



# BOARD MEMBER HANDBOOK

**A Guide for Board Members of Groundwork Trusts**

Groundwork USA – August 2017

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## WELCOME TO THE GROUNDWORK NETWORK!

This Board Member’s Handbook provides an overview of the experience, expectations, and resources available to you as you begin your work as a Groundwork Trust board member. The content in this handbook is meant as a supplement to the welcome and information you receive from your own Trust. We encourage you to take the time to read through this overview to get a sense of the focus areas and processes that define the work of a board member. Each focus area is accompanied by links to additional readings on the Groundwork Intranet.

The content in this handbook is by no means exhaustive. The work of a Groundwork board member is always evolving and your experience will be unique based on your board’s policies, culture, and leadership and your own participation. However, we offer this snapshot of your role and aim to answer key questions you may have as you orient yourself within your Trust’s board, your community, and the Groundwork network.

Throughout this handbook, you will see references to materials **“On the Intranet.”** This indicates that key samples, templates, or resources are available on the network’s private online resource library (<http://intranet.groundworkusa.org>). If you have not yet obtained access to this private online library, please contact GWUSA to obtain an account login.

This material is meant for new and early-stage board members, with additional links for more seasoned board members across the network as well as other key staff and stakeholders who regularly work with and develop GW Trust boards.

## I. ABOUT THE GROUNDWORK NETWORK

### A. *Groundwork Mission and Purpose*

*The mission of the Groundwork USA network is to bring about the sustained regeneration, improvement, and management of the physical environment by developing community-based partnerships that empower people, businesses, and organizations to promote environmental, economic, and social well-being.*

Groundwork USA is a growing national network of nonprofits working within their local communities to turn brownfields into parks, gardens and greenways; restore urban waterways and water systems; create neighborhood infrastructure for active living; expand local food production and access; and advance equitable development. The Groundwork model focuses on environmental improvement and building community capacity in marginalized communities through collaborative transformation of neglected land and waterways and stewardship of newly created assets. Youth development programs are embedded in all Trusts' work. Tackling legacies of racism and social injustice is an overarching purpose of the network.

As of 2017, the network is composed of 20 Trusts, most in cities -- either mid-sized cities or low-income neighborhoods in larger metropolitan areas. Our network grows by 1-2 Trusts per year. All Groundwork communities suffer from legacies of disinvestment, neglect, and racism. Through technical assistance programs for practitioners in local government and community-based organizations, Groundwork USA also serves communities with similar challenges beyond our network.

**\*\* *On the Intranet* – Groundwork Trusts, Locations, and Contact List:** An updated list can be found on the Groundwork USA website: <http://groundworkusa.org/groundwork-network>

### B. *Groundwork History*

The first Groundwork Trust was founded in 1982 in England in response to growth in the number of abandoned industrial sites and was developed to improve the physical environment of the “urban fringe.” The Groundwork UK network has become a highly successful partnership of public, private, and voluntary sector interests in a coordinated effort to reclaim abandoned, run-down sites as open spaces with an emphasis on recreation, beautification, economic development, and access to the countryside. Groundwork USA, modeled after Groundwork UK, started as a collaborative effort between the US Environmental Protection Agency (EPA) and National Park Service (NPS). The Groundwork USA/EPA/National Park Service partnership has expanded over the years and now involves more parts of both federal agencies.

### ***C. Program Focus Areas***

Groundwork USA and the Trusts engage everyday people and communities to make tangible improvements in environmental, economic, and social conditions, and improve health and overall quality of life, and increase the likelihood of upward mobility. Across the nation, Trusts' work falls into five main focus areas:

- Equity and Inclusion
- Healthy Communities
- Transforming Brownfields
- Urban Waters
- Youth Development

Learn more about these focus areas on the GWUSA website: <http://groundworkusa.org/focus-areas>. The Groundwork network is full of innovative programs serving these key focus areas. Program designs vary depending on the cultural context and regional environments in which they are run. All Groundwork Trusts involve youth in these areas of work.

### ***D. What is Groundwork USA?***

GWUSA is a 501(c)3 nonprofit organization, incorporated in the State of New York in 2003, that is responsible for overseeing the national operations of the GW Network in the United States – helping Trusts build organizational capacity and thrive, providing technical assistance in program and project development, facilitating peer-to-peer support within the network, and developing external partnerships with agencies, foundations, national non-profit organizations and others. Each independent, locally-driven GW Trust is an affiliate of GWUSA. GWUSA has steadily increased the support and technical assistance it provides to the Trusts.

#### **GWUSA Goals and Objectives:**

- Support and strengthen Trusts in their ability to operate effectively on the ground, deliver high quality projects and programs, and grow their organizations, by providing technical assistance, attracting resources from national funders, and advancing peer-to-peer exchange of knowledge across the network.
- Promote the Groundwork USA brand nationally as a means of raising the GW Network profile (to generate more resources and opportunities for the Trusts)
- Protect the Groundwork USA name and brand by ensuring that the Trusts are operating within a consistent set of standards, meeting our mission in their communities and observing nonprofit management best practices.
- Manage the process of expanding the GW Network.
- Track the progress of individual Trusts and the GW Network as a whole and share information within the GW Network and with national funders and partners.

### Groundwork USA Network Services:

Groundwork USA provides the following services and resources. This is a non-exclusive, evolving list. Please make sure to communicate your needs and aspirations for support to Groundwork USA staff.

