Purpose-Driven Board Governance





Wisconsin Community Action Conference





Tiffney Marley

Community Action Head Start Graduate



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National Community Action Partnership
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The Promise Of Community Action

Community Action changes people's lives, embodies the spirit of hope, improves communities, and makes America a better place to live. We care about the entire community and we are dedicated to helping people help themselves and each other.



What We're Covering Today

- Community Action Board Refresh
- Board Purpose Problem
- Four Board Models
- Putting Purpose Into Practice
- Resources





Who is in the room?

- Board Members
- Board Executive
 Committee Members
- CAA Executive Directors
- CAA Management Team
- State Association Staff









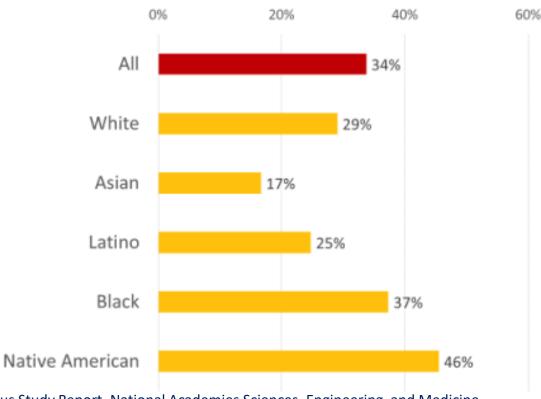
Why did you agree to be a board member?





The Case for Unleashing New Potential

 Share of children with parents in bottom income quintile, who remained in bottom income quintile in adulthood



Reducing Intergenerational Poverty 2023, Consensus Study Report, National Academies Sciences, Engineering, and Medicine





Economic Insecurity Is Widespread, But Families Move In and Out of Poverty

(Drake, 2014) (Cellini, 2008) (Mistry, 2002) (Han, 2021)

Economic insecurity is widespread

- Almost 50% of American families with young children are at risk of poverty before their child enters kindergarten
- More than 50% of all Americans will spend a year in poverty (by age 65)
- 84% of all Black Americans will spend a year in poverty (by age 65)

Families move in and out of poverty over time

- Almost 50% of those who become poor are out of poverty a year later
- But more than 50% of those who previously left poverty will return to poverty within 5 years

THE VOLATILITY AND TURBULENCE CREATED BY ENTERING & LEAVING POVERTY MAY CREATE SERIOUS STRESS FOR PARENTS AND IMPACT PARENTING

Resource: From Chapin Hall, Child and Family Well-being System: Economic and Concreate Supports as a Core Component





We signed on to make a difference

- Create a sense of urgency to get beyond the status quo
- Unleash new potential
- Find new ways to solve tough problems
- Achieve greater impact than we have ever achieved before







"Greatness is not a function of circumstance. Greatness, it turns out, is largely a matter of conscious choice and discipline."

— Jim Collins

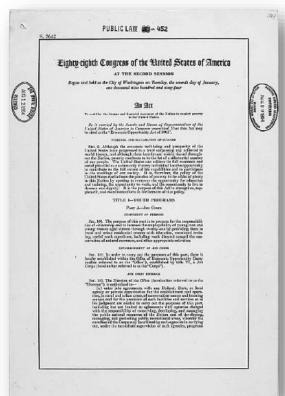


The Purpose, Power, and Possibility of Community Action





Our Unique Legacy





President Johnson Signs the Economic Opportunity Act August 20, 1964





Foundation of Community Action

Economic Opportunity Act of 1964

"Although the economic well-being and prosperity of the United States have progressed to a level surpassing any achieved in world history, and although these benefits are widely shared throughout the Nation, poverty continues to be the lot of a substantial number of our people. The United States can achieve its full economic and social potential as a nation only if every individual has the opportunity to contribute to the full extent of his capabilities and to participate in the workings of our society."





Strong Roots: Community Action

"...It is, therefore, the policy of
the United States to eliminate the paradox of poverty in the midst of
plenty in this Nation by opening to everyone the opportunity for
education and training, the opportunity to work, and the
Opportunity to live in decency and dignity.

It is the purpose of this Act to Strengthen, Supplement, and Coordinate efforts in furtherance of that policy."

The National Community Action Network has had boots-on-the ground in fighting poverty for low-income children and families in local communities since 1964 when the **Economic Opportunity Act** was ratified.







Our Catalytic Mission

Title II, Section 201 (a), of the Economic Opportunity Act
The basic purpose of Community Action is:
"to stimulate a better focusing of all available local, state,
private, and Federal resources upon the goal of enabling
low-income families, and low-income individuals of all ages,
in rural and urban areas, to attain the skills, knowledge, and
motivations, and secure the opportunities needed for
them to become self-sufficient."







