



Companion Worksheets

Every worksheet from *You're on the Board. Now What?*
A Workbook for New Nonprofit Board Members

These pages are free to print and reuse. A bound book cannot be photocopied for next year's new directors, and the worksheets are the part that gets used again. Print a fresh set for each person who joins your board.

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Chapter 1 · What you just said yes to

Before you go on

Answer these in pencil. You will want to change some of them in six months, and the changes are the interesting part.

Why do I think I was asked to join this board?

*Why did I say yes? **The real reason, not the one I gave.***

What am I most afraid of being asked in a meeting?

And who could I ask about it before the next meeting?

One thing I bring that this board probably does not have much of:

Something I am good at that has nothing to do with nonprofits, and where it might be useful here:

I will ask the person who recruited me what they saw in me. I will ask them by:

Chapter 2 · Our organization at a glance

The basics

Legal name of the organization, exactly as it appears on our filings:

Any other name we go by publicly:

Year founded:

State of incorporation:

Tax status (501(c)(3) or other), and the date of our determination letter:

Our fiscal year runs from _____ to _____

What we do

Our mission statement, word for word:

Our mission in my own words, without looking it up:

If those two are far apart, notice it. Sometimes it means you don't know the organization yet. Sometimes it means the mission statement isn't doing its job. Either way, week one is the cheapest possible time to find out, while being new is still your excuse.

Our programs, and roughly who each one serves:

1.

2.

3.

Roughly how many people we serve in a year:

The one sentence I would use to describe us to a stranger at a party:

The shape of the money

Nobody is asking you to analyze anything yet (that is Chapter 6). You are being asked to know the order of magnitude. A director who does not know whether the budget is two hundred thousand dollars or two million cannot evaluate a single proposal that crosses the table, and worse, won't know that they can't.

Our annual operating budget, approximately:

Where the money comes from, roughly by percentage:

- ☐ Individual donors: ____%
- ☐ Grants and foundations: ____%
- ☐ Earned revenue (fees, tuition, contracts, sales): ____%
- ☐ Events: ____%
- ☐ Government: ____%
- ☐ Other: ____%

Our single largest source of funding, and what happens if it goes away:

Do we have operating reserves? How many months?

The people

Chief executive's name and title:

Number of paid staff (full-time, part-time):

Do we use contractors? For what?

Approximate number of active volunteers:

Number of board seats our bylaws allow, and how many are currently filled:

Board chair:

Treasurer:

Secretary:

My committee assignment, if I have one:

Documents I have been given

Check off what you have been handed. Ask for the rest. None of these are unusual requests, and a well-run organization produces them without a fuss.

- ☐ [] Articles of incorporation
- ☐ [] Current bylaws
- ☐ [] IRS determination letter
- ☐ [] Most recent Form 990
- ☐ [] Current year budget
- ☐ [] Most recent financial statements
- ☐ [] Most recent audit or financial review, if we have one
- ☐ [] Board roster with terms and contact information
- ☐ [] Minutes from the last three meetings
- ☐ [] Conflict of interest policy (and the disclosure form for me to sign)
- ☐ [] Strategic plan, if we have one
- ☐ [] Organizational chart
- ☐ [] Insurance summary, including directors and officers coverage

Before you go on

Three things I still don't understand about this organization:

- 1.
- 2.
- 3.

Who I will ask about each, and by when:

- 1.
- 2.

3.

Chapter 3 · Your three legal duties

Before you go on

In my own words, the duty of care asks me to:

Does our organization carry D&O insurance? Who did I ask, and what did they say?

Where is indemnification addressed in our bylaws?

Are our payroll taxes current? Who confirmed that?

A time I went along with a group decision I did not fully understand. What would have made it easier to speak up?

Chapter 4 · Governance and management

Before you go on

One decision our board made recently that was really a staff decision:

One decision staff made recently that probably should have come to the board:

A skill I have that I am itching to use operationally, and where it could serve the board instead:

Chapter 5 · How this board actually runs

Before you go on

Our board meets: _____ (how often, what day, how long)

Our quorum is: _____ of _____ directors

Materials arrive _____ days before the meeting

We do / do not use a consent agenda

Our committees, and what each is for:

Who takes the minutes:

One unwritten rule I have noticed about how this board operates:

A decision I am not sure I agree with, and what I plan to do about that:

Chapter 6 · Reading the money

Before you go on

Our annual operating budget:

Our largest single source of revenue, and what share of the total it represents:

Months of operating expenses currently in reserve:

How much of our money is restricted:

Do we have an annual audit, a review, or neither? When was the last one?

