

MEETING THE BOARD ESSENTIALS

This tool provides clear and concise information about what directors of nonprofit organizations must do based on the law and regulation, including the required composition, responsibilities, duties, and liabilities. While the board might play a significant role in fulfilling other governance functions, these are the essential ones that no other entity or person can fulfill.

If you're seeking new or innovative approaches to how your governance works, it's important to first gain confidence that the board is fulfilling its legal and regulatory responsibilities. Addressing the essentials upfront will reduce anxiety about liability, creating space for changes in how you're doing governance work and who is participating in it.

Use this tool to do a quick check-in to ensure you are meeting all the board essentials, as a resource for board orientation, and/or as a starting place for setting your board's roles and responsibilities.

The information is specific to the Canada Not-for-Profit Corporations and Ontario Not-for-Profit Corporations Acts. Nonprofit organizations are defined as the full spectrum of non-share capital corporations, including incorporated nonprofits and registered charities.



At a glance: What this tool makes possible

Getting clarity opens doors to innovation.

Identify where governance work can be shared and delegated.



HOW IT WORKS

There are three broad steps that include grounding in some learning, charting what you're doing, and then reflecting and taking action. This will help clarify how your organization is meeting the essential board responsibilities and what needs to be strengthened and improved.

The time commitment varies depending on the lifecycle and complexity of your organization (*e.g., a newly formed organization has more requirements than a more mature and/or complex one*) and how much work has already been done to describe how the board fulfills its essential responsibilities (*e.g., the process is faster if there's a detailed governance manual or set of governance policies*).

Typically, it will require two to three hours.



DEEPER DIVE: WHAT THIS TOOL MAKES POSSIBLE

- **Getting clarity opens doors to innovation.** There are different descriptions of the responsibilities of the board. Some are expansive, outlining everything a board might do, including non-governance work. Others over-focus on fiduciary responsibilities. Often, they use vague language that can be misleading, such as “stewardship,” which can mean different things depending on your perspective and values.

The way that this kind of language is interpreted by organizational leaders has a powerful, and often unintended, influence on power dynamics. Taking the time to get a clear and shared understanding about the essential board responsibilities will better position the organization's exploration of innovations in all the other work of governance.

- **Identify where governance work can be shared and delegated.** Boards face increasingly complex and demanding expectations. To meet them all, boards should first focus on what it must do, that no other entity or person can perform, before it explores what other governance work can be delegated, shared, or done by others.

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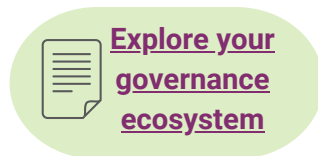
This clarity promotes a shared or distributed leadership approach, allowing the organization to share ownership of governance decisions more broadly, build a stronger board and management partnership, as well as draw on a diversity of perspectives, skills, and knowledge from a wider network or pool of people. It also enables organizations to fulfill functions based on who is best equipped to do them rather than the board feeling the pressure to do them all.



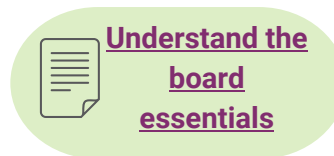
DETAILED PROCESS STEPS:

1 Review *Reimagining Governance* educational resources.

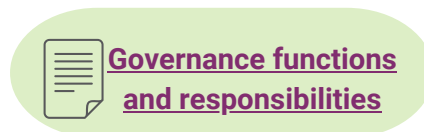
These resources provide helpful language and knowledge that ground the rest of the steps, building a base upon which innovation work can happen. They can also be useful as an orientation for current and new board members and management.



Explore your
governance
ecosystem



Understand the
board
essentials



Governance functions
and responsibilities

2 Get a snapshot of how the board is currently fulfilling the essential requirements and responsibilities by completing [this worksheet](#) (Appendix A).

- The worksheet should be completed by a few people (*including the CEO/ED and some board members*) who are familiar with how the board fulfills its responsibilities.

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3 Host a session to reflect on how well the board is meeting the essential responsibilities and, if necessary, how it can be done more effectively.

- This step can be completed by a working group or the whole board and management. Be sure there's a diversity of perspectives, experience, and skills present so the views truly represent all those who participate in governance.



It's helpful to assign a facilitator from within or from outside your organization. Their role would be to keep people on track, ensure everyone participates and is heard, and to cluster and summarize key ideas.

If you decide to self-facilitate this discussion, be sure to access some helpful Facilitation Tips to support your conversation(s).

- Use the Conversation Guide (Appendix B) to do this work. [Access a powerpoint version](#) to support group conversations. **Be sure to capture and summarize notes**, for example using a collaborative note-taking software, collaborative whiteboard, or flipchart paper.

This tool is part of the Reimagining Governance Lab, a virtual hub for governance innovation full of resources, tools, and stories. [Visit the Lab.](#)

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APPENDIX B: Conversation guide



Before getting started, be sure to check out these [Facilitation tips](#) to support your conversation(s). These can be used collectively as a group or by an assigned facilitator.

Answer the following questions to reflect on how well the board is meeting the essential responsibilities and, if necessary, how it can be done more effectively.

Be sure that everyone participating has reviewed:

- Learning resources from Step 1
- The snapshot created in Step 2

Consider the results of your snapshot of how the board is meeting its essential responsibilities.

- Discuss broadly how well the organization is meeting the board's essential responsibilities and then review each of the functions (e.g., “Very well,” “well,” “not very well,” “not meeting them”), and why that is the case. The intent is not to cast judgement, but to form an honest starting-point from which to do this work.
- What gives you confidence that’s true? For example, what gives the board assurance that the right strategic plan is in place, your organization is obtaining and retaining the right resources and that they are used responsibly, and there’s robust risk management? Name specific examples. If it wasn't possible to gather everyone participating in governance, consider how they might react to the responses being generated by your group.
- Are there any areas that aren’t being fulfilled at all, or as well as they could be?

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APPENDIX B: Conversation guide

- What are the barriers or challenges that are impacting your ability to fulfill the essential board responsibilities? What actions or strategies could address these challenges or barriers?
- What immediate steps can the board and management take to develop policies, practices, and structures that will allow it to fulfill the essential responsibilities effectively? If there are any gaps or uncertainties, who could you connect with for support?

CONSIDERATIONS

- If you're interested in a deeper dive into who could participate in governance beyond the board and how the work can be delegated and shared, check out the ***Governance as shared leadership: who participates and how*** tool in the [Reimagining Governance Lab](#).

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