

girl scouts
of the usa



GUIDE TO COUNCIL BOARD DEVELOPMENT AND SUCCESSION PLANNING

**COMPILED BY:
GOVERNANCE DEPARTMENT OF GIRL SCOUTS OF THE USA**

**GIRL SCOUTING BUILDS GIRLS OF COURAGE, CONFIDENCE, AND CHARACTER
WHO MAKE THE WORLD A BETTER PLACE**

ACKNOWLEDGEMENTS

Resources used in creating this guide include, most notably: BoardSource's *The Board Building Cycle* and *The Board Chair Handbook*, as well as documents and tools provided by Girl Scouts of the USA.

Inclusion of non-Girl Scout references in this guide does not constitute an endorsement of or warranty by GSUSA of these sites or their content, products, or services.

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FEEDBACK FROM USERS OF THIS GUIDE

GSUSA continually strives to provide the latest information to encourage governance best practices in the development of Girl Scout council boards. To this end, your “lessons learned” from the field and any other pertinent information shared will ensure that this guide remains a helpful resource for Girl Scout councils. Please complete the user feedback form in the back of this guide and return it to:

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The *Guide to Council Board Development and Succession Planning* was developed in 2009 and revised in 2012 to meet the new Girl Scouts of the USA brand guidelines.

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INTRODUCTION

One of the most important committees in a Girl Scout council is the board development committee (BDC). Its charge is to:

- Secure the brightest and best board talent to govern and lead.
- Partner with the board to ensure board orientation and education.
- Help the board assess and evaluate its performance.
- Identify the slate for the succeeding board development committee and delegates to the National Council.

The work of the BDC has a huge impact on board effectiveness and the future of a Girl Scout council. The right board is a critical tool that can strengthen organizational capacity, ensure success in executing strategy, and maximize the availability of resources to fulfill the mission. Choosing people who are not suited for board leadership can create reputational risks and other governance concerns. BDCs that have clarity about their role and understand what has to be accomplished are more likely to be in sync with the needs of the council board and possess the capability to select the best individuals to serve.

The BDC aligns the board's composition with the strategic needs of the council, assesses board strengths, and identifies gaps to be filled. In determining the right talent and fit for the board, the BDC considers a range of factors including, but not limited to, functional expertise, industry experience, personal characteristics, diversity, ability to give and raise funds, and prior governance experience. Utilizing this information, the BDC can begin the process of building a high performing board.

While board composition is important, the role of the BDC goes beyond cultivating, recruiting, and slating the right nominees for council leadership. According to BoardSource and other governance experts, the most effective vehicle for improving board performance is in expanding the role of the traditional nominating committee to include orientation, ongoing education, and board assessment. Embracing this expanded role, the BDC works collaboratively with the council board to produce a highly engaged board that functions as an effective team.

The goal is to ensure that:

- The board's talent is aligned with the strategic direction of the council.
- The board is positioned to evaluate and strengthen its performance.
- Opportunities exist for continuous learning through board education.

BDCs need a well defined process to help ensure the effectiveness of their work. This guide provides an overview of board development and succession planning for Girl Scout councils. Accompanying each

section are resources that BDCs, boards and CEOs can use and adapt for their own purposes. We hope this guide will serve as a useful starting point for engaging your BDC in the ongoing cultivation, recruitment, and development of board talent. High capacity councils require high performing boards with members who represent the diversity of knowledge, skills, connections, and experience needed to effectively lead councils in a complex and rapidly changing environment.

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OVERVIEW OF BOARD DEVELOPMENT AND SUCCESSION PLANNING CYCLE



STEP 1: ENGAGE. Soon after it is elected, engage the BDC to discuss its expanded role in support of a high performing board.

STEP 2: IDENTIFY AND CULTIVATE. A high performing board is strategic and intentional about identifying and cultivating prospective candidates. The BDC works collaboratively with the board to determine the skills, background, spheres of influence, and experience needed to develop a deep and diverse talent pool to draw from when it is time to recruit and nominate.

STEP 3: RECRUIT AND SLATE. A high performing board is the result of a carefully designed process, which the BDC uses to screen, recruit, and slate prospective candidates.

STEP 4: ORIENT. A high performing board prepares new members for board service by orienting them to the organization and their responsibilities. The BDC works closely with board leadership to ensure that first-term board members are oriented and understand their responsibilities, board structure, the council's history, programs, strategy, bylaws, finances, Girl Scouting, and GSUSA charter requirements.

STEP 5: INVOLVE AND EDUCATE. A high performing board taps into the talents of all board members and engages in continuous learning. The BDC can be very helpful in advising the board chair about individual board member interests and skills so board members can apply their skills in meaningful ways.

STEP 6: EVALUATE. High performing boards engage in a disciplined assessment process and use the results to inform board recruitment, development and education. The BDC recommends assessment tools and ensures there is an effective board assessment process in place.

STEP 7: ROTATE. High performing boards remain relevant and fresh by adhering to term limits, rotating assignments, and by connecting the board recruitment process to strategic needs and performance. The BDC should provide for renewal and growth by planning for board leadership succession and regularly infusing the board with new talent.

STEP 1: ENGAGE

Engage the BDC soon after it is elected to discuss its expanded role in support of a high performing board. As we move from “good to great” and continue to build the capacity of council boards, the BDC is a crucial link to creating a balanced board that can harness skills, resources, and expertise to benefit the organization. It is important for the BDC to understand its role and how the committee works in partnership with board leadership to ensure that the board is as effective as it can be.

Role of the Board Development Committee

- Actively seeks, identifies, recruits, interviews, and assesses prospective candidates for the board and the succeeding BDC.
- Establishes a formal process for vetting and interviewing prospective candidates.
- Ensures a balanced and diverse single slate of nominees for the board and the BDC.
- Works closely with key leadership of the board in providing orientation to first-term board members.
- Ensures a continuing education program for all board members.
- Recommends tools for board assessment.

Accountability

The BDC is accountable to the corporate membership and to the board for:

- Presenting a balanced and diverse single slate of nominees to the corporate membership.
- Partnering with the board for ongoing development and education.

Orientation for the Board Development Committee

At the first meeting of the BDC, the chair should provide the committee charge and discuss the need for a board with the skills, resources, and connections to support the council’s strategy and fulfill the Girl Scout mission. Items to cover at the first several BDC meetings could include:

- Expanded role and BDC charge
- Board chair’s assessment of the current board, strategic needs of the council, and the future leadership needed
- Review of bylaws provisions for the BDC and the board
- Roles and responsibilities of a board member, and characteristics of a high performing board
- Setting the annual calendar of meetings and plan of work

Chief Executive Officer (CEO) Involvement

The CEO is an ex-officio member of the BDC without vote who brings in-depth knowledge of the council. Responsible for implementing the strategic direction set by the board, the CEO brings to the BDC an

understanding of the strategic opportunities and challenges facing the organization and the skill sets and resources needed in a future board. As part of the process of the BDC determining talent for the board, it is appropriate for the CEO to be involved in the vetting and interviewing process. Many board candidates will want to hear directly from the CEO about key initiatives or strategic work.

CEO Responsibilities

- Brings information and insights about the board to discussions on board skills, competencies, and gaps.
- Provides information on the council's strategic priorities; long range direction of the organization; and gaps in resources that will be critical in identifying board candidates.
- Identifies persons with the potential to be board members, officers, members of the succeeding BDC, and delegates to the National Council.
- Suggests sources for prospective candidates.
- As requested, participates in interviewing.
- Ensures staff support to the committee and that systems are in place to track the committee's work.
- Attends meetings regularly.

Neither the CEO nor the board chair, at any time, should exert undue influence over the BDC in slating the right board talent; the committee however, should not dismiss the guidance provided by the chair or the CEO.

Ways of Work

In its earliest stages, it is important for the BDC to discuss its ways of work. Due to the sensitive nature of deciding who will serve on the board and who will not, the BDC must maintain full confidentiality in its deliberations. The work and behavior of committee members must be ethical at all times to maintain the integrity of the decision-making process and ensure that decisions are not called into question. The chair has responsibility to help members understand their commitments. The BDC can establish guiding principles or a code of conduct to help everyone know what is expected.

To help establish the relationship with the board, the BDC chair, even if not a member of the board, should attend all board meetings. The work with the board is intentional and should support the development of a fully engaged and high performing board. Making reports to the board, providing a high level timeline of what is to be accomplished, and sharing information promotes transparency and a constructive partnership. In addition, BDC members who are not full members of the board should

consider attending some of the board meetings to ensure that the full BDC understands the board and its needs.

