



The Dynamic Board:

Lessons from High-Performing Nonprofits

McKinsey & Company

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Does a great nonprofit need an exemplary board of directors? If an organization has a visionary leader, a skilled staff, loyal donors, and a substantial endowment, what does the board really add? While just about everyone would agree that boards offer crucial support to nonprofits as they pursue their missions, most in the field believe that boards have the potential to be even more effective. With substantial and growing pressures on nonprofits, we think it crucial to clarify what a board is there to accomplish and ensure that it contributes as much as it can.

In our consulting work, we are frequently asked to assess board performance and identify opportunities for improvement. To get a more precise view of what makes board governance effective, we interviewed the directors or board chairs of 32 of the 100 organizations named as top performers by Worth Magazine in 2001. We selected organizations engaged in a broad scope of nonprofit activities, from groups providing social services such as CARE USA and Easter Seals, to organizations focused on conservation such as The Trust For Public Land, to education-focused groups including Teach For America and ZERO TO THREE.

This report summarizes the best practices that we heard described in our interviews. While we offer guidance on many types of board activities, we especially emphasize the need for a board to be “dynamic” – ready to shift priorities when conditions change. No executive team will always have the full range of skills required to ensure that their organization thrives and survives in a time of shifting government priorities, evolving social needs, increasing scrutiny of nonprofits, and changing donor expectations. Similarly, boards also need to respond to changing internal needs as nonprofits mature and grow. A dynamic board can help weather change and build for the future.

Our hope is that nonprofit boards will evaluate their own performance against the standards that we describe here. While we did not interview representatives from foundations or major regional charities such as universities or art museums, the conclusions should apply to these types of institutions as well. We also include a simple, easy-to-use assessment tool that nonprofit leaders can employ to stimulate discussion on the effectiveness and scope of activities of their own boards. We believe it is essential for boards to actively manage their time and contributions and engage in explicit discussions about whether priorities should be shifted.

We are sharing our insights broadly with the sector through this report. We intend our conclusions to be helpful, and we hope they will be refined by those using the report and the assessment tool. If organizations use, modify, and improve our thinking, nonprofits everywhere should benefit.

* * *

This report is issued by the Nonprofit Practice at McKinsey & Company. The primary authors are Andrea Kilpatrick, Vishy Cvsa, and Paul Jansen. We want to thank many people, starting with our interviewees, for generously sharing their perspectives and stories. (A list of the organizations interviewed is included in the appendix.) We also benefited from the significant body of written material concerning boards in both the for-profit and nonprofit sectors.

Our colleagues at McKinsey who helped structure, edit, and improve this work have helped us immeasurably with their own thoughts and experiences serving on and consulting to nonprofit boards. A number of people bear special mention: Bill Meehan, Les Silverman, Lynn Taliento, Stephanie Lowell, Caroline Pung, Maisie O'Flanagan, Paul Coombes, Mark Watson, Dave Wenner, Bob Felton, Mike Nevens, Myrna Hymans, Eileen Harrington, Cathy Boeckmann, and Paul Shoemaker of SVP

Boards of directors can and do fill many different roles for nonprofit organizations, running the gamut from policy oversight to helping secure resources to serving as partners with management. Opinions on what the proper role for the board should be are equally divergent, ranging from a conviction that the board should simply raise money and focus on policy to the view that the board can, and indeed must, take on a more robust set of responsibilities. Perhaps the most practical way to approach the issue of effective governance is to ask the leaders of boards of organizations that are recognized for success how they spend their time.

After conducting interviews with the board chairs or CEOs (or executive directors) of 32 top nonprofit organizations, we catalogued the practices of effective boards. As a result of this research, we have concluded that a high-performing board plays three distinct roles:

- First, the board must shape the direction for the nonprofit through its mission, strategy, and key policies.
- Second, the board needs to ensure that the leadership, resources, and finances in place are commensurate with the vision.
- Finally, the board must monitor performance and ensure prompt corrective action when needed.

The first three chapters of this report review these roles in detail, elaborating on the specific set of nine responsibilities that a board must take on in order to fulfill each role. We provide examples and anecdotes to illustrate each of the responsibilities we identify.

Our interviewees also impressed upon us how much the focus of a board's activities can shift over a 1- or 2-year period, depending on the situation facing the nonprofit. According to the people we spoke with, good boards are dynamic, particularly adept at understanding the external and internal context of the nonprofit and at shifting focus to respond to or anticipate changes in the environment. As a result, strong boards develop an independent view that helps shape the organization's agenda rather than simply responding to the views of management. Composed of busy volunteers, these boards also recognize that time constraints force them to select a narrower set of priorities for helping the organization, both as individuals and as a group. The fourth chapter expands on the need for a board to dynamically balance the time that it devotes to each of its responsibilities.

Interviewees also stressed that high-performing boards excel at the basics, such as actively managing their composition or committee structure. In the fifth chapter, we review the enabling practices that support a board as it works to meet its responsibilities. We

did not find hard and fast rules such as “good boards are small” or “five committees are key.” Common-sense dictums to focus on important issues, run effective meetings, and make sure the right people are in the right jobs seem to be at the core of good performance. Strong boards invest in making sure that these tasks are done well, which suggests they are not small at all in terms of effective governance.

Exhibit 1

The dynamic nonprofit board framework

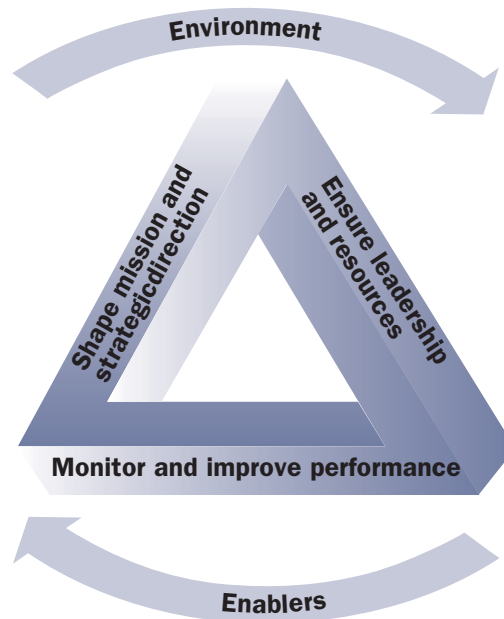


Exhibit 1 summarizes these findings. In short, a good board plays three clearly understood roles, responds dynamically to the environment, and sustains a commitment to the enabling practices that make a board effective.

In the last chapter, “Building a dynamic board: converting desire to reality,” we describe the process several nonprofits we interviewed used to assess and strengthen their board. To help any organization begin this process, the appendix includes a self-assessment tool for diagnosing board practices against the gold standard. This version and two shorter versions are posted on our website (www.mckinsey.com/practices/nonprofit). The version in the appendix includes detailed descriptions of practices along a continuum from poor to distinctive for each of the board responsibilities. This version builds a learning opportunity into the self-diagnosis process, but at the cost of an extra 15 to 20 minutes

for completion. This range of tools reflects our view that the self-diagnostic process should be organization specific, and we encourage nonprofits to customize our templates to make them more relevant.

At different points in this report we touch on themes from our interviews that cut across descriptions of roles and responsibilities. For example, in every organization we spoke to, the board collaborates closely with the nonprofit CEO but still preserves the ultimate authority to make decisions. Also, we heard frequently that boards don't perform equally well in all areas; strengthening the board was on the agenda for most of our interviewees. And finally, many boards are wrestling with the challenge of measuring the performance of their organization in a meaningful way, reflecting both increasing donor expectations and a growing emphasis on good governance. Only a few interviewees felt they were really addressing some governance issues now on the minds of their for-profit peers, such as risk management and stakeholder communications; we have taken note of these potential "new frontier" responsibilities in several places throughout the report.

All the board chairs and CEOs we spoke to agreed that a strong board is a critical piece of the puzzle for increasing the effectiveness of their organization; a nonprofit can only sustain high performance over the long term when it has a great board. According to these leaders, when boards move beyond policy setting and fundraising and devote time to providing expertise, helping managers get access to people and resources, and building managerial capacity, their organizations benefit the most.

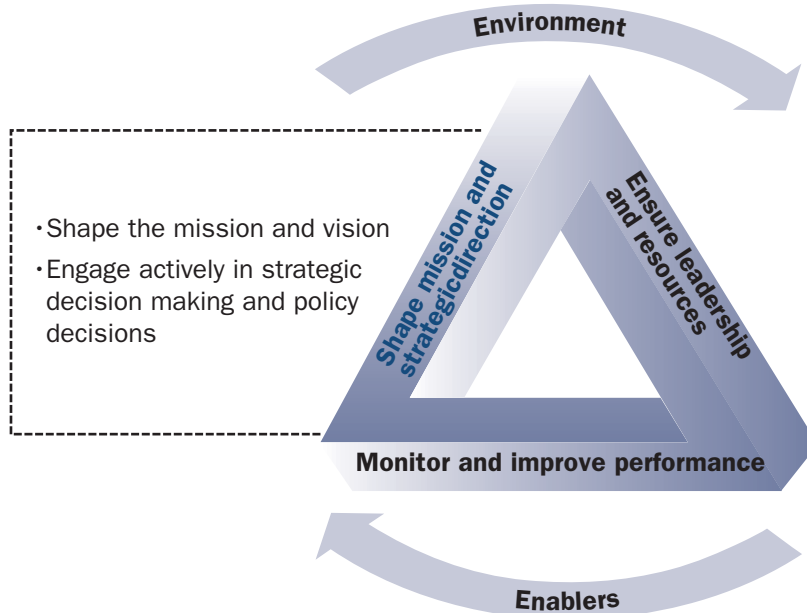
Shaping the mission and strategic direction

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The first step toward achieving nonprofit effectiveness is to define a clear and compelling mission, vision, and strategy. The boards we interviewed work hand-in-hand with the staff to shape the mission and direction of the organization. This includes periodically revisiting the rationale for the organization's existence, clarifying the vision for what the organization wants to become over time, and setting a strategy for getting there. The board has two primary responsibilities in fulfilling this role: shaping the mission and vision, and actively engaging in strategic planning and policy decisions (Exhibit 2).

Exhibit 2

Key responsibilities in shaping the mission and strategic direction



SHAPE THE MISSION AND VISION

Dr. Lincoln Chen, the board chair of CARE USA, noted that the most important question a board can ask is, "Why should the organization exist?" An organization's mission should change only infrequently over time. In most cases this is the norm. Best practice suggests, however, that a mission should be tested to ensure continuing validity. Unfortunately, management is often so focused on day-to-day business that the relevance of the mission goes unquestioned, or the mission changes in reaction to funder interests rather than by conscious design. Good boards ensure a vibrant discussion about the mission and are willing to consider altering that mission when needed. That said, they are

also the final guardians against “mission creep,” the subtle expanding of the mission to accommodate the interests or passions of leaders, funders, or outside agents.