**\*\* On the Intranet** – Details about the following GWUSA resources and types of assistance:

<http://intranet.groundworkusa.org/gwusa-network-services>

- GWUSA Staff Support
- Technical Assistance
- Online Intranet
- Monthly Webinars
- National Assembly and Youth Summit
- Trust Meet-Ups
- Professional Development
- Working Groups
- Organizational and Network Capacity Reviews
- National Funding Opportunities

**GWUSA Leadership and Staff:** GWUSA is directed by its executive director and a national board of directors, and works in partnership with the National Park Service and US Environmental Protection Agency to achieve the mission of the GW Network. Within NPS, GWUSA’s lead point of contact is the Rivers, Trails, and Conservation Assistance Program, although we also have close relationships with the Youth Programs Office, senior NPS leadership and several units of the National Park System, such as Yellowstone National Park, Grand Teton National Park, and Gateway National Recreation Area. At EPA, GWUSA’s lead contact is the Brownfields Program, but we also have close relationships with the Office of Water and other offices at EPA headquarters.

Staff you are likely to work with at Groundwork USA include:

- Stephen Burrington, Executive Director
- Anjali Thavendran Chen, Director of Operations
- Amanda Cochrane, Director of Resource Development
- Kate O’Brien, Director of Capacity Building
- Curt Collier, National Youth Programs Director
- Liz Carver, Communications and Network Development Manager
- Ann-Marie Mitroff, River Programs Director
- Latanya Jackson, Business Manager

The Groundwork USA board of directors consists of Trust representatives and leaders from the public and private sector. You can find the current list of board members, with their bios, at <http://groundworkusa.org/about-us/our-people-partners>.



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A list of current Groundwork USA partners – federal agencies, national non-profit organizations, and foundations – can be found at <http://groundworkusa.org/about-us/our-people-partners>



## II. WHAT DOES A GROUNDWORK TRUST BOARD MEMBER DO?

As a member of a Groundwork Trust board, you are an integral part of guiding and overseeing critical work in your community. Your board's role is to pay close attention to the needs of your Trust, your Trust's board, and staff leadership. The structure and activities your board takes on will reflect those needs and should be flexible enough to adapt as the Trust grows over time.

The board is comprised of individuals from the community - local residents, businesses, and community leaders and government officials who are supportive of the Groundwork mission and willing to donate their time and talent to the organization. Your board should include representatives of the community in which you work and reflect its diversity. The board is accountable for the overall direction and policies of the organization. Articles of Incorporation and by-laws set out its authority. Members of nonprofit boards are generally motivated by a desire to serve the community and help make it a better place to live. Nonprofit board members may not receive monetary compensation for their service.

Board size, composition, and fundraising and other activities are among the best measures of a Trust's health. In an organization's early days, and a time of transition or financial difficulty, the board will make the difference between success and failure. The board is a vital part of the Trust's network in the community, a group of ambassadors, and the only oversight body for the organization's internal affairs. It needs effective leadership – the previous collapse of more than one Groundwork Trust is directly attributable to ineffectual board leadership.

### A. *Role of a GW Trust Board*

- Establish and refine the Trust's mission and purpose
- Provide thought leadership
- Outreach – expansion of the Trust's network
- Support the executive director and review their performance
- Ensure effective organizational planning
- Ensure adequate funding for the Trust
- Ensure effective management of resources
- Set strategic direction for the Trust's programs and services
- Enhance the Trust's public image
- Assess the board's own performance

**B.** *Common Pitfalls*

To understand the proper role of the board, and carry it out effectively, you should keep in mind some of the most common ways boards fail. They include:

- Lack of leadership/initiative by the board chair and executive committee.
- Failure to show initiative, accept responsibility, or build know-how in attracting resources – above all funding, but also donor prospects, new board members, and partnerships.
- Insufficient financial understanding or vigilance in providing financial oversight.
- Poor team skills or micromanagement -- exhibited through controlling behavior, failure to engage board members and delegate work, and/or disempowerment of the ED.

Board service, particularly for a small organization, means work – it is not merely a status or advisory activity. If a board’s members are not routinely engaged in board work, the situation needs to be addressed decisively as a threat to organization’s well-being and continued existence. Annual board self-assessments are an important tool for ensuring effectiveness.

### C. *Specific Duties of a GW Trust Board Member*

#### **\*\* On the Intranet:**

- **Duties and Commitments of a Groundwork Board of Directors and Trust Located in the “Developing Your Board” page:**  
<http://intranet.groundworkusa.org/developing-your-board>

The Board member’s specific duties include the following:

#### **Overall Fiduciary Service:**

- To prepare for, and attend in their entirety, board meetings.
- To serve in leadership positions and committee assignments willingly and enthusiastically.
- To bring perspective and a sense of humor to the board’s deliberations.
- To ensure compliance with governance documents and laws, a duty of care and loyalty to the organization.
- To advocate for your Trust whenever possible, striving to connect resources to the organization, and raise the profile of the Trust with potential partners, funders, and stakeholders.

#### **Policy and Planning:**

- To participate in the development and establishment of policies through which the work of the organization is accomplished.
- To suggest policy-related agenda items for meetings and ask timely and substantive questions, while supporting the majority decision on matters decided by the board.
- To help ensure effective organizational planning by reviewing, critiquing and approving annual budgets and work plans, as well as strategic plans.
- To identify changing constituency and stakeholder interest and build stakeholder engagement.

#### **Finances:**

- To ensure the organization’s long-term financial stability and integrity.
- To adopt an annual budget that is responsible financially.
- To ensure that periodic audits of the organization’s finances are conducted and otherwise assist the board to fulfill its fiduciary responsibility.

