



Board Committees

Board committees and Advisory Boards are a powerful tool to expand the work of your Board without adding additional Board members. They also allow you to bring in people with particular expertise in certain areas (such as finance and event planning) that are interested in a short-term commitment to your organization, but are not interested in a Board position. Additionally, they also allow you to see how a Board prospect fits into your organization before offering them a seat on the Board.

Advisory Boards

Advisory Boards are most helpful when you need the advice and wisdom from people about your organization's programs and services where they have expertise, but it either isn't appropriate or necessary for them to serve on the Board. For example, if you want to create programs that assist single moms, or people with disabilities, or parents with medically fragile children, you can invite your constituents to join an Advisory Board so they can share their stories and what programs would be of most help to them. Advisory Boards work best when you ask for a level of commitment, whether it's a monthly or quarterly meeting.

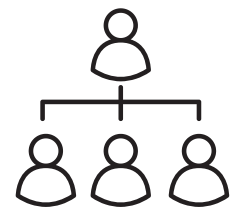
The Board of Directors can establish by resolution the specific role for which the Advisory Board has been created. Advisory Boards typically have no real authority for decision making--unless granted by the Board through its Bylaws or by a specific resolution. Appointment of members to the Advisory Board would be commonly approved by the Board of Directors. A Board member will serve as the Chair of an Advisory Committee.

Board Committees

Establishing specialized committees to work on particular issues is a powerful way to allow your Board members to shine in their areas of expertise and interests such as finance, events, and fundraising. To operate effectively, a committee needs to be chaired by a member of the Board, as the Board

member is aware of the bigger picture of the goals and challenges of the organization, and can also report the committee's activity and recommendations to the greater Board. The Board will determine how much authority the committee will have.

You can even elect members from outside of the organization to a committee to help the Board in certain areas. This is a great opportunity for people who want to help your organization, but are not interested in the commitment of a Board position. It also allows an Advisory Board member or a committee member, as well as you, to experience the dynamics of working together and explore a possible future role on the Board.



Executive Committee

Purpose:

As the name implies, an Executive Committee has special responsibilities and authority above all other committees. Usually an Executive Committee acts on behalf of the full Board. Its main purpose is to facilitate decision making in between Board meetings or in the case of a crisis, or other urgent circumstances. It can also act as the communication link to the President/Executive Director, and often performs the President/Executive Director's performance evaluation.

Limits of authority

Often the role of an Executive Committee is defined by what it **cannot** do. To avoid delegating essential powers away from the full Board, an Executive Committee should NOT:

- Amend Bylaws
- Elect or remove Board members
- Hire or fire the President/Executive Director
- Approve or change the budget
- Make major structural decisions (add or eliminate programs, approve mergers or dissolve the corporation)



Members of the Executive Committee

It is a common practice for the Board's officers to serve on the Executive Committee. Usually the Board's Chair leads the Executive Committee. Large Boards often decide to add other representatives to this committee to ensure necessary diversity in decision making and to avoid concentrating too much power in the hands of a few.

The size of the committee should stay relatively small in order to keep it a flexible and efficient tool for the Board. The President/Executive Director usually serves as an ex-officio member of this committee (ex-officio indicates they serve "by virtue of their position" and is limited by their term of employment).

When an Executive Committee is beneficial

The following are situations that might warrant using an Executive Committee.



- The Board is large. Having a smaller group authorized to act on its behalf in certain circumstances can speed up decision making.
- Board members are scattered all over the country. It is easier for a core group to gather during an emergency.
- The Board regularly needs to take action or make frequent decisions. Certain repetitive and standard financial and legal matters do not require full Board meetings and could easily be attended to by an Executive Committee.
- The Board needs a place to test controversial ideas. An Executive Committee can be used to study important issues and to present the findings to the full Board.

When an Executive Committee is less beneficial

The following are situations that an Executive Committee may not be useful.



- The Board is small. Decision making is already efficient when the full Board meets.
- The Board is active and motivated. All Board members are involved.
- The Board has no standing committees. All committee activities are carried out by temporary task forces.

Special concerns for the Executive Committee

An organization is well served by an Executive Committee when the committee facilitates the Board's time management. However, to keep every Board member active and responsible for his or her own participation, pay attention to the following concerns.