The Community Action Board

- Community Action Boards are governing bodies that set out the high-level vision, mission, strategic direction of the CAA/CSBG eligible entity
 - The mission establishes the purpose to which the agency resources are to be devoted
 - Boards are required to fully participate in the development, planning, implementation, and evaluation of CSBG (and the agency as a whole too!)
- Boards govern the entire agency, not only CSBG*
 - For a private nonprofit, the governing body IS the board



CSBG Tripartite Board Structure

Democratically Selected Representatives of Low-Income Sector

Elected Public Official Sector

Private Sector







At Least 1/3

1/3

Remainder

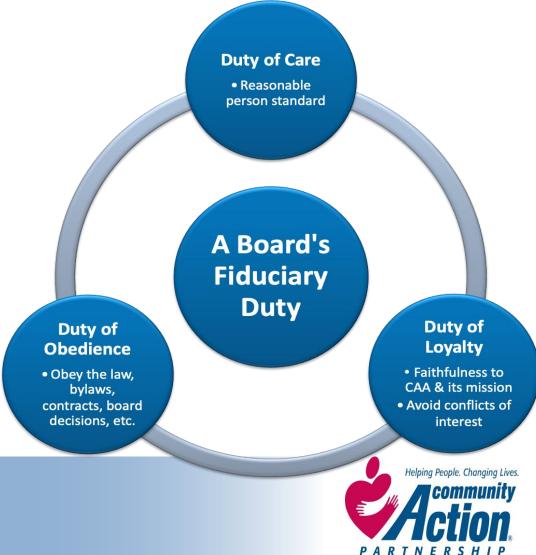




Community Action Board Duties

Board members are fiduciaries. They have the duty to act for someone else's benefit and hold the agency's interest ahead of their own

Who benefits?
Who are the
"Shareholders"?



AMERICA'S POVERTY FIGHTING NETWORK



Duty of Care

Board members have a duty of care to act in "good faith" using the degree of "diligence, care, and skill" as "an **ordinarily prudent person** would in a like position and under similar circumstances"

- The "Pay Attention" Duty
- Be attentive, diligent and thoughtful
- Be familiar with organization's activities
- Active preparation and participation in decision making
 - Discuss and dialogue at board meetings
 - Be engaged
 - Ask questions
 - Prep for board meetings
- Attend all board and committee meetings
- Understand the financial position of the organization



The Duty of Loyalty

- Board Members have a duty to be loyal to the organization
 - Mission
 - Board
 - Avoid Conflicts of Interest
- The "faithfulness" duty
- Must act in the best interests of the organization and its mission
- Have a written conflict of interest policy that is reviewed and signed annually



The Duty of Obedience

- The board has a duty of obedience to the law, organization by-laws, board decisions, contracts, etc.
- Be obedient to the mission of the organization
- Cannot act in a way that is inconsistent to the organization's goals
- Public Trust that board members will manage funds to fulfill the organization's mission
- Ensure organization's resources are dedicated to the mission
- Ensure organization complies with reporting laws



Legal Requirements

Other federal/state funding requirements

State
Nonprofit
Corporation
Act

Articles of incorporation & bylaws

CSBG grant agreement/contract with state

CAA Boards

IRS taxexempt org. requirements

state CSBG statute, regulations, policies Act, block grant regulation, guidance



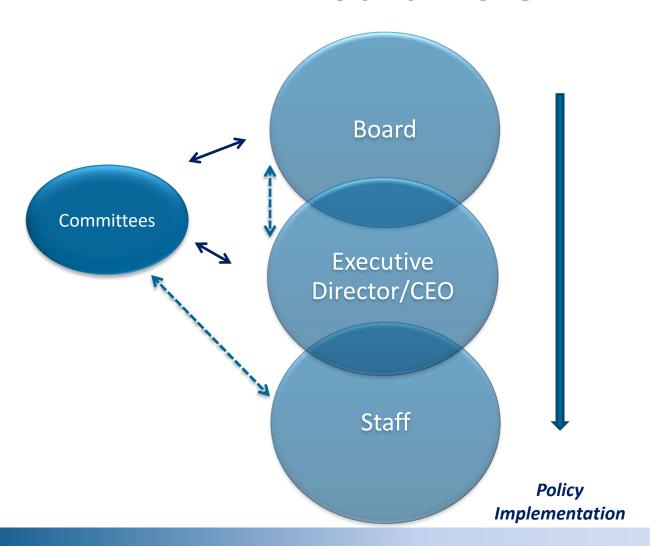


Board Members are Expected to:

- Attend board meetings
- Actively prepare for and participate in board meetings
- Understand the financial position and the fiscal documents provided
- Be knowledgeable of the organization's actions
- Do their homework
- Vote on decisions
 - Honor and respect the overall decision of the board
- Avoid conflicts of interest
- Honor the sensitive nature of the work
- Be ambassadors of the mission and organization in the community



Board Role





What can Board Engagement Look Like?