An open and supportive relationship between the board chair and the BDC is critical in building a high performing board. A strong board chair will quickly identify ways in which the BDC can be helpful to her/him in building a more effective and engaged board. Likewise, the BDC may make suggestions from time to time on how to strengthen board meetings and ways of work. However, it is critical that the BDC not overstep the board chair's leadership role.

The process described in this guide helps to assure that the BDC is working in partnership with the board in identifying and developing future leadership talent. The board chair may consider appointing a small team to work with the BDC on board education and board assessment. This can be helpful in fostering a collaborative working relationship between the board and BDC.

Resources for Step 1

- | | |
|--|---|
| #1 Sample Charge to the Council Board Development Committee | #4 Board Development Committee Checklist for Developing Slate |
| #2 Board Development Committee Packet | |
| #3 Sample Board Development Committee Code of Conduct and Commitment Agreement | #5 Board Roles and Responsibilities |
| | #6 Legal Responsibilities of a Nonprofit Board |

STEP 2: IDENTIFY AND CULTIVATE

High performing boards are strategic and intentional about identifying and cultivating prospective candidates. They align board composition with the organization's strategy and approach cultivation as an ongoing team effort, building a deep and diverse talent pool to draw from when it comes time to recruit and nominate.

In building a high performing board, the BDC works collaboratively with the board to determine the skills, backgrounds, spheres of influence, and experience the board needs to support the strategic priorities of the council and further the Girl Scout mission.

Strategy and Future Needs

Use the council's strategy to inform a discussion with the board about future needs.

- Consider challenges and opportunities the council may face in the next three to five years. What does this mean for the board composition?
- Identify the characteristics of the ideal board – spheres of influence, backgrounds, skills, and leadership and behavioral competencies.
- Create a board profile that is aligned with the strategic needs of the council.

Gaps on the Council Board

Utilize a board profile to identify gaps on the current board. Knowing where the gaps are allows the BDC to prioritize and focus its search.

- Who is currently holding an office and for how much remaining time?
- Who is eligible for reelection? Make note that eligibility for a second term is not a criterion for renomination.
- How many current members meet the criteria identified in the profile of the ideal board?
- What are the current board members' spheres of influence and connections within the community? What is needed in the future?
- What skills/talents/treasures are missing that the board of the future should possess?

Building a Diverse Talent Pool

- Cultivate, cultivate, cultivate. Always be on the lookout for potential board members and find ways to connect individuals to the council.
- Cast a wide net by tapping into the networks of current board members, the CEO, the senior leadership team, community leaders, donors, and others.
- Share criteria with membership and publicize widely.

- Communicate information about the council and its programs and invite potential board members to events.
- Test and develop future board talent by involving prospects on committees.
- Continue to build relationships with prospects. Even if they are not the right fit for the board or cannot serve immediately, they may become council supporters or future board members.

Resources for Step 2

#7 Identifying Current and Future Needs of the Board

#8 Sample Board Profile Worksheet

#9 Board Development and Spheres of Influence

#10 Sample Prospective Board Member Information Form

#11 How and Where to Find Board Members

STEP 3: RECRUIT AND SLATE

A high performing board is the result of a carefully designed process, which is used to recruit and screen prospective candidates. After identifying criteria by which to rank all candidates, the BDC recruits and slates prospects through an ongoing, year-round process, vetting out the right matches for the needs of the council.

The Recruitment Process

A carefully designed and focused recruitment process includes:

- Determination of what the ideal/future board looks like (full board and CEO input are critical)
- A review of eligibility and identification of major gaps in skills/experiences
- Establishment of objective criteria for all positions to be filled
- Assessment of experience/skills of board candidates against criteria
- Ranking and discussion of candidates

Exploration and Interviewing

To begin the process, a BDC or board member who is a good match for the candidate, should meet with the candidate to informally explore her/his interest in board service. If it seems this person is a good fit, follow up with a formal interview. If the CEO is involved in the interview, it is a good idea to include a BDC or board member on the visit. Be sure to explain the recruitment process to the candidate and emphasize that it is confidential. Follow up with a thank you note and continue to keep this person in the loop. The decision-making process may take longer than expected.

Communication of Expectations

Board service is a two-way street. It is important to recognize an individual's motivations for joining the board and for a potential nominee to understand what will be expected of her/him. The BDC must understand the expectations and responsibilities of the positions and clearly communicate them when meeting with candidates. The committee should be prepared to answer questions and determine if the candidate would be prepared to serve.

- Tell candidates why they are being invited to join the board and explore their motivations.
- Ensure that candidates understand expectations of board service that include attendance at and preparation for board meetings, committee meetings, council events, and travel to any of these.
- Be clear about board fundraising expectations such as personal financial contributions and a board member's responsibility for the cultivation of donors.
- Discuss the council's conflict of interest policy with the candidates and ask if they anticipate any potential conflicts of interest.

Give a position specification document to candidates that provides background on the council and the responsibilities of the board. Annual reports, fact sheets about program, and media clips are helpful information for candidates to read. Refer candidates to the council's website.

A Balanced Slate

The BDC is responsible for creating a single slate of nominees in preparation for presentation at the annual meeting – this slate must be balanced. Composing a balanced slate is a fluid process that involves careful consideration and dialogue about the talent, skills, and requirements necessary to build a high performing board that will partner well with the CEO in leading the council.

Building the best board means that not only are the most qualified individuals chosen to govern, but also that the BDC has given consideration to a balance which leverages diverse perspectives and views. The slate should represent a mix of ages, ethnic backgrounds, races, genders, and geographic locations. The slate should also include a mix of those with corporate, community and Girl Scout experience. The same is true for the composition of the succeeding board development committee. In addition, the BDC should be composed of individuals who are influential and well connected in order to attract diverse candidates with professional influence and funding contacts.

Slating the Board Chair

Consider the attributes and qualities needed for the top volunteer leadership position in the council. The person selected as board chair must exhibit strong leadership skills and a solid understanding of the board's governance responsibilities. It is also important for the BDC to solicit input from the CEO since a strong board chair/CEO partnership is critical to building a high performing board and council.

In considering candidates for the position of board chair, careful thought must be given to the candidate's capacity or ability to:

- Build a strong board team
- Manage board dynamics
- Facilitate open dialogue in the boardroom
- Keep the board focused on strategy and its governance role
- Act as an ambassador and advocate for Girl Scouting in the community
- Leverage resources by opening doors and cultivating relationships with donors, funders and community stakeholders

Once the BDC identifies who will be slated for board chair, the committee should meet with this candidate to determine if they are willing to serve and seek her/his input on the officers under consideration.

Rating of Candidates

Make sure the BDC has sufficient information on each candidate prior to evaluating the candidate against the criteria developed by the BDC. If several months have elapsed between the interview and the rating process, include an update with any changes affecting a candidate's ability or willingness to serve and any conflicts of interest.

Current Board Members Eligible for Reelection

Carefully evaluate current board members who are eligible for another term against the criteria developed by the BDC. Review of current board members should be objective and focus on the needs of the board and the individual's performance. In addition to apparent fit, critical factors to consider are: attendance at meetings, successfully carrying out board assignments, commitment, and financial support.

Nominees and Candidates

Contact nominees and provide a formal invitation with information about the annual meeting and orientation. Consider keeping those candidates who were not selected in the prospect pool for future consideration. Find ways to continue the relationship and keep them engaged in the council.

The Slate

Prepare and present a slate that includes a profile or biographical sketch of each of the nominees for elective office. The slate and profiles should be mailed to the voting members of the council in accordance with the timetable prescribed in the bylaws.

At the annual meeting, the chair of the BDC should give a brief report of the work of the committee and the selection process before presenting the slate.

Resources for Step 3

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|--|---|
| #12 Sample Criteria Board of Directors | #19 Sample Board Candidate Rating Form |
| #13 Sample Referral Form for Council Board of Directors or Board Development Committee | #20 Sample Board Member Agreement |
| #14 Sample Board Candidate Packet | #21 Sample Confirmation Letter |
| #15 Sample Board of Directors Position and Candidate Specifications | #22 Sample Confirmation Letter for Second-Term Nominee |
| #16 Sample Interview Questions for Board Chair Candidates | #23 Sample Confirmation Letter to Board Development Committee Nominee |
| #17 Sample Interview Questions for New Board Candidates | #24 Sample Rejection Letter to Candidate |
| #18 Sample Interview Questions for Current Board Members | #25 Girl Scout Council Annual Meeting Election Procedures |
| | #26 Board Development Committee Chair's Report to the Council |

STEP 4: ORIENT

High performing boards prepare new members for service by orienting them to the organization and work of the board. The BDC works closely with board leadership and the CEO to ensure that first-term board members receive a formal orientation.

