

# Planning the Board Orientation: 12 Key Messages

Don't neglect this all-important activity: orienting and training the board.

By Bob Harris

**T**oo many organizations give short shrift to board orientation. Considering the importance of orienting board members, this is a missed opportunity for seasoned leaders to share their knowledge.

Orientation isn't just a tour of the organization for new directors. The primary purpose is to share information and discuss governance.

## Hold an Orientation at Least Once a Year

Orientation should be conducted annually. An orientation can be held in as little as 90 minutes. Some groups schedule a half day or add team building activities for a day.

In addition to providing information, the orientation doubles as an opportunity to document that board members received governing documents and were briefed on policies such as confidentiality, antitrust avoidance, and conflicts of interest.

The importance of training is amplified by the IRS query on Form 990 about disclosing conflicts, as well as the FTC opinion that trade associations should have antitrust-avoidance measures in place. Noting such lessons in the minutes will bolster a defense if a director, employee, or the board as a whole comes under investigation for antitrust violations.

## Plan the Orientation with Care

Structure the orientation to cover four areas:

1. **information** about the organization
2. **director roles** and responsibilities
3. **risk** awareness
4. **strategic** direction.

“Develop a partnership in which there are shared goals.”

## Be Sure the Orientation Focuses on Governance


When communicating director responsibilities, emphasize these crucial governance concepts:

1. **Directors are trustees** responsible for the corporation, not just volunteers at a table.
2. **“Fiduciary duties” include more than finances.** They also refer to the legal principles of care, obedience, and loyalty.
3. **Directors should be intimate with the budget** and conversant about resources.
4. **Directors must read and understand all governing documents** (articles of incorporation, bylaws, and organizational policies).
5. **Volunteer immunity protects board members** if they work *within* the governing documents; D & O (Directors & Officers) liability insurance covers the board's legal defense.
6. **The board sets the direction;** staff implements the board's decisions. Board members must resist the urge to micromanage or insert themselves into staff members' work.
7. **Directors mustn't comment on staff performance;** their relationship with employees is through the executive director. Use an organizational chart to show channels of communication and lines of authority.
8. **The board doesn't do committee work** at the board table.
9. **Board liaisons attending committee meetings shouldn't usurp the authority** of the committee chair; staff liaisons to committees should be positioned as resources, not secretaries.
10. **The mission statement should frame** nearly every discussion.
11. **Board minutes aren't a newsletter for members but rather a document** to protect the board.
12. **The appropriate place for discourse** is inside the boardroom, not in the parking lot after the meeting or through an e-mail campaign initiated by an upset director.



## Remember Your Role in the Process

As the executive director, you need to be in charge of the orientation process. If you need help, rely on a lawyer, CPA, or executive experienced in orientation procedures.

Be sure the entire board participates in the orientation. The process imparts knowledge and protects the organization when documented through minutes and policy. It's one of the most useful activities you can perform with your board. 

*Bob Harris, CAE (bob@rhcae.com), provides tips and templates on governance at nonprofitcenter.com.*

## For More on the Governance Role

Check out these articles, available at NonprofitWorld.org:

**What Is the Board's Role in Managing Risk?** (Vol. 15, No. 5)

**Build a Team, Not Just a Board** (Vol. 31, No. 3)

**Navigating Tough Conflict of Interest Situations** (Vol. 27, No. 1)

**How Effective Is Your Board? Rate Yourself, & Take Action** (Vol. 32, No. 2)

**Do Your Board Members Know Their Fiduciary Responsibilities?** (Vol. 33, No. 1)

**How to Prepare Board Members to Govern Effectively** (Vol. 25, No. 6)

Also see Learning Institute programs on-line: Board Governance (NonprofitWorld.org/LearningInstitute).



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