 <b>FLORIDA ATLANTIC UNIVERSITY</b>	<b>COURSE CHANGE REQUEST</b> <b>Graduate Programs</b>		UGPC Approval _____ UFS Approval _____ SCNS Submittal _____ Confirmed _____ Banner Posted _____ Catalog _____
	<b>Department</b> Public Administration <b>College</b> CDSI		
<b>Current Course Prefix and Number</b> PAD 6149	<b>Current Course Title</b> Governance in Nonprofit Organizations		
<i>Syllabus must be attached for ANY changes to current course details. See Guidelines. Please consult and list departments that may be affected by the changes; attach documentation.</i>			
<b>Change title to:</b>  <b>Change prefix</b> From: _____ To: _____  <b>Change course number</b> From: _____ To: _____  <b>Change credits*</b> From: _____ To: _____  <b>Change grading</b> From: _____ To: _____  <small>*Review Provost Memorandum</small>		<b>Change description to:</b> Academic Service-Learning designation (Please see attached certification)  <b>Change prerequisites/minimum grades to:</b>  <b>Change corequisites to:</b>  <b>Change registration controls to:</b>  Please list existing and new pre/corequisites, specify AND or OR and include minimum passing grade.	
<b>Effective Term/Year for Changes:</b> Spring 2020		<b>Terminate course? Effective Term/Year for Termination:</b>	
<b>Faculty Contact/Email/Phone</b> Robin Larson rl Larson2@fau.edu 561-297-4569 <i>RL Larson 05/31/19</i>			
<b>Approved by</b> Department Chair <i>Shereen Abouman</i> College Curriculum Chair _____ College Dean <i>Jaelynn Kemp</i> UGPC Chair <i>[Signature]</i> UGC Chair <i>Pat R. Perry</i> Graduate College Dean <i>[Signature]</i> UFS President _____ Provost _____		<b>Date</b> 6/12/2019 8-13-19 8-13-2019 8/1/19 9-12-19	

Email this form and syllabus to [UGPC@fau.edu](mailto:UGPC@fau.edu) one week before the UGPC meeting.

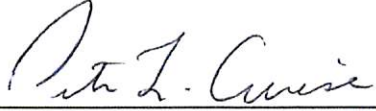
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Academic Service Learning  
Course Designation

This is to certify that the attached syllabus meets the University Requirements to qualify the course as Academic Service Learning.



\_\_\_\_\_  
Community Engagement College Liaison

6-11-19

\_\_\_\_\_  
Date



\_\_\_\_\_  
Weppner Center for LEAD & Service-Learning

7-23-19

\_\_\_\_\_  
Date

GRADUATE COLLEGE

AUG 13 2019

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## Syllabus

### Governance in Nonprofit Organizations

SP19\_PAD6149\_13934\_Gaylor

3 credit hours

**Instructional Type: Mixed/Hybrid – F2F & Online/Virtual**

- **F2F Sessions: Tuesdays; 6:30-9:20 pm**
- **Virtual Sessions: Open Hours**

**FAU Campus: Boca Raton**

**Building: General Classroom South Bldg; Room #GS2 - 117**

**January 5, 2019 – May 3, 2019**

<p>           Florida Atlantic University            Public Administration            College of Design and Social Inquiry            Spring 2019            Campus: Boca Raton            Class Location: General Classroom South (GS)            Class Location: Room#: GS2 - 117            Class Time: Tuesdays 6:30 – 9:20 pm         </p>	<p>           Dr. Michael L. Gaylor            Office: Not Applicable            Office Hours: Virtual Office Hours via WebEx           <ul style="list-style-type: none"> <li>• Wednesday Evenings between 6:30 pm and 7:30 pm</li> <li>• Alternative times, as needed/scheduled</li> </ul>           Tel: 505-239-2667            E-Mail: mgaylor@fau.edu         </p>
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### Boards and Innovation

*"Board support for innovation is vital to the performance of the board itself and to the performance of the executive and the whole organization. The board sets the tone of expectations for innovative thinking and creative approaches to challenges it and the organization face. Practicing innovative thinking and supporting the executive in doing so are also vital influences on organizational innovation" (p. 440).*

– Kristina Jaskyte

Jaskyte, K. (2012). Boards of directors and innovation in nonprofit organizations. *Nonprofit management & leadership*, 22(4), 439-459.

*"An exceptional board operates on a higher level... Their time may be spent more wisely, their skills and social networks better leveraged, and their treasure more strategically deployed. Exceptional boards measure organizational impact and evaluate their own performance, discuss and debate issues, and open doors and connections. The difference between responsible and exceptional lies in thoughtfulness and intentionality, action and engagement, knowledge and communication."*

– BoardSource  
*The Handbook of Nonprofit Governance (pp. 21-22)*

Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor

GRADUATE COLLEGE

Page 1

AUG 13 2019

Received



## Welcome!



**Dr. Michael L. Gaylor**

On behalf of Florida Atlantic's School of Public Administration, I want to personally welcome you to PAD 6149: Governance in Nonprofit Organizations. I have served in senior level executive capacities in the voluntary/nonprofit sector for over 40 years and continue to serve with great passion. I look forward to serving as your instructor for the semester.

Nonprofits are controlled by boards of directors. This course discusses various models of governance, the legal foundations for boards, their conventional roles and responsibilities, and governance as leadership. The methods used will include lecture, case studies, group discussion, presentations by invited guests from the nonprofit sector and submission of a project.

The instructional delivery method for this course is a mixed/hybrid design. The majority of the class will be F2F with some Virtual/Online classes held during the term.

Michael L. Gaylor, Ed.D.

### Course Description

There are two prongs to leadership in nonprofit organizations... One is executive leadership which is deployed by the C-Suite staff as well as other managers and supervisors. The other is voluntary leadership which is deployed by the organization's Board of Directors. Unfortunately, many boards seem to be comfortable managing, but few boards truly govern. This prevents their organizations from achieving their full potential, opens both the boards and their organizations up to consequences that could be costly and shortchanges the community. In this day and age, such a reality is unacceptable. Students will learn what governance entails legally, what the conventional roles and responsibilities of boards have been, how governance is changing, and what it means to say "governance as leadership." Students will be exposed to both classic and contemporary theories of governance and will, through discovery, learn about best practices in governance including but not limited to board development (recruitment, orientation, training, evaluation), board accountability, collaboration, technology, alternative board structures, risk management, and board ethics. This interactive course is designed to provide practical techniques that can readily be applied by both professional and volunteer (board) leadership.

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**Course Prerequisites:** *Prerequisite: PAD 6149 or permission of instructor.*

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### Academic Service-Learning

This *Governance in Nonprofit Organizations* course is an academic service-learning (AS-L) based course, which means some of the work you do is a service to the public and/or voluntary sector and it will allow you to apply knowledge from your Masters in Nonprofit Management or Masters in Public Administration program to the assessment of governance "best practices" in local, state, and/or national/federated nonprofit organizations. Although this course is designed as a hybrid (mixed online and face-to-face), you will be working on AS-L activities that demonstrate civic engagement. You will also reflect on your AS-L experience and the impact your work has on voluntary sector organizations as well as your own professional and personal development.

Although there is limited physical risk for your contribution to the AS-L activities in this course due to the fact that the delivery model is hybrid, you must acknowledge and agree to the following:

*"I understand that there are certain physical risks inherent in every form of service-learning. I understand the risks associated with this Academic Service- Learning assignment. I nonetheless agree to assume those risks so as to gain the benefits from participation in this valuable learning experience. I hereby release the State of Florida, the Board of Trustees, Florida Atlantic University and its agents and employees from any and all liability associated with my participation in this assignment at Florida Atlantic University."*

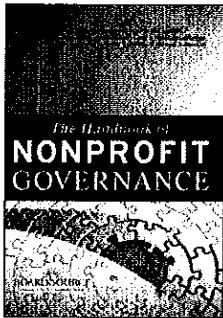
At the end of the course, you also need to complete an Academic Service-Learning Student Survey. Please go to the Weppner Center for LEAD & Service-Learning website, [www.fau.edu/leadandserve](http://www.fau.edu/leadandserve) for the survey link.

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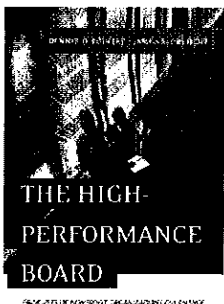
### Course Materials

#### Required Textbooks

##### **The Handbook of Nonprofit Governance**



**BoardSource**  
ISBN: 978-0-470-45763-4  
Apr 2010, Jossey-Bass  
416 pages

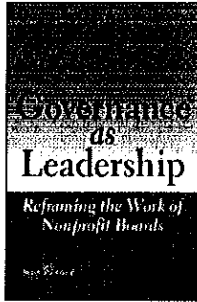


##### **The High-Performance Board: Principles of Nonprofit Organization Governance**

Dennis D. Pointer , James E. Orlikoff  
ISBN: 978-0-787-95697-4  
May 2002, Jossey-Bass  
208 pages



**Optional/Choice Texts**



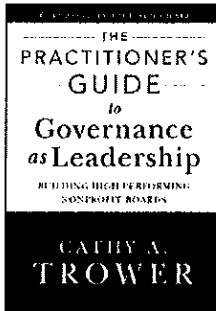
**Governance as Leadership: Reframing the Work of Nonprofit Boards**

Richard P. Chait , William P. Ryan , Barbara E. Taylor

ISBN: 978-1-118-04591-6

Jan 2011

224 pages



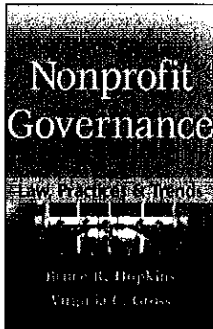
**The Practitioner's Guide to Governance as Leadership: Building High-Performing Nonprofit Boards**

Cathy A. Trower

ISBN: 978-1-118-10987-8

Dec 2012, Jossey-Bass

272 pages



**Nonprofit Governance: Law, Practices, and Trends**

Bruce R. Hopkins , Virginia C. Gross

ISBN: 978-0-470-35804-7

Jun 2009

288 page

**Supplemental Course Materials**

Ancillary /Supplemental readings, documents, resources and videos will be made available to students via *Canvas*.

