Recruiting High-Voltage Boards for Audubon California Chapters

2015

Audubon CALIFORNIA
ACKNOWLEDGEMENTS

Both the Audubon California Business Plan 2014-2019 and the Audubon Chapter Network Strategic Plan 2013-2016 outline a new relationship between Audubon California, a state program of the National Audubon Society, and the 48 chapters in California, separate non-profit organizations, most with 501(c)(3) tax-free status.

The Chapter Network Strategic Plan of 2013-2016 lays out 4 main goals, one of which is to “Build Capacity in our Chapters”. One objective of that goal is to provide a sustained capacity-building program by an expert that builds skills that chapters have identified they need for Board governance and Strategic Planning. Capacity building strengthens the systems necessary for chapters to achieve their conservation goals.

Under the leadership of Brigid McCormack, Audubon California Executive Director, and Garry George, Chapter Network Director, an initial pilot 6-month capacity-building program was devised, funded and managed in 2014. Initial results were impressive and, with support from the David and Lucille Packard Foundation, the decision was made to invest more thoroughly into this program to provide chapters resources and support in Board Governance, Strategic Planning, Leadership, and Fundraising. Audubon California contracted Paquita Bath of Aligning Visions (www.aligningvisions.com) to develop the workshops and provide follow-up coaching. This booklet, written by Paquita, provides some solutions for enhancing Board recruitment success.

The focus on Governance was due to chapter requests for help in diversifying and expanding their boards. Many chapters sent representatives to the five participatory Governance workshops held in 2014. These Board members shared their experiences, successes, and challenges with each other, building ties among the network. A number of chapters, and their committed volunteers, who have shared unique programs in governance and recruitment are mentioned in case studies throughout the manual. The following chapters participated either in the pilot program in January of 2014 and/or in the follow up governance workshops that launched the 2-year capacity-building program in October. Their willingness to participate in the program, reflect on their strengths and challenges and put in the effort to try new approaches to expand their effectiveness is inspirational.

Graphics and photos are courtesy of Paquita Bath, Aligning Visions.
Participating Chapters in the Governance Workshops

- Altacal Audubon
- Central Sierra Audubon
- Conejo Valley Audubon
- El Dorado Audubon
- Golden Gate Audubon
- Kern Audubon
- Los Angeles Audubon
- Mount Diablo Audubon
- Napa/Solano Audubon
- Palomar Audubon
- Palos Verdes/South Bay Audubon
- Pasadena Audubon
- Plumas Audubon
- Pomona Valley Audubon
- Redbud Audubon
- Sacramento Audubon
- Yosemite Area Audubon

- San Bernardino Audubon
- San Diego Audubon
- San Fernando Valley Audubon
- San Joaquin Audubon
- Santa Barbara Audubon
- Santa Clara Valley Audubon
- Santa Monica Bay Audubon
- Sea & Sage Audubon
- Sequoia Audubon
- Sierra Foothills Audubon
- Stanislaus Audubon
- Tulare Audubon
- Ventura Audubon
- Wintu Audubon
- Whittier Audubon
- Yolo Audubon
RECRUITING HIGH-VOLTAGE BOARDS FOR
AUDUBON CALIFORNIA CHAPTERS

This How-To Guide provides a suite of proven tools and techniques, from and for, California Audubon Chapters. The tools are designed to strengthen the capacity of chapters to make board service a rewarding venture that keeps volunteers willing to join, fully engaged, and ready to move into leadership positions to advance the conservation of bird habitat in the state.

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FORWARD

By Garry George, Chapter Network Director, Audubon California

Birds connect all of us at Audubon. They delight, motivate, attract, fascinate, thrill and take our spirits with them with they fly. They are like rock stars when they dress and sing in spring.

It becomes clear quickly when your favorite birding spot becomes a housing development or energy project, your favorite wetland or migratory stopover dries up, your Christmas Bird Count reveals a decline in your favorite species or that a species of bird might become extinct because it can’t adapt fast enough to climate change that birds face enormous obstacles to survival, most caused by our species.

That’s where we come in. The same spirit that moves us to love birds moves us to care for them and help them out whenever and wherever we can.

That is the strength of Audubon in California. That spirit.

We can enjoy birds and help them out where they are in 48 different regions, locally, state wide, or federally – throughout the Pacific Flyway. And when we work together we can help a lot of birds.

This manual removes the obstacles to the ability to express that spirit. If I accomplish one thing during my time at Audubon it will be that I will never hear again from a chapter leader “Our Board is burnt out,” “We would like to but we can’t”, “There are no young people interested in our mission,” “We can’t find volunteers.”

Oh yes we can. We have to.
INTRODUCTION

Audubon chapters drive conservation efforts to protect resident and migratory birds in the places we all call home. Providing citizen science data for conservation, turning our youth onto nature, advocating for bird-friendly legislation, and engaging our communities in recreational outdoor adventures and volunteer days are all ways in which chapters build the Audubon brand and advance our shared mission. When chapters and Audubon California focus on the same goals and strategies, our ability to achieve conservation at scale is greatly multiplied.

In 2013, Garry George, California Chapter Network Director, did a statewide survey to better understand the chapter network throughout California.

This is what we learned about the 48 chapters in California:

1. Chapters are separate entities established as 501(c)3 tax-exempt organizations with their own mission and Boards and are certified by the National Audubon Society;
2. Chapters are the face of the Audubon brand to the public. As an example chapters led 2,144 field trips for 26,000 field trip participants in 2012;
3. Chapters are led by extraordinarily committed volunteers who contributed 131,000 volunteer hours in 2012 in California, valued by the IRS at $2.8 million dollars;
4. California has eight “leadership” chapters as defined by National Audubon, indicating that these chapters have ongoing programs in at least two of the five NAS conservation initiatives (Working Lands, Saving Seas and Shores, Bird-Friendly Communities, Saving Important Bird Areas (IBAs), and Healthy Climate). Forty “partnership” chapters work on only one of these initiatives. California has no “grass roots” chapters that do not work on conservation initiatives but are only bird clubs.
5. California chapters have a range of financial resources, but overall have $11.1 million in savings or restricted grant accounts.

The importance of these 48 chapters as the grassroots leaders for Audubon throughout the state is evidenced in the map of Pacific-South Chapters:
Chapters are concerned that the threats to birds continue to increase dramatically. Loss of habitat, invasive species, climate change, drought and water diversions are just some of the many threats that impact our quality of life – and the actual lives and reproduction success of affected birds. This reality has led to a greater recognition of the importance of chapters in driving Audubon conservation successes and the need to help chapters move into leadership roles across the NAS conservation initiatives.

Audubon California chapters indicated that their current conservation initiative priorities, that align with the NAS strategies are:

1. Protecting Important Bird Areas (IBAs);
2. Bird-Friendly Communities;
3. Healthy Climate and Renewable Energy Siting;
4. Sharing our Seas and Shores; and
5. Working Lands.

However, in 2014 only 8 of the 48 chapters are actively engaged in two or more of these initiatives while the other 40 are focused on just one of these priorities. Audubon California is committed to helping increase the number of “leadership chapters” who are directly engaged in two or more of these initiatives from 8 to 16. To do this, Audubon provides funding assistance through partnership grants, collaborative funding, State Parks Endowment funding, Toyota Together Green grants and many other funding sources. National Audubon is also partnering with chapters in conservation by providing state-of-the-art resources such as the Geographic Information System (GIS) software in a partnership with ESRI. While these are critical inputs, chapters also recognize that to step up their conservation achievements, many need to build their organizational capacity.

Building capacity in chapters in 2015 has already produced partnerships between Audubon California and chapters to partner in long-term projects such as shorebird and migratory bird issues in the Central Valley and along the coast, and to respond to conservation emergencies. This past year, drought threatened to dramatically impact migratory birds at Central Valley refuges which had water deliveries cut back as much as 70 percent. We expected significant reductions in shorebird habitat and potential issues with disease and overcrowding. In response four Central Valley chapters partnered with Audubon and were paid through grants to do real-time monitoring of six at-risk refuges that were identified as receiving extremely low amounts of water and having few resources to monitor and respond to issues. The chapters performed bi-weekly monitoring providing real time updates to refuge managers, recording data for future analysis, and providing images and stories of the drought on the ground that informed Audubon communications and policy efforts.
Our Chapter Network Strategic Plan and our Audubon California Business Plan commit us to activating 3-5 of these new collaborative partnerships with chapters per year in alignment with the National Audubon Strategic Plan. To have a greater impact on these conservation initiatives the chapters identified areas where they felt they need greater organizational capacity. The biggest concern is that many chapters are relying on the same volunteers, to serve as directors, year after year. This situation has many advantages, as there is a cadre of highly skilled trained volunteers throughout the chapter network. Additionally, many directors are retired and thus able to dedicate time and energy to a mission they are passionate about. However, chapters recognize that this situation has a down side, including a lack of diversity on chapter boards and not enough young people moving into leadership positions. In more extreme cases, volunteer burnout is happening as board terms get indefinitely extended and leadership positions go unfilled. As a result, the majority of chapters asked for support in building their capacity to recruit new board members.