#### **Development:**

- To make every effort to ensure that the organization has the resources necessary for current and long-term financial solvency.
- To make a financial gift to the organization that is personally significant.
- To understand and support the organization’s fund development efforts, even if you are not expected to ask for funds yourself.
- To use every opportunity to heighten the profile of the organization in the community and to its members/constituents.

### Integrity:

- To maintain independence and objectivity and serve with a sense of ethics and personal integrity.
- To fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest; or facts that would have significance in board decision-making.
- To act for the good of the organization, rather than for personal benefit.
- To respect the confidentiality of sensitive information known due to board service.
- To respect the diversity of opinions expressed or acted upon by the board, its committees and membership, and register dissent as appropriate.
- To promote collaboration, cooperation, and partnership among the board, staff, and partners or stakeholders.

### Governance, including Self-Assessment:

- Participate in the board's periodic assessment of its own performance and recommend improvement in such areas as composition, committee structure, tenure, retention, and responsibilities.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Assist in the annual performance evaluation of the executive director.

### D. *Activities of a GW Trust Board Member*

The following are ways in which GW Trust board members should carry out the above duties.

1. **Be a “working” board member – but respect the role of the executive director:** Get involved and offer your time, expertise, and enthusiasm to the operations and governance of the Trust, and help wherever you can to make the executive director's job easier. Contribute your skills and bring your own perspective to add to the strength and effectiveness of the organization. Encourage and assist leadership and staff. Understand the role of the executive director and the need for delegation of internal and external responsibilities within the context of overall board strategic direction.
2. **Be an attentive and involved board member:** Attend all board meetings and serve on at least one committee. Review materials before meetings and actively contribute to discussion and decisions. Feel comfortable expressing disagreement against proposals for which you are not in favor. Carefully and regularly review the Trust's financial statements to be informed about how resources are being used.
3. **Be a “give or get” board member:** Commit to giving or helping to raise a certain level of cash, goods and/or services for your Trust each year. This amount can be determined with the board and executive director and should allow for board members to actively engage in and support fundraising and donor cultivation in the ways that are best suited to them and the Trust.

4. **Be an ambassador:** Understand and embody the mission, vision and work of the Trust. Help pursue and establish new connections and relationships with key partners, funders, and stakeholders. Advocate for the Trust in the community and beyond.
5. **Manage the Trust's risk through effective policies:** Make sure your board has clear definitions, policies, and processes for addressing potential and actual conflicts of interest, financial/fiscal matters, insurance, and personnel issues. Help to develop and improve these if the Trust has not established them clearly. Understand the board's role in as distinct from the executive director's role.
6. **Work for the Trust's good, not your own:** Execute your board duties unselfishly to benefit the Trust. Be aware of the complex needs of the Trust as it undertakes its mission and learn what you can do to support that work.
7. **Be transparent about potential conflicts of interest:** Disclose situations with potential for conflict-of-interest with the organization's mission, keep personal business interest separate, and always seek to do what is in the best interest of the Trust.
8. **Keep confidential board business confidential:** Maintain trust and transparency with your fellow board members by establishing and upholding clear confidentiality obligations.

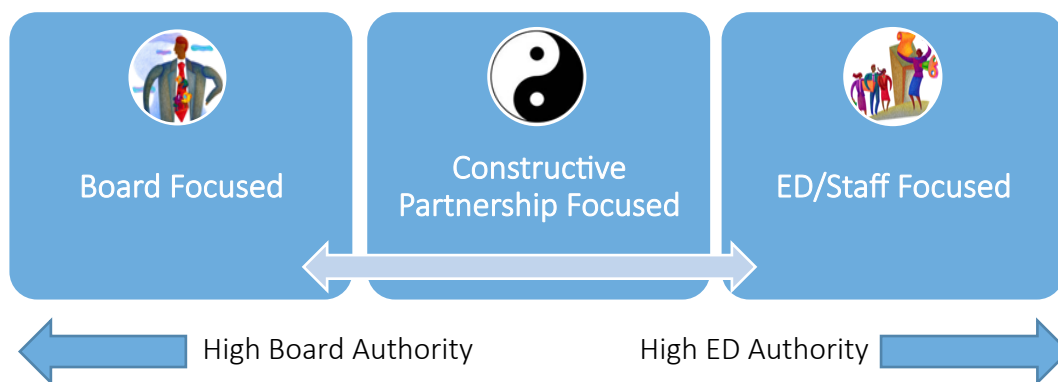
#### **E. Commitments of Staff Leadership to Board Members**

1. **Keep board members informed:** The Trust's leadership will provide regular updates and valuable information to board members about the Trust, its work, progress, and upcoming opportunities and challenges. To support the active involvement of board members, the Trust's executive director and board leadership will present information on an ongoing basis in a straightforward and thorough manner and identify questions that are emerging about how best to realize the mission and vision of the organization. The executive director and board leadership will be forthcoming in answering questions and providing information.
2. **Seek input and support the board's work:** The staff will look to the board for vision and will support the work of the board in every way possible. The executive director will lead the Trust with the board's guidance to fully carry out the mission of the organization and maximize the positive impact of the Trust in the community.
3. **Utilize the board's time and resources effectively:** Board meetings will be as substantive and productive as possible, fully engaging board members in discussion while respecting their time by beginning and ending promptly.
4. **Develop the board:** Trust and board leadership will explore and supply training and board development opportunities to board members whenever possible to help build skills, relationships, and active engagement in board work. Leadership will make an effort to make your participation on the board a rewarding and fulfilling experience.

