

LAND TRUST BOARDS PREPARING FOR PERPETUITY

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LAND TRUST BOARDS: PREPARING FOR PERPETUITY

Practice 2B: Nonprofit Incorporation and Bylaws

Practice 3B: Board Composition

Practice 3C: Board Governance

Practice 3F: Board Approval of Land Transactions

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PREPARING FOR PERPETUITY



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THE LAND TRUST ALLIANCE

THE LAND TRUST ALLIANCE'S mission is to save the places people love by strengthening land conservation across America.

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A Note on the Standards and Practices Curriculum and Accreditation

Land Trust Boards: Preparing for Perpetuity is part of the Land Trust Alliance's Standards and Practices Curriculum, and is designed to provide you with guidance and tools to implement Practices 2B, 3B, 3C, and 3F.

This course will:

- Help you understand the practices;
- Provide you with tools to implement the practices in your organizations;
- Inspire organizational change; and
- Help you save more land for the long term.

The Standards and Practices Curriculum is made up of 15 courses that cover 42 accreditation indicator practices. Indicator practices demonstrate that a land trust is operating in an ethical, legal and technically sound manner, and ensure the long-term protection of land in the public interest. Voluntary land trust accreditation will provide independent verification of these practices.

The evaluations contained in this book are for training purposes only. They are not designed or intended to determine if your land trust is ready for accreditation.

Completing a course does not necessarily demonstrate that an organization is actually carrying out the practice. Therefore, the Land Trust Accreditation Commission will examine documents and information in project files to verify that each indicator practice is being carried out in the land trust applying for accreditation. This course and others in the curriculum are designed to help your land trust understand how to implement the practices.

Please note:

- The curriculum is *not* required for accreditation; and
- Completing the curriculum will *not* guarantee accreditation.

For more information on accreditation, visit www.landtrustaccreditation.org. To learn more about the Land Trust Alliance's training and assistance programs, visit www.lta.org.

SYLVIA BATES
Executive Editor, Standards and Practices Curriculum
Director of Standards and Research, Land Trust Alliance

Introduction

This course is part of the Land Trust Alliance’s Standards and Practices Curriculum. It is part of the Alliance’s response to an identified need and to land trust requests for an intentional and coordinated training series to help all land trusts implement *Land Trust Standards and Practices*. The curriculum focuses on those practices from *Land Trust Standards and Practices* that help indicate a land trust is operating in an ethical, legal and technically sound manner. Participating in the training curriculum and adopting the policies and practices will help land trusts ensure the long-term protection of land in the public interest. The training materials also may be useful as a resource for organizations preparing to complete the requirements for land trust accreditation.

Purpose and Approach to This Training Course

Why is board governance important to effective and responsible land conservation?

By definition, boards of directors are governing bodies. In that role, they establish plans and policies and guide their implementation. The job of governing is fundamental to an organization’s health and survival. When it is done well — when the board takes its governing role seriously and carries it out conscientiously — the organization tends to reflect self-confidence and vigor in virtually all that it does. It moves purposefully to fulfill its mission. When governing is handled poorly, the organization is bound to encounter any number of otherwise preventable problems with its performance, and it will miss opportunities to fulfill its mission.

Good board governance is important for all nonprofit organizations, but for land trusts it carries particular weight. While nonprofit organizations by and large expect to stay in operation indefinitely, land trusts need to think in unusually long-range terms and plan for organizational permanence. They have an obligation to monitor the perpetual conservation easements that they hold — and this obligation has no termination date.



Governance: The fundamental decisions and authority that defines an organization and its work. Governance includes five major elements: direction and outcome, rules and guidelines, capacity and resource development, leadership and personnel, and implementation and results.

As daunting as this imperative may seem at first, it actually represents an opportunity for the land trust board to think in terms of establishing its organization as a true institution by becoming completely enmeshed in the fabric of the community. Using principles of sound board governance, a land trust can attract strong leadership, count on vital community support and, in the process and over the long haul, achieve notable success in its conservation goals.

A core principle of effective and responsible land conservation is the concept of perpetuity. It is impossible for any organization to guarantee that its work will stand forever; however, a land trust must try. The best way for a land trust to fulfill its promise of perpetuity is to create an organization that sustains itself as a community institution — an organization that a community refuses to let fail (like libraries, schools, etc.). At the core of any community institution is a strong, effective board of directors. If a land trust implements effective principles of board governance, it is more likely to attract and sustain better community leaders, attract more significant support from the community, and ensure its long-term success.

In addition, a board must understand and fulfill its fiduciary responsibilities, including upholding the public trust placed in the organization. In their trustee roles, board members must abide by ethical principles and adhere to legal requirements. These expectations are mostly common sense, but there are details that every group needs to know and perform. These expectations apply to the actions of the board member as an individual and to the board as a collective body. If these practices are implemented, not only will the land trust be more certain of legal and ethical operations, but it almost certainly will be stronger and more effective at fulfilling its conservation purpose.

This course focuses on board accountability, a term that is often used loosely. In everyday parlance, an accountable person or entity is expected to be able to explain or justify an action, to *account* for it. However, we all know that it is possible to account for something that has taken place without being responsible for it or for its ramifications. For this course, accountability assumes the larger meaning of taking ownership of both responsibility and authority. A board of directors has the responsibility to direct the governance decisions of an organization and the authority to carry that responsibility to completion. The consequences of the land trust's governance actions — as well as any inaction — are attributable to the board of directors. Regardless of the strength of the staff (if there is one) or the degree to which responsibilities have been delegated to competent outside counsel, the board must accept that it is accountable for the successes and failures of its organization.

Does this guide describe the only way to organize and structure a board?

No! This guide provides *a* model, not *the* model, for board governance and structure. Other models exist and may be equally valid and helpful in supporting your land trust. The model presented in this course is one that works well with many land trusts, and has been gleaned from the successes of many conservation groups. However, to make this (or any other model) work for a particular group, it may need to be adapted and modified to fit the unique needs and culture of the organization. Whatever model your land trust adopts, it should meet all the requirements of *Land Trust Standards and Practices*.

Who should take this training?

This course is designed for land trust board members, as well as other volunteers and staff who are involved in helping build and support the board of directors.

How long will the training take?

This course is designed to be taught in a 6-hour workshop. It also can be used for self-study. The time required for these training approaches will vary depending on the depth of exploration and the level of experience of the persons using the curriculum.

Are there any prerequisites to this training?

No, the course materials are designed for a wide range of learners, including those new to the subject and those seeking a refresher.

How can I use this student guide?

This course material is intended to be used as an instructor-led training, self-study, review, and as a reference. It can be used at home, in the office, in the board room, or in a training class.

For those who prefer classroom training, this course will be delivered on a regular basis by qualified trainers at Land Trust Alliance conferences. In addition, training sessions will be sponsored by land trust service providers and coalitions, organizational consultants and others.

You are encouraged to take this book back to your land trust and share the material contained in it with your board, staff and volunteers. We have noted several “Putting It into Practice” exercises that lend themselves especially well to in-house training and discussion.



The board must accept that it is accountable for the successes and failures of its organization.

How is this course organized and what will I learn?

This course is organized into three chapters focusing on the core functions of the board of directors, steps to create and sustain an effective board, and critical elements of leadership development. In addition, a foreword and afterword provide a short anecdote of an organization that has embraced effective board governance to help make it successful.

Within each chapter, specific learning objectives are identified and tied to the Standards and Practices they support. The ability to reach each objective will depend on the attention the learner invests in the material. Those who have had little experience with a nonprofit board, especially a land trust board, may find it helpful to go back and read appropriate sections again or, if in a training session, ask for clarification. You can expect to gain a comprehensive understanding of the role and responsibilities of the nonprofit board and of the individual board member. In addition, the material will identify practical strategies for applying the learning. The most effective way of assuring that such strategies are learned is by applying them in the real world. This training, as well as other resources developed by and available from the Land Trust Alliance, can help.

What resources will be available to me in taking this course?

This curriculum will include the following resources:

- Sample tools used by land trusts for effective board governance;
- Templates that can be adapted and applied to a land trust;
- Case studies of organizations that demonstrate effective use of these governance principles; and
- An index for easy reference.

This course also includes “Putting It into Practice” exercises that participants can take back to their land trust for use in providing in-house training and discussions.

How can I get the most out of this Student Guide, especially in self-study situations without an expert on hand to help me?

This student guide is designed to be useful in both instructor-led and self-study situations, recognizing that the self-study learner will not get all of the benefit of discussion and feedback from an instructor and other students.

You will get the most out of this guide by reading the chapters, working through the board evaluation and “Putting It into Practice” exercises, and taking advantage of the additional resources for further study identified in each chapter. At various points, you will receive specific guidance to help you understand the concepts presented in this course.

However, it should be noted that some efforts to change board governance will be difficult to implement without the support of someone with in-depth knowledge of the subject. Not every issue or challenge can be identified and addressed in this guide. In particular, outside consulting help can be critical in assessing the issues, in separating “symptoms” from the core problems that cause them, and in creating an implementation plan that is appropriate for the particular land trust and its current circumstances. In many cases, organizations may use this guide to begin a process that includes additional assistance to complete.

Standards and Practices Covered in this Course

The following practices will be the focus of this course, including those practices designated as “indicator practices” for accreditation (marked with an asterisk):

- Practice 2B* ***Nonprofit Incorporation and Bylaws.*** The land trust has incorporated according to the requirements of state law and maintains its corporate status. It operates under bylaws based on its corporate charter or articles of incorporation. The board periodically reviews the bylaws.
- Practice 3A ***Board Responsibility.*** The board is responsible for establishing the organization’s mission, determining strategic direction and setting policies to carry out the mission, and, as required by law, the oversight of the organization’s finances and operations.
- Practice 3B* ***Board Composition.*** The board is of sufficient size to conduct its work effectively. The board is composed of members with diverse skills, backgrounds and experiences who are committed to board service. There is a systematic process for recruiting, training and evaluating board members.
- Practice 3C* ***Board Governance.*** The land trust provides board members with clear expectations for their service and informs them about the board’s legal and fiduciary responsibilities. The board meets regularly enough to conduct its business and fulfill its duties, with a minimum of three meetings per year. Board members are provided with adequate information to make good decisions. Board members attend a majority of meetings and stay informed about the land trust’s mission, goals, programs and achievements.
- Practice 3D ***Preventing Minority Rule.*** The land trust’s governing documents contain policies and procedures (such as provisions for a quorum and adequate meeting notices) that prevent a minority of board members from acting for the organization without proper delegation of authority.

- Practice 3E ***Delegation of Decision-Making Authority***. The board may delegate decision-making and management functions to committees, provided that committees have clearly defined roles and report to the board or staff. If the land trust has staff, the board defines the job of, oversees and periodically evaluates the executive director (or chief staff person). (See also Practices 3F and 7E.)
- Practice 3F* ***Board Approval of Land Transactions***. The board reviews and approves every land and easement transaction, and the land trust provides the board with timely and adequate information prior to final approval. However, the board may delegate decision-making authority on transactions if it establishes policies defining the limits to that authority, the criteria for transactions, the procedures for managing conflicts of interest, and the timely notification of the full board of any completed transactions, and if the board periodically evaluates the effectiveness of these policies.

In addition, this guide will provide information that will be helpful in meeting the following practices (accreditation indicator practices are marked by an asterisk):

- Practice 1A* ***Mission***. The board adopts, and periodically reviews, a mission statement that specifies the public interest(s) served by the organization.
- Practice 1B* ***Planning and Evaluation***. The land trust regularly establishes strategic goals for implementing its mission and routinely evaluates programs, goals and activities to be sure they are consistent with the mission.
- Practice 1C ***Outreach***. The land trust communicates its mission, goals and/or programs to members, donors, landowners, the general public, community leaders, conservation organizations and others in its service area as appropriate to carry out its mission.
- Practice 1D* ***Ethics***. The land trust upholds high standards of ethics in implementing its mission and in its governance and operations.
- Practice 2A* ***Compliance with Laws***. The land trust complies with all applicable federal, state and local laws.
- Practice 4A* ***Dealing with Conflicts of Interest***. The land trust has a written conflict of interest policy to ensure that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means. The conflict of interest policy applies to insiders, including board and staff members, substantial contributors, parties

related to the above, those who have an ability to influence decisions of the organization and those with access to information not available to the general public. Federal and state conflict disclosure laws are followed.

- Practice 4B **Board Compensation**. Board members do not serve for personal financial interest and are not compensated except for reimbursement of expenses and, in limited circumstances, for professional services that would otherwise be contracted out. Any compensation must be in compliance with charitable trust laws. The board's presiding officer and treasurer are never compensated for professional services.
- Practice 4C* **Transactions with Insiders**. When engaging in land and easement transactions with insiders, the land trust: follows its conflict of interest policy; documents that the project meets the land trust's mission; follows all transaction policies and procedures; and ensures that there is no private inurement or impermissible private benefit. For purchases and sales of property to insiders, the land trust obtains a qualified independent appraisal prepared in compliance with the Uniform Standards of Professional Appraisal Practice by a state-licensed or state-certified appraiser who has verifiable conservation easement or conservation real estate experience. When selling property to insiders, the land trust widely markets the property in a manner sufficient to ensure that the property is sold at or above fair market value and to avoid the reality or perception that the sale inappropriately benefited an insider.
- Practice 6F* **Investment and Management of Financial Assets and Dedicated Funds**. The land trust has a system for the responsible and prudent investment and management of its financial assets, and has established policies on allowable uses of dedicated funds and investment of funds.
- Practice 7A* **Capacity**. The land trust regularly evaluates its programs, activities and long-term responsibilities and has sufficient volunteers, staff and/or consultants to carry out its work, particularly when managing an active program of easements.
- Practice 7E **Board/Staff Lines of Authority**. If the land trust has staff, the lines of authority, communication and responsibility between board and staff are clearly understood and documented. If the board hires an executive director (or chief staff person), the board delegates supervisory authority over all other staff to the executive director. (See Practice 3E.)



Tips on implementing the practice or critical information are noted with dragonflies.



Important words are defined in the margins and highlighted with grasshoppers.

Summary

This course works through the topic of board governance in three chapters. A foreword and an afterword contain the story of a land trust facing a tough decision on whether to invest heavily to build professional capacity, framing some of the key questions that land trust boards face. A number of questions are raised about how a board might make such a decision, and what the decision might involve. The afterword provides some possible insights to the questions raised in the story.

Chapter 1 addresses the characteristics and elements of a land trust's board of directors, including the roles that boards play within an organization, as well as the roles and responsibilities of the people who serve on boards. Several key principles about what boards should and shouldn't do are outlined within this chapter, including suggestions and tools that land trusts can use to understand better the functions and functioning of nonprofit boards.

Chapter 2 builds on the fundamental understanding of boards by describing what land trusts can do to strengthen and improve their boards of directors. Key issues about committees, board engagement and meeting effectiveness provide important tools and ideas for making the board successful. Board development information focuses on how to recruit and support the board your land trust needs.

Chapter 3 focuses on leadership, the single most important ingredient for an effective land trust. Specific leadership roles and the keys to effective leadership are discussed.

Throughout the curriculum, examples, exercises, case studies, and tools provide suggestions for you to apply the lessons to your land trust's board. A set of exercises, resources and a glossary complete the course. These materials can be used in a wide variety of training forums and approaches, allowing groups to adapt the information provided here to the specific needs of each land trust.

Foreword • A Picture of an Effective Board of Directors

It was a tough decision — and it came at a critical time. The board of directors of the Tucker Regional Land Conservancy (a hypothetical land trust) was facing a critical decision of growth. It was clear that the Conservancy might have a significant impact on the future health and quality of its community — but not at its current level of capacity. Was the land trust going to step up or back down?

Two factors were pushing the organization to make a decision. First, developers had recently purchased two properties of great community importance and targeted them for new subdivisions. These properties had been taken for granted — until now, when they were about to be lost. Second, the Conservancy had completed protection of two other parcels that were hailed by the community as tremendous successes. As a result of these two events, key leaders in the region were pushing the board to step up its conservation efforts.

For more than six months, the decision whether to embark on a new, broader conservation initiative had been on the horizon, with the understanding that such an initiative would require significantly greater organizational capacity. When the question of whether to transition into a larger, more professional land trust was proposed, everyone easily embraced the idea. Become bigger and stronger? Why not?

However, the reality of moving to a stronger governance board, with professional staff and a more proactive conservation agenda, wasn't as simple as all that. It required change: changes in board structure, changes in the roles board members play, changes in the way the community perceived the Conservancy. These were all appropriate changes, but they were not easy ones. And the Conservancy was good at what it did at the scale at which it worked. Why change what was clearly working?

Today, the board was fully prepared to make a decision. It was time to decide the future of the organization and which path it would take. The difficulty of this decision was palpable. Though there was tension in the room, the group was prepared.

In every board member's hands was a packet of information, organized with tabs, illustrated charts and diagrams. The information presented options: choices to be made by the board about how it could change. In the packet were several critical pieces of information:

- A preliminary conservation plan reflecting the new initiative with priority lands for protection identified by partners, donors and landowners in the region. The plan didn't have all the fancy maps and tables yet. But it had a clear message: there was important land to be protected and it was going fast.
- A leadership development plan that outlined specific steps to grow the capacity and capability of the organization. The plan had three major outcomes: greater diversity for the board, including representation from new parts of the community; new structures to support a greater variety of ways to get involved, including a trustee council of community leaders; and a staffing chart that described how the staff could be expanded to become a "professional" organization with up to five staff members, each with expertise in his or her specific area of responsibility. A list of more than a dozen community leaders who had indicated a willingness to help — somehow — was part of the plan.
- A brief fundraising analysis, with a clear sense of potential and strategy. There was a simple message at the core of this strategy: to raise \$6 million in the next three years, the group needed infrastructure and leadership. That would require an investment in board development, with both recruitment and training at the core. It would also require hiring more staff and, likely, different staff. This was an entirely different picture than the \$143,000 annual budget that now fueled the organization.
- An outline of a proposal to the Dreyer Memorial Trust (a fictional foundation), asking for support for capacity building and organizational development. The proposal was simple: invest \$150,000 over three years to help build organizational infrastructure, and the Conservancy will match that amount in four years. To sweeten the pot and demonstrate its commitment, the Conservancy identified preliminary commitments from four "angel" investors, each willing to contribute \$10,000 over three years to help kick off the initiative.

This was a lot of information, and it had been pulled together quickly. Four separate committees had done the work: the Conservation Committee; the Fundraising Committee; the Board Development Committee; and an ad hoc Proposal Committee. Each committee included board and non-board members. Each had a strong leader as chair, and had completed an intense work plan.

The board chair and members of the Executive Committee had called every board member, answered questions and otherwise primed them for the meeting. Now was the time to decide what was going to happen.

Methodically and completely, the board examined the information. The chair handled the discussion masterfully — everyone had a say and no one dominated. There was generous discussion; questions were raised and answered. Finally, a proposal was laid before the board.

What decision did the Tucker Regional Land Conservancy make? We don't know. What we do know is that the decision, regardless of outcome, was bound to be a good one. The board was well prepared and had the right people doing the groundwork to introduce the choices for discussion. The decision drew on good background material that was gathered and organized by a structure of working volunteers. The board was committed to do what it could to best serve the community.

The decision facing the Tucker Regional Land Conservancy illustrates the power of a strong board to meet the conservation challenges facing a community. Whether the decision is to transform an organization to move to the next level, or to maintain the strength and effectiveness of a current plan and structure, well-managed boards are prepared to make decisions that help their organizations make a difference.



Chapter One • The Work of the Board and Its Members

Learning Objectives

As a result of completing this chapter, you should be able to:

- Describe bylaw clauses that foster good board governance (such as term limits, standing committees, required board meetings, attendance expectations, etc.);
- Engage the board in a periodic discussion of the bylaws with respect to governance issues;
- Understand the relationship between framework (bylaws) and details (policies) in defining board governance guidelines;
- Draft a board member job description (or expectations of service);
- Explain the legal, fiduciary and other key roles of the board to prospective board members;
- Understand the most important things board members can do to assure responsible board participation;
- Have a rudimentary understanding of the lines of authority between board and staff for various-sized organizations;
- Determine how often the board should meet and what type of meeting structure would work best for the organization;
- Describe what information is needed for the board to make good decisions — on an ongoing basis (information for each board meeting) and on an annual or periodic basis (information for establishing strategic direction);
- Explain the importance of attending meetings and staying informed about the land trust's mission, goals, programs and achievements;
- Describe the board's meeting attendance rate and level of involvement to funders and others;
- Describe a process for managing decisions that involve a conflict of interest;
- Determine the degree of delegation appropriate given the capacity and philosophy of the organization; and



Lines of authority: The separation of board and staff functions that both clarify the respective roles and strengthen the ability of people within the land trust to work together effectively as a team.

- If the organization operates in one of the very limited instances where the board delegates transaction responsibilities to management with clearly articulated policies, then the learner should be able to draft a board delegation of decision-making policy for land transactions that includes a rationale and process for delegation.



People, plans and structures are key tools to organizational success. They are the base ingredients that boards need to consider as they understand their function in a nonprofit organization and work to develop their capabilities.

Critical Elements of Successful Boards

In the foreword, the Tucker Regional Land Conservancy had several key advantages in making their decision. None of these advantages came by accident. First, it had *good people* ready to step up and make decisions that the board needed to make. When faced with the reality of intense development pressure, the board was prepared to consider an increase in conservation pace. People understood the problem and provided the leadership to address it squarely. If an organization wishes to make a difference, the single most important ingredient is leadership.

Second, the Conservancy had *effective plans* to guide it. When the plans were incomplete, the Conservancy developed new, more specific plans to guide its decision-making. The plans weren't always multi-chapter documents resulting from months of deliberation. In some cases, these plans worked as specific, ad hoc maps to guide a particular decision. In other cases, the plans were more general statements of intention and direction. In all cases, they were thoughtful and complete.

Finally, the organization had *relevant structures* to manage the involvement of its leaders and ensure the focus was on its plans. The Conservancy's committees reflected the responsibilities of the board and the structure of the plan. "Form followed function," and people's time was well organized. While committees did critical groundwork, they didn't "pre-decide" anything. Their homework came back to the board not as recommendations, but as options that empowered the board members fully to decide the issue on their own.

People, plans and structures are key tools to organizational success. They are the base ingredients that boards need to consider as they understand their function in a nonprofit organization and work to develop their capabilities.

Land trust boards are fundamentally accountable for the success of their organization, and have a responsibility to fulfill the promise made to the community when it incorporated. As a nonprofit organization, a land trust accepts an ongoing commitment to serve the public interest. Its board, which functions as the organization's governing body, is legally respon-

sible for making sure that commitment is kept. The board must ensure that the land trust uses its resources — including the public support it receives — to make the community a better place. Board members must meet their legal obligation to exercise fiduciary responsibility and see that the organization's operations embrace sound ethical principles.

Evaluate Your Board

Complete this initial questionnaire to get a sense of where your land trust stands in board governance. Use this as a simple starting point for further review as part of this workbook. If necessary, reduce the total number of questions to reflect the key issues facing your organization.

Read each question and answer *yes*, *no*, *needs work*, or *I don't know*, based on your own perceptions and opinions about your land trust, *not* what others believe to be true. If you do not know the answer, don't guess — answer *I don't know*. Guidance on interpreting the results of the evaluation follows.

1. Does the board recruit leaders who, from the beginning, have a clear understanding of their fiduciary and personal responsibilities as governing leaders?
2. Do board members respect and fulfill their responsibilities to manage and maintain confidential information in the best interests of the organization?
3. Does the organization have a clear conflict of interest policy that it incorporates as needed into its regular deliberations?
4. Is the board's time spent developing and setting policies for the organization rather than on day-to-day operations?
5. Is the current size of the board appropriate for accomplishing its work?
6. Is the organization able to draw in capable people when vacancies exist, keeping the complement of board positions at full capacity?
7. Does the organization have set procedures for electing board members and officers, and for staggering terms of members and term limits?
8. Does a board development committee develop criteria for recruiting and selecting new board members, based on the current needs of the board?
9. Does your organization have an orientation for new board members that covers roles and responsibilities as well as specifics about your programs?



Fiduciary responsibility: The ethical and legal requirements of board action designed to ensure the organization is fulfilling the public trust given to it. This responsibility carries with it the duties of due care, loyalty and obedience.

10. Does the organization provide training for board members, officers and committee chairs?
11. Does your organization identify the skills and interests of all members in order to maximize the volunteer satisfaction in board roles and assignments?
12. Are members recognized and appreciated for their contributions and accomplishments?
13. Are materials, such as the agenda, minutes of the last meeting and background reports, mailed to board members before the board meeting?
14. Does the board have effective working committees, such as finance, fundraising, personnel, and community relations, which report regularly to the board?
15. Do the committees include both board and non-board members?
16. Are committee members provided with job descriptions?
17. Do board members have a good record of attendance at board and committee meetings?
18. Do officers, chairs and board members understand their roles during meetings?
19. Does your organization have a positive climate, enabling people of diverse perspectives to resolve differences and remain involved?
20. Does the board periodically review and, as needed, revise its mission and direction?
21. Is the direction of the organization — its vision, mission, goals, and strategies — used as the basis for developing programs, work plans and budgets?
22. Does the board understand its responsibility for ensuring that the organization has sufficient financial resources to conduct its operations?
23. Does the board have an active committee focused on fundraising?
24. Does the board have a sufficient number of board members who participate directly in fundraising activities, including asking key donors for support?
25. Is fundraising a component of board recruiting criteria?
26. Does your board have a finance committee to oversee all of the organization's finances and make regular reports to the board?
27. Does the board approve the annual budget?

28. Do all members understand the financial reports and balance sheets so that they are comfortable asking questions?
29. Has your organization established internal controls necessary to safeguard its finances?
30. Do board members provide leadership in making connections to and building support from the community?
31. Is there a system for receiving information, ideas and suggestions from members, business owners and other potential “clients”?

For staffed organizations:

32. Are the roles of board and staff members accurately reflected in the decision-making process of strategic planning?
33. Does the board develop its own projects and work plans that reflect the priorities of the strategic plan?
34. Does the board recognize its obligation to provide a reasonable salary and benefits package to its staff members?
35. Are the executive director, board president and board members clear about their roles, responsibilities and authority?
36. Does the board assume sole responsibility for setting policy?
37. Does the executive director assume responsibility for implementing the policies and administering the internal operations of the organization?
38. Are the relationships between board members and staff members characterized by openness, trust and mutual respect?
39. If board members also serve as program volunteers, do they understand the different lines of authority for the two roles?

Guidance

After completing this exercise, look at all the questions that were not answered *yes* (or, when done with a larger group, where anything but a large majority of answers were not *yes*). Does this represent an area where the organization needs to incorporate change and improvements? The working assumption here for most land trusts is that *yes* represents a best practice for the group. Should the answer be *yes* for your group? Why or why not? Are there some areas where the challenge highlighted by these questions represents more important or fundamental areas of consideration? Use this discussion as a means to identify and prioritize the training and development needs of your organization.

Different Types of Boards

There are many different ways that boards choose to configure themselves, and there are different ways boards look at their jobs. However, all boards must meet their fiduciary role as a governing leader. Most boards frame how they will meet this fiduciary authority in the bylaws of the corporation and other critical policies.*

Each land trust must choose the configuration and expectations that work best for the needs of their community and the needs of the organization; however, land trust boards are generally composed of the following defining elements.



All boards must meet their fiduciary role as a governing leader.

“Three Gs”

Some boards define fundraising as the critical element of their work as board members. They are made up of the *three Gs* — board members who either *give* money, *get* money or *get off* the board. This somewhat humorous description is serious business for boards with a strong commitment to raising money. These groups will often have many different committees on which board members are expected to serve — all of them about fundraising.

“Three Ws”

As opposed to the three Gs, a more common structure among community-based organizations is a board made up of equal parts of the *three Ws* — workers, wealth or wisdom. This model recognizes that a core of board members needs to have a focus on giving and getting money, but it also suggests that others can make a meaningful contribution by providing time and talent to the mix. These expectations are often built into the diversity goals of the organization’s recruiting efforts.

Public Interest Boards

One other defining element of a board is in the way it connects to its constituents. Most nonprofit groups are led by *public interest boards*, with members recruited from among the constituents and supporters to represent a “broad public interest.” These boards will have members within specific stakeholder and interest groups, but their duty is defined broadly to the public at large. Most land trusts are structured with public interest boards.

*In addition to the governing board, some groups also organize a separate *advisory board* or *council*, whose purpose is to provide input, resources and connections to the organization. These boards possess no real authority, have no fiduciary obligation to the organization and function more like a committee than a board of directors.

Stakeholder Boards

In contrast to a public interest board, a *stakeholder board* is made up of people who have the responsibility to represent a particular stakeholder group in the work of the organization. These board members ensure that the interests of their stakeholders are supported by their input and decisions. They often advocate for the narrow interests of these stakeholders rather than the broader interests of the community. Sometimes these groups are coalitions of existing organizations. Watershed councils are a classic example of a stakeholder board — the many interests within the watershed are brought together to find common ground. While that common ground is often narrow, it is powerful if supported by all the stakeholders.

Land trusts that are structured with stakeholder boards often have emerged as a result of some legal or political settlement. In many of these circumstances, the settlement agreement entered into by the parties of the suit (an advocacy organization and a developer, for example) defined a governing board for a land trust that must represent various community interests. Through the agreement, the board might be required to be made up of four members named by the developer, four board members named by the plaintiff and four board members named by the city council. The intent usually is to ensure that the group is serving the broad interests of the community and the specific interests of the parties to the settlement.

The problem that sometimes occurs in this situation is that these “represented” interests take their role to be one of a stakeholder, not a public representative. The “developer” board member thereby feels her job is to ensure that the interests of the development community are served, rather than the interests of the community as a whole. These groups are then challenged to build consensus or cohesion. Conflict is common. Building a board that has diverse experiences and connections to a broader set of community stakeholders is very difficult to achieve because the board itself has limited authority to define who serves on the board. Modifying the constraints of the original settlement, and creating a single, cohesive organization with a common purpose, is a critical strategy to overcome the challenges of this situation.

Example

The Tri-Valley Conservancy was created as an organization to administer a conservation plan that resulted from a development conflict in eastern Alameda County, California. The settlement required that the organization be composed of representatives named by the wine industry, by the Friends of the Vineyards (a local advocacy group), by

What Type of Board Are We?

Answer the following questions to determine which type of board leads your land trust. Do this with another board or staff member, if possible. Decide if the type of board makes sense given the current needs and circumstances facing your group. Guidance on answering these questions follows.

1. Do our board members hold the core responsibility for the organization, or is it held by another board? On the most difficult questions, does a group other than our board get the final say?
2. To whom do our board members show loyalty? Are there key community interests or stakeholders who have a specific say in how our board is developed?
3. What are the fundamental responsibilities and expectations of board members? Do we expect board members to “give” and “get” significant financial contributions for the land trust? Do we value other contributions to the effectiveness of the board besides fundraising?
4. Considering the current circumstances facing our land trust, does the board type make sense to us? Are there ways to structure our board better to reflect the growth and development of the organization’s capacity and capability? Do we communicate and acknowledge these basic aspects of our board to potential and new board members, organizational partners — and to ourselves?

