**Board of Directors Worksheet**

For business or organizations with a Board, governance body, advisory committee, or business partners, it’s important to outline clear expectations, including meeting times and decision-making processes. Here, we’ll present some of the best practices in the industry so you can tailor them to your own business, group or organization. We’ve highlighted areas in yellow you might want to change based on your business or organization type. You’re also free to make any edits, changes or additions as needed.

**Step 1: Board of Directors General Job Description**

Summary

The Board of Directors, Advisory Committee, LLC Partners, Etc. is responsible for governing the affairs of the Corporation.

**Minimum Qualifications & Skills:**

* Commitment to the Mission, Vision, Core Beliefs, Guiding Principles and Values.
* Ability to fulfill the basic roles and responsibilities of a Board Member
* Willingness to provide ideas, experience and/or expertise in one or more of the following areas: organization management, fundraising, technology, performance measures, financial accounting, legal representation, or other areas deemed necessary or needed by the Board of Directors.

**Roles & Responsibilities:**

* Attend monthly Board Meetings (and additional Board Meetings as called by the President)
* Review and approve the monthly Secretary’s Report, Financial Report, Operations Report and proposals presented to the Board of Directors
* Review and approve the annual budget
* Conduct an annual evaluation for the CEO
* Exercise due diligence in decision-making
* Set a vision for the Corporation’s success and strategic plans, programs, products and services
* Provide input and guidance to the CEO at Board Meetings and upon request
* Assume additional tasks and responsibilities as agreed upon at Board Meetings
* Make a leadership donation to the organization in an amount that is significant to oneself and is in the Board Member’s top 3 philanthropic priorities. [LCC partners may want to consider adding their investment requirements here].

**Step 2: Board Meetings**

Official business shall be conducted at monthly Board Meetings.

The monthly board meetings shall take place on 3rd Thursday of every month from 4:30-6:00pm in person, via phone or by teleconference.

Monthly Board Meeting Agendas and Packets include:

* Call to Order
* Secretary’s Report
* Treasury/Financial Report
* Operations Report
* Old Business/Updates
* New Business Proposals or Discussion Items
* Other

The President, CEO/Executive Director and/or Secretary will provide a Board Packet to all Board Members at least three (3) days prior to the Board Meeting. Additional Board Meetings may be called by the President at any time to address pressing issues or provide important updates on projects or other matters of importance to the Corporation.

**Step 3: Decision-Making Processes**

Actions or decisions by the Board of Directors require a formal vote documented in the minutes or Secretary’s report. The Board of Directors shall utilize a consensus-based decision-making process based loosely on Robert’s Rules of Order.

1. On items presented to the board in the agenda, the President shall allow for discussion on the item to strive to guide the board to consensus on what has been presented. Once discussion is complete, or in light of time, any board member may make a motion. If an item is presented, and no formal motion is presented, the President may ask for a motion. The President may make a motion if no one else does. If there is no motion (or no second to the motion), the President shall make a recommendation to the presenter to bring an amended proposal back to the table at a different time.
2. Once a motion has been presented, the President shall ask for a second. In order to proceed, a person other than the person who submitted the original motion shall second the motion by saying “I second”.
3. Once seconded, the President shall say “all in favor say “Aye””. The votes shall be tallied by the Secretary. The President shall then say “all opposed say “Nay””. The votes shall be tallied by the Secretary.
4. The President shall then say, “motion approved” if approved. If the motion is denied, the President shall make a recommendation on next steps for the presenter to bring an amended or different proposal to the table at a different time.
5. Items that require a Board Vote, include at minimum (as well as other items deemed appropriate by the Board of Directors):
	* The Board Meeting Agenda
	* Secretary’s Report
	* Financial Report
	* Operations Report (which includes the Fundraising Report)
	* Amendments to the Bylaws
	* Budget, including the annual budget, and new costs, contracts or expenditures not in the budget
	* New programs, projects, or services
	* Other items brought to the Board for a full board vote by any Board Member
	* Issue pertaining to CEO/Executive Director oversight, including annual evaluation.

**Step 4: Email Voting Policy**

The President, or with the express approval of the President, the Secretary or Executive Director, may initiate a board vote via email for items that require immediate attention between board meetings.

The email should:

* Be a single subject, and presented as a complete motion;
* Provide a deadline for votes to be received; and
* Provide at least 72 hours before the deadline.

In addition, to ensure proper allowance for board oversight, email votes will include the following voting guidelines statement:

*The following motion is being presented for the Board’s review and approval. If you have any questions regarding the item, please use “reply all” so that they can be answered in full view of the Board. To vote yes on this item, please use “reply all” and respond with “approve”. To vote no on this matter, please use “reply all” and respond with “oppose”. Any board member may call the issue to be voted on at the next formal board meeting to allow for additional discussion by using “reply all” and stating “I would like this matter added to the formal agenda instead of using email.” If one board member calls the item to the formal board meeting, the email vote will be cancelled, and the motion will be tabled until the next formal Board Meeting.*

**Step 5: Complete and Save!**

We’ll add this directly to your Operations Manual.