Welcome to the USBC Board of Directors! It is our hope to orient you to your new role as a Board member as effectively as possible so that you can begin your board service as a more informed director.

There are 3 modules to our onboarding program:
• Module 1: Orientation to USBC
• Module 2: Orientation to the USBC Board of Directors
• Module 3: Orientation to Good Nonprofit Governance
Module 2: Orientation to the USBC Board of Directors

In this module, we will address:

• Board Composition & Terms; Nominations & Elections
• Individual Board Member Responsibilities
• Board of Directors Roles and Responsibilities
• Board Meetings
• Committee Structure & Constellations
• Bylaws
• Key Policies
Board Composition & Terms

- 5 Officers: Chair (3 yr succession/rotation through 3 positions: Chair Elect, Chair, Past Chair); Secretary (2 yr term); Treasurer (2 yr term), serves as Chair of Finance & Audit Cte*

- 2 Directors that serve as Chairs of Governance Cte and Membership Engagement Cte*

- Up to 6 additional Directors (2 yr terms), for total of 8-13 total members (current Board size=10)

- Max of 7 consecutive yrs of board service

- Executive Director serves as ex-officio, non-voting member

* Committee chair assignments to be updated w/ pending bylaws amendments fall 2016
Nominations & Elections

- USBC nominating process is a bit unique: Nominating Committee is separate from the Board, with one board member of the committee.
- Nominating Cte creates slate with Board input around desired profile for board composition, including demographics, areas of expertise and influence, skills, and sector representation.
- Elected from among and by National Nonprofit Members’ Representatives.
- Florida nonprofit law only allows ballots by mail or fax, cannot conduct an online vote.
- Board turns over in August at annual membership meeting.
Individual USBC Board Member Responsibilities

- Attend regular meetings of the Board of Directors, held at least once per quarter.
- Review agenda and supporting materials prior to board and committee meetings.
- Prepare regular reports of your committee work, liaison work, or other duties.
- Fulfill board position duties, and serve as a substitute in the event that an officer cannot perform his/her duties for a temporary period, as determined by the Chair.
- Be informed about the organization’s mission, policies, positions, and programs.
- Inform others about the organization.
- Keep up-to-date on developments in the organization’s field.
- Follow conflict of interest, confidentiality, and codes of ethics & conduct.
- Refrain from making special requests of the staff.
- Use the organization’s financial resources wisely.
Board Members Wear Three “Hats”

• The Legal Hat: The 3 “D’s”
  – Duty of Care
  – Duty of Loyalty
  – Duty of Obedience
• The Ambassador Hat
• The Volunteer Hat
The Legal Hat: Serving in a Governing Role

• **Duty of Care**
  – Using your best judgment
  – Coming prepared to board meetings, actively participating, paying attention
  – Asking pertinent questions

• **Duty of Loyalty**
  – Avoiding conflicts of interest and declaring them/recusing yourself when they do arise
  – Putting aside personal and professional interests and placing USBC first in both discussions and decision-making
  – Respecting confidentiality

• **Duty of Obedience**
  – Staying true to the organization’s mission
  – Obeying the law, both public and organizational
The Ambassador Hat

• Secondary importance to the governance role
• Still, an important role:
  – Board members are perfectly suited to serve as non-paid ambassadors of the organization
• Ways to do this:
  – promoting organization’s mission and impact
  – educating elected officials
  – writing newspaper editorials (published as individual)
  – giving presentations about the mission/organization when asked (messaging coordinated with Chair/ED)
The Volunteer Hat

- Distinctively different from the governance and ambassador roles
- Examples:
  - Serving on staff committees
  - Advising on a project/publication
  - Representing your organization on a Constellation
- Volunteer activities can help:
  - Board members better understand the organization
  - Build a positive organizational culture
- Board members are solely volunteers in this role; they are *not* in charge, *not* possessing higher authority, and *not* acting on behalf of the Board
The Board’s Responsibilities as a Collective Body

1. Set Organizational Direction
2. Ensure the Necessary Resources
3. Provide Oversight
More Specifically...

1. **Set Organizational Direction**
   - Develop and maintain a focus on mission
   - Engage in strategic planning and thinking

2. **Ensure the Necessary Resources**
   - Ensure adequate financial resources
   - Select the chief executive
   - Build a competent board
   - Enhance the organization’s public standing

3. **Provide Oversight**
   - Monitor and strengthen programs and services
   - Protect assets and provide financial oversight
   - Ensure legal and ethical integrity
   - Support and evaluate the chief executive
Board Role 1: Set Organizational Direction

- Developing and maintaining a focus on mission:
  - What is our mission? Is it still relevant?
  - What is our vision?
  - What are our values?

