



# **Governance Basics**

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**Things you should know to be an  
effective board member**

**March 17, 2018**

**Presenter: Jodi Goebel**

# Welcome

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# In this session we will discuss

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- A Definition of Governance
- Ethical and Legal Responsibilities
- Performance Expectations of Board Members
- Information Needed to be an Informed, Effective Board Member



# Governance

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**How the board exercises its authority, control, and direction over the organization on behalf of the membership.**



# Ethical Responsibilities

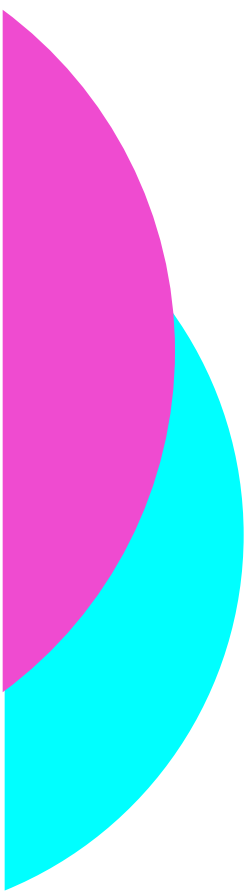
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- Want to serve on a board
- Believe in the value of the organization
- Endorse the mission

# Legal Implications of Board Membership

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- *Personal liability is minimized when board members are acting prudently, within their authority, and are not negligent.*



# Legal Implications of Board Membership (cont' d.)

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- *Incorporation as a society provides a way to limit the individual board member's liability - it does not eliminate liability entirely.*



# Areas of Individual Liability

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- Non-Management
- Negligence or Willful Mismanagement
- Conflict of Interest and Self-Dealing



# Legal Duties & Responsibilities



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- Trustee or Fiduciary
- Duty of Care
- Skills and Diligence
- No Conflict of Interest
- No Contract Voting

# Performance Expectations



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- Loyalty
- No Conflict of Interest
- Individual Authority
- Conduct

# Performance Expectations (cont' d)

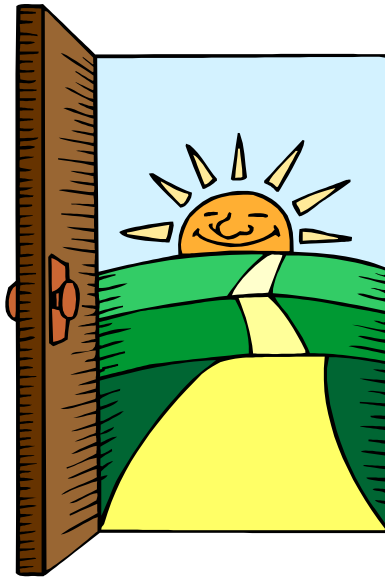


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- Meeting Preparation
- Active Participation
- Board and Staff Relations
- Confidentiality
- Image

# Why are Performance Expectations Important?

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# What do you think?

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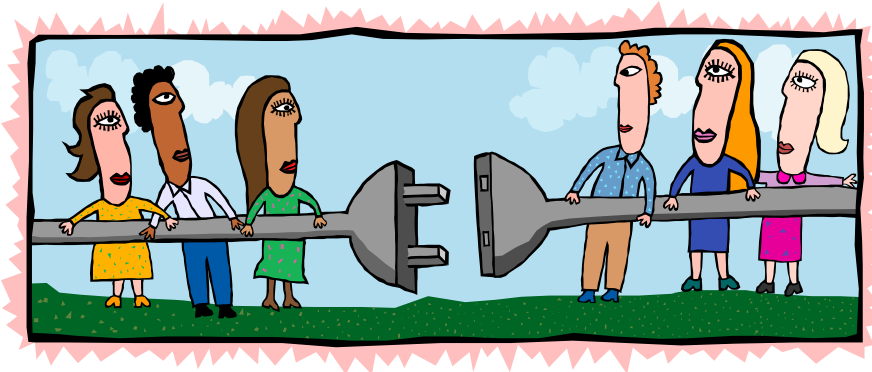
1. You must believe in the importance and value of an organization before considering election to a board.



True / False

# What do you think?

2. Good relations between the board and staff are the responsibility of all board members.



True / False

# What Do You Think?

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3. Board members who do not agree with a board decision should lobby outside the board to have the decision reviewed.



True / False

# What Do You Think?

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4. You are not responsible for actions taken at a meeting you did not attend.



True / False





# Information You Will Need

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Ask about:

- Orientation
- Meetings
- Job Description

# Information You Will Need (cont' d)



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- Strategic Plan
- Code of Conduct
- Time and Financial Requirements
- Training Events

# Session Review



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Today we discussed:

- Ethical and Legal Responsibilities
- Performance expectations
- Information you will need

# Your Questions



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# Issue Identification

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“Based on my experience, the most significant issue that is raised by our discussion is...”

# Taking Action



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“Knowing what I know now about becoming an effective board member, over the next few months I want to...”



# Board Development Program

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