### III. BOARD OPERATIONS & STRUCTURE

#### A. *Board Governance Structure: Working Together*

The overall governance structure of non-profit organizations can be broadly categorized into three main types: heavy authority exercised by the board, authority and decision-making led by executive director and staff, and decision-making led by a board/executive director partnership. Groundwork USA recommends the partnership model where the board and the ED work together in a constructive partnership to tackle the issues facing the organization and to build the organization's capacity to be effective in achieving its mission.



The executive director, board chair, and board members are responsible for building and maintaining constructive partnerships with each other in support of the Trust's work. This requires time and attention to foster positive relationships and build mutual respect. Here are some suggestions for a new board member:

**Get involved in your Trust's work:** All board members should feel engaged and involved in the Trust's mission and efforts should be made by all parties to ensure board members' participation in Trust activities, events, and planning sessions. Join your Trust's local events, observe programs in action, and most importantly, talk to your Trust's executive director and staff and ask them about their work.

**Get engaged with GWUSA and the larger GW Network:** Trust board members should also feel engaged in the national GW network. Board members who have attended the annual Groundwork USA national assemblies report leaving them feeling more connected to the GW mission and more energized and passionate about the work their Trust is doing. Make time to attend the national assembly and consider participating in other GWUSA-led events. Join monthly network calls and feel free to communicate with GWUSA staff to stay informed about what's happening across the network.

**Get informed about other Trusts:** Experience tells us that some of the biggest learning opportunities take place when Trust leaders and staff get together to share stories, challenges,

successes, and strategies with each other. Reach out to other Trust board members and executive directors to find out what they are working on. In-person site visits (or phone calls) can be an exciting way to see and hear first-hand the inspiring work taking place all over the GW network and get new ideas for your own work and processes. This is also a great way to solve problems when you and/or your board are struggling with a challenge. Reach out and tap into the wealth of knowledge across the GW network.

### ***B. Stages of Board Development***

What kind of board does your Trust need? The systems, operations, policies, and structure of your board are likely to change over several years as your Trust grows and matures. Similarly, the roles, responsibilities, and skills of your board members should vary and shift depending on the context in which you operate and the life stage described below -- organizing, governing, institutional -- your board is currently experiencing. Consider the following as you plan your board's structure and tailor its activities to the specific needs of your Trust.

**Organizing Board:** Smaller Trusts may have boards that are more informal and more homogenous in terms of skills and expertise, but simultaneously more involved in Trust operations. These boards are highly committed groups of people, often including at least a few of the Trust's founding members or partners. As these boards move forward with their work, they should continually be reflecting on the type of work they do, how well it is meeting the short and long term needs of the Trust, whether it is advancing the Trust to a higher level of security and sustainability, and how it is getting accomplished.

**Governing Board:** Growing Trusts in their "adolescent" phases tend to shift their sights to longer-term strategies and relationship-building. Their boards begin to expand and diversify to include specialists and professionals providing guidance, oversight, fundraising, connections and long-term planning. A governing board structure features clear and more traditional roles and tasks and generally includes a governance structure that allows tasks to be delegated to standing and ad-hoc committees. As these boards proceed with their work, the key questions become focused on board identity – reflecting on who they are as a board and how that identity is going to help develop a strong vision for their Trust.

**Institutional Board:** Mature Trusts' boards have established solid structures, processes, and cultures and turn their sights to deepening community relationships, resources, and influence for the Trust. An institutional board is large, skilled, and highly specialized to meet the ongoing fundraising, policy, legal, financial, and community relations needs of the Trust. An institutional board has a strong and established structure and Trust oversight is delegated to formal committees. As these boards move forward, they should regularly reflect on the future direction of the Trust and the long-term strategies that will enable deep, high-impact, and scalable outcomes.

### *C. Roles, Committees, and Delegations of Authority*

It is crucial that your board's structure facilitate the Trust's internal workings and provide opportunities to effectively utilize your members' skills and expertise. How you choose to delegate and manage roles, responsibilities, and resources depends on your board's leadership, culture, and relationships.

#### **\*\* On the Intranet:**

- **Board Role and Committee Descriptions and Best Practices** – Articles, Resources, and Sample GW Trust Board Descriptions:  
<http://intranet.groundworkusa.org/board-roles-committees>

### **Board Roles**

Your board should define expectations and responsibilities for individual board members, officers and formal or informal board roles, including those listed in the bylaws. Your board should carefully consider how it appoints or elects qualified members to these roles, given the importance of these responsibilities to the function of the board and organization. The following are some common officers on a board:

- Chair/President
- Vice Chair/Vice President
- Treasurer
- Secretary
- Committee Chairs

### **Committee Structures**

Committees provide a formalized way to delegate tasks and activities, manage responsibilities, and establish intentional lines of communication and decision-making to get things done more effectively. A strong board will have, in addition to an executive committee and audit and finance committee, one or more committees in key areas such as fundraising, marketing/communications, and potentially governance/nominations/board development and/or programs. Some boards use ad hoc committees to accomplish a specific and time-delimited goal. Examples include capital campaign committees and host committees for annual galas.

### *D. Evaluation and Accountability*

One of the major duties of a board of directors is to continuously monitor its own performance as well as that of the executive director. This oversight is crucial and should be done with all board members involved. Developing and implementing annual performance assessments for



the board and the executive director can build accountability and trust as well as to clarify expectations and set goals together for the year ahead.