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### **Course Delivery Mode**

This is a mixed/hybrid course. It means that this class meets in both in-person and online formats. This class will meet about 50% online and 50% F2F. Online classes are scheduled to accommodate schedules and independent research projects. There are required weekly readings and assignments for each unit. Please consult class schedule to see when In-Classroom attendance is required and when we hold online classes. All Assignments will be posted on Canvas. Most assignments will have to be completed or submitted on *Canvas*.

The online component is accessible through FAU's learning management system—*Canvas*. You must log into *Canvas* with your FAU ID and Password to access the materials and assignments in this course. If you do not know your FAU ID or Password click the following link for help. [Link to Office of Information Technology Help](#).

The PAD 6149 course is organized into weekly units with dates provided for each unit (See later in syllabus). Dates and durations for each unit may vary so please pay close attention to start and due dates. The course begins with the START HERE page, which will familiarize you with the organization and navigation of the course. You will open a new learning unit to access the assigned reading materials, PowerPoints, and other relevant materials for each subsequent unit.

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### **Communication**

**Instructor Accessibility:** Please do not hesitate to email me with any questions you may have. Email will be responded to as promptly as possible, usually within twenty-four to forty-eight hours from Monday-Friday. I will not likely respond late at night or on the weekends or during the spring break.

**Office hours:** I will be holding office hours virtually. Office hours will normally be held from 6:30 pm to 7:30 pm on Wednesdays. You will be able to go to your calendar and schedule a 15 minute block of time with the instructor. Meetings will be held via the Conferencing function in canvas. Alternative office hours may be accommodated at the student's request. Office hours may be the best way to get comprehensive answers/guidance for your project questions.



### **Expectations for Students**

- Announcements
  - You are responsible for reading all announcements posted by the instructor. Check the course announcements each time you log in.
- Email
  - You are responsible for reading all of your course email and responding in a timely manner.
- Course-Related Questions
  - Post course-related questions to the FAQ discussion board. This allows other participants with the same question to benefit from the responses. Also, make sure you review this forum prior to posting a question; it may have already been asked and answered in previous posts.

### **Instructor's Plan for Classroom Response Time & Feedback**

- Email Policy
  - Except for Saturdays, Sundays, and holidays, instructor typically will respond to messages within 48 hours. Such messages should only be used to communicate personal or confidential matters; otherwise, please use the FAQ discussion board within the course.
- Assignment Feedback Policy
  - Feedback will be provided on submitted assignments within one week of the submission date. Some assignments may require a longer review period, which will be communicated to students by the instructor.
- Course-Related Questions
  - Except Saturdays, Sundays, and holidays, questions will, generally, be answered by instructor within 48 hours.

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### **Technology and Computer Requirements**

#### **Minimum Technology Requirements for This Course**

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Governance in Nonprofit Organizations  
SP2019\_PAD6149\_13934\_Gaylor  
January 5, 2019 – May 3, 2019  
Instructor: Dr. Michael L. Gaylor

1. A computer with a processor of 2GHz or faster (not a tablet or phone)
2. High speed internet connection
3. Speakers/Headphones and a microphone
4. Web camera

### **Minimum Technical Skills Requirements**

The general and course-specific technical skills a student must have to succeed in the course include but are not limited to:

1. Accessing Internet.
2. Using Canvas including taking tests, attaching documents, etc.
3. Using email with attachments.
4. Creating and submitting files in commonly used word processing program formats such as Microsoft Office Tools.
5. Copying and pasting functions.
6. Downloading and installing software.
7. Using presentation, graphics, and other programs.
8. Creating and posting to a discussion board, blog, or wiki.
9. Searching the FAU library and websites.

### **Computer Requirements**

- Operating System
  - A computer that can run Mac OSX or Win XP or higher.
- Peripherals
  - A backup option should be available to minimize the loss of work. This can be an external hard drive, a USB drive, cloud storage, or your folder on the FAU servers.
  - You may also need headphones with a microphone for varied multimedia in the class.
- Software
  - Once logged in to Canvas, make sure your Internet browser is compatible and that you have all the recommended plug-ins installed.
  - Other software may be required for specific learning units and/or modules. If so, the necessary links to download and install will be provided within the applicable unit and/or module.

## **Technical Support**

In the online environment, technical issues are always possible (e.g., lost connection, hardware or software failure). Many of these can be resolved relatively quickly, but if you wait until the last minute before due dates, the chances of these glitches affecting your success are greatly increased. Please plan appropriately. If a problem occurs, it is essential you take immediate action to document the issue so your instructor can verify and take appropriate action to resolve the problem. Please take the following steps when a problem occurs:

1. Contact the eLearning Success Advisor for assistance:  
eLearning Success Advisor - 561-297-3590
2. If you can, make a Print Screen of the monitor when the problem occurs. Save the Print Screen as a .jpg file. If you are unfamiliar with creating a Print Screen file, visit [Link to Print Screen Instructions](#).
3. Complete a Help Desk ticket [Link to Help Desk](#). Make sure you complete the form entirely and give a full description of your problem so the Help Desk staff will have the pertinent information in order to assist you properly. This includes:
  - a. Select "Canvas (Student)" for the Ticket Type.
  - b. Input the Course ID.
  - c. In the Summary/Additional Details section, include your operating system, Internet browser, and Internet service provider (ISP).
  - d. Attach the Print Screen file, if available.
4. Send a message within Canvas to your instructor to notify him/her of the problem. Include all pertinent information of the incident (2b-d above).
5. If you do not have access to Canvas, send an email to your instructor with all pertinent information of the incident (2b-d above).
6. If you do not have access to a computer, call your instructor with all pertinent information of the incident. If he/she is not available, make sure you leave a detailed message.
7. If you do not hear back from the Help Desk or your instructor within a timely manner (48 hours), it is your responsibility to follow up with the appropriate person until a resolution is obtained.

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## **Selected College and University Policies**

### **Academic Integrity Policy**

Students at Florida Atlantic University are expected to maintain the highest ethical standards. Academic dishonesty is considered a serious breach of these ethical standards because it interferes with the university mission to provide a high quality education in which no student enjoys an unfair advantage over any other. Academic dishonesty is also destructive of the

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Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor

university community, which is grounded in a system of mutual trust and places high value on personal integrity and individual responsibility. Harsh penalties are associated with academic dishonesty. For more information, see [University Regulation 4.001](#). [CLICK HERE for University's Academic Policies and Regulations](#)

### **Information for Students with Disabilities**

In compliance with the Americans with Disabilities Act Amendments Act (ADAAA), students who require reasonable accommodation due to a disability to properly execute coursework must register with Student Accessibility Services (SAS)—in Boca Raton, SU 133 (561-297-3880); in Davie, LA 203 (954-236-1222); or in Jupiter, SR 110 (561-799-8585)—and follow all SAS procedures.

### **Counseling and Psychological Services (CAPS) Center**

Life as a university student can be challenging physically, mentally and emotionally. Students who find stress negatively affecting their ability to achieve academic or personal goals may wish to consider utilizing FAU's Counseling and Psychological Services (CAPS) Center. CAPS provides FAU students a range of services – individual counseling, support meetings, and psychiatric services, to name a few – offered to help improve and maintain emotional well-being. For more information, go to <http://www.fau.edu/counseling/>

### **Faculty Rights and Responsibilities**

- Florida Atlantic University respects the rights of instructors to teach and students to learn. Maintenance of these rights requires classroom conditions which do not impede their exercise.
- To ensure these rights, faculty members have the prerogative:
- To establish and implement academic standards.
- To establish and enforce reasonable behavior standards in each class.
- To refer disciplinary action to those students whose behavior may be judged to be disruptive under the Student Code of Conduct.
- **Instructor reserves the right to adjust this syllabus as necessary.**

### **Religious Accommodation Policy Statement**

In accordance with rules of the Florida Board of Education and Florida law, students have the right to reasonable accommodations from the University in order to observe religious practices and beliefs with regard to admissions, registration, class attendance, and the scheduling of examinations and work assignments. For further information, please see Academic Policies and Regulations.

### **University Approved Absence Policy Statement**

In accordance with rules of the Florida Atlantic University, students have the right to reasonable accommodations to participate in University approved activities, including athletic or scholastics teams, musical and theatrical performances and debate activities. It is the student's responsibility to notify the instructor at least one week prior to missing any course assignment.

