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Nonprofit Boards and Governance Review - Article

The Special Role of Nonprofit Board Members (Part 1)

Thursday, September 15, 2005

by Barbara Krasne and Judy Plows

You hear a lot of talk about nonprofit board members' role and responsibilities, often driven by a spate of scandals – misuse of donors' money, inappropriate loans to executives, exorbitant salaries for senior management, or failure to address sizeable deficits at some of the best-known and most respected organizations around the country.

Much of the increased pressure on strengthening board governance has emphasized the need to institute certain policies and procedures and to establish an independent audit committee. These are all good practices to be sure, but in and of themselves they are insufficient, because they only treat the symptoms.

The real need, we believe, is to instill a clearer and deeper sense of what it means to be a [board member](#).* This series of articles is intended to do just that, beginning with dispelling the confusion about a director's role and responsibilities. In part one, we describe the typical roles many directors take on when they join a board. In part two we explain the fiduciary role, the primary role every board member must play, what it means and why it can't be ignored. In subsequent articles, we will look in greater depth at what it means to be a director and how you may carry out those duties.

Role Confusion: Other Roles Board Members Play

As we thought about our experience on and with boards, we realized that trustees often play a variety of roles while serving on a nonprofit board and have different assumptions about what their responsibilities entail. Sometimes these impressions are perpetuated by the behavior of other trustees or even the executive director. It is easy, then, for board members to be confused about their primary role, and just as easy to lose sight of their role as **fiduciaries**.

The Volunteer Role

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A director may view herself as a **volunteer**, an unpaid helper who believes in the organization's mission and is there to "do good." After all, many directors are recruited primarily because they have a passion for a particular group's mission. A board member wearing a volunteer hat attends meetings, listens to progress reports, and supports the president. A trustee volunteer also can lend the prestige of her name and help raise a nonprofit's visibility and fund-raising capacity.

Nonprofit directors are volunteers; unlike corporate board members they generally donate money to the organization rather than receiving payment for their services. As volunteers, trustees may feel they can walk away if other demands are more pressing. But directors who understand that their responsibility stems from preserving the public trust demonstrate a greater commitment, one that takes precedence over many other responsibilities. They strive to keep informed about relevant issues, attend all board meetings, and often do additional board-related work in between.

The Advisor Role

Frequently a trustee is recruited to be an **advisor** because he furnishes a particular expertise that the organization lacks – financial, legal, and marketing are typical examples. The advisor "does good" by providing pro bono advice. In fact, a director's company may encourage board participation as part of his responsibility as a "good corporate citizen." Unfortunately, some executive directors or fellow board members may even view a pro bono contribution as sufficient board participation and inappropriately excuse a director's string of absences.

Advisors provide counsel when called upon to do so. One of the more telling incidents we recall was watching every lawyer trustee's hand go up to answer a legal question posed by an organization's president. For the rest of the board meeting, however, these same attorneys remained silent, listening to the presentations and discussion without raising one query, forgetting that they were there to question thoughtfully and provide advice and oversight. Director-advisors who view their primary role as preserving the public trust know the organization's functions and activities well, not just the issues that touch on their particular expertise.

The Special-Interest Representative Role

A board member may perceive herself as a **special-interest representative**, providing a particular point of view for a unique constituency. In fact, boards often actively seek diversity in board composition as a way to ensure an appropriate mix of perspectives for their work. For example, arts organizations seek dancers or playwrights, college boards look for alumni-elected trustees, and national boards want local or regional representatives. The special-interest director makes sure that the board pays attention to the viewpoint of the constituency she represents, much like any Congressman. She, too, "does good" in carrying out this quasi-advocacy role.

Special-interest members can be good advocates for their constituencies, but they must remember that their first allegiance is to the organization on whose board they sit. They may well believe they are supporters of the organization, but one-sided representation does not always yield those results. Board members who recognize that they serve to represent the public trust, however, may find themselves making decisions for the organization – and the larger public it serves – that counter the desires of a given interest group. These directors view themselves as advocates for the entire organization, regardless of their own particular viewpoint.

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The Ambassador Role

A director may wear the hat of **ambassador**, actively introducing the organization to potential funders and supporters in the larger community. Many boards expect directors to fund raise aggressively and bring potential new partners to the organization. Trustees who are ambassadors, however, may view themselves more as cheerleaders than fiduciaries who objectively assess the strengths and weaknesses of the nonprofit and take action to improve it. Board members who are fiduciaries also support the entire organization and do not fall into the trap some ambassadors do of supporting a pet project that may or may not be consistent with a nonprofit's mission.

The Manager Role

One role the board does not play is that of executive director. The executive director is responsible for managing the nonprofit and its day-to-day activities. He or she develops and executes the necessary programmatic, fund-raising, fiscal and operational plans to carry out that strategy. The board, on the other hand, ensures that the nonprofit's programs and activities reflect its mission, values, and policies. It sets the organization's overall strategy and direction as well as evaluates the executive director's performance. The board actively supports the executive director and does not micromanage, second-guess or otherwise hinder or devalue its leader.

Each of these roles – except that of the manager – is role individual board members may play. But all are subsumed under the larger, critical duty of fiduciary, that of providing oversight to preserve the public trust. In part 2 we will discuss in greater detail your responsibilities as a fiduciary, and how that can impact what you do as a board member.

*We will use board member, director, and trustee interchangeably throughout this article.

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Ms. Garthson is joined by a body of contributors who are well-respected leaders, observers, and pundits in the field.

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