Guidance

1. Having an outside authority (such as an elected body or separate organization) overseeing the work of your land trust suggests your board is more advisory than governing.
2. The answer could define your organization as a stakeholder board (allegiance to other organizations or interests) or a public interest board (allegiance to your members and the community at large).
3. Depending on how extensive the board’s role is in fundraising and, in particular, if there are other critical roles board members can play, the organization may be either a Three Gs board or a Three Ws board.
4. If your current board type doesn’t make sense, it may be time for your land trust to re-evaluate and, perhaps, make changes in your board structure, policies and procedures. If you are considering taking such dramatic steps, it may be wise to bring in professional help to guide you.

Typical Stages for a Nonprofit Board

In many ways, nonprofit boards resemble living organisms — they are born, they grow up, they mature, and at some point, they may die. Understanding how a board moves through these stages of development can be helpful to board members trying to understand their job.

One common way of looking at a nonprofit board is through “orming.” From this perspective, boards have four distinct phases:

- **Form** — an organization is created, structured and underway.
- **Storm** — the group faces the initial challenges that all groups face, often around issues of leadership, resources, responsibility and control.
- **Norm** — the group works out its challenges, defines its roles and comes together as a team.
- **Perform** — the group “gets on with it,” putting its energy into its mission and making a difference in the community.

These steps illustrate the challenges that come with start-up and initial transformations. Board members are well served if they understand that these stages are common and in many cases cannot be avoided.

A more comprehensive look at organizational lifestyles compares the growth of an organization to the natural stages of human development. Again, this may help groups understand where they stand in their evolution.

- **Infant** The point of conception, when a group agrees to begin working together on a given cause or issue. Its members may follow the vision of an inspirational leader or they may come together as a band of equals who share a common purpose and a desire to make a difference. These groups are often driven by vision, but have yet to work out the details of purpose and structure. This lack of structure and systems often creates the first challenges, and they are forced to consider a move to the next level.
- **Child** Growing up requires new ways of doing things. This usually means adding some structure, both in the form of committees and perhaps with some limited staff. Learning about and sharing power is the focus of the child, and organizations at this level are beginning to see power and control issues emerge. Founders may concentrate their control. Teams may push leaders forward to guide them. These groups are now facing the reality of operations, yet their mission remains critical to them. Often the drive to fulfill this mission pushes them to the next level.
- **Adolescent** The turbulent teen years are often a point of significant transitions. The core group or key founder may leave, and not always easily. Boards begin to delegate more to staff, and the board and staff struggle to identify lines of authority. Systems for board

development, financial management and fundraising are established. Greater definition of purpose and strategy emerge, and the organization begins to alight into a niche that fits its vision and capacity.

- **Adult** Things begin to settle, and success is more complete with adult organizations. These groups often are characterized by a shift in the role and function of the board, with a focus almost exclusively on the direction and resources of the organization. Day-to-day operations are entirely left to the professional staff as the board concentrates on building capacity, defining outcomes or “ends,” and establishing the policies that will guide the executive director. Boards at this level are often called institutional boards or fundraising boards. Their focus becomes more centered on institutional capacity and financial health. Within adulthood, there are different stages as well — a vibrant and engaged board that characterizes young adulthood; wise and determined leadership that characterizes middle age; and a satisfied and somewhat withdrawn involvement that may characterize the senior years. Fortunately, boards have more control over the pace with which they move through adulthood that we humans do. Boards need not “retire” if they focus on maintaining the vitality and engagement of their members.

Boards looking to become more effective should consider where they are in their evolution. The challenges of “moving to the next level” vary greatly depending on the level at which they start.

Groups sometimes move through these levels slowly; others grow quickly from infant to adulthood. The Columbia Land Trust in Vancouver, Washington, is an excellent example of an organization that has moved through all of these stages, some quickly and some more methodically. The group formed in 1980 and soon moved from “child” to “adolescent.” It continued for more than 15 years as a small, tight organization with limited staff. Its conservation work was characterized as “opportunistic” and “unsophisticated.” In 1996, new leadership, conservation opportunities and close organizational partners pushed the organization to go to the next level. With its initial decision, the group expanded its geographic focus from one county to 13 counties in two states. Over a period of less than six years, the land trust expanded its staff from one half-time person to 10 full-time employees. During this same time period, the role of the board evolved from one of directly completing projects to one of defining strategic direction, providing governance oversight and developing relationships and resources. The land trust is now much more effective and capable, but it has had to work through the challenges that come with such growth, including lost relationships, struggles to understand new and changing roles, and the need to make significant investments in training and planning.

Example

What is Our Stage of Development?

Answer the following questions about the life cycle stage of your land trust. There are no right or wrong answers to these questions. Your answers should help your land trust identify where it is and where it wants to go.

1. Which of these levels best characterize our situation?
 - Infants — Strong on vision but lacking structure or capacity to fulfill that vision. Basic leadership but few ways to perpetuate it.
 - Children — Basic structure but limited capacity. Staff and/or strongly committed volunteers but not nearly enough to achieve what is needed.
 - Adolescent — Moving through transitions and establishing leadership structures for long-term health. New systems and operational growth. Programs that are beginning to make a real difference.
 - Adult — Established structure and systems. Strong leadership and ways to perpetuate it. Clear lines of authority between board and staff. Possible “hands-off” attitude and approach.
2. What are the challenges of our current stage of development? How are these issues different from what we’ve been through or what we may face in the future?
3. What are the specific changes that we need to implement to take us to the next level? Is the next level appropriate or desired?

Basic Board Roles and Responsibilities

In its collective role, the board of a land trust has specific legal, ethical and practical responsibilities. Board members need to understand not only these collective responsibilities, but also their individual responsibilities.

The governing board — and only the board — has the authority to determine the organization's vision, values and mission. It is responsible for:

- Establishing strategic direction;
- Promulgating governing policies;
- Ensuring the availability of needed resources;
- Assuring responsible fiscal management;
- Evaluating the organization's progress;
- Hiring and evaluating the executive director (for staffed organizations);
- Assuring fair personnel practices and a suitable workplace (for staffed organizations); and
- Monitoring its own performance and improving it as necessary.

For many, the board's role starts with policy. A board is responsible for setting policies to guide the actions of the organization. Depending on the size and number of other people involved, the board is also responsible for implementing some or all of those policies. In cases where land trusts have staff, boards may delegate responsibility for implementation.

Boards must create three types of policies:

- **Governance policies** to define the outcomes and broad rules for how the organization will function. The strategic direction (including mission and goals) and bylaws for an organization are examples of governing policies.
- **Program policies** to provide more specific guidelines on how the land trust will function. These include details about managing finances, hiring staff and other rules for operating the organization.
- **Administrative policies**, nearly at the ground level, to define procedures for how implementation will take place. Hours of operation and use of e-mail are examples of these policies.

While boards are fundamentally responsible for all actions within the organization, they tend to delegate greater authority to staff (if they have them) for the more detailed operational policies. Organizations with more than four or five staff members, for example, generally will delegate all administrative policies to staff, and will give greater authority to them to frame or recommend program policies for the board's final approval.



The governing board — and only the board — has the authority to determine the organization's vision, values and mission.

Whether large or small, professional or all-volunteer, governance policies should always be the purview of the board of directors.

Board members' decisions follow the framework of these policies, with particular attention to the governing policies. The common governance decisions facing boards include:

1. **Direction and outcome.** Often embodied in the strategic plan, the board decides the conservation and other program direction for the organization, and what outcomes or results it seeks from its investment. Examples of direction decisions a land trust board must make include:
 - What kind of land should be protected?
 - Which audiences should be educated?
 - What region should the land trust cover?
2. **Rules and guidelines.** Sometimes referred to as limitations, these decisions frame the rules of operations. They often decide what the organization *can't* do in its effort to protect land. Boards must develop guidelines to answer dozens of questions, including:
 - Do we pay for easements?
 - Do we incur debt in our business model?
 - Will we partner with government agencies and other community organizations?
 - Will we allow landowners with conservation easements to serve on our board?
3. **Capability and resource development.** In order to protect and manage land forever, organizations need resources. But from where? Boards must decide what sources of revenue will fuel the work of the land trust, and what means it will employ to bring in funds. Basic questions of how to draw support from individuals, foundations and businesses are at the core of these resource issues. A board should consider developing a clear policy that establishes standards for accepting or declining gifts. In crafting such a policy, a board should identify the kinds of gifts that have the potential to create ethical concerns, result in adverse publicity or bind the organization to inappropriate commitments.
4. **Leadership and personnel.** Land trusts succeed if they have leaders to guide them. Boards must decide who they want to serve on their board, and how they can be best recruited and supported. In addition, the board must decide whether and how it will use staff and paid consultants to extend its capabilities and accomplish more. If people are the most important asset of an effective organization, leadership and personnel decisions are among the most important any group will make.

- 5. Implementation and results.** Conservation happens when direction and resources point to results. Plans that fail to incorporate details for implementation rarely lead to accomplishments. A board must create specific implementation plans in order to make progress toward its designated direction. When appropriate, boards must hold staff accountable to do the same.

Boards are ultimately responsible for all of these functions, but they can delegate some of these details to staff (if they exist). The most common and appropriate approach is to delegate program planning and implementation details to staff members qualified to succeed. In fact, the delegation of these tasks often follows a board's recognition that staff is more capable of fulfilling these functions than the board. This can be both a matter of expertise as well as sustained focus — something that staff may be uniquely qualified to provide.

While it is a positive step to delegate some critical functions to staff, there is a limit to what is appropriate. Leadership and accountability are important responsibilities to retain within the board. Clearly staff members — including a strong executive director — are essential partners to support the board in these roles. However, when a board delegates too much of its responsibility and lacks commitment to fulfill its basic governance functions, it may fail in its critical role as community trustee.

For land trusts, this role of community trustee brings a specific responsibility unique to conservation work. With few exceptions, land trust boards make the final decision on all land transactions. Because these actions are central to the organization — and full of potential challenges — boards need to be engaged sufficiently and informed completely to be able to make these decisions. (See specifically *Land Trust Standards and Practices*, Practice 3F: Board Approval of Land Transactions.)

There are some variations to this model of board governance. A few very mature organizations have adopted the Policy Governance Model promoted by John Carver. The model takes recognized lines of authority between board governance and staff program management to its logical extreme. In this model, the board limits its focus to only four policy areas:

- **Ends policies.** Defining the outcomes or results expected by the organization
- **Executive limitations.** Defining the limitations within which the executive director (and his or her staff) must operate
- **Governance process.** The strategies and processes that the board must implement to assure its own health
- **Board-staff linkage.** The manner in which authority is delegated and evaluated to achieve the ends and meet the limitations



Plans that fail to incorporate details for implementation rarely lead to accomplishments.

This approach can be a winning strategy for groups with the staff capacity and board leadership to make it work. The Vermont Land Trust (VLT), one of the most successful land trusts in the country, has used this approach since the mid-1990s. Driven by a need to define more specifically the mission of the organization, the board initiated a discussion that included questions about purpose, outcomes and roles. Through an extensive planning effort, the group decided to implement the core principles of the Policy Governance Model, underscoring the board’s job to look at the horizon — even over the horizon — to decide where the organization should be going. Staff was empowered to lead the conservation process, with a clear responsibility to meet the outcomes (or “ends policies”) established by the board, while working within the boundaries of the executive limitations. The Vermont Land Trust is a perfect example of an organization that can draw the best capabilities out of its board of directors while effectively delegating all but the most central governance responsibilities to the management team.

Below are several policies the organization has created to support the Policy Governance Model. The first example describes the broadest outcomes (the “ends” VLT seeks to create); more specific language describes outcomes for particular project types (for example, farmland protection and community conservation).

Example

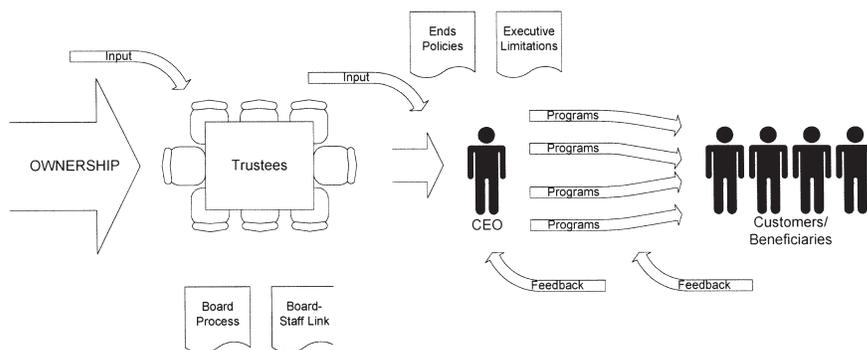
Ends Policy Example

The principal objective of the Vermont Land Trust is to conserve lands that support, enhance, or contribute to the vitality of the communities and economy of Vermont.

- Communities as defined here include people, wildlife, buildings and land.
- Economy as defined here means local, land-based enterprises, especially agriculture and forestry.
- Their vitality derives from diversity, innovation, equity, opportunity and mutually beneficial relationships.

VLT seeks to support settlement patterns:

- That give residents a sense of place, heritage and continuity.
- Where villages and community centers strive to retain the open space that surrounds and defines them.
- Within which people derive a physical and spiritual connection to the natural world.



Vermont Land Trust Policy Governance Overview

VLT seeks to support enterprises which:

- Promote thrifty, responsible long-term productive use of land
- Advance value-added products from our local farm and forest resources
- Foster connections and communication between producers and consumers

Executive Limitation Policy Example

- With respect to interactions with the public, including land-owners, communities, conservation partners, volunteers, funders, and donors, the President shall not conduct the organization’s business in ways that are unsafe, disrespectful, undignified, unnecessarily intrusive, compromise Land Trust’s reputation, or which fail to maintain appropriate confidentiality and privacy.
- With respect to political advocacy, the President shall not jeopardize the mission of the Land Trust, nor its tax exempt status.

Board Governance Policy Example

The purpose of governance is that the Board, on behalf of the people of Vermont, guarantees the accountability of the Vermont Land Trust by assuring that it (a) achieves appropriate results for the appropriate persons at an appropriate cost and (b) avoids unacceptable activities, conditions, and decisions. In fulfillment of this charge, the Board is committed to rigorous, continual improvement of its capability to define values and vision.

The Board will govern with an emphasis on outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction between Board and President roles, collective rather than individual decisions, future orientation rather than a past or present orientation, and pro-activity rather than reactivity.

The Board will:

- Exercise independent oversight of the performance of the Land Trust.
- Cultivate a sense of group responsibility. The Board will be an initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board's values.
- Direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives.
- Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuity of governance capability. Continual Board development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments
- Monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include the ongoing comparison of Board activity and compliance with policies in the Governance Process and Board-Staff Relationship categories.

There are issues with this approach that keep many groups from adopting it completely. Because the model limits the board's focus to ends policies and executive limitations, it doesn't attempt to define the details of how to accomplish those ends. The executive director and his or her staff hold this responsibility. As a logical conclusion to this model, a group adopting the full Carver approach would not require board approval of the strategic plan, annual budget and individual land transactions. Handing over these core decisions may be challenging and inappropri-

ate for many organizations, and is not an approach that the Land Trust Alliance recommends for most land trusts.

In addition, Carver's model suggests two principles that many organizations would not endorse. First, it suggests that boards should not function with standing committees. These groups, in Carver's opinion, tend to diminish the board's authority. It also suggests that board involvement in fundraising should be optional. Many groups are working hard to *increase* the level of board involvement in fundraising, not limit it.

As with all models, the Policy Governance Model has elements that can be useful for any group working to become more effective. The degree to which an organization adopts the model will depend on how completely it endorses the core principles of delegation of authority to the executive director.

Decision-making

There are many key decisions that must vest with the board. While the timing of these decisions must be well coordinated among staff, committees and other groups, the decisions themselves rarely should be delegated. The core governance issues of any organization fall to the board for decisions, including:

- Land transactions;
- Budget and plan approvals; and
- Broad policies that set the rules for the organization.

With the limited exception of those organizations that have adopted the Policy Governance Model, groups should keep these decisions firmly in the board's camp and ensure their engagement in the final decision.

The Job of a Board Member

The fundamental responsibility of a nonprofit board is as a *community trustee*, stewarding the organization's resources for community benefit. Nonprofits are private corporations, but they have at their core a public purpose. Like their for-profit cousins, they have a board of directors and a structure that values sound business principles. Unlike their profit-driven relatives, their bottom line is community values. They exist not to distribute profits but to benefit the community. Their success is measured in how meaningfully they give back.

The board of directors embodies the trustee role. This often small group of leaders has the authority and the responsibility to ensure community benefit. Boards are legally responsible to the institutions that regulate them, including the Internal Revenue Service, state attorney general and

other legal bodies. The board, in essence, represents the community and ensures the community “gets its money’s worth.”

How the board chooses to fulfill this responsibility depends on a number of factors. There are as many different flavors of nonprofit organizations as there are communities they serve. Some boards are active, engaged and upfront in guiding the path of the organization. Others are more passive, delegating critical leadership roles to staff, experts and partners.

Board Members’ Duties

Regardless of how they choose to fulfill their roles, board members can never escape their basic responsibility to ensure the organization is benefiting the community. The board’s job can be captured in three different duties:

1. **Due care.** Do board members make decisions as a “normally prudent person” would likely decide? Do the decisions made by the board reflect its careful use of community resources?
2. **Loyalty.** Do members act in the best interests of the organization and put the interests of the land trust ahead of their own personal interests or those of other organizations?
3. **Obedience.** Do members act in accordance with the organization’s mission, bylaws, and applicable laws and regulations?

To meet its fiduciary responsibility adequately, a board needs to act in good faith to fulfill these basic duties. These duties may seem old-fashioned. To some, they sound like rules for training your pet. However quaint they may appear, these principles are firmly grounded in statutory and case law, and are regularly used to judge nonprofit organizations on legal questions of fiduciary responsibility.

The consequences of failure to follow these duties are significant. Board members who fail to fulfill their fiduciary responsibility may lose the protection accorded to them by state and federal law. For example, organizations that fail to pay payroll taxes to the IRS may lose the protection of their corporate shield, and individual board members may be required to pay the outstanding debt.

Many nonprofits include an indemnification clause in their bylaws, in effect providing for the organization’s defense of board members in the event they are sued in connection with actions taken in the course of their board duties. In addition, many nonprofit organizations carry insurance policies, including directors and officers’ liability insurance (often referred to as D&O), which covers legal costs in the event a lawsuit is brought against the organization. Having such coverage is good risk

management, but it does not relieve board members from honoring their legal duties. (For more information, see Practice 6I: Risk Management and Insurance.)

There is no substitute for a board composed of individuals who apply standards of prudence and good faith in all their activities on behalf of the land trust. Board members protect themselves and their organization by understanding and applying the “reasonably prudent person” approach: “What would a reasonably prudent person do in a similar situation?” Three specific expectations are part of this prudent person approach:

- **Avoid self-dealing.** This is critical to all nonprofit organizations, and perhaps even more so with land trusts. Self-dealing involves any decision or transaction in which a board member receives personal gain. It must be avoided in fact (conflict of interest) and in appearance (perception of a conflict of interest). If land trusts have any interaction with board members that are also land donors, for example, the organization needs to take extreme care to avoid actual or perceived conflicts of interest. (Conflict of interest is covered more completely in the Land Trust Alliance course “Avoiding Conflicts of Interest and Running an Ethical Land Trust.” See also Standard 4: Conflicts of Interest.)
- **Avoid non-management.** This is an all too common problem facing land trusts. Board members fail to participate in preparation and decision-making critical to the direction and function of the organization. Mostly, they just fail to show up.
- **Avoid mismanagement.** This is failure to follow good management procedures, including planning, regular meetings, accurate recordkeeping, and the like. For land trusts, many of these principles are defined in *Land Trust Standards and Practices*.

The “Principle of Good Faith” clarifies these concepts very well in its general guidelines for board governance. The principle suggests that every board member should:

- Attend board and committee meetings regularly;
- Possess a thorough knowledge of the organization’s charter and bylaws;
- Heed corporate affairs and keep informed of general organizational activities;
- Ensure that minimum legal/technical requirements are met;
- Record personal conduct and officially register dissents;
- Avoid the semblance of self-dealing or conflict of interest; and
- Make no financial profit from association with the organization.



Board members who fail to fulfill their fiduciary responsibility may lose the protection accorded to them by state and federal law.



Board members protect themselves and their organization by understanding and applying the “reasonably prudent person” approach: “What would a reasonably prudent person do in a similar situation?”

Political Activity

Politics may be at the core of a democratic nation, but it is dangerous territory for nonprofit groups. Politics is often described in two facets: electoral politics and legislative politics or lobbying.

Nonprofit organizations classified as 501(c)(3) are strictly prohibited from engaging in electoral politics (any activity supporting or opposing candidates for office). The IRS will penalize or even close down organizations found guilty of engaging in electoral politics. Board members must never use their land trust for partisan political purposes, and the board must make sure that the organization's staff does not do anything that could be construed as the land trust's endorsement of or opposition to a political party or candidate.

Many people mistakenly think that 501(c)(3) organizations are prohibited from lobbying, which is defined as activity to influence directly a piece of legislation at the local, regional, state, or national level. IRS rules allow it, but the organization can use only a minor part of its annual budget for lobbying. That amount must be shown on the annual Form 990 or 990EZ filed with the IRS. (*Note:* Organizations with gross receipts not normally more than \$25,000 are not required to file this form, but it is still good practice to do so.)

Many land trusts engage in public policy and lobbying at some level, even if they are not primarily advocacy organizations. While some land trusts deliberately avoid all policy discussion, feeling it would interfere with their ability to protect land, most land trusts have some interest in policy-making at the local, state or federal level. To have the benefit of a clear formula for the allowable amount to spend on lobbying, the organization can file IRS Form 5768, thereby agreeing permanently to limit both its direct lobbying and its grassroots lobbying to specified proportions of its budget. Land trust boards should become familiar with lobbying regulations at both the federal and state level. Note that state regulations may include provisions not found in the IRS regulations.



Nonprofit organizations classified as 501(c)(3) are strictly prohibited from engaging in electoral politics (any activity supporting or opposing candidates for office).

Example

The California Rangeland Trust has invested considerable resources in helping to establish public policies that support rangeland conservation in the state. Executive Director Nita Vail has nurtured relationships, provided educational materials and helped legislators understand the issues facing ranchers in California. None of this would fit the technical definition of lobbying, but all of it has been invaluable to help support good conservation policy. In addition, the California Rangeland Trust helped pass a bill that created the Rangeland, Grazing Land and Grassland Protection

Act of 2002, initially providing \$20 million for ranchland conservation within the state. The organization has also supported numerous bond initiatives over the past six years that invest billions of public dollars in conservation. The California Rangeland Trust has been willing to push hard for specific legislation that makes sense. Similar efforts nationwide were instrumental to the 2006 expansion of federal tax incentives for the donation of conservation easements. The California Rangeland Trust continues to work with other groups to enhance the effectiveness of the USDA Ranchland Protection and Grassland Protection programs.

For more information on lobbying, see Practice 2E: Public Policy and the Land Trust Alliance courses, “Public Policy” and “Nonprofit Law and Recordkeeping for Land Trusts.”

Raising Money — More Than Just a Good Idea

One of the most important functions that a board must fulfill — and one of the greatest sources of conflict among land trust boards — is the board’s job of raising money. There is little doubt about the importance of money in an organization. Money equals organizational fuel, and that fuel leads to better conservation. As one conservation leader said, “Land is a problem that money can solve.” But how do we get it, and, more importantly, who leads the way?

The best fundraising programs are carried out by community leaders who understand that fundraising is an essential component of their responsibilities as board members. The board member’s specific fundraising job will vary from one land trust to another, but building strategic relationships that lead to more money for the organization should always be a basic board responsibility.

For land trusts with paid staff, one of the biggest challenges is drawing the distinction between the board’s role in fundraising and that of the staff. One approach is to delegate to the staff those fundraising functions it is best able to fulfill. The activities that often make the most sense for staff members to carry out are:

- Membership recruitment and management;
- Program development;
- Grant proposal writing;
- Management of earned income programs; and
- Coordination of special events.

Staff members are usually well suited for these tasks because of their regular schedules, detailed program knowledge and the particular talents they bring to the organization.

What’s left for the board? Quite a lot. In addition to providing oversight and support to staff functions as part of regular board governance, the board frequently retains responsibility for building relationships with the most significant individual donors. The critical theory that lies behind this responsibility is that people give to peers who have given. People are more likely to give to someone with whom they identify. In addition, the request has added credibility if the person asking can say, “I’ve already given. Will you join me?” A board member who has made a contribution will be perceived more as a peer and will thereby be more effective in “the ask.”

In this way, fundraising becomes fundamentally about relationship building. Board members working with people who care about land



**People give to peers
who have given.**

conservation and who have the ability to give can build a connection between these potential donors and the land trust. Board members can be organizational ambassadors, building greater awareness, greater support and stronger connections to the organization. This is where a board member's role goes well beyond just fundraising and into the broader role of "friend-raising."

Working together, board and staff can effectively fulfill all the functions necessary to raise money. If the land trust has the right people with the right community connections, fundraising has great potential. If the organization has staff with the time and talent to organize campaigns, develop information materials and provide other support to the board, the team can be very effective. If the board and staff have worked out their respective roles and are able to function effectively as a fundraising team, the organization stands ready to thrive at fundraising.

In planning for a successful fundraising program, it all starts with people — board members, volunteers and staff. Nothing is more important to fundraising than assembling the people whose commitment and talents will ensure fundraising success. Board members must know that their jobs include building relationships with key community supporters. Other volunteers who may support the board or staff need to believe that the contribution of their time to fundraising will be essential to community preservation efforts. Staff members need to understand their role in the process, which often includes specific fundraising functions as well as supporting board members in their roles. For most people who work in community organizations, fundraising isn't the only reason they get involved. For some, it may play no role at all. However, for at least a core group of leaders, it is the most vital role they can play in support of land conservation.

For guidance on the legal and ethical aspects of fundraising, see Standard 5: Fundraising, and the Land Trust Alliance course "Ethical Fundraising for Land Trusts."

Helping Board Members with Fundraising

This exercise is a good way to help board members understand the various roles they can play to help with fundraising, and to empower them to follow through on some of those roles. It is an exercise best used with the board of a single organization. It involves a four-step process, the first three steps taking place at a board meeting or retreat, and the last a follow-up by the fundraising committee or fundraising staff.

Step 1. In a meeting with board members (and staff, if they exist), brainstorm a long list of possible areas in which board members could help support fundraising. Make the list as long and comprehensive as possible, but make it real; add only items that actually help raise money.

Step 2. Ask each board member to fill out a sheet or card that highlights the fundraising activities that he or she would be willing to complete. Ask each board member to list at least two items in addition to making a personal contribution. Have every board member read at least one item out loud to the group that he or she is willing to do to support fundraising.

Step 3. Collect the sheets and identify someone to follow up. For most organizations, this could be one or more members of the fundraising or major gifts committee assigned to help follow through on board commitments. In other organizations, this might be the executive director or development director.

Step 4. Follow through and expect board members to do the same. If board members commit to fulfill some fundraising function, expect that they will and provide them with the support and encouragement to succeed. If board members need to modify their list, help them do it to make sure the list is attainable and realistic. Update the list at least annually, or just prior to any major fundraising initiative.



All land trusts should have a written conflict of interest policy that they follow.

Avoiding Conflicts of Interest

All land trusts should have a written conflict of interest policy that they follow. This policy defines the situations in which a conflict of interest may occur and must be addressed, and the process by which the land trust resolves the situation. Resolving conflicts of interest is important to ensure that board members' actions are consistent with their duties of loyalty and care owed to the organization. For land trusts — especially groups that invite landowners of conserved properties to serve on their board of directors — this policy is particularly important.

When developing such a policy, a board must make the distinction between real and perceived conflicts of interest. Both must be managed appropriately to ensure that the land trust's credibility and integrity remain strong.

The following considerations may be helpful in the development of a conflict of interest policy.

- 1. Disclosure of direct or indirect financial interest.** Board members must disclose the ways in which they receive a direct or indirect financial benefit from their association with the land trust. Direct connections are more obvious, but indirect connections — when a board member may benefit from an intermediary or secondary connection — are also important to disclose. In the written policy, board members should be given clear direction on how to disclose their conflict, who participates in any conflict decision, and the specific details concerning when a board member should recuse himself or herself from a vote and generally from discussion.
- 2. Disclosure of conflicting organizational interests.** Some board members serve more than one organization, or may serve a primary organization and be its representative to another group, such as a coalition. In these circumstances, board members may have competing or opposing loyalties that should be disclosed to both organizations. Such conflicts are most common in areas related to funding, including having confidential information about grant-making groups, donors and other organizational supporters. The conflict of interest policy should outline the procedure for disclosure and participating in decisions.
- 3. Anti-nepotism for board members.** One of the most troublesome aspects of conflicts of interest revolves around hiring persons related to board members. If the policy states that the hiring of a person related to a board member requires a vote of the board, it should also prohibit the related board member from participating in the discussion or voting on the action. If hiring

is a staff decision, the conflict of interest policy should require disclosure of the anticipated hiring to the board and approval by the board (absent the involvement and vote of the related board member) before the hiring occurs.

- 4. Compensation for board members.** In some circumstances, land trusts will face the prospect of hiring a board member or a board member's employer, family member or related party. Compensation of board members, either directly or indirectly via payment for services or contracts, leads to the risk that decisions will be made that are more in the interest of the compensated party than in the public interest the organization was established to serve. Direct or indirect compensation may also be construed as private inurement. This can jeopardize the land trust's tax-exempt status. The land trust's conflict of interest policy must outline the procedures for business transactions in these circumstances. These transactions are often subject to the greatest scrutiny, so the land trust might choose to prohibit certain transactions, or set up special procedures such as a competitive bidding process.

It is important to remember the critical question in this conflict of interest situation: "What is in the best interest of the organization?" In some circumstances, the interest of the organization is best served by hiring a board member to complete a specific task. Managing the fairness of the process and the public perception of the decision are then the most important considerations in maintaining the land trust's credibility. For a detailed discussion of board compensation, see Practice 4B: Board Compensation.

- 5. Reimbursing board members for expenses.** While a board member can claim unreimbursed, out-of-pocket expenses as a tax deductible charitable contribution, board members often prefer to be reimbursed. It is appropriate, and generally a sound practice, for a land trust to reimburse these expenses, provided that they are approved in advance and are consistent with the organization's financial policies and procedures.
- 6. Board members' use of land trust property.** The conflict of interest policy should also state that board members may not be granted special privileges to use property owned or managed by the organization unless it is directly related to supporting the organization. For example, use of a facility for a personal gathering that is otherwise not available to the general public is inappropriate. However, if the purpose of the gathering is to generate financial support for the land trust, it may be warranted.
- 7. Gifts and gratuities for board members.** The policy should specify the circumstances under which board members may accept gifts or gratuities from individuals or corporations doing



Private Inurement occurs when a person who is an "insider" to the tax-exempt organization, such as a director or an officer, derives a benefit from the organization without giving something of at least equal value in return. The IRS prohibition on inurement is absolute. The IRS also imposes penalties on directors, officers, key employees, and other insiders who engage in transactions that confer an excess benefit on the individual (so-called "excess benefit transactions").

business or seeking to do business with the organization. Such gifts, if allowed at all, should be restricted to those of nominal value, and must be disclosed immediately to the rest of the board.

