Board Basics: Best Practices for Governance & Nominating

“Power Tools for Coalitions” Webinar Series
July 15, 2015

“Power Tools” Background

- Moderator: Kinkini Banerjee, Senior Coalitions Relations Manager, U.S. Breastfeeding Committee

- Series of bi-monthly webinars, part of USBC’s training, technical assistance, and capacity building support for network of state, territorial, tribal, and local/community breastfeeding coalitions across U.S.
Webinar Access

- Open to all interested breastfeeding coalition leaders/members, and others involved in forming or leading nonprofits in the breastfeeding field.
- Topic/speaker details are posted 1-2 weeks before each session on a page on the USBC public website:
  - [www.usbreastfeeding.org/power-tools](http://www.usbreastfeeding.org/power-tools)
- Session details are also posted in the Coalitions Learning Connection (user account required):
  - [www.usbreastfeeding.org/CLC](http://www.usbreastfeeding.org/CLC)

Series Format Update

- AS OF 4/1/2015: To streamline access, these webinars have now been set up as a series.
- You only need to register for the series once, and you will then receive auto-reminders of each session with the topic/speaker details.
- Even though you may not be able to attend every session live, the series registration will still send you auto-reminders so that you have easy updates on the topic and links to the live webinar and archives.
Webinar Materials

- To find archives of past sessions:
  - Follow the link from your confirmation or reminder e-mails
  - OR
  - Go to www.usbreastfeeding.org/power-tools
Q&A

- During today's sessions, all attendees will be in listen only mode.

- Questions may be submitted at any time during the webinar. Please type your questions into the Questions box on your webinar control panel.
Technical Issues

Audio problems? Other questions?
Please e-mail coalitions@usbreastfeeding.org

Today’s Topic

Board Basics: Best Practices for Governance & Nominating

We’ll review the latest from the newly refocused USBC Governance and Nominating Committees, including:

- Board self-assessment process that informs Governance Committee priorities
- Board Profile tools that inform nominations process
- Introduction to resources coalitions can now access through the USBC’s BoardSource membership
Today’s Presenters

Brenda Bandy
Chair, USBC Governance Committee

Robin Stanton
Chair, USBC Nominating Committee

Megan Renner
USBC Executive Director

POLL QUESTION # 1
THE EARLY JOURNEY

BoardSource Consultant

- August 2013 full day Board training, informed by comprehensive board assessment
- Joined BoardSource: includes annual Board self-assessment, plus add on CEO assessment
- Ongoing work on:
  - Board orientation process
  - Committee structure
  - Roles & responsibilities of board and staff
Board Orientation: Before

- Tried various formats: in-person vs. web/phone meetings
- Tried w/ full board vs. just new members
- Moved written materials from giant binder to online library
- Content primarily focused on orientation to USBC, did not include governance education or board best practices

Board Orientation: After

- Onboarding program w/ three PowerPoint modules designed by consultant
- Content can be tailored depending on needs of new board members that year
- Some reviewed w/ full board in person; rest reviewed as web meeting w/ new members
- Orientation library revamped in Board workspace in new website: easy to access, find references

[See full set of Orientation PowerPoints posted with the webinar handouts]
Orientation Module 1: USBC

- Mission, Vision, and Values
- History
- Staff
- Funding
- USBC’s Role as a Coalition
- Membership
- Collective Impact

Orientation Module 2: USBC Board of Directors

- Board Size, Composition, and Terms
- Individual Board Member Responsibilities
- Board of Directors Roles and Responsibilities
- Board Meetings
- Committee Structure
- Constellations
- Bylaws
- Key Policies

Board Basics: Best Practices for Governance & Nominating
Orientation Module 3: Good Nonprofit Governance

- What It Means to Govern
- Differences between Corporate & Nonprofit Boards
- Practices of High Performing Boards
- Organizational and Board Life Cycles
- The Constructive Partnership
- Effective Board Meetings
- The Governance Continuum
- What Makes a Great Board Chair, Great?
- The Exceptional Board

POLL QUESTION # 2
Committee Structure Review

- Work of “3 chairs”, executive staff, and BoardSource consultant began process of systematic review of committee structure
- Critically important to ensure clarity on:
  - Type: Board or staff
  - Purpose
  - Levels of authority
  - Composition

Systematic Review

- Recognition that growth of USBC, particularly in staff capacity, opens up new opportunities on how to organize the work
- Received consultant feedback on best practices for nonprofits
- Looked at structure of 20 committees and “teams”, etc.
- Streamlined to 10 committees
“New” Board Governance Committee

- Reframed as Board committee responsible for ongoing review and recommendations to enhance the quality and future viability of the Board of Directors (BoD)

- Considerations:
  - Board handles organization-wide policies (“old governance committee” function)
  - Committees and Constellations write their own policies

