

# P&A Board Member Roles & Responsibilities



# Training Overview

- Roles & Responsibilities of Board Members
- Fiscal and Policy Oversight
- Governance, Evaluation, & Planning
- Priority Setting & Connecting with the Public

# Purpose of a Board

## Why are Boards Needed?

- A governing Board is required by corporate law.
- The Board is principally responsible for their organization's mission and is legally accountable for its operations.
- They establish the mission, form the strategic plan and oversee and evaluate its success, hire a competent Executive Director and provide adequate supervision and support, ensure the financial solvency of the organization, and represent the community to the organization.

# Federal Mandates

## Policies Required by the Statutes

- Boards must be comprised of members who broadly represent and understand the needs of the individuals the P&A serves.
- A majority of Board members must be people with disabilities including those with mental illness, and/or family members, guardians, and advocates.
- The PAIMI Advisory Council Chair must have a seat on the Board.
- The Board must receive recommendations from the Advisory Council as part of its annual Priority Setting activities.
- The Board must have a process to receive and respond to grievances.

# Being a Governing Board

- Is the organizational process of providing strategic leadership
- While it is the Board's ultimate role, select staff may have an active part of the governance process.
- Involves evaluating how well the organization serves its clients and work on how it could be more effective.
- Is about deciding what you want to accomplish, how to get results, identify and pursue resources, and evaluating impact.
- Being accountable for the collective decisions of the group. Each Board member is accountable for their individual actions and the actions of the organization.

# The Board's Role

**Collectively, the Board acts as the organization's moral leader, ensures it meets the expectations of its constituencies, and is ultimately legally liable for the actions of the organization.**

## The Board:

- Determines the direction for the organization.
- Guards its mission.
- Sets standards and ethical guidelines.
- Monitors its performance.
- Ensures the organization is managed in a responsible manner.

# Fiduciary Responsibilities

## A Fiduciary Duty:

- Is a legal or ethical relationship of confidence or trust regarding the management of money or property between two or more parties.
- Is established by corporate law and applies to a Board of Directors.
- Makes the Board of Directors responsible and accountable to the public for the organization's actions.

# Fiduciary Responsibilities

## Fiduciary Duties are:

- **The Duty of Care:** require Board members to use the same level of care that any other reasonable person would exercise given the same circumstances.
- **Duty of Loyalty:** requires that you place the organization's operational and financial interests above your own or those of other persons or organizations
- **Duty of Obedience:** requires Board members accept and follow the mission of the organization, the bylaws, and policies that govern the agency and the Board



# Your Rights as a Board Member

- To be informed of the expectations and duties associated with Board membership before or after accepting the role of Board member.
- To request the internal policies and procedures of the organization.
- To get an accurate report from the CEO about the organization's activities.
- To have access to the financial records of the organization.
- To request that opposition to an item passed by a majority vote of the Board to be recorded in the minutes.
- To receive a complete list of Board members and their affiliations.
- To request additional information about a matter before a vote is called.
- To bring any concern about the organization's activities to the attention of the Board.

# Board Self-Governance

**Managing the activities of the Board is the responsibility of the Board and NOT the staff.**

## Suggestions:

- Each Board member should have access to pertinent information necessary to sufficiently carry out their duties.
- Board minutes should accurately reflect the Board actions and should be redistributed to members noting the date they were approved.
- Board members should develop clear duties and expectations that can be used to hold themselves (and each other) accountable.
- The Board should receive and actively participate in annual professional development activities.

# Understanding Finances

## Understand the finances of the agency by:

- Reviewing financial reports and asking questions until you understand them.
- Considering the organization's budget, cash-flow, ordinary expenses, and potential income when deliberating.
- Reading and asking questions about financial policies and procedures until you understand them.
- Knowing your organization's dominant funding sources and the restrictions associated with that funding.
- Being able to notice irregularities in income and expenses.

# Questions to Consider

- How realistic is the budget?
- How often is the budget monitored and what is the process?
- How volatile are your funding sources?
- Are you diversified?
- Are any trends apparent that could impact projected income or expenses?
- Are there any unusual accounting policies or procedures?
- Are there significant variances in the budget?
- Do you have multiple bank accounts?
- Are your questions being answered?

# Organization & Board Protection

## Internal Controls & Insurance:

- **Internal Controls** are the plans, methods, and procedures used to meet the mission, goals, and objectives. Serve as a continuous first line of defense in safeguarding assets, and preventing and detecting errors and fraud. Provides reasonable assurance, not absolute assurance. Agency policies and procedures should promote effective and
- **Insurance** provides the Board and staff protection from “management errors and omissions” but does not cover dishonest, fraudulent, criminal or a deliberately wrongful act or omission.