8. **Political activities of board members.** Given the IRS restrictions on public charities participating in political activities, the land trust should prohibit board members from using the organization for political purposes. The conflict of interest policy can specifically bar the use of the nonprofit's name, facilities and property for personal or partisan electoral activities.

Example

The Yakima Greenway Foundation in Washington recognized that a key cause-related marketing project with a local business had the potential to raise public awareness and significant money for the land trust. The foundation sent out a “Request for Proposal” to local marketing companies and selected the best proposal from the four submitted. That proposal came from a marketing firm run by one of the land trust's board members. To ensure the process was fair, the board member was not present during any deliberations about the project. The selection process was coordinated by the executive committee and presented to the board for final approval, with the conflicting board member not present in either forum. Once her firm was selected, the board member took a leave of absence from the board during the term of the contract, receiving no compensation during the time she was on the board. Finally, the organization took extraordinary steps to contact donors, key supporters and others (including the other firms that submitted proposals) to explain how the process had been run and why the board felt the selection was in the best interests of the foundation and the community. In this way, the organization effectively managed a conflict of interest and maintained its credibility within the community.

Conflict of interest is a complex and sometimes tricky issue. For a more complete treatment of this topic, including a template for creating a conflict of interest policy for your land trust, see the Land Trust Alliance course “Avoiding Conflicts of Interest and Running an Ethical Land Trust.”

Governance and Management — A Basis for Role Definitions

As described above, the board is accountable for all functions of an organization. A board with paid staff can delegate some of those functions, helping to focus the board on the areas where it can best serve the orga-

nization. It is therefore helpful to make a distinction between the work ideally suited for the board and that work best suited for staff. This distinction is often one between governance and management.

Governance includes those functions that are fundamental to the role of trustee — those that provide direction, and ensure leadership and overall accountability. These include:

- **Mission and strategic direction.** Setting a direction for the organization that reflects community needs.
- **Financial accountability.** Managing financial resources that ensure honesty and cost-effectiveness.
- **Leadership development.** Developing the human resources that lead the organization today and in the future. This includes developing the board and other governance volunteers, but also (for staffed organizations) includes hiring the executive director — perhaps one of the most important decisions any board will make.
- **Resource development.** Developing financial resources that support program activities.

Management includes those functions that provide the program activities and support to accomplish the goals of the organization. These usually include:

- **Program planning and implementation.** Taking the organization's mission and strategic direction to the next level and putting it into action.
- **Administration.** Ensuring the effective management of the details behind the programs.

For smaller organizations (with three or fewer paid staff), the board usually delegates only some of the management functions to staff. For larger organizations (with four or more paid staff members), the board often delegates nearly all of the management functions to staff. The board should never delegate the governing functions to staff because these represent its core responsibilities to the organization's constituencies and the general public.

The standard view is that boards establish policies and the executive director implements them. It is not quite that simple and probably never was. A strong board recognizes that it does not want a “yes” person as the executive director. A good executive director wholeheartedly supports the mission of the organization, is quick to perceive threats, and acts decisively to deal with them. A good executive director is also good at recognizing opportunities and at times creating them, does not hesitate to make strong recommendations to the board regarding plans and policies



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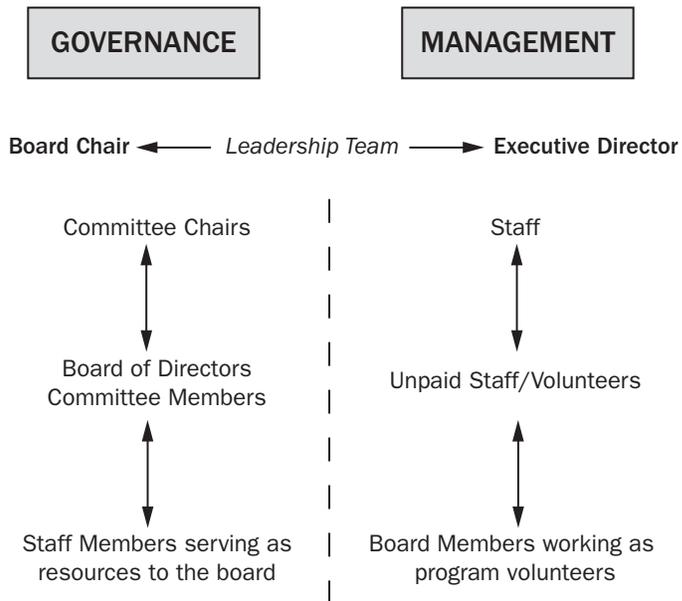
(basing those judgments on solid information), and marshals the staff and volunteers for the work that needs to be done. These are all leadership qualities. At the same time, the person who takes on this large task must be sensitive to boundaries, taking care not to usurp the role of the chair and also carefully cultivating a strong relationship of trust with the entire board.

Lines of Authority and Communication

For organizations with staff, the distinct roles of governance and management can help a land trust develop the jobs of board and staff members as well as structures that support these jobs. Understanding the lines of authority and communication that accompany these roles is critical in building a positive team and strong working relationships throughout the organization.

The governing functions vest with the board and are directed by the board's leadership. At the top is the board chair or president (usually the same thing, but named differently by different organizations). The board chair is responsible for ensuring strong, effective work by the board of directors. However, he or she doesn't work alone; he or she works with a leadership team that includes officers, committee chairs and others.

LINES OF AUTHORITY



This leadership team engages and oversees the involvement of all board members and non-board volunteers whose focus is on the governing functions within the organization. Staff members can be a resource to support this working structure, often providing information, preparation and logistical support to the work of board governance committees.

Board and Staff

On the management side, the board hires an executive director to lead the management and program implementation functions. The director will hire additional staff (as the budget allows), and recruit program volunteers who work to implement the land trust's programs. These volunteers play a role that is identical to the role of paid staff — except they are unpaid for their service. Effective organizations often recruit, support and evaluate their program volunteers the same way they do their staff.

Board Members as Volunteers

Because board members are themselves volunteers, land trusts face significant challenges inherent in any organization that combines program volunteers and paid staff. Board members wear two different hats in these situations. As governing leaders, they set the direction, make policies and provide resources to support the staff's effective program management role. As program volunteers, they work for the staff and take their direction from the leadership provided by the executive director.

Difficulties arise when board members fail to recognize the difference between these two roles and begin to confuse them. A board member working as a program volunteer should never tell staff members how to do their jobs. That's the role of the executive director — it's what the board has hired him or her to do. If there is a concern about how the executive director is doing his or her job, the board member must retreat back to the role of board governor, providing direction and getting feedback from the executive director on how well his or her leadership is meeting the outcomes outlined by the board. In this function, the board chair provides the critical leadership.

Overstepping this governance/management line is what is meant by “micromanaging.” It's a common problem in land trusts, and often stems from a combination of leadership enthusiasm and confusion about lines of authority. Left unchecked, it can create great conflict between the board and staff. Ironically, micromanagement also diminishes the degree of accountability a board can have with staff. If the board gives responsibility to staff but fails to give the necessary authority, staff doesn't have the ability to do their jobs

as they feel they should be done. Accountability for success or failure comes when someone has both responsibility and authority.

Example

One land trust had several board members whose early involvement in the start-up of the organization meant that they were directly involved with many of the detailed program responsibilities. As the organization added professional staff, the board delegated responsibility for land acquisition and stewardship to the executive director and her staff. However, two of the founding board members were unable to pull back to a new role of governance, and continued to provide “oversight” to the conservation staff that usurped the leadership responsibilities of the executive director. Unable to resolve this issue, the organization lost an executive director who was unwilling to remain caught in the middle of this micro-management problem. The group struggled to find an appropriate new leader until it was able to fix this problem.

There is a narrow set of circumstances in which the board is obligated to micromanage the staff. When it becomes clear to the board that staff are failing in their management role and that the direction and policies established by the board are not being followed, the board has little choice but to step in to resolve the problem. Such a move is consistent with the board’s fundamental job as the leadership entity responsible for all facets of the organization. However, such action nearly always represents the first step in a change of staff leadership.

Board and Staff Communications

Staff can find itself similarly challenged from its side of the equation. Staff members often have great insight into the needs and opportunities facing the land trust. Their insight should be valued and incorporated into the decision-making process. Effective land trusts create a process for how staff can provide input to board members.

Staff members should provide feedback and information to the board, including (as appropriate) suggestions for key needs, opportunities, challenges, and policy decisions. This can be done in a variety of ways, and should be coordinated by the executive director in his or her leadership role with the staff. Staff members *should not* lobby board members individually to push through a directive or issue that they feel is important unless asked to do so specifically by the board and executive director.

Board Chair and Executive Director

The relationship between the land trust's chief volunteer officer (usually the board chair) and its chief executive officer (commonly the executive director) is one of the most critical relationships in the entire organization. If this relationship falters, board and staff alike suffer.

The board chair and executive director have the critical job of managing the lines of authority in nonprofit groups. Their leadership on the governance and management sides of the organization, respectively, ensures the successful delegation of authority and responsibility. If a problem begins to emerge with micromanagement or staff lobbying, each must be prepared to address that problem head-on. Left to fester, these problems can destroy the trust and confidence board and staff members have in each other.

One mistake that groups often make when faced with a desire to have clear lines of authority is to suspend any lines of communication between board and staff members (other than the executive director and board chair). This approach is unfortunate and misguided. Board and staff members both benefit by having opportunities to interact, share and support each other. Communication between board and staff members should be strongly encouraged to the degree that it is positive and supportive of the work of each. Applying a gag order or other barrier between board and staff members eliminates the positive benefits of board-staff interaction for fear of the potential negative impacts of interactions gone awry. If everyone understands and respects the lines of authority, issuing such artificial restrictions should be unnecessary.

It is significantly better to build strong, positive and clear channels of communication and to have clear lines of authority so that board and staff know they need to follow unambiguous protocol on certain issues. Board members should recognize, for example, that it would be improper to make critical remarks about the executive director to an employee. Employees should be aware that it would be improper to run immediately to a board member with a grievance rather than taking it to the executive director.

When Lines of Authority Break Down

The issue of lines of authority is one of the most common challenges facing a land trust board. How to resolve these conflicts and who takes the lead are important questions for boards to consider. Read the examples and answer the questions below. Guidance on reading the examples and answering the questions follows.

Example 1: The Tucker Regional Land Conservancy has strong leadership provided by their finance committee chair, Pat. Her in-depth understanding of the financial details of the organization is essential to effective decisions. Her leadership often includes providing direction to the finance director (a staff person named Becky), including how Becky can support the work of the finance committee. Pat and Becky together offer a wealth of knowledge and experience in financial management.

Problems arise when Pat's direction to Becky goes beyond committee support. On occasion, Pat directs Becky to take steps that clearly fall within Becky's authority as finance director. Becky defers to Pat because of Pat's depth of knowledge — and forceful style. When this direction is in conflict with the direction provided by Dick, the executive director, it puts Becky in a particularly difficult spot. Dick is providing direction to Becky that differs from that provided by Pat. Pat is the most knowledgeable on the subject and, as finance committee chair, has a leadership role on financial issues. She feels strongly that her fiduciary responsibility includes oversight of the financial health of the organization.

Dick brings the issue to the board chair's (Louise) attention. Together, Dick and Louise make a plan for what should be done.

- What is the appropriate limit to Pat's authority? What is the difference between micromanagement and governance oversight?
- What is the role that Dick, as executive director, should play in resolving this conflict? What role should Louise play?
- What's the best way to clarify the appropriate lines of authority without punishing a board member? What can the group do during board orientation to help clarify this? What should it do on an ongoing basis?

Example 3: The board learns that an executive director has forbidden staff to talk to board members in order to preserve the lines of authority between board and staff. The staff follows this directive completely, and the board’s only point of contact with the staff is through the executive director. While staff occasionally participates in board meetings, it is under the strict control of the executive director.

A confidential note from the bookkeeper comes to a board member that provides pretty strong evidence that the executive director is engaged in fraudulent activities, some involving land trust resources. The allegations are more than controversial; they appear to be potentially criminal. The staff person has known about these problems for some time, but was prevented from talking to the board by the executive director’s policy.

- What is the appropriate step for the board member to take regarding the allegations? How should lines of authority be managed in a situation that could involve malfeasance of the staff leader?
- If a staff person has this kind of information, how is it best revealed? How does an organization prepare for this kind of challenge?
- How does a board balance the authority an executive director has to manage the interactions of board and staff members while maintaining a healthy line of communication? How can a land trust prevent this problem from emerging?

Guidance

Example 1

- A board should have ongoing training and orientation on the appropriate lines of authority between board and staff members. A land trust cannot expect every board member to understand and follow these guidelines unless they have been given the information and tools to apply it. Louise, as chair of the board, must remind Pat and other board members of their governance role on a regular basis.
- When a board member steps over the line, it is the board chair's job to resolve the problem. When a staff person steps over the line, the executive director should take the lead.
- Oversight suggests evaluation and review to ensure that policies are met and direction is sufficient. In this situation, Pat, as chair of the finance committee, should be working with Dick and Louise to provide the necessary financial oversight. Direction suggests providing more specific supervision to complete tasks in a particular way. As executive director, Dick is responsible for providing this direction to Becky. In general, boards should play an oversight role with staff, not supply direction. The exception to this, of course, is the direction provided to the executive director, where the board chair will supervise the staff leader on behalf of the board.
- The team of board chair and executive director are critical to the successful management of lines of authority. Both must be fluent on these issues, and must recognize the leadership responsibility of the other in addressing these challenges.

Example 2

- The board hires the executive director to implement the direction and policies it sets. The executive director in turn hires staff (including unpaid staff). If a problem with lines of authority is happening with staff, it is the executive director's job to fix it.
- Board members work through the board chair in addressing staff issues. The board chair funnels those issues and concerns directly to the executive director.
- If an executive director fails to fulfill his or her responsibility in managing the staff, the board's job is to find a way to fix that problem directly with the executive director, not step in and do his or her job.

Example 3

- Safeguarding the resources and reputation of the land trust is one of the most important jobs the board must do. If there is a potential threat to those resources or the organization’s reputation, the board must act swiftly and effectively to nullify the threat. The board should immediately investigate the allegations and if there is enough evidence, fire the executive director and contact the proper authorities.
- When serious breaches of duty are likely, a board is justified in overstepping its lines of authority. This is often the first step in the exit of the staff leader, so a board must think carefully before taking this step.
- Healthy board–staff interactions should be encouraged, with a clear understanding about the differences between lines of authority and lines of communication.
- An effective personnel evaluation of the executive director includes a process for the staff to provide the board with confidential input on his or her performance. If handled effectively, this can be done in such a way as to maintain a positive set of relationships and procure constructive feedback on the executive director’s performance.
- In addition to an effective evaluation process, good personnel policies provide for a grievance and whistle-blower process if staff members have concerns about the performance of the executive director. These provisions identify how staff members can bring issues to the board’s attention in a way that doesn’t break down good lines of authority, and that protects the staff member whose job should not be jeopardized if he or she challenges the actions of his or her supervisor.

Modifying Committees to Reflect Lines of Authority

Land trusts that have gone through significant growth often have outdated organizational structures. These groups have “remnants” of their old organizational structure, initially created when the board program committees were led by volunteers. Catching up and bringing the structure current can be challenging.

Program committees, which include education, stewardship and land protection committees, are important ways for boards to organize people. In this way, the program committees define the issues that require full-board decisions, and follow through on those issues between board meetings.

At about the time these committees are functioning at their peak, a growing organization often hires professional staff to lead program development and implementation. These functions may be fully delegated to staff because it has the expertise and focus to succeed. What happens then to the program committees?

Because these committees may be operating at peak levels of performance, its members may be reluctant to delegate any functions to staff, or, if not reluctant, may be unsure how to effect such a transition. At the same time, new staff may be eager to take on the work but hesitant to step on the toes of experienced volunteers. If the program committees remain board committees, they can confuse the delegation decision made to staff. Does the executive director have the authority to define the implementation specifics of a stewardship program or does the committee?

Many organizations fail to recognize this conflict, and confusion between the authority of board committees and staff is common. The solution is to restructure the committees to reflect the board’s and staff’s new roles in relation to the land trust’s programs. The transition can be difficult. Board members are often reluctant to let go of their traditional roles as program leaders despite their recognition of the staff’s responsibility for these functions. Ultimately, these individuals can continue to participate and actively support the program functions as program volunteers — essentially unpaid staff — while wearing a different hat (as board governor) at other times.



If the program committees remain board committees, they can confuse the delegation decision made to staff.

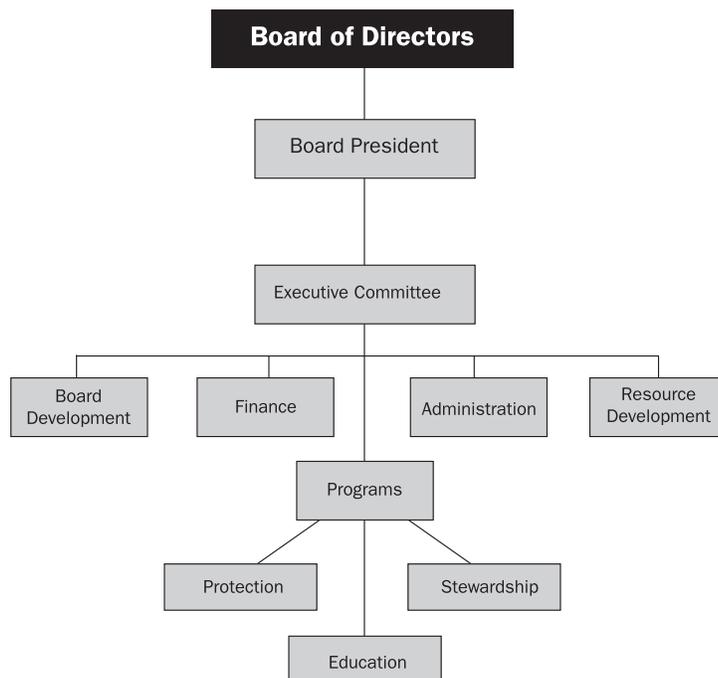
The Columbia Land Trust in Washington grew its staff capabilities significantly in a short time, and quickly delegated land conservation responsibilities to the staff (while retaining final project approval by the board). The organization understood that the job of conservation

Example

Overview of the Organizational Charts

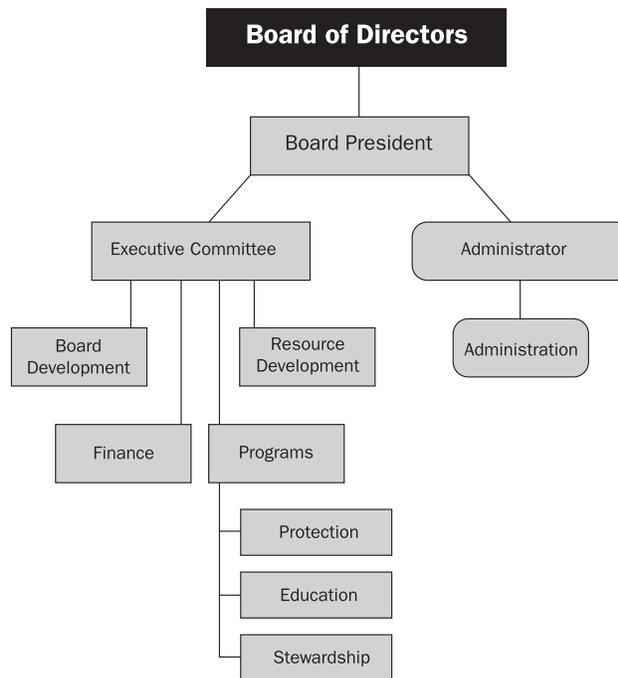
The following four charts show how an organization might evolve from an all-volunteer group to one with professional staff. This is one scenario, one quite common with growing land trusts. Not every organization evolves in this way, but the transfer of responsibility from an all-volunteer group to one with professional staff often follows a similar set of transitions. Several key points are worth understanding about these charts and are noted following each graphic.

All-Volunteer Organizational Structure



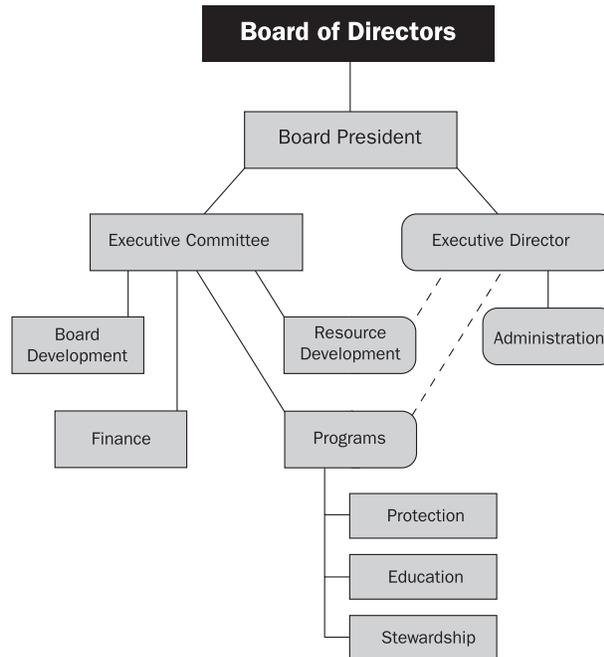
- In this structure, all of the governance and management functions rest with the board (and its volunteers). Committees of the board assume all functions.
- With no staff, no delegation of function exists.
- This diagram represents a simple (but not necessarily easy) organizational structure to manage.

One-Staff Organizational Structure



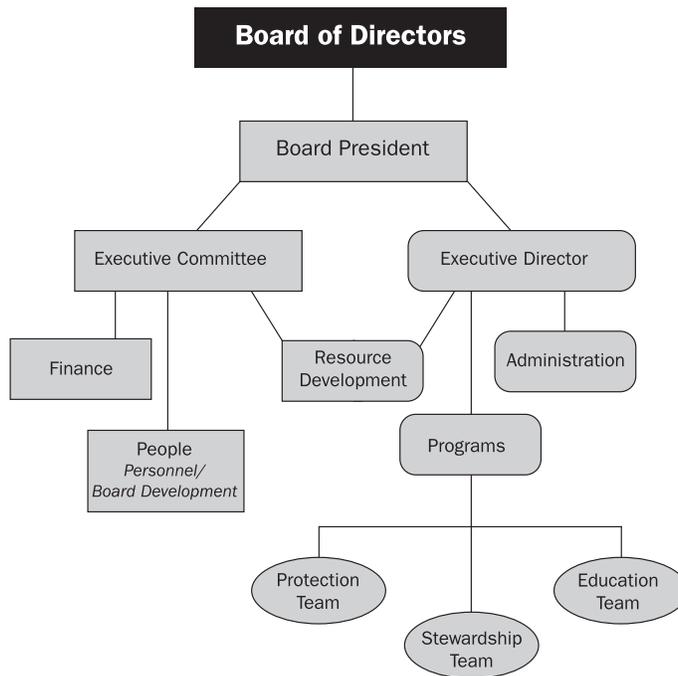
- As a board adds staff, the board is able to delegate some functions. In many cases, the best initial delegation of responsibilities is to hand over the administrative functions to staff. These functions include database management, bookkeeping, writing thank-you letters, etc. Because these activities require consistent, reliable attention, they are often best done by a paid staff person.
- All other functions of the organization remain with the board. As a result, board committees continue to assume and reflect these functions.

Small Staff Organizational Structure



- As an organization continues to grow its capacity, it is likely to hire additional staff — often an executive director. This small-staff structure with an executive director and maybe one additional staff is very common.
- Often the board will fully delegate administrative authority to the executive director in this small structure. This authority includes the responsibility to hire and supervise any administrative staff.
- The board may delegate other responsibilities to the executive director, but with small organizations is it common for the board to limit the authority given to the executive director. In this case, the director has responsibility to help support the nonadministrative functions, but does not have the authority to direct those functions. The primary authority remains with the board committees. (Solid line represents authority; dotted line represents support.)
- The director in this structure is in a very difficult position, often given responsibility to support a function, but not the authority to manage it. In these cases, the board cannot hold the executive director accountable for the results/success of the nonadministrative functions.

Mature Organizational Structure



- When capacity allows more staff to be hired, the board is likely to delegate more authority to the executive director. In this case, the executive director has responsibility for administration, program planning and implementation, and a portion of resource development.
- When these functions are fully delegated to the executive director, they are now within the control of the executive director to manage. Short of any final decisions and governing policies, the director defines how these functions will be managed. Likewise, the board can now hold the director accountable for the success of these functions.
- The board retains authority for the core governing functions, including board development, financial accountability and a portion of resource development.
- Board members may remain active in the delegated management activities, but in these cases serve as volunteers supporting the executive director's responsibility.

Clarifying Roles

Land trusts should define governance and management roles in a way that helps guide current and future board and staff members. There are several places where these definitions can take place.

This first, most fundamental definition of roles and responsibilities comes in the *bylaws*. The bylaws are the most basic and important structural guidelines for the organization. They define the functions, responsibilities and roles of board members and board leaders. They also establish other guidelines about how decisions will be made and meetings organized. The bylaws are not intended to answer every question about structure and authority — only the most basic. While bylaws need review periodically, significant changes are rare, coming only when groups have made fundamental changes to how the organization works. (For a complete discussion of land trust bylaws, see Practice 2B: Nonprofit Incorporation and Bylaws, and the Land Trust Alliance course “Nonprofit Law and Recordkeeping for Land Trusts.”)

At the next level of detail, the board creates *policies* to clarify the roles of board members, volunteers, staff members, and other individuals. These policies should be reviewed from time to time to ensure their accuracy and completeness. Changing responsibilities between board and staff often reflect the reality of a dynamic growing land trust, and they need to be captured in the policies that guide the organization’s actions. Some examples of policies that a board might enact include:

- Conflict of interest;
- Gift acceptance;
- Fiscal management and internal controls;
- Endowment restrictions and use;
- Personnel policies; and
- Easement stewardship policies, including easement monitoring and enforcement.

Finally, the roles of board and staff members should be clarified in job descriptions. Job descriptions are extremely helpful tools for orientating board and staff members, and clarifying expectations. Job descriptions also help distinguish between the role of a board member and the executive director, for example.

Some facets of a land trust’s operations might fall into all three categories. For example, the basic responsibilities of its board officers should be spelled out in the bylaws, but more specific authority is likely to be made by board policy and captured in the job description for the position.

Bylaw or Policy?

Review the following organizational considerations pondered by a board of directors and decide whether it is best captured as a bylaw or a policy. Review the bylaw examples at the end of this chapter for guidance on how these questions might be answered. The answer may lie in more than one place.

1. Number and names of standing governing committees
2. Choice of decision-making models — consensus or majority rule
3. Number of board members
4. Composition of the board
5. Responsibilities of the board chair
6. Prevention of self-dealing

General Principles

- Bylaws create a framework for subsequent decisions or rules. If an issue is basic to how a board will function, it should be within the bylaws. If the decision is more specific to an operation within the organization, it should be a policy.
- Bylaws are generally more difficult for an organization to change. Therefore, decisions that may need to change to respond to shifting circumstances are more appropriate as policies.

Possible Answers

(See also sample bylaws on page 78)

1. Committees can change depending on how an organization evolves, modifies its plans or takes on new responsibilities. A board wants to be flexible enough to make these changes whenever they are needed, and should not be constrained by the bylaws — especially if the process of changing bylaws is cumbersome or dependent on outside stakeholders. For this reason, it may be best to name committees in policy rather than bylaws. (*Exception:* If the executive committee has the power to act on behalf of the board on a discretionary basis, this power and the corresponding limitations to this power should be described specifically in the bylaws. This could be true of any committee with consistent delegated authority.)
2. Decision-making is fundamental to so much of the organization, and can be such a key component of organizational culture, that it likely will affect nearly every aspect of the organization. For this reason, it should be defined within the bylaws.

3. The number of board members is basic to leadership functioning and power, and should be defined within the bylaws as a range (for example, “between 7 and 21 board members”). In subsequent policy decisions, the board can determine where along that spectrum it wants to operate. This can also accommodate the inevitable times when an organization loses several board members unexpectedly, dropping the board below the desired number of members. In such cases, the board should push hard to recruit new members and reach the target number (and composition) of board members.
4. The composition of the board can either be firm or variable. Sometimes, land trusts are required to represent certain constituencies or stakeholder groups. In these cases, some guidelines within the bylaws can help ensure that connection, and they should be followed very strictly. (For example, it may be important to state within the bylaws that “board composition will provide geographic representation for all the towns within the county.”) However, even in these cases, creating firm numbers or percentages often works against an organization’s ability to bring in key talent as needed. In most cases, the diversity of the board is something the board sets as targets or goals that will flex depending on the pool of available talent and, therefore, should be part of the policy decisions for board recruiting.
5. The board chair is a fundamental leadership role that is required by most state nonprofit corporation statutes (along with secretary). Therefore, it should be listed within the bylaws. However, the responsibilities of the position may change to accommodate other leadership roles, as needed. The position can be defined more specifically within the position description approved (as a policy) by the full board.
6. The issue of self-dealing is critical to land trusts given the legal and community support consequences that emerge if it is mishandled. Land trusts are well served to deal with this issue on several different levels. First, the organization should define clearly the scope and authority of an individual board member in the bylaws. The general rule is that a single board member has no authority to act on behalf of the board; the entire board has complete authority to act on the interests of the organization. Clarifying this authority and how it is connected to overall board decision-making is a key bylaw component. Second, a detailed, written conflict of interest policy should lay out how board members handle their participation in discussions and decision making when a perceived or real conflict of interest arises that might lead to an issue of self-dealing. The policy must be thorough and used in every single situation that warrants it. A more complete understanding of how to develop a policy to manage conflicts of interest can be gained from the Land Trust Alliance course, “Avoiding Conflicts of Interest and Running an Ethical Land Trust.”

Tools and Sample Documents

Note: Commentary is embedded in the following documents where appropriate.

Bylaws for a Non-membership Organization (page 78)

This sample document contains some select provisions of a set of bylaws for a non-membership organization. Each of these provisions has commentary to describe some details that might be important for a land trust to consider.

Land Protection Resolution, Columbia Land Trust (page 82)

Land Protection Resolution, Land Trust of Napa County (page 84)

Resolution Defining Scope of Authority, Rocky Mountain Elk Foundation (page 86)

This resolution is an example of a land trust defining the lines of authority and degree of delegation made available to the executive director and land protection staff. Such a clear definition of roles and authority may be useful for organizations with increasingly professional conservation programs.

Visit The Learning Center, the Land Trust Alliance's online education resource, to print editable copies of all documents included in this book.



A *membership corporation* is one in which “members” are given specific rights (usually the right to vote for directors and/or bylaws) in exchange for financial dues. A *non-membership corporation* is one in which no such right is exchanged for dues. Instead, those rights are vested with the board of directors.