- The role of the committee should be defined in the Bylaws, not by the committee itself.
- The Executive Committee cannot replace the full Board. It reports to and is accountable to the full Board.
- Even though the Executive Committee may be granted special powers in the Bylaws, the full Board should always confirm decisions in its next meeting.
- The Executive Committee should not marginalize other Board members. If the committee is perceived as an inner clique, outside members easily feel left out, resulting in poor morale.

Fund Development Committee



Purpose:

As a committee of the Board of Directors, the Fund Development Committee helps the Board carry out its due diligence function related to assuring fiscal health through setting and meeting fundraising goals.

This committee also partners with staff to assure a donor-centered organization. Some considerations of this committee include:

- Through the fund development planning process helps establish the charitable contributions goals for the annual budget and devises the annual fund development plan for action by the Board
- The committee can include both board members and non-board members, and should include the Development Director (or President/Executive Director if there is no development officer).
- Ensure the Board has the needed training in the basic principles and best practices in fund development
- Provide personal follow-up to individual Board members to monitor their participation.

Finance/Audit Committee



Purpose:

The finance committee is responsible for assisting the Board in ensuring the organization is financially viable and meeting its fiduciary and compliance responsibilities. The work of the committee revolves around 5 major areas.

- Ensure that accurate and complete financial records are maintained:
 - Monitor income and expenditures against projections.
 - Review and recommend financial policies to the Board, including ensuring adequate internal controls and maintaining financial records in accordance with standard accounting practices.
 - Ensure that accurate, timely, and meaningful financial statements are prepared and presented to the Board.
- Oversee budget preparation and financial planning:
 - Propose for Board approval a budget that reflects the organization's goals and Board policies.
 - Ensure that the budget accurately reflects the needs, expenses, and revenue of the organization.
- Safeguard the organization's assets:
 - Review proposed new funding for ongoing financial implications, recommending approval or disapproval to the Board.
 - Ensure that the organization has the proper risk-management provisions in place.
- Help the full Board understand the organization's financial affairs:
 - Ensure that the Board as a whole is well informed about the organization's finances.
 - Educate the Board about financial matters.
- Ensure compliance with federal, state, and other requirements related to the organization's finances:
 - Ensure that the organization maintains adequate insurance coverage.
 - Ensure that the IRS Form 990, other forms, and employment and other taxes required by the government are filed completely, correctly, and on time.
 - Recommend and oversee an annual audit or financial review as needed.

Program Committee

Purpose:

The program committee is responsible for ensuring that the programs have a viable and sustainable strategy and are achieving their intended educational impact and outcomes. The work of the committee includes:

- Oversight of new program development; monitoring and assessment of existing programs.
- Initiation and guidance of program evaluations.
- Interfaces with the staff team to monitor organizational progress against goals in program operations.

Temporary Committees or Task Forces

Purpose:

Some committees are convened on a temporary basis to address a specific, single event or issue. Often called ad hoc committees or task forces, they meet for a few months and then disband once their task is completed. Commonly used temporary committees and their designated tasks include:

- **Site Committee:** To work with staff to evaluate the existing location and consider a move to a different location, to review a new lease, or to weigh the feasibility of purchasing a building.
- **Special Event Committee:** To coordinate the Board' assignments on a particular event, such as an annual dinner.
- **President/Executive Director Transition or Search Committee:** To seek a new President/Executive Director, including recommending guidelines and a search process to the Board, to take steps to help the new executive succeed. Some search committees hire the new President/Executive Director, while other search committees present a group of candidates to be evaluated by a different committee or the whole Board.
- **Merger Committee:** To pursue a possible merger with another organization and to bring information and recommendations back to the full Board.
- **Planning Committee:** To lead a strategic planning endeavor (the planning committee may consist of both Board and staff members).

- **Special Issue Committee:** To investigate an unusual problem or opportunity, such as negative publicity in the newspaper, deep staff resentment against the President/Executive Director, an unusual grant opportunity, or a possible joint project with another organization. Setting up a Special Issue Committee to research the situation and report back to the Board ensures that decisions are based on adequate information.

End-of-Meeting Questions



Each committee should adjourn with a series of questions:

1. What do we report to the full Board, how and why?
2. What requires strategic dialogue with the Board? What kind of background information will we provide in advance and how will we set the context for the conversation?
3. How can we complement the work of our Board colleagues?
4. What kind of personal follow-up with Board members and other committee members or volunteers is necessary? Why? Who will do what by when?