To help build chapter organizational capacity, Audubon California previously invested in resource libraries and occasional presenter experts. However, these efforts had not produced measurable results. As Garry George put it: "Been there, done that, got the t-shirt, made the dust rag". To provide greater continuity, Paquita Bath, President of Aligning Visions, was hired for a pilot program to not only provide workshops and resources for the chapters but also to follow up, motivate, and coach chapters over a six-month period on a part-time basis. Additionally, chapters taking part in the program had to commit to measurable results through clear goal setting. Representatives from thirty-three chapters bravely chose to participate in the introductory workshops and work with their fellow board members to strengthen their chapter’s capacity. The vast majority has made good progress. This manual highlights some of the learning from the many chapters that invested in recruitment strategies and shares case studies and examples of how Audubon chapters are recruiting new directors and improving their governance capacity.

Cone join us!

Recruiting High-Voltage Boards For Audubon California Chapters
1. **BOARDS AND BYLAWS**

1.A. **WHAT ARE BOARDS FOR?**

Nonprofit boards provide the leadership and direction needed for an organization to effectively build its capacity and advance its mission. There are many great resources across the United States on nonprofit board development. Paquita Bath of Aligning Visions has given Audubon chapters full access to her *Meaningful Nonprofit Boards: A How to Guide*, available on www.ca.audubon.org/capacity-building. This manual lays out in detail the key roles played by successful nonprofit boards particularly the need to:

1. Ensure Legal Accountability;
2. Set Policy;
3. Ensure Financial Sustainability; and
4. Hire and Support the Executive Director.

These four roles summarize and echo materials from many other board experts including BoardSource and their highly-readable pamphlet “*Ten Basic Responsibilities of Nonprofit Boards*”\(^1\) or the more in-depth *Handbook of Nonprofit Governance*\(^2\).

To avoid duplication, the wider roles of a Board are not covered in this manual but, as mentioned above, are available on the California Audubon Capacity Building website. Rather this manual, written specifically for Audubon California, is designed to help chapters recruit great new board members, a top priority for the chapters.

1.B. **WHY DO WE NEED A CHAPTER BOARD?**

Audubon chapters are independent organizations working within a defined local geography. However, as chartered organizations of the National Audubon Society the 48 Audubon California chapters are the grassroots leaders of a network that operates at the state, flyway, national and international levels. Prior to approving the Articles of Incorporation of new nonprofits, the state of California requires that a group of volunteers (the Board) step up and be legally responsible for the management of the nonprofit to ensure that they pursue the tax-exempt mission.

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\(^1\) Richard T. Ingram, *Ten Basic Responsibilities of Nonprofit Boards*. Governance 1 Series,

While this is the legal reason why Audubon chapters need boards, there are many critically important activities that are led by board directors:

- Demonstrate passion and commitment for the Audubon mission by showcasing volunteer leadership;
- Set policy for the chapter, defining program direction and achievements;
- Fundraise for the chapter and Audubon’s conservation goals;
- Communicate the chapter’s work and achievements to friends, associates, and the community; and
- When applicable, support staff, providing wisdom, advice and feedback.

Fundamentally, boards members are indispensable volunteers committed to pursuing the Audubon mission and providing birding, education and conservation opportunities to members at the local level while also advocating for local, state, and national conservation priorities. To meaningfully advance that mission, an ambitious team is needed and there are lots of roles to fill!

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3 Common terms are board members, trustees and/or directors. We use the term “directors” in this Guide for Audubon chapters so as to avoid confusion when discussing chapter or national “members” who support the organization, but do not serve on the board.
1.C. WHY ARE BYLAWS IMPORTANT?

Audubon chapters are independent organizations and so must register with the IRS for tax-exempt status. Chapters have to submit Articles of Incorporation to form a nonprofit organization (Form 1023). By getting a determination letter from the state, the chapter is recognized as an official nonprofit corporation – a 501(c)(3). With this recognition, it is easier for chapters to open bank accounts, get insurance, and fundraise (by providing tax deductions).

These Articles of Incorporation define the purpose (mission) that make your chapter eligible for tax exemptions as well as provide for what will happen to the assets should the organization dissolve. Much of the rest of the application is devoted to ensuring that there is no conflict of interest for board members with regard to compensation for contractors or staff. The IRS requires a conflict of interest policy be in place. Finally there is also a strong section on the limits of political lobbying for charitable organizations.

Beyond these legalities, bylaws provide the organizational framework for a chapter. They spell out important internal operations such as if new board directors are chosen by the local chapter members or by the current board. The bylaws provide the detail about how the chapter will be governed. The bylaws are attached to Form 1023 during the application process, as the government requires a record of how your officers or directors are selected. Bylaws can be modified as the organization matures.

The types of questions that bylaws answer are:

- How big or small can the chapter board be?
- What are the term limits for chapter directors?
- What happens if an elected director resigns from the board?
- Who serves on the executive committee?
- What is the role of the President or other officers?
- How does the chapter ensure no conflict of interest or nepotism?

Adherence to the bylaws provides protection against legal challenges and sets the framework in which decisions for the chapter are made. Well-organized groups keep these key papers in a board manual, or virtually, so that the directors can refer to them and use them to help orient new directors. The National Audubon Society (NAS) provides a number of services to support local chapters in this process through the Chapter Services program. There is a suite of information about how to start a chapter, bylaws language for compliance with NAS chartering⁴ (such as recruiting at least 35 new members to show there is enough support for chapter

⁴ NAS Chapter Services information on bylaws:  
success) and prototype job descriptions for officers and committee chairs that can be adapted for your chapter.⁵

Keep Your Bylaws Current

While reviewing their bylaws in 2015, Wintu Audubon Society found that a lot of “standard legalese” had been incorporated that made any changes or new meetings time-consuming and difficult. For example, any new board meeting meant a 3-week window to notify all members. A change in bylaws required a mailing to the full membership and extra weeks for comments to be mailed in. Wintu Audubon updated this language to create greater efficiency and ensure that people could be contacted quickly. Meetings and updates can be posted on their web site, members can call in or email comments etc. Wintu has invested heavily in using social media such as Meetup and Facebook so their ability to connect with local members and citizens is high, and only improved by these bylaws changes. It is surprising how many chapters have very outdated bylaws that don’t account for new forms of communications and efficiencies for the volunteers. To stay in compliance, it is often best to bite the bullet and do an overhaul – hopefully with a pro bono lawyer to assist with the review.

The following two sections cover two of the more difficult decisions when writing chapter bylaws: 1) How big should the chapter board be?; and 2) How long should directors serve?

⁵ NAS has a Chapter Services program that provides a number of tools including Leader Roles and Resources: http://chapterservices.audubonstg.zivtech.com/chapter-leader-guide/leader-roles-resources and Starting a Chapter: http://chapterservices.audubonstg.zivtech.com/chapter-leader-guide/starting-chapter
1.D. BOARD SIZE

Board size affects the culture and management of a nonprofit and often changes over time. Best practice is to provide a relatively wide range (e.g. 5 to 20 directors, or 7 to 25 directors etc.) in your bylaws, so that boards can adjust and change over time depending upon their needs. Audubon chapters in California generally range between 8 and 20 directors.

An excellent article by the Council on Foundations discussed the advantages and limitations of both small and large boards:6

Some advantages of small boards:

- Board members feel more ownership and responsibility for the work;
- Communication and interaction may be easier and more flexible;
- Every person’s participation counts;
- Board members may gain more satisfaction from their meaningful involvement;
- Board members know each other as individuals, creating unity.

While the limitations of large boards can be seen as the inverse of the above, there are also advantages to large boards:

- Larger numbers allow for more opportunities for diversity and inclusiveness;
- More seats allow for inclusion of legal and financial advisors, community leaders and funding area experts;
- Work can be shared among the group as more people are available to serve on committees;
- Fundraising may be easier because there are more people on the board with more connections;
- More board members can help maintain institutional memory in times of leadership change.

An additional reason to consider expanding board size slightly is to incorporate more diverse and younger members. This is an unprecedented time in American history in that we have so many people working later in life, including healthy retirees who are able to provide incredible amounts of time, wisdom and energy for the causes they believe in. At the same time, this has changed the make-up of some nonprofit boards, skewing the median towards older directors. Rather than thinking of “handing off” leadership from one generation to another, many chapters are framing it as sharing more leadership by expanding the number of chairs at the board table.