Keep in mind that an orientation session may have a defined time and place for new board members, but it is also a process rather than a one-time event. Orientation begins with recruitment and nominations, and continues throughout a board member's tenure. The key leadership of the board and senior staff should attend the new board member orientation to assist in the presentation of information. Members of the BDC should attend in a support role.

Orientation helps to develop and prepare new members for leadership and decision making. A well-informed board has the knowledge and confidence to govern the council. Returning board members should take an active role in orienting new members of the board. They can help inform about board culture, expectations, and ways of work. Including returning board members in orientation also helps to blur old member and new member divisions.

Orientation Suggestions

Here are some tips to consider when orienting new board members.

- Board chair and CEO reach out and welcome new members shortly after election or appointment by phone and in person.
- Discuss committee options. Match skills and interests to committee needs and requirements.
- Don't overwhelm new members by cramming too much information in one orientation session.
- Board chair should connect with new members after the first board meeting to give them an opportunity to ask questions or raise any concerns.
- Invite the board to tour facilities.
- Hold quarterly check-ins with new board members during the first year to gain insight about their experience and the board's ways of work.
- Use experienced board members as mentors.

I believe good board orientation and continuing leadership development opportunities for board members responsible for governance help avoid most troublesome situations and behaviors.

Frances Hesselbein, former CEO, GSUSA

Board Manual or Handbook

Present new board members with a board manual that includes key information they will need during their board service. A good practice is to make this information available at an online portal. This password-protected site allows board members to securely access information and collaborate with other board and committee members between meetings.

Resources for Step 4

#27 Board Orientation: Roles and Topics

#28 Sample New Board Orientation Outline

#29 Board of Directors Manual

STEP 5: INVOLVE AND EDUCATE

High performing boards tap into the expertise and talent of all board members and engage in continuous learning. Board members want to feel a connection to the mission of the organization and participate in meaningful ways.

Maximizing Members' Skills

Tap into and develop board members' leadership skills. The BDC can be helpful in advising the board chair on an individual board member's interests and skills. This ensures that new board members can quickly contribute to the work of the board and committees, while also achieving their individual leadership goals.

The board chair should also share with the BDC any information that can be useful for board succession planning. The BDC should remain informed about members' abilities and consider this in talent development and succession planning.

Leadership Succession Planning

The BDC should make certain there is a process in place for the development of promising board leaders. A strong board education and development program will ensure that you have the right talent in place when a board chair steps down or leaves unexpectedly. Creating multiple opportunities for leadership growth for board members will make it more likely that the BDC will have a deep talent pool to pull from when necessary. Consider rotating assignments and providing opportunities for rising stars to hone their leadership skills by heading up committees or task groups.

Ongoing Education

Engage the board in continuous learning and ensure ongoing development of a board member's knowledge, skills, and passion for the mission. A board should have a solid understanding of the organization's finances, programs, opportunities and challenges, as well as emerging trends in the not-for-profit sector and Girl Scouting. By engaging in continuous learning, a board develops its strategic capacity to adapt and thrive in a rapidly changing world.

The BDC should work in partnership with the board chair and CEO to develop a board education plan. Providing the board with regular opportunities to learn and grow keeps board members engaged and strengthens the board's capacity to think and govern strategically.

- Bring in an expert to discuss trends in nonprofit governance and the attributes of a high performing board.
- Use retreats to support the development of an effective board team.

- Provide additional education on the board's financial oversight or fundraising responsibilities.
- Connect the board to the council's mission by inviting a girl to share her story with the board.
- Encourage board members to participate in outside seminars in order to expand their knowledge.
- Educate the board about a piece of legislation that impacts girls.
- Provide briefing papers to spur dialogue on critical issues facing the organization.
- Engage board members in activities outside of the boardroom context, such as a special event.
- Create an annual board education calendar based on board assessment results and/or recommendations from board members.

Resources for Step 5

#30 Sample Board Committee Interest Indicator

STEP 6: EVALUATE

High performing boards engage in a disciplined assessment process, continually looking at ways to improve their performance. A formal review is an opportunity to improve board functioning, to pinpoint issues, and identify a plan of action.

The BDC works in partnership with the board to recommend evaluation tools and ensure there is an effective assessment process in place. It is important to remember that board evaluations are not report cards, but tools that allow the board to strengthen its overall performance. Insights gained from the assessment should be used to create a board education and development plan. A plan should include areas for improvement, actions to be taken, and dates for completion.

Board Assessment Suggestions:

- **Conduct individual assessments annually.**

Once a year the BDC might recommend that the board chair and CEO include an individual board member self-assessment form in the board packet. Completing a self-assessment will help remind a board member of the commitment she/he made to the council. Individuals will be urged to look at how well they have carried out that commitment and whether they will need to either make an adjustment, or reconsider their board service. The board chair should schedule a follow-up conversation with those board members who have not been carrying out their responsibilities to see if there is something that can be done to help them do so.

- **Use individual assessments when considering a board member for a second term.**

Individual board assessments are particularly helpful when a board member's term ends and she/he is being considered for renomination. Annually, as the BDC considers the slate for the coming year, the manner in which each board member served the council should be evaluated against the member's responsibilities and the expectations listed in the board member agreement form.

- **Conduct an in-depth self-assessment of board governance.**

In addition to conducting individual self assessments, the board should conduct an evaluation of its effectiveness as a whole. This assessment can be used to spur dialogue, identify areas for improvement, and create a board development action plan. Results of the assessment should be used in identifying education topics for future board meetings.

- **Evaluate board meetings.**

High performing boards assess their ways of work on a regular basis. After each board meeting, a brief meeting evaluation should be distributed asking for comments about the board meeting. These board meeting evaluations might be as simple as asking three questions: What should we, as a board, stop doing? Start doing? Continue doing?

Results of these assessments should be reviewed by the board chair, CEO, and the BDC. The individual assessments should be considered in developing the slate for the coming year. In addition, an aggregate summary of the full board assessment should be shared with the board and used to stimulate discussion about strengthening board performance.

Resources for Step 6

#31 Sample Individual Board Member Self-Assessment

#32 Sample Board Member Participation Evaluation

#33 Sample Council Board Review Template

#34 Board Meeting Evaluation Sample 1

#35 Board Meeting Evaluation Sample 2

#36 Board Meeting Evaluation Sample 3

STEP 7: ROTATE

Organizations evolve over time and so should the boards that guide them. High performing boards keep the board and committees fresh by adhering to term limits, rotating assignments, and by connecting the board recruitment process to future needs and performance.

Boards can become stale and insular without an infusion of new talent and skills. Term limits for board members are defined in the bylaws and should be adhered to. Serving for one term does not entitle a board member to serve an additional term(s). The challenge for the BDC is to know when a member's skills and background are no longer aligned to the identified future needs of the board and council.

Continuing a board member's service should be proposed by the BDC only after taking into account:

- The council's strategy and future needs
- The results of the individual board member's self assessment
- Information shared by the board chair and the CEO

If we get the right people on the bus, the right people in the right seats, and the wrong people off the bus, then we'll figure out how to take it to someplace great.

Jim Collins, *Good to Great and the Social Sectors*

Term limits may force some board members who continue to make valuable contributions to leave the board, but the advantages of term limits can far outweigh the disadvantages.

- Term limits keep the board from becoming stale, by bringing in fresh ideas, new perspectives, and expanding spheres of influence.
- Continually rotating off and bringing on new members allows for formation of a wider and wider circle of people who know the council intimately and speak well of it in the community.
- Term limits force the board and board development committee to be intentional about board recruitment and leadership development, ensuring that there is someone to step in when a board or BDC member departs.
- Staggering terms for board and board development committee members preserves continuity by ensuring that all existing members will not retire in any given year.

Take careful steps to prepare board members to rotate off the board. Doing so will make it more likely that departing board members will continue to support and remain involved with the council. Consider planning to:

- Conduct an exit interview to identify ways to engage board members when they leave the board. Feedback from these interviews should be provided to the board chair and the CEO.

- Use feedback from board member exit interviews to inform board development efforts and strengthen the board's performance.
- Put closure on respective tasks, whether finished or unfinished, through individual conversations or written documents.
- Bring board service to closure by recognizing the accomplishments and contributions of board members who are rotating off the board.
- Creating board alumni groups as a way to engage former board members.