- Attend board meetings
- Actively prepare for and participate in board meetings
- Understand the financial position and the fiscal documents provided
- Be knowledgeable of the organization's actions
- Do their homework
- Vote on decisions-honor and respect the overall decision of the board
- Avoid conflicts of interest
- Honor the sensitive nature of the work
- Be ambassadors of the mission and organization in the community



Purpose (Why)





Board Purpose and Meaning

- The essential work can be the least meaningful.
 Holding the CAA accountable is not compelling.
- However, when we focus the board only on accountability, we have created a job without a compelling purpose.
- When purpose is not compelling people disengage. The more disengaged they are, the less likely they are to ensure accountabilitycontrary to the fiduciary responsibility.



When we understand our Why, the What gets a lot easier (and compelling)

What

Every organization on the planet knows WHAT they do. These are products they sell or the services.

How

Some organizations know HOW they do it. These are the things that make them special or set them apart from their competition.

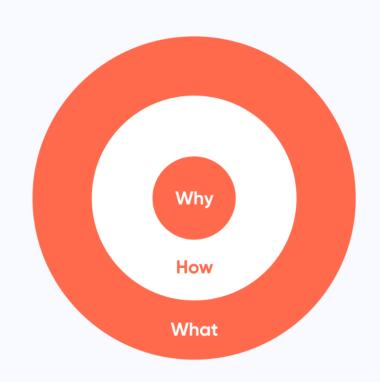
Why

Very few organizations know WHY they do what they do. WHY is not about making money.

That's a result. WHY is a purpose, cause or belief.

It's the very reason your organization exists.

The Golden Circle



Purpose-Driven Board Leadership



Noodling

Thinking about your CAA:

- How strong is each area articulated?
- Does the board have a shared understanding in each area?





Putting Purpose Into Practice







Board Purpose and Meaning

- The essential work can be the least meaningful. Holding the CAA accountable is not compelling.
- However, when we focus the board only on accountability, we have created a job without a compelling purpose.
- When purpose is not compelling people disengage. The more disengaged they are, the less likely they are to ensure accountability- contrary to the fiduciary responsibility.





What does your board engagement look like?

- Recruitment
- Retention
- Participation
- From Different Sector Perspectives
- Board Culture







"We fail more often because we solve the wrong problem than because we get the wrong solution to the right problem."-Russell L. Ackoff







Board Challenges

- Long-term board vacancies
- High board turnover
- Low board attendance
- Lack of board engagement
- Dysfunctional group dynamics
- Lack of engagement
- Lack of understanding
- Unclear roles, responsibilities, and expectations

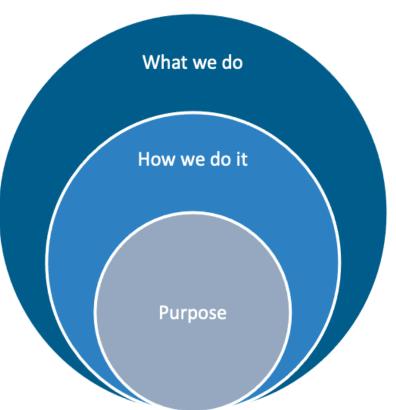




Purpose-Driven Board Leadership

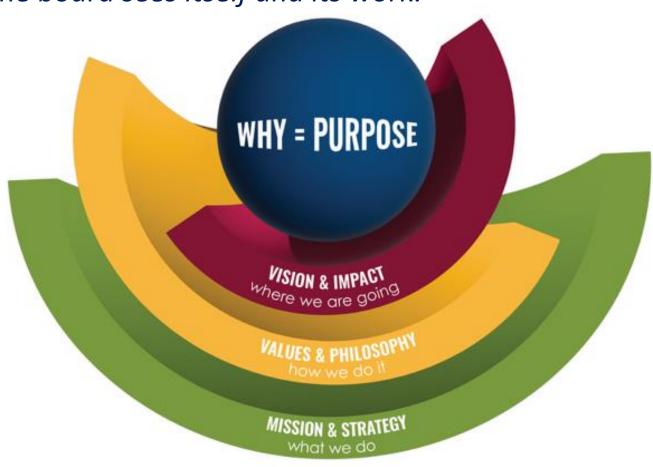
Traditional Framing of Board Role Purpose-Driven Board Leadership





Purpose-Driven Board Leadership

A mindset characterized by four fundamental principles, mutually reinforcing and interdependent, that define the way that the board sees itself and its work.



Noodling

Thinking about your CAA:

- How strong is each area articulated?
- Does the board have a shared understanding in each area?







Purpose-Driven Board Leadership



Purpose before organization: prioritizing the organization's purpose versus the organization itself.



Respect for ecosystem: acknowledging that the organization's actions can positively or negatively impact its surrounding ecosystem, and a commitment to being a respectful and responsible ecosystem player.





Purpose-Driven Board Leadership



Equity mindset: committing to advancing equitable outcomes, and interrogating and avoiding the ways in which the organization's strategies and work may reinforce systemic inequities.



Authorized voice and power: recognizing that organizational power and voice must be authorized by those impacted by the organization's work.





A Tool to Drive Purpose

- Consider when the Board is:
 - Wearing their fiduciary hat boards are watchdogs focused on compliance.