The disadvantages of small boards are the inverse of the above. Very small boards and very large boards are usually not ideal, but chapters are encouraged to give themselves a comfortable range in their bylaws so they can adjust size as needed to meet the chapter’s goals over time.

Editing Bylaws to Manage Board Size

Based on their bylaws review Altacal Audubon recognized that the bylaws required that all committee chairs be board members. This made for an unwieldy board size and issues with achieving quorum. Additionally, there was a clear preference by some committee chairs to just focus on their committee work – not the work of the full board. Altacal Audubon Society decided to edit their bylaws to separate out the board roles from the volunteer committee functions. A pro-bono retired lawyer helped with the review and the full membership will have a chance to vote later this year.
1.E. BOARD TERM LIMITS

Audubon Chapters vary greatly on term size and in the use of term limits. Some chapters do not set term limits in their bylaws. In other cases, chapters have term limits, but they also include an “escape” clause allowing long-serving board directors to continue serving. There are a number of justifications for not having term limits.

The Argument AGAINST Term Limits

- Why should we prevent a strong board member from continuing to serve when he or she is still willing and able to continue making a meaningful contribution?
- Why should we enable a board member to shift his or her time and money away from us?
- It is much easier to keep a knowledgeable board member than train a new one.
- Our board members have valuable skills, such as fundraising and financial expertise. Why should we spend valuable time replacing them and their skills over and over again? Instead, let’s keep them and add new skills when we have the opportunity to do so.
- There’s a scarcity of committed and talented prospective board members in our community. We’ll have trouble finding strong members.
- Term limits do not fix governance issues. The board needs to set performance expectations for its members and hold them accountable.

While the advantages above are clear, the lack of an ongoing culture of board renewal can lead to stagnant board composition, a lack of diversity, and a limited circle of influence. The lack of an ongoing effort to recruit new energetic members can impact chapters over time. Many California chapters lament that few young people are stepping up to the board and chapters lack diversity. Furthermore, many board members are tired, but feel they can’t step down (guilt) as no replacements have been identified. This opens up the case for fixed-term limits.

Many nonprofits use nine years, or three 3-year terms, as the maximum limit to serve as a director. This ensures that new blood and new ideas keep moving through the chapter. While many long-term capable volunteers may be “termed out” they can continue working as chapter volunteers in any number of capacities, just no longer as the policy setters on the board. In other cases, term limits may be

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7 This set was taken from: BoardSource Article, Case Study: Term Limits – A Can of Worms, Nov. 2011. In our workshops many chapters raised these same points and rural chapters added that their communities have limited volunteer pools.
set for a maximum term, but then after a significant break (usually 1 or 2 years), a prior board member may be re-elected – giving them time for a much needed vacation and still allowing the chapter to gain from their longevity and experience.

The Arguments FOR Term Limits

- They build in a balance for continuity and turnover;
- They provide a mechanism and easy exit for allowing nonproductive (passive, troublesome, or difficult) board members to leave;
- They are a tool for increasing diversity and engaging chapter members more regularly in leadership discussions;
- They provide a periodic infusion of fresh ideas and perspectives;
- They enlarge the circle of supporters by constantly offering new leadership roles;
- Engaged board members get tired. Term limits give them a well-deserved vacation and then they can refresh and keep working in other capacities – but not keep going strictly out of guilt.
- Chapters’ needs change over time, requiring new skills and constituencies.
- Chapters can get ingrown and be perceived by outsiders as a clique.

An additional issue that must be addressed by long-term established boards with limited turnover is that an “in-the-know culture” can get established that makes it difficult for non-members or new members to contribute or feel included. As workshop participants pointed out “like attracts like” meaning that the established norms appeal to people from similar backgrounds and may not be as attractive to more diverse candidates. This requires a concerted change effort and a serious dedication to inclusion that encourages a consideration of different approaches, rather than “the way we have always done it.”

Chapters are encouraged to have the discussion about the pros and cons of term limits and see if there are other issues that come up and how they choose to move forward. California chapters have been remarkably creative and flexible in managing these tensions. For example, the Sea & Sage Audubon Society in Orange County has a two-part board system: six directors are elected by the membership for a 3-year term limit. Elections are spaced so that two new directors join every year. At the same time Officers and Standing Committee Chairs also serve on the Sea & Sage Board (some of them for 20+ years) providing continuity and leadership for key chapter functions.

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8 These were paraphrased from: BoardSource Article, Case Study: Term Limits – A Can of Worms, Nov. 2011.
Is it time to change our spots?

**Framing Questions**[^9] That Chapters Can Use To Make Decisions About Term Limits:

- What are the pros and cons of term limits?
- What is best for our organization?
- How well is our current system working?
- If we have chosen not to adopt term limits, what safeguards have we adopted to assist us in maintaining a full board of actively engaged members?
- What is our process for evaluating and removing individuals who are not fulfilling their responsibilities?
- What can we do to keep board members who have completed their board service engaged in the organization's programs and services?
- As part of our recruitment process, what can we do to involve prospective members on committees or task forces?
- How do we acknowledge and show appreciation for those who have served the organization?

Regardless of board size or term limit designation, if diversity and new ideas and energy are concerns, a strong commitment to scouting and cultivating talent will be needed from all current directors (see 2.C. below).

[^9]: These framing questions are from the Independent Sector. If your chapter chooses to create an account they have excellent Governance resources. See [http://www.independentsector.org/board_member_term_limits_principle_17](http://www.independentsector.org/board_member_term_limits_principle_17)
1.E.1. Officer Term Limits

A related issue is if there should be term limits for the officers, with most attention focused on the Chapter Chair. This tends to be a more politicized discussion as many Chairs have worked incredibly hard for their chapter and often played a critical role in the founding of the organization. This makes it a difficult and touchy subject. However, over the long-term, leadership change is part of organizational maturity and evolution. Additionally, many Chairs recognize that they have devoted a huge amount of time and effort to the chapters – often adding on lots of volunteer roles to their job - far more than the traditional “Chair” job description would entail. As they get older or start to tire, they need to segregate out the board Chair role from the many other volunteer roles they are playing to make it a manageable job for other chapter leaders. Job descriptions for officers are increasingly getting refined to ensure that they don’t expand to be so overwhelming that no one feels comfortable stepping up. Redbud Audubon recently pared their job description down to the minimum duties precisely to make the officer jobs more manageable.

Redbud Audubon Society

President

Description: Audubon Chapter Presidents are leaders of the Chapter membership they serve. Ideally, the individual who is elected as Chapter President has served the Chapter historically through other leadership roles, or has other administrative experience that will help them cultivate a healthy relationship with members and the community, and can effectively manage the Chapter through prioritization, facilitation, and delegation. One of the most important things the Chapter President can do for the Chapter is ensure that the appropriate talents and skills are built into each of the active committees. The following list of basic duties should serve to help our new Chapter President.

Duties:
• Preside over meetings of the Board and, in consultation with the Board, develop agendas for those meetings.
• Be sensitive to Board members' needs. Offer encouragement and praise when needed and resolve internal Board disputes if necessary.
• Ensure that committees have chairs and members and are fulfilling their mandates.
Consult often with other Board members and committee chairs.

- Act as a spokesperson for the Chapter in the community. Be prepared to farm out to other board members and committee chairs a wide variety of emails that come from members of the community, the press and elected officials.
- Fill out and return the Chapter Annual Report. Ask the Treasurer to assist with the financial reporting component of the Annual Report and other committee chairs to provide the necessary input.
- Oversee administrative matters of the Chapter. Delegate appropriate responsibilities to other officers and members.

Additional officer job descriptions from the Los Angeles Audubon Society are available in Tool #IV at the end of this manual. Additionally, many chapters are trying to ensure appropriate leadership succession by asking VPs to serve with the understanding that they will be nominated for President (usually in a 2 year window).

A disadvantage of having no term limits for officers is that other volunteers may be reluctant to take on leadership roles, particularly the role of Chair. In chapters where the founding chair has served for many years, it is typically even harder as a high bar has often been set. By recognizing that there is a clear term limit, volunteers may feel more capable of stepping up to the challenge and commit their energy and skills for a specific number of years, knowing that they too will be replaced at the end of that term.

Choosing the best model for your chapter can be as simple or complex as you make it. Boards have a lot of flexibility in how they choose to support leadership and ensure new energy. For example, the National Audubon Board has members that can serve two consecutive three-year terms. To encourage leadership and longevity however, members who are elected to officer positions can serve three consecutive three-year terms, whereas the Chair or Vice-Chair is eligible to serve four consecutive three-year terms.
1.E.2. Succession Planning Cycle

Best practices in board succession planning are to organize succession so that most of the directors stay on in any given year to provide wisdom and experience while the newer directors get oriented and learn the ropes. This happens easily when there are no term limits as usually a majority of long-standing directors are staying on. For chapters that do use term limits, here is an example of a 3-year cycle for board succession planning whereby new directors are regularly brought on while longer-serving directors roll off. This particular model assumes 3-year terms with a 3-term limit, but you can design similar cycles with the terms used in your chapter.