Resources for Step 7

#37 Sample Board Member Exit Interview

RESOURCES

STEP 1: ENGAGE

- #1 Sample Charge to the Council Board Development Committee
- #2 Board Development Committee Packet
- #3 Board Development Committee Code of Conduct and Commitment Agreement
- #4 Board Development Committee Checklist for Developing Slate
- #5 Board Roles and Responsibilities
- #6 Legal Responsibilities of a Nonprofit Board

STEP 2: IDENTIFY AND CULTIVATE

- #7 Identifying Current and Future Needs of the Board
- #8 Sample Board Profile Worksheet
- #9 Board Development and Spheres of Influence
- #10 Sample Prospective Board Member Information Form
- #11 How and Where to Find Board Members

STEP 3: RECRUIT AND SLATE

- #12 Sample Criteria Board of Directors
- #13 Sample Referral Form for Council Board of Directors or Board Development Committee
- #14 Sample Board Candidate Packet
- #15 Sample Board of Directors Position and Candidate Specifications
- #16 Sample Interview Questions for Board Chair Candidates
- #17 Sample Interview Questions for New Board Candidates
- #18 Sample Interview Questions for Current Board Members
- #19 Sample Board Candidate Rating Form
- #20 Sample Board Member Agreement
- #21 Sample Confirmation Letter
- #22 Sample Confirmation Letter for Second-Term Nominee

- #23 Sample Confirmation Letter to Board Development Committee Nominee
- #24 Sample Rejection Letter to Candidate
- #25 Girl Scout Council Annual Meeting Election Procedures
- #26 Board Development Committee Chair's Report to the Council

STEP 4: ORIENT

- #27 Board Orientation: Roles and Topics
- #28 Sample New Board Orientation Outline
- #29 Board of Directors Manual

STEP 5: INVOLVE AND EDUCATE

- #30 Sample Board Committee Interest Indicator

STEP 6: EVALUATE

- #31 Sample Individual Board Member Self-Assessment
- #32 Sample Board Member Participation Evaluation
- #33 Sample Council Board Review Template
- #34 Board Meeting Evaluation Sample 1
- #35 Board Meeting Evaluation Sample 2
- #36 Board Meeting Evaluation Sample 3

STEP 7: ROTATE

- #37 Sample Board Member Exit Interview

RESOURCES FOR STEP 1: ENGAGE



SAMPLE CHARGE TO THE COUNCIL BOARD DEVELOPMENT COMMITTEE

Girl Scouts of _____
Address

Purpose

The board development committee (BDC) is responsible for partnering with the board to build a high performing board that is as effective as it can be. In its expanded role, the BDC goes beyond recruiting and slating nominees for council leadership. It works closely with the board to ensure board orientation, ongoing education and assessment.

In its expanded role, the BDC is accountable to:

- the membership for presenting a balanced slate
- the board for ongoing development and education

Composition

- The BDC shall consist of no more than ____ and no fewer than ____ members.
- The BDC shall consist of non-board and board members to ensure a balanced view of the organization, the board of directors, and the council needs.
- The chief executive officer (CEO) should serve as an ex-officio member of the BDC without a vote.
- Members of the BDC should have an understanding of the needs of the council, maintain broad interest in the success of the council as a whole, and have a working knowledge and understanding of the community's and key stakeholders' concerns and interests.

Duties

1. The BDC is responsible for the cultivation, recruitment, and preparation of a single slate for the board of directors and the BDC. The BDC:
 - Works closely with the board of directors and the CEO in determining the skills, background, influence, and experience that the board needs to carry out the organization's strategic priorities and move the council to high capacity.
 - Develops a process for determining the future needs of the organization and recruitment priorities.

- Identifies, cultivates, and recruits individuals to serve on the board of directors, on the BCD, and as officers. Selects nominees for delegates to the National Council.
 - Seeks input from internal and external sources, including officers, board members, council staff, the membership, volunteers, and donors, in identifying candidates to fill vacancies.
 - Solicits nominations of candidates of the highest personal and professional caliber to meet the accountability of the position.
 - Solicits nominations across the council jurisdiction.
 - Develops an objective process for identifying and evaluating nominees.
 - Ensures a balanced and diverse slate.
- Prepares a single slate of candidates for the board of directors, a single slate for the BDC, and, in appropriate years, a single slate of nominees for delegates to the National Council.

2. The BDC works in partnership with the board chair and CEO to ensure board development. The BDC:

- Works in conjunction with board leadership to ensure that there is a process in place for the annual board assessment.
- Recommends tools for the board assessment.
- Provides key information to the board chair to help in assigning board members to the appropriate committee.
- Partners with key board leadership and CEO to design board orientation.
- Works in conjunction with key board leadership to identify board education opportunities.



BOARD DEVELOPMENT COMMITTEE PACKETEE

Girl Scouts of _____
Address

The following items should be provided to every member of the board development committee (BDC). Thorough reading of all the materials will enhance the orientation process.

1. Board Development Committee (BDC) charge
2. Copy of the council's current strategic priorities and a copy of the Core Business Strategy of Girl Scouts of the USA
3. Council bylaws, annual report, and copy of the current strategic priorities
4. Most recent edition of the *Blue Book of Basic Documents*
5. Map of council jurisdiction with demographic profile and corporate structure chart
6. Profile of the continuing officers and members of the board of directors and the BDC with a description of their eligibility for election
7. Schedule of regular meetings and special events sponsored by the council and appropriate community events within the jurisdiction
8. Samples or copies of forms, letters, communications with membership, ballots, and listing of publications with deadlines
9. List of elected positions to be filled
10. Descriptions of elected positions to be filled, including required qualifications
11. Conflict of interest policy and disclosure statement
12. BDC Code of Conduct and Commitment Agreement



**SAMPLE BOARD DEVELOPMENT
COMMITTEE
CODE OF CONDUCT AND
COMMITMENT AGREEMENT**

Girl Scouts of _____
Address

A commitment to serve as a member of the Girl Scouts of _____ Board Development Committee (BDC) carries with it certain expectations. Members are trusted to:

- Protect the confidentiality of all conversations and deliberations of the BDC and its internal affairs as they are confidential and ethically must not be discussed outside the committee.
- Operate in accordance with the bylaws and the committee's charge.
- Act in the best interest of the Girl Scouts of _____ and the Girl Scout Movement.
- Demonstrate commitment to the Girl Scout core value of organizational diversity.
- Promote Girl Scouting as the world's best leadership development experience for girls.
- Model collaborative, professional, and ethical communication and behavior.
- Provide sensitive support to partners and stakeholders in the performance of BDC duties.
- Prepare thoroughly for meetings and actively participate in dialogue.
- Provide candid, open, and timely feedback to each other.
- Bring concerns directly to the BDC chair for resolution.
- Abide by the council's conflict of interest policy and provide immediate notice to the BDC chair in the event of a conflict of interest.

I fully understand these expectations and agree to comply in letter and spirit as a member of the BDC and thereafter.

Signature:

Date:



**BOARD DEVELOPMENT
 COMMITTEE CHECKLIST FOR
 DEVELOPING THE SLATE**

Girl Scouts of _____
 Address

Deadline	Item	Accountability
_____	Hold first meeting and training of board development committee (BDC).	_____
_____	Review bylaws and positions to be filled.	_____
_____	Engage full board in a discussion about the skills, resources, and connections the board will need in the future.	_____
_____	Review board eligibility and identify major gaps in skills/experiences.	_____
_____	Confer with the board chair and the chief executive officer to get views on kinds of people needed as officers, board members, succeeding BDC members, and other positions.	_____
_____	Establish objective criteria for all positioned to be filled.	_____
_____	Inform membership of positions to be filled and qualifications required.	_____

Deadline	Item	Accountability
_____	Complete initial information collection, using “Referral Form,” “Prospective Board Member Information Form,” and other pertinent documents.	_____
_____	Create initial list of potential nominees.	_____
_____	Conduct interviews with prospects.	_____
_____	Establish board chair nominee, when appropriate.	_____
_____	Confer with chair of the board or chair-nominee concerning her/his views on officer skills.	_____
_____	Establish officer slate, when appropriate.	_____
_____	Establish member-at-large slate.	_____
_____	Establish BDC slate.	_____
_____	Establish slate for delegates to the National Council, when appropriate.	_____