 In the strategic mode - boards are strategists setting goals and mobilizing resources toward execution.



 In the generative mode - boards are engaged and asked to be to be creative in framing the questions at hand, questioning assumptions, and exploring options.







Fiduciary Mode



- The central purpose is stewardship of tangible assets.
- Focus on the fundamentals:
 - Financial status reports
 - Performance outcome reports
 - Ensuring compliance





Fiduciary Mode



- Contractual requirements, Audit, IRS Form 990
 Review CSBG Organizational Standards, etc.
- There has been a renewed emphasis on boards as fiduciaries—responsible for:
 - Oversight
 - Performance accountability
 - Financial integrity
 - Conservation of assets





Focus on Fiduciary



Problems are meant to be spotted and beg the question:

What's wrong?

- Sample fiduciary inquiry questions:
 - What does the opportunity cost?
 - What can we learn from the audit?
 - How well does the budget reflect our priorities & mission?





Strategic Mode



- Ensure a winning strategy for the organization
- Focus is on the environment and planning
 - Community Assessment
 - Strategic Plan
 - Navigating Changing Environment





Strategic Mode



- Strategic boards focus on:
 - The direction of the organization
 - Charged with seeing that the organization fulfills its mission

 A strategic board is one that mostly focuses on the strategic goals of the organization, looking out over a multi-year horizon.





Strategic Mode



Problems are meant to be solved and beg the question:

What's the plan?

- Sample strategic inquiry questions:
 - What's the plan?
 - Is this business model viable?
 - How well does this model fit with our strategic priorities?
 - Who are our competitors?





Generative Mode



- A process for deciding what to pay attention to, what it means, and what to do about it.
- Thinks 'outside the box,' or refuses to admit that there IS a box!
- Engages in analytical thinking to probe assumptions and discern challenges.





Generative Board



- 'Governance as Leadership'- Board's central purpose is to be a source of leadership for the organization.
- A different definition of Leaders:
 - Leaders enable organizations to confront and move forward on complex, value-laden problems that defy a 'right answer' or 'perfect solution.'
- Asks board members to be 'sense makers' interrogating current reality in anticipation of future challenges facing the organization.





Generative Mode



Requires

- The temporary suspension of the things we think we know about how we are supposed to think, and problem solve.
- To enter the discussion at an earlier phase
- Intentionally have more philosophical, broader conversations before we discuss a course of action or push for a decision.





Generative Board



Problems are meant to be framed and beg the question:

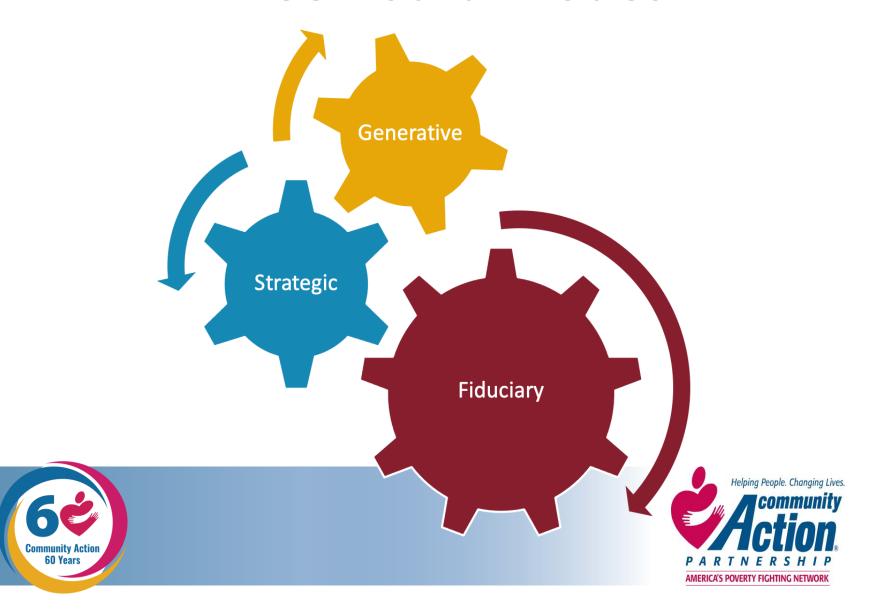
What's the key question?

- Sample generative questions:
 - What are the decisions ahead of us and what process(es) should we use to make them?
 - What can we learn from this?