Even if the mission goes unchanged, renewed commitment and common understanding improves the board’s ability to guide and promote the organization. When directors speak passionately, clearly, and in concert about the mission and value of their organization they are better able to raise funds, garner non-financial resources, and lobby key officials. Whatever the organization’s need, directors who have recommitted to the mission become more effective ambassadors for the organization in the community as well as better directors.

Mission/vision and strategy

Mission: Why does the organization exist?

Vision: What does the organization want to achieve in the next 5-10 years?

Strategy: How will we achieve these goals?

Derived from the mission is the organization’s vision, a perspective of where the organization seeks to be in a 5- or 10-year time horizon. The vision should include both internal, organizational aspirations and the outcomes the organization seeks to have regarding the social issue at the core of the mission. Good visions are quantifiable enough to allow an objective assessment of progress. The vision for an organization is equally critical to informing board decision making, particularly in regards to the strategic plan, which provides the critical link between where the organization is today and where it wants to be.

Effective boards build their common understanding of the mission and vision into most discussions. According to Dr. William Nelsen, the CEO of Scholarship America (formerly known as Citizens’ Scholarship Foundation of America), “We have explicitly incorporated into the decision making process the question ‘Is this decision consistent with the mission of the organization?’”

In addition to a periodic assessment, strong boards have developed other mechanisms to generate this clear and shared understanding of the mission and vision. William Rudnick, the board chair of America’s Second Harvest, commented that, “Not only are the board members committed to the mission, but they can also give you a ‘20-second elevator speech,’ which will describe the mission to anyone with an interest.”

Our interviews uncovered other mechanisms for maintaining commitment to the mission and vision, including:

- Encouraging board member participation in the organization’s grassroots activities to build the commitment and understanding necessary for engaging in mission discussions

- Starting each board meeting with a recitation of the mission as CARE USA does
- Discussing whether individual decisions are consistent with the mission and vision and building up a “case law” of shared understanding
- Periodically investing a day or more in a retreat-like setting to discuss the relevance of the mission and the vision of the organization for the next 5 to 10 years.

ENGAGE ACTIVELY IN STRATEGIC PLANNING AND POLICY DECISIONS

The responsibility of the board in strategic decision making and policy decisions flows directly from the mission and informs almost all its other activities. The mission, often described in broad terms with high-level qualitative aspirations, must be translated into tangible outcomes and a strategy, or plan, for achieving those outcomes. The boards we spoke with addressed their responsibility for strategy in two ways: implementing a robust formal strategic planning process, and ensuring the existence of mechanisms to address ad hoc decisions that require a thoughtful response from the board.

A formal strategic planning process ensures that the board has the opportunity to revisit the environment periodically, assess the organization’s capabilities, and evaluate its success against the outcomes suggested by the mission. Nelsen noted that for Scholarship America, the “strategic planning process provides the platform for the board to debate new programs, the performance of current programs, fund raising objectives, capabilities, and strategies.” The planning process is an opportunity to formalize a key component of the board’s strategic role: the ability to take a forward-looking view, figure out what really matters, and recognize when the organization needs to change or transition. It is the board’s responsibility to take a step back and view the organization in its larger context to make sure that transitions are timely and effective.

Effective boards have in common not only multi-year horizons for their strategic plans, but also an explicitly formalized strategic planning process, a “plan to plan.” This plan to plan confirms the expected level of board involvement, timing of the process, and the broad framework for developing the strategic plan.

The board of Easter Seals has a strategic planning process that starts in January of every year with a draft of the strategic plan prepared by the CEO and senior staff. This multi-year view ties together an analysis of the external environment, performance of programs, and fund raising requirements. The board debates this draft extensively at a meeting in March. Once the staff incorporates the feedback, the board then votes on the strategic plan in July and the staff begins to implement it in the new fiscal year beginning in September.

Some decisions cannot follow such a predictable schedule. In these cases, thorough staff and committee work leading to a robust discussion of an issue or policy proposal at consecutive board meetings is best practice. Major decisions are rarely introduced and completed at a single board meeting. The use of ad hoc, time-limited committees to enable the board to focus its skills and engage in detailed discussions is also on the rise. These committees are often powerful centers of action as urgency and clear objectives can bring out the best in an organization. This kind of facilitated discussion is the most effective use of a talented board as opposed to the staff trying to “manage” the board.

Executive committees with a small group of board leadership are used for decisions that cannot be anticipated in a formal way, such as emergency decisions on allocation of resources. All but the largest boards, however, ensure that this emergency capacity does not become a de facto board-within-the-board.

The distinction between management decisions and policy decisions requiring board-level resolution was not consistently defined by our interviewees. A talented board can represent a source of otherwise inaccessible consultative insight. As volunteers, individual directors can get quite involved in implementing strategy or policy decisions. Overinvolvement, however, can discourage talented staff. Committee leaders and the board chair play a critical role in ensuring that discussions stay at the right level. All board members have the responsibility to question whether “we’re getting too detailed here.” Management has an obligation to ensure that the materials given to the board are governance, as opposed to managerial, in their make-up. Excessive involvement in strategy execution is a sign of a meddling board or of underskilled managers, both of which are cause for an explicit conversation aimed at achieving a more productive balance.

Elements of a strategic plan

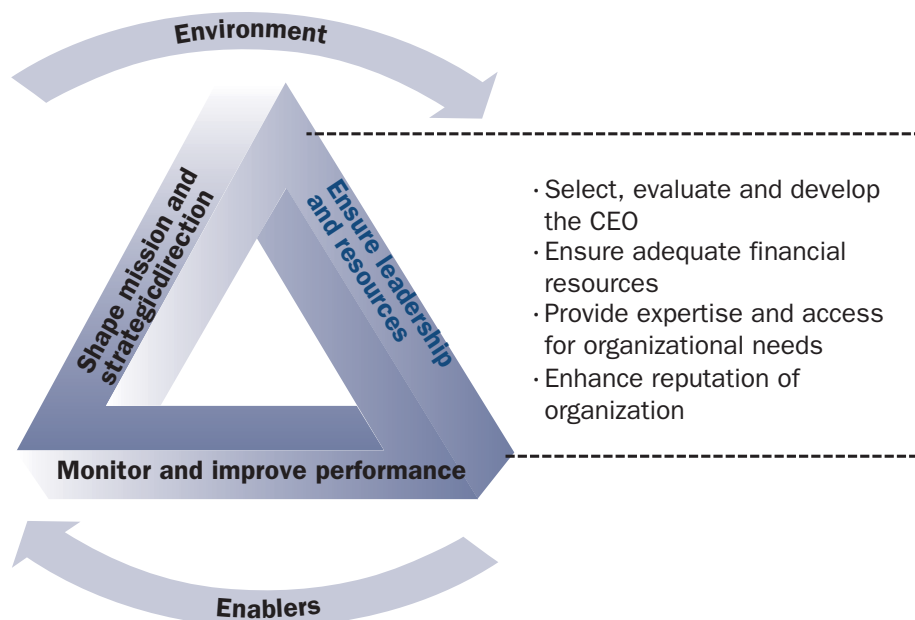
- Situation analysis including current performance, competitive position, overview of sector and threats/opportunities
- Organization goals for next 5 years
- Specific strategies and initiatives for each major goal
 - Programs and services
 - Funding
 - Organization structure and staff
- Budget
- Timeline, key activities, and responsibilities
- Monitoring and management requirements

Ensuring leadership and resources

A board that shapes the mission, vision, and strategy of a nonprofit is well-positioned to assess the leadership and resources required for the organization to be successful. These include finding and evaluating a CEO, ensuring adequate financial resources, addressing organizational needs for expertise or access, and building the nonprofit's reputation with important constituencies. These four responsibilities reflect the dual nature of the nonprofit board: collective governance accountability and implementation support provided by individual, involved volunteers lending a hand in their own distinctive way (Exhibit 3).

Exhibit 3

Key responsibilities in ensuring leadership and resources



SELECT, EVALUATE, AND DEVELOP THE CEO

Dr. James Strickler, the co-chair of International Rescue Committee's board, maintains that the "single most important role and decision of a board is the selection of a CEO." "Thinking about the question of CEO succession with a view on internal and external candidates is a top of the mind item for our board leadership," observed Dr. Chen of CARE USA. Good boards place a significant emphasis on the selection and development of the CEO and seemed to reflect three beliefs:

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- The role of the board in selecting the CEO starts well before the actual selection. It starts by working with the current CEO to identify potential leaders within the organization and by providing adequate opportunities to groom these candidates for succession.
 - The selection process begins with a clear articulation of the desired skills and the expectations for the new CEO over the first 2 years of his or her leadership. The new CEO of Direct Relief International, Thomas Tighe, argued, “the board and I must be on the same page about what constitutes success for Direct Relief International.”
 - The search process includes both internal and external candidates. The actual process for selection is usually led by a sub-group of board members through an ad hoc committee.

At the core of effective CEO evaluation is a focus on developing the individual. Peter Bell, CARE USA’s CEO, described a development-oriented evaluation this way: “The evaluation process is viewed by the board as a chance not only to assess the performance of the CEO, but also to provide feedback aimed at improving performance and exploring the support needed from the board to achieve the desired result.” Determining CEO compensation, a related board responsibility, must reinforce the performance feedback.

In addition, several best practices emerge. At a minimum, formal written evaluation of the CEO is done annually, working from a set of previously agreed upon goals. The pre-agreed criteria are at the core of successful evaluation and leadership development. A strategic plan tightly linked to a performance management process often provides the platform for setting these expectations. For example, the outcome of the Easter Seals’ strategic planning process is, at the highest level, a set of three to five goals for the year. These goals, in turn, form the basis for evaluating the CEO as the year progresses. Finally, as Bell remarked, evaluations should be “360 degrees starting with a self-assessment by the CEO.”

ENSURE ADEQUATE FINANCIAL RESOURCES

The oft-quoted phrase “give, get, or get off” underscores the importance nonprofit organizations place on the fund-raising role of the board. This responsibility has two components: ensuring that the level of resources that can be developed is consistent with the vision and strategic plan the board approved, and helping raise the necessary funds by working effectively with the nonprofit’s development staff. In only two of the 30 organizations we interviewed were there no fund-raising expectations of the board, and in both cases the CEO wanted to revisit that policy.

CEOs of even some of the best organizations complain that board members lack commitment to raising money and feel uncomfortable asking for it. According to one CEO, “the biggest issue in general with nonprofits is the reluctance of the board members to ask for money.” Given this, what do good nonprofits do to get their boards to successfully raise funds?