***Note: Once the slate is elected, the BDC’s work should continue. See additional steps in this guide to help the committee focus on additional responsibilities such as: board orientation, cultivating new and existing board prospects, and working in collaboration with the board chair, CEO, and board to engage the current board in education, board self-assessment, and leadership development for the future. This committee should establish a year-round committee schedule.**



Board Governance Responsibilities

Girl Scouts of _____

Address

Setting Strategic Direction

- Maintain focus on Girl Scout Mission
- Ensure that the council has a robust process in place for creating strategy
- Establish direction, approve the council's strategic priorities and annual budget
- Delegate authority for strategy implementation and management to the CEO
- Articulate, safeguard, model and promote Girl Scouts values

Ensuring the Necessary Resources

- Develop policies related to the generation of financial resources
- Ensure that the council has the right leadership and necessary resources for implementation of council's strategy

Providing Oversight

- Establish policies to protect assets and ensure all legal and ethical accountabilities are met
- Ensure compliance with applicable laws, ethical standards and promote transparency
- Monitor progress toward council strategic priorities and evaluate outcomes
- Regularly review the performance goals of the CEO against council strategic priorities

Board Performance

- Ensure that board members are actively engaged in the work of the board
- Use relevant information from multiple sources to make quality decisions
- Ensure that the board understands its roles and responsibilities
- Ensure that the board structure is aligned to support the council's strategy and governing role of the board
- Regularly assess the board's own performance

Decision Influencing

- Establish a process for two-way dialogue with the membership when making critical decisions

Adapted from BoardSource and Independent Sector Publications: www.boardsource.org;
www.independentsector.org



LEGAL RESPONSIBILITIES OF A NONPROFIT BOARD

Girl Scouts of _____
Address

According to nonprofit corporation law, a board member should meet certain standards of conduct and attention to her/his responsibilities to the organization. The legal duties of a board are referred to as the Duty of Care, Duty of Loyalty, and Duty of Obedience.

Duty of Care

Board members must exercise due care in all dealings with the organization and its interests. Directors should be reasonably informed about the organization's activities, participate in collective decisions, and do so in good faith and with the care of an ordinary prudent person in similar circumstances. This includes careful oversight of the organization's finances, reading of meeting minutes, attention to issues that are of concern to the organization, and raising questions whenever there is something that seems unclear or questionable.

The duty of care is carried out by the following acts:

- Attendance at meetings of the board and appropriate committees
- Advance preparation for board meetings, such as reviewing reports and the agenda prior to meetings of the board
- Obtaining information before voting in order to make good decisions - unless otherwise assigned to find data or research that informs discussion in the board room
- Use of independent judgment
- Frequent review of the organization's finances and financial policies
- Compliance with filing requirements, particularly annual information returns

Duty of Loyalty

The duty of loyalty requires board members to exercise their power in the interest of the organization and not in their own interest or interest of another entity, particularly one in which they have a formal relationship. When acting on behalf of the organization, board members must put the interests of the organization before their personal and professional interests.

Conflicts of interest, including the appearance of conflicts of interest, must be avoided. This includes personal conflicts of interest or conflicts with other organizations with which a board member is connected.

In practice, the duty of loyalty is carried out by the following acts:

- Disclosure of any conflicts of interest
- Adherence to the organization's conflict-of-interest policy
- Avoidance of the use of corporate opportunities for the individual's personal gain or benefit
- Nondisclosure of confidential information about the organization

Duty of Obedience

Obedience to the organization's central purposes must guide all decisions. The board must also ensure that the organization functions within the law, both the "law of the land" and its own bylaws and other policies. The directors must remain the guardians of the mission.

The duty of obedience is carried out by the following acts:

- Compliance with all regulatory and reporting requirements, such as filing the annual information return (usually, IRS Form 990) and paying employment taxes
- Examination of all documents governing the organization and its operation, such as the bylaws and policies
- Making decisions that fall within the scope of the organization's mission and governing documents

The enactment of the Sarbanes-Oxley Act of 2002, passed in the aftermath of Enron and other corporate scandals, raised the standards of scrutiny in the private sector for such things as auditor independence, corporate responsibility, financial disclosure, and conflicts of interest. It is not surprising to realize that heightened concern for accountability is carrying over into the nonprofit sector, by law or in practice.

So, it is more important than ever that board members be mindful of their legal responsibilities.

Simply put, board members need to answer the following questions:

- What kind of oversight am I expected to provide?
- When and how can I be found personally liable?
- How can I avoid, or at least minimize, personal liability?

Adapted from BoardSource, "The Legal Duties of the Nonprofit Board."

RESOURCES FOR STEP 2: IDENTIFY AND CULTIVATE



IDENTIFYING CURRENT AND FUTURE NEEDS OF THE BOARD

Girl Scouts of _____
Address

The board development committee should use the council's strategic priorities to guide the committee and board in determining what special skills, knowledge, resources, and connections the board will need over the next few years. The following questions may be helpful in facilitating a conversation with the board about its current and future needs and the composition of the ideal board.

- Taking into account the challenges and opportunities facing the council, what characteristics, skills, experience, background, spheres of influence, and competencies will the council need on the board for the next three to five years?
- What does the ideal/future board look like?
- What behavioral/leadership competencies and personal qualities are important for board members to have?
- How will the council ensure that the board reflects the diversity of its jurisdiction?
- What is the current composition of the board?
- What gaps will the board need to fill over the next few years?



**SAMPLE BOARD PROFILE
 WORKSHEET**

Girl Scouts of _____
 Address

This Board Profile Worksheet can be used by the board development committee (BDC) to map out the current composition of the board and identify any gaps as they plan for the future. Girl Scout councils can adapt this grid to reflect the specific skills, strengths, and key competencies they need.

CRITERIA	Name	Total Need													
AREA OF EXPERTISE															
Entrepreneurship															
Education/Youth Development															
Finance/Accounting															
Fund Raising															
Government															
Human Resources															
Law															
Nonprofit Governance															
Pluralism															
Property															
Public Relations/Marketing/Brand															
Strategic Planning															
Technology															
Young Women/Girl Leadership															
Other															
COMMUNITY CONNECTIONS															
Corporate															
Education															
Media															
Philanthropy															
Political															
Small Business															
Social Services															
Religious Organizations															
Other															
RESOURCES															
Money to Give															
Access to Money															

Access to Other Resources (Foundations, Corporate Support)																			
Available for Active Participation (Solicitation Calls)																			

QUALITIES

Leader																			
Big Picture Thinker																			
Creative Thinker																			
Open to Diverse Perspectives																			
Committed to Mission & Core Values																			
Adaptable to Change																			
Risk Taker																			

PERSONAL STYLE

Team Player																			
Good Communicator																			
Strategic																			
Visionary																			
Innovator																			

AGE

Under 19																			
19-34																			
35-50																			
51-65																			
Over 65																			

GEOGRAPHY

Urban																			
Suburban																			
Rural																			
North																			
South																			
East																			
West																			

RACE

American Indian/Alaskan Native																			
Asian																			
Black or African American																			
Hawaiian/Pacific Islander																			
White																			
Two or More Races																			
Other Races																			

Those reported also of Hispanic origin:

American Indian/Alaskan Native																			
Asian																			
Black or African																			
Hawaiian/Pacific Islander																			
White																			
Two or More Races																			
Other Races																			

GENDER

Male																			
Female																			

OTHER CRITERIA

Term Expires																			
Eligibility for Additional Term (Y/N)																			
Attended ___ Meetings out of ___																			
Annual Financial Contribution (Y/N)																			



SPHERES OF INFLUENCE WORKSHEET

Girl Scouts of _____
Address



STEPS for Developing and Cultivating Spheres of Influence

1. Identify categories of groups for each circle of influence, e.g., targeted industry leaders, community leaders, demographic representatives.
2. Brainstorm ways to identify board prospects.
3. Compare prospects to criteria developed for board candidates.
4. Interview and cultivate prospects.
5. Provide candidates with a packet of Girl Scout council information to help inform the prospective candidate's decision.
6. Maintain a pool of qualified, prospective candidates; find ways to keep them informed and engaged.
7. When appropriate, engage prospects in service on council board committees, task groups or in other ways.