- Engaging in strategic planning and thinking:
  - Do we have clear key strategic priorities?
  - What issues must we confront in order to carry out our mission?
  - Where should we be in five years?
  - How will we measure progress?
  - Are we bringing the most substantive issues to the Board for strategic discussion?
Definitions

• **Mission:** why we exist (inspirational)

• **Vision:** what the world would look like if we achieved our mission (aspirational)

• **Values:** the principles that guide us in our work
Strategic Planning

• Board & senior staff collaboratively engage in strategic planning ~ every 5 years (current framework launched 8/2014)
• Because of USBC’s coalition structure, planning process typically includes formation of a Design Team that guides 3-6 months of community engagement activities to reach all levels of the USBC network: grassroots to treetops
• All input is compiled and synthesized to inform a facilitated planning retreat with board & senior staff
• Framework should be reviewed and, if necessary, updated annually through the implementation plan and the process of aligning budget with plans and capacity
Board Role 1: Set Organizational Direction - Tips

• **Revisit mission** every 5 years or so. Is still relevant? Easy to remember? Taps into passion?

• Remember that the strategic planning **process is as important as the outcomes**.

• When making decisions, ask: **Is this in alignment with our mission and values?**

• **Focus** on that which is most important.

• Look for opportunities to **infuse values** throughout work.
Board Role 2: *Ensure Resources*

- **Identify resources needed:**
  1. Funds
  2. Leadership (executive and Board)
  3. Reputation
  4. Facilities/Technology

- **Establish policies for how these resources will be acquired**
  1. Financial resources
  2. Public relations

- **Determine how Board members will participate in resource development, e.g.:**
  1. Fundraising
  2. 100% Board giving
  3. Board member recruitment
  4. Spreading the word
Ensure Adequate Financial Resources

*It is always the board’s responsibility to ensure adequate resources for the organization to remain financially viable. Diversified funding, comprised of both restricted and unrestricted funding, is a goal for USBC.*

The Board, working closely with staff, participates in various ways:

- Board members contribute financially (Give)
- Board members open doors to individual/organizational donors and foundations; cultivate, solicit, steward (Get)
- Board members each support at least one component of annual development plan
- The Board as a whole maintains a commitment to developing and maintaining adequate reserves (net assets)
Ensure Capable Staff Leadership

• The Board hires the Executive Director:
  • Arguably the single most important decision of any Board
  • Ensure a chief executive succession plan is in place
• The Board supports the Executive Director:
  • Set expectations clearly
  • Provide professional development as needed
  • Assist Executive Director when Board members overstep/misunderstand roles
• The Board evaluates the Executive Director:
  • Provide frequent and constructive feedback
  • Conduct a formal, annual performance review

The Board must support the Executive Director and also provide oversight of the Executive Director – this isn’t always easy and must be thoughtfully balanced.
“The main point is to first get the right people on the bus (and the wrong people off the bus) before you figure out where to drive it.”

-Jim Collins, Good to Great

USBC Board members are elected from and by the National Nonprofit Members’ Representatives. This makes getting the “right” people on the “bus” more difficult. It’s important for the Board to let the Nominating Committee know the skills, talents, and characteristics needed on the Board.
The Ideal Board Building Cycle Looks Something Like This…

- Identify
- Recruit
- Orient
- Involve
- Evaluate
- Rotate
- Cultivate
- Celebrate!
USBC Board Building Activities

• Board members complete annual Board Profile; board discusses and shares priorities with Nominating Committee (January-February)
• Governance Committee sets annual priorities (September-October)
• Board orientation (August) and ongoing education
• Annual board self-assessment (July-August)
Build a Positive Public Image

An accurate image and positive reputation is critical to USBC’s success and ability to be effective.