Recruit and Retain: A 3 Yr Cycle

- 2 new members being recruited in 2017
- 4 members start 2014
- 2 of the 2014 members asked to renew to 2017
- 4 members start 2015
- 4 members start 2016
- 4 new members start 2014

Recruiting High-Voltage Boards For Audubon California Chapters
2. BUILDING A CHAPTER BOARD

2.A. WHAT CAN CHAPTERS OFFER BOARD VOLUNTEERS?

In a review of why current Audubon directors volunteer, their responses were grouped into three major drivers:

1. To make a difference
   - Be involved
   - Give back
   - Provide skills that the chapter needs

2. Love of nature
   - Support conservation and show my love for birds
   - Protect habitat
   - Align with the broader commitment of environmental conservation groups to international habitat conservation efforts
   - Engage kids, the conservationists of the future. They have to know about nature to care
   - Connect spiritually
   - Help birds

3. Social Network
   - It is fun to work with people with shared values
   - Audubon is a prestigious organization
   - I was honored – a person I deeply respect asked me
   - I was ASKED!
   - Great personal learning experience
   - Opportunity for community engagement
   - Audubon is not a clique – it is a joy to be a part of

It is more than likely that future board directors will want to realize these same values and goals through their volunteer efforts, so this is the place to start in both assessing your board’s experience and recognizing what would motivate someone to volunteer – and keep volunteering!

These three drivers are by far the main reasons that volunteers choose to join Audubon chapter boards, choose to stay and meaningfully contribute over time, and choose to move into board leadership roles. In addition to these three fundamental

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10 Ok, to be totally honest, there were 4 categories – with the fourth being GUILT. However, all of the participants indicated that this was not the healthiest reason for staying involved and that it should not be emphasized in building commitment.
drivers however, many volunteers want to put their energies into organizations that demonstrate operational best practices.

Understand why new leaders would want to join!

**Best Operational Practices**

- Directors and Officers Insurance (D&O)\(^\text{11}\)
- Clearly defined roles and responsibilities re board vs. volunteer role
- Orientation and training necessary to enhance their effectiveness
- Materials provided in advance of meetings where decisions will occur
- Clear process for making decisions
- Timely and accurate financial reporting
- Efficient use of directors time
- Amiable and respectful relationships with other board directors
- Celebrations of successes and recognitions of board leadership

Ensuring that your chapter provides board volunteers with a driving sense of mission and good operational practices goes a long way toward engaging new leaders. Whether you are starting a new chapter or repositioning an existing chapter, ongoing attention is needed to ensure that your board is effective and that directors’ expectations are realized. Fortunately for Audubon, people’s desire to make a difference, conserve important bird habitat, and have amiable social connections aligns well with Audubon chapters’ need for board volunteers.

\(^{11}\) Toolkit V at the end of this manual provides detailed information on D&O Insurance.
2.B. WHAT DO CHAPTERS NEED FROM BOARD VOLUNTEERS?

Audubon chapters need to be clear with candidates about what the chapter needs from its board directors. Many people feel far more confident making a commitment when they know what is expected of them. A chapter board member “job description” clarifies expectations for both the chapter and the candidate. Job descriptions not only state the “what” but also address questions such as how long is a board term, term limits, and when board meetings are held and what the chapter will provide for them such as monthly accountings.

The job description from Golden Gate Audubon Society, available in Tool #1 at the end of this manual, aligns well with the basic responsibilities of nonprofit boards as promoted by BoardSource (www.boardsource.org), the leading US resource for funders and nonprofits on volunteer boards. The National Audubon Society (NAS) also provides a list of Chapter Board duties. All chapter board members are encouraged to read up on board roles and responsibilities. Aligning Visions provided California Audubon with its handbook: Meaningful Nonprofit Boards: A How-to Guide, that is available on the Audubon California Centers and Chapters Capacity Building site: http://ca.audubon.org/capacity-building.

In general directors are expected to:

1. Commit Time:
   - Attend board orientation, retreats, and training sessions
   - Attend board meetings as scheduled (weekly, monthly, quarterly?)
   - Serve on at least one committee (state it if you need more!)
   - Complete assignments and prepare for meetings
   - Volunteer to advance key projects

2. Participate:
   - Participate in meetings and ask appropriate questions:
     - Take reasonable care when making decisions for the chapter;
     - Act in the best interest of the chapter;
     - Act in accordance with the mission; and
     - Stand aside when there is a conflict of interest (formally recuse yourself from voting for something that would benefit you, a family member, a close friend, or an organization you are closely tied to).
   - Participate in board fundraising activities;
   - Make a financial contribution to the chapter to the best of your ability (100% director giving to the chapter is expected – and often required by

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13 BoardSource offers a great introduction to governance: Booklet #1 of the Governance Series by Richard T. Ingram. See www.Boardsource.org
foundations or other donors that you might reach out to. It is hard to ask others to give if your board leaders haven’t given themselves).

- Participate in the on-going tasks of the board;
- Act as an advocate for the chapter to members and the public.

3. **Prepare:**
   - Be willing to learn about the chapter’s purpose, history and needs
   - Keep current on the external and internal trends affecting the chapter

4. **Share Skills, Experience, Contacts and Enthusiasm**
   - Chapters need individuals with specific skill sets such as legal, accounting, investing, land use zoning, policy, etc.
   - Chapters need individuals with diverse perspectives and contacts with constituents throughout the region.
   - Chapters need people who have wisdom based on their experience and connections that can help guide good decisions
   - Chapters need people who are enthusiastic about the mission.

Finally, the Chapter Services program of National Audubon Society (NAS) provides examples of particular job descriptions for officers and committee chairs, such as Conservation Chair, Field Trip Chair etc.\(^\text{14}\) as does Tool #IV, at the end of this manual, with job descriptions from the Los Angeles Audubon Society. Clear “job descriptions” help all volunteers know what they are committed to and how to be successful.

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**Define What You Need**

Subhash Chand and other leaders at Sacramento Audubon recognized that a new Education Chair was needed. They developed a volunteer job description that helped them define the characteristics needed and hone in on a great new Chair.

*We are looking for an educator to join our volunteers and help us expand our reach to students of all ages. The ideal candidate for our Education Chair role will possess the following*

qualifications and areas of expertise:

- A belief that service to the community is a critical element of conserving the natural habitat of all creatures. Through this service, an individual can have a significant impact on the environment.
- A belief that educating the younger generations on the interdependence of all creatures is the solution to preserving them.
- An understanding of how general information about birds and their habitats and food can be made interesting and appealing to students. Experience with engaging students in any school environment is desirable.
- A network of educators and school administrators and a willingness to tap those connections to help Audubon schedule education presentations on birds at various schools in the Sacramento, San Juan, and Elk Grove school districts.

To learn more about the Education Chair position and the work of Sacramento Audubon, please contact … and see our website at www.sacramentoaudubon.org.

After posting this job description in a number of places they found a great new chair within weeks!

In a similar situation, Mt. Diablo Audubon Society needed a Social Media Coordinator to update their sites weekly. They got two immediate responses from the following job description.

Mount Diablo Audubon Society
Social Media Coordinator

Mount Diablo Audubon Society is seeking a Social Media Coordinator to help promote our chapter on Facebook and Meetup. We would like to reach out to new audiences through additional social media platforms. The coordinator would be responsible for setting up a Facebook page and a group on Meetup. Content would need to be added weekly to maintain interest in our pages. No prior experience is necessary, as only basic computer skills are needed. Other outreach ideas are encouraged, such as Twitter and Instagram. Please contact …. At email and …tel if you are interested.
2.C. NOMINATIONS COMMITTEE

While all committees and programs can be scouting new talent and cultivating new leaders, for most organizations, a Nominations Committee is a helpful driver. It is the old adage “when everyone is responsible, no one is responsible”, so having a Nominations Committee formalizes the succession planning process and keeps it on directors’ radar screens. A generic Nominations committee description is included in Tool #II at the end of this manual. This group is usually made up of the more experienced board directors, often coupled with well-known community leaders, who can help identify prospects.

In addition to the Director Job Description (Tool #1 at the end of this manual), Nominations Committees need at least three other tools:

1) A clear understanding of the length of Board Service and Terms overlaid with the terms of the current pool of Directors;
2) A decision by the Board on desired Board Size; and
3) A Potential Board Director Matrix

As importantly, a healthy strategic plan and obvious energy around the work of the chapter will pull in new people, as will a reputation for having a collaborative and fun group of directors. Ask all board members to submit the names and qualifications of prospects to the Nominations Committee.