As individuals. At an individual director level, boards begin during the recruiting process to set and manage fund-raising expectations for board members. The fund-raising expectations are based not only on the ability of the individual to donate but also on their ability to provide access to potential donors. While not all directors will participate equally given means and other non-financial contributions, board membership suggests that the nonprofit should be high on a director’s charitable priorities. Good boards often provide training to board members to build comfort and skills in fund raising and also back up the training with staff support to follow up on contacts generated by board members. As Tighe put it, “we don’t necessarily need our board members to solicit funds. But we do need them to be engaged in a meaningful way, such as making introductions to potential donors. Our staff can do much of the follow-up.” The fund-raising performance of board members is usually one dimension of the director evaluation process.

Advisory boards. At a board level, some nonprofits have created an advisory board free from the duties and commitment of board governance as a mechanism for expanding access to potential funders. These advisory boards often include members who have the potential to “give or get” funds as well as other more technical skills. Success in creating a functioning advisory board often depends on whether the board has carefully and consciously weighed the benefits of increased fundraising potential against the increased management overhead. Nelsen of Scholarship America remarked, “Managing the relationship and expectations and clarifying the role of an advisory board are critical to ensure that they do not take up the role of the regular board.”

During a capital campaign, the board is even more important. Directors must provide financial support and exhibit commitment by providing connections to potential donors. For major fund-raising drives, board leaders described a two-pronged approach. First, they emphasize the need for recruiting a committed chairperson for the campaign and for developing a sound plan to raise the required money. Second, they build commitment from directors by linking the decision to proceed with the campaign to a clearly articulated strategic goal and to the expectations for the board to participate in the campaign. Approving the budget and writing the check are linked activities on a committed board.

PROVIDE EXPERTISE AND ACCESS FOR ORGANIZATIONAL NEEDS

Whether they were referring to “Work, Wealth, or Wisdom” or “Time, Treasure, or Talent,” all of our CEO interviews touched on two facets of board responsibility in fulfilling organizational needs: providing expertise and providing access.

First, the interviewees emphasized the responsibility of individual board members to provide expertise in the form of professional wisdom or talent drawn from the member’s day job. A well-constructed board can provide critical skills to address organizational needs, ranging from personal counsel to a CEO to legal, financial, strategic, or technical advice. Sometimes the expertise comes from a director via their corporate resources rather than through their personal expertise.

While some of this counsel is delivered in the boardroom as part of a full board discussion, valuable advice is more often delivered one-on-one to staff from an expert director wearing her volunteer hat. The board of American Refugee Committee has experts in public health and international aid. In addition to participating in the regular business of the board, these board members review grant applications written by the staff. Similarly, at another of our interviewees, board members who are legal experts have often been helpful in commenting on legal briefs filed by the organization. This individualized volunteer help from board members often saves time and money and is an important function of the collective board.

Second, board members are called upon to provide access to legislative or community leaders to support advocacy by the organization. We were surprised by the importance that interviewees placed on this role. Clearly, the public nature of funding, services, and advocacy provided by nonprofits makes for a tighter connection with government than frequently occurs in the for-profit world. The Natural Resources Defense Council, for example, is involved in environmental advocacy. Its Deputy Director, Patricia Sullivan, puts access at the core of achieving the mission: “For us to be successful, we need the board to open doors and introduce us to policy makers.” In the current difficult funding environment, organizations will increasingly call on board members to support advocacy efforts.

So how do boards ensure the requirements of access are fulfilled? Good boards not only recruit influential members, they look to build coalitions, mobilize membership, and build the organization’s brand as ways to increase their reach. These boards invest in developing access well in advance of when it will be needed, since recruiting the right board member may be a multi-year process and building alliances in the areas of interest to the organization also takes time.

A case in point is National Organization for Victim Assistance (NOVA). This group is passionate about achieving one of the toughest goals imaginable – seeking an amendment to the U.S. constitution recognizing the fundamental rights of crime victims

Tips for accessing expertise well

Formalize a “go-to” point for the staff (usually CEO or board liaison). This is especially critical in large board. CARE USA has a staff position called “board secretary” whose full-time job is to manage board-staff interactions including staff requests for expertise and access

Manage the requests for help. Dean Wilkerson, CEO of Mothers Against Drunk Driving, “ensures that every request to the board is crisp and well defined” to most productively engage board members.

Disseminate outcomes to all board members. The CEO of the American Heart Association, M. Cass Wheeler, leaves a voice or e-mail to the entire board highlighting not only the successes of the organization but also acknowledging the board members who contributed to the success.

to be treated with dignity, fairness, and respect. Given the nature of the goal, access for NOVA not only means recruiting the right board members, but actively looking for coalitions to build. In the quest for a constitutional amendment they have been active in building a coalition of other organizations, Mothers Against Drunk Driving and the National Center for Missing and Exploited Children, in the form of National Victims’ Constitutional Amendment Network. Although it has taken about 20 years to gather momentum, NOVA’s recent successes include endorsement of the amendment by the White House. Access is not just about individuals opening doors; on a broader scale it means the board is working strategically to put the building blocks of success in place.

Wise recruiting is key for board effectiveness in this role. The nominating committee needs to identify the likely organizational needs and to diversify its recruitment to attract

potential directors with these skills; complementing the board’s role, staff also has a responsibility to call on the board members in an effective way. A skills-seeking approach is often compelling to potential board members who are frequently recruited for their wealth alone. The goal of both access- and expertise-based recruiting is to have a board diverse enough to cover most organizational needs before they surface.

ENHANCE THE REPUTATION OF THE NONPROFIT

Nonprofit boards have long been active in championing their organization's causes in public forums. These activities not only build the brand, but also help board members gather feedback on the organization, which can be used to assess performance and to modify strategies.

Reputation and credibility in the community often pay great dividends to a nonprofit. Whether the goal is increased public involvement in the cause, greater fundraising or more effective advocacy, reputation matters. A good board can improve an organization's reputation by virtue of who they are and the role they play in advocating for the nonprofit. Boards have often recruited famous personalities with explicit expectations for their role in brand building. For example, NRDC recruited Robert Redford, a popular film star and well-known environmentalist, and employs his name not only to open doors to policy makers, but also in the mass mailings to build membership support.

In addition, investment in reputation building has also been used to increase a board's access. The board of ZERO TO THREE, an organization committed to infant and toddler development, has as its members some of the preeminent experts in the area of child development. By building a reputation for unequalled authorities on its board, President Sam Meisels says ZERO TO THREE has seen "involvement and solicitation of our advice on most policy issues concerning child development."

Speak for yourself

Nothing reinforces passion and commitment to an organization more than having one of its leaders speak on its behalf. Interestingly, with this responsibility, nonprofit boards are ahead of their for-profit brethren, who are now being called upon more to play a more public role with shareholders and other stakeholders.

Can each director summarize the mission of the nonprofit, where it hopes to be in 5 years, why it is an effective agent of change? Good nonprofits provide the information that enables directors to speak on the organization's behalf.

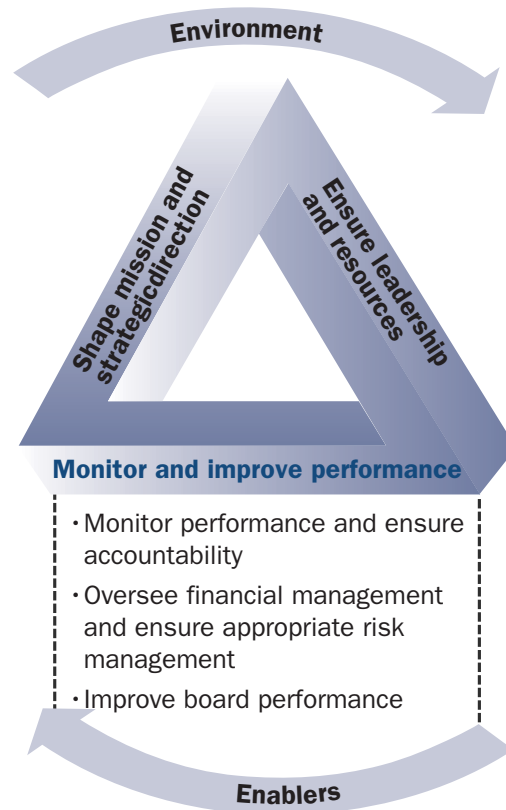
To help directors "stay in the know," they also augment standard materials with answers to topical questions that might come up in response to public events or recent press coverage.

Monitoring and improving performance

Beyond shaping the mission and providing resources, boards also perform the governance function of overseeing performance – the organization's and their own. Increased public scrutiny of for-profit boards has begun to spill over to the nonprofit world, enhancing the need for boards to serve as a real performance partner with management. Lacking the continuous feedback of a stock market and complicated by the challenge of figuring out what is good performance for a nonprofit, the board's role of performance partner is arguably more complex in the nonprofit world (Exhibit 4).

Exhibit 4

Key responsibilities in monitoring and improving performance



OVERSEE FINANCIAL PERFORMANCE AND ENSURE APPROPRIATE RISK MANAGEMENT

While most donor decisions are based more on mission-related factors than public financial reports, the emergence of charity comparators or rating services is undoubtedly going to increase demand for financials that accurately portray the organization's

activities. For a well-run organization, boards have at a minimum made sure that sound accounting and internal control procedures and annual external audits are in place to maintain the integrity of accounting reports. Any issues raised in management letters from accounting firms are an ongoing topic of the Finance committee until the issue is resolved. In addition, most boards have developed a set of practices to help them keep a finger on the pulse of the organization's financial health:

- Train new board members to read financial statements and understand the business model of the nonprofit. Many nonprofits use fund accounting, which requires some training for even the experienced businessperson.
- Develop a short list of closely watched metrics to alert the board to potential financial issues. These metrics could be as basic as cost, revenue, and balance sheet ratios that signal a change in results or track variance from budget.
- Require the creation of a multi-year financial plan so the longer term impact of decisions can be assessed and results can be put in the appropriate historical and future context.

In addition to monitoring financial results, nonprofit boards, like for-profit ones, are beginning to address the question of risk. Risk management is a sophisticated skill that requires the board to recognize sources of risk, estimate the potential exposure, and review the mitigation strategies proposed by staff. Several nonprofit leaders have predicted that their board members will increasingly be drawn into risk management. The types of risk facing nonprofits typically include: financial, operational, professional liability, statutory liability, and reputation.

- Mitigating against financial risk requires boards to be aware of their organization's financial exposure. Can the organization sustain a financial loss? For how long? Boards should know how much of their funding is tied to potentially volatile funding sources. On the asset side, organizations that have endowments should know the risk profile of their investments and have it explicitly addressed in a written investment policy.
- Boards should be aware of the operational risks inherent in the operation of a business, for example, risk associated with a local computer system failure or the risks inherent in the organization's cash handling procedures.
- Boards should be aware of the professional liability risks an organization faces. A blood donation center, for example, must guard against the possibility of contaminated supply; child-care centers must take special precautions to guard against child abuse.

