

How Should a Nonprofit Board of Directors Be Structured?

Every board has a fundamental responsibility for self management: for creating a structure, policies, and procedures that support good governance. The term "board organization" encompasses a variety of tasks, from routine matters such as preparing a schedule of board meetings to actions with broader consequences such as developing a policy about terms of service. Here are some of the most frequent questions board members ask about board organization:

How Can We Contribute to Effective Board Organization?

To set the stage for efficient board and committee work:

- Prepare a written job description for individual board members.
- Develop an annual schedule of meetings, determined a year in advance.
- Circulate clear and thorough information materials, including an agenda, to all members two to three weeks before each meeting.
- Maintain complete and accurate minutes of all meetings.
- Keep meetings brief and well focused. Stimulate the broadest possible participation by members.
- Ask each board member to serve on at least one board committee or task force. (For new members, one committee assignment is sufficient.)
- Acknowledge members' accomplishments and contributions in a variety of ways in the organization's newsletter, at meetings, in minutes.

To encourage smooth functioning committees, follow these additional steps:

- Prepare written statements of committee and task force responsibilities, guidelines, and goals. These organizational documents, which should be approved by the board chair, should be reviewed every one to two years and revised if necessary.
- Make work assignments according to the background, expertise, and schedule of each member.
- Distribute tasks among members so that everyone participates but no one is overloaded.
- Create a system of checks and balances to monitor committee members' work and ensure that tasks are completed on schedule.
- Assign an appropriate staff member to work with each committee.

How Large Should Our Board Be?

The organization's structure and needs are among the factors that determine board size. In considering the size of the board, keep these points in mind:

Every board needs a sufficient range of expertise to accomplish the organization's mission. If a board is too small, its members may be overworked and unproductive. If a board is too large, every member may not have the opportunity to participate actively.

What Should be the Length of a Board Member's Term?

There are no hard and fast rules for determining board members' tenure. Many organizations do, however, limit members to two consecutive terms and require a hiatus of one year before a board member may be reappointed. Many organizations also stagger terms of service so that one half or one third of the board is elected every one or two years for terms of two to four years. Such policies encourage institutional renewal because a board can profit from the experience of veteran board members while welcoming the fresh perspective that new members offer.

What Committees Should Our Board Have?

Much of the work that a board does is accomplished through its committees and task forces. With the exception of the Executive Committee, which acts on the board's behalf, committees recommend action to the full board for discussion and action. Most boards need only a few standing committees - the rest of the work can be accomplished by task forces created for a specific purpose. Common standing committees include:

- Governance Committee
- Audit Committee
- Finance Committee
- Executive Committee (if needed)

How Should Committee Members be Chosen?

Every board member should serve on at least one but preferably no more than two committees or task forces. Members are appointed by the chair in consultation with the Governance Committee. Committee size depends on the needs of the board and the organization and a common sense assessment of how many people are needed to carry out the committee's work.

Make committee assignments based on the experience, skills, interests, and available time of board members. Each member must make a serious commitment to participate actively in the work of the committee. If a committee is too large, a small group of members may have a disproportionate amount of responsibility. If a committee is too small, there may not be enough people to get the job done. Board committees may include people who are not board members.

Should the Chief Staff Executive be a Member of the Board?

Some nonprofits decide to make the chief staff executive an ex officio member of the board, sometimes voting and sometimes nonvoting. This decision should be made carefully. Some believe that board membership is a good idea because it enhances the executive's position of authority within the organization and strengthens the working partnership between the board and the executive. On the other hand, some feel that board membership blurs the distinction between the board's responsibilities and the executive's responsibilities and makes it difficult for the board to assess the executive's performance objectively. Whatever the executive's official status, his or her insights into the daily operations of the organization are essential to decision making by the board.

References

Charles F. Dambach, [*Structures and Practices of Nonprofit Boards*](#) (BoardSource 2003).