Students are expected to attend all of their scheduled University classes and to satisfy all academic objectives as outlined by the instructor. The effect of absences upon grades is determined by the instructor, and the University reserves the right to deal at any time with individual cases of non-attendance.

Students are responsible for arranging to make up work missed because of legitimate class absence, such as illness, family emergencies, military obligation, court-imposed legal obligations or participation in University-approved activities. Examples of University-approved reasons for absences include participating on an athletic or scholastic team, musical and theatrical performances and debate activities. It is the student's responsibility to give the instructor notice prior to any anticipated absences and within a reasonable amount of time after an unanticipated absence, ordinarily by the next scheduled class meeting. Instructors must allow each student who is absent for a University-approved reason the opportunity to make up work missed without any reduction in the student's final course grade as a direct result of such absence.

### **Drops/Withdrawals**

Students are responsible for completing the process of dropping or withdrawing from a course. Please click on the following link for more information on dropping and/or withdrawing from a course. [Link to FAU Registrar Office.](#)

### **Information Hotline**

A toll-free hotline at 1-888-8FAUOWL (832-8695) offers callers important information about the status of the University during emergency situations, including approaching hurricanes. [CLICK HERE](#) to check university status online. And, [CLICK HERE](#) to find more emergency information.

### **Grievance Procedures**

If, at any time you feel that you have a reason to grieve a particular incident, the University provides such avenues to address your concerns. You should refer to your Undergraduate Student Handbook for such procedures. If you are unable to get these documents, please let me know.

### **Netiquette**

Due to the casual communication common in the online environment, students are sometimes tempted to relax their grammar, spelling, and/or professionalism. Please remember that you are adult students and professionals—your communication should be appropriate.

For more in-depth information, please see the FAU statement on Netiquette at:  
[Link to Netiquette policy](#)

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### **COURSE OBJECTIVES AND LEARNING OUTCOMES**

Upon successful completion of this course, students will be able to:

#### **CO = Course Objective**

**CO #1: Describe Legal Requirements relative to Establishing & Operating a Governing Board**

**CO #2: Compare & Contrast Models of Governance**

**CO #3: Describe Governance Principles**

**CO #4: Describe Governance Structure**

**CO #5: Describe Governance and Management Roles**

**CO #6: Identify Best Practices in Governance**

**CO #7: Summarize Foundational Policies and Procedures for Governing Boards**

**CO #8: Examine Governance as Leadership**

**CO #9: Explore the Courage to Lead: Ethics, Change Leadership**

**CO #10: Explore the Work of a Nonprofit Board Through In-Class Experiential Exercises**

**STUDENT ASSESSMENT & EVALUATION**

Course grade are dependent upon grades each student earns on the following mix of weighted assessments:

<b>COURSE ASSESSMENTS</b>			
<b>Assignment</b>	<b>% of Grade</b>	<b>Points</b>	<b>Details</b>
<b>17 weekly topical Quizzes</b>	<b>10%</b>	<b>170</b>	<p align="center"><b><u>Weekly Topical Quizzes</u></b></p> <p>Assigned readings: must be read before taking quizzes. There will be 12 quizzes and each will be 10-20 questions long corresponding to required textbook and supplemental readings for each weekly topic. Quizzes may not be available past the weekly due date.</p>
<b>24 Assignments requiring a narrative response to a prompt in the form of a question.</b>	<b>15%</b>	<b>600</b>	<p align="center"><b><u>Content Analysis/Self-Directed Learning</u></b></p> <p>Over the course of the semester, you have the opportunity to employ critical thinking skills as they apply to Case Studies, Video Presentations, Journal Articles and Textbook Content. You will be asked to respond to these assignments either in media or written form. We will be using case studies, video presentations and journal articles as tools to examine stories and studies to show the application of a theory or concept to real situations. These assignments will be fact-driven and deductive where there may be a “correct answer”, or they may more likely be context driven where multiple solutions are possible.</p>
<b>13 Discussion Board Topics</b>	<b>15%</b>	<b>325</b>	
<b>13 In-Class Exercises</b>	<b>10%</b>	<b>390</b>	<p align="center"><b><u>Content Analysis/Self-Directed Learning</u></b></p> <p>Over the course of the semester you will have the opportunity to work in groups during class to respond to an in-class exercise related to the topic(s) at hand. These exercises may take the form of Case Studies (written or video) and/or Question Prompts requiring analysis and report back.</p>
<b><u>ACADEMIC SERVICE-LEARNING – SEMESTER PROJECT</u></b>			
<b>Board-In- Action Observation and Report (AS-L)</b>	<b>20%</b>	<b>50</b>	<p align="center"><b><u>Board-In Action Observation and Report</u></b></p> <p>Each student will choose a nonprofit organization’s board to observe. The student will attend a board meeting and report in narrative form his/her observations and critique of the Board-In-Action.</p>
<b>Governance Audit &amp; Report (AS-L) Presentation Presentation Document</b>	<b>20%</b>	<b>100 50 50</b>	<p align="center"><b><u>Governance Audit</u></b></p> <p>This may be an individual or group project depending on the size of the class. Each student/group will engage a nonprofit organization and conduct a Governance Audit. The student/group will then write up its findings in the form of governance strengths, weaknesses, opportunities and threats. The student/group will also make recommendations to the organization as to how it might strengthen its governance process.</p>

**STUDENT RESOURCES**

**Support Services and Online Resources**

Office of Information Technology Online Help Desk:	<a href="#">Link to FAU Help Desk</a>
FAU Libraries:	<a href="#">Link to FAU Library</a>
Center for Learning and Student Success:	<a href="#">Link to FAU Center for Learning</a>
University Center for Excellence in Writing:	<a href="#">Link to FAU Excellence in Writing</a>
Math Learning Center:	<a href="#">Link to FAU Math Center</a>
Office of Undergraduate Research and Inquiry:	<a href="#">Link to FAU Undergraduate Research</a>
Student Accessibility Services:	<a href="#">Link to FAU Student Accessibility Services</a>
Office of International Programs and Study Abroad:	<a href="#">Link to FAU International Programs</a>
Freshman Academic Advising Services:	<a href="#">Link to FAU Freshman Advising</a>



**Course Calendar and Weekly Schedule**

This schedule is an overview of scheduled course topics. The assigned readings and assignments due dates will be posted under course schedule on Canvas (along with an updated syllabus). Canvas is where you will find additional readings, case studies, and discussions. Take note that there is one group workday that requires meeting your group during an appointed class and several Canvas weeks that involve ONLY online work. *Please defer to Canvas for updated weekly schedule as supplemental readings & weekly exercises may be added as the semester progresses.*

	Online
	Face-to-Face (F2F)
	Holiday

**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
1	START HERE	January 8, 2019	F2F	<ul style="list-style-type: none"> <li>• Welcome</li> <li>• Syllabus (R)</li> <li>• Course Schedule (R)</li> <li>• Instructor Introduction (V)</li> <li>• Introduction to Course (V)</li> <li>• Student Introductions (V)</li> </ul>	<ul style="list-style-type: none"> <li>• Complete Student Introduction</li> <li>• Complete Orientation Quiz</li> </ul>	

**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
1	1	January 8, 2019	F2F	<ul style="list-style-type: none"> <li>• Course Introduction</li> <li>• Introduction to NP World</li> <li>• What is Governance</li> <li>• Governance Models</li> <li>• Governance as Leadership</li> </ul>	<p><b>(R) The Handbook of Nonprofit Governance</b></p> <ul style="list-style-type: none"> <li>• Chapter 1</li> <li>• Chapter 2</li> </ul> <p><b>(R) The High Performance Board</b></p> <ul style="list-style-type: none"> <li>• Chapter 1: p.5</li> <li>• Chapter 1: pp.9-15</li> <li>• Chapter 1: pp.17-19</li> <li>• Chapter 1: pp.23-24</li> </ul> <p><b>(R) Assigned Journal Articles</b></p> <p><b>(V) Assigned Videos</b></p> <ul style="list-style-type: none"> <li>• Dr. Gaylor's PAD6142: MODULE #1 Overview Video. Note: This video is hosted at My Mediasite.</li> <li>• Dr. Gaylor's PAD 6149: MODULE #1 Reflection on Content. Note: This video is</li> </ul>	<ul style="list-style-type: none"> <li>• Complete Module 1: Topical Quiz</li> <li>• Complete Discussion Question</li> <li>• Participate in In-Class Exercise (No Submission)</li> <li>• Attendance &amp; Engagement (No Submission)</li> </ul>

Governance in Nonprofit Organizations  
**SP2019\_PAD6149\_13934\_Gaylor**  
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**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
2	2	January 15, 2019	F2F	<ul style="list-style-type: none"> <li>Governance Roles</li> <li>Governance as Leadership</li> </ul> <p>hosted at My Mediasite.</p> <ul style="list-style-type: none"> <li>Other assigned videos</li> </ul> <p>(V) Assigned Audio Recordings</p>	<ul style="list-style-type: none"> <li>Complete Module 2: Topical Quiz</li> <li>Complete Discussion Question</li> <li>Participate in In-Class Exercise (No Submission)</li> <li>Attendance &amp; Engagement (No Submission)</li> </ul>	<ul style="list-style-type: none"> <li>(R) <i>The Handbook of Nonprofit Governance</i> <ul style="list-style-type: none"> <li>Chapter 3</li> </ul> </li> <li>(R) <i>The High Performance Board</i> <ul style="list-style-type: none"> <li>Chapter 3: pp.24-29</li> <li>Chapter 3: p.31-32</li> <li>Chapter 3: pp.34-39</li> <li>Chapter 4: pp.59-60</li> <li>Chapter 4: p.75</li> </ul> </li> <li>(R) Assigned Journal Articles</li> <li>(V) Assigned Videos                             <ul style="list-style-type: none"> <li>Dr. Gaylor's</li> </ul> </li> </ul>

Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor

**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
					PAD6142: MODULE #2 Overview Video. Note: This video is hosted at My Mediasite. <ul style="list-style-type: none"> <li>• Dr. Gaylor's PAD 6149: MODULE #2 Reflections on Content. Note: This video is hosted at My Mediasite.</li> <li>• Other assigned videos</li> </ul> (V) Assigned Audio Recordings	

Course Calendar and Weekly Schedule

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
3	3	January 22, 2019	ONLINE	<ul style="list-style-type: none"> <li>Legal &amp; Ethical Responsibilities</li> <li>Governance as Leadership</li> </ul>	<p>(R) <i>The Handbook of Nonprofit Governance</i></p> <ul style="list-style-type: none"> <li>Chapter 7</li> </ul> <p>(R) <i>The High Performance Board</i> Chapter 2: pp.15-17</p> <p>(R) Assigned Journal Articles</p> <p>(V) Assigned Videos</p> <ul style="list-style-type: none"> <li>Dr. Gaylor's PAD6142: MODULE #3 Overview Video. Note: This video is hosted at My Mediasite.</li> <li>Dr. Gaylor's PAD 6149: MODULE #3 Reflections on Content. Note: This video is hosted at My Mediasite.</li> <li>Other assigned videos</li> </ul> <p>(V) Assigned Audio Recordings</p>	<ul style="list-style-type: none"> <li>Complete Module 3: Topical Quiz</li> <li>Complete Discussion Question</li> <li>Participate in In-Class Exercise (No Submission)</li> <li>Attendance &amp; Engagement (No Submission)</li> </ul>

Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor

**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
4	4	January 29, 2019	ONLINE	<ul style="list-style-type: none"> <li>Bylaws and Policies</li> <li>Governance as Leadership</li> </ul>	<p><b>(R) The Handbook of Nonprofit Governance</b></p> <ul style="list-style-type: none"> <li>Chapter 14</li> </ul> <p><b>(R) The High Performance Board</b></p> <ul style="list-style-type: none"> <li>Chapter 4: pp.60-69</li> <li>Chapter 4: pp.77-79</li> </ul> <p><b>(R) Assigned Journal Articles</b></p> <p><b>(V) Assigned Videos</b></p> <ul style="list-style-type: none"> <li>Dr. Gaylor's PAD6142: MODULE #4 Overview Video. Note: This video is hosted at My Mediasite.</li> <li>Dr. Gaylor's PAD 6149: MODULE #4 Reflections on Content. Note: This video is hosted at My Mediasite.</li> <li>Other assigned videos</li> </ul> <p><b>(V) Assigned Audio Recordings</b></p>	<ul style="list-style-type: none"> <li>Complete Module 4: Topical Quiz</li> <li>Complete Discussion Question</li> <li>Participate in In-Class Exercise (No Submission)</li> <li>Attendance &amp; Engagement (No Submission)</li> </ul>

Governance in Nonprofit Organizations  
**SP2019\_PAD6149\_13934\_Gaylor**  
 January 5, 2019 – May 3, 2019  
 Instructor: Dr. Michael L. Gaylor

**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
5	5	February 5, 2019 F2F	F2F	<ul style="list-style-type: none"> <li>• Building a Board</li> <li>• Governance as Leadership</li> </ul> <p><b>(R) The Handbook of Nonprofit Governance</b></p> <ul style="list-style-type: none"> <li>• Chapter 6</li> </ul> <p><b>(R) The High Performance Board</b></p> <ul style="list-style-type: none"> <li>• Chapter 6: p.99 -107</li> </ul> <p><b>(R) Assigned Journal Articles</b></p> <p><b>(V) Assigned Videos</b></p> <ul style="list-style-type: none"> <li>• Dr. Gaylor's PAD6142: MODULE #5 Overview Video. Note: This video is hosted at My Mediasite.</li> <li>• Dr. Gaylor's PAD 6149: MODULE #5: Reflections on Content. Note: This video is hosted at My Mediasite.</li> <li>• Other assigned videos</li> </ul> <p><b>(V) Assigned Audio Recordings</b></p>	<ul style="list-style-type: none"> <li>• Complete Module 5: Topical-Quiz</li> <li>• Complete Discussion-Question</li> <li>• Participate in In-Class Exercise (No Submission)</li> <li>• Attendance &amp; Engagement (No Submission)</li> </ul>	

Course Calendar and Weekly Schedule

Week	Canvas Units/Module	DATES	DELIVER TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
6	6	February 12, 2019	F2F	<ul style="list-style-type: none"> <li>Governance Structure</li> <li>Governance as Leadership</li> </ul>	<ul style="list-style-type: none"> <li>(R) <i>The Handbook of Nonprofit Governance</i> <ul style="list-style-type: none"> <li>Chapter 4</li> </ul> </li> <li>(R) <i>The High Performance Board</i> <ul style="list-style-type: none"> <li>Chapter 5: pp.83-94</li> </ul> </li> <li>(R) Assigned Journal Articles</li> <li>(V) Assigned Videos                             <ul style="list-style-type: none"> <li>Dr. Gaylor's PAD6142: MODULE #6 Overview Video. Note: This video is hosted at My Mediasite.</li> <li>Dr. Gaylor's PAD 6149: MODULE #6 Reflections on Content. Note: This video is hosted at My Mediasite.</li> <li>Other assigned videos</li> </ul> </li> <li>(V) Assigned Audio Recordings</li> </ul>	<ul style="list-style-type: none"> <li>Complete Module 6: Topical Quiz</li> <li>Complete Discussion Question</li> <li>Participate in In-Class Exercise (No Submission)</li> <li>Attendance &amp; Engagement (No Submission)</li> </ul>



**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
7		February 19, 2019	F2F	<ul style="list-style-type: none"> <li>Board Meetings</li> <li>Board Dynamics</li> <li>Governance as Leadership</li> </ul>	<ul style="list-style-type: none"> <li>Complete Module 7: Topical Quiz</li> <li>Complete Discussion Question</li> <li>Participate in In-Class Exercise (No Submission)</li> <li>Attendance &amp; Engagement (No Submission)</li> </ul>	<p><b>(R) The Handbook of Nonprofit Governance</b></p> <ul style="list-style-type: none"> <li>Chapter 15</li> <li>Chapter 16</li> </ul> <p><b>(R) The High Performance Board</b></p> <ul style="list-style-type: none"> <li>Chapter 4: pp.73-75</li> <li>Chapter 7: pp.121-137</li> </ul> <p><b>(R) Assigned Journal Articles</b></p> <p><b>(V) Assigned Videos</b></p> <ul style="list-style-type: none"> <li>Dr. Gaylor's PAD6142: MODULE #7 Overview Video. Note: This video is hosted at My Mediasite.</li> <li>Dr. Gaylor's PAD 6149: MODULE #7 Reflections on Content. Note: This video is hosted at My Mediasite.</li> <li>Other assigned videos</li> </ul>

**Governance in Nonprofit Organizations**  
**SP2019\_PAD6149\_13934\_Gaylor**  
 January 5, 2019 – May 3, 2019  
 Instructor: Dr. Michael L. Gaylor

Course Calendar and Weekly Schedule

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
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(V) Assigned Audio Recordings

- Strategic Thinking & Strategic Planning
- Governance as Leadership
- (R) *The Handbook of Nonprofit Governance*
  - Chapter 10
- (R) *The High Performance Board*
  - Chapter 7: pp.120-121
- (R) Assigned Journal Articles
- (V) Assigned Videos
  - Dr. Gaylor's PAD6142- MODULE #9 Overview Video. Note: This video is hosted at My Mediasite.
  - Dr. Gaylor's PAD 6149- MODULE #9 Reflections on Content. Note: This video is hosted at My Mediasite.
- Complete Module 9- Topical Quiz
- Complete Discussion Question
- Participate in In-Class Exercise (No Submission)
- Attendance & Engagement (No Submission)

8 February 26, 2019 ONLINE

Governance in Nonprofit Organizations  
 SP2019\_PAD6149\_13934\_Gaylor  
 January 5, 2019 – May 3, 2019  
 Instructor: Dr. Michael L. Gaylor

**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERABLE TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
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- Other assigned videos

(V) Assigned Audio Recordings

March 2019

Spring Break

- Board-CEO Relationship
  - Succession Planning Chief Executive Transition
  - Governance as Leadership
- (R) *The Handbook of Nonprofit Governance*
- Chapter 5
  - Chapter 12
- Complete Module 11: Topical Quiz
  - Complete Discussion Question
  - Participate in In-Class Exercise (No Submission)
  - Attendance & Engagement (No Submission)

F2F

March 12, 2019

9

10

(R) *The High Performance Board*

- Chapter 3: pp.32-33

(R) Assigned Journal Articles

(V) Assigned Videos

- Dr. Gaylor's

PAD6142: MODULE #11

Governance in Nonprofit Organizations  
**SP2019\_PAD6149\_13934\_Gaylor**  
 January 5, 2019 – May 3, 2019  
 Instructor: Dr. Michael L. Gaylor