**\*\* On the Intranet:**

- **Board Assessment Tools:**  
<http://intranet.groundworkusa.org/board-needs-assessment>
- **Sample GW Trust and other Executive Director Performance Review Tools & Articles:**  
<http://intranet.groundworkusa.org/ed-performance-review>

**Board Assessment:** The board should have in place a simple but comprehensive process for assessing its own performance and progress relative to the Trust's strategic objectives. This process can be led by a standing or ad hoc committee or by the board's leadership but generally takes the form of a written document assessing key points of the board's execution of its responsibilities, followed by reflective conversations and an action plan for adjustments or improvements.

**Executive Director Assessment:** The board is responsible for recruiting, selecting, and hiring the executive director, evaluating their ongoing performance and professional development, and determining their salary. An annual executive director assessment is often facilitated by a small board working group or committee, but the process should be overseen or led by the board chair, supported by any human resources personnel on the board, and done in cooperation with the executive director to maintain a positive and productive relationship. The executive director should participate in reviewing the assessment tools and process with the board evaluation committee before the start of the evaluation to determine everyone's expectations and goals. This assessment will likely begin with a self-evaluation by the executive director and involve at least some in-depth time spent by the committee members collecting information about the executive director's performance, generally including feedback from key staff and partners. An executive session of the board (with no staff present) should be convened to discuss the assessment findings and to determine how to present the results to the executive director. Finally, the executive director should be provided an opportunity to respond to the board's assessment in person or in writing and open discussion should be encouraged to determine goals for the coming year and salary negotiations. All materials should be preserved in the executive director's personnel file.

## IV. RECRUITMENT

### A. *The Board's Role in Recruitment*

A critical responsibility of the board is to ensure its continuing strength and effectiveness by recruiting new board members. Your focus should be on filling gaps in skills and expertise on the board, ensuring that the board has sufficient size and personnel resources to serve the Trust well, ensuring that the board represents the diversity of the Trust's community, and managing the recruitment process to make the most of everyone's time and energy.

A thoughtful and deliberate ongoing effort to ensure an inclusive board is critical to the success of a Trust. Historically, many Groundwork Trusts working in communities whose residents are predominantly people of color have had predominantly white boards throughout some stages of their development. A strong Trust board will reflect the community's racial, ethnic, linguistic and socio-economic composition and include people of diverse business, professional, educational and personal backgrounds. A Trust's board is an important measure of its effectiveness in building more and stronger connections throughout the community.

Your board's recruitment process should place a premium on relationship-building. As new board members can be found through virtually any type of community outreach, your board members and leadership should consider every occasion as an opportunity to act as an ambassador for the Trust and build relationships with potential board members.

#### **\*\*On the Intranet:**

- **Board Role Assessment and Recruitment Tools:**  
<http://intranet.groundworkusa.org/board-needs-assessment>
- **GW Trust Board Member Position Descriptions for Recruitment and Planning:**  
<http://intranet.groundworkusa.org/board-roles-committees>

### B. *Nomination and Selection Process*

Boards often delegate the nominations and selection process to a nominating committee that is responsible for continually assessing and evaluating the current board's composition and needs. This committee creates and maintains an active database of potential board members and leads the process of recruiting, screening, and interviewing potential board members. The committee oversees the nomination and selection process and recommends and nominates potential candidates to the board. A slate of nominees is drawn up for the board's elections on an annual basis, or more frequently as needed, including qualifications and biographies of potential board members and existing board members who wish to be re-elected.

Every board candidate should be given a written statement of board responsibilities and the board and staff members involved in recruitment should review the expectations with the

candidate in person. A candidate’s specific interests and likely forms of involvement should be elicited and communicated to the board in the selection process.

### *C. Promoting Equity and Inclusion*

Groundwork Trusts have in common a commitment to operating in a way that is reflective and representative of the diverse communities in which they work. This includes actively pursuing new membership on the board, leadership, and staff that reflects the community’s racial, ethnic, linguistic and socioeconomic composition.

Upholding this commitment to equity and inclusion requires your board to have open and honest discussions about the nature of the Trust’s work – typically focused within communities who have experienced systemic disinvestment, marginalization, and economic decline. Conversations among those in power in the organization about pursuing an inclusive and representative leadership team (board and staff) are important to understanding deeply-rooted issues and paving the way for productive collaborations and community engagement.

Your board is encouraged to seek opportunities to discuss openly how to incorporate diversity and inclusion goals into its recruitment efforts. Board leadership should seek support from GWUSA and other partners in initiating conversations internally and within the community about how to “balance the grass tops in a grassroots organization.”

## V. ONBOARDING

### *A. The Board’s Role in Onboarding New Members*

Joining a board brings exciting new prospects to the Trust, its board, and the new board member. Once the recruitment and selection process is complete, your board will want to welcome new members and familiarize them with its processes, activities and culture. An effective onboarding and orientation process will enable your newest members to begin their board membership fully prepared and engaged.

**Orientation Suggestions:** The following are some better practices that can provide support for new members and help them adjust to their role effectively and efficiently.

- Asking current board members to mentor new members, answer questions, and be a point of reference along the way.
- Confirming new board members’ interests and ideas about how to participate.
- A call from the board chair to new members in advance of their first meeting to welcome them and set a positive tone for their working relationship.
- Inviting new members to tour the Trust’s office and field sites.
- Asking current board members to lead relevant parts of the orientation.
- Name tags or tent cards and ice breakers at meetings to help encourage members to engage in conversations and get to

know each other.