Note: The legal definition of a membership corporation is one in which “members” are given specific rights (usually the right to vote for directors and/or bylaws) in exchange for financial dues. A non-membership corporation is one in which no such right is exchanged for dues. Instead, those rights are vested with the board of directors. In each of these cases, people who make contributions may be called “members,” even if (in the case of the non-membership corporation) there is no voting right exchanged with the membership contribution.

ARTICLE II: NONMEMBERSHIP

This corporation shall have no members.

Fewer organizations are incorporating as membership corporations, but are instead opting for structures that let the board elect the board. The primary advantage of this approach is that the board – which is most attuned to the working details of the land trust – is likely in the best position to make these kinds of decisions. For groups that have membership structures (where members elect board members and change bylaws), the burden to get meaningful participation of the membership in voting decisions is often difficult.

ARTICLE III: BOARD OF DIRECTORS

Section 2. **Number.** The number of Directors may vary between a minimum of three and a maximum of 21.

For the purposes of broad guidelines, it is often best generally to leave open the size of the board. This allows the board to grow as it has greater opportunities to involve new leaders. It also ensures that a board is able to fulfill its bylaws if there is a sudden departure of several of its members.

Section 3. **Term and Election.** The term of office for Directors shall be three years. A Director may serve up to two complete terms consecutively. Partial terms are not included in this term limitation. The Board shall elect its own members, except that a Director shall not vote on that member’s own position.

Term limits are of great value to keep a board fresh, instill a community perception of openness and address difficult personnel issues tactfully. It is especially appropriate if the land trust has a process to capture and utilize the talent of departing board members after their terms have expired. Two three-year terms are common, with a total amount of time set at six years, but term limits can be structured in many different ways. If a land trust is implementing term limits after years without them, it is often tactful to

“grandfather” existing board members and begin the terms afresh. This often overcomes the concerns of veteran board members who don’t want to see too abrupt a change.

Section 4. **Removal.** Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

It usually makes sense for the removal of board members to require a “supermajority.” This helps keep the action limited to egregious issues. In general, having a hard rule that a board member should be removed after missing a specific number of meetings is not prudent – the rule will almost immediately define the exception. Instead, having a policy that missing three board meetings in a row automatically triggers a conversation with the board chair allows the land trust to solve the problem and make adjustments that might be necessary to keep a board member engaged.

Section 6. **Quorum and Action.** A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as provided otherwise by these bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Tinkering with the quorum requirements is often the first action a board takes if it is struggling for adequate participation at meetings. This is usually a bandage approach that doesn’t fix the problem. If people aren’t participating, the land trust should evaluate its engagement strategies (strategic planning, committee structure and meeting management, for example). Changing the bylaws to reduce the quorum requirements only formalizes mediocrity.

Section 9. **Meeting by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

As land trusts span larger geographic areas and people become more comfortable with technology, telecommunications options need to be incorporated into meeting formats. Changes in video-conferencing technology are making such meetings even more productive.

Section 10. **No Salary.** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

One of the most important provisions in a set of bylaws is to ensure no self-dealing. This provision doesn’t preclude board members from being hired for non-board services. However, such a possibility should raise a red flag and be carefully reserved for limited

circumstances. (See also the related discussion on conflict of interest policies in Standard 4: Conflicts of Interest, and in the Land Trust Alliance course, “Avoiding Conflicts of Interest and Running an Ethical Land Trust.”)

Section 11. **Action by Consent.** Any action required by law taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Many land trusts have this provision but fail to recognize that it requires unanimous consent, not just a majority decision. This can be especially important for big issues where the board has been polled using e-mail, phone or other contacts as a first step toward a written consent decision.

ARTICLE IV: COMMITTEES

Section 1. **Executive Committee.** The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions, and any other power as delegated by the full Board of Directors.

Empowering an executive committee to act on behalf of the board is valuable, and should be considered by boards. Who is on the committee might vary depending on the circumstances. Groups often allow the board to name at-large positions, in addition to committee chairs and/or officers. Executive committees should never include non-board members in a decision-making role.

Section 2. **Other Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Authorizing the creation of committees is critical. Names of actual committees should not be in the bylaws. The committee list may change over time based on the evolution of critical issues and updates of the land trust’s strategic plan.

Section 3. **Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board.

Any committee that acts on behalf of the board needs to be empowered and led by board members.

Section 5. **Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or

substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any committees empowered to act on behalf of the board; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

It's also important to define what the committees – including the executive committee – can't do.

ARTICLE V: OFFICERS

Section 1. **Titles.** The officers of this corporation shall be the President and Secretary.

Many states only require these two officers. Other officers may be added as desired.

Section 2. **Election.** The Board of Directors shall elect the President and Secretary to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

The election of board officers is a trickier process than most realize. Often those most qualified to be president, for example, are the people who constitute the executive committee. Creating a process that works for the group is important, and often reflects the basic culture of the organization – risk averse, positive, trusting, or technical. While term limits are not often part of the officer provisions in most organizations, it can still be important to get new blood into the leadership team regularly.

Section 4. **Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Having the flexibility to create new officers may be useful. Having too many officers may disempower other board members – what do they have to do if the officers do everything?

ARTICLE VI: CORPORATE INDEMNITY

This corporation will indemnify its officers and directors to the fullest extent allowed by law.

States all have slightly different ways in which the organization can best protect its board members, usually involving some language in the bylaws and/or articles of incorporation. These relatively simple provisions are one of the best ways to protect board members against liability.

**Columbia Land Trust
Staff Report 2002.37
Deep River – Johnson
December 19, 2002**

Requested Action:

Columbia Land Trust Board of Directors approval to purchase the 43-acre Johnson property for the appraised value of \$149,000 using Salmon Recovery funding.

Site Name: Deep River, Lower Columbia River, Wahkiakum County, Washington

Location and size: Approximately 43 acres, situated on the west bank of the Deep River, about 2½ channel miles from where it enters the Columbia River, less than one mile from Grays Bay.

Conservation tool: Acquisition of fee simple title.

Funding source: State of Washington, Salmon Recovery funds will pay for 73% of the costs. The Revolving Land Fund will be used for the 27% balance (approximately \$40,000). The \$40,000 will be reimbursed by matching grant funds that have been applied for and awaiting confirmation. These include federal grants from Bonneville Power Association (BPA), Environmental Protection Agency (EPA), a small grant from the Lower Columbia River Estuary Partnership and a possible donation from Stevenson Pacific for carbon sequestration credits.

Landowner information: Leon & Linda Johnson purchased this parcel as investment property, with original plans to log and then resell, perhaps as an RV park. Using the land for family picnics and friends' retreats shifted their personal priorities toward preservation, and a real estate agent they know from childhood introduced us 18 months ago. Johnsons are natives of the area, were pleased to learn their land had special conservation qualities, and have been very cooperative and supportive of CLT's work.

Key conservation qualities: Deep River, a significant watershed within the Columbia River estuary, is utilized by five species of anadromous salmonids: Chinook, chum, and coho salmon, steelhead, and sea-run cutthroat. Conservation and restoration of forested wetland/floodplain habitat is the primary objective for this property, with benefits extending to the ongoing and larger scale watershed restoration efforts.

Mission and site selection criteria: The Deep and Grays rivers and the Columbia River estuary are Columbia Land Trust Conservation Priorities in the Conservation Plan.

Stewardship donation: The Salmon Recovery grant provides funds for limited stewardship activities (staff time and contracted work) for up to five years. Annual stewardship costs are covered in the adopted Land Trust budget for annual operating support and a portion of the funds raised through Great Lands Great Actions will be dedicated to stewardship. To establish a stewardship fund in the form of an endowment \$23,548 would be needed.

Acquisition: Acquiring fee simple title to close transaction in December, 2002. The seller requests payments for the property are split over two years in the following approximate amounts: \$89,000 in 2002 and \$60,000 in 2003.

Stewardship: The land is ideally suited for enhancement of tidal influences and reconnection of land and river, improving habitat and water quality, restoring salmonid-rearing habitat, and increasing basin productivity for all life history stages of salmonids. This will involve significant restoration and monitoring effort over the coming years to ensure project success. Grant funds will be used for a majority of this work.

Columbia Land Trust Conservation Director recommends that the Board of Directors give approval to acquire the 43-acre Johnson property on the Deep River for the appraised price of \$149,000 using Salmon Recovery funds.

The Land Trust of Napa County

PROJECT SUMMARY

PROJECT: XXXXXX Ranch Conservation Easement
NAME
ADDRESS.
American Canyon, CA 00000
222-2222

DATE PREPARED: December 1, 2000

BOARD LIAISON: none

PROJECT GENESIS: Longtime Land Trust members

TYPE OF PROJECT: Open space-grazing, adjacent to XXX Open Space, possible Bay Area Ridge Trail

PROJECT RANK: Medium/High adjacent to Newell, Jamieson Canyon Viewshed Corridor

PARCEL NUMBERS: XXX-XXX-XXX, XXX-XXX-XXX, XXX-XXX-XXX, XXX-XXX-XXX

ACREAGE: 168 + 100 + 160 + 142 = 570 acres Napa County

HOMESITES EXTINGUISHED: 0

ZONING: Ag. Watershed

LANDOWNER GOAL: The XXXXX Ranch has been owned by XXXXXX and her late husband since 1946. During the past 20 years, Mrs. X has sold 4 of the 5 parcels to her 4 children. The intent of the family is to place each of the parcels in a conservation easement that would allow a homesite on each parcel within an established development zone. Each conservation easement would prohibit the use of the property for the establishment of commercial vineyards or a commercial winery, but would allow their continued use for commercial cattle grazing.

PROPERTY: The XXXX Ranch is similar to the XXXX Open Space: annual grasslands with some riparian corridor and isolated stands of Coast Live Oak. The property is strategic for several reasons: It is located along the XXXXX Canyon corridor, which means that the viewshed protection issues are high. Some parcels involved are adjacent to the XXXXX Open Space and are candidates for inclusion into the Ridge Trail. At least one of the property owners is not adverse to this. Thirdly, the Ranch may have many of the same natural history/ecological attributes that make the XXXXX Open Space so important.

FINANCIAL: The families will receive a modest income tax/estate tax benefit for eliminating vineyards and wineries on the parcels, although they are probably not in an income tax circumstance to make full use of this. The Easement Defense Fund contribution was recommended by the Project Committee at \$2,500 each, since they are conserving 4 parcels at once, but each parcel entails the specific risk associated with being individually owned.

STAFF RECOMMENDATION: We propose to complete this project in 2000, but the schedule is tight, since we will need to complete 4 separate transactions.

**Resolution for the Rocky Mountain Elk Foundation
Board of Directors**

January 19, 2002

**Defining the Scope of Authority of the Staff and the Lands and
Conservation Committee for Lands Transactions**

WHEREAS, by earlier resolutions dated October 22, 1999, January 15, 2000, and November 13, 2000, the staff has been authorized to amend conservation easements, accept routine donations of conservation easements and real estate, and accept year-end donations, which authority was consolidated in a resolution dated July 20, 2001; and

WHEREAS, these resolutions prescribe a decision process involving the staff, the Lands and Conservation Committee and the Board of Directors; and

WHEREAS, staff has adopted procedures to safeguard the Elk Foundation as it accepts donations of conservation easements, lands, and amendments of conservation easements; and

WHEREAS, the Lands and Conservation Committee diligently reviews each proposed conservation easement, conservation easement amendment, and lands transaction; and

WHEREAS, the Board elects to empower the Lands and Conservation Committee to act on behalf of the Board on a broader scope of low risk conservation easements and real estate transactions; and

WHEREAS, by this resolution staff authority, Lands and Conservation Committee authority and Board decision making process will be clarified to help facilitate the increasing workload associated with lands transactions.

NOW THEREFORE, BE IT RESOLVED, that the Rocky Mountain Elk Foundation Board of Directors authorizes the President and CEO, or his designees, to negotiate and execute all documents necessary to accept donations of low risk conservation easements and real estate (see Appendix 1), to accept donations of low risk real estate and to convey them to appropriate third parties (providing the transactions are determined to have a very low likelihood of creating a negative financial impact on the Elk Foundation), and to amend conservation easements for ministerial reasons or to clearly increase the protection of wildlife habitat and other conservation values (see Appendix 2); and when there is a consensus among the Lands and Conservation Programs Department, the Legal Department and the President and CEO, or his designee, that the transaction meets the approved criteria. Furthermore, such transactions will be presented to the Lands and Conservation Committee for review and “pocket veto” approval whereby any member of the Lands and Conservation Committee may, within ten (10) days, raise any concern

RESOLUTION DEFINING SCOPE OF AUTHORITY

or question, and request the Chair of the Committee and the head of the Lands and Conservation Programs Department that the project undergo additional review, or if the Lands Department or the Legal Department's due diligence process discovers anything to the contrary, the proposed transaction will be submitted to the Lands and Conservation Committee and the Executive Committee or the full Board for review and approval.

BE IT FURTHER RESOLVED, that for any donation of a conservation easement or real property or amendment of a conservation easement that needs RMEF approval after December 1st of any year and where staff has undertaken review and due diligence and has determined the donation to be of low risk, the Chair of the Lands and Conservation Committee, or his or her designee, shall have authority to approve the acceptance of any land or conservation easement or conservation easement amendment.

This resolution was recommended by a unanimous vote of the Lands and Conservation Committee, including proxies, on the 18th day of January, 2002.

This resolution was approved by a unanimous vote of the Board of Directors on the 19th day of January, 2002.

Check Your Progress

Before you continue on to the next chapter, check that you can:

- Describe bylaw clauses that foster good board governance (such as term limits, standing committees, required board meetings, attendance expectations, etc.);
- Engage the board in a periodic discussion of the bylaws with respect to governance issues;
- Understand the relationship between framework (bylaws) and details (policies) in defining board governance guidelines;
- Draft a board member job description (or expectations of service);
- Explain the legal, fiduciary and other key roles of the board to prospective board members;
- Understand the most important things board members can do to assure responsible board participation;
- Have a rudimentary understanding of the lines of authority between board and staff for various-sized organizations;
- Determine how often the board should meet and what type of meeting structure would work best for the organization;
- Describe what information is needed for the board to make good decisions — on an ongoing basis (information for each board meeting) and on an annual or periodic basis (information for establishing strategic direction);
- Explain the importance of attending meetings and staying informed about the land trust's mission, goals, programs, and achievements;
- Describe the board's meeting attendance rate and level of involvement to funders and others;
- Describe a process for managing decisions that involve a conflict of interest;
- Determine the degree of delegation appropriate given the capacity and philosophy of the organization; and
- If the organization operates in one of the very limited instances where the board delegates transaction responsibilities to management with clearly articulated policies, then the learner should be able to draft a board delegation of decision-making policy for land transactions that includes a rationale and process for delegation.



Chapter Two • Keeping Boards Strong

Learning Objectives

As a result of completing this chapter, you should be able to:

- Determine the best size for your land trust's board;
- Determine how committees can be used effectively in the organization;
- Distinguish when and how ad hoc committees versus standing committees best support the organization;
- Distinguish between governance and program committees;
- Determine the skills, experience and diversity of board members necessary to make the board effective at this stage in the organization's development;
- Use a profile grid to define recruiting strategies for board development;
- Begin development of a process for screening, recruiting and electing new board members;
- Begin development of a board member orientation and ongoing training program;
- Begin development of a board member evaluation and recognition process;
- Complete the table of contents of a board manual for your land trust and a plan for completing and maintaining the manual; and
- Create a board-committee-advisor chart to define other people's contribution to leadership composition.

Summary

Boards are successful if the right people are involved. Recruiting the best talent to serve the organization is critical. Keeping the talent working in the best possible way is also essential. Good people have time to give, but they don't have time to waste.

The effectiveness of great organizations depends upon the strength of their board members' interpersonal relationships. Nearly all great organizations

have boards with members who share a high degree of trust, respect and commitment for and to each other. Land trusts that wish to become more effective should build the means for developing stronger interpersonal relationships. Groups can do many things to foster stronger interpersonal relationships. The seemingly unrelated issues of meeting frequency, mentor relationships and board recognition programs can be structured in ways to support this fundamental factor of effective organizations.

Committees: The Importance of Good Structure

To keep a land trust strong, finding and supporting the right organizational structure is essential. The right structure is a critical reflection of a land trust's unique culture and way of doing work, but there are some universal frameworks that all groups can consider as they make these decisions.

Committees are common tools used to improve a board's effectiveness, extend its reach and capacity, and better engage people in the work of the organization. Successful committees have several common ingredients, which can be replicated by land trusts looking to ensure their success. The nearly universal ingredients for effective committees are:

- **Purpose.** Good committees must have a clear written mandate that they are expected to fulfill. They need to know why they exist and how they serve the organization overall. The specifics of a committee job description should clearly delineate one committee's roles from those played by other committees, and from the roles played by staff. Such descriptions are invaluable tools to ensure common understanding among all the committee members and the board as a whole.
- **Leadership.** Good committees need to have someone who is responsible for the committee's success — someone who takes the lead, who ensures that meetings happen and are run well, and who follows up on details as needed. Perhaps more important than any single ingredient, strong committee chairs are essential to effective committee operation. If a land trust only has two people who can be effective as committee chairs, it should not have more than two committees until more leaders can be found or trained. In this way, available leadership is always a limiting factor in deciding and establishing organizational structure.
- **Membership.** A committee must have a stable core membership that works through issues from meeting to meeting. If the membership on a committee is a revolving door of new faces, there is seldom the continuity necessary to be effective. Issues never seem to move forward, trapped in a cycle of one-

step-forward, one-step-back. Land trusts can encourage board members and other volunteers who are interested in a particular issue or project to participate on a committee when the timing is right for that discussion. But in general, there must be a stable group that participates regularly and actively in the work, and understands where the last conversation ended so the discussion can resume where it left off.

- **Work Plans.** Another core ingredient to ensuring that an organization is strong and effective can be applied to nearly any small group working together. A work plan defines the tasks, identifies who will complete the tasks and determines an expected timeline for completion. This what-who-when list is essential for effective planning. It needs to be applied to every committee, so that the committee understands what its activities are at any given time, what activities are on the agenda for later (and therefore don't need to be discussed now) and who will be accountable for getting things done in a timely manner. Work planning is often one of the simpler yet more profound investments that a land trust can make to improve the functioning of its board. Good leaders create and manage effective work plans, and they work hard to ensure everyone is somehow engaged in the plans.

Types of Committees

Committees come in different flavors, and it is worth distinguishing between them. Committees are often identified by the land trust's leadership (particularly the board chair and executive director) but usually are ratified by the full board. They differ in their longevity (standing versus ad hoc, for example) and in their function (governance versus program).

Standing committees are often decided as part of an organizational development process, and reviewed periodically to ensure they are adequate and appropriate. Ad hoc committees are often an outgrowth of a particular discussion or challenge.

- **Standing.** When the work of a committee will be sustained over time, it likely needs to be a standing committee. Financial management and board development are examples of functions that continue month in and month out and therefore need a standing committee.
- **Ad Hoc.** If a committee has a responsibility that is fixed in time and will become unnecessary sometime in the near future, it may be more appropriate as an ad hoc committee. A bylaws committee is a perfect example of an ad hoc committee.

As groups take on staff and begin to develop lines of authority between the board and the staff, the functional role of committees becomes more important as well.

- **Governance.** Governing committees support the core purposes on which every board should be focused, which include strategic direction, financial accountability, leadership development, and resource development.
- **Program.** Program committees support the program planning and implementation functions (often outlined within the strategic plan), which might include land protection, stewardship, education and advocacy. If the board delegates responsibility for any of these program functions to the staff, it must also give the staff the authority to manage the corresponding committees.

Using Committees Effectively

The board of the Tucker Regional Land Trust has adopted a conservation plan that identifies the watershed of Samuel Lake as a priority focus area, with a goal of protecting every one of the 17 properties in the watershed. The board knows that Ms. H. Barre, who owns one of the largest properties and one-quarter of the shoreline, is thinking about selling her land.

What are the steps in developing this project and what entity — staff, committee or board — is responsible for each?

1. What work needs to happen before the project is presented to the board for approval — and who should lead that process?
2. How should the various players participate in the decision at the board meeting?
3. What role should the Lands Committee play in guiding this decision and discussion? How much authority should the Lands Committee have, and what authority is reserved for the board of directors? How does that role change if the land trust has no staff, two staff or 12 staff members?

Considerations to inform the discussion:

- Prior to board consideration, the Lands Committee and staff should research the details of the project to ensure it fits into the conservation framework established by the board. The project “opportunity” should be compared to the land trust’s written project selection criteria, mission and goals, and conservation priorities. If these elements are well defined and approved by the board in advance of the emergence of the new land protection opportunity, this would give the Lands Committee and/or staff a green light to pursue the potential project further.
- A checklist that defines the steps in the selection process is a valuable tool to ensure the project is getting the appropriate level of scrutiny by the land trust — whether by the staff, Lands Committee or entire board. The checklist should include steps to determine the natural resource value, community and financial considerations of the project. It should also incorporate external evaluation information, such as any necessary appraisals and environmental reviews. Such a checklist is generally created by the Lands Committee or staff for use in the project selection process, while the steps it outlines are often approved by the board.
- If the project requires funding for acquisition or stewardship that is not currently available, the project should include the development of a fund-raising strategy that addresses how the necessary dollars will be acquired and

whose role it is to bring them in. If the land trust's fundraising responsibilities rest with another committee or staff, they will need to be advised and involved in this facet of the project decision.

- When the board considers this project for approval, all of the critical questions should have been answered. The proposed project should:
 - Meet the land trust's mission, goals and conservation priorities;
 - Be consistent with its current conservation strategy;
 - Meet all environmental due diligence considerations; and
 - Have adequate funding available for both acquisition and stewardship (or a strategy for securing the necessary dollars).

The project summary or checklist presented to the board should highlight all these considerations for the board's easy review. This information should be sent as part of the board packet well in advance of the meeting where the discussion will take place. (Examples of land protection resolutions can be found on pages 82–85.)

- Discussion at the board meeting should briefly review the materials to ensure that all key questions have been adequately answered. If the project meets all the land trust's guidelines and is consistent with its priorities, and any issues of funding are clearly and satisfactorily addressed, the project discussion should be relatively brief. If there are any questions of adequacy or controversial issues within the project summary, those topics would be a focus for discussion. If there is a need to balance the proposed project with other current or future opportunities, those "opportunity costs" would likewise make up a significant part of the discussion at the board meeting.
- The Lands Committee's role in this discussion could vary considerably depending on the degree of responsibility and authority delegated to staff (if one exists) and other considerations of organizational culture.
 - An all-volunteer board would likely empower the Lands Committee to lead all facets of preparation and due diligence for the project. A recommendation for action would likely come from this committee to the full board.
 - If the organization has limited staff, the Lands Committee would likely still lead the process and provide a recommendation. However, the staff may support the committee by coordinating project partners, conducting basic background research, etc.

- If the organization has sufficient professional capability that the board has delegated authority for land acquisition to staff, the Lands Committee could have many different roles. It could be a volunteer committee managed by staff to extend organizational resources and provide assistance throughout the transaction process. It could be an internal review committee led by the board to ensure compliance with board direction and policies. It could have some other role that is helpful in moving the project forward, but that keeps the committee from interfering with the project authority given to staff. In some cases, there may be no Lands Committee at all. The Lands Committee's role will depend largely on the capacity of the staff, the approach taken by the executive director to manage conservation projects (if staff is delegated authority), the level of desired board involvement in land conservation projects, and other factors.
- A point person should serve as the project manager with the authority to negotiate with the landowner. If there is staff capacity, this role is appropriate for a staff person. If the board is reluctant to give this authority to staff, or if there is no staff, someone on the Lands Committee should be designated as project manager. It is important that everyone, especially the landowner, understands that all agreements are subject to final approval by the board. It is also important to be clear about how much authority is given to the project manager to negotiate the deal. If the board is unsure of the project manager's abilities, it should require more review of the negotiating process, possibly by appointing a negotiating team. The landowner should understand how much authority the person across the table possesses; otherwise, the land trust runs the risk of being seen as deceptive or ineffective.
- Any issues that come up in the negotiation that are outside of the land protection policies already adopted by the board (for example, unusual requests for reserved rights in an easement) should be presented to the Lands Committee for discussion and recommendations on how to proceed.
- Once general terms of agreement have been negotiated, the project manager should consider where funding will come from (if necessary) and how that affects the timing of the project. This should be coordinated with the Fundraising Committee and any development staff. The project manager is also responsible for ensuring that the details of the project (for example, environmental assessment, survey, appraisal, etc.) are completed.
- Land trust procedures vary in whether they require additional committee or board approvals to proceed with a project and at what stages, depending on the capacity of staff and/or the Lands Committee.

Ensuring Involvement in the Work of the Board

Presenting a limited palette of options for involvement is one of the most common mistakes land trusts make when recruiting people to serve their organizations. In effect, people are invited to serve on the board; if that particular option doesn't fit their needs and circumstances, they are not otherwise engaged and are lost to the organization. Board service alone is a fairly limited choice and fails to recognize that people who want to support the land trust have varying levels of available time, commitment and interest. Unless an organization can provide a variety of options for involvement, good people will not be willing or able to participate.

One valuable strategy for involving more people in the work of the board is to expand the notion of board volunteerism to include additional roles. Two useful options for service include *non-board committee members* and *advisors*.

Non-board Committee Members

Committees of the board need to involve every board member (or nearly so) to ensure that board members are participating equally and have somewhere to focus their involvement. But land trusts need not limit committee participation to board members alone. Many volunteers are willing to support the work of a board through participation on a board committee. These *non-board committee members* have expertise, connections and passion about the committee's purpose and have much they can contribute. Having the option to participate on the focused work of a committee (rather than the full breadth of issues facing a board) is less intimidating and often easier for those just beginning work with a land trust. It also allows those who have substance to contribute, but limitations on their time, to pick a particular focus and "go deep" in that area.

One final advantage of having non-board committee members is that it provides opportunities for participation for someone who might otherwise have a conflict of interest. Because committees have no authority to act on behalf of the board (with few exceptions), they have no ability to create policy or direction without full board approval. In this way, people can contribute on a committee without having undue or inappropriate influence over the work of the board itself. For example, an accountant whose firm is hired to be the land trust's investment manager may find a more appropriate role on the Finance Committee than on the board itself.

The number and size of committees will vary considerably depending on the number of people involved in the land trust. Small land trusts with small boards may only have enough people to support two or three



One valuable strategy for involving more people in the work of the board is to expand the notion of board volunteerism to include additional roles.

committees. Larger organizations with more board members can have more committees with more board members on each. If groups actively engage non-board committee members, the size of the board need not limit the number and size of the committees.

Board Advisors

Another option for involvement, short of full board participation, is as an *advisor* to the board. This role will vary; a person's involvement is based on the particular contributions he or she can make rather than on the set of projects or issues facing the land trust at any given time. This ad hoc approach allows an organization to tailor the advisor's assignment to the unique skills, knowledge, prestige or connections that person can provide. By working with the advisor to identify his or her involvement in a particular area, the land trust ensures a good match of both talent and time.

In this way, an advisor may be involved in a very limited — but very strategic — part of the land trust's effort. It offers people who have great capability but limited time the opportunity to get involved and make a difference.

It's important to distinguish the role of *advisors* from an *advisory council*. Advisory councils are groups of leaders who have agreed to provide some resource or support to a land trust — such as advice, connections, money, or prestige — but who have no governing authority within the organization. Unfortunately, in most cases advisory councils fail to fulfill the expectations placed on them. Advisory councils work best when they have a specific advisory role related to a function or technical skill. For example, a set of technical advisors focused on a restoration project have a role of providing support or advice to those responsible for implementing the restoration project. These advisors have deep knowledge about restoration and are willing to share their input on a specific area — restoration. In cases such as these, advisory councils can be very effective because they have the required elements of success: clear expectations, compatible knowledge and focused involvement.

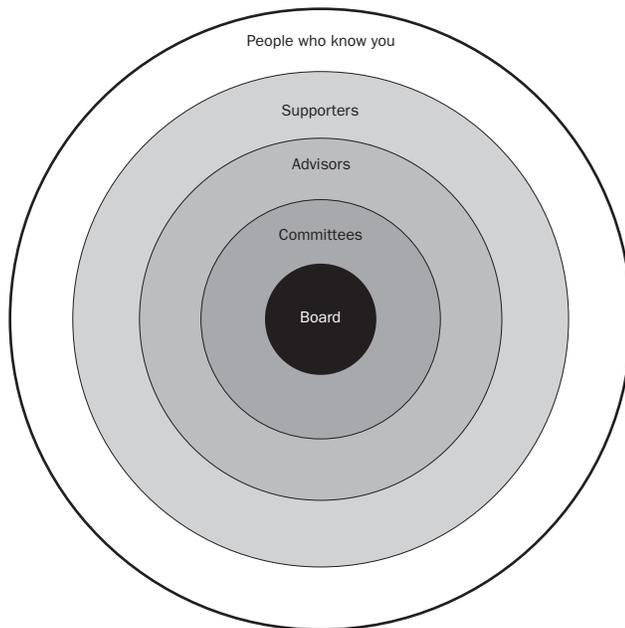
Unfortunately, most groups cobble together a diverse set of advisors on an advisory council for broad (or more often, unclear) purposes. When these advisors come together, they have little in common and have little they collectively can offer. Therefore, they rarely remain engaged. When a land trust has a diverse group of individuals that it wants to engage, it should consider involving them individually as ad hoc advisors rather than collectively in a council. In nearly all cases, the land trust will receive better input and will find more meaningful roles for the volunteers.

Circles of Involvement

These three circles of involvement — board members, committee members and advisors — provide a wide choice for individuals to be involved with a land trust. For those with a significant amount of time and broad interest, a board role can be perfect. For those with less time but strong commitment and a focused area of expertise or interest, a non-board committee role may fit well. Finally, for those who have limited time but interest in helping in a specific way, the role of advisor might be perfect. By having three options instead of one, land trusts have a much greater chance of involving people in the organization in a way that makes sense and where they can be successful. Taken as a whole, these volunteers represent a reservoir of talent, experience and commitment that can be utilized immediately as well as tapped for future board service.

These circles also provide a means for recruiting people into the organization more effectively. By recruiting volunteers to be involved in more limited ways at first, land trusts give people a chance to “try on” the organization before they commit to a greater level of involvement. Think of it as dating before getting married! Volunteers can start as an advisor or committee member, and “trade up” to more substantive roles as the fit succeeds and their time allows.

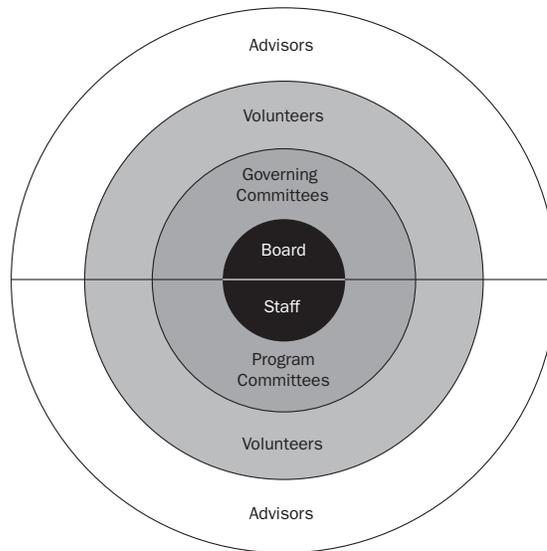
Circles of Involvement



This diagram illustrates the interrelationship of the board to several other layers of support and involvement. By involving people in the outside of the diagram and systematically moving them inward, an organization creates greater overall strength and easier transitions for volunteers and leaders. In addition, the circles provide an important way to “capture” leadership talent that leaves the board.

