

*Philanthropic Services*

# Governance Literacy

For Public Charities

**Meredith Camp, CFP®, CAP®**  
**Vice President, Philanthropic Specialist**

**Investment and Insurance Products:**

- ▶ Are NOT insured by the FDIC or any other federal government agency
- ▶ Are NOT deposits of or guaranteed by the Bank or any Bank affiliate
- ▶ May Lose Value



## Agenda

- 1 Governance Structure
- 2 Fiduciary Duties
- 3 Ten Basic Board Responsibilities
- 4 Different Roles for Staff and Board
- 5 Conflicts of Interest

# Governance Structure

## Governance

### Nonprofit Board

Chairman or  
President

Vice Chairman  
Or Vice  
President

Treasurer

Secretary

Board Committees

## Governance

### Chairman

Ensures effective action of the board in governing and supporting the organization and oversees board affairs. Acts as the representative of the board as a whole, rather than as an individual supervisor to staff.

| Meetings                                                                           | Committees                                                                                                                                                 | Chief Executive                                                                                                                                                              | Board Affairs                                                                                                                                                            |
|------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Develops agendas for meetings in concert with the CEO. Presides at board meetings. | Stays in touch with committee chairs to be sure that work is carried out; identifies committee recommendations that should be presented to the full board. | Establishes search and selection committee (usually acts as chair) for hiring a chief executive. Leads evaluating the CEO and negotiating compensation and benefits package. | Ensures board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members. |

5

## Governance

### Vice Chairman

|                            |                                   |                                                                 |                                                                                                                |                                                      |
|----------------------------|-----------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|------------------------------------------------------|
| Attends all board meetings | Serves on the executive committee | Carries out special assignments as requested by the board chair | Understands the responsibilities of the board chair and is able to perform these duties in the chair's absence | Participates as a vital part of the board leadership |
|----------------------------|-----------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|------------------------------------------------------|

6

Find the full text of this and thousands of other resources from leading experts in dozens of legal practice areas in the [UT Law CLE eLibrary \(utcle.org/elibrary\)](https://utcle.org/elibrary)

Title search: 1A: Governance Literacy

Also available as part of the eCourse

[2018 Nonprofit Organizations Literacy eConference](#)

First appeared as part of the conference materials for the  
2018 Nonprofit Organizations Literacy Workshop session  
"1A: Governance Literacy"