## B. *Orientation Materials*

### **\*\*On the Intranet:**

- **Tools and Resources for Developing Board Orientation Materials:**  
<http://intranet.groundworkusa.org/board-orientation>
- **Tools and Articles on Developing Board Handbooks:**  
<http://intranet.groundworkusa.org/board-handbooks>
- **Example and Template GW Trust Board Handbooks:**  
<http://intranet.groundworkusa.org/gw-samples-board-handbooks>

Introduce new board members to the roles and responsibilities of board membership by developing a clear and concise packet of materials about the Trust and board. This packet can be reviewed, updated, and approved by the executive director and executive committee on an annual basis and made available on your computer system and in hard copy to all members. It can include some or all of the following:

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| <ul style="list-style-type: none"> <li>• Welcome letter from board chair</li> <li>• History and overview of the Trust, including current programs and diversity/inclusion statement</li> <li>• Overview of board structure, roles, and committees; officer position descriptions and committee charges</li> <li>• Organizational chart</li> <li>• Strategic plan</li> <li>• Executive director job description and current year goals</li> <li>• Bios of board members and key staff</li> </ul> | <ul style="list-style-type: none"> <li>• Bylaws, certificate of incorporation, and certificate of tax exemption</li> <li>• List of current funders</li> <li>• Current budget</li> <li>• Most recent financial statement and audit</li> <li>• Upcoming calendar of meetings and events</li> <li>• Minutes of past year's board meetings</li> <li>• Financial management and other policies</li> <li>• Board member agreement or contract of commitments -- for signature</li> </ul> |
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## VI. HIGH FUNCTIONING BOARDS: DEVELOPING YOUR BOARD

Experience shows that the minimum size for an effective Groundwork board is nine members, and that an audit and finance committee that is vigilant and informed is essential. Board member responsibilities should be set out in writing, communicated to every new member, and honored. While there are many ways for board members to contribute to the success of a Trust, every board member – without exception -- should make an annual financial contribution that is significant for him or her (even if that means the dollar amount is small). Some non-profit

organizations offer board members the alternative of raising funds from others in lieu of making a contribution themselves.

In high-functioning boards, participants have a sense of shared goals aligning with the mission of the Trust, a culture of significant work outside of board meetings, clear channels of open and honest communication, mutual respect among members, and a willingness to coordinate and utilize each other's time and energy effectively. High functioning boards are well aware of the need to navigate their progress through different stages of development, including leadership transitions, moving out of the startup phase, rapid growth phases, organizational crises, board divisions on key issues, and resource scarcity. These transitions are made easier by continually clarifying roles and adjusting committees to align with clear purpose and objectives, by supportive leadership dedicated to building quality relationships between members and working together for continuous improvement, and by annual board self-assessment and follow-up action.

**\*\*On the Intranet:**

- **Tools and Resources for Developing Your Board:**  
<http://intranet.groundworkusa.org/developing-your-board>

**A. *Signs Your Board is Functioning Well***

- The board's purpose is clear, as are its committees' goals and objectives
- The delegation of work to different officers and committees is accepted and appreciated as a valuable contribution to the organization
- The board has an informal and relaxed atmosphere while remaining productive
- Members are sensitive to each other's needs and maintain good communication
- Members are committed and interested in the work, and take initiative
- The chair and members prepare well for meetings
- Meetings are managed well, with attention to length of meetings and punctuality
- Meeting minutes are well written, accurate, and concise
- The board has built in regular reflections on its own performance with a focus on improving processes and practices
- Members are recognized and appreciated for their contributions

**\*\* On the Intranet:**

- **Tips for Running Great Board Meetings:**  
<http://intranet.groundworkusa.org/board-meetings>

**B. *Board Development and Education***

Your hard-working board deserves as many opportunities as possible to pursue its work thoughtfully with support from the Trust leadership. It may well include members with little experience in nonprofit governance but with passion that will serve your Trust for years to come.

Providing regular channels of education for your board members about their role and general nonprofit governance not only increases the skills they have to contribute but also builds confidence and strong working relationships between board members and Trust leadership. The following are activities and available resources to consider as you develop a board development plan.

**Trainings and Webinars:** Many state associations of nonprofits offer in-person and online trainings and programs for board members on topics related to board governance, roles, and responsibilities. Become a member of your state association of nonprofits or sign up for its emails to learn what's available. Other sources for community-based education on board membership can be found at community foundations and university/college nonprofit management programs.

**\*\* On the Intranet:**

- State-by-State List of Nonprofit Associations  
[www.councilofnonprofits.org/state-association](http://www.councilofnonprofits.org/state-association)

**Peer and Partner Learning:** Tap into the wealth of knowledge and experience across the Groundwork network or in your larger community of nonprofit partners. Consider asking the board chair of another organization to give a presentation to your nonprofit's board. This can not only provide valuable insights for your board but can also serve to build relationships across organizations. Similarly, invite key partners to join meetings with board members. This will energize and engage your board members on specific topics or projects and help build connections they will be able to follow up with in the future.

**Board Retreats:** Board retreats are extended planning sessions that serve the Trust's ongoing development, clarify and strengthen its mission, and build strong relationships of mutual respect between participants. Retreats are often a good way to focus on developing a Trust's strategic plan or clarify goals, priorities or critical challenges. Retreats can also be dedicated to building board members' skills and reflecting on how the board is functioning overall.

**\*\* On the Intranet:**

- **Tip Sheet for Candid Conversations about Board Governance**  
[www.councilofnonprofits.org/sites/default/files/documents/tip-sheet-candid-conversations-board-governance.pdf](http://www.councilofnonprofits.org/sites/default/files/documents/tip-sheet-candid-conversations-board-governance.pdf)

**Nonprofit Consultants:** Engaging a consultant to work directly with your board members can be a worthwhile investment. Targeted expertise in nonprofit management can fill needed short-term gaps and build long-term skills in your board. Again, contact your state or region's nonprofit associations as well as colleagues in other organizations for information on effective consultants.