Seek out new members!
2.C.1. Directors’ Years of Service and Number of Terms

The first tool is an annually updated excel sheet that lets everyone on the board know where they are in their terms.

<table>
<thead>
<tr>
<th>Name</th>
<th>Started Term 1</th>
<th>Started Term 2</th>
<th>Started Term 3</th>
<th>Term Limit Expires</th>
<th># terming out</th>
<th>Anticipated Resignations</th>
<th># new board members needed</th>
</tr>
</thead>
<tbody>
<tr>
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<td>2005</td>
<td>2008</td>
<td>2011</td>
<td>2014</td>
<td>1</td>
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<td>2015</td>
<td>2018</td>
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<td>2</td>
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<tr>
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<td>3</td>
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<tr>
<td>xxxx</td>
<td>2012</td>
<td>2015</td>
<td>2018</td>
<td>2021</td>
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<td>xxxxx</td>
<td>2012</td>
<td>2015</td>
<td>2018</td>
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<td>2019</td>
<td>2022</td>
<td>3</td>
<td></td>
<td>3</td>
</tr>
</tbody>
</table>

This table, when updated annually, keeps boards and nominations committees on track. It must be done based on the number of years per term and maximum service allowed as indicated by the chapter’s bylaws. Once consistently applied, it helps the job of succession planning and recruitment become a more normal part of the chapter’s business and a reasonable goal – usually 1 to 2 new directors a year.
2.C.2. Preferred Board Size

The other assumption built into the Board Directors’ Service chart above is the size of the board (see 1.C). Every year, the board provides the Nominations Committee with a clear indication of the preferred board size. In the example above a 13 person board is assumed. However, maybe in 2019 this chapter found two exceptional candidates. If the bylaws are flexible (usually there is a flexible scale of the # of directors) the board could choose to become a 14-person board for a period. The Nominations Committee needs to be aware of the allowable range, but also have a strong sense from the board about the preferred number so that they can plan ahead with cultivation and recruitment strategies.

2.C.3. Potential Board Member Matrix

A final tool for the Nominations Committee is the Potential Board Director matrix (Tool #III at the end of this manual). The matrix allows you to list the essential board requirements, desired competencies or skills, and consider the diversity on the board. An excel chart, included in Tool #III, provides more guidance on organizing candidates by how well they meet your Chapter’s needs in any given period. Your Nominations Committee defines the columns.

<table>
<thead>
<tr>
<th>Essential Board Requirements</th>
<th>Desired Competencies and Skills</th>
<th>Diversity: Relationships and Local Knowledge</th>
</tr>
</thead>
<tbody>
<tr>
<td>Candidate 1</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Candidate 2</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Essential Board Requirements**

Audubon chapters are mission driven non-profits. Most boards have some essential attributes that they need in all potential candidates. A few examples are below but each board can define their own requirements:
- Good team player
- Passion for conservation
- Unquestioned integrity
- Time available
- Philanthropic orientation

These are reminders that when you go to choose new directors you ensure these are people who are going to “play well in your sandbox” and truly support the Audubon mission.
Desired Competencies and Skills

In addition, boards need a mix of special skills and competencies. Maybe one director is a lawyer and provides occasional pro bono review. Another might be a wealthy benefactor who brings her friends to fundraising events. By reviewing what skills you currently have, you can identify areas where additional skills could be super useful – like someone with an accounting background, or someone who understands land use zoning codes. These are the preferred skills that change over time as different programs arise that require new skills or as longer-term directors, with those skills, cycle off the board.

Are these the skills we need?

Diversity: Relationships and Local Knowledge

Finally, chapters need a mix of directors that help present Audubon to the community and bring diverse perspectives from the community to the chapter. This opens up the diversity discussion. Does your board represent your community well? When asked why diversity was important to their boards, Audubon California members provided the following responses:\textsuperscript{15}

\textsuperscript{15} Two capacity-building workshops, held in January of 2014, brought together board directors from 18 California chapters. They provided these responses.
Importance within the Chapter
- New fresh ideas
- New fresh energy
- Opens up new relationships and audiences
- New money
- New connections
- Bring in different interests – non birders
- Personal learning and growth for members (meet new people and perspectives)

Relevance to the Outside World
- Better representation – face of our community
- Future of Audubon requires broader engagement
- Be more influential with decision makers
- Greater credibility
- Broader base for our mission

The matrix helps chapters look across these three dimensions at potential candidates. It is obviously a highly confidential tool. The people you choose not to ask to be directors this year may be the best choices in a future year. By keeping a group of qualified candidates in mind, the Nominations Committee has time to cultivate them over time and to keep an eye out for candidates that bring new needed skills, perspectives and relationships to the board.

To find new volunteers that aren’t currently in your membership roster, many chapters have capitalized on new residents in their community looking for a place to join, make friends, and give back. In many cases, recent retirees have moved from their urban base to a more laid back lifestyle, bringing many skills and often an Audubon background from another area. Engaging them in your chapter is opening a door to a new human and bird community!

Finally, many towns/counties are fortunate enough to have a Community Foundation. These Foundations, aside from being local grant providers, often match volunteers with local organizations. They also offer trainings and outreach programs on board service and other forms of philanthropy. Meet with them and let them know what your chapter does and what kind of people it would like to attract as members and board trustees.
2.D. DIVERSITY ON AUDUBON CHAPTER BOARDS

The last section brought out the issue of identifying candidates that can bring additional perspectives and strengths to volunteer base and the board based on their age, gender, ethnicity, sexual orientation, neighborhood base, etc. A study from the Urban Institute indicates that 86% of board members in the US are white (non Latino)\(^\text{16}\) – probably close to describing Audubon chapter demographics. Audubon has a strong statement on diversity and inclusion recognizing that the diversity of human experience strengthens conservation efforts. What does diversity look like for your chapter and what additional efforts can be made to attract a more diverse leadership group? As many writers have pointed out, it is not just about having a few people from different backgrounds on the board, it is also about being willing to make changes in the culture of your chapter to become a more inclusive organization to meet the demands of your mission.

Chapters are wrestling with how best to cultivate a greater diversity in volunteers, who can in turn move into director and leadership roles over time. Given that the age of Directors is a concern in many chapters, one of the easiest ways to get the word out to a greater number of people is to enhance web sites and use social media. While this was an expensive and high skill/time effort in the past there are now many ways to make this MUCH easier for chapters with far more user-friendly tools available. For a chapter that has recently done a fantastic update to its web site using a very simple – and cheap program – called \text{wix.com}, see \url{www.TulareCountyAudubon.org}. They also added Facebook to the chapter’s social media outreach!

Another outreach tool that is being increasingly used by Audubon chapters is Meetup.com. For example, a younger member got engaged with the Napa/Solano Audubon Society and joined the board. She wanted to encourage other members of her peer group to join bird walks and get engaged so she has started a Birds-n-Brews Meetup group (see \url{www.meetup.com/Birds-n-Brews}), specifically designed

\(^{16}\) Quoted in \text{Nonprofit Quarterly}, \text{The Inclusive Nonprofit Boardroom: Leveraging the Transformative Potential of Diversity}. December 29, 2012.
for 20 and 30 year olds. Birds-n-Brews started in March of 2014 to attract new “flockers” – 39 in its first six months!

Meetup is an online program that helps people with shared interests plan events in geographies around the world. The hope is that some will get engaged with volunteering and supporting bird conservation over time. Many other chapters also are using Meetup ([www.meetup.com](http://www.meetup.com)) to advertise bird walks, events, and reach a younger audience that were not receiving or responding to newsletter and web announcements. Other chapters such as Pasadena offer similar fare – see Birds ‘n Beers in the Wrentit newsletter:[http://www.pasadenaaudubon.org/newsletter/wrentit_2015_02.pdf](http://www.pasadenaaudubon.org/newsletter/wrentit_2015_02.pdf)

Reaching out to the wider community through these social media tools is clearly a first step. Other chapters, such as Pasadena Audubon Society, are being more proactive in ensuring that booths and materials promoting Audubon and local activities are set up at local ethnic fairs and in neighborhoods with greater diversity. Chapters are further encouraged to review what leadership training programs are taking place in their communities such as board training programs spearheaded by your local community foundation. Other organizations are offering board training for diverse communities at the state level. For example, the Hispanic Foundation offers a Latino Board Leadership Academy and actively looks for nonprofits interested in having more Latinos on their board to find good matches with their graduates.18

In a more involved effort to reach young people, the Palos Verdes/South Bay Audubon Society gets the prize!

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Attracting Young Board Members:  
Palos Verdes / South Bay Audubon Society

The Audubon YES (Youth Environmental Stewards) Program is an outgrowth of the Palos Verdes/South Bay Audubon Society’s long-standing involvement with young people. Formed in 1978, the chapter has had a history similar to that of many Audubon chapters: continuous work with a variety of education programs and an ever-greying membership of \( \approx 1200 \). In 1991, after a particularly successful Earth Day effort working with local high school groups, the decision was made to add a high school senior to their Board of Directors. The experiment was successful. Students have been on the Board ever since.\(^{19}\)

With the benefit of hindsight, Jess Morton the chapter leader that instigated this program, reflected on the benefits of incorporating young people onto the board.