**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
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Overview Video. Note: This video is hosted at My Mediasite.  
 • Dr. Gaylor's PAD 6149: MODULE #11: Reflections on Content. Note: This video is hosted at My Mediasite.  
 • Other assigned videos

(V) Assigned Audio Recordings

- (R) *The Handbook of Nonprofit Governance*
- Chapter 8
- (R) *The High Performance Board*
- Chapter 3: pp.48-53

- (R) Assigned Journal Articles
- (V) Assigned Videos
- Dr. Gaylor's PAD6142: MODULE #12

11 10 March 19, 2019 **ONLINE**

Governance in Nonprofit Organizations  
**SP2019\_PAD6149\_13934\_Gaylor**  
 January 5, 2019 – May 3, 2019  
 Instructor: Dr. Michael L. Gaylor

**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
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- Overview Video. Note: This video is hosted at My Mediasite.
- Dr. Gaylor's PAD 6149: MODULE #12 Reflections on Content. Note: This video is hosted at My Mediasite.
- Other assigned videos

(V) Assigned Audio Recordings

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
12	11	March 26, 2019	F2F	<ul style="list-style-type: none"> <li>• Fundraising</li> <li>• Communications &amp; Outreach</li> <li>• Evaluation</li> <li>• Governance as Leadership</li> </ul>	<ul style="list-style-type: none"> <li>• Complete Module 13: Topical Quiz</li> <li>• Complete Discussion Question</li> <li>• Participate in In-Class Exercise (No Submission)</li> <li>• Complete Board-In-Action Observation and Submit Report</li> <li>• Attendance &amp; Engagement (No Submission)</li> </ul>	
				<p>(R) <i>The Handbook of Nonprofit Governance</i></p> <ul style="list-style-type: none"> <li>• Chapter 9</li> <li>• Chapter 11</li> <li>• Chapter 13</li> </ul> <p>(R) <i>The High Performance Board</i></p> <ul style="list-style-type: none"> <li>• Chapter 3: pp.41-46</li> <li>• Chapter 3: p.55</li> <li>• Chapter 4: pp.69-73</li> <li>• Chapter 7: p.138</li> </ul>		



**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
13	12	April 2, 2019	Online	<ul style="list-style-type: none"> <li>Governance Audit Work</li> </ul>	<p>(R) Assigned Journal Articles</p> <p>(V) Assigned Videos</p> <ul style="list-style-type: none"> <li>Dr. Gaylor's PAD6142: MODULE #13 Overview Video. Note: This video is hosted at My Mediasite.</li> <li>Dr. Gaylor's PAD 6149: MODULE #13 Reflections on Content. Note: This video is hosted at My Mediasite.</li> <li>Other assigned videos</li> </ul> <p>(M) Assigned Audio Recordings</p>	
14	13	April 9, 2019	Online	<ul style="list-style-type: none"> <li>Board Observation Work</li> <li>Governance as Leadership</li> </ul>		

Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor

**Course Calendar and Weekly Schedule**

Week	Canvas Units/Module	DATES	DELIVERY TYPE	TOPIC	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS
15	14	April 16, 2019	F2F	SEMESTER PROJECT PRESENTATION (AS-L)  SEMESTER PROJECT SUBMIT GOVERNANCE AUDIT AND REPORT (AS-L) SUBMIT PRESENTATION MATERIALS CONDUCT PRESENTATION  ATTENDANCE & ENGAGEMENT (NO SUBMISSION)	READ LISTEN VIEW	ASSESSMENTS/ASSIGNMENTS

**FLEXIBILITY CLAUSE**

Unforeseen events or circumstances may lead to alterations in the course schedule. There also may be times during the semester that the class is either progressing too slowly or too rapidly. In either case I will adjust the assignments as needed. However, before any changes are made to the course calendar/schedule I will promptly inform students. Please bring errors in posted dates to my attention for clarification or correction.

**Appendix**  
**Academic Service-Learning (AS-L) Semester Project**

**Introduction**

Nonprofit organizations are expected to show they are worthy of the public's trust. It's up to an organization's board to maintain the highest standards of accountability, transparency, and good governance. Therefore, because of their focus on governance and the fact that nonprofit organizations are largely self-governing entities, a governance committee is perhaps the most important committee of the board. The gravity of the governance board demands that nonprofit boards should configure and charter their governance committees with careful thought and wisdom.

Over the course of the semester, you will be engaging content specific to the "whys" and "hows" of Governance in Nonprofit Organizations. This content will be delivered through readings, videos, exercises, online discussions and in-class dialogues. The learning that results can easily be compartmentalized into isolated elements of "best practices" in Nonprofit Governance. However, it is the incorporation of these elements into a gestalt which brings contextual meaning to these elements and lifts them to life in practice. *Your semester project will allow you to organize these best practices into a unified whole and experience the presence or absence of these best practices in the real-world work of nonprofit boards.*

Fundamental to the Governance Committee's role is to ensure that the organization is exercising its Duties of Care, Obedience and Loyalty by developing and monitoring its execution of best practices in governance. This work is accomplished by:

- Overseeing all aspects of the organization's functions on behalf of the board
- Making recommendations to the board on governance policies, practices and procedures related to nonprofit organizations
- Monitoring compliance with nonprofit governance regulations and, accordingly, providing prudent and timely guidance to the board

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Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor



- Monitoring and assessing the relationship between the board and managers and making recommendations to the board to ensure that the board continues to function independently from the management
- Reviewing and approving changes recommended by management, including issues regarding disclosures, policies and ethical considerations

In the spirit of independence, the Governance Committee may **engage a consultant** to conduct an assessment of its governance systems and adherence to its established practices and work products as illuminated above.

For this semester project, you will play the role of an independent consultant to a nonprofit board and in the role you will conduct a Board Meeting Observation, execute a Governance Audit, and draft a report of findings and recommendations for each. The following steps will be completed as this project moves forward:

**Step #1:** You will be connected with a nonprofit organization. Either you can identify and connect with a nonprofit of your choice or your faculty member will identify and connect you with a nonprofit. The nonprofit will typically be from either Palm Beach or Broward County.

**Step #2:** Your faculty member will send a letter of introduction to the receiving nonprofit's CEO, introducing you and the details of the project.

**Step #3:** You will contact the CEO and make arrangements to attend a Board Meeting and to conduct the Governance Audit. You will work out with the CEO an interview schedule, staff and board who might be available to you for interviews, and the point person(s) who can give you access to documents you can review.

**Step #4a:** Conduct a **Board Meeting Observation** and write up your findings and recommendations. You may use the following **Board Meeting Observation Tool** (see attached) as your guide to this observation or develop your own tool. You will, by way of this tool draft your findings/observations and articulate any recommendations you might have to strengthen the Board Meeting process. The following articles may be of assistance in conducting this assignment:

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Governance in Nonprofit Organizations

**SP2019\_PAD6149\_13934 Gaylor**

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor

- 10 Tips for Chief Executives and Board Chairs. <https://boardsource.org/wp-content/uploads/2017/11/Board-Meeting-Prep-10-Tips.pdf?hsCtaTracking=6002b13c-1474-42a9-af2f-8eae74a5a2ac%7C4caaac9-5c0b-4277-82e9-e7dad8366985>
- How to Run an Effective Nonprofit Board Meeting. <https://donorbox.org/nonprofit-blog/nonprofit-board-meetings/>

**Step #4b:** Conduct the **Governance Audit** and write up your **Findings and Recommendations**. You may use the following tools to conduct your audit and write up your findings and recommendations or you may develop your own tools:

- **Governance Audit Instrument (see attached)**
- **Governance Audit Report – Findings and Recommendations (see attached)**

The following articles may be of assistance in conducting this assignment:

Willems, J., Huybrechts, G., Jegers, M., Weijters, B., Vantilborgh, T., Bidee, J., & Pepermans, R. (2012). Nonprofit Governance Quality: Concept and Measurement. *JOURNAL OF SOCIAL SERVICE RESEARCH*, 38(4), 561–578. <https://doi.org.ezproxy.fau.edu/10.1080/01488376.2012.703578>

**Step #5:** Prepare a draft of your Board Meeting Observation, Governance Audit, and Findings and Recommendations and deliver to your instructor for review.

**Step #6:** Once approved, set up a time to deliver your results and findings to the CEO or his/her designee. This can be done either F2F or via WebEx if more convenient for the parties involved. A copy of these documents should be provided to the organization.