**Online Resources:** Volumes have been written on nonprofit governance and management. The following are some of the leading national resources available online:

- **Nonprofit Management Resources**
  - BoardSource: [www.boardsource.org](http://www.boardsource.org)
  - Free Management Library: [www.managementhelp.org](http://www.managementhelp.org)
  - CompassPoint: [www.compasspoint.org/tools-and-resources](http://www.compasspoint.org/tools-and-resources)
  - National Council of Nonprofits: [www.councilofnonprofits.org/tools-resources](http://www.councilofnonprofits.org/tools-resources)
  - Nonprofit Risk Management Center: [www.nonprofitrisk.org](http://www.nonprofitrisk.org)
- **Publications**
  - The Chronicle of Philanthropy: [www.philanthropy.com](http://www.philanthropy.com)
  - Foundation News & Commentary: [www.foundationnews.org](http://www.foundationnews.org)
  - Grassroots Fundraising Journal: [www.grassrootsfundraising.org](http://www.grassrootsfundraising.org)
  - Nonprofit and Voluntary Sector Quarterly: [www.nvs.sagepub.com](http://www.nvs.sagepub.com)
  - Nonprofit World [www.snpo.org/publications/nonprofitworld.php](http://www.snpo.org/publications/nonprofitworld.php)
  - Philanthropic Digest: [www.foundationcenter.org/pnd](http://www.foundationcenter.org/pnd)
  - Philanthropy Journal: [www.philanthropyjournal.org](http://www.philanthropyjournal.org)
- **Development Resources**
  - Grantspace: [www.grantspace.org/tools/knowledge-base](http://www.grantspace.org/tools/knowledge-base)
  - Association of Fundraising Professionals: [www.afpnet.org](http://www.afpnet.org)
  - Council on Foundations: [www.cof.org/content/resources](http://www.cof.org/content/resources)
  - The Foundation Center: [www.foundationcenter.org](http://www.foundationcenter.org)
  - The Grantsmanship Center: [www.tgci.com](http://www.tgci.com)
  - Guidestar: [www.guidestar.org](http://www.guidestar.org)
  - Independent Sector: [www.independentsector.org](http://www.independentsector.org)
  - National Committee for Responsive Philanthropy: [www.ncrp.org](http://www.ncrp.org)
  - The Urban Institute: [www.urban.org](http://www.urban.org)

## VII. GOVERNANCE CHARTERS AND POLICIES

The following are documents that your Trust will have in place at various points in its development, and that you should review thoroughly upon joining the board.

### A. *Feasibility Study*

The feasibility study is a blueprint for the first phase of a new GW Trust, prepared by a steering committee of interested community stakeholders and partners in partnership with GWUSA and NPS. Some steering committee members become future board members of the Trust. The feasibility study presents the mission and programs of the new Trust and paints a picture of the

assets, resources, needs, and challenges present in the community, support by civic and nonprofit partners, and potential funding opportunities and other external environmental factors that will help the new Trust succeed. The Groundwork USA board approves a new GW Trust based on the feasibility study, along with additional documentation such as letters of support from community partners, and a “launch strategy” document. The board may approve the feasibility study and launch strategy subject to certain conditions. The feasibility study provides a foundation for the task agreements with GWUSA and the Trust through which NPS provides financial support during the Trust’s initial years. With the passage of years, the feasibility may cease to be important to a new board member, except for historical interest.

### ***B. Articles of Incorporation, By-Laws, Application for 501(c)(3) Status, and Fiscal Sponsorship Agreement***

A new Trust must incorporate as a non-profit corporation under state law, adopt by-laws, apply to the Internal Revenue Service for tax-exempt status under section 501(c)(3) of the Internal Revenue Code, and enter into a fiscal sponsorship agreement with Groundwork USA for the period until the IRS approves its 501(c)(3) status. By-laws guide the management of the Trust by its board and executive director. In developing or revising articles of incorporation or by-laws, you should consult someone familiar with applicable state law.

#### **\*\* On the Intranet:**

<http://intranet.groundworkusa.org/articles-incorporation-bylaws-fiscal-sponsorship>

- **Sample Trust By-Laws:** Be sure to consult with your own legal counsel or other expert advisor before using this information for your Trust:
- **Model Groundwork USA Fiscal Sponsorship Agreement**

### ***C. Groundwork USA-Trust Memorandum of Understanding***

The Groundwork USA network is founded on the concept of interdependence and mutual accountability. Each Trust signs a Memorandum of Understanding (MOU) with GWUSA that sets out basic requirements associated with the relationship. Groundwork USA and the Trusts are accountable to one another by honoring the letter and spirit of the MOU and agree to share knowledge and expertise and build the good name and reputation of the GW Network.

### ***D. Important Internal Documents***

**Strategic Plan:** Your Trust should have a current strategic plan that presents a clear and broad vision for your Trust and specific, realistic plans for its future work. New Trusts generally proceed on the basis of their feasibility study and then develop a new strategic plan in their third year. Your strategic plan should include your process for identifying community needs and the on-going or one-time programs and projects designed to address them. This should be accompanied by a clear plan to obtain support for these initiatives and the measurable results they will produce.