Who prepares our financial reports, and who reviews them independently?

Three questions I have about the numbers, and the date I asked them:

1.

2.

3.

Chapter 7 · Fundraising and your role in it

Before you go on

What is expected of directors here: give, get, both, or unstated?

My own gift this year, and when I will make it:

Three people I know who might care about this organization:

1.

2.

3.

Which links in the chain I am taking on, and which I am honestly not:

My reason for giving, in one sentence I could say out loud:

Chapter 8 · The policies you're bound by

Before you go on

Have I signed a conflict of interest disclosure? Date:

Conflicts or connections I should disclose, including the ones that feel trivial:

Where does a whistleblower report go in our organization?

Which of the four policies does our organization actually have?

- ☐ [] Conflict of interest
- ☐ [] Confidentiality
- ☐ [] Whistleblower / non-retaliation
- ☐ [] Document retention

Is our D&O coverage current, and what does it exclude? Who told me:

Chapter 9 · Your first ninety days

Protecting yourself

This is not paranoia and it is not distrust of the organization. It is the ordinary due diligence of a person who has taken on legal responsibility, and every item here is a question a reasonable director is entitled to ask in their first month.

- ☐ [] **D&O insurance:** does the organization carry it, what are the limits, and what does it exclude? Ask for the certificate or the policy summary.
- ☐ [] **Indemnification:** find the provision in the bylaws and read it. Know what it covers and who has to approve it.
- ☐ [] **Payroll taxes:** are they current? Ask plainly, and ask again any time cash gets tight. This is where directors are most exposed personally.
- ☐ [] **State and federal filings:** is the annual corporate registration current? The charitable solicitation registration? The Form 990?
- ☐ [] **Minutes:** do they record dissent and recusal? Confirm yours appear when you make them.
- ☐ [] **Your own file:** keep the bylaws, policies, and the packets you voted from. Not as ammunition, but because "I reviewed the materials" is much stronger when you can produce them.
- ☐ [] **The reporting channel:** know where a serious concern goes if it cannot go to staff.

If you ask all seven and the answers come back easily, you will never think about this list again, which is the likeliest outcome. If an answer is evasive, you have learned something in month two that some directors do not learn until month thirty.

Before you go on

Directors I have had coffee with, and the date:

What I learned that surprised me:

Questions I asked out loud in a meeting:

Answers I am still waiting on, and who owes them to me:

One thing I now believe about this organization that I did not believe ninety days ago:

Chapter 10 • Reference

The annual governance calendar

Timings vary by organization. This is the shape, not your schedule. Fill in your own dates.

When	What happens
Start of fiscal year	Budget takes effect; officers and committees seated
First quarter	New director orientation; conflict of interest disclosures signed
Second quarter	Mid-year financial review; chief executive check-in
Third quarter	Budget development begins; nominating committee starts recruiting
Fourth quarter	Budget approved; annual meeting; officers elected
After fiscal year end	Form 990 filed, or an extension requested
Annually, somewhere	Audit or review; chief executive evaluation; board self-assessment; state registrations renewed

Our fiscal year runs from _____ to _____

Our annual meeting is held:

Our Form 990 is due:

Our state registrations renew:

My board, at a glance

Chair:

Vice chair:

Secretary:

Treasurer:

Chief executive:

My term runs from _____ to _____

My committee:

The person I go to with a question I feel silly asking:

This half is for whoever runs orientation: the board chair, the executive director, a governance committee member. The new director is welcome to read it. There is nothing back here we are hiding from them.

Six situations

Situation one: the helpful director

A director with a marketing background has noticed the newsletter goes out late and reads badly. She has started emailing the communications coordinator directly with edits and suggestions. The coordinator has begun running drafts past her before sending. The newsletter is measurably better. The executive director has said nothing, but has stopped mentioning communications in her report.

Whose decision is the newsletter?

What has the coordinator learned about who she works for?

What would you say to the director, and who should say it?

Does the fact that the newsletter improved change your answer?

What this is about: the board cannot evaluate work it is doing itself. The improvement is real and it is also the problem.

Situation two: the gift with a condition

A longtime donor offers fifty thousand dollars, the largest single gift in the organization's history. He would like the program named for his late wife, and he would like a seat on the board. He mentions, warmly and without apparent threat, that he is considering a bequest as well. Your executive director is already drafting the announcement.

Which parts of this offer can the board accept, and which require a decision it has not made yet?