GOVERNANCE COMMITTEE LAUNCH & PRIORITIES
Committee Composition

- Governance Committee will consist of a total of three (3) to five (5) members of the Board of Directors, including the committee chair
- BoD Chair & Chair Elect automatically serve
- Executive Director staffs

[See full Policy & Procedure w/ webinar handouts]

Committee Startup

Set initial action priorities for 2015:
- Based on results of 2014 board assessment
- Prioritized one activity in each of the committee’s five areas of responsibility:
  - Board Role & Responsibilities
  - Board Composition
  - Board Knowledge
  - Board Effectiveness
  - Succession Planning
Board Role & Responsibilities

- Created simple, brief procedure for addressing Board member questions about roles and responsibilities
- Agreed procedure in committee policy
  - Such questions first directed to BoD Chair who will determine appropriate course of action
  - Governance Cte Chair may be brought into response process at BoD Chair’s discretion
  - Governance Committee periodically updated re: content/nature of such questions, to inform plans for board information and education

Board Composition

- Created formal procedure for Board input to the Nominating Committee
- Uses a “matrix” tool for mapping current Board composition and gaps
Board Basics: Best Practices for Governance & Nominating
Board Knowledge

☐ Board self-assessment used to inform types of education needed, then provided in a variety of ways:
  ■ Pre-meeting reading/viewing of articles/videos
  ■ Brief presentations or article reviews during calls
  ■ In-depth discussions during in-person meetings

☐ Leadership development (mentoring) identified as next priority item, in tandem with CRASH Committee priority

Board Effectiveness

☐ Board self-assessment will be used to inform improvements to board practices

☐ Consultant’s review/comparison of ‘13-’14: boards often rate themselves lower the second time, but USBC went up in 4 areas and down in 4 areas, for a net balance

☐ Mission rated the highest both times

☐ Fundraising was rated lowest in 2013, but in 2014 CEO Oversight was rated lowest
Board Role in Fundraising

- 100% Board participation starting in 2013
- Annual Development Plan w/ ways for Board members to support fundraising initiatives
  - “Each One, Reach One” campaign
  - Matching gifts
  - Thanking donors personally
  - Exploring major donor cultivation
  - Outreach on corporate partnership opportunities

Succession Planning

- Draft executive transition/succession plans
- Versions for both planned and sudden departure situations
- Addresses the specifics of how the board will mobilize to form a search committee, hire a search firm or place an ad, confirm budget for search process, etc.
- For those w/o paid staff, also consider succession planning for key volunteers
Emerging Theme =>

Overall Goal

- Emerging theme = importance of Board having policies that are distinct and separated from the *organization/membership* policies
- Goal = create a separate Board policy manual and orientation/tracking process overseen by the Governance Committee to ensure continuity around *board* practices over time

NOMINATING COMMITTEE PROCESS

UPDATES & PRIORITIES
Key Facts

- Members of USBC are organizations; the organizations appoint individual reps
  - Individual reps of National Nonprofit Members are eligible to run for Board of Directors (BoD)
  - When on Board, serve as individuals (not org reps)
- Unlike many traditional nonprofits where Nominating is a committee OF the Board, USBC Nominating Committee has always been separate
  - This is a factor of the coalition nature/structure
  - Desire to prevent Board from becoming “cliquish”
  - Sitting Board does NOT suggest specific candidates, only desired characteristics

Committee Composition

- Board appoints **Nominating Committee (NC) Chair** from reps of voting members
  - Two (2) year term, limited to 1 term
- Board appoints annually a current **Board member** to serve in a non-voting capacity, not interested in running that year
- Four (4) additional **committee members**, NC Chair appoints from reps of voting/non-voting members, not currently serving on Board, not interested in seeking Board position
  - Three (3) year term, can have 2 terms
Policy/Procedure Updates

- Better defined **role of Board member** on NC:
  - Maintain two-way communication NC <-> BoD
  - Communicate the input of BoD to NC
  - Provide periodic status updates to BoD
  - Communicate questions/needs of NC to BoD
  - Notify BoD of final slate

- **Open call process** when committee vacancy

- “The NC Chair shall embrace **diversity, inclusion, and equity** at the core of practices around committee member appointment”

[See full Policy & Procedure w/ webinar handouts]

Nominations Process, Part 1

- Board determination re: any desired increase/decrease in **size of Board**
- Board will **assess annually** current/anticipated **needs for board composition**
- Board informs NC of **desired profile** of the Board prior to the beginning of the search for prospective candidates
- Governance Committee meets annually with each BoD member to **assess continuing interest in Board service**, and inform the NC of results
Board Basics: Best Practices for Governance & Nominating
POLL QUESTION # 3

Nominations Process, Part 2

- NC requests list of eligible member reps
- Call(s) for Nominations distributed to membership; acceptable methods:
  - Submit own name (Prospective Candidate Bio Form)
  - Suggest another (Board Suggestion Form)
  - Nominating Committee may also solicit from list of eligible member reps
Biographical Form: Prospective Candidates for the USBC Board of Directors

Introduction

You have been identified or self-identified as a prospective candidate for director or officer of the United States Breastfeeding Committee. Please answer the questions below to assist the Nominating Committee in selecting candidates for the next election.