- Boards should also ensure that their organizations steer clear of any potential statutory liability by double-checking, for example, organizational compliance with equal opportunity employment or workplace environment guidelines.
- One risk that does not often come to mind, but should, is reputation risk. Damage to an organization's image often has a direct impact on its ability to raise funds. Strategic decisions should always include an assessment of how the course of action might influence the non-profit's reputation.

Four components of effective risk management

Risk management means much more than having insurance and enumerating policies. Best practices include four essential elements;

- Clear **policies** that cover the range of potential risk topics
- Complete **communications** to all employees who could play a part in risk creation or management
- Effective **processes** for dealing with risk-related issues when they arise
- **Consequences** for those who violate risk management policies

As is clear from the above, risks can far exceed the obvious. So while reviewing an organization's Directors & Officers and Property & Casualty insurance coverage is a necessary step in risk management, it falls well short of emerging best practice.

MONITOR PERFORMANCE AND ENSURE ACCOUNTABILITY

In sharp contrast to many for-profit boards, which are accountable to shareholders, monitored by the Securities and Exchange Commission, and evaluated daily by the capital markets, most nonprofit boards are relatively sheltered from issues of accountability and performance oversight. Indeed, many nonprofit

boards consider themselves the ultimate oversight authority, charged with ensuring the financial prudence and societal impact of their organizations. Not surprisingly, many responses to our query "To whom is the board accountable?" started with "Good question!" followed by, "That's a tough one." The challenge of accountability and the difficulty of measuring impact, however, are the core reasons why nonprofit boards must take up the mantle and ensure that the objective assessment of performance is central to the organization's management agenda.

So how should nonprofits think about accountability? The first step in thinking about accountability is to put it on the table for discussion at a board level. Rudnick of Second Harvest recounted, "We raised the question of accountability at the board and had a lively

debate with several suggestions and questions about various stakeholder groups.” Ultimately Second Harvest agreed on “Americans concerned about hunger” as the broad constituency to whom they are accountable. This definition is in sharp contrast to the traditional laundry list of service recipients, donors, and staff as the key stakeholders. It includes as stakeholders other organizations working towards eliminating hunger. This framing moved the organization actively to seek out and collaborate with like-minded entities.

Once the board addresses the issue of accountability, it must ask, “Are we listening to our stakeholders?” This question often drives directors to engage directly by going on field visits or asking staff to bring in service recipients to board meetings. However, these methods leave a lot to chance. For instance, the ability of the directors to see beyond the managed presentations and ability of the stakeholders to articulate the problems within the limited time of a board meeting become significant challenges.

A few boards recognized these challenges and have formalized approaches to close the feedback loop. Second Harvest constituted a “stakeholders committee” explicitly charged with obtaining feedback from and maintaining relationships with stakeholders. Similarly, the governance committee of another organization uses “governance volunteers,” a pool of volunteers pulled from the organization to conduct a survey of participants and to bring back the results directly to the board. Beneficial changes often result from such feedback. An Easter Seals affiliate, for example, “changed the service delivery model to deliver services directly at recipients’ homes” based on the feedback from the recipients. Lastly nonprofits are becoming more articulate about reporting their impact in annual reports and communicating the results to funders, employees, and other stakeholders.

“The impact of our organization is often intangible or only shown over a long period of time and hence difficult to measure” was a claim we heard often in our discussions about performance measurement in the nonprofit sector. Certainly, there is truth to this perspective. Think of the complexity involved in measuring the impact of activities of American Heart Association, which aims to “reduce disability and death from cardiovascular diseases and stroke.” Our interviews did not uncover a silver-bullet answer to performance measurement in the nonprofit sector. However, there is much to learn by culling the best practices of some of the boards we have interviewed.

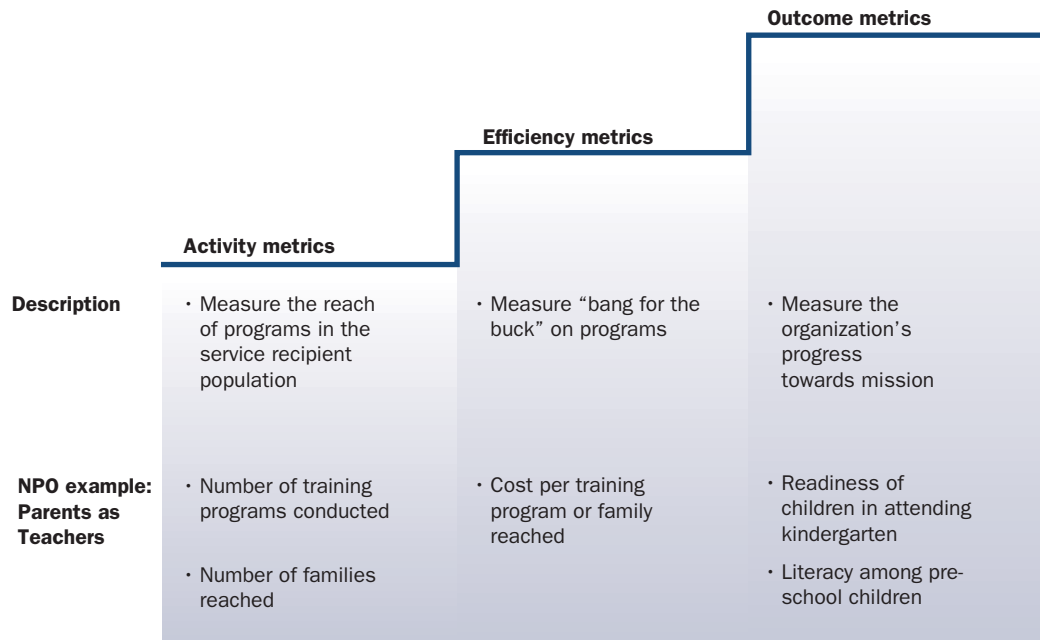
An important message coming out of the interviews is that organizations must commit to improving performance measurement if they are ever going to make progress on this challenge. This is the first step in moving up the “performance management staircase,” which results in an increasingly sophisticated understanding of organizational impact (Exhibit 5). Experience gained largely by testing measurement approaches, recognizing their inadequacy, and trying something new is what ultimately drives the development of appropriate performance measures and goals. The progression from measuring activities

to measuring efficiency and ultimately to measuring effectiveness and outcomes is a multi-year journey for most organizations.

Boards play a central role in ensuring that the performance measurement journey begins with a clear mission and strategy. An overly vague mission is a hurdle few organizations

Exhibit 5

Performance management staircase



can overcome. When discussing the direction of the organization in a strategic planning exercise with the staff, boards can begin with the question, “How do we know when we get there?” William Nelsen described Scholarship America’s approach: “The performance metrics and targets we use are an outcome of our strategic planning process. The board refers back to the strategic plan periodically to ensure that we are on track against numerical goals such as the number of students supported and the amount of dollars distributed to these students.”

Articulating a good metric or a method to measure performance is more than half the battle. Several organizations that have progressed up the performance management staircase have used the technique of thinking about outcome metrics without reference to the cost or difficulty in measurement. They then replace those idealized metrics with

substitutes that are relatively easier to measure, but retain the necessary link to the desired outcome. Given the American Heart Association's mission, for example, any impact-based measurement for the effectiveness of their programs would need to draw on cross-sectional and multi-year studies. Usually the cost involved in conducting such studies is prohibitive. But by first articulating the optimal method for impact-based measurements, they have been able to find studies done by the Department of Health and Human Services or the Center for Disease Control that serve as more economical proxies.

The role that a board plays in performance measurement is most critical. While performance monitoring is frequently the province of specific program area committees, the final responsibility for fulfilling the role of performance partner lies with the board as a whole. Performance measurement is not a license for a board to meddle in operational details. Instead, we have found that clarity about expectations can be very liberating for staff, giving them the freedom and accountability to operate. An effective test for the clarity of an organization's expectations is whether board and staff members can describe in a few points the impact the organization has had over the last 3 years and its goals for the next 3 years.

IMPROVE BOARD PERFORMANCE

Boards of high-performing nonprofits are self-aware and committed to continuous improvement. Self-awareness means that these boards periodically take a hard look at their own performance, identify opportunities for improvement, and change practices or leaders in order to close the gap. While many boards do self-examinations, they are often done informally to avoid the appearance of questioning their leadership. Questions like "How can we improve our board meeting?" may come up following a particularly frustrating discussion. However, under these circumstances, improvements are made only when sufficient momentum or leadership materializes. By way of contrast, most of the boards we interviewed appear to have accepted self-improvement as a permanent responsibility and they have undertaken a disciplined review of their own effectiveness in the last 2 years.

Structurally, the most common vehicle for continuous improvement is expanding the role of the nominating committee to include assessing and improving board performance. Often this is accompanied by recommissioning the committee as a governance committee or a committee on the board. Nelsen of Scholarship America told us, "Changing the nominating committee into a governance committee is one of the most beneficial structural changes [our board] made." According to Meisels of ZERO TO THREE, the governance committee is also the natural place for boards to consider committee structure or reorganization options. On one board, for example, the committee

recommended a separation of the role of Chairperson and CEO, thereby clarifying two key leadership roles.

In addition to its role in recruiting and evaluating individual directors, the governance committee assesses the board's performance by formally seeking feedback from board members and management, usually through a questionnaire. No subject is taboo in this questionnaire, and topics range from the effectiveness of meeting management to the effectiveness of committee and board leadership. This broad-based assessment is performed regularly, sometimes annually, with participation from all board members. In addition to this annual feedback, some boards have also instituted a much shorter questionnaire after each board meeting to gather members' perceptions on whether the right topics were addressed and whether the meeting was managed well.

This relentless focus on improving board performance pays off. For example, the board of Scholarship America, based on the recommendations of the governance committee, changed their meeting format to approve non-controversial topics as consent items. This made the meetings more efficient and freed up board time to debate important topics. Boards must set a tone where self-criticism is an obligation and seen as constructive.