Shared Responsibility for Circles of Involvement

Both the board and the staff have a set of connected relationships that should be developed and supported. Recognizing when people's interests are focused on either board governance activities or staff management functions will help align volunteers with the land trust more effectively.



Likewise, people can move out of the organization in a more orderly way. If board members who leave the board lose touch with the organization, the land trust can lose important contacts, experiences and perspectives. If board members leave the board, but stay connected on committees or as advisors, they can continue to contribute and make a difference, even at a lesser degree of involvement.

At some point, every organization has a board member (or two) who isn't fulfilling the expectations of the position. While the tendency is to attribute this lack of involvement to behavior, it is more likely that the problem is one of a poor fit. By "redefining" their relationship to the land trust — that is, by finding them a role as a non-board committee member or advisor — the organization may find a way to increase the volunteers' effectiveness and satisfaction. The key is to have options available, and to pay attention to people who are not participating. They may be sending up a distress signal and be asking for a new role within the organization.

Land trusts that develop and manage these multiple levels of involvement discover many benefits. More people become engaged in the land trust's work. They get involved in ways that are beneficial for all concerned. And they are more willing to move to greater levels of involvement and responsibility later on.

There is a general volunteer adage that says, "Recruit to task, upgrade to project, evolve to leadership." The levels of involvement just discussed

echo this philosophy and can be applied to many aspects of how land trusts engage volunteers.

The Age-old Question: Term Limits?

Land trust boards often debate whether they should consider imposing limits on the number of terms a board member may serve. Both sides have strong arguments:

- **For term limits:** Unless there are policies that limit the tenure of board members, land trusts may stagnate. They fail to bring in new people with new ideas, new connections and new energy. The board becomes reluctant to ask those who still want to serve to step off the board in order to create opportunities for new people to serve. They are too polite for their own good! By having a term limit policy, boards won't let personal desires interfere with the best interests of the organization.
- **Against term limits:** Why push away strong, capable and connected leaders if they want to continue to serve? Term limits remove the potentially strongest board members for arbitrary reasons. Land trusts should have the best people serving on the board, and if they want to serve for a long time — great — as long as they continue to fulfill the expectations of the position.

While many land trusts incorporate — and the Land Trust Alliance recommends — term limits, there isn't one correct solution to this issue. Every organization needs to decide on its own. However, land trusts can make the decision easier by implementing circles of involvement. By actively recruiting people to serve on committees who aren't on the board and engaging other leaders in personally specific ad hoc advisory roles, the land trust can reduce the negative effects of term limits. Board members who step off the board don't go away; they stay active on a committee or stay connected in a way that makes sense for them as advisors. In this way, term limits are simply temporary adjustments in the status of key volunteers, allowing them to move back onto the board again after a year or two.

Protecting Board Members

Potential board members are often concerned about their personal liability for the actions of the board and land trust. Questions about liability pose an interesting challenge to recruiting and retaining great board members. Organizations need to protect board volunteers against the risks inherent in the work of conservation, including litigation.

Board members are volunteers who generally are shielded from liability in two ways. First, the “corporate shield” that protects for-profit corporate

board members from liability works the same way for nonprofit boards. While the corporation may expose itself to risk in the decisions it makes, it is generally difficult to penetrate the corporate shield except in extraordinary circumstances, such as gross negligence or malfeasance. This provides important protection to board members.

Second, nearly every state now has a law on the books limiting the liability of community volunteers working sincerely to make a difference in the community. Land trusts need to take steps to take full advantage of these board indemnification provisions, including incorporating an indemnification clause in their bylaws. Groups should consult an attorney to ensure that they have taken full advantage of these state laws and guidelines. (For more information, see the Land Trust Alliance course “Nonprofit Law and Recordskeeping for Land Trusts.”)

The easy steps described above can significantly limit board members’ exposure. Unfortunately, it doesn’t ensure someone won’t try to file a lawsuit anyway. For most land trusts, insurance — usually a general liability policy and a “directors and officers” policy (also called D&O insurance) — provides yet another layer of protection, including protection from the costs of litigation defense. (For more information, see Practice 6I, Risk Management and Insurance.)

Ultimately, the best protection for board members lies in smart decision-making, active participation and prudent actions. If board members follow simple guidelines, they will fulfill the basic requirements of their fiduciary responsibilities:

1. Make sure your land trust’s mission is clear, and that the mission is followed.
2. Attend all, or nearly all, meetings of the board or committees of which you are a member.
3. Review bylaws periodically to determine that they conform to the law and that they incorporate all amendments that have been made through prior resolutions.
4. Make sure bylaws are followed and enforced.
5. Use consents to corporate action in lieu of meetings. This decision-making tool allows a land trust to take action through a written consent agreement rather than having to call a separate meeting. The appropriate background and relative information is presented to the board in the form of a memo or other brief narrative, along with a recommendation for the action to be taken. This approach ensures the board exercises proper decision-making authority, but also can be an efficient use of board time. With these actions, all directors must agree and sign.



Consents to corporate action: A decision-making tool that allows a land trust to take action through a written consent agreement rather than having to call a separate meeting.

6. Maintain a current list of your land trust's board members.
7. Request that the land trust distribute important written materials in advance of board meetings at which action is to be taken.
8. Insist on advance notice to all directors of any major item of business to be acted upon at the next meeting.
9. Read, analyze and understand financial statements, budget proposals and other reports. Raise at least one question with respect to each financial document at any meeting called for the purpose of reviewing financial documents. Expect solid, businesslike answers from your land trust.
10. Question all reports demonstrating inconsistencies, material errors or other evidence of sloppy work.
11. Seek expert counsel — legal, accounting and otherwise — to supplement board member understanding and experience when dealing with complex issues.
12. Thoroughly review all minutes prepared by the secretary to ensure that critical matters, including resolutions and discussions of complicated and controversial topics, have been covered.
13. Adopt a written conflict of interest policy that conforms to state and federal law.
14. Ensure that the IRS is kept advised of all material and substantial changes in the organization that are within their jurisdiction, including any substantive changes in purpose and modifications to the articles of incorporation.
15. Have the most current articles and bylaws of the land trust reviewed by competent legal counsel to ensure that they take full advantage of state law concerning indemnification and protection of board members.

The Building Blocks for Creating a Strong Board — Board Development

Building a strong land trust board has never been a matter of chance or luck. Great boards are crafted. They are the product of care and forethought. Board development is the process by which organizations define what they want their board to look like and how they then create their board in that image. It goes well beyond just strategic recruiting; it includes several key steps to support a board once great board members are in service.

The five components of board development are recruiting, orienting, training, evaluating and recognizing board members. When done completely and successfully, these five components of board development ensure that

a land trust has the right people to meet its needs, and that these people are prepared, aware, motivated, and supported in their efforts.

- **Recruiting.** The process of identifying the right individuals to meet the needs of the land trust and convincing them to become part of the organization.
- **Orienting.** The steps taken to give new board members information on the organization's background, programs and culture.
- **Training.** The regular efforts to build new skills and abilities among existing board members.
- **Evaluating.** The annual task of evaluating individual board members' contributions to the board, and evaluating the board's contribution to the individual board members.
- **Recognizing.** The ongoing process of recognizing work well done and thanking board members for their commitment and the contributions they make to the organization.



When an organization is actively recruiting board members, it needs to be strategic and proactive in identifying the right people to fit its needs.

Recruiting

When an organization is actively recruiting board members, it needs to be strategic and proactive in identifying the right people to fit its needs. A land trust can identify its needs using a profile grid that defines the skills, connections and demographics it would like to have represented on the board. When it applies these criteria to its existing board members, gaps emerge that can serve as recruiting profile priorities. For example, if a land trust has two vacancies among its 15-member board, it may find that it lacks someone with knowledge about financial management and/or connections to government agencies. When the group recruits to fill those vacancies, it now is more specific about who it hopes to attract to the land trust: a person that has accounting experience or government connections. Recruiting in this way demonstrates an effort to identify and attract the person or persons necessary to strengthen an organization's diversity requirements. The more specific a land trust is about its needs, the more successful it will be in finding the right person to fill the vacancy.

Example

The Okanogan Valley Land Council in north-central Washington recognized that the makeup of the board had evolved narrowly to include board members from Seattle with second homes in the area, and a few local leaders with limited local connections. To become more integrated into the community, and to bring a broader set of skills to the organization, the group employed the profile grid to identify all the criteria they would like

Okanogan Valley Land Council Board Profile Grid

	José	Cynthia	Sam	Walter	Lydia	Dawn	Steven	Lamar
Skills and Knowledge								
Accounting/Financial Mgt.	X					X		
Personnel Management			X	X				
Fundraising								
Strategic Planning		X		X			X	
Nonprofit Management		X		X				
Leadership			X					
Public Relations/Publications		X	X					
Meeting Skills			X	X				
Legal Issues	X						X	
Education					X			
Biology/Site Ecology					X			
Grassroots Organizing		X						
Real Estate	X						X	
Contacts and Influence								
Business Community	X			X				
Media			X					
Government Agencies								
Ethnic/Minority Groups	X				X		X	
Conservation Organizations		X		X				
Native American Tribes						X		
Demographics								
Female		X		X	X			
Under 45 years	X	X	X	X	X	X	X	
Ethnic/Cultural Minority			X		X		X	
Rural Oregon		X		X		X		
Low income	X		X	X				

represented on the board. Comparing the desired makeup to its current representation, the group focused its recruiting efforts on a more refined profile. Its subsequent recruiting efforts were more strategic and more successful. Within a year, two new board members had filled in the grid, with subsequent recruiting expected to diversify the board more fully.



A diverse board doesn't just look better; it acts better.



Less diverse groups may be easier to manage, but they rarely make better decisions or do better work than diverse groups that truly reflect their communities.

When a group is looking for additional board volunteers, it needs to know where to find them. A common and successful approach is for board members to look among their friends and associates for someone who fits a particular profile. This can be useful, but it has a limitation: it tends to identify people who are already very much like existing board members. While this “friends and family” approach may be simple, it can work against a land trust’s efforts to build diversity. If “birds of a feather flock together,” then diversity sometimes depends on reaching out beyond the flock to others who are interested but otherwise disconnected from the organization.

The Benefits of Board Diversity

If a board is to *respect* its community, it should *reflect* its community. Diversity is a hot-button issue for many organizations today and for good reason. Minorities are particularly underrepresented on nonprofit boards, accounting for less than 15 percent of board members although they currently make up 27 percent of the population. Similar disparities exist along gender and class lines.

Why do *most* boards seek greater diversity? To avoid public embarrassment. However, that’s not a very compelling reason to diversify. There are much better reasons. Many nonprofit organizations have come to see that diversity on the board has moral value as well as practical value. A diverse board doesn’t just look better; it acts better. By reflecting the constituencies it serves, a diverse board of directors better connects to those constituencies. Board members build relationships to the many individual “communities” that make up a larger community. A more diverse board captures a broader set of experiences that leads to more thoughtful, creative and expansive decisions. It increases the potential for grassroots community support. It ensures expertise. It increases community legitimacy. It affirms principles of fairness and equity basic to a democratic society.

There can also be a downside to diversity that should be acknowledged. Groups that are more homogeneous (less diverse) have similar backgrounds and experiences on which to build a common culture and greater cohesion. They have common ways of thinking and common social networks. These commonalities make groups more cohesive, but they can also lead to “group think” and a lack of critical analysis. Less diverse groups may be easier to manage, but they rarely make better decisions or do better work than diverse groups that truly reflect their communities.

There are many different aspects to board diversity. Some of the ways in which organizations can be diverse include:

1. Task-related knowledge, skills and abilities;
2. Connections to various community sectors;

3. Demographic attributes including age, gender and ethnicity;
4. Values, beliefs and attitudes; and
5. Personality and behavioral styles.

Boards must decide how diverse they need to be to reflect the communities they serve effectively. This type of self-awareness can be difficult. Bringing in outside expertise to help in such an assessment can be important. Once the group is clear about where it is and where it would like to be, it can incorporate those goals into its board recruitment strategies and see progress in its diversity-building efforts. (See also Practice 3B: Board Composition.)

Land trusts that invest in active outreach to new groups, new neighborhoods and new neighbors often will find connections outside of the current “flock.” Groups committed to building diversity also allocate time to participate in community events outside their regular spheres of influence — the Cinco de Mayo celebration, neighborhood meetings, church socials, and events sponsored by groups with profiles that fit their needs. These are all opportunities to build relationships that can be future connections to a new group of leaders capable of adding new perspectives and backgrounds to the leadership of a land trust.

Other Places to Recruit Board Members

Another successful source of board members is other organizations. We all know that some boards don't do a good job of supporting and engaging their board members in the work of their organizations. Their meetings run too long. Their board member training is limited or nonexistent. Often, these board members are not satisfied with their contribution of time. They likely are looking for something else — something your land trust can provide. Identifying people from other organizations has the advantage of selecting among board members who already are committed to board service. If participation in your land trust doesn't represent over-commitment on their part, selecting board members from other groups provides a more focused target for new board prospects.

When recruiting, it's important to remember the lessons of the circles of involvement discussed above: land trusts may be more successful if they recruit leaders as advisors and committee members first. This is less of an initial commitment and gives the potential board member a chance to start in a small way before becoming engaged in a big way. If the fit is right, it's an easy move from committee member to board member. And both the board member and the board of directors understand what they will get from the move. The most successful recruiting strategies include year-round recruiting to fill the outer circles and ensure a deep pool of talent when it is time to recruit for the board.

Developing a Profile Grid

Use the sample profile grid provided to create a recruiting tool that matches the needs of your land trust. Take the following steps in modifying the grid.

1. Highlight the items on the completed grid that match your land trust's criteria for board diversity. If needed, restate the items to meet your board's requirements.
2. Eliminate the items on the grid that don't fit your organization. If they can be modified to fit, change them. If they don't relate in any way, remove them.
3. Re-prioritize the items in each section. List the most important items for your land trust first and the least important last.
4. Rewrite the profile grid using the blank profile grid. Incorporate the names of your board members across the top, using more than one grid if necessary.

Okanogan Valley Land Council Board Profile Grid							
	Jose	Cynthia	Sam	Walter	Lydia	Dawn	Steven Lamar
Skills and Knowledge							
Accounting/Financial Mgt.	X					X	
Personnel Management			X	X			
Fundraising							
Strategic Planning	X			X			X
Nonprofit Management	X			X			
Leadership			X				
Public Relations/Publications	X	X					
Meeting Skills		X		X			
Legal Issues	X						X
Education					X		
Biology/Site Ecology					X		
Grassroots Organizing		X					
Real Estate	X						X
Contacts and Influence							
Business Community	X			X			
Media		X					
Government Agencies							
Ethnic/Minority Groups	X				X		X
Conservation Organizations		X		X			
Native American Tribes						X	
Demographics							
Female		X		X	X		
Under 45 years	X	X	X	X	X	X	X
Ethnic/Cultural Minority			X		X		X
Rural Oregon		X		X		X	
Low income	X		X	X			

5. Make a preliminary judgment about the criteria covered by existing board members. By process of elimination, identify the profile of potential board members that will best complement existing board member skills, connections and backgrounds.
6. Reflect on this process to decide how it could be done as a group with your board development committee, board of directors or some other board leadership team. What is the best way to get honest feedback on the characteristics each board member brings to the trust? How might this process be managed over time to keep it fresh and helpful?

Orienting

Recruiting is the first step in the board development process, but *orienting* prospective and new board members is an essential second step. Orientation is an investment made by an organization to clarify expectations up front, and provide the information that makes a board member successful and engaged right away. If a board member does not engage with the organization quickly, the land trust loses momentum and the potential early contributions that person could make. So, the sooner a new board member feels comfortable and connected, the sooner the organization benefits from that person's role on the board.

Successful orientation begins early in the recruiting process by helping prospects understand the expectations of board service. A recruiting packet of basic information (job description, board list, strategic plan, budget, board member agreement, etc.) provides the core information needed to understand the nature of the organization and the role played by the board. Such information can help prospects decide if the land trust is asking for something they can give. Groups work against themselves when they are not honest about what is expected of board members.

Job descriptions are critical and should be offered early in the recruitment process. The job description defines the basic requirements of board service, including both general roles and specific expectations. If the expectation is too much or off target for your prospect, it's good to know that up front. This early education provides an opportunity to find a better fit for a prospective volunteer, such as a non-board committee member or an advisor.

Orientation steps up after a person agrees to serve on the board. At this point, land trusts must invest some time in a board member so that he or she understands the details of how the organization operates. A more extensive orientation packet provides even greater detail than the recruiting packet. Often this information is contained in a board member book or manual that includes detailed information about programs, personnel, plans, and policies. In addition, a board member agreement can pick up where the board job description left off by defining more specifically the board member's individual interests and what he or she hopes to get back from his or her board service. This agreement coupled with the job description is significantly more helpful in clarifying expectations than a job description alone.

An orientation process also can include a tour of critical properties protected or identified for protection. This can be one of the most positive and enjoyable introductions a new board member can have to the

land trust. It is also a great way to highlight the opportunities and challenges the organization faces in its conservation work. And it can help set the stage for more informed board decisions regarding conservation transactions.

Land trusts also can benefit by connecting new board members to existing ones by assigning mentors. In this role, a veteran board member is available to answer questions and address new board member concerns. The veteran may call a new board member between meetings to see if he or she has any questions or needs any additional information. Again, by taking the time to build board relationships, a land trust invests in a board member's immediate contribution and success. By emphasizing such mentor relationships, the organization is demonstrating very positively that the new board member is an important part of the team and worth the investment of time and energy. The best mentor relationships often come about when someone the new board member doesn't know serves as the mentor. Bringing together strangers not only overcomes some sloppiness that may come with familiarity, but also builds another relationship that will strengthen the board overall.

Board Member Orientation

Review the list of board orientation tools to see which ones your land trust currently has in place. Decide if others would be helpful.

	Tool	Have it	Improve it	Don't have it	Don't know
Board recruiting packet					
Board manual					
Orientation meeting					
Mentoring program					
Fundraising packets					
Property/project slideshow					
Tour of properties					
Other (list)					

Notes

Training

At some point, the information provided to new board members takes the board member out of “new” status and makes them ready for service. But the need for more information continues for all board members. That’s where *training* comes in. Practice 7D, Availability of Training and Expertise states: “Volunteers and staff have appropriate training and experience for their responsibilities and/or opportunities to gain the necessary knowledge and skills.”

All board members benefit from ongoing training and development. Training investments, including presentations, tours and workshops, pay for themselves many times over in greater service, greater commitment and more generous support. A land trust should develop an overall strategy for board training that includes workshop opportunities *outside* of the organization (such as regional or state land trust conferences or the National Land Conservation Conference: Rally), *inside* the organization (such as a training for all board members on how to read financial statements), and *individual* training and development opportunities for single board members (such as participation in community workshops and networks of nonprofit organizations).

A land trust should organize its training needs on a training calendar that schedules the specific times that these events will take place. This calendar can include both simple, short training sessions (such as 30 minutes focused on the land trust accreditation process) as well as more extensive training sessions, perhaps connected to a board retreat (such as a training and role playing for board leadership in major donor fundraising). Often, a board development committee will solicit training topic ideas from board members, and then will synthesize this list into a set of three or four training sessions each year. The frequency and duration of training sessions depends on the group’s needs, board member availability and commitment to professional development.

Training programs should include specific information about conservation priorities and issues facing the land trust. Board and staff members usually have their fingers on the pulse of conservation issues throughout their community. Bringing those issues into the boardroom, and helping board members see and understand the questions about stewardship challenges, conservation priorities and educational events, leads to better decision making. It also gives board members small, but important connections to the conservation agenda that make them feel more connected to the vital land protection work of the organization.

Creating a Training Calendar

Consider the following questions when creating a training calendar for your board. Use this as a starting point for a more comprehensive board training program.

1. What are the topics of greatest importance to our land trust’s mission and programs?
2. What organizational issues seem to be the most challenging for us?
3. Which training topics can be incorporated into other core activities (for example, financial statement training as part of an audit presentation, stewardship training as part of staff reports, etc.)?
4. What amount of time is available for training? Do we have time available at annual retreats? At regular board meetings? At committee meetings?
5. What is the tolerance of board members for high-quality training? How much are they willing to invest in their training and development? What is the budget for such training?
6. What resources (Land Trust Alliance National Land Conservation Conference: Rally, regional conferences, local organizational training programs) are available for our land trust? How cost effective are they for our training needs?
7. Who is a likely champion for training within our organization? Does that person have the respect of other board members — will they follow?

Notes

Evaluating

Board development is a systematic effort to strengthen and sustain the effectiveness of a board of directors. Nearly all organizations understand and engage (to some degree) in efforts to recruit, orient and train their boards. The final two board development pieces — evaluating and recognizing board members — are as fundamental as the first three, and the most neglected. These two elements of board development seem most difficult for groups to address, despite their clear benefit to the health and effectiveness of a board.

Why evaluate the board? The reason is simple — to determine if the board meets the land trust’s needs. Evaluation tests assumptions about the composition of the board, and the commitment and follow-through of individual board members and the board as a whole. It creates a regular opportunity to identify where problems might exist, and develop strategies to fix these problems. Other reasons include:

1. To ensure that the board represents the entire community;
2. To determine if the board is achieving its objectives in policy development and specific board tasks;
3. To pinpoint board strengths and weaknesses;
4. To pinpoint the strengths and weaknesses of the individual board members and the roles they fill;
5. To foster growth and development of individual board members;
6. To set a climate of evaluation for the entire land trust;
7. To highlight areas in which the land trust could/should change;
8. To demonstrate to the community the sincerity of purpose of the board and the fact that the board takes its responsibilities seriously;
9. To help those board members who are trying to provide better leadership in the community; and
10. To give perspective to board functions and allow the board to look at an overview of future tasks.

Evaluation can focus on the overall performance of the board, or it can focus on the individual contributions of board members. Both approaches are helpful, but each provides slightly different information. For purposes of board development, individual board evaluations provide feedback that helps each board member understand and improve his or her contribution to the organization. It can also help the board as a whole improve its follow-through in support of individual board members. For example, if an individual board member wishes to learn how good meetings

work, an evaluation that considers how successful a meeting was can help the group understand if that experience has been gained. If it hasn't, the board can decide how it might better run future meetings, simultaneously serving both the entire board's and the individual board member's needs.

A more global assessment of board performance is also important. It is common to do such an assessment prior to making specific planning decisions or other organizational development changes. While both types of evaluations — individual and collective — are valuable, they offer very different benefits to the organization.

Individual evaluation is a commonly accepted practice among professional organizations. These groups recognize the need to evaluate staff and give them feedback on how they can improve. Yet these same groups don't apply this same standard to their essential volunteers. Evaluation helps volunteers in all the same ways that it helps professional staff.

If done correctly (and this is crucial), evaluation is critical in making a land trust stronger, more effective, more accountable, and more satisfying for board members. Part of “doing it right” is looking at evaluation as a two-sided process. Board members need to evaluate the effectiveness of the board in supporting their needs just as much as the board needs to evaluate board members' effectiveness in supporting the needs of the land trust. If done positively and with both sides in mind, evaluations can be valuable tools.

The fundamental purpose of an evaluation is to determine if the expectations of a relationship between a board and board member are being met. Clear expectations are key to this effort. If board members are unsure about what is expected of them, it will be difficult for them to meet those expectations. Likewise, if a board member is unclear about what he or she hopes to gain from his or her board service, the land trust will find it difficult to meet those needs. Good evaluations begin with good orientation — defining the expectations and desires of both sides of the organizational relationship. If the expectation is clear and agreed upon in advance, evaluation becomes simply a matter of taking stock.

Two tools that help clarify expectations are the board member job description and the board member agreement. If these documents define expectations up front, they become an ideal framework to measure success later on.

Completing a Board Member Agreement

Use the blank board member agreement on the facing page to test the usefulness of this tool and this process.

1. Read over the entire agreement. Get a feel for the two sides of the document — one identifying what the board member hopes to get out of the relationship, and the other identifying what the board member is willing to contribute to the land trust.
2. Answer the first four questions on the first page. Add as much detail as you can.
3. Reflect on the answers.
 - How is the information in the first section different from the second? How does this reflect the need to balance selflessness and self-interest?
 - What do the answers from the second and third questions say about your ideal role in the organization? Is there a better place for you than on your current committee/role?
 - How might this document help the board find the right fit for people within the land trust? How could it be modified or adapted to best serve the organization?

A useful structure for a board evaluation process is to recast the board member agreement into a self-evaluation tool. In this way, a board member assesses how well he or she has met the expectations he or she agreed to. He or she also can provide feedback on how well the land trust has met his or her needs and expectations. This two-sided approach often leads to more honest and effective feedback for both sides.

Board Member Agreement

As a board member, I have certain expectations about my involvement with this board. These expectations include both what I want to give and what I want to receive in return.

What I Expect from the Board

I want to serve on this board because: _____

The things I expect to enjoy the most about being on this board are: _____

The things I expect to enjoy the least are: _____

There are certain personal or professional goals that my involvement in this group can help satisfy. The areas where I want to grow are: _____

I expect the following from this organization:

- Clearly defined roles and responsibilities for board and staff members, including clear lines of authority.
- Orientation and training necessary to enhance my effectiveness as a board member.
- Materials provided in advance of meetings where decisions or deliberation will occur.
- Timely and accurate financial reporting.
- Appropriate use of committees to assure efficient use of board and staff time.

I also recognize that this board has certain expectations of its members. It is as important for the board to get what it needs from me as it is for me to get what I need from the board.

What the Board Expects from Me

As a board (or committee) member, I believe that I bring the following strengths, skills and knowledge to this organization: _____

I am willing to serve this organization in the following areas: _____

I accept responsibility for ALL of the following:

Time Commitment:

- Attend board orientation and training sessions.
- Attend board meetings, committee meetings and membership meetings.
- Complete assignments and prepare for meetings.

Participation:

- Participate in board fundraising activities and make a financial contribution to the organization to the best of my ability.
- Participate in meetings and ask appropriate questions when needed.
- Serve on at least one committee as a part of my board role.
- Participate in the ongoing tasks of the board.
- Act as an advocate for the organization to the outside public.

Knowledge and Preparation:

- Educate myself on the land trust's purpose, history and needs.
- Keep current on the outside trends affecting this organization.
- Keep current on the role and responsibility of board involvement.

I have read and agree to this commitment as a member of the board of directors.

Signature Date

Which Evaluation Tool Works Best?

Create the tools and process for performing a board evaluation.

1. Review the two evaluation forms that follow.
 - Which feels most appropriate for the culture of your land trust?
 - Which are board members most likely to complete?
2. Identify the ways in which board members are currently apprised of the expectations for their board service.
 - Does your current orientation provide clear statements of expectations that a board member could understand and evaluate?
 - Are they measurable?
 - Does it include questions about what the board member hopes to receive from his or her board service?
 - What changes can be made to these orientation tools to support better evaluation?
3. Modify the evaluation tool you prefer to make it more appropriate for the task.
 - Who should be involved in finalizing these modifications?
 - What resistance to this evaluation process is most likely to occur? What information or which leader is most likely to persuade board members to participate?

Notes

Board Member Self-Evaluation A

Below is a list of specific expectations from your board agreement that you wanted to get out of your involvement with this organization.

How well did this organization give you what you wanted? _____

What could be done to improve your satisfaction with this board?

What could the board do to improve relationships among board members?

Below is a list of specific things from your board agreement that you wanted to give to this organization as a board member. _____

Were you able to give what you wanted to give? _____

What could be done to improve your contribution? _____

What could this organization do to help you with your contribution to the board?

Below is a list of specific responsibilities from the board agreement. How would you rate your involvement in each area below (1 = Excellent, 2 = Satisfactory, 3 = Needs Work, 4 = Poor)?

Time Commitment

- _____ Attend board orientation and training sessions
- _____ Attend board meetings, committee meetings and annual planning retreat
- _____ Complete assignments and prepare for meetings

Participation

- _____ Financially support this organization to the best of my ability
- _____ Participate in meetings and ask appropriate questions when needed
- _____ Serve on at least one committee of the board
- _____ Provide assistance to staff at their request
- _____ Act as an advocate for the organization to the outside public

Knowledge and Participation

- _____ Educate myself on the purpose, history and needs of this organization
- _____ Keep current on outside trends and issues affecting this organization
- _____ Keep current on the role and responsibility of board involvement

What would you suggest to improve your involvement in the areas above?

Is this evaluation a helpful tool to improve your participation in the board? How could it be improved? _____

Does this board ask too much from its members (explain)? _____

Is there anything else you would like to say about board members' involvement and participation? _____

Board Member Self-Evaluation B

Name _____ Date _____

Using the following guide, please rate yourself on the questions below:

- 1 = never a problem
- 2 = sometimes a problem
- 3 = increasingly a problem
- 4 = now a definite hindrance

- ___ I am able to attend scheduled meetings.
- ___ I arrive on time for meetings.
- ___ My schedule is flexible enough to attend emergency sessions.
- ___ My career does not conflict with my position on the board.
- ___ I am able to discuss controversial topics effectively.
- ___ I review background material before meetings.
- ___ I work easily with other members of the board.
- ___ I work easily with the executive director.
- ___ I keep an open mind on issues.
- ___ I make at least one positive contribution to each meeting.
- ___ I have a high level of commitment to and interest in our organization.
- ___ I participate actively on at least one committee.
- ___ I participate in fundraising as requested by staff and make a personal financial contribution.
- ___ I speak positively about the organization in public.

Recognizing

Evaluation involves providing feedback on individual performance. Recognition is the process of providing positive feedback to affirm the contributions of board members. Recognition comes in many forms — from loud proclamations in the village square to quiet notes passed at the end of a board meeting. At its essence, recognition is about telling people that their contribution of time and effort is making a difference and is appreciated.

Appropriate recognition depends upon the personality of the individual and the culture of the land trust. Good recognition programs take into account each board member's personal style and tailor the feedback accordingly. Doing so takes a bit more time, but it makes a much bigger impact and serves its purpose much more completely.

Recognition generally comes in two forms: formal and informal. Formal recognition includes a plaque provided at the annual meeting in recognition of a long tenure of board service. It can include an article in the land trust's newsletter, or some other regular forum of sharing recognition. It can also include an article in the newsletter of the board member's workplace. Often recognition among peers is as valuable as any other activity. The board development committee should focus on these and other types of formal evaluation.

Informal recognition varies and is, in general, much more valuable. Informal recognition includes a note of thanks sent to a board member after a particularly challenging project. It can also be a quiet heartfelt word of gratitude over coffee. While some people thrive on a big splash of thanks, some people don't. However, it seems everyone values a direct word of appreciation. Informal recognition takes less planning, less money and generally serves people most effectively. If more people within an organization took it upon themselves to thank those on the board that are making a difference, board members would have a much better sense that their efforts are not just hard, but are also greatly appreciated.