**Step #7a:** Prepare for presentation to your class colleagues. Date for presentations is found on Canvas.

**Step #7b:** Submit your presentation docs via canvas to your instructor. Deadline for submission is found on Canvas.

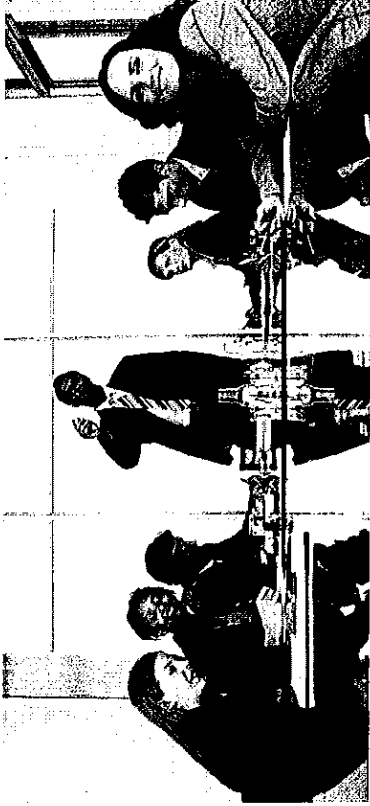
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Governance in Nonprofit Organizations

**SP2019\_PAD6149\_13934\_Gaylor**

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor



## Board Meeting Observation Instrument<sup>1</sup> PAD 6149 – Nonprofit Governance

<b>Organization/Board Name:</b>
<b>Meeting Date:</b>
<b>Meeting Location:</b>
<b>Meeting Time:</b>
<b>Observer:</b>

<sup>1</sup> Although this instrument is designed for Student Observers to assess, from their perspective, the best practices employed by the board during its meeting, this tool can also be used individually or by a full board to periodically assess how effectively and efficiently meetings are being prepared and run. It is helpful to attach a copy of the board meeting agenda.

**THE WHAT - CONTENT AND STRUCTURE**

AREA BEING ASSESSED	Yes	No	Not Observable	NOTES/OBSERVATIONS
	<b>Logistics/Timing &amp; Venue</b>			
• Does meeting start on time and end within the time allotted by the agenda?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Is the location and setting of the meeting comfortable and conducive to getting business done?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	<b>Preparation/Board</b>			
• Did Board members appear familiar with the materials provided to them prior to the board meeting? What did they do?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Were all board members present?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Was a quorum declared?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	<b>Preparation/Agenda</b>			
• Is there a published agenda?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Was the agenda a "Consent Agenda"?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Was the agenda sent out ahead of time and within sufficient time for the board members to study and review it prior to the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<i>NOTE: You may have to listen to comments from the board members or ask board chair when materials were received.</i>				
• Was the agenda accompanied by an appropriate amount of	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

AREA BEING ASSESSED	Yes	No	Not Observable	NOTES/OBSERVATIONS
<p>rationale and/or background data. NOTE: Are board members requesting additional information on most items?</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<p>• Are the most important items on the agenda first?</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<p>• Are appropriate procedures in place to permit any member to add items to the agenda? NOTE: Consider the meeting as a whole.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<p>• Are items added to the agenda at the last minute creating surprises for both board members and the CEO and administrative staff? NOTE: Base your response of what happens at the meeting you attend.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<p>• Is the agenda divided into action items and information items with consideration given to appropriate timing and placement for board discussion?</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<p>• Does there appear to be a rational relationship between how long the board spends on an agenda item and the importance of the item?</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Preparation/Committee & Officer Reports			
<p>• Were Committee and Officer Reports were clear and did they contain needed information?</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**THE HOW - RELATIONSHIPS AND DYNAMICS**

AREA BEING ASSESSED	Yes	No	Not Observable	NOTES/OBSERVATIONS
<b>Dialogue and Discussion Dynamics</b>				
• Are all board members engaged and participating?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the board go beyond information sharing in its dialogue?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Do board members challenge each other?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Do board members ask each other about their areas of responsibility?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Do board members express differences of opinions, even when unpopular?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Do board members display good listening skills, a spirit of compromise when problems arise, and work to achieve unity? <i>NOTE: Consider the meeting as a whole.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Are a diversity of opinions expressed and issues dealt with respectfully?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Do most board members participate with no one dominating the discussion?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Did the board spend the majority of its time listening to reports?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Would you say that the Board's time was well spent and focused on important issues related to vision and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

AREA BEING ASSESSED	Yes	No	Not Observable	NOTES/OBSERVATIONS
mission?				
<b>Decision Making Dynamics</b>				
• Is the board focused on agreement or commitment?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• How does the collective style of the group impact problem solving and decision making?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Is the board closing out discussion with an eye on making decisions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Are decisions and actions summarized at the end of the meeting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Do board members vote their conscience, but support the majority decisions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<i>NOTE: This may not occur at the meeting you attend.</i>				
• Does the board follow its role as a policy body and not become involved in making administrative decisions at the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<i>NOTE: Lot down any examples of veering into administrative areas, then weigh the big picture of the meeting</i>				
<b>General Dynamics of the Board</b>				
• Does the board appear to have and follow shared norms around discourse and decision making?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Do board members generally respect each other, enjoy each others' presence, act as colleagues?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Are there signs of trust – asking for help, offering help,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	



AREA BEING ASSESSED	Yes	No	Not Observable	NOTES/OBSERVATIONS
apologizing, being vulnerable?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the board act like a cohesive board? Focused on overall goals versus individual responsibilities, agendas, and egos.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• What individual habits impact conversation (laughing, exaggerated words, body language and reactions, rambling, too many stories/examples, etc.)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>Leader Dynamics (Board Chair)</b>				
• Is the meeting conducted in a business-like manner and does it follow accepted parliamentary procedures and rules.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• What is the Board Chair doing to encourage discussion?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• What is the Board Chair doing to blunt conversation?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the Board Chair take charge of the meeting and keep the meeting under control and on track?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the Board Chair guide the meeting effectively and ensure that members participate responsibly?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>Board/Staff Relationships &amp; Interaction</b>				
• Do board members treat organization's personnel politely and with respect during the meeting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Are the appropriate organizational personnel present at the meeting to supply information for agenda items.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	



AREA BEING ASSESSED	Yes	No	Not Observable	NOTES/OBSERVATIONS
<ul style="list-style-type: none"> <li>If new issues surface at the meeting, the CEO/Executive Director is given sufficient time to research those issues so the board is not forced to make a decision on the spot.</li> </ul> <p><i>NOTE: Consider the meeting as a whole.</i></p> <ul style="list-style-type: none"> <li>Does the board give the CEO and staff sufficient voice during the board meeting?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**Other Observations**

General Comments: Please share any general observations about the meeting and any specific examples of actions – positive or negative – that you feel need to be mentioned.

**Summary of Findings & Recommendations**

**THE WHAT - CONTENT AND STRUCTURE**

Logistics/Timing & Venue

Findings/Strengths

Findings/Growth Opportunities

Recommendations

Preparation/Board

Findings/Strengths

Findings/Growth Opportunities

Recommendations

Preparation/Agenda

Findings/Strengths

Findings/Growth Opportunities

Recommendations

Preparation/Committee & Officer Reports

Findings/Strengths

Findings/Growth Opportunities

Recommendations

**THE HOW - RELATIONSHIPS AND DYNAMICS**

**Dialogue and Discussion Dynamics**

Findings/Strengths

Findings/Growth Opportunities

Recommendations

**Decision Making Dynamics**

Findings/Strengths

Findings/Growth Opportunities

Recommendations

**General Dynamics of the Board**

Findings/Strengths

Findings/Growth Opportunities

Recommendations

**Leader Dynamics (Board Chair)**

Findings/Strengths

Findings/Growth Opportunities

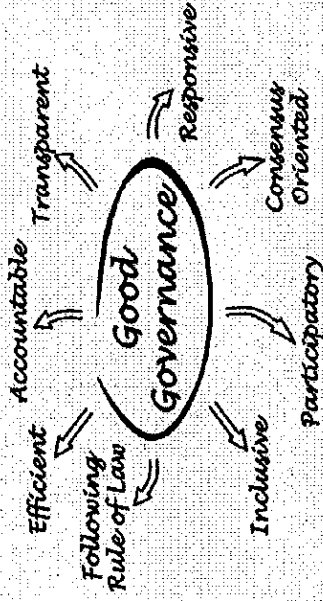
Recommendations

**Board/Staff Relationships & Interaction**

Findings/Strengths

Findings/Growth Opportunities

Recommendations



# Nonprofit Board Governance Audit

This tool was designed to help nonprofit organizations assess their organizational capacity against a number of best practices recommended by the Center for Nonprofit Resources. This tool has been modified by M.L. Gaylor Consulting to reflect on those best practice elements associated with Board Governance. The tool will be used by Graduate Students in Nonprofit Management to conduct Governance Audits as part of their studies.

Subsequent to the Audit Report generated by the Graduate Student, each organization will need to decide for itself what changes, if any, to make in its governance policies and practices based on the assessment.<sup>2</sup>

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<sup>2</sup> For more information concerning the unedited assessment, please visit the Center for Nonprofit Resources' Resource Library at [www.c4npr.org](http://www.c4npr.org) or call Michelle Klinger at 419-241-9513. For any questions regarding the edited version of this assessment instrument, please contact Dr. Michael L. Gaylor at [megaylor@swcp.com](mailto:megaylor@swcp.com) or call 505-239-2667.