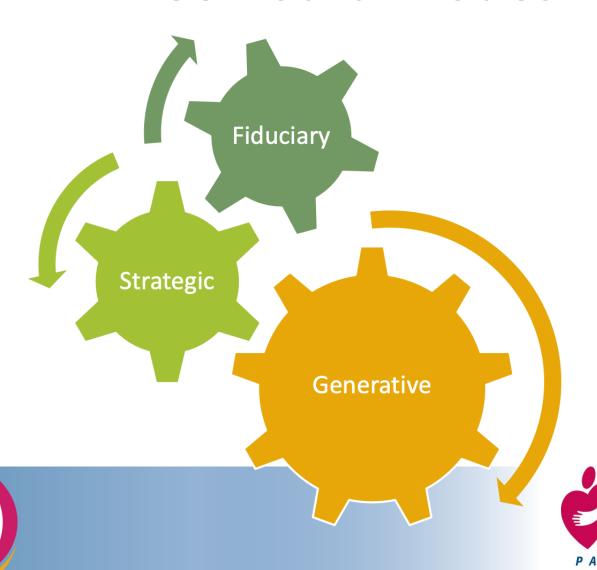




Three Board Modes



Three Board Modes

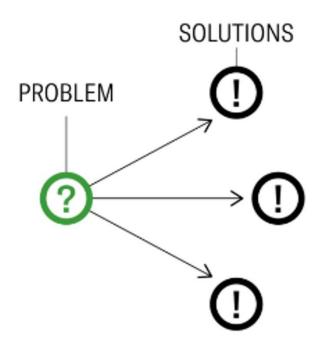


Community Action 60 Years Helping People. Changing Lives.

AMERICA'S POVERTY FIGHTING NETWORK

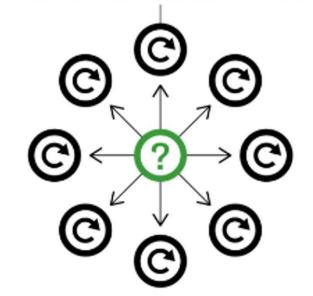
Generative Thinking in Practice

Brainstorming



Frame-storming

ALTERNATIVE PROBLEM FRAMES



Harvard Business Review

To Solve a Tough Problem, Reframe It





Board Purpose Problem

- Job descriptions for board members and training for board members tend to speak only to the first 2 modes. Our recruitment of members focuses on modes 1 and 2.
- Boards need to work in all three modes.
 - Different issues call for different modes.
- Some boards focus purely on the fiduciary mode. If our question is how to enrich the work of the board, helping the board think more in the generative is a solution worth considering.



Generative Thinking in Practice

Have a consent agenda

Use silent starts

Use one-minute essays

Include time for mini retreat sessions

Look for "generative landmarks" during discussions about even seemingly routine matters



Generative Thinking in Practice

 Assure the Board table is a true container for cocreating with people with lived poverty experience



 Are barriers to lived experience voice emerging addressed (Robert's Rules of Order)?

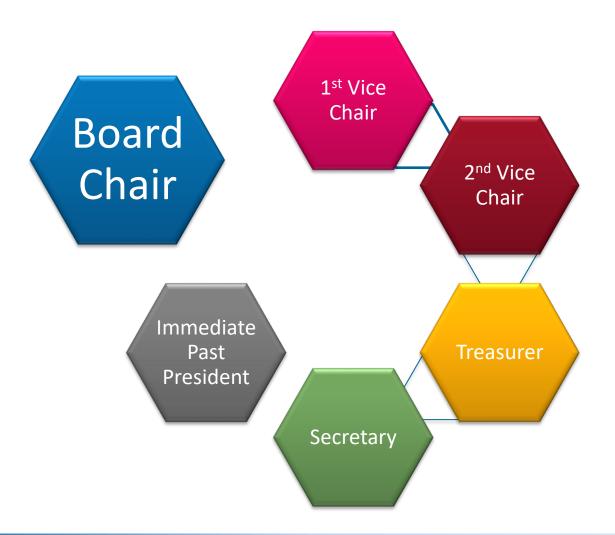


The Board Acts as a Body But Has Many Moving Parts





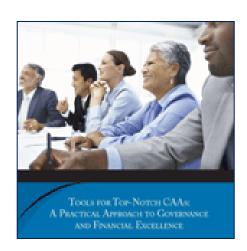
Board Officers





Active Committees

- Clearly define each committee's role and authority
- Get the appropriate people on each committee
- Be sure committees meet as often as needed
- Give committees meaningful assignments in between board meetings
- Have written committee charges



See pages 19 and 31 for more information on board committees!



Look at Your Committees

Executive

Finance/Audit

Personnel

Board Development Fund Development Program/ Planning/ Evaluation

Strategic Planning

Other?

Standing Ad Hoc?



Board of Directors

Executive Committee

Board Chair

Executive Director

Key Relationship

Leadership Team

Staff



Joint Efforts

Governance

- Meeting Agendas
- BoardCalendar
- Board Development
- Board Orientation
- Recruitment

Planning

- Strategic Planning
- Succession Planning

Finance

- Financial Oversight
- Fundraising
- Audit

Advocacy

- Lobbying
- Public Statements
- Community Relations

Key Facet – No Surprises!