**SAMPLE
PROSPECTIVE BOARD MEMBER
INFORMATION FORM**

Girl Scouts of _____
Address

Name of prospective board member: _____

Company/organization: _____ Title: _____

Address: _____ City, State, Zip: _____

Telephone: Day _____ Evening _____ Mobile _____

E-mail: _____

Referred by: _____

Special Skills

- | | |
|--|---|
| <input type="checkbox"/> fundraising | <input type="checkbox"/> marketing/public relations |
| <input type="checkbox"/> human resources | <input type="checkbox"/> technology |
| <input type="checkbox"/> finance | <input type="checkbox"/> legal |
| <input type="checkbox"/> business | <input type="checkbox"/> other _____ |

Comments: _____

Professional Background

- | | |
|--|---|
| <input type="checkbox"/> for-profit business | <input type="checkbox"/> nonprofit organization |
| <input type="checkbox"/> government | <input type="checkbox"/> other _____ |

Comments: _____

Education

Name and location

Major/degree

Other affiliations

Other board service

Known levels of giving

Experience with Girl Scouts/commitment to Girl Scout mission

Other pertinent information

Attach biographical information for prospective candidate.



HOW AND WHERE TO FIND BOARD MEMBERS

Girl Scouts of _____
Address

Where to go for suggestions of good board members

- Current board and board committee members
- Chief executive officer
- Board members of other nonprofits
- Clippings from newspapers and local media
- Board-matching organizations such as boardnetUSA™
- Council membership
- Local United Ways
- Local leadership programs

Who to consider for board membership

- Senior level corporate executives
- Rising stars within corporations (not yet at senior level)
- Current and prospective major donors
- Community leaders
- Entrepreneurs or small business owners
- Individuals in professions related to women's leadership or youth development
- Girl Scouts alumni, their family members, or relatives

Where to look for prospective board members

- Trade, professional, and fraternal associations
- Corporations
- Local colleges and universities
- Organizations representing various racial and ethnic groups
- Churches, synagogues, and other religious institutions

Adapted from *The Board Building Cycle*

By Hughes, Lakey & Bobowick, 2007

RESOURCES FOR STEP 3: RECRUIT AND SLATE



GIRL SCOUTS OF _____
SAMPLE CRITERIA BOARD OF DIRECTORS

Girl Scouts of _____
 Address _____

CONNECTIONS	STRATEGIC	INDUSTRIES (functional expertise)	SENIOR EXECUTIVES
<input type="checkbox"/> Bring resources <ul style="list-style-type: none"> - Senior level executives who have access to top-level decision makers in their companies or communities - Volunteer fund-raising experience in a major nonprofit fund-raising campaign - Connections to resources in the community and willingness to open doors 	<input type="checkbox"/> Visionary <input type="checkbox"/> Strategic thinker <input type="checkbox"/> Business strategy or change expert—experience with national corporations or national nonprofits <input type="checkbox"/> Marketing expertise	<input type="checkbox"/> Senior expert with Internet strategy experience <input type="checkbox"/> Top finance CPAs with CFO experience <input type="checkbox"/> Senior leader in company with focus on women/girls <input type="checkbox"/> Externally facing—has achieved a leadership position within her/his field	<input type="checkbox"/> Executives in top three layers of major corporation
SKILL SETS	VALUES	ADDITIONAL REQUIREMENTS	
<input type="checkbox"/> Experience serving on other nonprofit boards <input type="checkbox"/> Business strategy experience <input type="checkbox"/> Ability to connect with audiences to tell the Girl Scout story <input type="checkbox"/> Open to risk taking <input type="checkbox"/> Ability to lead and manage change <input type="checkbox"/> Recognized leader <input type="checkbox"/> Expert on girls' and women's issues	<input type="checkbox"/> Must accept and embrace the Girl Scout Promise and Law and have a commitment to diversity	<input type="checkbox"/> Create increased revenue for council <input type="checkbox"/> Make a personally significant gift to council <input type="checkbox"/> Give or get a significant contribution or gift	



**SAMPLE REFERRAL FORM
FOR COUNCIL BOARD OF
DIRECTORS OR BOARD
DEVELOPMENT COMMITTEE**

Girl Scouts of _____
Address

Please use this form to refer potential candidates for positions on the Girl Scouts of _____ Board and/or Board Development Committee. Members shall be selected so that the board of directors and board development committee (BDC) represent diverse population groups and can bring to its deliberations a variety of points of view, skills, and experience as well as access to economic resources.

Candidates for the council board and the BDC must meet the following criteria:

1. Accept the principles, beliefs, and purpose of Girl Scouting
2. Understand cultural, social, and economic trends nationally and locally and their effects on Girl Scouting and its activities
3. Be available to attend board and committee meetings (board and committees meet _____ days/ _____ times per year)
4. Be a minimum of 18 years of age at the time of election
5. Be willing to make a financial contribution to the council and/or solicit significant gifts

Candidates not selected for board membership may also be referred for task group appointments or other leadership positions.

PLEASE TYPE OR PRINT CLEARLY. Attach a resume or other relevant biographical information. Send completed form to:

**Board Development Committee
Girl Scouts of _____
Address
Mark envelope CONFIDENTIAL**

Name of Prospect			
Home Address			
City	State	Zip	Phone
Occupation		Title	
Name of Business			
Business Address			
City	State	Zip	Phone
Nature of Business			
E-mail address			

Briefly describe this prospect's area of competency, highlighting no more than three areas of greatest strength.

1.

2.

3.

If applicable, please describe this prospect's Girl Scout experience and participation, both current and past.

Please describe this prospect's sphere of influence.

Local

State

National

International

Attach a resume or other biographical information summarizing prospect's experience and education.

Referred by (<i>Please print name</i>)	Signature	Date
Daytime phone	Evening Phone	E-mail
Address		
City	State	Zip
Position in Girl Scouting, if any		





**SAMPLE
COUNCIL BOARD CANDIDATE
PACKET**

Girl Scouts of _____
Address

It is important to provide a prospective board candidate with information about the council which could include:

1. A cover letter for the packet that thanks the candidate for reviewing it, outlines what is included, and provides contact information for whoever is making the call on behalf of the board development committee
2. Council board member/officer position description and/or Board of Directors Position and Candidate Specifications (refer to resource # 15 in this guide)
3. Fact sheet about the council
4. Map of the council jurisdiction
5. List of current board members
6. Chief Executive Officer biographical information
7. Latest annual report or overview of financial picture
8. Council articles of incorporation and current bylaws
9. Fact sheet on Girl Scouts of the USA

GIRL SCOUTS OF

ORGANIZATION, POSITION & CANDIDATE SPECIFICATIONS BOARD OF DIRECTORS

GIRL SCOUTS OF _____

OVERVIEW

Girl Scouts is the world's pre-eminent organization dedicated solely to girls. Girl Scouting offers girls an accepting and nurturing environment in which they develop strong values, leadership skills, social conscience and conviction about their own potential and self-worth. The Girl Scout program can change the way girls see the world and their place in it. Girls learn the importance of personal responsibility, the value of goal-setting, the spirit of teamwork, and the thrill of accomplishment. They participate in programs involving leadership and self-esteem, community outreach and education, environmental awareness, financial literacy, health and wellness, arts, travel and science, technology, engineering and math. Girl Scouting builds girls of courage, confidence and character who make the world a better place. Girl Scouts are our future community leaders.

HISTORY OF GIRL SCOUTS

Girls Scouts of the USA was founded by Juliette Gordon Low in 1912. Girls between the ages of 5 and 17 are invited to join one of nearly 240,000 local troops throughout the United States, Puerto Rico, the Virgin Islands and more than 80 other countries. The nation's First Lady customarily has adopted its honorary leadership.

THE COUNCIL

Girl Scouts of _____ serves more than _____ girls who live in a region that stretches from _____ to _____.

Location: _____

Budget: _____

Total Assets: _____

Web site: _____

THE BOARD OF DIRECTORS

THE POSITION

The Board of Directors is elected every _____ years by the council's corporate membership. Terms of service are ____ years. Although board members are elected as individuals, the Board of Directors functions as one body in deliberating and making policy level decisions. This is done through active participation at board meetings, generally _____ per year.

In carrying out its responsibilities, the Board of Directors functions in the major areas of (1) setting strategic direction, (2) providing oversight, (3) ensuring resources. The board sets the strategic direction of the council and approves the council's strategic priorities. It is responsible for monitoring and evaluating the organization's progress in achievement of goals, priorities and the Girl Scout Mission. The Board ensures that appropriate resources exist to carry out the strategic priorities.

Board members are accountable for understanding, accepting and interpreting the philosophy and purpose of Girl Scouting; attending board meetings; maintaining up to date knowledge concerning board work; maintaining the confidentiality of board work until such time as it is released for general information; supporting board action; participating in meetings of the council; carrying out assignments as delegated by the Chair, Board of Directors; and demonstrating a willingness to donate a meaningful, personal gift and assist in identifying and approaching other sources of funds. Board members are responsible for ensuring and maintaining an understanding of demographic, cultural, social and economic trends nationally and internationally and their implications for Girl Scouting.