Who is allowed to say yes to the naming? To the board seat?

What does it cost the organization if you say no to part of it?

What does it cost if you say yes to all of it?

What this is about: a promise made in a living room becomes an obligation the organization is legally bound to honor. Board seats are not currency.

Situation three: the report that does not match

The treasurer presents a clean financial report showing the organization roughly on budget. In conversation afterward, the executive director mentions offhand that she has been delaying two vendor payments to make payroll, and that she has done this twice before this year. Neither delay appears anywhere in the report you were given.

Was the report inaccurate?

What information were you missing, and what should a report include so you are not missing it again?

What is the first question you ask, and of whom?

What would you want to know about payroll taxes right now?

What this is about: a surplus on paper and cash in the bank are different facts. A board that only sees one of them is not overseeing the money.

Situation four: the chair who will not leave

Your board chair has held the role for nine years. He is generous, reliable, and genuinely good at it. The bylaws set two-year terms with no limit on how many. Two directors have privately told you they would be interested in chairing, and neither has said so out loud. At the annual meeting, the chair asks whether anyone else wants the job, in a tone that makes clear he expects no.

What is lost by keeping a chair who is good at it?

Why have the two interested directors not spoken?

What would a nominating process look like that does not require anyone to challenge him personally?

Is this a bylaws problem or a culture problem?

What this is about: succession is a system, not a conversation. Where there is no process, the incumbent has to be unseated rather than simply succeeded, and almost nobody will do that to a person they like.

Situation five: the director who is a friend

A director has been close friends with the executive director for fifteen years. She is one of your most engaged board members. During the executive's annual review, held in executive session, she advocates strongly for a larger raise than the committee proposed. Two weeks later, the executive mentions to another director that she knows what was said about her in that session.

Which duty is at issue here, and is it one problem or two?

Should the friendship have been disclosed? When, and to whom?

Should she have participated in the compensation discussion at all?

What happens to the next executive session if nobody addresses this one?

What this is about: the conflict is manageable and ordinary. The breach of confidentiality is neither, and it is the one that will quietly end candid discussion on this board.

Situation six: the quarter nobody wants to name

Cash is tight. The executive tells the board she has been late on two payroll tax deposits and intends to catch up next month when a grant lands. She is apologetic and clearly ashamed. One director suggests the board not put it in the minutes, to avoid creating a record that could hurt the organization if a funder ever asked.

Who is exposed here, and how?

What should the board do in the next seven days?

Should it be in the minutes?

What would you want the record to show that you knew and when?

What this is about: unpaid payroll taxes are the place where personal liability most often reaches board members. Leaving it out of the minutes protects nobody and removes the only evidence that the board acted.

Board self-assessment

Mission and direction

We can each describe what this organization does without looking it up. 1 2 3 4 5 ?

We know what the organization is trying to accomplish in the next three years. 1 2 3 4 5 ?

Our decisions are tested against the mission rather than against habit. 1 2 3 4 5 ?

We know how we would tell whether a program is working. 1 2 3 4 5 ?

How we meet

Materials arrive far enough ahead that I can actually read them. 1 2 3 4 5 ?

Most of us come prepared. 1 2 3 4 5 ?

Meetings spend their time on decisions rather than on reports. 1 2 3 4 5 ?

Our minutes make clear what was decided. 1 2 3 4 5 ?

Disagreement happens in the room rather than in the parking lot. 1 2 3 4 5 ?

I have said something in a meeting in the last year that I was nervous to say. 1 2 3 4 5 ?

Money

I understand the financial reports I am given. 1 2 3 4 5 ?

I know how many months of operating expenses we hold in reserve. 1 2 3 4 5 ?

I know our largest single source of revenue and what happens if it ends. 1 2 3 4 5 ?

Someone other than the person who writes the checks reviews the bank statements. 1 2 3 4 5 ?

Our filings and payroll taxes are current, and I know that because I asked. 1 2 3 4 5 ?

The chief executive

We are clear about what is the executive's decision and what is ours. 1 2 3 4 5 ?

The executive receives a real performance review each year. 1 2 3 4 5 ?

We have discussed what we would do if the executive left tomorrow. 1 2 3 4 5 ?

Staff know they report to the executive and not to individual directors. 1 2 3 4 5 ?

Fundraising

What is expected of directors here has been said out loud. 1 2 3 4 5 ?

Every director gives something meaningful to them. 1 2 3 4 5 ?

