compensation budget.

The task force's recommendations for revisions are presented to the Board of Directors for approval and implementation.

MARKETING AND COMMUNICATIONS TASK FORCE

Develops and carries out a year-round marketing program that interprets the activities, purpose and needs of the Boys & Girls Club and makes use of all available media, such as speakers, exhibits, press, radio, Web, events and television.

The Marketing and Communications Task Force cultivates interest and support of local media, invites local, state and federal government representatives to the Club's public events, and supplies news items and articles to local newspapers and magazines. The task force works with the CEO, as well as development and marketing staff, to prepare news releases, annual reports, pamphlets, flyers and other publicity material.

Each year, the task force handles the placement of TV, radio and print public service ads provided by BGCA. It takes advantage of publicity opportunities presented by National Boys & Girls Club Week and Boys & Girls Clubs Day for Kids. It issues a calendar of Club events and uses marketing and communications materials supplied by BGCA.

The task force determines the primary media spokesperson in conjunction with the organization's crisis management plan and acquaints board members with their public relations responsibilities. The Marketing and Communications Task Force also obtains biographical information on all board members from the Governance Committee and promotes board and staff member activities on behalf of the Club to local media. It also conducts an annual public relations forum for board members.

If the organization is a participating United Way agency, the task force collaborates with the United Way on publicity and provides speakers and programs to civic, service, labor and fraternal groups. The Marketing and Communications Task Force helps establish contacts to generate support for the organization.

PROGRAM/IMPACT TASK FORCE

Assists the CEO and staff in ensuring effective programs and youth development services are in place. It approves yearly program goals, and assesses and recommends new programs. It ensures the organization tracks and maintains membership and other data about youth served.

In cooperation with the CEO and staff, the Program/Impact Task Force uses criteria established by BGCA to evaluate programs. It assures the organization's participation in the National Youth Outcomes Initiative (NYOI) and BGCA's outcome measurement program. The task force also assists in obtaining volunteers and program materials, and interprets the Club's programs and youth development services to the board and the community.

Working with the CEO and key staff (program directors, unit directors, project leaders) the task force should prepare a yearly calendar of local, state, regional and national events for board members' easy reference. A suggested outline for such a calendar is found in the appendices.

PROPERTY MANAGEMENT TASK FORCE

Assures the Club's facilities, furnishings and grounds are in satisfactory condition. Responsibilities include:

- regularly inspecting Club property for maintenance, repairs, safety and appearance;
- estimating costs of repairs and purchases, and submitting to board for authorization;
- assuring proper maintenance and use of Club property and equipment;
- developing a comprehensive facility maintenance plan that creates a safe environment, complies with regulations and preserves Club assets; and
- ensuring the Boys & Girls Club service mark is displayed properly on exterior of all buildings.

TECHNOLOGY TASK FORCE

This task force plans and leads the organization's information technology activities and takes full advantage of existing and emerging technologies. It establishes and implements an annual review and audit of technology needs, and secures external resources and assistance to meet those needs. It reviews proposals for uses of and investments in technology. It also monitors technology performance and contribution toward business and strategic objectives, including membership tracking, financial management, donor management and Web presence. The task force also provides timely reports and information to the Board of Directors.

illustrate important applications that are relevant to the work of Boys & Girls Clubs of Any town's Board of Directors. **The points below are not intended to be all-inclusive. Board members are encouraged to use their own good judgment in maintaining the highest standards of ethics.**

GOVERNANCE:

- I will commit myself to faithfully carrying out my duties and advancing the mission of the Boys & Girls Clubs of [Anytown].
- I will work cooperatively with others, determined to be a cohesive and integrated member of the team working toward a common purpose and celebrating a shared set of principles.
- I will encourage the full and open discussion of issues entrusted to me and will ensure that others have a genuine opportunity to be heard.
- I will fairly and frankly state my opinions on matters and carry out final decisions of the board or management, even if I originally disagreed.
- I will reveal any perceived, potential or actual conflicts of interest to either the Board Chair or the Executive Committee chair and will withdraw from the meeting room during any discussion, review, and voting in conjunction with such matter.

CONFLICTS OF INTEREST:

- I will not place my personal interests in conflict with the interest of Boys & Girls Clubs of [Anytown] and will avoid any conduct that may impair my judgment with respect to the organization.
- I will not, directly or indirectly, benefit improperly from my position or from any sale, purchase or other activity of the organization.
- I will avoid situations involving impropriety or conflict, or the appearance of impropriety or conflict between duty to the organization and personal interest.
- I will not accept from, or give to, any current or potential supplier, customer, competitor, or donor any payment, service, gratuity, gift, or favor.
- I will not ask for or receive cash, kickbacks, bribes, gifts, or favors.
- I will avoid any outside business relationships with donors, other businesses or competitors if that relationship creates a conflict of interest by influencing decisions made by me in the performance of my regular duties for Boys & Girls Clubs of [Anytown].
- I will ensure that travel; entertainment and related expenses are incurred on a basis consistent with the mission of the organization and not for personal gain or interests or benefit any other related party.
- I will reveal to the Board Chair or Executive Committee chair any perceived, potential or actual conflicts of interest.