Strengths:
- Board service is a great opportunity for young people, providing a platform for both making a difference and for résumé-building;
- The chapter had adjusted to ensure that minors have no voting rights on fiduciary matters, but otherwise have full board roles;
- The chapter endeavors to have two young people serve at a time so that they don’t feel isolated or “token”;
- Many of the young board members have gone on to careers or volunteer work that continues their environmental commitment; and
- The young people’s ideas, energy and contacts have often been of great value to the chapter.

Challenges:
- Given that most of the students selected are high school seniors, they leave within the year for college so do not make a long-term commitment to the board;
- Often two students are selected but only one truly becomes engaged;
- The overall demographics of Palos Verdes leadership has not changed dramatically given the short-term nature of youth board engagement;
- Mentoring and orientation of the young members takes time and energy.
- Assessing the long-term impact of the program on young people’s lives is difficult as they move so frequently that communication is hampered.

The Palos Verdes/South Bay Audubon Society is continuing with this program as the benefits surpass the ongoing challenges.

\(^{19}\) Slightly updated but extracted from *A Brief History of the Audubon YES! Program*, provided by Jess Morton, long time Palos Verdes Board member and activist.
2.E. CULTIVATE PROSPECTS

When a Chapter’s purpose and mission are collectively understood and communicated, members will more naturally be drawn to contribute their time and effort to the Audubon mission. When involving members becomes a part of all Chapter programs, new energy will flow into the Chapter.20 The best way to cultivate board prospects is to engage people in increasing levels of leadership in Audubon projects and programs – encouraging them to have fun while making a difference for the birds we love!

Most prospects will already be engaged with Audubon or other environmental organizations in your area. Many will be regulars on birding trips, or occasional volunteers at events or bird festivals that you host. Some will have taken on even greater leadership roles helping to manage key pieces of an event or organize a letter-writing campaign about an issue of concern to Audubon members. This has given them a chance to get to know your chapter, get to know the leadership, and feel comfortable with the culture and activities of the chapter. One particularly effective way of engaging people in the chapter has been the Birding Classes offered by Sea & Sage Audubon.

Adult Birding Classes as Leader Cultivation

Sylvia Gallagher has offered Birding Skills Workshops* for over 30 years at both introductory and advanced levels for Sea & Sage Audubon Society in Orange County. Her courses are fairly demanding, requiring three hours a week over 10 weeks, field trips, and worksheets that require a commitment to learning about bird identification features, behaviors and/or birdcalls. The people who attend tend to be intelligent, motivated and well organized. Many are professional biologists who use the skills in their work, others are volunteers who are already engaged with a local nonprofit, and others are pursuing a personal interest. During the workshop, participants are exposed to a wide variety of habitats, including areas that Sea & Sage has been actively engaged in conserving, and volunteer opportunities with the chapter are regularly announced.

These workshops have been a significant recruiting tool for committed chapter leaders. Looking back over the past ten years, Sylvia discovered that 53 chapter leaders had started out by taking a Birding Skills Workshop, while only 30 had not. Furthermore the board members who had not done a workshop tended to contribute less to the chapter and

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Some chapters invite prospects to attend a board meeting so that they can see how the process works. Other chapters are moving to more of a social setting and inviting prospects to a cocktail mixer with current board members (often with spouses) to get to know each other. This idea ties into the volunteer’s desire to strengthen a social and personal network, giving everyone a chance to get to know each other and build the trust and confidence needed to speak out and actively engage in board meetings. By the time someone is nominated for a director position, the board should have a good sense of their skills, energy, and “fit”.

2.F. MAKE THE ASK

Once the Nominations Committee has reviewed the prospects they have to adhere to the bylaws and get board approval before making the “ask.” Does the current board approve the potential prospects and give the Nominations Committee (or chair etc.) permission to ask the prospect to join the board? If directors are selected by the membership then you are asking someone to put their name on the ballot – not guaranteeing them a spot. Review how you legally approve new directors, get full board approval for moving forward, and then make the ask. Many boards approve more prospects than they actually need. For example, if you need two new board members, four prospects may be approved and prioritized so that if #2 refuses, the committee can move forward expeditiously and invite prospect #3. This helps create a more efficient process and move recruitment forward much more rapidly.

In our workshop, many participants said that their greatest take-away is that “You have to ASK!” Many chapters indicated that they didn’t actively pursue candidates, rather waited for people to volunteer. In many cases, being approached to serve on the board will feel like a logical next step in the prospect’s evolving commitment to Audubon and birdlife. As many current chapter directors stated: “they felt honored to be asked”. It is an honor to dedicate ourselves to an important mission like Audubon’s so be sure to convey that sentiment during the “ask.” People feel honored that they were asked, even if they turn you down. They may be too busy this year, but will want to join in the future etc.
In many cases you can begin by asking people to get involved, take on leadership positions or committee roles – and only then get more engaged as a board member. A number of chapters have had a lot of success by carefully defining what the volunteer role is that they need to have filled and then advertising it (web site, newsletter or local forums) and recruiting.

Yosemite Area Audubon Society

Engage and Ask

For Yosemite Area Audubon, potential board candidates are vetted for: 1) their commitment to the chapter (e.g. have they been involved with Audubon or conservation here or in other settings); 2) willingness to work and take on volunteer assignments; and 3) distinct skills that increase the chapter's reach and professionalism. On the diversity front, Yosemite has committed to increase the number of people under 60 as the chapter board is aging. Additionally they intend to expand from 12 to 15 members to “bring more seats to the table.”

Lowell Young, Chair of the Yosemite Area Audubon, believes that you can't ask anyone to join the board until the whole board has met the candidates. The Yosemite team is most effective when all members feel comfortable to talk freely, raise issues, and most importantly challenge ideas. A comfortable rapport with peers is essential for these strategic conversations and for the 'elephants in the room' to be brought out into the open.

This year, three new board members have been recruited, all with exceptional skills, high degrees of energy and enthusiasm, and a rapport with other board members. The meet and greets were achieved easily as Yosemite Audubon hosts a program once a month after the board meeting, providing a social event where all the board members can meet with the potential candidates informally. Only once all the current board members had a chance to meet and feel comfortable with the potential candidates, they were formally invited to serve.

The “ask” is best done by someone that the candidate knows well and respects. The current Chair or immediate past-Chair also often attends the meeting to show their excitement about the candidate joining. During the ask, come prepared with information described above to explain the “job” as well as what the chapter offers and how it is run.
In some cases, particularly when the personal connections are not as strong, candidates will want to take the time to “check the chapter out”. Ways they can do this include:

1. Review the chapter’s website;
2. Talk to current and past board directors – or friends who know friends…;
3. Talk to chapter members;
4. Attend an event;
5. Look at the chapter’s tax returns at www.Guidestar.org (many California Audubon chapters have registered with Guidestar!);
6. Get a copy of the Articles and Bylaws and the 990 (a tax form for organizations exempt from income tax);
7. Make sure the chapter offers D&O insurance;
8. Ask to sit in on a board meeting.

Be prepared for this and be ready to help them gain the comfort level they need.

2.G. ORIENT

Once a prospect accepts the opportunity to join the board, most chapters offer new directors an orientation. As it is a lot to take in, many chapters put the most important documents in a folder or on a computer stick with information such as: the List of directors and staff with contact information; List of board committees and who serves on them; the annual budget; and a strategic plan if there is one.

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Santa Barbara Audubon Society (SBAS) has kindly made their orientation kit available to all Audubon chapters on the CA Audubon Capacity Building Resources page: [http://ca.audubon.org/capacity-building](http://ca.audubon.org/capacity-building)
Many chapters also put together annual calendars so that board members can look ahead and prepare a slate in time for the Annual election or know when the budget will be reviewed.

The National Audubon Society, through the Chapter Services program, offers leader updates and a quarterly orientation webinar for new chapter leaders so be sure to provide your information to the state office or NAS chapter services to be sure new directors are fully plugged into Audubon services. ([http://chapterservices.audubonstg.zivtech.com/new-leader-orientation](http://chapterservices.audubonstg.zivtech.com/new-leader-orientation)).

Finally, sometimes coaching and mentoring helps make sure a new member is fully included in chapter activities. Pair up a new member with an experienced director to answer questions and introduce them to chapter volunteers and programs.