In this regard, it is worth acknowledging the lost art of the thank you note. Fewer and fewer people take the time to write a note of thanks despite good intentions. It is an unfortunate consequence of new technology and faster paces. Overcoming the tendency for quick and impersonal communication might be as simple as distributing thank you cards to board members and having a few people on the board model good behavior. Not everyone is going to follow suit, but if a few people take it upon themselves to thank others, organizations will grow much stronger.



If more people within an organization took it upon themselves to thank those on the board that are making a difference, board members would have a much better sense that their efforts are not just hard, but are also greatly appreciated.

Everyone on the board can take responsibility for thanking people at an appropriate time, but the board development committee needs to take responsibility to ensure adequate recognition takes place. This committee may focus more on the formal side of recognition, but it will serve the board development process more completely if it considers the informal processes as well. Remember, board members are volunteers who donate their time, talent and treasure to the land trust and should be recognized.

Example

A housing organization in Portland, Oregon, had a program of recognizing board members that included several elements. First, board members are recognized and thanked at key public meetings, especially the annual meeting. Second, the board development committee sought to recognize board members in their respective workplaces, including in the company's in-house publications and at company events. Third, the group offered plaques to thank board members for their term of service when they left the board. But the best recognition program of all was at the annual picnic. Members of the board development committee would purchase inexpensive humorous trinkets that served to highlight a particular strength or facet of a board member's service to the group. At the event, each board member was thanked, given the joke gift and applauded for the unique contribution that he or she provided. The result was fun, light and a positive reinforcement of board service.

How Do I Want to be Recognized?

*Everybody likes to be appreciated, but we all have different ways we like to be thanked.
Reflect on what ways you like best to be appreciated.*

1. What are the ways I have been thanked by organizations in the past? Which of these did I like the best?
2. What recognition have I seen other people receive that I liked? Which of these ideas would be positive for me?
3. When has an attempt to recognize me for a contribution gone wrong? What was the intent of the recognition? How did it feel? Why is there a difference?
4. How do I think our board members might like to be recognized? What are the likely recognition approaches that are best for our board? How are some of these approaches different than what I would like?
5. How can our land trust best manage a diverse recognition program that recognizes each board member's personal style? What can we do to thank people in exactly the way they want to be thanked?

Using Meetings Effectively

People have time to give to the land trust; they don't have time to waste. This is where effective meetings come into play.

Meetings have the potential to be the best of times or the worst of times for land trusts. Well-run meetings can be lively interactions among peers that engage diverse opinions, ask and answer the most critical questions, and lead to great decisions. Poorly run meetings have the potential to be boring, numbing and de-motivating. Bad meetings can drive people away, but great meetings keep them coming back for more. Which approach to meetings does your land trust choose?

Meeting Preparation

There are several key principles that can help boards run better meetings and make better decisions. The most basic of these is the importance of preparation. Great meetings don't just happen; someone plans them. The board member(s) planning the meeting should:

- Identify the issues to discuss;
- Research the land trust's options and impacts;
- Prepare the key decision-makers and participants; and
- Set the stage for the discussion.

This process can take weeks and sometimes even months. Successful meetings focus on the issue of today, but good leaders focus on the challenges their land trusts will face in the months ahead. When anticipation and preparation precede the actual decision facing a board, the result is inevitably a better resolution that is much easier to make.

The key to this preparation is effective planning processes that anticipate organizational needs and trends. These plans sequence actions and issues over the course of the year, and give everyone a clear sense of when something is coming forward and the process that will lead to the final decision. In this way, the staff, committees, advisors and partners can all anticipate and prepare.

A well-developed agenda embodies successful preparation. A good agenda is provided to the board (or other group) ahead of the meeting with information about the topics to be discussed, the time allotted for each item, and who will lead the discussion. In addition, a good agenda references any supporting materials and the purpose of each agenda item. One way to highlight the purpose of an item is to state specifically whether the item to be discussed is:

- *For information;*



Successful meetings focus on the issue of today, but good leaders focus on the challenges their land trusts will face in the months ahead.

- *For input* with a decision to be made later; or
- *For action* with a decision to be made at this time.

Clarifying the purpose of an agenda item may be one of the most important changes a land trust can make to its agenda planning process.

Making Decisions

With proper preparation, land trusts boards can make decisions efficiently. Input, information and other details should be presented to the board well in advance of its decision. Timing is essential to good decision-making. Before you ask your board to make a decision, consider the following questions:

- Is all the information (within reason) needed to make the decision available?
- Is this the right time for the decision?
- Can the concerns and questions be anticipated and prepared?

If the answer to all these questions is “yes,” this action decision is ready for the board to discuss and decide. In general, the most important consideration is to make sure the decision doesn’t get put off.

Another critical concept for good meetings is that *participation equals ownership*. People who have responsibility for implementing a key decision need to have input into that decision — they need to have their “fingerprints” on the action. If the decision-making body is a small group of people who will have no involvement in the final implementation of those decisions, there is likely to be conflict and distance between key stakeholder groups — particularly board and staff. A better approach is to engage everyone who may have a stake in a decision in some facet of a discussion. This approach doesn’t mean that we devolve into huge meetings with scores of people involved. It does suggest that there can be a series of conversations leading to a big decision that involve a variety of people in a variety of ways.

For example, a land trust’s decision to broaden its conservation plan to include fee simple acquisition in a critical watershed may be a big departure from the status quo. If that’s the case, engaging donors and critical supporters, landowners living in the valley, partner organizations, and others may be essential prerequisites to the final discussion. At the moment of truth, it might make sense for the board to engage the staff and seek their suggestions for the various options. At some point, the board will need to make a decision based upon input from the different constituencies. Engaging many key stakeholders along the way may prove key to the success of the initiative.

In well-run meetings, everyone should have a clear sense of how decisions will be made. How to make decisions sounds simple enough, yet groups



Another critical concept for good meetings is that *participation equals ownership*. People who have responsibility for implementing a key decision need to have input into that decision

often don't have a shared understanding of what rules will govern their decision-making. And, if they do have a general sense of the rules, they don't always follow them.

The most common meeting rules are called the *Robert's Rules of Order*. Developed more than 130 years ago as a way to codify parliamentary procedures, the Rules have gone through nine revisions and substantial change. The basics of Robert's Rules are well known by many — moving, seconding and approving a decision — but the details and obscure procedures are understood by far fewer. Unfortunately, those with an in-depth understanding of the guidelines can at times hold the rest of the group hostage to their parliamentary grip. The board chair should become familiar with the basics of parliamentary procedure in order to recognize and cope with parliamentary procedure maneuvers. These moves are sometimes used to impose the will of the minority on the majority or undermine the authority of the chair.

Decision making by consensus is another model. Consensus decision making is often seen as a much better way to make decisions that brings everyone along. Consensus leaves no “losers” behind as a result of a democratic vote. Instead, consensus tries to find a common ground decision that everyone can support to some degree. It empowers anyone to slow down — or halt — a decision if they believe there is a flaw. It then forces the decision makers to find a solution to address the concern and create a stronger, better proposal that everyone can support.

Consensus decision-making works particularly well when there is a bond of trust and respect among all decision makers. Everyone trusts that the decision to stall an agreement in the short term represents an investment that will lead to a better result in the long term. However, if that collegiality is absent, people will resent what is perceived as a “veto.” Any attempt to overcome the conflict to find greater common ground may meet great resistance — people will just want to vote. For this reason, consensus takes the right group dynamics, and requires more work and greater sensitivity among the participants. The payoff of this investment is potentially stronger decisions, more heartily supported later on.

In reality, most groups function somewhere between these two approaches — perhaps using something like “Bob's Rules.” These groups seek to find common ground, honor voices of dissent and seek compromise to find consensus. But when they get stuck, they take it to a vote. The vote carries the rule of the group, and all participants are then expected to support the decision.

However a group decides to run its meetings, it should be clear and consis-

tent. Land trusts should define their rules to new board members so that they can participate effectively. Perhaps most importantly, they need to apply their rules equitably to all members. Giving one board member the power of a veto when others are forced to accept the will of the majority destroys trust and will generate significant problems down the road.

Frequency of Meetings

How often should a board meet? Like so many decisions affecting land trusts, the answer is, “it depends.” The simple answer is that a board needs to meet as often as is necessary to keep decisions and actions moving, to create strong bonds of commitment between members, and to anticipate and prepare for issues coming forward in the future . . . and not one time more than that!

Practice 3C specifies that a board should meet “regularly enough to conduct its business and fulfill its duties.” IRS guidelines for tax-exempt organizations suggest that an organization hold a minimum of three in-person meetings per year, and *Land Trust Standards and Practices* follows suit. However, three meetings per year is rarely enough to conduct all the business of the land trust properly and to establish the interpersonal relationships critical to effective group functioning.

The most typical arrangement for local land trusts is to meet every month. When groups cover a larger geographic region, bimonthly or quarterly meetings are more common. What works for a group often depends upon many organizational factors, including level of professional support, organizational culture, cost and difficulty of travel, and — more often than not — the strong opinion of one or more board leaders. Several key points may be helpful in deciding meeting frequency.

- If committees are meeting regularly and effectively, it may be possible to have less frequent full board meetings.
- If a land trust grows its territory to the point where the travel time *to* a meeting begins to exceed the amount of time *at* the meeting, meetings tend to occur less frequently — every other month or even quarterly.
- If boards meet too infrequently, it may be impossible for them to develop the interpersonal connections fundamental to strong board dynamics. Boards that meet four times per year or less need to pay particular attention to this issue.
- Land trusts whose board members may have to travel long distances to meetings sometimes limit the number of meetings per year to avoid the expense connected with commercial transportation and mileage reimbursement. If it would benefit the



IRS guidelines for tax-exempt organizations suggest that an organization hold a minimum of three in-person meetings per year.

organization to meet more often, the board should include the cost of board travel as a routine item in its annual budget, and then ensure it raises the funds.

- If a board has a significant amount of its work deferred to the executive committee because so much is happening between board meetings, the board should meet more often.
- Board participation and meeting a quorum are usually not about board meeting frequency — despite what many groups think. They are likely to be more about engaging board members effectively so that they want to participate. They might also be about making sure people have the commitment to show up and follow through. Ironically, meeting too infrequently may actually exacerbate the problem.

However, in any land trust there may be times when the volume of business before the board is unusually large or one or more items of business are unusually complex, necessitating extra time for deliberation. If anticipated, practical strategies can include scheduling an earlier start, scrapping non-action items, and alerting board members ahead of time that the meeting may run longer than usual. Groups that discuss big direction issues in advance (as part of a previous meeting or at a retreat) may find it easier to keep the specific decisions short and crisp. In addition, the land trust leadership may opt to call a special meeting, usually allowed by the bylaws. Finally, there is the parliamentary approach in which the board agrees to table the matter to the next regular meeting. This is not feasible if a decision must be made without delay.

Meeting Length

The length of a meeting varies. Meeting frequency is connected to meeting length. If a land trust meets every month, it may benefit by limiting its meetings to two hours. If meetings can't cover all the business in two hours, the land trust may want to:

- Limit discussion to input and action items;
- Tighten deliberations; and/or
- Ask staff and committees to prepare better.

If an organization uses its meeting time effectively, it may be able to limit the business portion of the meeting to two hours, and incorporate additional training, orientation, team-building, and other investments in board effectiveness into the agenda.

Executive Sessions

Sometimes information discussed in a board meeting is extremely sensitive and inappropriate for non-board members. For example, sensitive

information about a lawsuit or land negotiation may not be appropriate for land trust members to hear, even if the board has made a commitment to having an open and transparent decision-making process. Likewise for organizations with staff, discussions about salaries, personnel reviews and other personnel issues should not include the staff members affected by the decision. In these cases, the board should consider holding an executive session — a meeting closed to everyone other than board members and appropriate select advisors of their choosing. These meetings allow the board to open up and share sensitive or personal perspectives that need to remain confidential.

One mistake groups make with executive sessions is that they only hold them when there is a crisis. If the only previous time the organization has had an executive session someone got fired, people will be understandably ill-at-ease if the board decides to go into executive session again. Instead, organizations should consider having regular executive sessions, perhaps as a scheduled part of every board meeting. Doing so offers several advantages:

- It removes the stigma of the session and helps everyone recognize that these meetings are a healthy part of any organization's deliberations;
- It provides the board with a chance to share perceptions they have about staff, and the executive director in particular, with the board chair, making his or her job of supervising the executive director easier and more effective; and
- It gives board members an opportunity to raise issues of importance that they might otherwise be reluctant to address. Such an opportunity can boost morale, can help everyone feel better about their involvement, and can help an organization correct problems that might otherwise remain invisible to the full board.

There are several guidelines for how an executive session should be held.

- All information spoken in an executive session should remain confidential. If people in the meeting can't hold the information in confidence, they should not be in the meeting.
- Records of key decisions (such as salary decisions) should be kept in separate minutes held separately from the other minutes of the board. One common approach is to have a separate "executive session" file maintained by and passed along to each secretary of the board.
- When personnel issues are under discussion, the general topics of discussion should be clear and open. The details, including what is said by whom, should not. Immediately after an executive session, the chair should share the general outcome of the discussion (if appropriate) with the executive director.

Board Retreats

In addition to regular meetings, land trusts should also schedule retreats and training sessions. These meetings are among the most important any group will undertake. Every land trust would benefit by holding an annual retreat of one or two days. These meetings give the group an opportunity to:

- Work through more complicated decisions;
- Plan and prepare for emerging issues; and
- Develop more complete and complex plans of action.

If done well, retreats create stronger bonds among participants. They can help ensure better preparation and anticipation for regular meetings, and provide opportunities for groups to deepen their understanding of key issues affecting the land trust. A retreat can give the board the opportunity to reflect on its experience over the preceding year and engage in an evaluation of its own performance, so that it will be better equipped to carry out its work in the months ahead.

Retreats are excellent times for strategic planning because it is an exercise that may take several months to complete and that typically requires the services of an outside facilitator. The most critical facet of the planning effort is a focused decision-making meeting that takes place near the middle of the process. If a land trust conducts this critical meeting during a planning retreat, board members, key staff members and other organizational leaders have an opportunity to explore fully the strategic issues the land trust faces, and to translate these challenges into specific direction and actions.



Besides serving as the organization's archives, minutes are a reliable reference in the event a dispute arises as to what the board did or did not decide at a past meeting.

Keeping Minutes

Minutes are critical to successful meetings. Besides serving as the organization's archives, minutes are a reliable reference in the event a dispute arises as to what the board did or did not decide at a past meeting. In the rare event of a lawsuit, a reading of the pertinent minutes can verify that the board's actions were prudent and reasonable (assuming, of course, that they were). Minutes should be kept on file in chronological order, consistent with the land trust's records policy. For more information, see Practice 2D: Records Policy and the Land Trust Alliance course "Nonprofit Law and Recordkeeping for Land Trusts." Minutes serve as institutional memory that will outlast both staff and leadership volunteers. They may also prove a rich source of information on organizational history.

Tools and Sample Documents

- Board Member Application (page 138)
- Board Manual — Sample Contents (page 139)
- Sample Board Manual Table of Contents Based on *Land Trust Standards and Practices* (page 140)
- Board Member Orientation Agenda (page 143)
- Board of Directors Job Description, Columbia Land Trust (page 144)
- Trustees Board Job Description, Columbia Land Trust (page 147)
- Board of Directors Job Description, Barrington Hills Conservation Trust (page 149)
- Rights of Board Members (page 151)
- Board Member Agreement (page 152)
- Board Member Self-Evaluation A (page 154)
- Board Member Self-Evaluation B (page 156)
- Board Effectiveness Assessment (page 157)
- Governing Committee Responsibilities, Barrington Hills Conservation Trust (page 158)
- Board Development Committee Job Description, Columbia Land Trust (page 160)
- Meeting Agenda, Tucker Regional Land Conservancy (page 162)
- 2006 Board Expanded Discussion Topics (page 163)
- Running Effective Board Meetings (page 164)
- Ground Rules for Effective Meetings (page 166)

Visit The Learning Center, the Land Trust Alliance’s online education resource, to print editable copies of all documents included in this book.

BOARD MEMBER APPLICATION

Name _____ Date _____

Address _____

Phone Daytime: _____ Phone Evening: _____

Profession/Occupation _____

Please list current or prior board experience

Organization

Dates

Why are you interested in serving on the board?

What skills and background do you offer as a board member?

Feel free to attach additional pages, résumé or any materials you feel would be helpful.

1. Organization Mission Statement
2. List of Board Members (Names, addresses, short biographies)
3. Board Member Job Description
4. Bylaws
5. Organizational Chart
6. Committee List (with assignments of all board and staff members)
7. Strategic Plan, including Goals, Objectives and Committee Work Plans
8. Operating Policies of the Board
9. Confidentiality Statement
10. Short History of the Organization
11. Minutes for the Last Year
12. Staff Job Descriptions (presented in brief outline form)
13. List of Programs (with descriptive data)
14. Budget
15. Audited Financial Statements for the Previous Year
16. Sources of Funding
17. Friends of the Land Trust, including Advisory Council, Ex-Officio Members, Key Volunteers
18. Glossary of Terms

SAMPLE BOARD MANUAL TABLE OF CONTENTS

The following table of contents is a template for a board manual. Board manuals provide each board member with the information they need to fulfill their responsibilities and include policies and other important documents for the organization. This board manual's table of contents is based on Land Trust Standards and Practices, as it provides a useful guide for organizing documents and can help the organization track implementation of the standards.

Board manuals are often constructed using tabbed three-ring binders, but they can take other forms, and even be electronic if all board members have ready computer access. Sections or pages of the manual should be updated periodically, or as documents are created or revised. Not every organization will have all the items listed in the table of contents, so a board using this format should identify which items it has, what documents need to be created, and which items listed might not be appropriate for the organization (such as fee ownership policies if the organization only holds conservation easements).

Standard 1: Mission

- Mission Statement
- Strategic Plan
- Outreach Materials
- History of Organization
- Ethics Statement

Standard 2: Compliance with Laws

- Bylaws
- Articles of Incorporation
- 501(c)(3) Determination Letter
- Policies on Records Management
- Information on Maintaining Tax Exempt Status
- Most Recent Federal Form 990
- Most Recent State Reports

Standard 3: Board Accountability

- List of Board Members
- Biographies of Board Members
- Board Member Job Description
- Organizational Chart
- Committee Lists and Descriptions
- Policies on Delegation of Decision Making
- Policies on Board Approval of Transactions
- Board Member Evaluation Form

Standard 4: Conflicts of Interest

- Conflict of Interest Policy
- Policies on Board Compensation
- Policies on Transactions with Insiders

Standard 5: Fundraising

- Sample Fundraising Materials
 - (description of “contributor” levels and benefits)
- Fundraising Plan or Calendar
- Policies on Fundraising and Donor Accountability

Standard 6: Financial and Asset Management

- Annual Budget
- Previous Year Financial Statements (reviewed or audited)
- Fiscal Controls
- Policies on Investments, Endowments and Restricted Funds
- Lists of Endowments and Restricted Funds
- Policies on Disposal of Assets
- Insurance Information

Standard 7: Volunteers, Staff and Consultants

- Volunteer Job Descriptions or Recruiting Material
- Senior Staff Job Descriptions
- Training Guidelines
 - Personnel Policies (or summary)
 - Board / Staff Lines of Authority
- Contractor Bid Requirements

Standard 8: Evaluating and Selecting Conservation Projects

- Project Selection Criteria
- Strategic Land Protection Plan or Focus Areas
- Land Conservation Fact Sheets
- Property Inspection / Evaluation Checklist
- Project Planning Template
- Identifying Public Benefit and Conservation Values
- Determining the Best Conservation Tools
- Evaluating Risks
- Public Issues Selection and Involvement Criteria

Standard 9: Ensuring Sound Transactions

Contact Information for Land Trust Transaction Attorney
Policies on Legal Review for Land Trust and Landowner
Acquisition Policies and Checklists
Environmental Due Diligence
Roles and Responsibilities of Parties
Records Creation and Storage
Disposition Policies and Checklists

Standard 10: Tax Benefits

Copy of IRS Section 170(h)
Policies on Appraisals
Policies Regarding Communications with Landowners on Tax Benefits
Policies Regarding Signing Federal Form 8283

Standard 11: Conservation Easement Stewardship

Policies on Stewardship Funds
Baseline Documentation Checklist
Policies on Monitoring and Sample Forms
Policies on Enforcement
Landowner Contact / Relationships and Requests Procedures
Policies on Amendments
Policies on Backup / Contingency Holders

Standard 12: Fee Land Stewardship

Policies on Stewardship Funds
Land Stewardship Principles
Policies on Land Management, Monitoring and Administration
Policies on Public Access
Policies on Contingency Holders

BOARD MEMBER ORIENTATION AGENDA

- 9:00 Welcome Board Chair
- 9:05 Self Introduction All
- 9:30 Your Organization Executive Director
Mission
History
Overview
- 9:40 Program Descriptions Program Directors
- 10:00 Break
- 10:10 Financial Information CFO/Treasurer
Budget
Balance Sheet
YTD Income & Expenses
Investments
- 10:30 Fundraising Development Director
Annual Fund Strategies Major Gifts Chair
Special Event Strategies
Capital Campaign Information
Planned Giving
- 10:50 Volunteers/Advisory Councils Board Chair
Executive Director
- 11:00 Board Governance Board
Meetings
Committee Participation
Board Retreats
Responsibilities
Board Manuals
Governance vs. Management
- 11:15 Long Range Planning/Future Vision Executive Director
- 11:40 Tour Facility
- 12:00 Lunch

Columbia Land Trust

Note: This job description works in conjunction with a Trustee Council and has provisions about that structure as well. For groups that don't use a trustee structure as an adjunct to the board of directors, these provisions are unnecessary.

Responsibilities

The board as a whole has the responsibility for governing the entire organization. The board is responsible for determining agency policy in the following areas: Human Resources, Planning, Finance, Development, Community Relations and Operations.

Board members will share responsibilities for the following key areas. It is expected that different members of the Board will assume different levels of responsibility in these areas, with the Board as a whole ensuring that all of these functions are fulfilled. Board involvement in these activities will include both individual action as well as involvement in ad hoc and standing committees.

Every Board member is also a member of the Trustees Board and will serve in more specific governance roles as members of the Board of Directors.

Leadership/Human Resources

1. Build board membership, which includes recruiting and ensuring that board members are oriented, trained, evaluated and recognized to strengthen board service.
2. Select and support the Executive Director, including reviewing performance regularly and providing ongoing assistance as requested by the Executive Director.
3. Establish personnel policies, which include setting policy regarding salaries, benefits and grievance procedures.
4. Ensure volunteer involvement, which includes setting policy regarding how the organization treats, recognizes and celebrates its volunteers.

Strategic Planning

1. Set and review the organization's mission and goals on an annual basis.
2. Plan for the organization's future, on a long-term and short-term basis.
3. Evaluate the organization's programs and operations on a regular basis.

Financial Management

1. Ensure financial accountability of the organization.
2. Oversee an ongoing process of budget development, approval and review.
3. Oversee manage and maintain properties and investments the organization possesses.

Resource Development

1. Ensure adequate resources to achieve the organization's mission and implement the organization's programs and projects.
2. Participate in fundraising activities based on the individual's skills and background.
3. Provide leadership in the development and execution of major fundraising campaigns, including major donor annual campaigns and capital campaigns.
4. Serve as mentors to Trustees.

Community Relations

1. Ensure that the organization's programs and services appropriately address community/constituents needs.
2. Promote the organization to the general public, including serving as an emissary of the organization to the community.
3. Promote cooperative action with other organizations, including activities and occasions when the organization should take part in coalitions, joint fundraising, etc.

Operations

1. Ensure that the organization's administrative systems are adequate and appropriate.
2. Ensure that the board's operations are adequate and appropriate.
3. Ensure that the organizational and legal structure is adequate and appropriate.
4. Ensure that the organization and its board members meet all applicable legal requirements.
5. Approve standards and practices, and review the compliance with the guidelines.

The Board recognizes its ultimate responsibility for all aspects of the organization's activity, but also chooses to delegate management responsibilities to staff, including program planning and implementation, membership development, proposal writing and administration. The Board retains all responsibility for financial accountability, leadership development and governance.

BOARD OF DIRECTORS JOB DESCRIPTION

Requirements for Board Service

- A demonstrated interest in the organization's mission and goals.
- Specific experience and/or knowledge in at least one area: Human Resources, Planning, Finance, Development, Community Relations, or Operations.
- Representative of a key aspect or segment of the population of the community.
- Participate in a committee of the Board, including Executive Committee, Board Governance, Finance Committee and Fundraising Committee. Ad hoc committees will also provide opportunities for involvement.
- A willingness to expand knowledge or board responsibilities through orientation and ongoing training.
- A willingness to represent the organization to the community.
- Board service will vary from month-to-month, and some Board members will serve to a greater extent than others. However, the general time expectations for board members is six to ten hours per month, distributed approximately as follows:
 - 3-4 hours Board meetings (preparation and attendance)
 - 2-3 hours Committee meetings (preparation and attendance)
 - 1-3 hours Special requests
- A willingness to participate in board fundraising activities and make a financial contribution to the organization to the best of one's ability.

Columbia Land Trust

Note: This is a job description for a trustee role that is in addition to that of board member, not an alternative to a board member.

Responsibilities

The Trustees assist Columbia Land Trust to carry out its mission - "To conserve signature landscapes and vital habitat together with the landowners and communities of the Columbia River region."

Trustee assistance focuses on broadening Columbia Land Trust's base of support and contacts in order to strengthen partnerships and develop relationships within key communities and with potential contributors. Trustees' names will be listed with Board members in Columbia Land Trust publications and other appropriate outreach materials. Trustees have no specific fiduciary responsibility.

Trustees may be nominated by any Land Trust member to the Columbia Land Trust Board Governance Committee. The Governance Committee submits recommendations to the Board of Directors for approval. At the time of approval, each Trustee will be assigned a member of the Board of Directors or another Trustee to serve as a mentor and advisor to help facilitate a smooth integration in to the organization.

Resource Development

1. Host Columbia Land Trust events
2. Introduce Columbia Land Trust Board of Directors and staff to contacts for fundraising purposes
3. Personally support the Land Trust financially
4. Provide fundraising contacts and/or make fundraising calls
5. Assist in the development and execution of major fundraising campaigns, including major donor annual campaigns and capital campaigns.
6. Participate in other fundraising activities based on the individual's skills and background.

TRUSTEES JOB DESCRIPTION

Community Outreach

1. Promote the organization to the general public, including serving as an emissary of the organization to the community.
2. Promote cooperative action with other organizations, including activities and occasions when the organization should take part in coalitions, joint fundraising, etc.

Strategic Direction

1. Meet at least once per year with staff, the Board of Directors, or other Trustees to provide input and suggestions to the strategic direction to the Land Trust
2. Identify qualified individuals for Board, Trustee and other volunteer roles and help in their recruitment.
3. Advise the organization in areas of experience and skills.

Requirements for Trustees Board Service

- A demonstrated interest in the organization's mission and goals.
- A willingness to represent the organization to the community.
- A willingness to participate in fundraising activities and make a financial contribution to the organization to the best of one's ability.
- A willingness to share and pursue fundraising contacts on behalf of the organization.
- A willingness to meet at least once per year and on an ad hoc basis to provide direction and advice to the organization.

Barrington Hills Conservation Trust

This job description describes the responsibilities of a more traditionally structured board of directors position.

BHCTrust Mission Statement

The Barrington Hills Conservation Trust is dedicated to preserving the open land, rural character, scenic, historic, recreational, and ecologically significant resources of Barrington Hills, Illinois and nearby communities.

Basic responsibilities of the BHCTrust Board

- **Legal and Fiduciary.** The board is responsible for ensuring that BHCTrust meets legal requirements and that it is operating in accordance with its mission and for the purpose for which it was granted tax-exemption. Board members ensure our organization maintains accountability by providing proper financial oversight. As safeguards of a public trust, board members are responsible for protecting the organization's assets. Individual board members must exercise the duty of care (meaning they must attend meetings, be prepared to make informed decisions by reading the information provided and requesting additional information if necessary, and carry out their duties in a reasonable and responsible manner). The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. (See appendix A)
- **Oversight.** The board is responsible for effective organizational planning. The board must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals. The board should clearly articulate BHCTrust's mission, accomplishments, and goals to the public and garner support from the community. Board members will recruit and orient new board members and assess board performance. The board moderates the power of management, and has the power to hire and remove the chief executive. The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
- **Fundraising.** One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. As part of their fiduciary responsibility, many board members are actively involved in fund-raising. This may include making a personal contribution; organizing a fund-raising event or hosting a benefit; or face-to-face solicitation of other individuals.

BOARD OF DIRECTORS JOB DESCRIPTION AND RESPONSIBILITIES

Responsibilities of individual BHCTrust board members

- Attend all board and committee meetings and functions, such as special events.
- Be informed about the organization’s mission, services, policies, and programs.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on committees or task forces and offer to take on special assignments.
- Make a personal financial contribution to the organization.
- Inform others about the organization.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Keep up-to-date on developments in the organization’s field.
- Follow conflict of interest and confidentiality policies.
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization’s annual financial statements.

Appendix A— Legal responsibilities of nonprofit boards

Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

Duty of Care

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

Duty of Obedience

The duty of obedience requires board members to be faithful to the organization’s mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public’s trust that the organization will manage donated funds to fulfill the organization’s mission.

1. To be fully informed about the responsibilities, time commitment, organization, etc. before accepting the position of board member.
2. To have opportunities for orientation and continuing board training that will assist the board member in functioning effectively.
3. To be kept fully informed through accurate financial reports, management reports, regular and thorough briefings by staff, etc. about the operation of the organization.
4. To expect that volunteer time will not be wasted by lack of planning, coordination and cooperation within the organization or within the board.
5. To be assigned jobs that are worthwhile and challenging with freedom to use existing skills or develop new ones.
6. To be able to decline an assignment if it is felt that the match of skills and interests is not appropriate.
7. To have successful job experiences that provide opportunities for personal growth.
8. To be trusted with confidential information that will help the board member carry out assignments and responsibilities.
9. To know whether the volunteer work is effective and what results have been obtained through an evaluation process that will measure that performance based upon measurable, impartial standards.
10. To be recognized at appropriate times for one's work and involvement as a board member.

BOARD MEMBER AGREEMENT

An agreement can be a useful complement to a board job description, providing greater clarification of the expectations board members have of the organization and the expectations the organization has of the individual board member. Looking at both sides of this relationship is important. Such a document also provides the foundation for a more personalized evaluation later on.

As a board member, I have certain expectations about my involvement with this board. These expectations include both what I want to give and what I want to receive in return.

What I Expect from the Board

I want to serve on this board because: _____

The things I expect to enjoy the most about being on this board are: _____

The things I expect to enjoy the least are: _____

There are certain personal or professional goals that my involvement in this group can help satisfy. The areas where I want to grow are: _____

I expect the following from this organization:

- Clearly defined roles and responsibilities for board and staff members, including clear lines of authority.
- Orientation and training necessary to enhance my effectiveness as a board member.
- Materials provided in advance of meetings where decisions or deliberation will occur.
- Timely and accurate financial reporting.
- Appropriate use of committees to assure efficient use of board and staff time.

I also recognize that this board has certain expectations of its members. It is as important for the board to get what it needs from me as it is for me to get what I need from the board.

