

BOARD VITALITY INDEX

A discussion for the Board of Directors with the intent of improving outcomes. Use a grading scale of A (*Excellent Performance*) to F (*Room for Improvement*.)

Area of Concern	Description	Grade A – F
Board Agendas	Drafted in <i>partnership</i> between chief <u>elected</u> officer and chief <u>staff</u> officer (executive director) to facilitate topics that result in <i>meaningful</i> discussions. Easy to understand and <i>distributed in advance</i> to allow leaders to anticipate and prepare. Consistent, agreed-upon format; responsibilities indicated for reporting, and <i>mission statement on the agenda</i> . <i>Reports distributed in advance</i> or available on-line.	
Meeting Minutes	Meeting minutes formatted to <i>identify board decisions</i> , actions and commitments. Key elements include <i>official approval of minutes</i> , <i>acceptance of the financial report</i> , and <i>properly made motions</i> . <i>Starting and ending time</i> indicated as well <i>persons in attendance</i> . In summary, if stakeholders-members read the minutes they would appreciate the <i>significance of the board's work</i> . At the same time – nothing is in the minutes that could be a liability to the organization.	
Mission, Vision and Values	The mission statement is current and <i>often promoted</i> . <i>Directors are aware</i> of how the mission (vision and values) <i>frame and define their efforts</i> .	
Governing Documents	Governing documents are in <i>good order</i> , <i>readily accessible</i> and <i>serving their intended purpose</i> , i.e. articles of incorporation, bylaws, policies.	
Quorum	Directors regularly attend meetings. <i>All meetings have a quorum</i> (majority) ---preferably <i>100 percent</i> of directors are in attendance. <i>Bylaws are enforced</i> regarding absences and chief elected officer approaches <i>directors who miss</i> meetings.	
Orientation	Process exists to <i>transfer governance knowledge</i> to directors yearly (<i>bylaws, articles, mission, policies, strategic plan, business plan and budget</i> .) Board responsibilities are made clear. Information on topics such as strategic direction, understanding financial information, risk management, conflicts of interest, are understood. <i>A Leadership Manual</i> (Board Notebook) is up-to-date and distributed annually, or available on-line.	
Conflict of Interest	<i>A conflict of Interest policy</i> is distributed annually with directors and senior staff disclosing any real or perceived conflicts. All directors are aware of the policy ---and officers know how to <i>process a conflict that may arise</i> .	

Area of Concern	Description	Grade A – F
Nominations and Succession	Interested directors have opportunities for <i>advancement</i> . <i>Term limits</i> exist. <i>Nominating committee</i> understands the <i>traits</i> necessary to build a great board (i.e. reputation, experience, specific desirable skills, industry knowledge.) Nominations occur <i>in accordance with the bylaws</i> and processes are clearly understood by the board, committee and members interested in leadership. <i>Prospective directors</i> are invited to observe Board meetings.	
Risk Management	Directors <i>understand risks</i> such as speaking for the organization, copyright laws, antitrust violations, discrimination, etc. Policies and practices are in place to avoid or minimize risk. The Board is covered by <i>Directors and Insurance</i> (D & O) and the organization is a <i>Corporation</i> in good standing. The board <i>trusts and verifies</i> that appropriate filings have been made with government such as payroll tax, unemployment tax, sale tax, IRS information return (Form 990, corporate filings, trademarks, copyrights, etc.)	
Strategic Outcomes	The <i>board focuses on outcomes and results</i> . Discussions reflect <i>innovative approaches to solving problems</i> . The board understands the distinction between their role of Governance and the staff's role of Management. Stakeholders- <i>members are regularly informed</i> of achievements. A <i>strategic plan</i> is the primary guide of discussions.	
Finances and Budget	<i>Minutes reflect</i> that the <i>board adopted an annual budget</i> . Directors are <i>conversant</i> on aspects such as dues to non-dues ratio, amount (percentage) of savings, administrative vs. program costs, etc. <i>Financial statements are presented</i> at every meeting and reflected in the <i>minutes</i> . A policy exists for an outside independent auditor to conduct periodic <i>audit, review or compilation</i> .	
Committees	Committees have <i>purpose statements</i> and <i>current year charges</i> with <i>performance measures</i> . Committee chairs understand how their work <i>advances the mission and goals</i> . Directors <i>avoid doing committee work at the board table</i> . Committees <i>produce results</i> and committees that does not is approached by the chief elected officer.	
Board – Staff Relations	Directors are <i>aware</i> of the duties of the executive director and act as a <i>supportive partner</i> . <i>Lines of communication and authority</i> are depicted in an organizational chart. Directors maintain a <i>collegial, professional relationship with staff</i> but do not critique or manage staff that fall under the supervision of the executive director.	
NUMERICAL SCORE	<i>Numerical value of each grade:</i> A – 5 B – 4 C – 3 D – 2 F – 1 <i>Highest possible score = 65</i> 55–65 = A 45–54 = B 35–44 = C 25 – 34 = D <i>Below 25 = Needs Significant Improvement</i>	

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