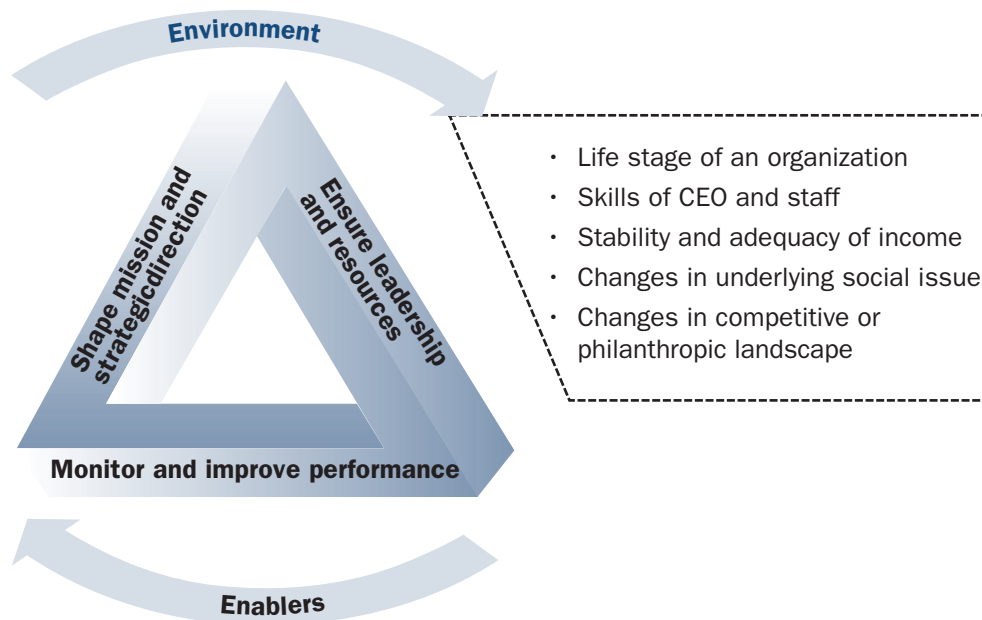
A sample board self assessment grid is available in the appendix of this document.

Dynamic response to shifting environmental factors

While nonprofit board responsibilities fall into the categories we have discussed, the time spent on each responsibility will not be the same for every board. More than a few of the leaders we interviewed commented, “I would guess that our organization would be quite different on this dimension than some of the other *Worth* top 100.” The differences, however, were not in the nature of the roles the board plays, but in the degree to which a board allocates its scarce time across its various responsibilities. This priority setting has less to do with the sector focus of the organization and more to do with the specific environmental factors affecting the organization (Exhibit 6). Priority-setting, based on these factors, also helps a board be more forward-looking, ensuring that the board is not merely reacting to changes driven by others. The dynamic nature of board focus is a distinguishing characteristic for ensuring boards perform at the highest level. One key role for the board is recognizing when the time is right for the organization to make a transition and avoiding change that comes too late or in an uninformed, reactive manner.

Exhibit 6

Key environmental factors impacting the focus of the board



The challenge in determining where to place board focus is twofold. First, prioritizing some roles for a period of time does not mean completely ignoring others. “For a well-run

organization, the time spent by the board on fiduciary oversight can be limited, but oversight responsibilities must be met,” noted Patricia Sullivan, Deputy Director at NRDC, “and then the board can focus on other roles.” For strong boards, such an approach is possible because they put practices in place that allow them to focus on priority roles without sacrificing the standard of performance in less critical roles. For example, by investing in needed information systems, strengthening management development, and instituting strategic and performance review processes strong boards buy the time and leverage to upgrade their own contributions.

Second, less effective boards run the risk of making decisions on where to allocate their time based on the crisis of the moment or the passion of a particular board member or CEO. In contrast, more effective boards periodically take the time to examine the organization and its surroundings in a structured and rigorous way to ensure that the board is spending its time wisely and focusing on the areas in which the organization requires the most support. As Dr. Lincoln Chen of CARE USA commented, “A board must be willing to change and grow to fit the organization’s needs.”

Although the nonprofit leaders we interviewed mentioned numerous factors that influence board focus which were specific to their own organizations, there are elements that apply broadly across all organizations. They include internal factors such as life stage of the organization, strength of the CEO and staff, or stability and adequacy of income. External factors such as changes in the core social issue or the competitive/philanthropic environment can also require boards to shift focus and should always be on the “watch list” for any dynamic board.

INTERNAL FACTORS

Good boards weigh the internal situation of their organization in order to understand where to place their focus.

Life stage of the organization. One of the factors most often cited as shaping the board's activities was organizational life stage. Typically, newer organizations still have their founder on board and it is frequently that person's vision that drives the organization. These boards prioritize activities that support the CEO in the management of the organization and the execution of the strategy. Hugh Parmer, President of American Refugee Committee recounted, "Our organization was started by the commitment of a few business persons to the cause of refugees. During the initial phase the board was actively involved in the operations and participated in the programs." The lack of financial resources and staff in most newer organizations often dictates a board that rolls up its sleeves and gets to work on tasks that older organizations would leave to an Executive Director or staff. In addition to a willingness to serve as part-time staff-members, boards of younger organizations must be comfortable

with ambiguity as roles are more fluid in these organizations and processes are still being developed and fine-tuned.

On the other hand, the board of a more mature nonprofit should expect a more formalized process for their engagement. These boards also focus their efforts on a different set of activities. As Hugh Parmer recounted, "As we grew our staff, we have evolved to the board focusing more on strategy and policy and less on operations." Boards in more mature nonprofits need to have a voice distinct from the Executive Director. Whereas in a newer organization, support for the founder is critical to get the operation off the ground, in a more established organization, a board can and should challenge the Executive Director.

Perhaps the most important thing the board of a young nonprofit can do is work itself out of a job. A successful nonprofit start up often means programmatic expansion, the need for incremental and diversified sources of funds, a professionalization of management and new policy debates. As an organization grows, its board should

anticipate new demands for fundraising, expertise and guidance that accompany success in the nonprofit world. Not surprisingly, this is often a difficult challenge for a board to address as founding boards are often very personally invested in their organizations. However, effective boards help their leadership recognize the need to evolve and drive the process rather than resist reconfiguring to meet new challenges.

Skills of the CEO and staff. Several organizations reported focusing their board's activity around monitoring and improving the performance of the business during a period when they felt the CEO or his staff was not as strong as they would have liked. These same organizations worked to refocus their boards when a stronger CEO replacement was found. According to one CEO, "We are in the process of shifting the board to higher level, more strategic decision making, and away from tactical activities. The board was performing its role correctly under the circumstances we were facing at the time, but now we need to change with the organization." As we would expect, the board chairs we interviewed had significant

Managing the life stage transition

- Focus discussions on emerging organizational needs in order to build a consensus on potential new roles for the board
- Interview directors from more mature organizations as a way to highlight necessary changes
- To build board confidence in recruiting high-caliber individuals, focus on one or two new recruits at a time
- Consider expanding the number of directors to inject new blood while allowing founding members to "term out"
- Formalize board processes including director evaluation to set expectations and change behavior or motivate exits
- Celebrate the contributions of departing directors

experience working with very strong CEOs. These board members noted that working with a strong CEO not only focused the board's role more on strategic support, but also forced the board to find additional ways of adding value by providing access to resources, influence, or expertise. Thinking through new options for adding value also allowed these board members to avoid the complacency that often occurs in the face of a strong CEO and staff.

Stability and adequacy of income. Several of the leaders we interviewed distinguished their organization on the basis of its revenue model. As fund raising is traditionally a focus for board activity, an organization's funding situation would have significant impact on a board's role. Those organizations with a large and stable funding base tend to have boards that spend more time on other activities. The American Heart Association, for example, has a stable local fund-raising process, allowing the national board to focus on strategic and performance management issues. Conversely, a board that has determined that their current funding situation is not adequate in the face of, say, a major infrastructure project, would focus a significant amount of time on securing financial resources.

Organizations with a revenue model that brings significant earned income also reported less board time spent on ensuring financial resources and more time on the strategic decisions associated with improving their service provision. One CEO reported: "Our business model revolves around the ability to execute complex real estate transactions that allow us to protect land and fund our organization. We have developed a board with distinctive knowledge on these kinds of transactions; however, as we consider other potential strategies for growing our activities, the focus of the board may need to evolve yet again."

EXTERNAL FACTORS

Factors outside the boundaries of the nonprofit also play a major role in shifting the emphasis of board activities. In general, external factors emerge as important when they result in a challenge to the organization's mission, strategy, or financial stability. The relevance of the mission – and the strategy chosen to achieve that mission – can be at risk when there are changes in the underlying social issue or new competitors emerge with more effective approaches. Frequently donors provide the catalyst for asking the question about mission or strategic misalignment. As one interviewee told us: "In light of our recent difficulties in securing funds, we have to ask ourselves if funders are trying to tell us something. Have we let our organization become less relevant to solving this problem?"

Changes in the underlying social issue. Our interviews highlighted several examples in which a board found that the organization's strategy was out of step with the outside environment. Most notable were stories of a change or innovation in the social issue(s) addressed by a nonprofit. If, for example, the eradication of a disease is a significant component of an institution's purpose, the discovery of a cure for that disease, while wonderful, will push the board to reexamine the organization's mission. Welfare legislation passed in 1996 prompted thousands of nonprofits to revisit their services and their boards' activities. Several of the

organizations we interviewed faced similar, if less extreme, pressures on the relevance of their mission. The board of the International Rescue Committee (IRC), for example, observed a gap in post emergency relief programs even as more organizations began to provide direct relief. The board actively debated and ultimately directed the development of programs to rebuild the lives of refugees as a complement to other programs. Whether driven by market changes or new legislation, these kinds of changes in social issues force a board to focus a disproportionate amount of time on mission, vision, and strategy roles.

Changes in the competitive or philanthropic landscape. The existence of other, more successful organizations in the same space can raise similar issues for boards. As one interviewee explained, “We finally reviewed the landscape and saw that whereas 20 years ago we were the only organization serving our target population, now there are numerous organizations.” While this new development could be considered positive (“Our cause is significant enough to support multiple organizations”), the reality that this particular organization was facing a decline in funding led to the contrary conclusion (“Our mission is out of line with societal needs”).

Similarly, changes in the availability of donated funds can influence the way nonprofit boards spend their time. The events of September 11 caused many donors to rethink their priorities, putting pressure on fundraising for many nonprofits. The list of potential “other factors” that can cause a board to rethink its activities is long. The question for an effective board is, “How do we stay abreast of events and systematically assess their impact on our organization and our own activities?”

As we suggested earlier, there is no one formula for staying current, but the best boards use both informal mechanisms and systematic approaches to recognize changes in the factors outlined above. Several boards mentioned the use of financial reviews, tracking the results of nonprofit peers, creating a set of leading indicators of performance, or employing the strategic planning process to raise issues of environmental change or financial stability. While the frequency and level of participation can vary, the board of one organization, March of Dimes, conducts an assessment of the environment on a quarterly basis.

The skill of effective boards is to synthesize many factors into a single, cohesive picture that allows them to tailor their approach for their particular organization at a particular point in time. This task is made more difficult as none of the factors can be assessed in isolation. They impact one another, building a stronger or weaker case for board emphasis. A new organization with a strong CEO could argue, on the one hand, for a board more active in overseeing the business while, on the other hand, suggesting the need to pull back to more strategic decision making. Transitions in board focus are notoriously difficult. The hands-on directors who helped run an organization in its early days may not want to or be able to adopt a new, more strategic perspective. In the end, strong boards bring together all of the necessary information and make the implications for the role of the board an explicit part of the conversation. They then tailor their activities accordingly. This dynamic process is at the heart of board effectiveness.