What the Board Expects from Me

As a board (or committee) member, I believe that I bring the following strengths, skills and knowledge to this organization: _____

I am willing to serve this organization in the following areas: _____

I accept responsibility for ALL of the following:

Time Commitment:

- Attend board orientation and training sessions.
- Attend board meetings, committee meetings and membership meetings.
- Complete assignments and prepare for meetings.

Participation:

- Participate in board fundraising activities and make a financial contribution to the organization to the best of my ability.
- Participate in meetings and ask appropriate questions when needed.
- Serve on at least one committee as a part of my board role.
- Participate in the ongoing tasks of the board.
- Act as an advocate for the organization to the outside public.

Knowledge and Preparation:

- Educate myself on the land trust's purpose, history and needs.
- Keep current on the outside trends affecting this organization.
- Keep current on the role and responsibility of board involvement.

I have read and agree to this commitment as a member of the board of directors.

Signature

Date

BOARD MEMBER SELF-EVALUATION A

This is an evaluation based on a version of the preceding board member agreement.

Below is a list of specific expectations from your board agreement that you wanted to get out of your involvement with this organization.

How well did this organization give you what you wanted? _____

What could be done to improve your satisfaction with this board?

What could the board do to improve relationships among board members?

Below is a list of specific things from your board agreement that you wanted to give to this organization as a board member. _____

Were you able to give what you wanted to give? _____

What could be done to improve your contribution? _____

What could this organization do to help you with your contribution to the board?

Below is a list of specific responsibilities from the board agreement. How would you rate your involvement in each area below (1 = Excellent, 2 = Satisfactory, 3 = Needs Work, 4 = Poor)?

Time Commitment

- _____ Attend board orientation and training sessions
- _____ Attend board meetings, committee meetings and annual planning retreat
- _____ Complete assignments and prepare for meetings

Participation

- _____ Financially support this organization to the best of my ability
- _____ Participate in meetings and ask appropriate questions when needed
- _____ Serve on at least one committee of the board
- _____ Provide assistance to staff at their request
- _____ Act as an advocate for the organization to the outside public

Knowledge and Participation

- _____ Educate myself on the purpose, history and needs of this organization
- _____ Keep current on outside trends and issues affecting this organization
- _____ Keep current on the role and responsibility of board involvement

What would you suggest to improve your involvement in the areas above?

Is this evaluation a helpful tool to improve your participation in the board? How could it be improved? _____

Does this board ask too much from its members (explain)? _____

Is there anything else you would like to say about board members' involvement and participation? _____

BOARD MEMBER SELF-EVALUATION B

Name _____ Date _____

Using the following guide, please rate yourself on the questions below:

- 1 = never a problem
- 2 = sometimes a problem
- 3 = increasingly a problem
- 4 = now a definite hindrance

- ___ I am able to attend scheduled meetings.
- ___ I arrive on time for meetings.
- ___ My schedule is flexible enough to attend emergency sessions.
- ___ My career does not conflict with my position on the board.
- ___ I am able to discuss controversial topics effectively.
- ___ I review background material before meetings.
- ___ I work easily with other members of the board.
- ___ I work easily with the executive director.
- ___ I keep an open mind on issues.
- ___ I make at least one positive contribution to each meeting.
- ___ I have a high level of commitment to and interest in our organization.
- ___ I participate actively on at least one committee.
- ___ I participate in fundraising as requested by staff and make a personal financial contribution.
- ___ I speak positively about the organization in public.

Barrington Hills Conservation Trust

The committees described below are good examples of the ones that every land trust board could consider. If the organization does not have staff, additional committees to deal with the management and program functions would also be important.

Executive Committee

The role of the Executive Committee, comprised of the Officers of the Board of Trustees and such other persons as may be appointed by the Officers of the Board, is to act on behalf of the Board in situations where:

1. Official action is needed on short notice;
2. A full meeting of the Board seems uncalled for or is deemed impractical; or
3. There is a need to prepare complex issues for Board consideration.

Nominating and Governance Committee

The role of the Nominating and Governance Committee is to oversee all aspects of the Barrington Hills Conservation Trust's governance structure and Board effectiveness. It shall:

1. Provide a selection/nominating process, which assures renewal of the Board, with a constituency representing a wide range of expertise, experience, diversity, financial support, and knowledge of the Trust's activities.
2. Provide the Board with a slate of officers, including Chairman, Vice-Chairs, Secretary and Treasurer.
3. Identify and invite appropriate members for the various standing committees of the Board.
4. Develop and implement an appropriate evaluation of the effectiveness of the Board as a whole, as well as the effectiveness and involvement of individual Board members.
5. Review and recommend modifications, as appropriate, of the by-laws, and committee structure.

Development Committee

The overall duties and responsibilities of the Development Committee are to provide leadership and oversight of all fundraising activities of the Trust. The Committee shall oversee such fundraising activities to assure that financial health of the organization is sufficient to enable the Trust to meet its ambitious conservation goals. The Trust fundraising activities may include:

1. Annual giving;
2. Foundation and government grants;
3. Planned giving;
4. Capital campaigns and continuous search for creative fundraising ideas.

Finance and Audit Committee

The duties and responsibilities of the Finance and Audit Committee are:

1. To oversee the budget process and provide an annual budget each year;
2. To oversee the audit process and work with the auditors to best indicate the financial status of the Trust;
3. To invest the funds of the Trust for the best purposes of the organization.
4. Safety of investments, along with growth and providing for the ongoing needs of the organization are the paramount concerns of the committee.

Strategic/Long Range Planning Committee

The Strategic/Long Range Planning Committee is charged with the responsibility of monitoring the progress of the Trust in achieving its strategic goals and updating the Long Range Plan on a periodic basis as needed. The committee is responsible for:

1. Monitoring the internal and external BHCT environments and reporting to the Board on implications to the Trust.
2. Establishing, as appropriate, new long-term goals and objectives.
3. Reviewing regularly the success of the Trust in meeting its long-range objectives.
4. Collaborating with the other standing committees on the implementation of strategies for meeting long-term objectives.

Columbia Land Trust Board Development Committee Purpose, Responsibilities and Work Plan

Purpose

Manage board development and effectiveness and ensure that the Board of Directors is responsive to the organization's needs.

Responsibilities

Develop and maintain optimum board member profile
Identify, evaluate and recommend board candidates that fill its needs
Recommend candidates to the board for board officers
Develop recruiting, orientation, training, evaluation, and recognition materials
Coordinate annual self-evaluation of board members and overall board effectiveness
Create a support structure for board members
Facilitate the involvement of advisors
Coordinate orientation process for new board members

WORK PLAN

First Quarter

Recommend officers to the Board of Directors
Initiate creation of board development materials

Second Quarter

Update board member profile and desired board composition (*Gary*)
Review options for board evaluations and agreements (*Mel*)
Review and update board member manuals (*Chris*)
Develop outreach strategy for committee and board recruiting. (*Chen*)
Review possible discussion topics at each board meeting (*Mel*)
Provide board members with updated board manuals (*Chris*)
Meet with the board president to discuss ways to engage board fully (*Mel*)
Identify mentors for new board members (*Joe*)
Develop strategies for involving non-board members on committees (*Jim*)

BOARD DEVELOPMENT COMMITTEE JOB DESCRIPTION

Third Quarter

Review bylaws and policies for potential changes
Discuss board term limits
Discuss need for possible board training
Formalize board and officer nomination and election procedures
Conduct outreach for board and committee members

Fourth Quarter

Coordinate election of *board members by membership*
Recommend new board candidates to the Board of Directors
Develop 2007 committee work plan
Distribute board evaluation to board members
Develop 2007 board discussion topics

Meeting schedule

First Thursday of every month, 12 pm.
Call in number if needed: 800-555-1234

Committee members

Mel Seifert (chair), Joe Withers, Jim Horrace, Belen Cortez, Chen Dasso, and Gary Olson. Staff support by Christine Ortega.

Tucker Regional Land Conservancy Board Meeting

August 22, 2006 – 4:30 p.m. – 6:30 p.m.

<i>Time</i>	<i>Item</i>	<i>Purpose</i>	<i>Packet</i>
4:30	Call to Order (Kathy)		
	Agenda Review	input	Pg 1
	Approval of Meeting Minutes	info/input	Pg 2
	Approval of Consent Agenda	info/input	Pg 6
4:35	Focus Issue – Compensation and Benefits		
	Overview of compensation philosophy	info/input	Pg. 10
5:15	Executive Committee (Kathy)		
	<i>Land Trust Standards and Practices</i> Audit	action 2006.21	Pg.14
	Annual Board Retreat	info/input	
	Consent Agenda	action 2006.22	Pg. 20
5:30	Finance Committee (Joan)		
	Update on Finance Work	info	
	July 31, 2006 Financial Report Review	info	Pg. 22
5:45	Major Gifts Committee (Marc)		
	Fall Cultivation Events	info	Pg. 27
	Donor Solicitation Commitments	action	Pg. 28
5:55	Stewardship Committee (Stephen)		
	Committee Update	info	Pg. 30
6:00	Lands Committee (Louise)		
	Land Projects Slide Show	info	
	Conservation Priorities – Approval	action 2006.22	Pg. 32
	Grays River Acquisition - Approval	action 2006.23	Pg. 34
	Conservation Easement Training Highlights	info	Pg. 37
6:20	Executive Directors Report (Juan Carlos)		
	Office Space – Update	info	Pg. 40
6:30	Executive Session (if needed)		

One great strategy for improving the quality of a board meeting is to have in-depth discussions on key topics as defined by the board. Below is an example of how those topics might fit into a bimonthly meeting schedule.

Purpose

The Executive Committee and staff have developed this list of topics to help define the direction of the organization and, in certain cases, provide board and staff with training on issues. In the month preceding a meeting with a planned discussion, staff may ask for volunteers from the Board to help define the focus and strategy for the upcoming discussion.

Discussion Topics

February 23 Board Meeting

Forestry

April 27 Board Meeting

Finance – Review audit findings

June 22 Board Meeting

Mid-year fundraising and budget review

August 24 Board Meeting

Fundraising – Getting major gifts

October 26 Board Meeting

Conservation planning*

Review progress on strategic plan

December 12 Board Meeting

Annual planning and budget

Other Potential Discussion Topics

Alternative conservation financing – market tax credits, tax-exempt bonds, etc.

Stewardship – Review/update of the stewardship program and plan, including discussion of the defense of the Land Trust's legal interests in our lands.

*Conservation planning will be addressed regularly at board meetings and possibly at a separate meeting of the board in the first half of the year (to be determined in the first quarter).

Purpose of a Board Meeting

- Inform, convince or inspire directors
- Make necessary decisions
- Resolve conflicts between persons and factions and lead to appropriate decisions
- Allow debate on significant issues and strategic directions
- Coordinate people and activities
- Create common understanding and common purpose

Dos and Don'ts for the Board Chair

- Do ask yourself before every meeting, "What do we need to accomplish at this meeting?" Refer to the previous meeting's minutes. Construct the agenda and conduct the meeting accordingly.
- Do develop an agenda with the executive director. The agenda should have times and a person responsible for each agenda item. Also, each agenda item should be marked to indicate whether its purpose is informational, for discussion or for a decision/action.
- Do Not clutter the agenda with minor issues or committee or staff reports that are unrelated to significant topics for discussion or decision.
- Do make sure the agenda and supporting documentation is distributed by mail or fax at least three days before the meeting.
- Do make sure directors have the information in advance that they will need to make decisions.
- Do Not make decisions based on information distributed at a meeting. If the information is not available until the day of the meeting, reschedule consideration of the agenda item for a subsequent meeting.
- Do make sure the board packet (information backing up the agenda) contains information that is concise, accurate and timely. Where a decision will be made, a summary of the relevant information should be provided highlighting the key points and the recommendations of the executive director and/or the committee.
- Do make sure the room is comfortable and well lit and that water and coffee or tea are provided.
- Do make sure the seating plan facilitates interaction among directors. A broad rectangle, with all directors facing in, is preferred.
- Do make sure the executive director is sitting next to you.
- Do make sure someone is taking minutes.
- Do start on time.

- Do review the agenda briefly and point out what needs to be accomplished at this meeting.
- Do stick to the time schedule, but be flexible enough to deviate if circumstances dictate.
- Do take a minute to acknowledge special events or special individual accomplishments that have occurred since the last meeting.
- Do Not talk too much. Your role is to be a neutral facilitator of the meeting process, to encourage full participation and teamwork, to prevent domination by a few, to make sure everyone understands the issues at hand, to help frame issues and bring them to resolution, to help crystallize consensus, to determine when it's time to bring an issue to vote or refer it to committee or seek additional information, to deflect tangents and stay on focus, and to pay attention to the agenda and the clock.
- Do practice using the following techniques for encouraging discussion:
 - *How do you feel about that? Let me see if I understand your position, you are saying . . . Can you clarify that? Can you give an example? Let's give Tim a chance to explain . . . Sally, you haven't said so, but I think you agree . . . I'm concerned that we are not hearing from everybody on the committee. How do you feel, Lisa? If this doesn't work, what will we lose?*
- Do make sure that decisions or assignments made are reflected in the minutes. Confirm with the recorder that he/she has written down the appropriate information.
- Do Not schedule a meeting to last more than two hours.
- Do summarize at the end of the meeting what has been accomplished and what assignments have been made. Also, thank directors for their participation.
- Do ask directors to evaluate meetings twice a year, in writing and anonymously. The key question is: "Was this board meeting a good use of your time?"

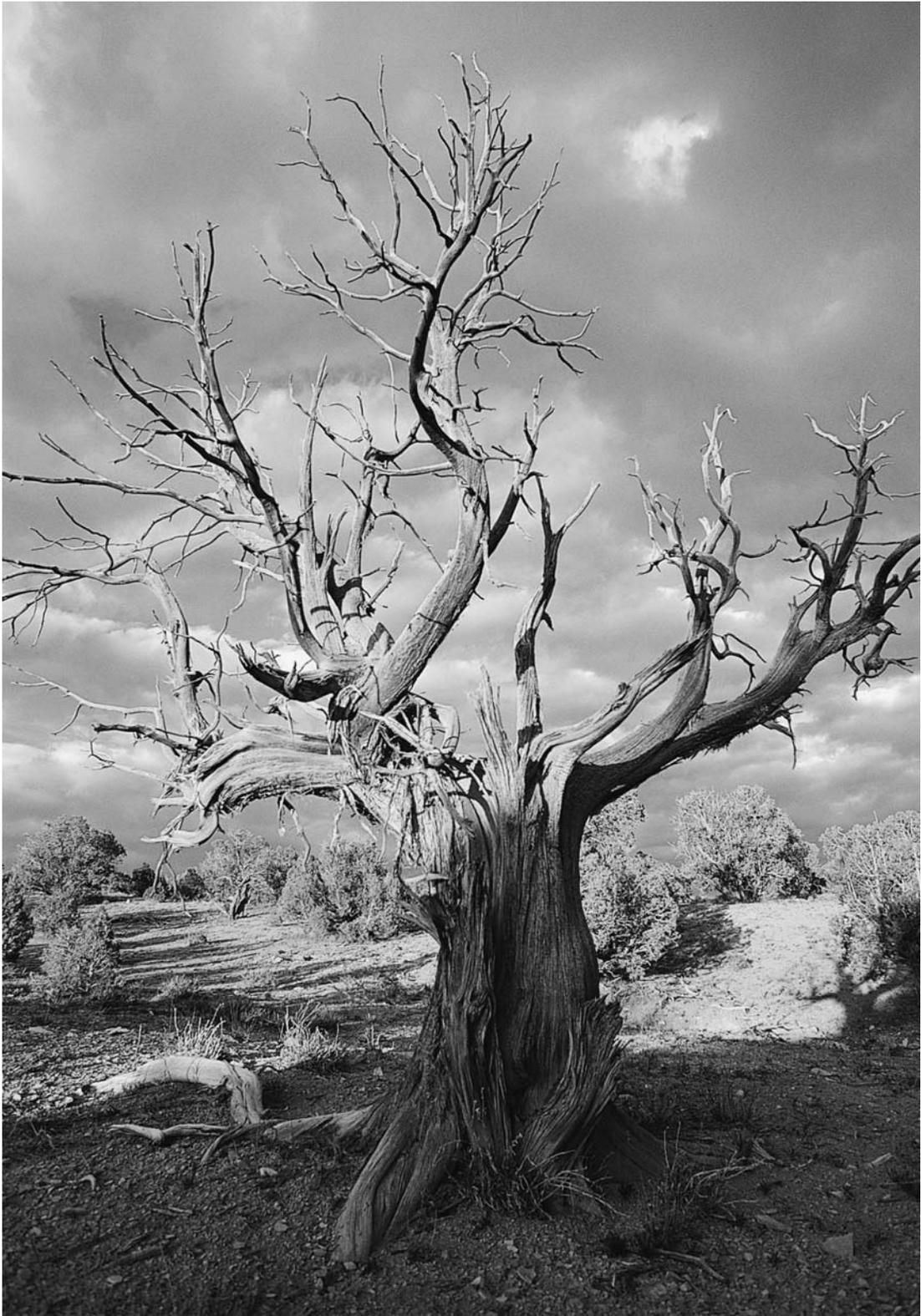
GROUND RULES FOR EFFECTIVE MEETINGS

- Speak for yourself; use “I” statements.
- Listen to understand, not defend.
- Speak one person at a time. Do not interrupt. No side conversations.
- Adhere to time allotted for your topic.
- Present problems in a solution-oriented manner.
- Keep your comments brief – consider using the “25 Words or Less Theory.”
- Remember to clarify the purpose of the discussion:
 - For your information;
 - For your approval; or
 - For your feedback.

Check Your Progress

Before continuing on to the next chapter, check to see that you can:

- Determine the best size for your land trust's board;
- Determine how committees can be used effectively in the organization;
- Distinguish when and how ad hoc committees versus standing committees best support the organization;
- Distinguish between governance and program committees;
- Determine the skills, experience and diversity of board members necessary to make the board effective at this stage in the organization's development;
- Use a profile grid to define recruiting strategies for board development;
- Begin development of a process for screening, recruiting and electing new board members;
- Begin development of a board member orientation and ongoing training program;
- Begin development of a board member evaluation and recognition process;
- Complete the table of contents of a board manual for your land trust and a plan for completing and maintaining the manual; and
- Create a board-committee-advisor chart to define other people's contribution to leadership composition.



Chapter Three • The Importance of Board Leadership

Learning Objectives

As a result of completing this chapter, you should be able to:

- Identify the critical board leadership roles within a land trust and what their functions should be;
- Understand the characteristics of good leadership and how it can be developed within an organization; and
- Understand and create an executive committee to serve as a leadership team to guide an organization.

Summary

Leadership is a challenging subject about which volumes have been written — and for good reason. Nothing happens without leadership. Land protection happens because leaders step forward to make it happen. Organizations seize opportunities because leaders spot the chance and serve as the catalyst for success. When land trusts evaluate their strengths and challenges in an effort to become more effective, a discussion about leadership is the first stop. In many cases, the conversation need go no further.

Just as a person might claim that he knows good art when he sees it, people are often hard put to describe leadership but recognize it when they encounter it. Land trusts must do more than recognize leadership talent; they must deliberately bring it forward and nurture it. If nurturing is successful, the organization will do great things.

This chapter covers the most important qualities of leadership and provides suggestions for how land trusts can identify and nurture these qualities in their board members.



**Land protection happens
because leaders step forward
to make it happen.**

The Difference Leaders Make

Every organization has examples of where a leader, in the right place, makes everything come together. Understanding these examples helps reinforce that people don't follow ideas; people follow people. Read the case studies and answer the questions that follow. Guidance on reading the examples follows the questions.

Example 1: A land trust was preparing for a major capital campaign to support its land protection program. A consultant was hired to conduct a feasibility study and answer questions about the likely success of current campaign plans and expectations. The study summarized interviews with board members, volunteers, community leaders, and donors in which individuals were questioned about how a campaign might be most successful.

The consultant's report was clear:

- If the trust went into a capital campaign as proposed, it would likely fall far short of its desired goal of \$3.5 million. A more likely expectation of success would be \$1.2 to \$1.5 million.
- One factor might alter this outcome: If Linda was willing to lead the campaign, instead of the proposed leadership, more board members would participate, more community members would volunteer to participate, and more donors would give and give at a higher level. In this scenario, reaching the \$3.5 million mark was much more likely.

Linda's leadership alone was attributable to a nearly tripling of fundraising potential. Linda agreed to serve as campaign co-chair, the campaign exceeded expectations, and the trust learned an important lesson about what the community thinks about its established leadership.

Example 2: A conservation organization was struggling to keep afloat. It had lost nearly a third of its membership in less than two years, foundations were declining to make grants, and staff morale was low. Perhaps more importantly, the board had become tourists: the members were unwilling to step up and take the lead, but were content to sit back and observe.

The executive director position had been vacant for six months, and two candidates had declined offers of employment. Finally, the president persuaded a strong leader he knew to apply and accept the position. In the course of negotiating the job, the new executive director made it clear that he could not be successful unless several changes were instituted:

- The board would need to re-engage, starting with strategic planning and following through with stronger committee work. Every officer position would need to be filled.
- The staff would need to be restructured, likely leading to some layoffs and rededication of staff salaries to fewer positions. Better benefits would be required for everyone.
- The organization would need to reconsider its core culture. While the organization could engage in some controversial community issues, it could not afford to *be* the controversy. This organizational behavior must be eliminated.

The new director agreed to take the position if the board agreed to these potential changes. The board — relieved to have *someone* — was quick to agree. Over the next three years, things changed, starting with the empowerment and engagement of the board, focusing the organization on its greatest strengths, and committing the entire organization to excellence.

Three years later, the organization was very different. Tangible changes had been made:

- A strategic plan had been created and was now the basis of all program and budgeting decisions.
- Board committees were active and well populated. Every board member was on a committee and participated.
- Several “tourists” left the board to become advisors or just donors. Their contributions were recognized, but their lack of participation was not tolerated on the board — they were moved swiftly and positively to more appropriate roles.
- The board president (not the executive director) led the board. The two developed into a strong team. The executive director provided coaching and support to the president behind the scenes when needed, but in front of the board and in public, the president was the strong leader.
- Funding from memberships, major donors and foundations all were up significantly. Supporters felt more connected to and more positive about the group.

The executive director only stayed with this organization about two and a half years. His role was that of change agent, not manager. But all of the significant changes made during his tenure helped to right a sinking ship and lay a foundation for success in every aspect of the organization. All of these changes happened as a result of leadership — first the executive director’s and then the board’s. Interestingly, the executive director’s willingness to join and lead the organization only happened because of his personal relationship with and his assessment of the leadership capabilities of the board president.

Example 3: A conservation organization was engaging in organizational restructuring to fix problems that had plagued the group for decades. The group was in an almost constant state of conflict, including a threat of litigation to throw out the election of new board members by one disgruntled board member.

In the midst of this chaos, a new board chair was elected. The impact was immediate. She was a positive, encouraging voice of reason in all discussions. She was a leader who would not tolerate a single inappropriate barb or arrow being slung in meetings. She took people aside privately and built their trust and encouraged their change of behavior when necessary. She accepted responsibility for critical activities, and encouraged others to do the same — which they did. She was a champion for change while graciously acknowledging the contributions of former leaders. As a champion, she helped to initiate several investments to build the capacity of the organization, including strategic planning and restructuring the committees.

This combination of organizational development and effective leadership totally transformed the organization. People found better ways to support the organization and did so generously and gladly. New energy sparked new ideas, stronger programs and greater fundraising success throughout the organization.

Both the changes in structure and the change of leadership were critical to the change in organizational outcome. However, the leadership change was clearly a prerequisite. Had the old leadership maintained its grip on the organization, the restructuring efforts would clearly have failed. The new chair was the single ingredient that made possible all of the other contributions and successes of the new organization.

Questions to consider:

1. What were the key characteristics of leadership that enable the people in these scenarios to be effective?
2. How can an organization best identify these characteristics and incorporate them within their recruiting and outreach efforts?
3. Are there specific training opportunities that can help to nurture these leadership talents within your organization?
4. How can your organization improve its board development process to recruit and develop leaders who possess these vital leadership characteristics?

Board Leadership Roles

The typical structure for a land trust board is consistent with the leadership structure for nearly all nonprofit groups. In fact, this basic structure is also common to corporate boards to a limited degree. This structure is common because it works. The defined roles and responsibilities make sense.

The typical leadership structure includes:

- Someone as the focal point and overall leader (usually the board chair or president);
- His or her supporter and sometimes successor (vice chair or vice president);
- The financial leader on behalf of the board (treasurer); and
- The person who keeps track of the board's information, corporate relationships and administrative details (secretary).

Groups will sometimes have different names and combinations for these positions, but the basic breakdown of responsibility and function are similar.

Board Chair

The organization elects the board chair or president to lead. The board chair bears responsibility for ensuring the organization's success. He or she ensures the land trust fulfills its mission and meets the spirit and letter of the laws governing the organization. If this job sounds like more responsibility than one person should manage, it is. For this reason, the chair typically leads a *team* of officers who work together to ensure the success of the organization. However, the chair shoulders the responsibility, on behalf of the organization, to lead that team in fulfilling its organizational vision.

Some of the chair's duties are fairly straightforward. For example, the chair runs board meetings. He or she makes sure the agenda covers the discussion and decision needs of the organization. He or she engages people in the discussions, making sure to balance the depth that good discussions need with the pace that keeps energy in the meeting. He or she ensures the board makes useful decisions and that there is appropriate accountability for follow-through. Though it sounds mundane, this role is vital to organizations. When effective leadership is in place, good meeting management is fairly routine, and the time and talent of all board members is respected. Perhaps most importantly, the important work of the organization gets done. However, if the land trust lacks good leadership, holding effective meetings can be a huge challenge.



The board chair bears responsibility for ensuring the organization's success. He or she ensures the land trust fulfills its mission and meets the spirit and letter of the laws governing the organization. If this job sounds like more responsibility than one person should manage, it is. For this reason, the chair typically leads a *team* of officers who work together to ensure the success of the organization.

For staffed organizations, the chair also supervises the executive director on behalf of the board. The chair should be the point person for executive management. Although the chair has a critical role as liaison with the executive management, he or she alone shouldn't make decisions and define the expectations of the executive director. The chair should engage the board in periodic discussions, such as during review periods and regularly scheduled executive sessions, to receive the feedback he or she needs to provide effective supervision. The chair also ensures the rest of the board does not interfere with the executive director's ability to supervise any other staff or volunteers under the director's authority. Clearly established and communicated lines of authority prevent micromanagement and overstepping of boundaries by well-meaning board members. The chair and executive director need to be a solid team in order to ensure that these lines are clear and followed.

As noted above, the chair manages all the work of the board through a leadership team. This team typically includes other officers, but can also include board committee chairs (who may also be serving in officer positions). Governing committees take the work of the board and move it forward through their regular meetings and actions. Chairs of these committees come together regularly to coordinate their efforts, pass along tasks as projects move forward, and identify gaps and issues as they emerge. These tasks often occur as part of an executive committee meeting (if committee chairs are defined as part of that group). The chair's job includes initiating discussions among the leadership team (as part of an executive committee or in some other way) and ensuring the usefulness of these discussions to the organization.

The chair typically represents the land trust in select community forums. Speaking to the city council, welcoming members to the annual picnic, negotiating with key organizational partners, speaking with the media — these roles can be included in the chair's job if he or she is prepared and willing to assume them. Other leaders may be more capable and willing to fulfill these functions, but it can be awkward if the spokesperson for the board is someone other than the chair.

Another critical function of the chair is to identify and resolve conflict as it emerges within the organization. In this role, the executive director serves as a critical partner. If both the chair and executive director contact board and staff members, donors, supporters and other critical stakeholders on a regular basis, they will be more likely to identify problem areas and catch potential areas of conflict before a crisis arises. Together, they should resolve these problems. They may divide the problem-solving tasks between them and tackle the challenges themselves. Or they may call

in outside experts to help. Whatever course of action they choose, they should ensure the issues are clear and are resolved. As the plaque once on the desk of Harry S. Truman proclaimed, **THE BUCK STOPS HERE.**

Chair-elect

The chair-elect is another critical leader in the land trust. Sometimes this is the vice chair but not always. Having a chair-elect ensures an organization prepares for necessary leadership transitions. It also provides an opportunity for the next chair to:

- Understand his or her upcoming duties;
- Learn about the issues; and
- Develop the relationships critical to being a successful chair.

The chair-elect should not only watch and learn, but also take on important tasks to relieve some of the chair's burdens. For the chair, a strong chair-elect can be a valuable partner to ensure both an effective and manageable tenure in office.

Whether it is the chair-elect or a separate vice chair, someone needs to be willing and able to step up and lead should there be an unexpected vacancy. The need can be short term, such as when the chair is unable to attend a particular board meeting, or it can be long term, such as when a chair must step down for personal reasons. While these abrupt transitions are rare, they are critical times in the health of an organization. Having someone prepared to step up when needed may be the key to making these transitions successful.

Treasurer

The treasurer is yet another critical leader in a land trust. The treasurer ensures that the finances of the organization are being managed in the public interest. He or she makes certain the organization has implemented a set of internal financial controls, which are policies and procedures that minimize the exposure the land trust may have to fraudulent behavior and financial mismanagement. These policies and procedures are ratified by the board, but it is the responsibility of the treasurer to ensure their implementation. As with all leadership jobs, the treasurer is not alone in this responsibility — he or she typically assembles a team (often the finance committee) to assist. (For more information, see Standard 6: Financial and Asset Management and the Land Trust Alliance course “Financial Management of Land Trusts.”)

In addition to these big-picture responsibilities, the treasurer also has responsibility for regular and routine financial management tasks.



Whether it is the chair-elect or a separate vice chair, someone needs to be willing and able to step up and lead should there be an unexpected vacancy.



The treasurer must possess a strong understanding of both broad financial management issues as well as bookkeeping procedures.

Depending on the size of the land trust and its staffing, this job may be shared between the treasurer and a staff person (such as the finance director) who implements the details. In these cases, the job of treasurer and finance director need to be clearly defined to assure board and staff talents are effectively utilized, and that board members respect the authority delegated to the executive director and his or her staff.

The treasurer must possess a strong understanding of both broad financial management issues as well as bookkeeping procedures. Specific rules guide how nonprofits deal with their money, and the treasurer is the board's in-house expert on these details. If he or she doesn't know all the details, he/she needs to learn them or have other leadership partners who do.

Secretary

The secretary is often discounted as a leadership function, yet in many states, it is one of the few officer positions mandated by law. The role of the secretary, much like treasurer, varies significantly depending on staff capacity and board member capability. Some secretarial functions are fundamental to governance and should not be delegated, including:

- Ensuring compliance with state law;
- Understanding and managing the organization's compliance with its own bylaws and policies; and
- Keeping confidential records such as minutes of executive sessions.

Other responsibilities may be shared or delegated to staff, including taking and managing the minutes of regular board meetings. In these cases, the secretary (much like the treasurer) doesn't actually do the work, but is responsible for ensuring the work gets done properly. For example, a staff person may take the minutes at a meeting, but the secretary reviews and endorses the minutes as accurate and complete prior to submittal to the board for approval.