ASSETS, FINANCIAL REPORTING AND TRANSACTIONS:

- I will do my part in ensuring that Boys & Girls Clubs of [Anytown] complies with prescribed accounting policies and procedures at all times.
- I will do my part in ensuring that organizational assets and transactions are handled with the strictest integrity, and that each transaction is executed in accordance with applicable procedures, authorization, and documentation.
- I will not use, directly or indirectly, the organizational name or logo, organizational funds, property, computer connectivity, equipment, assets, copyrighted material or other organizational resources for any unethical, unlawful or inappropriate purpose.

FUNDRAISING:

- I will enthusiastically promote genuine voluntary giving and prevent or inhibit any solicitations made under duress or coercion.
- I will be accurate and truthful in our fundraising requests and information.
- I will respect the informed choices of our donors by fairly and truthfully reporting our fundraising costs and overhead.
- I will be clear about how donated resources will be utilized.
- I will do my part to ensure that donated resources are used in the manner in which they were intended. If any important alterations in the planned use of the funds occur, I will inform donors of the alterations.

CONFIDENTIAL INFORMATION:

- I will not release business information that has not been made public to private individuals, organizations or government bodies unless demanded by legal process.
- I will not use confidential information obtained in the course of my affiliation with Boys & Girls Clubs of [Anytown] for the purpose of advancing any private interest or otherwise for personal gain.
- I will keep confidential all information shared on sensitive issues, such as compensation and performance data.

POLITICAL CONTRIBUTIONS:

- I will refrain from making – or create the appearance of making – any contributions to any candidate for public office or political committee on behalf of Boys & Girls Clubs of [Anytown].
- I will refrain from using any organizational financial resources, facilities or personnel to endorse or oppose a candidate for public office.

- I will clearly communicate that I am not acting on behalf of the organization, if identified as an official of Boys & Girls Clubs of [Anytown], while engaging in political activities in an individual capacity.
- I will engage in personal political activities on my own time and at my own expense.

REPORTING AND INVESTIGATIONS:

Upon receipt of the Code of Ethics, each board member will agree in writing to comply with the Code of Ethics Certificate.

QUESTIONS AND REPORTING:

- Any questions regarding the Code of Ethics, its interpretation or application, should be directed to the Board Chair or Executive Committee chair.
- If a board member knows of a violation of the code of ethics, he/she should immediately report it to the Executive Committee chair. If reporting to that person creates a conflict, it should be reported to the Board Chair.
- In the alternative, a board member can utilize the confidential ethics hotline to report a violation of the code of ethics via telephone or Internet. That number is 1-866-297-3701 and the reporting link is www.ethicspoint.com.
- If a board member is concerned that he/she may not be in compliance with the Code of Ethics, he/she should complete the appropriate disclosure statement, and the Executive Committee will provide a written response.

FOLLOW UP:

The Executive Committee chair will promptly investigate all alleged Code of Ethics violations and will recommend action, if required, to the Board Chair.

APPENDIX E: INDIVIDUAL SELF-APPRAISAL QUESTIONNAIRE FOR BOARD MEMBERS

In addition to having the full board assess its performance as a governing body, individual board members should also take stock of their own performance as members of the board. The following questions may be used by board members for a self-appraisal of interest and service to the Club. Complete the assessment by rating on a scale of 1 to 5, one being low and five being high. There is no 3; if you think your rating is in the middle, rate it as a 2.

INDIVIDUAL BOARD MEMBER ASSESSMENT

1. Do I have a genuine interest in the Boys & Girls Club and believe in its work?
2. Do I regularly attend and participate in board meetings?
3. Do I assume a reasonable amount of board responsibility?
4. Do I assume a reasonable amount of committee responsibility?
5. Do I personally contribute and secure financial support for the Club in relation to my resources and ability?
6. Do I serve as a goodwill ambassador for the Club in the community?
7. Do I introduce my business and social acquaintances to the work of the Club?
8. Do I have a reasonably good understanding of the Club's mission and philosophy?
9. Do I have a reasonably good understanding of and embrace the outcomes for youth as set by the Boys & Girls Club Movement in the "Great Futures Plan?"
10. Do I attend and participate in area council meetings and other BGCA activities when appropriate and when I am called on to do so?

SUMMARY CHECKLIST: GUIDELINES FOR EVALUATION

- Evaluation is the process of asking good questions, gathering information to answer them and making decisions based on those answers.
- The output of evaluation is organizational learning. It's a way for the Club to assess its progress and change in ways that lead to greater achievement of its mission.
- Evaluation is an essential component of effective decision-making, whether it be strategic planning or the quiet decision-making of daily organizational life.
- Evaluation is a developmental process, not a report card process.
- Evaluation is most effective in an environment that is as risk-free as possible.
- Evaluation is time and effort well-spent, saves money in the long run by making better use of limited resources, and helps ensure the Club's health and viability in a changing environment.

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