Enabling the dynamic board: four key elements

28

A poorly run meeting, an unfocused committee, or underinformed board members can undermine board effectiveness as surely as focusing on the wrong role. The boards of the nonprofits we spoke with all highlighted practices that enabled them to deliver on their key responsibilities. More common sense than revelation, these findings nonetheless indicate that the boards of high-performing nonprofits are committed to making sure that the small things are done well.

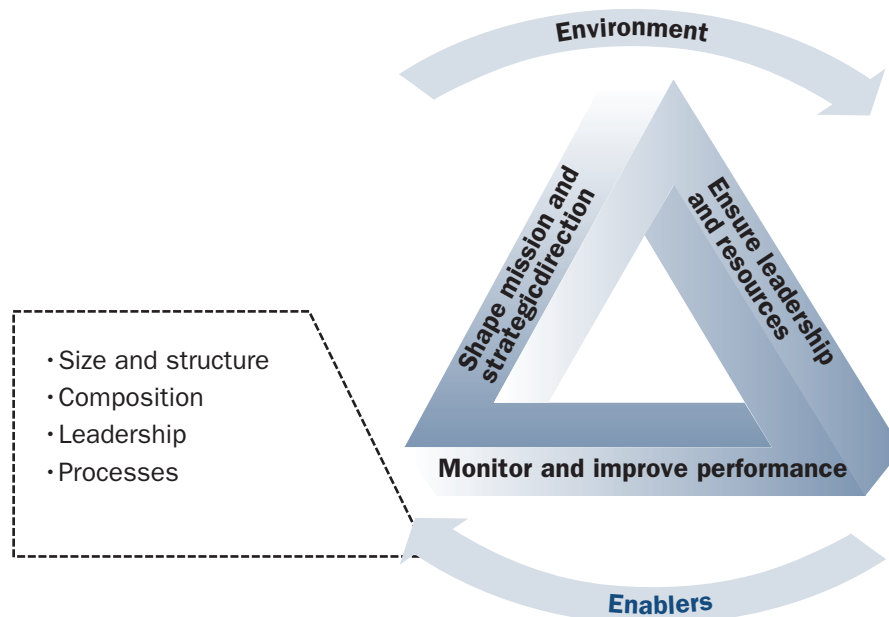
Broadly these enablers can be classified into four categories (Exhibit 7):

- Careful decisions on board size and structure
- Actively managed board composition
- Inspired board and committee leadership
- Simple administrative practices and processes made routine

Well executed, these enablers build on the passion board members have for the cause by making their service personally rewarding, efficiently delivered, and valuable to the organization.

Exhibit 7

Four enablers supporting board performance



THOUGHTFUL DECISIONS ON SIZE AND STRUCTURE

The boards of top-performing nonprofits we studied varied in size from 10 to 87 members with a mean of 29 members. The number of board members appears to be a determining decision from which many subsequent board attributes flow. However, size must be tailored to board goals and needs and may fluctuate over time. Finding the right size is essentially a balance between being large enough to discharge all roles effectively and small enough to ensure a cohesive team in which members can work together productively. Achieving the right balance results in a board that places manageable demands on the directors and the organization's leadership.

Large boards have the ability to connect to many aspects of a nonprofit's community and provide a strong cadre of committed volunteers and fund-raisers. But large boards frequently require strong executive committees to ensure effective and timely decision making. In contrast, a smaller board is easier to manage and support, and its restricted membership can provide the exclusivity and ability to influence that is attractive to some board members. However, small boards can lack the scale and diversity of expertise necessary for effective committee work. Some smaller boards form an advisory board to access additional skills or fund-raising capacity. No formula for either structure or the size is preordained. Each option comes with its own trade-offs and challenges in ensuring a board's effectiveness given the organization's.

Committee structure

Committee structure and activity scope are intimately related to the size of the board and to its ability to fulfill its primary responsibilities. For example, a larger board typically dictates that most of the work be done in committees and places a high importance on clarifying committee roles and developing many leaders within the board.

As with board size, there is no predetermined right structure. However, as Patricia Sullivan of NRDC told us, "Designing a good committee structure is important, as most members get their sense of involvement in the organization from committee service." A core principle in effective committee design is to make the role and charter of the committee clear. In addition, the boards we talked with appear to have gone beyond clarity in charter to incorporate several other principles in designing their committee structure.

First, high-performing boards are willing to use a few standing committees for recurring needs and ad hoc committees for many other needs. As James E. Williams, Jr, CEO of Easter Seals, explained, "We moved away from a model where we had a large number of standing committees, catering to all possible needs, to a structure with few standing committees and with the board retaining the flexibility to form an ad hoc committee to address any particular issue." This flexibility enables the board to tailor its focus to current needs and to put the most qualified members against an issue with a clear goal,

all without the burden of standing committees. That said, board functions that are recurring and need continuity of activity and expertise warrant a standing committee. Typically, financial oversight, fund raising, board governance, marketing/PR, and one or more program oversight roles are performed by standing committees.

Second, organizing committees around strategic priorities rather than the functional organization structure of staff helps ensure that the board weighs in on the most important issues facing the organization. Teach For America, for example, targeted a committee on the strategic priority of teacher recruitment, which has in turn uncovered the need for new marketing and recruiting skills in future directors.

Third, it is important that any structure should have a clearly defined mechanism for recruiting and for improving board performance. Most boards we talked with opted to have a standing committee to make sure the board has continuity of activity and expertise for this important task.

Using committees well

Involve each board member in at least one committee, particularly in their area of expertise.

Actively monitor director participation as a precursor to a friendly “check in” when a director’s involvement seems to wane.

Periodically inform the entire board of activities undertaken elsewhere in organization. Scholarship America’s board chair and CEO play a crucial role in not only keeping the board updated but also in identifying opportunities for involving board members.

Finally, if there is an executive committee, it is generally designed to act in lieu of the full board in between board meetings. On larger boards, we saw a tendency for the executive committee to emerge as a de facto board. This can actually disrupt the board’s ability to function by spawning feelings of resentment and disengagement. Any executive committee should be designed with a clear view of what it can and cannot do, and the bias should be in favor of including all board members in major issues.

Overall, effective boards have involved committed members. Staff and board leadership need to consciously manage individual director involvement to ensure committee work is productive and rewarding.

Role of an advisory board

Strategies for addressing lack of expertise, access, or fund-raising capacity on a board include asking outsiders to serve on board committees as non-director advisors or forming an independent advisory board. The American Heart Association, for example, effectively incorporates various competencies at the committee level without actually

enlarging the size of the board. Although these experts have a vote on the committee level, they do not have a formal vote on board level decisions. Advisory boards are much more common in our leading organizations than we suspected. Seven of the 32 organizations, particularly those with smaller boards, had some form of separate advisory board as a complement to the governing board (e.g., Direct Relief International, Trust for Public Land, March of Dimes).

“An advisory board enables us to involve ‘friends’ of the organization who want to help us without the responsibility or burden of being on the board,” explained one of our interviewees. These friends can contribute to fundraising, provide access, or simply offer their business or technical expertise. Advisory boards also become scouting grounds to recruit future board members. However, using an advisory board involves some trade-offs, including increased burden on operating management. In addition, clear roles are essential to ensure that the advisory board does not overlap with the roles of the actual board. One CEO with years of advisory board experience pointed out that “advisory boards should in fact be truly advisory.”

The honorary board is a variant of the advisory board used by some nonprofits. In addition to recruiting prominent people, the honorary board can be a mechanism to maintain the involvement of retiring board members who have rendered exceptional service.

One of the biggest challenges in making advisory or honorary boards work is engaging the members. One approach that may be taken, depending on how much involvement is needed, is to give these boards a collective (single) vote on the larger board. Another approach is to allocate time at board meetings to hear concerns and suggestions from the advisory board. Finally, frequent communication from the CEO and board chair helps the members stay engaged. One CEO stressed the importance of this kind of communication: “If we keep these advisory board members in the loop through frequent communications, it becomes easier to approach them for organizational needs.” As a practical matter, it helps for the CEO to meet the advisory board members at least once a year, preferably coinciding with a board meeting.

ACTIVELY MANAGED COMPOSITION

Composition refers to the mix of experience, skills, demographics, and stakeholder representation among individuals who serve on boards. Effective boards manage their composition as a key enabler of board performance. These boards look for diversity in composition, and they tend to manage board composition against three dimensions: how well members represent the nonprofit’s community of interest, the impact members can have against the board’s goals, and what levels of tenure and turnover will ensure ongoing board effectiveness.

Dimensions of composition

The National Assembly, an association of nonprofit health and human services organizations, recently sponsored a report entitled “Clients on Board: Profiles of Effective Governance.” The report stresses the need for nonprofit organizations to ensure that the people they serve are represented in the membership of their boards. We found that effective boards do look at their own composition to determine first and foremost whether there is adequate representation from the nonprofit’s community of interest. Dr. James Strickler of IRC noted that, “80 percent of refugees are women and children. It is absolutely important [for IRC] to strive for a board that reflects this reality.” This basic need for representation drives boards to look at racial, ethnic, and gender diversity to ensure that communities from which the organization draws its mandate are accessible for all policy discussions. Few of the boards we talked to felt they had reached the level of diversity appropriate for their mission.

A number of the boards we interviewed had positions set aside for representatives of regional or affiliated organizations. This is also often the case for membership

organizations that must balance the need to honor and incorporate the interests of their members while at the same time ensuring an effective board. Our interviewees reported mixed feelings about this approach to composition. While designated seats can increase governance legitimacy and reinforce organizational linkages, issues such as to whom the representative directors owe their fiduciary loyalty can create counterproductive behaviors. Effective new director orientation, the occasional heart-to-heart talk with the board chair,

and, when necessary, processes for removing directors who cannot fulfill their responsibilities, were cited as ways to prevent or mitigate potential problems.

Nested boards, the layering of local, regional, and national boards within a single organization, can create unique challenges as well. Our discussions pointed out the need to clarify the roles of each board level and the decision rights that result rather than allowing directors at all levels to make their own assumptions. These matters are of considerable importance and require thoughtful discussion. This report speaks to the issue of board governance assuming that roles have been negotiated already.

Aspects of diversity

Many of the nonprofits we spoke with described diversity as having a board that reflects their constituency, especially in terms of race and gender. However, a properly diverse board also has the right mix of skills/expertise and access, all of which should be regularly rebalanced to meet the organization’s needs.