BOARD RESPONSIBILITIES

BROAD OVERVIEW

Setting Strategic Direction

- Maintain focus on Girl Scout mission
- Ensure that the council has a robust process in place for creating strategy
- Establish direction and approve the council's strategic priorities
- Delegate authority for strategy implementation and management to the CEO
- Articulate, safeguard, model and promote Girl Scouts values

Ensuring the Necessary Resources

- Develop policies related to the generation of financial resources
- Ensure that necessary resources are made available for implementation of council's strategy
- Ensure that the council has the right leadership

Providing Oversight

- Establish financial policies to protect assets and ensure accountability
- Ensure compliance with applicable laws and ethical standards
- Monitor progress toward strategic priorities and evaluate outcomes
- Regularly review the performance of the CEO
- Regularly assess the board's own performance

THE CANDIDATE

(COUNCILS WILL WANT TO TAILOR THIS SECTION TO THE CRITERIA DEVELOPED BY THE BDC)

QUALIFICATIONS & EXPERIENCE

- Candidates should have a minimum of 15 years of overall experience. They may be current or recently retired Senior-Level Executives from public and private industry sectors including multi-national corporations, government entities and academic institutions.
- The model candidate will have a proven reputation based upon strategic business acumen, with a track record of driving growth for international, high-performance businesses.
- Prior board experience is desirable, but not required.
- Girl Scouts recognizes the value of diversity and endeavours to have a Board representative of its membership base.

PERSONAL CHARACTERISTICS

- Passion and affinity for the Girl Scouts mission and purpose.
- Highest standards of personal and professional integrity and ethics. Commitment to a culture of transparency and open communication at the Board level and throughout the organization.
- Willingness to devote (i) time to carrying out duties and responsibilities effectively; (ii) talent through application of experience and functional expertise as well as networking; and (iii) treasure through a meaningful monetary contribution.
- Analytical and able to evaluate strategy, acquisitions, business plans, financial issues and people in a constructive manner.
- Forward thinking and strategic, yet pragmatic and operationally strong, with a commitment to building long-term stakeholder value.
- Dedicated to accountability and continuous improvement with a belief in innovation as a key success factor.
- Executive wisdom; ability to provide informed and thoughtful counsel to the CEO and Board.
- Willingness to share examples based upon experience, articulate a point of view, take tough positions, and constructively challenge management.

- Excellent listening skills. Values board and team performance over individual performance and will show respect for others.
- Commitment to active engagement in a new board role. Sufficient time to carry out the duties of board membership.
- While diversity of thought among the Board is critical and encouraged, the personality/chemistry must be a fit with the other Board members.

MEETING DATES

- New Board member orientation:

- Council Annual Meeting:

- Board Meetings are held ___ times per year and are scheduled _____.

GIRL SCOUTS OF _____ CONTACTS

Board Development Committee Chair

Phone:

Email:

CEO

Address:

Phone:

Email:



**SAMPLE INTERVIEW QUESTIONS
FOR BOARD CHAIR
CANDIDATES**

Girl Scouts of _____
Address

1. Describe your leadership style and share how you would build a cohesive Officer Team, and a cohesive Board?
2. What is your greatest strength and how does it relate to Girl Scouts?
3. What is your vision for the Board and how would you seek to accomplish the vision as Board Chair?
4. What are the three things a Board Chair should do immediately once elected?
5. How should the next Board approach and carry out its ways of work?
6. How should a Board Chair and the CEO work together?
7. Based on your understanding of our council's strategy, describe the kind of governance leadership that is needed to bring Girl Scouts into the 21st Century. What is the Board Chair's role in leading change?



SAMPLE INTERVIEW QUESTIONS FOR PROSPECTIVE BOARD CANDIDATES

Girl Scouts of _____
Address

Below is a list of sample questions that the board development committee (BDC) may use to gauge a prospect's interest in the council and determine whether she/he is currently a good fit for the board. When a member of the BDC meets with a prospect, she/he should provide the prospect with information on the council, details on the roles and responsibilities of the position for which that person is being considered, and share explicit expectations for the position, such as the time required, fundraising responsibilities, and representing the council in the community.

1. What interests you about Girl Scouts?
2. What do you believe are the most critical issues facing Girl Scouts in the next ____ years?
3. What do you consider the major challenges facing nonprofit organizations?
4. What experiences gained from serving on other agency boards of directors or committees will you share with Girl Scouts of _____? Are you presently serving on other boards?
5. Membership on the Girl Scouts of _____ Board of Directors involves ____ meetings per year. What, if any, conflicts exist that would prevent you from fulfilling this obligation? Are you willing to serve on committees and task forces?
6. Board members are expected to solicit and contribute funds to the organization annually. In what way have you assisted other causes in soliciting and raising funds? What kind of financial commitment will you be able to make to Girl Scouts?
7. What do you consider to be the most important role of a board member?

8. What talents or skills do you think you can contribute to Girl Scouts of ____ through board membership? How will Girl Scouts of ____ benefit from your participation? How can we best take advantage of your expertise and skills?

9. Do you currently hold any Girl Scout positions? (Board members often need to relinquish other Girl Scout positions during their term of office. If the candidate is currently in an operational volunteer position, ask the following question.) If you had to choose between your position as _____ and a position as (officer or board member), which would you select?



**SAMPLE QUESTIONS FOR
INTERVIEWS WITH CURRENT
BOARD MEMBERS ELIGIBLE
FOR RENOMINATION**

Girl Scouts of _____
Address

We are interviewing every board member whose current term is ending and is eligible for another term. We want you to know how much we appreciate your contributions to Girl Scouting. Because we, as a board development committee (BDC), have a charge to develop a slate that is not only representative of the council's jurisdiction but also includes the variety of skills and experience needed to best support our goals, we would not be serving that charge by automatically reappointing all eligible board members. If a current board member is not asked to serve again, it will be because we have a need for different skills, expertise and qualifications.

1. Are you interested in serving a second term? If so, do you continue to have the time, energy, and commitment necessary to add value and serve as a productive member of this board?
2. Do you feel that your abilities and skills have been well used during your term?
3. Being as candid and objective as you can be, how would you rate your contributions and performance in comparison to your fellow board members? Where would you place yourself – in the lower-, middle- or upper-third?
4. What are your biggest strengths as a board member? What are your biggest weaknesses?
5. What would you say are your most important and distinctive contributions to this board over the last two years?
6. Name the board member you respect the most. What is it about that person's contributions and performance that you respect and admire the most?
7. What do you need to do to become a better board member? Name four or five specific things.
8. Do you feel you had the training needed to do your job?

9. What other areas would be of interest to you and would provide an opportunity for you to continue to draw on your special skills to serve the council?
10. Did you understand your obligations for funding? Were you approached for a contribution in an appropriate manner?
11. Is there anyone you would like to refer to the BDC for consideration?
12. Other comments:



GIRL SCOUTS OF _____
SAMPLE BOARD CANDIDATE
RATING FORM

Girl Scouts of _____
 Address _____

Name of candidate: _____

Name of rater: _____

Interviewed by: _____

Date of interview: _____

On a scale of 1 – 5 (1= not acceptable, 2 = acceptable, 3 = moderately acceptable, 4 = good fit, 5 = great fit), please rate the candidate on each item listed below.

Please circle relevant attributes where more than one is listed.