Executive Committee

The chair, vice chair/chair-elect, treasurer and secretary are the most common officer positions in land trusts. Some organizations include other leadership roles in the mix, including multiple vice presidents, often with specific roles connected to board functions. A common procedure is to connect officer positions to governance committee chair roles (for example, the treasurer as chair of the finance committee). This arrangement helps ensure effective coordination of the committee work fundamental to many boards' success without creating a bloated group of leaders.

This group of officers often constitutes an executive committee. The executive committee manages the detailed affairs of the board, helping both to prepare for board meetings and for their follow-up. For most executive committee members, their job has five major responsibilities:

- Coordinate and manage board committees;
- Provide oversight of and input to the executive director;
- Ensure issues and decisions coming before the board are “ripe” and ready for board action;
- Handle routine and administrative responsibilities on behalf of the board; and
- Make emergency decisions on behalf of the board when there is no reasonable or timely means to pull the board together for a decision.

Land trusts must be careful to ensure that the executive committee does not usurp the authority of the full board. For example, if an executive committee begins to make the important decisions on behalf of the board (ostensibly because it’s a “more efficient” means to action), the board begins to lose its reason for being. Board members begin to defer to the executive committee, and begin to disconnect with the land trust and degenerate into apathy.

The general rule about executive committees emphasizes the inverse relationship of their power. Strong boards need “weak” executive committees. “Weak” doesn’t mean ineffective; it means possessing limited authority and deferring to the full board. A board needs to be the decision-making body, and an executive committee needs to help facilitate board decisions. When this basic relationship becomes reversed, the organization needs to fall back and redefine its structure and authority for board action.



Land trusts must be careful to ensure that the executive committee does not usurp the authority of the full board.

A land trust was struggling to get regular quorums at board meetings and to get board members to engage in critical issues. As a result, the group added two people to the executive committee in at-large positions, providing that group with a bit more strength and experience. The board embraced this decision, which was done to ensure that decisions could get made if necessary. Unfortunately, there was a clear unintended consequence: ever greater erosion of board involvement and more struggles to get things done. The problem was exacerbated because board members were even more willing to relinquish responsibility and remain passive as an even stronger group of leaders was defined. Rather than engage the board more completely, the strengthening of the executive committee further alienated it.

To resolve this problem, the land trust engaged in a comprehensive organizational development process. As a result, the land trust significantly

Example

reduced the executive committee's role, and decisions were remanded to the board as a whole. As a result of this decision (and other steps to build board engagement), board members assumed the reins again. With clear responsibility for the health of the land trust, the board became more actively engaged in running its operations, avoided quorum problems, and increased the involvement and satisfaction of all the members of the board.

Keys to Effective Leadership

There are some common fundamentals that may be helpful as land trusts attempt to assess and build their leadership strengths.

Communication

A core strength of all good leaders is their ability to communicate. Communication, in all of its various forms, helps a group understand each other and work together. When a leader is a good communicator, he or she sets the tone for everyone else. He or she presents ideas and issues early, when they can best be addressed. This ability is so fundamental to good leadership that it is really a core talent that training can rarely create. If a leader is fundamentally not a good communicator, little can be done to make him or her better. As such, communication skills are one of the innate talents that should be identified in potential leaders.

Conflict Resolution

Connected to good communications are good conflict resolution skills. Conflict is inevitable in every organization. Avoiding it completely is impossible and probably not healthy. However, great leaders successfully manage and turn it in positive directions. Good leaders tackle conflict when it first appears, and have the tact and earned respect to help people find win-win solutions to problems. A leader who recognizes that he or she is not naturally good at resolving conflicts should take steps to acquire conflict resolution skills and rely on others on the board to be mentors and coaches. However, a board member who is entirely conflict averse will probably fall short when a critical moment requires the capabilities of a great leader. In the event of a serious internal conflict that is beyond the capacity of one or more organization leaders to handle, good leaders will call in outside help from an expert who can maintain neutrality while bringing the opposing sides together.

Meeting Management

Leaders run meetings and facilitate discussions. They require a few subtle and not-so-subtle skills specific to meeting management. Nearly all good leaders can learn these skills over time if they want to. Good leadership development for land trust board members will provide the opportunities for potential leaders to learn and practice the keys to running a great meeting, including observing, listening and tactfully redirecting energy in a meeting.

Managing a meeting does not mean doing all the talking. One land trust chair characterized the subtle art of good meeting management in a statement made to his executive director: “As the chair and executive director, we’re going to define our success in board meetings by how little we say. If we do great preparation work up front, we’ll limit our role to adding information, carefully correcting misstatements and encouraging others to find their voice.” This is a challenge that every chair and executive director should take on. How much more can you accomplish by saying *less*?

Organizational Experience

Good leaders often possess strong organizational knowledge, including experience with land trusts and other nonprofit organizations. They have seen — and often led — change processes that worked and didn’t work. They are clear on the subtle and overt politics that take place within organizations, and they use that knowledge to the organization’s advantage.

Personal Character

Good leaders foster an environment of mutual trust within the organization. One reason for their success is that they themselves are perceived as eminently trustworthy. They keep their promises. They are honest. They do not pretend to be something they are not.

Good leaders also possess the old-fashioned virtues of decency and courteousness. They don’t indulge in intra-organizational gossip and don’t hesitate to bring an overactive rumor mill to a halt. Toward everyone — their peers, staff, volunteers, and the outside world — they are unfailingly polite and respectful. Nevertheless, they do not hesitate to speak their mind. When they do, people listen because they enjoy a reputation for clear thinking and for always keeping the organization’s best interests at the forefront.

Does the leader make everyone in the organization feel proud to be part of it? A good leader meets this test.



Good leaders often possess strong organizational knowledge, including experience with land trusts and other nonprofit organizations.

Good leaders foster an environment of mutual trust within the organization.



Does the leader make everyone in the organization feel proud to be part of it?



When great leaders bring their strong community contacts into the land trust, the entire organization benefits.

Community Connections

Good leaders often possess strong community contacts. This is a strength that many good board members also have. These contacts can be very valuable as a group is trying to pull people into the organization and build its capacity. Remember, people generally don't follow ideas; people follow people. More specifically, people follow leaders. When great leaders bring their strong community contacts into the land trust, the entire organization benefits.

Passion

Sometimes a person with strong passion for the organization and its mission can be an effective leader even if their other skills need some work. A good leader must have a passion for the mission of the organization, a willingness to take the reins and a commitment to learn the skills that it takes to lead their group.

Leaders often possess great charisma. They have attractive personalities and great intellect. But these may not be criteria for great leadership as much as they are byproducts of other leadership attributes. As they recruit their leaders, land trusts should look for individuals skilled in the following:

- Communications;
- Conflict resolution;
- Meeting management;
- Organizational development; and
- Outreach abilities.

Nothing — absolutely nothing — is more important to a land trust's success than its ability to attract, support and retain great leadership.

Sometimes leaders turn out to be bad, even in good organizations. It's sad to say, there are people who seek a leadership role for selfish personal advancement (it need not be a blatant conflict of interest) or who misuse their position because having power is a central theme of their lives. Sometimes organizations get stuck with a bad leader because no one else is willing to take on the job. Land trust boards should be sensitive to the fact that casual choice of a leader can lead to unfortunate situations and have unintended consequences.

Example

Leadership is demonstrated everyday in land trusts across the country. One individual in particular has led conservation efforts nationally and in his home state of Vermont, Darby Bradley. Darby was recognized in October 2006 with the first Kingsbury Browne Conservation Leadership Award.

Bradley has helped to build the Vermont Land Trust into one of the strongest and most respected land trusts in the country. Darby has served the Vermont Land Trust for 25 years as a staff member and, before that, worked with VLT's founder, Rick Carbin, to found the organization and complete many of its early conservation projects. Darby is also a former board member of the Land Trust Alliance, and has served in a variety of other leadership roles in the land trust community.

Darby has distinguished himself and his organization in not only conserving a lot of land (the Vermont Land Trust has protected 440,000 acres, roughly 7.5 percent of the state's privately owned land), but also in setting a tone and a vision for conservation locally and nationally. With VLT, Darby helped to initiate critical concepts in land stewardship sustainability, and helped to pioneer planned giving as a sustainable source of funding for stewardship responsibilities. He was a firm believer in building a strong regional conservation organization that possessed a familiar local face, rather than a multitude of small, less professionally capable land trusts. With his leadership, the Vermont Land Trust has built lasting coalitions with organizations addressing other very important community issues, especially affordable housing.

Bradley's award was presented by Land Trust Alliance president Rand Wentworth and former president Jean Hocker, who commended Bradley as "a humble man who has dedicated his life to conservation. It is truly inspiring to see how much one passionate and dedicated person can do over a relatively short period of time."

Thoughts on Leadership, Balance and Gender

by Jean Hocker, former Land Trust Alliance President

Land trust leaders, whether staff or volunteers, work incredibly hard. They learn, teach, listen, walk the land, raise the money, set the vision, inspire the team, close the deals, forge the partnerships, devise the strategies. And they typically spend long hours at it, often under significant pressure. After all, land not protected today may be paved over tomorrow.

Sometimes the most promising leaders, no matter how devoted, reluctantly decide it's not worth it. Others thrive or at least hang in. Neither choice is right nor wrong; it just is. But if we're going to keep the exceptional leadership talent that abounds in our movement, we need to find some balance to it all.

"Don't you think it's even harder for women?" I've been asked. I think it is, especially those who also have young families and certainly for those (women or men) who are single parents. Though everyone needs balance, women still typically are the caregivers of our society, the organizers of life at home, the ones who become so expert at juggling that they sometimes can't distinguish all the balls in the air. How do we make sure that we don't disproportionately lose the outstanding women who are drawn to our work?

I think about my own career in land conservation – launching the Jackson Hole Land Trust as a volunteer, then as executive director building a conservation easement program and solid foundation for the land trust's future. After that, I headed for Washington, DC, to run the Land Trust Alliance for nearly 15 years, overseeing huge land trust growth and the Alliance's evolution from a three-person staff to an organization with wide-ranging programs and some 50 staff in several locations.

During the Jackson Hole years, I had children at home. But by the time I came to the Alliance, I didn't. It made a real difference in the amount of time and energy I could devote to my work. Too, I am blessed with a very supportive husband, himself immersed in conservation work. Much earlier, as a single parent, I can't imagine having been able to juggle all the demands I see younger women coping with today, including many who are rising leaders in land trusts. I do know you can't succeed at saving land if you are guilt-ridden for missing milestones in your children's lives or for neglecting family and friends. Passion drives most people in this business, but even that has limits.

I also know that life has stages; balance means different things at different times. There may be years when you can't take on all the demands of a leadership role, but that doesn't mean you can't be learning and growing and preparing for the time when you can. Or maybe you spend some years building leadership skills, then take a less demanding role for awhile, with no apologies, then renew immersion when the time is right.

As a movement, we need to encourage talent on terms that account for life's seasons. Wherever we can, we should set the example in job sharing, part-time work and reasonable expectations. At other life stages, we need to consider sabbaticals for our leaders of both genders. Yes, it all costs precious dollars. But the cost of losing talented leaders is unacceptably high.

Land trusts have charted a bold new course for conservation. Now our movement, which is all about longevity and stewardship, needs to set a new path for our own leaders, setting no unwitting barriers to leadership. We should be sure we drive no one out because we didn't pay attention.

Gender is only one part of the inclusiveness we want for our movement. But if we can't figure out how to attract and retain our brightest young women, we will be much the poorer for it on every level.

Evaluate Your Leadership Capabilities

The following questions may help you assess your leadership potential. Answer these questions and reflect on your responses regarding your ability to lead. Consider discussing your answers with a leader you trust to get his or her perspective.

1. In which situations am I most comfortable leading? When do I find myself wanting to step forward, and when do I find myself stepping back?

2. How would you rate yourself on the following leadership traits (low, medium, high):

- _____ Arranger
- _____ Problem-solver
- _____ Empathizer
- _____ Relater
- _____ Interpersonal connector
- _____ Stimulator
- _____ Team-builder
- _____ Positivist (optimist or positive thinker)
- _____ Persuader
- _____ Commander
- _____ Activator
- _____ Courageous

3. What are possible ways for you to strengthen these areas to become a more capable leader?

4. Why do I want to become a leader? What does leadership provide that is important to me?

5. How is my leadership style perceived by others? Have I received feedback that highlights my leadership strengths? Is there someone I can talk to about my leadership potential?

6. How do I respond to conflict? Am I a mediating force or an escalating force?

7. How can I be sure my perceptions are accurate? Are there other ways to evaluate my approach and potential for leadership?

Responsibilities

Provides leadership to the volunteer board in ensuring that the board meets all responsibilities. Serves as chief spokesperson in all board matters. Promotes land trust activities aimed at achieving its goals.

Human Resources

- **Board Leadership.** Appoints, subject to ratification of the board, standing committee chairs and such special committees as may be deemed necessary to expedite the goals of the land trust. Directs the board in the fulfillment of its established roles. Presides in regular and special meetings of the board and its executive committee.
- **Leadership Development.** Promotes the development of selected volunteers to assume future key leadership roles in the land trust and assists current leadership in identifying key persons in the community who should be recruited to assist the organization.
- **Supervision.** Supervises the executive director, assuring that the internal operations of the land trust are conducted effectively and with maximum efficiency toward achieving its stated goals. Supervises standing committee chairs to assure that their stated functions are being performed. Ensures that personnel evaluations take place for the executive director.

Planning

- Oversees the planning and goal-setting processes for the land trust and ensures that the committees of the board and staff members work cooperatively so that the planning functions can be accomplished. Ensures completion of program evaluations.

Finance

- Appoints finance committee. Monitors the fiscal policy development and management of the land trust.

Community Relations

- Serves as official spokesperson to the public on all board matters. Ensures that the public relations efforts of the organization are clearly maintained.

Organizational Operations

- Ensures that board committees function well and that the staff structure is appropriate for the management of the land trust. Monitors the organization's legal accountability processes.

Minimal Job Requirements

- Demonstrated commitment to the goals and strategies of the land trust.
Established record of support for the organization by representing the community and by contributing both financially and with time.
- Demonstrated community leadership that will enhance the land trust's image in the general community.
- Record of experience as a volunteer leader with responsibility in one or more major functions of the land trust.
- Willingness to expand knowledge and board responsibilities and chair responsibilities through ongoing training.
- Willingness and ability to represent the land trust in the community.
- Six to ten hours per month (in addition to board membership responsibilities) to contribute as leader of the organization.

Check Your Progress

Before finishing this chapter, check to make sure that you are able to:

- Identify the critical board leadership roles within a land trust and what their functions should be;
- Understand the characteristics of good leadership and how it can be developed within an organization; and
- Understand and create an executive committee to serve as a leadership team to guide an organization.



Afterword • Principles of Great Boards in Action

The chair of the board stood up in front of the assembled guests and accepted the award. This was familiar territory — the Tucker Regional Land Conservancy had received several awards lately. But this was a particularly important honor, and the chair was pleased to accept it.

“Thank you Ms. Burke for this honor. I accept it on behalf of the members, supporters, board, and staff members of the Conservancy.

“Some of you know that accepting these plaques has become a bit of a habit for me. In the last year, we’ve received several awards that recognize the Conservancy’s accomplishments. None of these will be more valued than the one from the Community Council.

“I’d like to highlight a few things that I think are important about the Conservancy, and why we all can be proud of what our group has done to protect the most important natural resources of our valley.

“Our land trust works with the landowners and communities throughout the region to protect critical habitat and signature landscapes of the Tucker Valley. About three years ago, we took a big step. We decided that the lands that needed protection were too important for us to think small. So we got big. With support from the Dyer Memorial Trust and the Sam Roberts Foundation, we solicited three years of capacity-building funding to take our work to the next level. We hired Juan Carlos Ortega as our new executive director, and he in turn hired a professional staff that has been unbelievable. We have a great staff at the Conservancy, and I’m honored to be able to work with them.

“Perhaps more important than the growth of our staff, our board took on the challenge and stepped up to another level of effectiveness. We created our Trustee Council, which some of you in this room help lead, and reached out into the community to truly create the kind of board this community deserves. Today, our board is committed. It’s connected to the community. It’s as diverse as our community itself and does a great job of serving the community’s interests.

“I know we get a lot of attention for raising money. We do raise a lot of money, and I know many of you are the investors who provide the fuel to drive our conservation and education programs. For that, I thank you . . . again.

“But we’re not *just* a fundraising board. We have many people serving in critical leadership positions whose contributions go beyond their financial investment. I am extremely proud of our ability to direct community resources toward protection of our most important landscapes, but I value the time and talent that is given as much as I value the treasure that’s invested.

“Last year our conservancy completed the national land trust accreditation process. This is a new thing — it involves subjecting our organization’s operations to the scrutiny of our conservation peers, and challenges us to be as effective and ethical as we can. We passed that accreditation process and now proudly wear the seal of approval bestowed by the Land Trust Accreditation Commission.

“Last fall, we were honored by the Land Trust Alliance, a national organization that works on behalf of the 1,500-plus land trusts to make our conservation community strong. The Alliance honored us with one of three top awards for land trust excellence. We’re extremely proud of this award because it represents our commitment to meet and exceed important standards and practices for how land trusts should operate. We pledge always to exceed the expectations established by these standards as a way to reinforce our commitment to great conservation work.

“Today we receive the latest in this series of recognitions. This one matters most to me because it comes from home. It comes from the people whose trust and support we need to be successful. Believe me, nothing given by any national organization can be more important to us than the award you give us as the Community Organization of the Year. Thank you for this honor, and thank you for all of your support. I hope to see you all again later this month for our Community Picnic on the Gredler Preserve. It’s going to be more fun than ever before.”

As the chair stepped down from the podium, the community council president pulled the Conservancy’s board chair aside. “Glenn, I’d like to talk to you some more about the Conservancy. I’ve wanted to get involved in your group for some time. I’m a donor and I volunteer for the stewardship walks, but I’m thinking I’d like to get on your board. Can you help arrange that?”

“Wow, Mary. That would be great. You’d be a fabulous addition to our leadership team. Here’s what I’d suggest. We’ve found that people who

want to serve on our board succeed much better when they've had a chance to get involved in some aspect of the board's work first. We recruit people to serve on our board committees before they serve on our board. We've got some great committees — Board Development, Major Donor, Finance, Planning and Evaluation, Public Policy — any one of those groups would be good place to start. Do any of those interest you?"

"Well, I have a fair amount of experience in both public policy and fundraising, and I like doing both," Mary said. "I just need to jockey a few things — probably step off of a board I'm on now. This would be a better place for me, I think."

"Well, think about where you might want to step in. We can always use people in fundraising of course, but policy might be a good introduction to some of the big issues we're dealing with. We consider our Board Development Committee our most important, and that might be a good fit as well. You're about as well connected as anyone in the community. How about this: I'll get you an application and ask someone from the Board Development Committee to contact you. We have a great process for getting people involved, and I'm sure they can find a committee that works for you. They'll give you each committee's job description and work plan to help you make your decision. I'd love to have you involved."

"Wonderful. Thanks, Glenn. I'll wait to hear from someone. Soon I hope."

"Soon it will be! I'll make sure we keep your interest high in our priorities. I'll call you in a week to see if someone has gotten in touch with you. And give me a call anytime if you have a question. It's important to me."

"I will. I'll let you know."

Outstanding land trusts don't happen by accident. They happen when people who care take the time to make their boards strong, effective centers of leadership. These boards have clear direction, strong relationships, effective structures and, ultimately, people with a passion for making a difference.

From that point of strength, just about anything is possible — in Tucker County or anyplace else in the world.

Action Plan

Next Steps

Follow up to this training is essential. The purpose of information is not to entertain; it is to help change land trusts to be more effective. We recommend that you undertake these steps, if you have not done so already, to apply what you've learned from this training to improve the operation of your land trust.

1. Have your board pass a resolution adopting *Land Trust Standards and Practices* as the ethical and technical guideline for the responsible operation of your land trust. Work actively within your trust to ensure that your group is doing more than endorsing these principles; they are actively implementing them within your operations.
2. Have the board work through the Land Trust Alliance's evaluation tool, *Assessing Your Organization*. This is a great starting point for understanding which of the issues addressed in this course are most relevant to your organization. It also sets the stage for a great conversation among board members, a critical step to moving forward as a team.
3. Find and help nurture a "champion" for the issues highlighted in *Assessing Your Organization*. Find someone (and it may be you) who will positively push the organization forward to becoming more effective in board governance. If possible, originate this push from an active board development committee or executive committee so it has the legitimacy of existing leadership.
4. Look closely at the legal compliance issues that may emerge from the assessment to ensure that the land trust is operating within the law. The Land Trust Alliance course "Avoiding Conflicts of Interest and Running an Ethical Land Trust" is an important complement to this governance course and should be considered in conjunction with this training.
5. Identify the most fundamental board governance issues from within the assessment that, if improved, will lay the foundation for improvements in other aspects of your organization. For example, many organizations find that strong and effective committees are a critical tool to implement many of the governance changes they seek. Likewise, good committee leadership is fundamental to an effectively functioning committee. Rather than focus on issues such as major donor fundraising that are dependent on many facets of the organization working effectively, it may be more useful to focus first on empowering two or three

key leaders to guide committees on board development and strategic planning — two of the most vital requisites to successful major donor fundraising.

6. Consider hiring consultants with experience in the governing issues your land trust seeks to improve. Consultants can bring expertise, perspective, objectivity, and time to an organization that can be crucial when working through important organizational changes. In some cases, consultants can be found within established local institutions such as community colleges and universities, Cooperative Extension Services and community-minded businesses.
7. Have your land trust commit itself to continuous improvement in the areas outlined in this course. Not everything is going to happen immediately. It will take time. But a commitment to constantly improve and grow the organization takes away the pressures of time, and will help your group recognize that the race to become more effective is a marathon, not a sprint.
8. As a group, consider preparation for and application to the land trust accreditation program. This independent validation of your organization's technical and ethical operations will help demonstrate your commitment to doing great work. It will also provide a specific and tangible way to understand how your trust can be more effective.

To Do Sheet

As a result of studying the material in this course, there are many things that you will want to share with the rest of your land trust. The following “To Do Sheet” will help you plan your strategy.

Use this sheet to record any “to-do’s” that occur to you during the course. Be specific with the action item and date by which you hope to accomplish this task.

Chapter One

To Do	Who is Involved	By When

Chapter Two

To Do	Who is Involved	By When

Chapter Three

To Do	Who is Involved	By When

Glossary

Board development: The broad responsibility of building and sustaining a strong board of directors to ensure its ability to fulfill its governing responsibility. Board development includes five distinct functions: recruiting, orienting, training, evaluating and recognizing board members and other volunteers involved in governing functions.

Board diversity: The desired composition within the board of directors that ensures the board possesses the requisite skills, connections and personal characteristics to serve its constituency and fulfill its mission effectively.

Conflict of interest: An action or condition in which a person in a position of authority over an organization, such as a director, officer, manager, or other “insider,” benefits personally or creates a benefit to a family member or other organization with which they are associated.

Conflict of interest policy: A policy decision that consists of a set of procedures designed to avoid the possibility that those in positions of authority over an organization may receive an inappropriate benefit.

Fiduciary responsibility: The ethical and legal requirements of board action designed to ensure the organization is fulfilling the public trust given to it. This responsibility carries with it the duties of due care, loyalty and obedience.

Governance: The fundamental decisions and authority that defines an organization and its work. Governance includes five major elements: direction and outcome, rules and guidelines, capacity and resource development, leadership and personnel, and implementation and results.

Lines of authority: The separation of board and staff functions that both clarify the respective roles and strengthen the ability of people within the land trust to work together effectively as a team.

Management: The responsive decisions that follow the governing direction and guidelines and lead to the fulfillment of the mission of the organization. The functions include the key responsibilities of program planning and implementation, and administration.

Policies: Basic rules of operation governing how the land trust will conduct itself. Policies include several different levels of rules: *governing policies* (defining broad direction and organizational framework, including strategic plans and bylaws), *executive policies* (defining the program and organizational guidelines or constraints for how business will be

conducted) and *operational or administrative policies* (defining the procedures and details for organizational operations).

Private inurement: An action in which a person who is an “insider” to the tax-exempt organization, such as a director or an officer, derives a benefit from the organization without giving some or at least equal value in return. The IRS prohibition on inurement is absolute. The IRS also imposes penalties on directors, officers, key employees, and other insiders who engage in transactions that confer an excess benefit on the individual.

Strategic direction: The direction the land trust will take in the next three-to-five years of operations, which usually includes the vision, mission, goals, and outcomes of the strategic plan.

Additional Resources

Publications

marcsmiley.com is a Web site developed by the author of this course that has an extensive set of tools related to board governance, strategic planning, fundraising and organizational structure.

Robert's Rules of Order, Newly Revised, by Henry M. Robert III and others (10th ed., Cambridge, Mass.: Perseus Publishing, 2000).

Board Development for Nonprofit Preservation Organizations, by Marc Smiley. (Washington, D.C.: National Trust for Historic Preservation, 2000). A useful booklet addressing board development issues specific to historic preservation groups, as well as other nonprofit organizations. Available through the National Trust for Historic Preservation.

Board Governance Series, from the National Center for Nonprofit Boards. A series of 10 informative booklets addressing common issues faced by leaders of nonprofit organizations from basic responsibilities to understanding financial statements. Includes booklets on strategic planning, the role of the board chair, and board responsibilities in fundraising.

Boards That Make a Difference: A New Design for Leadership in Nonprofit and Public Organizations, by John Carver (San Francisco: Jossey-Bass, 1997). A best-selling, comprehensive book outlining a “bold new approach to board job design, board-staff relationship, the chief executive role, performance monitoring, and virtually every aspect of the board-management relationship.” Available online through publisher Jossey-Bass.

Carver Series, by John Carver. (San Francisco: Jossey-Bass, 1996). A series of 12 booklets detailing roles and responsibilities of board members from fiduciary responsibility to planning and running better board meetings. Includes booklets on board assessment of the CEO, board assessment of itself and making diversity meaningful in the boardroom. This is an invaluable series by a respected authority on nonprofit board governance. Available online through publisher Jossey-Bass.

The Board Member's Guide to Fund Raising, by Fisher Howe (San Francisco: Jossey-Bass, 1991). “What every trustee needs to know about raising money.” A concise yet comprehensive resource for the entire fundraising process. Shows why board members must take the lead in fundraising efforts, and shows how this role can be personally satisfying. Available through the National Center for Nonprofit Boards and Jossey-Bass.

Goal Setting, by Susan Wilson (New York: AMACOM/American Management Association, 1994). A step-by-step book for setting personal goals, developing assertive communication skills and developing effective goal-setting and management skills.

The Leader's Handbook: A Guide to Inspiring Your People and Managing the Daily Workflow, by Peter Scholtes (New York: McGraw-Hill, 1998). A comprehensive manual for transforming management from old-style command and control to a new, inspiring leadership style.

Managing a Nonprofit Organization, by Thomas Wolf (New York: Simon & Schuster, 1984). Offers checklists and explanations for virtually every aspect of managing a nonprofit organization: staffing, fundraising, trustees, financing, marketing, computerizing, planning and succeeding.

Creating and Implementing Your Strategic Plan, by John Bryson and Farnum Alston (San Francisco: Jossey-Bass, 1996). A hands-on workbook for use by itself or as a companion to John Bryson's *Strategic Planning for Public and Nonprofit Organizations*. This workbook provides a step-by-step process for distilling and developing a strategic plan. Available online through Jossey-Bass.

Strategic Planning Workbook, by Bryan Barry (Saint Paul, Minn.: Amherst H. Wilder Foundation, 1997). A step-by-step, accessible workbook for organizations wanting to develop a strategic plan with achievable goals and strategies that make sense.

First Things First, by Stephen Covey (New York: Simon & Schuster, 1994). A follow-up book by the author of the best-selling *Seven Habits of Highly Effective People*. This text focuses on one of the key habits: putting first things first. Includes information on getting out of the crisis addiction and determining a personal mission statement, allowing readers to achieve the things that are truly important to them.

Organizations and Web sites

BoardSource: A resource for publications and materials that can support board governance and development efforts. www.boardsource.org

Independent Sector: The one national organization with the strongest credibility to speak on behalf of the entire nonprofit community. Provides resources and supports public policy decisions that are essential to the nonprofit sector. www.independentsector.org

Local library: Still an outstanding resource on a wide spectrum of nonprofit organizational development issues. Two libraries in every state

are designated as Foundation Center libraries with expanded resources and staff trained to help nonprofit groups.

Land Trust Alliance: The Land Trust Alliance is a national conservation organization that works to save the places you love by strengthening land conservation across America. Our work to improve the federal tax code assures that landowners can afford to say “yes” to conservation. We also train the professionals and volunteers who do the legwork to save your favorite farm, forest, park or trail. Since people do not live forever, we also focus on strengthening the community-based organizations responsible for taking care of your favorite places long-term. Our legal program ensures that land, once protected, stays protected for all time. And finally, we leverage local and national media to engage more of America in the powerful act of saving land. www.lta.org

Alliance for Nonprofit Management: Working to help nonprofit agencies and nonprofit management support professionals manage their businesses more efficiently and effectively. Site contains a great FAQ section. www.allianceonline.org

CompassPoint Nonprofit Services: Site offers resources, library, bookstore and consulting services. Includes links to online/media resources through MediaNet, a nonprofit organization offering consulting, publications and workshops for nonprofits. www.compasspoint.org

GENIE: California Management Assistance Partnership’s resource page for nonprofit organizations. Some general information and reading, some specific to California nonprofits. www.compasspoint.org/askgenie/

National Center for Nonprofit Boards: Resource for nonprofit board development issues. Provides newsletters and discount purchases to members. Large selection of books and other resources available online. www.boardsource.org

Environmental Support Center: Training, information and opportunities for funding and loans to support environmental organizations. www.envsc.org

Training Resources for the Environmental Community (TREC): Workshops and organizational support for environmental organizations in Oregon, Washington. <http://trec.org>

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Land Trust Standards and Practices Courses

Governance

MISSION, PLANNING AND CAPACITY
NONPROFIT LAW AND RECORDKEEPING
FOR LAND TRUSTS
LAND TRUST BOARDS: PREPARING FOR
PERPETUITY
AVOIDING CONFLICTS OF INTEREST
AND RUNNING AN ETHICAL LAND TRUST

Stewardship

CARING FOR LAND TRUST PROPERTIES
CONSERVATION EASEMENT STEWARDSHIP
MANAGING CONSERVATION EASEMENTS IN
PERPETUITY

Land Protection

EVALUATING AND SELECTING
CONSERVATION PROJECTS
ACQUIRING LAND AND
CONSERVATION EASEMENTS
SELLING AND TRANSFERRING LAND
AND CONSERVATION EASEMENTS
TAX BENEFITS AND APPRAISALS OF
CONSERVATION PROJECTS
CONSERVATION EASEMENT
DRAFTING AND DOCUMENTATION

Strong Organizations

ETHICAL FUNDRAISING FOR LAND TRUSTS
FINANCIAL MANAGEMENT OF LAND TRUSTS
DETERMINING STEWARDSHIP COSTS
AND RAISING AND MANAGING
DEDICATED FUNDS

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