Effective boards also look to composition for the impact it can have on fulfilling their many responsibilities. This is partly captured by the familiar phrase “Work, Wealth, or Wisdom,” to which we would add “Wow.” Good boards ensure that board composition flows out of institutional priorities. Fund raising is almost always important, hence it is almost always a priority in determining board composition. Other priorities, such as a focus on education and advocacy, led ZERO TO THREE to emphasize technical expertise in infant and toddler development in its composition. Subject matter experts can play a critical empowering role in balancing the expertise of management with the collective judgment of the board. If they cannot be persuaded to sit on the board, boards must develop mechanisms to access their knowledge regularly.

Other forms of diversity can also be important. Given its mission, NRDC recognizes that geographic representation is extremely important to achieve credibility in local areas. “Wow” is also an attractive attribute for board composition. As we mentioned earlier, NRDC recruited Robert Redford on to its board. They recognized how much he could help build public awareness and interest in the cause. Some board members strengthen the brand of the organization simply through affiliation and a few high leverage activities that no number of dedicated volunteers could replicate. The challenge in including board members of very different backgrounds is to ensure all board members appreciate the unique strengths each of them brings and not have unrealistic expectations that each member will conform to a single norm in how they support the board.

Boards often design term limits to ensure diversity in the tenure of board members. They balance the need for “new blood” and fresh ideas against the desire to benefit from retiring but exceptional board members. There are several options for boards when approaching the issue of term limits, ranging from no term limits at one extreme to strict term limits without possibility of reelection at the other. Ten years emerged as the upper limit for our interviewees, with a number opting for shorter periods. With any choice of term limits, good boards have developed mechanisms to balance the pull for the new and the desire to retain retiring exceptional members. For example, the board of Scholarship America created its “Honor Roll Trustees,” a special board to which exceptional board members who are retiring are elected by their peers. To involve the members more concretely, the honorary board is collectively given one seat on the board. At each board meeting, time is dedicated to get the advice from the honorary board through their nominee on the board. In addition, the CEO meets with the honorary board at least once a year and taps into its expertise whenever necessary. Another mechanism adopted by some boards is to have a 1-year rest period following the term limit, after which the member can be reelected to the board to serve another full term.

Recruiting and transition practices

Dynamic boards really work hard to assemble their desired membership. As one board member put it, “Recruiting is a central pillar of effective board functioning. Getting the right people on the board is essential.” To build the required composition, boards identify the gaps in composition based on institutional priorities. These gaps then inform the recruiting process by identifying what kind of capabilities candidates should have. To identify the gaps, boards take inventory of diversity both formally and periodically. Several boards use a “composition grid” of some form to help this process (Exhibit 8). If done periodically, the composition grid not only identifies holes in board makeup, but also enables the board to assess its performance in closing gaps over time.

While the details of the board recruiting process varied among the boards we interviewed, several best practices emerged. First, boards often constitute a standing nominating committee with the charter of prioritizing needs and leading the board in recruiting the right people. Dr. Jennifer Howse of March of Dimes commented, “For us, the board’s nominating committee plays a crucial role in recruiting the right quality of individuals who genuinely enjoy each other.”

Second, the process is ongoing and increases in effectiveness only when viewed as a multi-year activity. Maintaining an up-to-date view on the best available candidates ensures that the pipeline for potential directors is full. Thus, when the need arises for a board to recruit, instead of rushing into a search process the nominating committee is prepared to recommend the best candidate. For example, the nominating committee of one organization creates a target list of A and B candidates, where the A list includes candidates that can be recommended for board membership immediately while B candidates are potentially attractive, but will require thoughtful, sustained cultivation.

Third, a method for understanding specific board needs is critical to effective recruitment. By definition, this means that the recruitment process must have at its heart a component of board self-evaluation. William Nelsen described how Scholarship America does this: “We actively monitor the composition of our board and feed it into the recruiting process to ensure adequate diversity on the board.” The composition grid can be a useful tool for accomplishing this goal.

Finally, a test for commitment to the mission must be incorporated into the process. Committed board members who are inspired by the mission and respect and trust each other are essential for good board functioning. Often this criterion takes a second place to other, more concrete capabilities of the candidate such as fundraising or providing access.

Exhibit 8

Sample composition grid – an aid for managing board membership

| | Primary board needs | | | | | | Other forms of valuable diversity | | | | |
|------------|---------------------|-------------------|--------------|----------------------|-------------|----------------------|-----------------------------------|--------|----------------|--------------|------------------|
| | Fund raising | Program Expertise | Legal skills | Financial management | Other needs | Leadership potential | Affiliation | Gender | Location | Board tenure | Race / ethnicity |
| Jane Doe | ✓ | ✓ | | | | ✓ | Corporate | Female | San Francisco | 3 yrs | Asian |
| John Smith | | ✓ | | ✓ | | | Community Representative | Male | Silicon Valley | 1 yrs | African American |
| Eric Ramos | | | ✓ | | ✓ | | Political | Male | East Bay | 2 yrs | Hispanic |
| Totals | | | | | | | | | | | |

Board building is a multi-year process. The best director candidates may already have an affiliation with an organization, but frequently they do not. Good governance committees develop a process for identifying and cultivating strong director candidates aware that they may be competing for their services with other nonprofits. Cultivation that involves any contacts the board might have, builds awareness of and enthusiasm for the mission of the organization, and recognizes that board service must be fun as well as rewarding can create a strong pipeline of potential directors. Only in rare cases can boards achieve rapid transformation. The incoming director of one of our interviewees recognized the need for substantial change at all levels of the organization and requested that the current board of directors resign en masse. This enabled a complete re-composition of the board, but it also raised issues of board independence. A less extreme option is to increase the size of the board – temporarily or permanently – to allow current members to transition based on term limits, while great effort is put into filling the new vacancies with the desired profiles.

INSPIRED LEADERSHIP

The leadership provided by the board chair, committee chairs, and the executive director plays a critical role in determining how well nonprofit boards coalesce around an effective set of roles and whether they deliver on them. Leaders shape the agenda, style, and quality of deliberations of a nonprofit board. After the mission, no other factor influences

the desirability of board service more than the leadership provided by a few key individuals. Leadership designation – getting the right people in the right roles at a time when they have the energy and commitment – is tough. It is, however, key to good governance and a topic that many of the leaders we interviewed discussed at length.

Effective nonprofit leaders we talked to described using two forms of leadership: aspirational and transactional leadership. They characterized aspirational leadership as the leader's charisma and ability to provide motivation and inspiration to other members for engaging in shared goals and activities. Transactional leadership is more managerial in nature; it ensures that the board can produce outcomes beneficial to the organization in an efficient manner. Our interviews suggest that both styles are necessary for the overall effectiveness of the board, and the relative balance between them is once again a function of explicitly considering the current and prospective needs of the organization.

Aspirational leadership on the board is especially useful in cases of start-up nonprofits or organizations undergoing significant change or challenge. Boards of start-up nonprofits, Teach For America or Share Our Strength, for instance, depended in their early years on the aspiration-based leadership of the founder. Behaving in a manner that reinforces the mission and models desired behaviors is powerful in any context, but particularly when many board members may be new to board-level roles and responsibilities. Leadership in this context is not only about inspiring commitment to mission but also about providing the opportunities for board members to help the organization mature. But aspirational styles have a role in long-serving boards as well: “Part of being a board chair is to inspire other board members and staff by being the volunteer-in-chief,” according to Williams of Easter Seals.

Transactional leadership, by contrast, is about conducting the business of the board in an efficient way. As practiced in the nonprofit world, it is about setting the agenda for the board or committee in consultation with other board members and staff, and facilitating the board meetings to ensure that they are goal-driven while enabling a diverse range of perspectives to inform the debate. “Listening to comments made by board members during meetings, pondering on the unifying themes behind these comments, and bringing them back to board meetings” are parts of the board and committee leaderships’ role, according to Dr. Chen of CARE USA. The board chair and committee chairs play an essential role in making sure the board conducts its business at the right level of abstraction on policy rather than being driven solely by an implementation schedule.

Continuity for the board and the organization's leadership forms another dimension of leadership responsibility. “The question of succession is always on the minds of the board leadership,” commented Dr. James Strickler of IRC, “so that other members are being groomed for leadership roles.” Many boards use term limits for key roles to support the development of a cadre of future leaders and to ensure that current leaders do not

become stale in their roles. Several board chairs mentioned the challenge addressing under-performing board leaders as one of the most difficult roles they had to play, but one with great benefits for the organization because of the multiplier effect good leadership has on other board members.

COMMON-SENSE PROCESSES

Unlike their for-profit peers, nonprofit directors are unpaid volunteers for whom board membership is a labor of love. In fact, board members often commit to support the organization financially. Their motivations for serving usually spring from the mission but often include other elements such as the desire to network with like-minded peers or build new relationships. The processes used by a board to fulfill its responsibilities can have a tremendous impact on whether top quality members feel valued and remain involved.

Planning is the starting point. An annual calendar enables directors to “lock in” their participation by protecting the time on busy calendars. Topics that require in-depth debate are undertaken at an annual retreat or over several board meetings. Major decisions are previewed so directors can identify concerns prior to staff completing their work. Committee schedules are coordinated with the overall board schedule to ensure committees have the time to provide input prior to whole-board deliberations. Agendas are designed to ensure the right topics get enough time for thoughtful discussion. Planning takes time, so it is not surprising that Howse remarked, “I am in contact with the [March of Dimes] board chair at least twice a month. These discussions often shape the agenda of the board.” The CEO must in turn make sure that appropriate materials are prepared and sent out well in advance to all the board members. Well-prepared board members require well-prepared staff work. Finally, “individual members [should] feel empowered to bring any issue which they consider critical to the attention of the board,” noted Dr. Chen of CARE USA.

Walking the talk

Most of our interviewees identified practices in three areas as essential to showing an organization values its directors. Interestingly, they combine both aspirational and transactional leadership styles:

- Planning for effective board interactions with a thoughtful annual calendar, well-designed agendas, and materials delivered in advance of meetings
- Running effective meetings that enable true value-added board participation
- Structuring events to reinforce director passion for the institution and a sense of collegiality among board members

Good meeting management can often mean the difference between long, drawn-out board meetings and efficient, inspirational ones. Board meetings are the vehicles by which the right people focus on the right issues. Good meetings start and end on time. Several of the CEOs and board chairs we interviewed described their meeting management process by what it was not: “Traditionally, when the board’s role was predominantly viewed as fiduciary oversight, board meetings were typically run as a ‘show and tell’ by the staff. Essentially this involved listening to reports presented by the staff and presentations by service recipients for a majority of the meeting.” In addition to creating a largely passive and reactive model of board governance, the continued presence of staff in meetings can disrupt the cohesion of the board and prevent members from speaking freely. According to one of our interviewees: “Our meetings couldn’t be further from that model.” Many boards have rejected the passive model. In general, good boards have moved away from a staff-driven, show-and-tell meeting to a board-driven meeting with debates focused on important issues. To support such a move, these boards again emphasized sending the material for the meeting well in advance to other members, giving them a chance to formulate their thoughts ahead of time.