## Board Governance Audit

### Governance - Foundational

Mission and Vision	YES	NO	UNKNOWN	COMMENTS
• Is the current mission statement appropriate and relevant?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the organization have a clearly-articulated 5- or 10-year vision?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Has the organization developed clearly-articulated values or guiding principles?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the board play a role in developing and regularly reviewing the organization's mission, vision and values?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Are the mission, vision, and values used to drive decisions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Bylaws and Other Governance Policies	YES	NO	UNKNOWN	COMMENTS
• Does the board have written bylaws in place which are accessible to all and to which the group adheres?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the board review the bylaws periodically and ensure adherence?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Has the board adopted a Conflict of Interest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**Governance - Foundational**

Policy providing for the disclosure of potential conflicts and requiring board members to abstain from voting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Has the board adopted a Code of Ethics that establishes the standards of conduct for board and staff?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Has the board adopted policies for effective governance such as how meeting agendas are established and processes for decision-making?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Governance Elements</b>				
• Are the board's policies easily referenced by all?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Do the bylaws or governance policies provide for limited terms for board members and officers?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Do the bylaws or governance policies provide a process to make nominations and board appointments?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Do the bylaws or governance policies provide a process for removing a board member when necessary?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Do the bylaws or governance policies provide a clear process for handling urgent matters between meetings?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Board Roles/Responsibilities**

Governance in Nonprofit Organizations  
**SP2019\_PAD6149\_13934\_Gaylor**  
 January 5, 2019 – May 3, 2019  
 Instructor: Dr. Michael L. Gaylor

**Governance - Foundational**

Governance - Foundational		Comments	
	YES	NO	Comments
• Are the responsibilities of board members clearly spelled out in a board member position description?	<input type="checkbox"/>	<input type="checkbox"/>	
• Do all board members demonstrate understanding of and embrace their role as trustees of a nonprofit fiscally responsible to the public and to donors?	<input type="checkbox"/>	<input type="checkbox"/>	
• Are all board members willing to participate in governance, that is, in making policy-related decisions that guide programs and operational activities?	<input type="checkbox"/>	<input type="checkbox"/>	
• As a matter of policy, do all board members demonstrate support for the organization's mission?	<input type="checkbox"/>	<input type="checkbox"/>	
• Do all board members annually self-evaluate their own performance as board members?	<input type="checkbox"/>	<input type="checkbox"/>	
Board and Committee Structure		Comments	
	YES	NO	Comments
• Are the structure and responsibilities of each committee clearly outlined in written policies?	<input type="checkbox"/>	<input type="checkbox"/>	
• Are the board's committees active and responsible for the work in their area?	<input type="checkbox"/>	<input type="checkbox"/>	
• Do all committees, including an Executive	<input type="checkbox"/>	<input type="checkbox"/>	

Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor

**Governance - Foundational**

Committee, report their activities to the board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Do committee assignments reflect interests and skills of board members?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Does the committee structure contribute to effective board governance and decision-making?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Are board and staff roles with respect to committee work written, clearly understood, and respected by all?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Board Culture &amp; Group Dynamics</b>			
<b>Governance Factors</b>			
	YES	NO	UNKNOWN
• Is diversity of thought specifically encouraged among board members?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Is adequate time given for free and full discussion of important matters?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• When a difference of opinion emerges, is the matter resolved in a way that demonstrates respect for all?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Are the talents of board members used effectively? Do board members enjoy the work/find it meaningful?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Governance Factors</b>			
	YES	NO	UNKNOWN
• Do board members communicate with each other in a way that builds trust and teamwork?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



**Governance - Foundational**

• Does the board have an annual retreat? Is it well- attended?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Is the board comprised of individuals with the requisite skills, characteristics, interests, and experiences to perform the board's functions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Does the board composition represent the diversity in the community in terms of gender, race, age, geographic distribution, and stakeholder interests?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Does the board have enough productive members to effectively govern and fulfill its responsibilities?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Does the board participate in identifying its board development needs and recruiting potential board members who might meet those needs?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Does each new board member receive a board-led orientation to the organization including its policies, board member expectations, practices, and history?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Do board members participate in a regular self- assessment of the board's governance function?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Board Composition & Development**

Governance Function

YES

UNKNOWN

COMMENTS

Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor

**Governance - Foundational**

	YES	NO	UNKNOWN	Comments
<ul style="list-style-type: none"> <li>Is the board comprised of individuals with the requisite skills, characteristics, interests, and experiences to perform the board's functions?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Does the board composition represent the diversity in the community in terms of gender, race, age, geographic distribution, and stakeholder interests?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Does the board have enough productive members to effectively govern and fulfill its responsibilities?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Does the board participate in identifying its board development needs and recruiting potential board members who might meet those needs?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Does each new board member receive a board-led orientation to the organization including its policies, board member expectations, practices, and history?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Do board members participate in a regular self- assessment of the board's governance function?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>Board Meetings</b>				
<ul style="list-style-type: none"> <li>Are meeting agendas and supporting</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor

**Governance - Foundational**

materials provided to all board members prior to each meeting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Are all board members prepared for each meeting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Are board meetings well attended?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Is there a written attendance policy for board meetings with stated consequences for excessive absenteeism?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Are minutes prepared for each meeting which are approved by the board and held in a central location as the corporate record?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>YES NO</b>				
• Are board meetings focused on policy, planning, evaluation, fiscal responsibility, and other important	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• long-term matters rather than on day-to-day operations?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Does the board chair effectively facilitate to keep each meeting on track and allowing for full discussion of important matters?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Are board meetings productive, making good use of board member time?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Does everyone leave board meetings with a clear understanding of what has been decided and what will happen next?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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**Governance - Foundational**

**How can the Board improve in the area of Board Governance?**

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**Governance – Finance & Legal**

Compliance with State & Federal Laws	Yes	No	Unknown	Comments
<ul style="list-style-type: none"> <li>Does the board have a legally-registered statutory agent and a current certificate of continuing existence from the Ohio Secretary of State?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Does the board review and certify the accuracy of the IRS 990 (tax return form) each year before it is filed?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Is the organization properly registered with the Ohio Attorney General's office and up to date with filings?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Does the board conduct a periodic review of its compliance with federal and state laws?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Does the board carry and review its general liability and Directors and Officers' liability insurance policies?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Is the board aware of and in compliance with laws governing legislative advocacy and lobbying?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<ul style="list-style-type: none"> <li>Has the board adopted a legally-compliant Document Retention and Destruction Policy?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Financial Oversight	Yes	No	Unknown	Comments
<ul style="list-style-type: none"> <li>Does the board establish an annual budget that reflects the organization's priorities, goals</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**Governance – Finance & Legal**

	YES	NO	UNKNOWN	Comments
and values?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the board regularly review financial reports (Profit & Loss Statement/Balance Sheet) that are timely, understandable, and support fiscal decision-making?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Is the treasurer or another board member actively involved in preparing financial reports for the board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>Audits</b>				
<b>Governance Element</b>				
• [Organizations with annual income above \$300,000] Does the board require and review an annual audit by an external accounting firm?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• [Organizations with less annual income] Does the organization have a policy in place to provide for an internal audit performed by board members who do not ordinarily have access to financial records and accounts?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>Financial Policies and Procedures</b>				
<b>Governance Element</b>				
• Does the organization have and follow written financial management policies addressing internal controls, monitoring, whistleblowing, and investments?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Are the organization's financial policies regularly reviewed and approved by the board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor

**Governance – Finance & Legal**

**How can the board improve in the area of Finance and Legal Matters?**

**Governance – Management & Leadership**

Board & CEO Relationship Governance Element	Yes	No	Date	Comments
• Does the board provide clear goals, expectations, and identified performance indicators for the CEO?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the board provide adequate resources and authority as needed to achieve goals and meet stated expectations?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Is there a climate of mutual trust and respect between the board and CEO?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Do board members understand that only the board as a whole or a board designee can direct the CEO?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the board provide a regular performance evaluation of the CEO?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Are the distinct roles and responsibilities of board and CEO understood and respected by all?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
• Does the board allow and provide the CEO professional growth and development opportunities?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>Change Management</b>				
Governance Element	Yes	No	Date	Comments
• Is leadership open to new ideas that emerge from board members, staff,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	



**Governance – Management & Leadership**

customers or other stakeholders?						
Leadership Development & Training		YES		NO		Comments
Governance Element		YES	NO	UNKNOWN		
• Is there a regular process in place for veteran board members to mentor newer board members?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
• Do board members engage in regular opportunities to participate in training and ongoing education?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
• Does the board regularly review its leadership needs and develop new board members to fill those roles?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
Leadership Transitions & Succession Planning		YES		NO		Comments
Governance Element		YES	NO	UNKNOWN		
• Is there a written succession plan in place for the CEO?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
• Are there written succession plans in place for the board's leadership positions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
<b>How can the organization improve in the area of Leadership and Management?</b>						

**Board Governance – Planning and Evaluation**

Strategic Planning		YES		NO		Comments
Governance Element		YES	NO	UNKNOWN		
• Does the organization have written	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		

**Board Governance – Planning and Evaluation**

documents that clearly describe the organization's mission, strategic vision, long-term and short-term goals and action steps?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Did the board take an active role in crafting the strategic plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Program Planning &amp; Logic Models</b>				
<b>Governance Element</b>				
• Are those responsible for program planning utilizing logic models to assess existing resources and develop desired outcomes and performance measures?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Is program planning based on assessment of needs for people served or the community?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Program Evaluation &amp; Outcome Measurement</b>				
<b>Governance Element</b>				
• Does the board review outcomes data and performance measures to ensure effectiveness and efficiency of programs and make changes accordingly?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>How can the organization improve in the area of Planning and Evaluation?</b>				