# Monitoring & Oversight

**Once policies are established, the Board must monitor their implementation across the organization.**

- Develop a committee or system to review policy implementation
- Committee to review audits for any management findings for material or immaterial weaknesses and quickly implement all necessary and appropriate recommendations.
- Carefully review any funder reports regarding the organization's compliance with their expectations.

# Management v. Governance

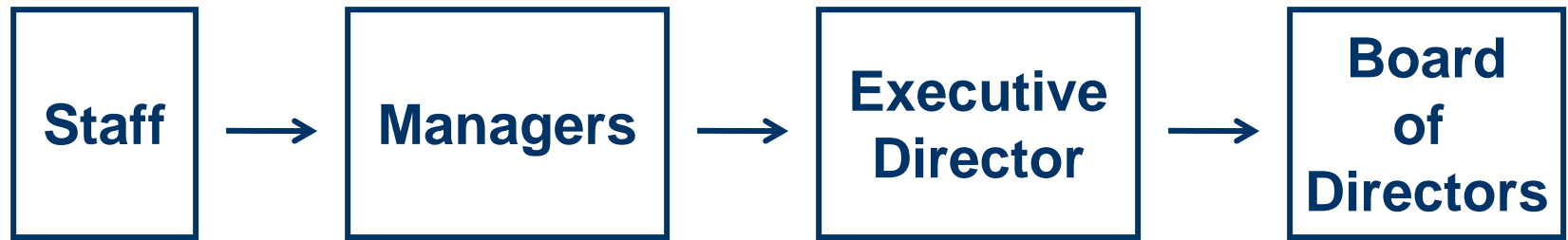
**Board Members must understand their role as it relates to—and differs from—the Executive Director's role.**

## Who Does What

- The Board governs and the Executive Director manages.
- The Board sets policy, the Executive Director implements it.
- The Executive Director assists with Board development, recruitment, and orientation.
- The Board supervises and evaluates the Executive Director's work, the Executive Director supervises and evaluates staff.

# Chain of Accountability

What is the chain of command?



**The Board of Directors is accountable to:**

The Government, the Public, Funders, Clients,  
Employees, and Community Partners.



# Board Self-Evaluation

**Conducting an annual Board self evaluation is a concrete demonstration of good governance practices.**

## What is a Board Self-Evaluation?

- It is an important aspect of good governance.
- It ensures the Board is reflective and holds itself accountable.
- It creates a level playing field so that the Board does not hold the Executive Director to a standard it does not itself meet.
  - It can serve as a mechanism to identify both successes and areas needing improvement that the Board can address.

# Recruitment

- **The Board should make every effort to include members of racial/ethnic, geographic diversity, sexuality and gender identity minority groups.**
- Make recruiting a year-long process
- Devise an outreach plan
- Board should reflect the people and communities you are serving

# Resource Development

**Ensuring the financial stability of your organization must be one of the Board's top priorities.**

- Every Board Member should participate in resource development and make a personal commitment to donate.
- Every Board Member should supply the organization with names and contact information of potential donors.
- Every Board Member should help cultivate donor relationships

# Why Resource Development is Important?

- Because we have to turn away people that need your services.
- Because we can't launch or continue a needed program.
- Because rules associated with state and federal funding restrict us from doing work vital to your mission.
- Because contract payment delays create cash-flow problems.
- Because you sometimes think, "If only we had the money to ...."

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# Individuals Give More than Money

**The same things that make people write checks, also make them do other things too!**

## **What Donors Also Give:**

- They bring their talents when they volunteer their time.
- They open doors to community leaders and businesses.
- They bring their family and friends with them to events.
- They show up when you need to turn out activists.
- They participate in Priority Setting.

# Priority Setting

**Priority Setting determines the direction of client services in federally funded programs.**

- Uses your stakeholders in meaningful activities.
- Identifies most important priorities.
- Directs limited resources.
- Provides details for creating measurable goals and outcomes.
- Focuses case selection.
- Creates a process for ongoing monitoring.
- Strengthens community relationships.

# How it's Done

- **Involve Stakeholders:** Board, Advisory Council, Staff should seek input from the community on what they see as the priorities.
- **Gather Community Input:**
  - Individualized Input: Focus Groups, Surveys
  - General Input: Community Meetings.
- **Integrate P&A Service Data:**
  - From P&A Services: I&Rs, Cases, PPRs
  - From the Community: Trainings, Questionnaires.

# Be Your P&A's Ambassador

**Tell its Story** — *We work to stop abuse of people with disabilities and are often the call of last resort for those who are “out of sight and out of mind.” We help people who are desperate to be treated with dignity and respect. We change the lives of the people we serve while working for systemic change.*

**Make a Pitch** — *Every day, people with disabilities make their way to us. They come seeking services and support, but most importantly, respect. Help us ensure we never turn anyone away.*



# Questions

*If you would like to talk about how we can help you govern better, please contact us!*

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