• The Board ensures stakeholders are kept informed.
• Board members must remember that ambassador role is a 24/7 job: be aware of how you are perceived (e.g., at other meetings, on social media).
• Unless otherwise appointed, only the USBC Board Chair and Executive Director are authorized to speak on behalf of the organization.
Who Else Might Be Delegated Authority to Speak on Behalf of USBC? It Depends!

Key Questions to Ask:

- Who has the knowledge to speak on this topic, both of current landscape and direction of needs/activities?
- Are there other organizations leading on this topic?
- Is there an active Constellation on this topic?
- How will the individual be perceived by the audience?
- Who can be available?

The answer may vary depending on the context/audience:

- USBC Members and Partners
- Trainings & conferences, other meetings for collaboration, planning, etc.
- Media vs. Congressional Hearing/Legislative Advocacy
USBC Process for Handling Media Inquiries or Response Opportunities

- Coalition structure means USBC shares leadership with member/partner organizations on the numerous topic areas where work is happening to support breastfeeding families.
- USBC only funded to lead national activities in a few topic areas, but many other organizations have capacity to lead in others and are doing so both within/beyond Constellations.
- When receive media inquiry or identify response opportunity, follow similar shared leadership approach to triage.
- On topic areas where USBC is funded to lead, the USBC Constellation Steward is likely best placed to respond.
- But on topic areas led by other organizations, would triage to appropriate lead or Constellation steward organization(s).
- USBC would also respond about general topics: e.g., coalition building or public health infrastructure for breastfeeding.
Board Role 2: *Ensure Resources*  
- **Tips**

- Over time, build *diverse funding streams*, especially those that will provide more unrestricted dollars.
- Ensure the *board effectively manages itself*.
- To the degree possible, recruit a *strategically composed board* and *develop leaders* on the Board.
- Hold Board members accountable to the *Board member job description*.
- Develop a *strategic committee structure* that advances the work of the organization.
- **Conduct a board self assessment** every 2-3 years.
There can be a fine line for a Board between “oversight” and “getting into the weeds”. The USBC Board has moved from a more involved-in-operations role to more of an oversight role now that the organization has multiple staff.

The Board’s Role in Oversight:
• **Program**: plan, monitor and evaluate impact
• **Financial**: establish budget guidelines, oversee financial management, secure auditor, meet in executive session w/ auditor
• **Legal and moral oversight**: manage compliance, values, conflicts of interest, and accountability
• **Risk management**
• **Evaluation of chief executive**
How Does USBC Board Oversee Program Work?

• Board members read Management Reports and ask questions of staff either offline or on board meetings.
• Entire strategic framework implementation plan reviewed annually; sub-sections reviewed more frequently, e.g., the following sections are on board action agendas for discussion at least 2-3 times/year:
  – Goal 1 & objectives 3.1 & 3.3: Constellation Updates
  – Objective 2.2: Governance Committee Updates
  – Objective 2.4: Development Plan review, financial items
  – Goal 4: CRASH Committee Imp. Plan updates
How Does USBC Board Oversee Finances?

• Approves annual budget
  • USBC budget year is same as calendar year (January-December), however, funding sources start on different quarters (e.g., 4/1, 7/1, 10/1).
  • This can sometimes lead to mid-year budget updates.

• Review quarterly financial statements and mid-year forecasts

• Annual audit, executive session with auditor
How Does a Board Manage Risks?

1. Keep Board members well informed
2. Written records and policies
3. Adequate insurance
4. Annual audits
5. Good supervision
6. Conflict of interest enforcement
7. Whistleblower protection
How Does a Board Manage Risks?
(cont’d)

8. Timely filings (e.g., of the IRS Form 990)
9. Ongoing oversight & protection of assets
10. Due diligence in decision making
11. Good internal financial controls
12. Worker safety programs
13. Personnel manual
A Good Executive Director Evaluation...

- Is conducted at least annually (more frequently with new CEOs)
- Uses a proven tool and process
- Allows for chief executive self reflection and evaluation
- Engages all Board members
- Optimizes opportunity to recognize chief executive’s strengths and contributions and flag areas for improvement
- Considers leadership needs of organization looking ahead
- Clarifies mutual expectations of Board and chief executive
- Ensures full Board is informed of identified outcomes and compensation

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How Does USBC Board Evaluate CEO?