I have personally thanked a donor in the last year. 1 2 3 4 5 ?

I know what my role in fundraising is, and it is not vague. 1 2 3 4 5 ?

Who we are

This board has the skills the organization needs right now. 1 2 3 4 5 ?

We recruit deliberately rather than replacing people as they leave. 1 2 3 4 5 ?

Our board reflects the community the organization serves. 1 2 3 4 5 ?

Every director has something specific they are here to do. 1 2 3 4 5 ?

A new director would be told what the job is, not left to guess. 1 2 3 4 5 ?

Three questions to answer in words

What is the most useful thing this board did in the last year?

What are we avoiding?

If I could change one thing about how this board works, it would be:

For whoever compiles this

Report the spread, not just the average. A statement where half the board says 5 and half says 2 is the most important line on the page, and an average of 3.5 hides it completely.

Count the question marks separately and report them. A cluster of them on the finance questions is not apathy, it is an orientation problem, and it is fixable.

Four templates

Conflict of interest disclosure

Organization: _____ **Year:** _____

Director: _____ **Date:** _____

List any relationship, position, or interest that could reasonably appear to influence your judgment as a director. Disclosing something does not mean you have done anything wrong, and it does not disqualify you from serving.

Employers, businesses you own, or firms where you hold a significant interest:

Other boards or organizations where you serve, including any that seek the same funding:

Family members employed by, contracting with, or doing business with this organization:

Any transaction between this organization and you, your family, or a business you are connected to:

Anything else a reasonable person might want to know:

I have read the organization's conflict of interest policy. I will disclose new conflicts as they arise rather than waiting for next year's form, and I will recuse myself from discussion and voting where the policy requires it.

Signature: _____ **Date:** _____

Board member role description

Title: Member, Board of Directors

Term: _____ years, beginning _____, renewable _____ times

Time: Approximately _____ hours per month, including meetings, preparation, and committee work

Compensation: None. This is a volunteer role.

What this role is responsible for

- ☐ Acting in the organization's interest, with care, in good faith, and within its own rules and purpose
- ☐ Hiring, supporting, evaluating, and if necessary replacing the chief executive
- ☐ Approving the annual budget and overseeing the organization's finances
- ☐ Setting direction and checking whether the organization is going that way
- ☐ Approving and following board policies, including conflict of interest and confidentiality

What is expected of each director

- ☐ Attend at least _____ of _____ regular meetings each year
- ☐ Read materials before the meeting
- ☐ Serve on at least one committee or task force
- ☐ Make a personal financial contribution that is meaningful to you
- ☐ Participate in fundraising in a role you have agreed to: _____
- ☐ Act as an ambassador for the organization in the community
- ☐ Complete an annual conflict of interest disclosure
- ☐ Participate in the annual board self-assessment

What this role is not

- ☐ Directing staff, individually or outside a board decision
- ☐ Speaking for the board without authorization
- ☐ Making operational decisions that belong to the chief executive

What you can expect from us

- ☐ Orientation, and materials at least _____ days before each meeting
- ☐ Financial reports you can understand, and someone willing to explain them
- ☐ Directors and officers liability insurance

☐ Honest answers, including to questions you are worried sound naive

Accepted: _____ **Date:** _____

Committee charge

A committee without a charge in writing drifts into doing staff work or doing nothing. This fits on one page and should be reviewed annually.

Committee name: _____

Standing committee _____ **Task force, dissolving when finished** _____

Purpose, in one sentence:

What this committee is authorized to decide on its own:

What it must bring to the full board:

Specific work for the coming year:

Members: _____

Chair: _____ **Staff support:** _____

Meets: _____ **Reports to the board:** _____

This charge expires or is reviewed on: _____

Meeting minutes

Minutes are the legal record of what the board decided. They record decisions, not conversation, and they never editorialize.

Organization: _____ **Date:** _____

Meeting type: Regular _____ Special _____ Annual _____

Called to order at: _____ **by:** _____

Present: _____

Absent: _____

Also present (staff, guests): _____

Quorum present: Yes _____ No _____

Approval of previous minutes

Motion by _____ to approve the minutes of _____. Seconded by _____.
Carried _____ Failed _____ Abstentions: _____

Reports received

Decisions

For each: the motion as made, who moved and seconded, the outcome, and any dissent or recusal by name.

Executive session

Entered at _____ for the purpose of _____.

Returned to open session at _____. Action taken, if any:

Action items

What	Who	By when
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Adjourned at: _____

Recorded by: _____ **Approved on:** _____