

Philanthropic Services

Governance Literacy

For Public Charities

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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

Develops agendas for meetings in concert with the CEO. Presides at board meetings.

Committees

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.

Chief Executive

Establishes search and selection committee (usually acts as chair) for hiring a chief executive. Leads evaluating the CEO and negotiating compensation and benefits package.

Board Affairs

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

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