• Board members complete annual CEO assessment (BoardSource survey tool)
• 3 Chairs meet with CEO to review results & set goals for the year for both organizational development and CEO’s personal professional development
• Full board sets CEO compensation with annual budget
  • Periodically reviews compensation against industry benchmarks
Board Role 3: Provide Oversight

Tips

• Develop planning/reporting tools and regular mechanisms to facilitate oversight.

• Ensure the board meets in executive session with the auditor.

• Enforce conflict of interest policy.
  – Have all board members and senior staff sign the conflict of interest policy annually, disclosing conflicts.
  – Ensure that board members recuse themselves from board discussions and votes appropriately.

• Formally evaluate the chief executive annually.
USBC Board Meetings

• The USBC Board meets face to face typically the full day before a USBC membership meeting.
• It also meets about every 2-3 months by conference web meeting (or as needed), typically for 2 hours.
• Board meeting agendas are developed by the Board Chair and Executive Director; the Board should spend most of its time on strategic issues.
• Board members declare a conflict of interest when they arise and recuse themselves from those discussions and votes accordingly.
USBC Board Meetings (cont’d)

• The Board values a culture of inclusion, respect, trustworthiness, transparency, collaboration, and strategic focus.

• It embraces *transparency* (i.e., the disclosure of information to members and public to demonstrate the organization is well managed, functions ethically, and handles finances with efficiency) and *confidentiality* (i.e., the right to not disclose information that would harm the organization).
Best Practices for Board Committee Structure

- Understand the distinction between Board committees (accountable to the Board) and staff committees (focus is on operational issues; are accountable to the staff)
- Keep it simple and flexible
- Be strategic: don’t mirror staff structure
- Fewer, not more, standing committees
- Greater use of short-term, focused task forces
- Ensure clear committee charters and levels of authority
**Committees: The Organization’s Backbone Infrastructure (Hows)**

*USBC has just revamped its committee structure in accordance with the new Strategic Framework and adoption of a Collective Impact approach and Constellation Model.*

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<tr>
<th>Standing Board Committees</th>
<th>Board Committees</th>
<th>Committees that Report to Staff</th>
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<tbody>
<tr>
<td>Finance &amp; Audit</td>
<td>Ethics</td>
<td>Awards</td>
</tr>
<tr>
<td>Membership Engagement</td>
<td>CRASH*+</td>
<td>Conference Program</td>
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<tr>
<td>Governance</td>
<td>Constellation Steering</td>
<td>CRASH*+</td>
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<td>Nominating</td>
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*CRASH=Culture, Respect, Assessment/Affirmation, Sensitivity/Self-Awareness, Humility  
+CRASH Cte work falls into both board and staff realms*
The idea is that USBC’s collaborative work to change policy and practices will be originated and accomplished in Constellations.

• Clusters of priority activities in a specific topic area with a subset of organizational participants

• Constellations, in effect, replace former task forces

• Conditions for a constellation:
  • Overall need or opportunity
  • Energetic leadership by one or more partners
  • Can phase out when energy no longer exists or issue is addressed
An organization’s bylaws articulate organizational structure, roles and responsibilities, levels of authority, membership, voting privileges, and how the organization will function. Changes to the USBC bylaws require a 2/3 majority vote.

- Every Board member should read and be familiar with the bylaws.
- Leaner is always better.
Key Board Policies

The Board has adopted key policies that you should review, including:

• Confidentiality

• Conflict of Interest (to be signed w/ updated disclosures annually by Board members and senior staff)

• Code of Ethics for Board and Staff

• Board & Staff Leadership Code of Conduct

• Whistleblower Protection

• Record Retention
Resources for You

• Your Board Orientation Library contains more detailed materials on these and other topics.

• BoardSource: an online resource of governance information for non-profit board
  • USBC has an organizational membership in BoardSource that gives all Board and staff access to member benefits
  • Visit the USBC Board sign-up link to activate your login
  • Visit the BoardSource Training Calendar to register for upcoming BoardSource webinars