**\*\*On the Intranet:**

- **Articles and Tools:** General nonprofit and Groundwork-specific guides and reading for developing strategic plans:  
<http://intranet.groundworkusa.org/strategic-plans>
- **Sample GW Trust Strategic Plans:**  
<http://intranet.groundworkusa.org/gw-samples-strategic-plans>

**Annual Budget:** Every Trust needs a well-presented and reality-based annual budget, which many foundations and some other funders will require. The executive director should develop a draft budget, it should be carefully reviewed and discussed by the board audit and finance committee, and the board should vote to adopt the budget before the Trust's fiscal year begins. The budget development process should begin about two months before the start of the fiscal year. Since a final financial statement for the prior fiscal year will not be available during this process, it is important for the books of organizational income and expenses to be kept up to date throughout the year so that amounts to be carried over at the end of the year can be estimated on the basis of good data.

Board review and approval of the budget should not be perfunctory. Typically, your board will approve a summary budget showing income and expenses in major categories, ideally with comparisons to the two previous fiscal years (using management estimates for the most recent fiscal year). A more detailed version showing all major income and expense items, not just categories, should be used to develop the budget and should be updated to reflect significant changes in income and expenses from time to time during the year.

**\*\*On the Intranet:**

- **Articles and Tools:** General nonprofit guides and reading for developing annual budgets:  
<http://intranet.groundworkusa.org/annual-budgets>
- **Sample GW Trust Budgets and Budgeting Documents:**  
<http://intranet.groundworkusa.org/gw-samples-budgets>

**Business Plan:** It is recommended that your Trust produce a short annual business plan with members of the board and staff and the executive director. The business plan should set out goals and objectives for the year, tracking the strategic plan, providing an organizational development and programmatic narrative that corresponds to the annual budget and also extends to priority areas not necessarily covered by the budget such as resource development and board development, and assigning responsibility and a timeframe to each goal and objective.

**\*\*On the Intranet:**

- **Articles and Tools:** General nonprofit guides and reading for developing business plans:  
<http://intranet.groundworkusa.org/business-plans>
- **Sample GW Trust Business Plans:**  
<http://intranet.groundworkusa.org/gw-samples-business-plans>

**Board of Directors Orientation Materials:** Described above, this is a comprehensive overview of the duties and expectations of your Trust’s board members and explains the processes needed to implement that work. It should define the steps needed to undertake any board-related actions, such as adding or removing board members, resolving a conflict, making decisions, or approving new policies or other documents. The packet should be created and then reviewed, updated, and approved by the executive director and Executive Committee on an annual basis and made available on your computer system to all board members.

**\*\*On the Intranet:**

- **Tools and Articles on Developing Board Handbooks:**  
<http://intranet.groundworkusa.org/board-handbooks>
- **Example and Template GW Trust Board Handbooks:**  
<http://intranet.groundworkusa.org/gw-samples-board-handbooks>

**E. Financial, Conflict of Interest, and Personnel Policies and Insurance**

A key role of a Trust’s board of directors is to ensure that the Trust is operating within appropriate levels of risk and taking steps to protect itself from unforeseen circumstances. The board can do this by providing oversight for major policy, financial and strategic decisions and by making sure that policies and guides are in place for financial management, conflicts of interest, and personnel matters. There are risks to operating a nonprofit in any context. Understanding these risks and the kinds of policies, procedures, and staff training that can reduce them is an important part of your role as Trust board member. The following are several policies that your Trust should have in place and your board should regularly and thoroughly review.

**Financial Management Policies:** Your financial management policies should clarify the roles and responsibilities of the executive director, staff and board for carrying out essential financial management activities. They should include processes for budget approval; keeping complete, current, and accurate financial records; managing income and making payments; employee timekeeping and expense reimbursement; procurement; record retention; and internal controls for these and other matters. Before approving cooperative agreements or other funding awards, EPA and other federal agencies may require your Trust to submit its financial management policies for review and approval.

Annual financial statements should ideally be audited or, in the case of Trusts with smaller budgets, at least reviewed by a qualified independent financial expert. Your board should have a treasurer and an audit and finance committee to oversee the process.

**\*\*On the Intranet:**

- **Articles and Tools:** Guides, templates, and reading for developing financial and fiscal policies: <http://intranet.groundworkusa.org/fiscal-policies>
- **Sample GW Trust Fiscal Policies:** Examples from the GW Network: <http://intranet.groundworkusa.org/gw-samples-fiscal-policies>

**Conflict of Interest Policy:** Nonprofit governance best practices, and some state laws, require the adoption of a policy requiring the disclosure by board members and staff officials of any interest in transactions that may affect or be seen as affecting their objectivity and independence. Every Trust should have a conflict of interest policy.

**\*\*On the Intranet:**

- **Articles, Tools, and GW Trust Examples of Conflict of Interest Policies:** <http://intranet.groundworkusa.org/conflict-of-interest>

**Personnel Handbook:** A Trust should create and distribute its personnel policies handbook to all staff. The handbook should cover matters such as employment policies and practices governed by anti-discrimination and other (e.g., whistleblower protection) laws, benefits, work hours and holidays, the office environment, use of Trust technology and equipment, employee involvement in political activities and interaction with the media. The handbook should be reviewed and approved by the executive director and board and made available on your electronic file system to all employees.

**\*\*On the Intranet:**

- **Articles and Tools:** General nonprofit guides and reading for developing personnel policies and handbooks: <http://intranet.groundworkusa.org/personnel-policies>
- **Sample GW Trust Personnel Policies and Handbooks:** <http://intranet.groundworkusa.org/gw-samples-personnel-policies>

**Insurance:** Every Trust should have general liability, director's and officers, workers' compensation and other forms of insurance. Further information about insurance coverage is available in the Groundwork USA executive director handbook and through Groundwork USA staff and executive directors.