Pair new board members with experienced directors
3. **KEEP THE BOARD ENGAGED AND EVOLVING**

Boards, just like the chapters they serve, don’t remain static. You will evolve just by growing together, working out issues, defining a culture and style that works for you, and developing trust and effective programs. Just like our individual lives, boards mature with experience and trial and error. Sometimes, boards consciously choose to make changes in their behavior and structure. This can be done in any number of ways, such as:

- Decisions about changing the way (timeliness/ agenda) meetings are held;
- Adding new directors to the board;
- Losing long-serving founding directors to term limits or asking a director to resign;
- Hosting retreats or strategic energizing meetings to refocus;
- Getting trained or improving your understanding of either governance issues or content issues for your nonprofit;
- Doing a self-evaluation as a board to assess your effectiveness and opportunities for change.
- Building in a reflection on an annual basis to ensure progress towards your stated goals.

It is most common to see greater reflection on board evolution following board self-assessment efforts, new Chair nominations, or major changes in a nonprofit organization (new staff, new strategic projects etc). The transition from a Steering Committee to a board (when you create a new 501(c)(3)) is another moment when careful conscious decision-making is needed. Two critically important ways to strengthen your nonprofit are through regular board self-assessment and through ongoing efforts to bring in new directors.

3.A. **ASSESS BOARD PERFORMANCE**

Directors should take the task of assessing their performance as a group and reflecting on their personal contributions very seriously. If a solid orientation has been done and directors are clear on their roles, then the conversation is more meaningful. An annual assessment can take many forms:

- A group discussion;
- A survey (Survey monkey is a great way to get non-attributed feedback) or in person;
- Individual meetings with the Board Chair;
- As part of an overall organizational review including the Executive Director’s performance;
- Feedback from staff;
- Comparing the organization to similar nonprofits in terms of variables such as income, pay scales, membership, # of projects etc.

Board self assessment is even more important during moments of big organizational change, such as the move from an all-volunteer organization to a staffed nonprofit, or the move from an extremely small budget to handling significant donor funds. During periods of change, board roles often need to undergo a metamorphosis as well – an exciting but disconcerting time, and a good time to formally do a self-assessment.

The *Board Self-Assessment* (Tool #VI at the end of this manual) that was used in this program can be adapted for your chapter. Many of the participating chapters asked all board members to do a survey monkey confidential response – thus giving them a tool for discussing their results, recognizing differences in opinion, and focusing on areas where there was agreed upon need for change.

*Are we flying high enough?*
I. SAMPLE BOARD JOB DESCRIPTION FROM GOLDEN GATE AUDUBON

BOARD MEMBER RESPONSIBILITIES

1. Determine Golden Gate Audubon's mission and purpose.

2. Engage in Strategic Planning to focus Golden Gate Audubon's programs and services to insure they are consistent with Golden Gate Audubon's mission and goals.

3. Monitor Golden Gate Audubon's programs and services to insure they are consistent with Golden Gate Audubon’s mission and goals.

4. Raise funds to support Golden Gate Audubon's programs and services.

5. Contribute a personally significant amount annually.

6. Enhance Golden Gate Audubon’s public image by promoting its programs and services.

7. Ensure effective financial management.

8. Ensure sound risk management through regular risk assessment and recommending appropriate policies to abate any risks.


10. Select and support Executive Director and review his/her performance.

11. Develop a strong relationship between board and staff through the Executive Director.

12. Ensure legal and ethical integrity of Golden Gate Audubon and maintain accountability.
II. NOMINATIONS COMMITTEE JOB DESCRIPTION

This is an example that can be adapted for your chapter.

Purpose

The Nominating Committee’s purpose is to: 1) identify skills, competencies, and other attributes of prospects desired by the Audubon Chapter; 2) identify and explore the merits of potential candidates; and 3) recommend prospective candidates to the Board.

Responsibilities

1. The Committee will review eligibility of existing Board members to continue to serve on the Board. DESCRIBE YOUR BOARD TERMS HERE – e.g., Board service terms last three years with service up to three 3-year terms, not to exceed 10 consecutive years of service. As for the possibility of former Board members returning, current by-laws read “upon completion of a continual period of service as a director, no person may again serve as a director until expiration of a period consisting of the lesser of five years or the number of consecutive years the person has immediately completed serving.”
2. The Committee will solicit direction from the Board as to desired characteristics of nominees; The Committee will conduct an identification and solicitation process for prospective candidates;
3. The Committee will carefully consider the merits of the different prospective candidates and will rank them as to the “best fit” for current chapter needs;
4. The Committee will keep all lists and names of prospective candidates confidential except with members of the Chapter Board;
5. The Committee will propose a slate of potential new members for Board approval, with several candidates for each “open” spot on the Board; and
6. After the Board approves the new members and invites them to join, the Nominating Committee will introduce new members and orient them to the Chapter and board responsibilities and traditions.

Meetings

- The Committee will not meet regularly, but rather will convene in ..... (PICK TIME OF YEAR THAT CORRESPONDS TO YOUR ANNUAL BOARD NEW OFFICER/MEMBERS MEETING) e.g. March or April and will meet as frequently as necessary until the Board selects the new members, which usually occurs in June.
- For purposes of formal recommendations of specific candidates to the Board a quorum will consist of at least 60% of the committee membership. Participation in meetings through telecommunications media is allowed;
- Regular attendance is expected;
• All discussions conducted at meetings and the information distributed can only be shared with Committee members and other Chapter Board members; and
• The Chair of the Committee is responsible for preparing and distributing minutes of each meeting.

Committee Members

• The Chair of the Committee will be nominated by the Board Chair and approved by the Board;
• Members of the Committee will be appointed annually by the Board and will consist of at least two current/former Board members plus as needed a community representative; and
• Nominating Committee members do not receive any compensation for service on the Committee and may not have a material financial interest in any entity doing business with the organization.

Looking for new members – young and old – to join the flock!
### III. POTENTIAL BOARD MEMBER MATRIX

When using this matrix – chapters can add additional columns as needed, considering the essential requirements that you set, competencies that your chapter needs, and diversity goals. Some nominations committees use a scale (1 low to 5 high) to confidentially assess where the current strengths of the board are and what strengths potential candidates bring. Others just check off where strengths exist and leave blanks where there are current weaknesses. With a confidential scale in place, it is easier to see holes and where new candidates may bring needed new strengths to the chapter. This is why experienced board members are so important on the Nominations Committee. In some boards, the past president is asked to lead this committee. In others the Vice President is the lead as that officer will probably become President so this helps them identify the key competencies they feel will be needed in the board that they will be leading.

Examples of considerations in columns – many more can be added!

<table>
<thead>
<tr>
<th>Essential Requirements (Scale 1 low – 5 high)</th>
<th>Desired Skills 7 Competencies</th>
<th>Diversity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Good Team Player</td>
<td>Time Available</td>
<td>Passion for conservation</td>
</tr>
<tr>
<td>Board member 1</td>
<td></td>
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<tr>
<td>Board member 2</td>
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<tr>
<td>Etc.</td>
<td></td>
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<tr>
<td>Prospect 1</td>
<td></td>
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<tr>
<td>Prospect 2</td>
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<tr>
<td>Etc.</td>
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</tbody>
</table>
IV. SAMPLE OFFICER POSITIONS FROM LOS ANGELES AUDUBON SOCIETY

The following officer descriptions are excerpted from the restated Bylaws of the Los Angeles Audubon Society, Inc. amended and restated as of January 12, 2011.

RESTATED BYLAWS

SECTION 5. DUTIES OF PRESIDENT

The President shall:

(a) Subject to such duties as may be assigned to the Corporation’s Executive Director or other senior staff person, the President shall be the Chief Executive Officer of the Corporation and shall generally supervise, direct and control the Corporation’s activities, affairs, and officers.

(b) Preside at all meetings of the Board and of the members.

(c) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

(d) Perform all other duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be prescribed from time to time by the Board.

SECTION 6. DUTIES OF VICEPRESIDENT

In the absence or disability of the President, the Vice President shall perform all powers of, and be subject to all the restrictions upon, the President. The Vice President shall assist the President in the carry out of his or her duties and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the President.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original, or a copy, of the Articles of Incorporation and of these bylaws, as amended or otherwise altered to date.

(b) Keep, or cause to be kept, at the principal office of the Corporation or at such other place
as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members. The minutes of meetings shall include the time and place that the meeting was held; whether the meetings was annual, general, or special, and, if special, how authorized; the notice given; and the names of the persons present at the Board and committee meetings.

(c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

(d) Be custodian of the records and of the seal of the Corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these bylaws, and by the Board.

(e) Exhibit at all reasonable times to any director or member of the Corporation, or to his or her agent or attorney, on request therefor, these bylaws and the minutes of the proceedings of the directors of the Corporation.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of Article 10, the Treasurer shall:

(a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(b) Send or cause to be given to the directors and members such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

(c) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; and (ii) disburse, or cause to be disbursed, the Corporation's funds as the Board may order.