Clearly the transition from a show-and-tell meeting to a board-driven meeting does not happen overnight – boards need to make it happen. The CARE USA board, for example, circulates a brief questionnaire at the end of every meeting to get members’ perceptions on how the meeting could be improved. This constant monitoring and adjustment has streamlined the meetings and engaged the members in the discussion.

Sustaining board member passion for the organization is the last hallmark of effective board processes. Board events structured to reinforce the value of the mission and build collegiality make board work more engaging. Whether it is behind-the-scenes events, informal interactions with sector innovators, or just the chance to network and enjoy each other’s company, thought must be given to finding the right balance of this form of payback for hours of volunteer work on behalf of the cause.

Building a dynamic board: converting desire to reality

Did top-performing nonprofits excel because they had a great, dynamic board, or did their strong performance attract a strong board? The answer is both. In the case of a start-up founded by a charismatic and visionary founder, a strong mission or organizational performance can attract a strong board. However, beyond the start-up stage, a strong board appears to have a clear link with the performance of an organization. That is, an effective board is essential for the nonprofit to move past the performance expectations of a startup and deliver strong performance on a sustained basis or on a larger scale. Performance in turn attracts highly talented people to the board. This symbiotic relationship suggests that the pay-off in building a strong board is well worth the effort at any stage in an organization's development. This final chapter describes the process some of our interviewees used to embark on strengthening their board.

Converting the desire to build a high-performing board into a reality requires a combination of commitment and patience. How long will it take? Our interviews suggest that the answer to this question is appropriately measured in years, not months. The actual time required depends on how much needs to be done and the level of urgency for doing it. The board of CARE USA took 2 to 3 years to redesign itself. Conversely, the example cited in an earlier chapter where an organization solicited a mass resignation of directors, although an anomaly, reflects that urgency is an important design parameter in any board-building program.

While the appropriate time horizon varies from organization to organization, the board's understanding and willingness to commit the time and work required is critical to the effort's success. For many of the organizations we interviewed, a major event or change precipitated the move to evaluate the board. CEOs or a small group of directors seized what they saw as an opportunity to open up the discussion on board performance: "We were doing a complete review of all programs of the organization. We took this opportunity to do a thorough review of the board as well." Other boards were spurred into action by less positive occurrences: "We had a financial crisis that prompted not only a reevaluation of our relevance but also a reconstitution of the board." Finally, there are some situations in which action is not triggered by a seminal event. Rather, a groundswell of support builds from within the board. In most cases a small group, frequently including the board chair and the CEO, sound the call for self-examination and the rest of the board rallies to the cause.

Most of the boards we interviewed (over 70 percent) had recently undergone some sort of board review process. While the details of the exercise varied from board to board, the boards in general followed a four-step process. The first step, establishing a formal process, ensures commitment and legitimacy, and the second, undertaking a diagnostic, identifies what needs to be done. Urgency and leadership will drive the rest of the process, which includes building consensus around the diagnostic findings and goals and then moving toward implementation.

Step 1: Establish explicit, formal process with clear accountability and leadership

To ensure a successful board improvement program, the process must begin with a clear understanding that a formal exercise, with a series of activities, responsibilities, and end products, is being undertaken. Meisels of ZERO TO THREE echoed the importance of accountability and leadership, “The committee on the board provided a focal point for ensuring a timely process and generating the recommendations for change.” Many boards chose to use outside consultants to lead the evaluation and provide objectivity and anonymity to board comments. Other boards establish ad hoc committees to serve similar functions. Regardless of the approach, the common starting point for all of the boards we interviewed was the establishment of a group of people formally tasked with the job of leading the broader group through the review process.

Step 2: Identify opportunities through diagnostic process

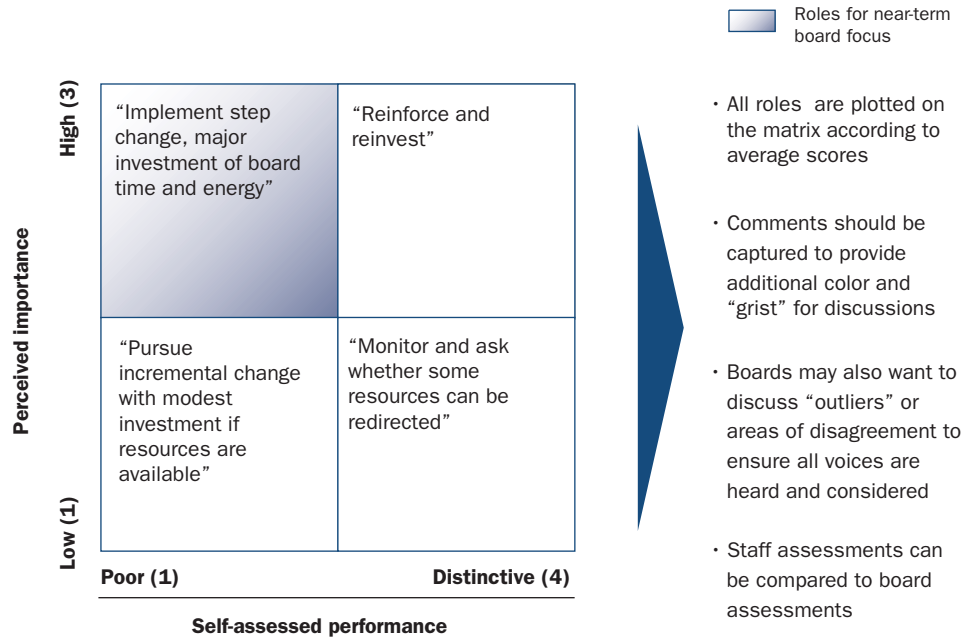
Several of the boards we interviewed had conducted some form of a diagnostic to help them assess their current performance levels and to prioritize their activities going forward. The format and methods used to administer the diagnostic varied. In some cases, boards said that the diagnostic was conducted during the course of a board retreat; other times, members completed a survey on their own and returned it. Some were anonymous. Others discussed their opinions openly as a group. Some focused on open-ended questions. Others used quantitative scoring systems.

The diagnostic tool in the appendix to this report – and the alternative versions available for download at www.mckinsey.com/practices/nonprofit – provide a range of options for performing a comprehensive self-assessment based on the best practices we uncovered during our interviews. They are designed to allow a board to evaluate its current performance against a best practice definition for each board responsibility. In addition, they allow a board to assess which board roles should be of higher relative priority given the board’s current performance and perception of role importance (Exhibit 9).

Step 3: Share and discuss the implications of the diagnostic

A significant step in the board improvement process relates to how the board translates its performance evaluation into action. For some boards we interviewed, the diagnostic revealed one or two areas requiring incremental improvement. For others, a more comprehensive overhaul appeared necessary. In all cases, it was not until the entire board had a shared understanding of the results that a consensus on next steps could be developed.

To facilitate this process, most board evaluation committees syndicated their diagnostic results among all board members. Then, boards met to discuss the implications of the findings: Should a new committee be formed to address one of the specific areas needing improvement? Are there enough issues raised that a committee should be left standing

Exhibit 9**Prioritization: comparing performance to importance**

to guide an overall board improvement process? Will the board use outside help? These are questions that the boards which engaged in a diagnostic addressed before moving on to the final step.

Step 4: Agree on goals and create an implementation plan

To keep motivated, groups set up a series of concrete goals. They created timelines and assigned responsibilities. “We set a series of goals for ourselves, written out, so we would be sure to make them,” said one executive director, “This was particularly helpful as new members transitioned onto the board. It provided a roadmap so they could see where we were going.” Many boards set targets and agreed to re-evaluate their performance periodically. In all cases, the boards that had undergone a self-assessment had positive things to say about the experience. “We moved to a stage where board members now say that this is the best board they ever served on,” notes Peter Bell of CARE USA, “It was certainly time well spent.” Many other interviewees echoed that sentiment.

Conclusion

Most nonprofit leaders agree that building an effective board is critical to a nonprofit's success. Our investigation shows that strong nonprofit boards contribute well beyond their traditional governance responsibilities. But many nonprofit leaders would say that their boards are good – or good enough – rather than undertake the challenge of a multi-year board development program.

For a manager, finding the time to get a board working at peak performance may be difficult given all of the other pressures of running the organization. For an individual board member, pushing a group of capable and already generous volunteers to change their behavior can seem like a thankless task. And getting a board to be dynamic – the main recommendation of this report – requires that performance and challenges be assessed on an ongoing basis.

The investment in building board effectiveness is worthwhile because the pressure on nonprofit organizations is increasing. The advent of charity rating services, internet-based information sources, increased competition for donated funds, growth of earned income, and other changes in the social-need landscape all demand more of nonprofit managers. An effective board is an essential element of organizational capacity. Great boards, once developed, actually remove burdens from management's shoulders and inspire individual board members to increase their commitment. More importantly, great boards bring the expertise, strategic guidance, financial support, and passion required to fulfill an organization's highest aspirations. That is why visionary nonprofit leaders like Lincoln Chen, Sam Meisels, and Patricia Sullivan have dedicated a significant amount of time to the continuous improvement of their boards.

The good news is that board improvement, unlike many other improvement programs that nonprofits and their boards may be contemplating, does not require extensive outside funding. Boosting board performance brings enormous benefits. Receiving these rewards lies completely within the hands of a committed board and its leaders. Since nonprofit boards are comprised of dedicated volunteers who give their time freely to further their organizations' mission, they mostly likely will welcome the opportunity to increase the impact of that investment.

Board members and nonprofit managers should be encouraged to take on the challenge of board improvement. Good boards don't just happen. The representatives from effective nonprofits we spoke with made board effectiveness a priority, and the benefit for their organization will end up being a benefit for society as a whole.

Appendix: list of organizations interviewed

| | |
|--------------------------------|---|
| American Heart Association | National Kidney Foundation |
| American Refugee Committee | National Organization for Victim Assistance |
| America's Second Harvest | National Wildlife Federation |
| Boys & Girls Clubs of America | Natural Resources Defense Council |
| Business Volunteers Unlimited | Nature Conservancy |
| CARE USA | Oxfam America |
| Direct Relief International | Parents as Teachers |
| Easter Seals | Reading Is Fundamental |
| Girl Scouts of the USA | Scholarship America |
| Global Health Council | Share Our Strength |
| Habitat for Humanity | Special Olympics |
| International Rescue Committee | Teach For America |
| Jumpstart | TechnoServe |
| March of Dimes | Trust for Public Land |
| Mothers Against Drunk Driving | U.S. Committee for Refugees |
| National Council on Aging | ZERO TO THREE |

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