Good Governance is Good Leadership

- Board and Management
- Tone at the Top
 - Compliance
 - Ethical Behavior
 - Avoiding Conflicts of Interest
- Bylaws that work for the organization
- Board Directors and Officers Liability Insurance





Board Process: Schedule

Frequency, Timing, and Location

- As frequent as needed; not so frequent that commitment is difficult/there is limited action
- Consider key agency deadlines for activities (strategic planning; agency audit; ED performance and compensation review; Grant Applications; Community Needs Assessment; etc.)
- Time of Day
- Location

Notification

 Ensure all board members have notice of meeting schedule and have reminders of meetings



Board Process: Meeting Agendas

- Agenda Development
 - Chair and Executive Director
- Standing Items for Agenda:
 - Review & approval of prior meeting minutes
 - Financial report
 - Programmatic report
 - Next Meeting date & time reminder
- Timing and Flow
- Balancing Time Regulative/Fiduciary, Strategic, and Generative Discussions



Board Meetings

- Know:
 - Attendance required for Quorum
 - Voting Decision Thresholds
 - Required items of action
- Run by Chair, but the Chair shouldn't do everything in the meeting
- Create space and time for discussion
- Create space for informal connection building



Reflection



How are we ensuring good governance in our practices?

- What is working?
- What could we do to strengthen our governance practices?



Resources



Resources

- The Four Principles of Purpose-Driven Board Leadership
- The Four Principles of Purpose-Driven Board Leadership (Video)





Critical Relationship: Board Chair-ED/CEO



IV. EXECUTIVE DIRECTOR AND BOARD CHAIR RELATIONSHIP

The board chair and executive director work closely together to ensure that all board members and senior management are receiving the information they need to execute their respective responsibilities.

A. Establishing the Roles and Responsibilities

The responsibilities of the board chair often include:

- Working with the executive director (and executive committee, if applicable) to
 establish the agenda for the board meetings;
- · Acting as the liaison between the executive director and the full board;
- · Serving as the spokesperson for the full board (if so authorized by the board);
- Convening and conducting regular board meetings and ensuring a quorum is established;
- Moderating and facilitating board discussions to encourage varying points of view; and
- Helping to organize and lead new member orientations (with the executive director and governance committee).

The specific positions, titles and duties of an organization's officers, including the board chair, should be set forth in the CAA's bylaws. For nonprofit CAAs, the majority of state nonprofit corporate laws require officers of a nonprofit board to include a precisiont, secretary, and treasurer, in addition to any other position that the board may wish to designate. A board president is often referred to by a CAA as the board chair, if state nonprofit corporate laws require a president, but a CAA has a board chair, the CAA should specify in its bylaws that the board chair serves as the president for purposes of the state's corporate laws. The board chair, along with the other officers, is elected by the board. Officers typically serve for an annual term but the bylaws may specify a longer term. For public CAAs, a local ordinance, if one exists, that establishes the authority of the tripartite board and its bylaws will govern the designation and selection of officers of the board.

B. Cultivating a Partnership

The chair may work with the executive director to help him/her navigate and achieve the goals and objectives established for the executive director by the full board or a board committee. The chair often serves as a sounding board for the concerns of the executive director. When the executive director is under stress or experiencing some difficulty in communicating with board members.

Dynamic Duo: A Guide to Enhancing the Board & Executive Director Partnership

25



CAPLAW Resource: Working with an **Elected Public** Official's Representative on the Tripartite Board

CAPLAW FAQ







A series of common legal questions and answers for the CAA network

Working with an Elected Public Official's Representative on the Tripartite Board

By Allison Ma'luf, Esq. September 2018

Elected public officials serve a crucial role on a Community Action Agency's (CAA) tripartite board. Not only do they raise awareness of poverty in the community and at various levels of government, they are also integral in fostering close coordination between local public agencies and Community Action efforts. Recognizing the often overwhelming demands elected public officials regularly face, the federal Community Services Block Grant (CSBG) Act gives a public official invited to serve on the tripartite board the option to have a representative serve in his or her place. This FAQ addresses a variety of questions received by CAPLAW about the selection and management of representatives serving in place of elected public officials on tripartite boards. The answers to these questions often depend on the requirements in a CAA's bylaws. While this FAQ discusses the federal CSBG Act's requirements and offers recommended practices, CAAs should note that they must continue to follow their bylaws as currently written until they are amended pursuant to the applicable bylaws provisions and/or state or local laws.

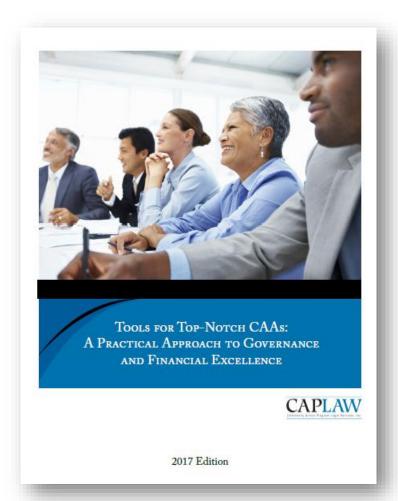
- What legal requirements apply to how representatives of elected public officials are selected and managed?
- Can a representative serve as an alternate or proxy rather than in place of the elected public official?
- 3. Who may serve as a representative of an elected public official?
- 4. Is a tripartite board required to accept an elected public official's choice for a representative?