**Board Governance – Human Resources**

Position Descriptions Governance Element	YES	NO	Unknown	Comments
<ul style="list-style-type: none"> <li>Is there a written job description for the CEO that clearly spells out their responsibilities?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>Compensation</b>				
<ul style="list-style-type: none"> <li>Does the board regularly review and update the salary and benefits packages of the CEO?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>Performance Evaluation</b>				
<ul style="list-style-type: none"> <li>Does the board provide a written performance evaluation to the CEO at least annually?</li> <li>Are performance evaluations based on clearly identified expectations spelled out in strategic and program plans, the Employment Manual, and position descriptions?</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>How can the organization improve in the area of Human Resources?</b>				

**Governance - Fundraising**

Board Involvement	YES	NO	UNKNOWN	Comment
• Are all board members actively involved in securing adequate financial resources to fund the budget?				
• Is there a written agreement concerning any expectation that board members contribute financially?				
• Do all board members participate in providing updated information for donors/potential donors?				
<b>How can the organization improve in the area of Fundraising?</b>				

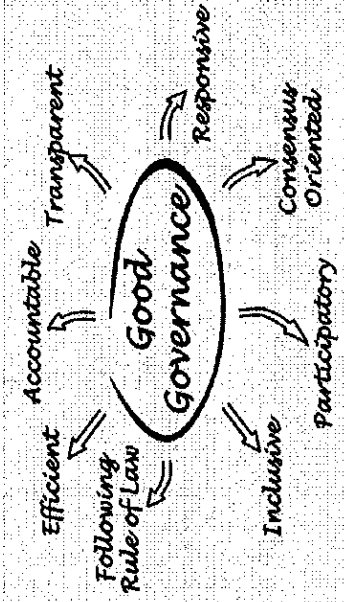


**Governance – Marketing & Public Relations**

**Public Relations**

• Do board members positively represent the organization in the community?

**How could the Board improve relative to Marketing & Public Relations?**



# Nonprofit Board Governance Audit

## Findings and Recommendations

Nonprofit Board Governance Audit	
Findings and Recommendations:	
Date:	
Organization Name:	
Organization Address:	
Prepared by:	
CEO/President Name:	
Board Chair Name:	

Governance in Nonprofit Organizations  
SP2019\_PAD6149\_13934\_Gaylor  
January 5, 2019 – May 3, 2019  
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# Board Governance Audit

## Source Documentation & Findings/Recommendations

Governance Element	Source Documentation
1. Mission and Vision 2. Bylaws and Other Governance Policies 3. Board Roles/Responsibilities 4. Board and Committee Structure 5. Board Culture & Group Dynamics 6. Board Composition & Development 7. Board Meetings	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Board Policy Manual  <input type="checkbox"/> Board Operating Manual  <input type="checkbox"/> Board Orientation Manual             </div> <div style="width: 45%;"> <input type="checkbox"/> CEO/President Interview  <input type="checkbox"/> Other Staff Interview(s)                Position:                Position:                Position:                Position:                Position:             </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Legal Documents  <input type="checkbox"/> Corporate Articles  <input type="checkbox"/> Bylaws  <input type="checkbox"/> 990  <input type="checkbox"/> Other Document                #1:                #2:                #3:                #4:                #5:             </div> <div style="width: 45%;"> <input type="checkbox"/> Board Chair Interview  <input type="checkbox"/> Other Board Officer Interview                Position:                Position:                Position:                Position:             </div> </div>

Other Sources

#1:

#2:

#3:

Other Sources

#1:

#2:

#3:

**Governance - Foundational  
Findings and Recommendations**

Strengths

Areas for Development

Recommendations

How can the Board improve in the area of Foundational Board Governance?



**Governance Element**

**Source Documentation**

- 1. Compliance with State & Federal Laws
- 2. Financial Oversight
- 3. Audits
- 4. Financial Policies and Procedures

- Board Policy Manual
- Board Operating Manual
- Board Orientation Manual
- CEO/President Interview
- Other Staff Interview(s)
- Position:
- Position:
- Position:
- Position:
- Position:

- Legal Documents
  - Corporate Articles
  - Bylaws
  - 990
  - Other Document
  - #1:
  - #2:
  - #3:
  - #4:
  - #5:
- Board Chair Interview
- Other Board Officer Interview
- Position:
- Position:
- Position:
- Position:

- Other Sources
- #1:
- #2:
- #3:

- Other Sources
- #1:
- #2:
- #3:

**Governance - Finance and Legal  
Findings and Recommendations**

Strengths

Areas for Development

Recommendations

How can the Board improve in the area of Finance and Legal?

**Governance Element**

**Source Documentation**

- 1. Board & CEO Relationship
- 2. Change Management
- 3. Leadership Development & Training
- 4. Leadership Transitions & Succession Planning

- Board Policy Manual
- Board Operating Manual
- Board Orientation Manual

- CEO/President Interview
- Other Staff Interview(s)
- Position:
- Position:
- Position:
- Position:
- Position:

Legal Documents

- Corporate Articles
- Bylaws
- 990
- Other Document

- #1:
- #2:
- #3:
- #4:
- #5:

- Board Chair Interview
- Other Board Officer Interview

- Position:
- Position:
- Position:
- Position:

Other Sources

- #1:
- #2:
- #3:

Other Sources

- #1:
- #2:
- #3:

**Governance – Management & Leadership  
Findings and Recommendations**

Strengths

Areas for Development

Recommendations

How can the Board improve in the area of Management & Leadership?

**Governance Element**

- 1. Strategic Planning
- 2. Program Planning & Logic Models
- 3. Program Evaluation & Outcome Measurement

**Source Documentation**

- Board Policy Manual
- Board Operating Manual
- Board Orientation Manual
- CEO/President Interview
- Other Staff Interview(s)
- Position:
- Position:
- Position:
- Position:

- Legal Documents
- Corporate Articles
- Bylaws
- 990
- Other Document
- #1:
- #2:
- #3:
- #4:
- #5:

- Board Chair Interview
- Other Board Officer Interview
- Position:
- Position:
- Position:
- Position:

- Other Sources
- #1:
- #2:
- #3:

- Other Sources
- #1:
- #2:
- #3:

**Governance – Planning & Evaluations  
Findings and Recommendations**

Strengths

Areas for Development

Recommendations

How can the Board improve in the area of Planning & Evaluation?

Governance Element	Source Documentation
1. Position Descriptions	<input type="checkbox"/> Board Policy Manual <input type="checkbox"/> CEO/President Interview <input type="checkbox"/> Board Operating Manual <input type="checkbox"/> Other Staff Interview(s) <input type="checkbox"/> Board Orientation Manual Position: Position: Position: Position: Position:
2. Compensation	<input type="checkbox"/> Board Chair Interview <input type="checkbox"/> Other Board Officer Interview Position: Position: Position: Position:
3. Performance Evaluation	<input type="checkbox"/> Legal Documents <input type="checkbox"/> Corporate Articles <input type="checkbox"/> Bylaws <input type="checkbox"/> 990 <input type="checkbox"/> Other Document #1: #2: #3: #4: #5: <input type="checkbox"/> Other Sources #1: #2: #3:
	<input type="checkbox"/> Other Sources #1: #2: #3:

**Governance – Human Resources  
Findings and Recommendations**

Strengths

Areas for Development

Recommendations

How can the Board improve in the area of Human Resources?



**Governance Element**

**Source Documentation**

**1. Board Involvement**

- Board Policy Manual
- Board Operating Manual
- Board Orientation Manual

- CEO/President Interview
- Other Staff Interview(s)
- Position:
- Position:
- Position:
- Position:

- Legal Documents
- Corporate Articles
- Bylaws
- 990
- Other Document

- Board Chair Interview
- Other Board Officer Interview
- Position:
- Position:
- Position:
- Position:

- #1:
- #2:
- #3:
- #4:
- #5:

- Other Sources
- #1:
- #2:
- #3:

- Other Sources
- #1:
- #2:
- #3:

**Governance – Fundraising  
Findings and Recommendations**  
Strengths

Areas for Development

**Recommendations**

How can the Board improve in the area of Fundraising?

**Governance Element**

**1. Public Relations**

**Source Documentation**

- Board Policy Manual
- Board Operating Manual
- Board Orientation Manual

- CEO/President Interview
- Other Staff Interview(s)
- Position:
- Position:
- Position:
- Position:

Legal Documents

- Corporate Articles
- Bylaws
- 990
- Other Document
- #1:
- #2:
- #3:
- #4:
- #5:

- Board Chair Interview
- Other Board Officer Interview
- Position:
- Position:
- Position:
- Position:

Other Sources

- #1:
- #2:
- #3:

Other Sources

- #1:
- #2:
- #3:

**Governance – Marketing & PR  
Findings and Recommendations**

Strengths

Areas for Development

Recommendations

How can the Board improve in the area of Marketing & PR?

This instrument represents a compilation of questions secured from the following sources:

- New York State School Boards Association  
[https://www.nyssba.org/clientuploads/nyssba\\_pdf/Events/BOA-8-17-2017/meeting-observation-sheet.pdf](https://www.nyssba.org/clientuploads/nyssba_pdf/Events/BOA-8-17-2017/meeting-observation-sheet.pdf)
- Center for Nonprofit Leadership – Adelphi University  
<https://nonprofit.adelphi.edu/wp-content/blogs.dir/91/files/2012/09/Form-to-Evaluate-Board-Meetings.pdf>

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Governance in Nonprofit Organizations

SP2019\_PAD6149\_13934\_Gaylor

January 5, 2019 – May 3, 2019

Instructor: Dr. Michael L. Gaylor