* 1. Name: 

* 2. Organization Represented (please spell out name, no acronyms): 

* 3. Role/Title with Member Organization: 

Prospective Candidate Bio Form: Essay Questions

- Please provide a brief Biographical Sketch (e.g., education, current/former jobs, major volunteer or advocacy roles outside of USBC)
- Please describe service to USBC (e.g., individual committee, special project or collaboration w/ your org, other roles)
- Discuss why you are interested in serving
- Describe specific and/or unique expertise or skills you bring to the organization
- Describe any past experience with fundraising
Collaborative Leadership
Core Competencies

Collaborative Leader
- Has demonstrated personal and/or professional leadership in multi-stakeholder efforts by building consensus and drawing people into a process of change.

Communicator
- Able to share ideas, and describe what you know and what you are learning to diverse audiences.

Community Translator
- Understands the different language used by stakeholders and serves as a bridge between the various communities and groups with an interest in the initiative.

Lifelong Learner
- Desire to deepen understanding of complex social and economic issues that take complex solutions.

Politically Astute
- Broad non-partisan understanding of political and social issues influencing the public policy environment.

Strategic
- Understands the lay of the land and can work within it.

Practical
- Has the ability to manage the details and get things done on time.

Prospective Candidate Bio
Form: Essay Questions

☐ Describe your view of the current opportunities and challenges for the field, and how you see USBC’s role in impacting the field

☐ Two areas of focus for USBC currently are: 1) equity, especially racial, and 2) collaboration / Collective Impact. If elected, how would you further USBC’s work in one or both of these areas?

☐ Which position(s) would you be interested in

☐ If seeking an officer position, please describe any specialized experience relevant to this position
Prospective Candidate Bio Form: Policies

33. I have reviewed and agree to abide by the USBC Conflict of Interest policy, and the USBC Code of Ethics and Code of Conduct for Board & Staff. View these documents on the website. I have disclosed any and all actual or possible conflicts of interest below.

- No, I have no actual or possible conflicts of interest to disclose.

- Yes, I have actual or possible conflicts of interest to disclose. Please specify below:

Conflict of interest disclosure:

--

Board Suggestion Form

Please use this form to suggest National Nonprofit Member Representatives for service on the USBC Board of Directors. Please submit the form a separate time for each name you are suggesting.

* 1. Your Name:

* 2. Name of National Nonprofit Member Representative You're Suggesting for Board Service:

3. Comments/Notes About This Suggestion (optional):

--
Nominations Process, Part 3

- Nominating Committee meets to review all prospective candidates and form a slate
- Whenever possible, at least two (2) candidates for each open position, embracing diversity, inclusion, and equity at the core of nomination practices
- Notifications:
  - Nominees selected to be on slate
  - Any prospective candidates who submitted themselves or were approached by Nominating Committee, who were not selected
  - Board of Directors (of full slate)

Elections Process

- Written ballots distributed at least 60 days prior to Annual Meeting, return date of 15-30 days prior
- Mailed to designated Poll Contact for each National Nonprofit Member; also Coalitions Regional Reps
- Must be complete, signed, and dated by an official representative, postmarked or faxed by deadline
- Simple majority of voting members = quorum
- NC Chair informs candidates of election results
- Election results distributed to membership and announced at Annual Meeting
BoardSource Membership

**USBC’s new membership mean that ALL breastfeeding coalition affiliates have access:**

- Access via [Coalitions Learning Connection](#)
- Link at the top of landing page to “Activate BoardSource Membership”
- You'll choose your state and then pick your state coalition from the list (locals do this also)
- Then you’ll create a personal login for [www.boardsource.org](http://www.boardsource.org)

---

BoardSource Membership

- Access to governance experts via “Ask an Expert” e-mail Q & A service
- Growing library of recorded webinars
- Subscription to The Spark!, monthly e-newsletter w/ practical ideas, real-world advice, thoughtful perspectives on increasing your board’s effectiveness
- Member pricing on assessment tools, books, and the BoardSource Leadership Forum
- Personalized support from member relations liaison who can help find/select relevant resources and tools
Questions?

Thank you for all you do!

Action 20. Improve national leadership on the promotion and support of breastfeeding.

- Increase the capacity of the USBC and affiliated state coalitions to support breastfeeding.
- Create a federal interagency work group on breastfeeding.