- What if an elected public official delays in appointing a representative to serve in his or her place?
- 6. If an elected public official is no longer in office, can the representative continue to serve on the board?
- Can a representative of an elected public official be unilaterally removed by the elected public official?
- 8. What happens when a representative of an elected public official is no longer able to serve?

https://caplaw.org/resources/faqs/Governance/CAPLAW FAQ WorkingwithElectedPublicOfficalsRep Sept2018.pdf



Toolkit for Top Notch CAAs



CAPLAW

Tools for Top-Notch CAAs: A Practical Approach to Governance and Financial Excellence

Preface: Compliance with the CSBG Organizational Standards	1
Section 1: Making Board Meetings Matter	5
Section 2: Improving a CAA's Financial Capacity	29
Section 3: Creating the Annual Operating Budget	67
Section 4: Getting the Most Out of Your Financial Statements	83
Section 5: Dealing with Conflicts of Interest	107
Section 6: Adopting a Whistleblower Policy	121
Addendum: Challenges and Solutions for Rural/Small CAAs	135
Appendices	145



Do the Right Thing GUIDEBOOK

Toolkit: Do the Right Thing





How CAAs Can Cultivate a Culture of Compliance and High Ethical Standards



SECTION III. HOW CAN CAA LEADERS CULTIVATE A CULTURE OF COMPLIANCE AND HIGH ETHICAL STANDARDS?

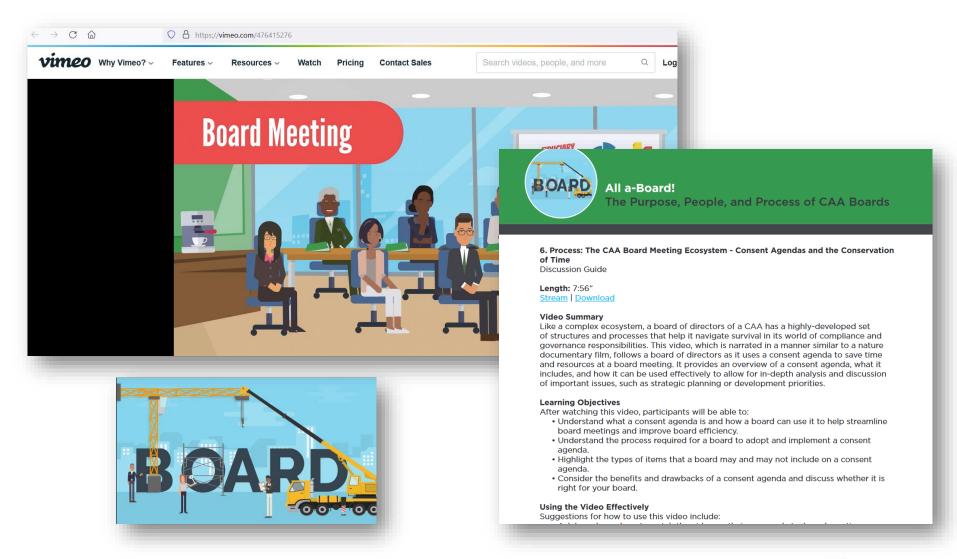
Following are 10 actions CAAs leaders can take to ensure compliance and ethical behavior throughout their organizations:



These actions – which need neither be expensive nor complicated – represent a continuous process that can and should be integrated into the organization's existing operations. This Guidebook describes each of these actions in further detail.



CAPLAW All A-Board! Board Training Videos









Raising the Low-Income Voice: Case Studies in Democratic Selection Procedures

Raising the Low-Income Voice

Case Studies in Democratic Selection Procedures



Updated April 2021

Since the inception of the Economic Opportunity Act, a fundamental goal of Community Action has been to provide low-income individuals with a voice in the administration of its poverty-alleviating programs. With the Community Services Block Grant (CSBG) Act's call to achieve "maximum participation" of the low-income community in the development, planning, implementation, and evaluation of CSBG-funded programs, a critical venue for the low-income community's participation is their representation on the tripartite board.

Despite the importance placed on maximum participation of the low-income community,

such as election to a position of responsibility in another significant service or community organization such as a school PTA, a faith-based organization leadership group; or an advisory board/governing council to another low-income service provider."