(d) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the Corporation.

(e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

(g) If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties
of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer upon his or her death, resignation, retirement, or removal from office.

(h) Provide, or cause to be provided, to the public, all Internal Revenue Service filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service or by statute.

SECTION 9. DUTIES OF PAST PRESIDENT

(a) The retiring president shall automatically become the Past President and hold office until the completion of the term or terms of his or her successor; provided, however, that the said person is a member in good standing of the Corporation. If the current President resigns prior to the completion of his term, by a majority vote of the directors then in office, the Board may appoint the resigning President to the office of Past President, at which time term of the then-current Past President shall terminate.

(b) The Past President shall generally assist the President and shall have such other duties as are assigned by the Board.
V. DIRECTORS & OFFICERS INSURANCE

Most general liability insurance programs cover employees, programmatic and operational activities and property. This however, may not be enough to fully cover individual board members or top staff from liability created by board decisions or actions. Many nonprofit boards secure Directors and Officers (D&O) insurance to protect volunteer board members in the remote case of a lawsuit. Most of the time, cases are due to some wrong doing in a nonprofit organization (e.g. using funds for non tax-exempt purposes or like the infamous United Way case - staff lining their own pockets). Given that the Board is fundamentally the ultimate party responsible for the organization, in cases like the above civil suits are possible against board members for not practicing “due diligence” and being aware of the misspent funds or programs. Another area with case history is when there is sexual harassment or labor issues in an organization and a disgruntled employee sues the board for not effectively managing the ED. Ask your broker about your general liability insurance to be sure that other areas of concern (e.g. field trips with multiple drivers etc.) are fully covered - or if not add D&O. People who have served on other boards and are aware of these cases often want to know that D&O insurance is in place prior to agreeing to serve. Thus, D&O insurance is often a needed investment for attracting new board members.

For an annual fee, a D&O policy provides assurance that board members can’t be held personally liable for actions of the nonprofit, unless there is clear evidence of fraudulent or illegal activity on the part of a director. Given that cases rarely happen - the fees tend to be quite small. Places that you can go to include: Nonprofits Insurance Alliance group - that serves as an aggregator to keep prices low. They have a California group within it - NIAAC (Nonprofits Insurance Alliance of California): http://www.insuranceform-nonprofits.org. Another advantage of this program is it provides access to Boardnetwork for managing online document sharing, calendars etc. It is good that you have general liability insurance as you will need to go through your broker to access the above or other programs such as the CalNonprofits Insurance Services http://www.calnonprofitsinsurance.org. If you are a member of the California Association of Nonprofits they can also provide resources on this. Both of the groups above provide quick quotes so you can quickly determine if it is a financial stretch or not for your chapter.

Finally, the following information is provided on the National Audubon Society Chapter Services page.

FROM NATIONAL AUDUBON SOCIETY CHAPTER SERVICES:

http://chapterservices.audubonstg.zivtech.com/chapter-leader-guide/chapter-insurance

As an independent corporation, a Chapter and its activities are not covered under the National Audubon Society’s insurance coverage’s. Each Chapter will need to carefully evaluate its insurance needs, and decide what types and level of insurance is needed. As a courtesy to Chapters, National Audubon has identified several companies that can provide policies at various levels of cost and coverage for Chapters to consider. As other opportunities come to our attention, we will notify Chapters.
It is the responsibility of each Chapter to learn as much as possible about each policy and then relate it to the specifics of their individual Chapter structure and activities.

Some key considerations in evaluating an insurance provider include:

1. Does the policy cover all activities that the Chapter conducts? What activities are excluded from the policy? It may be helpful to make a list of Chapter activities and discuss EVERY one with a potential broker.
2. How is the policy priced? Understand how claims affect your premiums.
3. Is the broker responsive? How are questions handled? What is the process for filing claims? Is there an exclusion for claims filed for the coverage period if you change brokers?
4. Be sure to obtain all documents from your broker (i.e., policy, certificates) and READ them carefully.
5. It is always recommended that each Chapter seek advice from local advisors before making a final decision to purchase a policy.

Following are companies that can offer insurance for Chapters:

**Alliant Insurance Services** arranges insurance coverage for several large nationally known Conservation/Preservation non-profits. They have a discounted insurance program through Chubb Insurance Company.

The basic Program consists of a Package policy, which includes general liability, non-owned/hired auto and property coverage's. Optional additional insurances available include umbrella liability, workers' compensation/employees liability, volunteer worker accident and directors' and officers' liability. For more details regarding the Conserve-A-Nation Insurance program, please contact:

Cheryl Dolan, Account Manager, Cheryl Dolan
Anna Hill, Account Manager, Anna Hill
Phone (800) 298-7373 Fax (703) 397-0995

**R.V. Nuccio and Associates** offer a basic policy for Chapters that do not own land, rent offices or have staff. Underwritten by Fireman's Fund Insurance Company, the basic policy offers general liability insurance protection as low as $265 with additional options for bonding, business personal property replacement, and directors' and officers' liability coverage for as low as $88 a year.

For any questions about the policy, please contact R.V. Nuccio and Associates directly at:

Robert V. Nuccio, President and Chief Executive Officer R.V. Nuccio and Associates Tel.: 1-800-567-2685 Fax: 1-909-866-4659
VI. BOARD SELF-ASSESSMENT USED IN THE CAPACITY-BUILDING PROGRAM

The following survey monkey was designed with a 5-1 scale for each question:

5: Excellent  
4: Well Done  
3: Adequate  
2: Not Sure  
1: Poor

Chapters received the analysis in excel form which showed the # of respondents and breakdown of responses in each category. In the applicability to this capacity-building effort, the majority of chapters scored relatively low in “Building the Future Capacity of the Chapter”. The fact that the majority of their board members engaged in the survey monkey and recognized this issue – allowed them to more effectively move forward on building more coherent recruitment strategies.

<table>
<thead>
<tr>
<th>ENSURE LEGAL ACCOUNTABILITY</th>
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<tbody>
<tr>
<td>Board members understand the legal structure of the chapter (501c3 or non tax exempt).</td>
<td></td>
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<tr>
<td>We have a conflict of interest policy</td>
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<tr>
<td>Board voting makes clear that we are taking reasonable care in our decisions</td>
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</tr>
<tr>
<td>Our bylaws and policies are documented and maintained</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>SET POLICY</th>
<th></th>
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</thead>
<tbody>
<tr>
<td>Board members are knowledgeable about our programs and services.</td>
<td></td>
</tr>
<tr>
<td>Board members understand and support our Chapter's mission</td>
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</tr>
<tr>
<td>Board members discuss connections between Chapter work and the strategies of the wider NAS</td>
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</tr>
<tr>
<td>We have a realistic strategic plan that guides our Chapter</td>
<td></td>
</tr>
<tr>
<td>Our Board votes on key policies to guide our operational decisions</td>
<td></td>
</tr>
<tr>
<td>Our Board regularly monitors and evaluates progress toward our strategic goals</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>ENSURE FINANCIAL SUSTAINABILITY</th>
<th></th>
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<tbody>
<tr>
<td>Board members assist with fundraising and/or give a significant annual gift to the Chapter</td>
<td></td>
</tr>
<tr>
<td>We have effective fundraising strategies in place that can be grown over time</td>
<td></td>
</tr>
<tr>
<td>The Board receives regular reports on finances and budgets</td>
<td></td>
</tr>
<tr>
<td>Board members read and understand the Chapters financial statements.</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>HIRE AND SUPPORT STAFF</th>
<th></th>
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</thead>
<tbody>
<tr>
<td>The Board regularly evaluates and develops the staff (if staffed).</td>
<td></td>
</tr>
<tr>
<td>Board members are aware of their Board hats and let staff guide their volunteer work</td>
<td></td>
</tr>
</tbody>
</table>
BUILD FUTURE CAPACITY OF THE CHAPTER

| Necessary skills and stakeholders are represented on our Board. |
| Our Board represents the majority of constituencies in our area |
| We have a succession plan for Chapter leadership |
| We have clear term limits |
| We have a cultivation process for donors and potential board members |

CULTURE

| Board members have a full understanding of our roles and responsibilities. |
| There is a good working relationship between Board members |
| Board members prepare for board meetings and actively participate |
| Board members prepare for and participate on a Board committee. |
| Members consider and respect minority opinions on the Board. |
| Board members act as good-will ambassadors and spokespersons for our Chapter |
| When we leave Board meetings we speak with 1 voice |
| We keep Board policy discussions separate from volunteer implementation discussions |
| We hold Board meetings at a convenient time for working members |
| We manage meetings well and use board members time efficiently |
| We have fun and make a difference |

Open Ended Response: What do you love about your chapter (and don't want to see changed) and/or what are your major concerns that can be shared back with your chapter for prioritization.