

# board brief

It is time to take your experience and perspective to help prepare the Cabinet Makers Association for the future. Here is a look at the various roles and how you can lead both responsibly and productively.

## The Big Picture: The Board's Strategic Role

You have a responsibility as a CMA board member not only to serve, but also to serve well.

### Duties Defined

The principal legal requirements that apply to nonprofit boards reflect the premise that the board is ultimately responsible for the organization. Because associations are corporations, the board has three legal obligations – fiduciary duties – that depend on the actions of the individual members to meet standards of personal conduct on behalf of the organization.

#### *Duty of Obedience*

This requires each board member and the board as a body to be faithful to the organization's mission<sup>i</sup>. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public trust that the organization will manage donated funds to fulfill the organization's mission.

#### *Duty of Care*

This means that the board and each member must be informed and ask questions. The duty of care describes the level of competence that is expected of board members and means that they must exercise reasonable care when making a decision as a steward of the organization. It also requires that the board demonstrate due diligence in its decision making. Thinking with foresight, testing assumptions, exploring options, and ensuring that the board has the information it needs to make a confident decision are all dimensions of board members' shared roles related to the duty of care.

#### *Duty of Loyalty*

This requires every board member to show undivided allegiance to the organization's welfare. It is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. Board members are also expected to comply with Code of Ethics and Standards of Conduct<sup>ii</sup>.

### Board Roles

The board has three basic roles, which translate into the roles and competencies of individual board members.

First, the board approves organizational direction. Key elements of this role include engaging in strategic thinking and planning with staff; setting the organization's vision for the future; establishing organizational values; and approving strategic, operational, and annual plans.

Second, the board ensures necessary resources. Key elements of this role include hiring capable executive leadership, ensuring adequate financial resources, promoting a positive public image, and ensuring the presence of a capable and responsible board.

Third, the board provides oversight. Key elements of this role include overseeing financial management, minimizing the association's exposure to risk, measuring progress on the organization's strategic plan, monitoring programs and service effectiveness, providing legal and moral oversight, and evaluating the executive director and board performance. If board members are paying attention to the outcomes to be accomplished and causing change to occur when unsatisfied with progress, they are engaged in oversight. Oversight is a tool of leadership, and leadership is the role of the board.

### Role Competency

To fulfill these roles, board members collectively participate in four key decision-making processes:

- Research: gathering, interpreting, and utilizing information.
- Strategy: envisioning the future, determining desired outcomes, assessing choices, selecting commitments, and setting priorities.
- Policy: taking public positions and setting guidelines for operations.
- Resource allocation: decide how fiscal, human, and intellectual resources will be invested.

Board members have a responsibility not only to understand how these decision-making systems operate in their associations but also to ensure that they are functioning effectively. Effective use of these decision-making systems is dependent on individual board members exhibiting six essential attributes:

- The ability to work well with others as a member of a collaborative group with group decision-making authority and an understanding of the fiduciary duties of loyalty, care, and obedience.
- The ability to think strategically and analytically and to effectively communicate thoughts and the reasons for decisions made.
- Possession of earned respect of other key stakeholder group members.
- Demonstrated understanding of the differences between oversight and supervision.
- Earned reputation for emotional maturity, personal integrity, and honesty.
- Demonstrated familiarity with the body of knowledge related to both the process for which the group is responsible and the subject area within which decisions will be made.

How board members fulfill their roles is as important as what roles they fulfill.

Remember, every association was constructed for the same reason: A group of people discovered that there were outcomes of high value that it could better accomplish together than alone.

An association's board member's role is best understood in the context of an organization designed for that purpose. Inherent in the nature of association governance is shared accountability for achievement of common purposes – and inherent in shared accountability is the need for a structure, process, and culture that supports informed collaboration in the pursuit of common good. (Tecker, 2017)

## References

Tecker, G. H. (2017). The Role of Today's Board Member. *Associations Now*, 4-9.

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<sup>i</sup> Per Article II of the Bylaws: the mission of the Cabinet Makers Association shall be to uphold the highest level of professionalism in the industry by providing its members with networking opportunities, continuing education and ongoing professional development. The Association shall be independent of political or non-political influence and shall avoid all actions and policies that are in fact or perceived to be partisan in nature.

<sup>ii</sup> Per Article III, Section 2 of the Bylaws: Every Officer and Member of the Association shall be subject to and abide by the following standards of conduct:

**Gifts.** An Officer or Member shall not directly or indirectly solicit or accept or receive any gifts, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise or any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence him or her in the performance of his or her official duties or was intended as a reward for any official action on his or her part.

**Confidential Information.** An Officer or Member shall not disclose confidential information acquired by him or her in the course of his or her official duties or membership or use such information to further his or her personal interest.

**Representation before the Board.** An Officer or Member shall not receive or enter into any agreement, express or implied, for compensation for services to be rendered, or the buying and selling of products, in relation to any matter before the Association which creates a conflict of interest.

**Representation before the Board for a Contingent Fee.** An Officer or Member shall not receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Association, whereby the compensation is to be dependent or contingent upon any action by the Association with respect to such matter, provided that this paragraph still not prohibit the fixing at any time of fees based upon the reasonable value of the services rendered.

**Disclosure of Interest in Matters before the Board.** To the extent that he/she knows thereof, a Member of the Board of Directors and any Officer or Member of the Association, whether paid or unpaid, who participates in the discussion or gives official opinion to the Board on any matter before the Board shall publicly disclose on the official record the nature and extent of any or other private interest he/she has in such matters.

**Investments in Conflicts with Official Duties.** An Officer or Member shall not invest or hold any investment directly in any financial, business, commercial, or other private transaction that creates a conflict with his or her official duties.

**Private Employment.** An Officer or Member shall not engage in, solicit, negotiate for or promise to accept private employment when that employment or service creates a conflict with or impairs the proper discharge of his or her official duties.

**Future Employment.** An Officer or Member shall not, after their termination of service or membership with the Association appear before the Board of any panel or committee of the Board, in relation to any case, proceeding, or the application in which he or she personally participated during their period of his or her service or membership or that was under his or her active consideration. This shall not bar or prevent the timely filing by a present or former Officer or member of any claim, account, demand or suit against the Association on his or her own behalf or on behalf of any member of his or her family arising out of any personal injury or property damage or for any lawful benefit authorized or permitted by law.

**Penalties.** In addition to any penalties contained in any other provision of law, any person who shall knowingly and intentionally violate any of the provisions of the Association's Code of Ethics may be fined, suspended, or terminated from Office or Membership, as the case may be, in the manner provided by law.