IM 82 advises CAAs to ensure democratic selection procedures "directly through election [or] public form," but if that is not possible, it lists a number of alternatives. The case studies in Raising the Low-Income Voice are focused on the "direct" democratic procedures. If a CAA determines that direct democratic procedures are not possible, it will likely be able to comply with the law by creating what may be called

- Seek applicants through social media, word of mouth, civic/community involvement and other entities that serve low-income population.
- Qualified applicant(s) is/are elected by low-income population in service area.
- · Ballot election is held:
 - » In Community Services Department
 - » During high volume service time
 - » Bio for applicant available during the election process
 - » Educate voting participants in person and in written document as to the need for low income Board representation
 - » Voter sign in sheet
 - » Ballots are tallied when election is complete
 - » Hold orientation for newly elected Board member before the next scheduled Board of Director' meeting
- Outcome of election is presented to Board of Directors for approval at the next scheduled meeting
- · Ballots/Voter sign in sheet retained in Board Minutes permanent record

https://www.caplaw.org/resources/PublicationDocuments/CAPLAW_RaisingtheLowIncome Voice Introduction April2021.pdf







CAA Board Meetings: Template Meeting Minutes and Index of Form Resolutions

Introduction

Community action agency (CAA) boards perform vital governance and oversight functions

for the mem Meet loyalt of the

CAA Board Meeting Minutes Template

[CAA Name]

Minutes of a [Regular or Special Meeting of] the Board of Directors
of [Legal Name of the Organization]
Held on [Date] at/via [Location]

Board Members Present: [List names and titles, if any]

Board Members Absent: [List names and titles, if any]

Staff Present: [List names and titles, if any]

Guests Present: [List names, titles, and affiliations, if any]

1. Call to Order

[Board Chair Name] called this [regular or special] meeting of the board to order at [time]. All board members were present at the start of the meeting [except for Name]. A quorum was present. [Board Chair Name] presided over the meeting and confirmed that all participants could see and hear one another. All participated in person, except for [Name], who participated

Template: Board Meeting Minutes and Resolutions

2-part template:

- Board meeting minutes
- Index of board resolutions

Available on the CAPLAW website:

https://resources.caplaw.org/resources/template-meeting-minutes-and-index-of-form-resolutions/



CSBG Organizational Standards Tools



https://communityactionpartnership.com/organizational-standards/



T/A Guides Toolkits and Webinars for Each of the Nine Categories

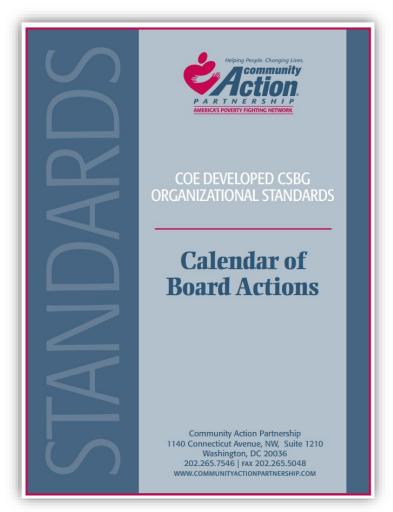
- Additional Guidance
 - Definition
 - Compliance
 - Document
- Beyond Compliance
- Resources
- Assessment Scales



Calendar of Activities

The Organizational
 Standards have several
 requirements for
 boards that happen on
 different time cycles—
 use our Calendar of
 Activities to help
 manage requirements

https://communityactionpartnership.com/wp-content/uploads/2018/08/29 Schedule-for-Boards Final-Fillable.pdf







Executive Director &

Board Chair Symposium

June 26th & 27th St. Paul, MN

LEARN MORE AND REGISTER!



2024 ANNUAL CONVENTION

Inspiring Hope and Advancing Opportunity

August 28-30 (Pre-Con: 26-27) | Seattle, WA

Join us for a Special Preconference: Board Development Institute



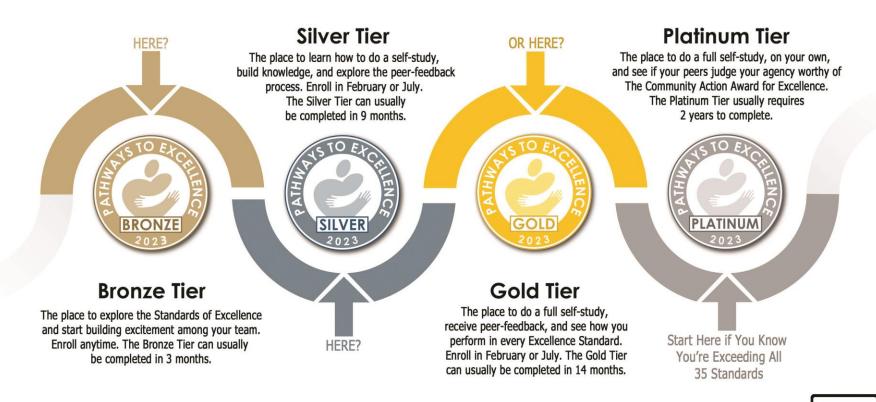






Where Will Your Excellence Journey Begin?

With the National Community Action Partnership's Pathways to Excellence Program, you can start your journey toward Excellence in the place that's best for you and your Agency.



Learn More



SCAN ME

communityactionpartnership.com /pathways-to-excellence/

For More Info





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#CommunityActionWorks - #WeR1000Strong #BeCommunityAction

@CAPartnership
@PartnershipCEO

<u>www.communityactionpartnership.com</u> *Thank you!*