		Rating
1.	Interest in the Girl Scout mission	
2.	Knowledge and understanding of Girl Scouts	
3.	Professional knowledge and skills needed by the board	
4.	Community Connections (funding, corporate, media, public officials)	
5.	Ability to open doors, cultivate donors and willingness to participate in fundraising efforts	
6.	Commitment to making a personally meaningful financial contribution	
7.	Commitment to the Girl Scout value of diversity	
8.	Listens well	
9.	Expresses ideas and opinions clearly	
10.	Ability to participate effectively in a conversation	
11.	Sense of humor, positive presence	
12.	Ability to ask appropriate questions	
13.	Ability to participate on a regular basis in the board's work	
14.	Leadership in community	
	TOTAL	

Other strong points:

Red flags:

Potential conflicts of interest:

Adapted from *The Board Building Cycle*
 By Hughes, Lakey & Bobowick, 2007



SAMPLE BOARD MEMBER AGREEMENT

Girl Scouts of _____
Address _____

I, _____, understand that as a member of the board of directors of _____, I have a responsibility to ensure that the council does the best work possible in pursuit of its goals. I believe in the council's mission and purpose, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a board member:

1. I will maintain confidentiality of the board's sessions, follow the bylaws, and uphold the board's legal responsibilities.
2. I will help the board fulfill its fiduciary responsibility by exercising prudence and faithfully reading and understanding the council's financial statements.
3. I will attend at least 75 percent of board meetings, committee meetings, and special events. I will read in advance, the board's or committee's mailings prior to the meeting.
4. Each year, I will make a personally meaningful financial contribution to the council.
5. I will actively assist the fund development committee and/or staff by implementing fund-raising strategies in ways best suited for me, for example, through personal influence with others (corporations, foundations, individuals).
6. I will provide suggestions for board prospects.
7. I will avoid prejudiced judgments on the basis of information received from individuals and urge those with grievances to follow established policies and procedures through their supervisors.
8. If I am currently serving as a Girl Scout operational volunteer, I will step down from that position.
9. I will act in the best interests of the organization, avoid even the appearance of a conflict of interest and disclose any possible conflicts to the board in a timely manner. I will serve the council as a whole, rather than special interest groups or regions.
10. I will stay informed about what's going on in the council, ask questions, request information, and actively participate in and take responsibility for making decisions on issues, policies, and other board matters.
11. I will support and encourage the chief executive officer (CEO) as appropriate and work in good faith with senior staff and other board members as partners toward achievement of our goals.
12. I will avoid asking for special favors of the staff, without prior consultation with the CEO, board chair, or committee chairperson.
13. I will follow trends in the council's field of interest.
14. If I do not fulfill these commitments to the organization, I will expect the board chair to call me and discuss my responsibilities with me.

In turn, the organization will be responsible to me in several ways:

1. I will be sent, without request, quarterly financial reports and an update of organizational activities that allow me to meet the "prudent person" standards of the law.*
2. Opportunities will be offered to me to discuss with the CEO and the board chair the organization's programs, goals, activities, and status; additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a board member.

Member, Board of Directors

Chair, Board of Directors

* The "prudent person rule," applied in many legal settings in slightly differing language, states that an individual must act with the same judgment and care as, in like circumstance, a prudent person would act.



SAMPLE CONFIRMATION LETTER

Girl Scouts of _____
Address

Date

Name

Address

Dear _____:

Girl Scouts of [council name] is pleased to place your name as a nominee for election to the council's board of directors. A single slate of board nominees will be presented to our delegates at the annual meeting of [council name], which will take place on [insert date, time, and place]. We are counting on your presence to introduce you to the council delegates, officers, and guests.

The installation of new officers, members-at-large, and board development committee members will take place on [insert date]. At that time you will begin a ____ - year term. We ask that you save this date on your calendar, as all nominees are encouraged to attend.

To facilitate a smooth transition to your role as a [council name] board member, a nominee orientation is planned for [insert time, date, and place]. You will receive more information about the orientation very soon. Board meetings are held on [insert day and month, time and place].

Our immediate need is for you to review the enclosed nominee profile and edit as necessary. A self-addressed envelope is provided for the return of the profile on or before [insert date].

You are joining the board at an exciting time and we are delighted that you are willing to stand for election to the board of directors of [council name]. You will play an important governance role in helping the council and the Girl Scout Movement reach its strategic priorities.

Thank you for agreeing to serve the council in this important leadership role. If you have any questions, please contact me at [insert phone number].

Sincerely,

Board Development Committee Chair

Enclosures

cc: Chair of the Board
Board Development Committee Members
Chief Executive Officer



**SAMPLE CONFIRMATION
LETTER FOR SECOND-TERM
NOMINEE**

Girl Scouts of _____
Address

Date

Name
Address

Dear _____:

The members of the board development committee wish to express appreciation for your consent to place your name in nomination for a second ____-year term as a member-at-large on the board of directors of Girl Scouts of [council name].

Your name will be presented on the official slate for election by our member delegates at the annual meeting. The annual meeting of Girl Scouts of [council name] will be held on [insert date and time], at the _____ in _____. We are counting on your presence and the pleasure of reintroducing you to the council delegates, officers, and guests.

Your participation in the Girl Scouts of [council name] in the past and your interest in continuing to give your time, talent, and financial resources reveal your commitment to serving the needs of today's girls. We thank you for this service and for your willingness to continue to serve the Girl Scouts of [council name].

Sincerely,

Board Development Committee Chair

cc: Chair of the Board
Board Development Committee Members
Chief Executive Officer



**SAMPLE CONFIRMATION
LETTER TO BOARD
DEVELOPMENT COMMITTEE
NOMINEE**

Girl Scouts of _____
Address

Date

Name

Address

Dear _____:

The members of the board development committee (BDC) wish to express appreciation for your consent to have your name placed in nomination for a ____-year term on the Girl Scouts of [council name] Board Development Committee.

Your name will be presented on the official slate at the annual council meeting of the Girl Scouts of [council name] on [insert date and time], at the _____ in _____. We are counting on your presence to introduce you to the council delegates, officers, and guests. Your election to the BDC is confirmed through ballots cast by member delegates.

Membership on the BDC includes challenges and opportunities as well as responsibilities. There will be an organizational meeting for all members of the BDC on _____, at _____ in the council office. Training on the work of the BDC and development of the calendar of work will be completed at that time.

A profile on each nominee is prepared by the BDC to assist our voting delegates. Please review the enclosed profile and add or delete information that you deem appropriate. A self-addressed envelope is provided for return of the profile by _____ with noted changes.

We are delighted that you are willing to stand for election to the BDC of the Girl Scouts of [council name]. If you have any questions, please don't hesitate to contact me.

Sincerely,

Board Development Committee Chair

cc: Chair of the Board
Chief Executive Officer



**SAMPLE REJECTION LETTER TO
PROSPECT**

Girl Scouts of _____
Address

Date

Name
Address

Dear _____:

On behalf of the board development committee of Girl Scouts of [council name], I want to thank you for your time, interest, and willingness to serve as a member of the council board of directors. We have now reviewed the qualifications of a large number of candidates and matched them with the specific needs of the council.

Although we were impressed with your qualifications, our slate for 20__ has been completed and, at this time, your name has not been included among the nominees. We would like to retain your profile in our active files should a vacancy arise for which your qualifications and experience are a good match.

Your interest in Girl Scouts of [council name] is deeply appreciated.

Sincerely,

Board Development Committee Chair



GIRL SCOUT COUNCIL ANNUAL MEETING ELECTION PROCEDURES

Girl Scouts of _____
Address

Election procedures are not the responsibility of the board development committee (BDC). Their inclusion here is intended solely to keep the BDC and persons involved in the election process aware of the process as they prepare for the annual meeting.

It is recommended that you consult your bylaws and the most recent edition of *Robert's Rules of Order Newly Revised* for details or changes in this process.

Action Required (Prior to Annual Meeting)	Persons Responsible
Slate of nominees and biographical sketches are prepared in detailed form	BDC chair
Slate and biographical sketches are mailed to council members with call to annual meeting (according to council bylaws)	Chief executive officer (CEO)
Ballots prepared	CEO
Election placed on agenda	Board chair
Tellers appointed prior to annual meeting	Board chair

Action Required (During Annual Meeting)	Person Responsible
Call for report of the BDC	Board chair
Report of BDC and presentation of slate	BDC chair
Call for nomination from the floor	Board chair
Call for motion to close nominations	Board chair
Vote is taken by acclamation, if uncontested. If contested, vote will be by ballot and tallied by teller.	Board chair
Call for tellers' report, if appropriate	Board chair/secretary
Results of election announced	Board chair
Ballots, if used, are stored according to state law	CEO



BOARD DEVELOPMENT COMMITTEE CHAIR'S REPORT TO THE COUNCIL

Girl Scouts of _____
Address

The content of this report is determined by the board development committee (BDC) and is given by the chair at the annual meeting. The annual council meeting is the time at which the BDC chair explains the importance of the committee's job, the tremendous responsibility placed on its members, and the way its objectives relate to the goals of the council.

The report should give the council members a summary of the composition and competencies of the board as a whole, and explain how well those being nominated, because of their skills, abilities, and qualifications, will help achieve the special council needs in the coming year.

Briefly, the report shows how the committee involved a broad constituency in its search for referrals and indicates the results in the slate presented. It might give a brief summary of the mechanics of the operation, such as travel involved, interviews conducted, and meetings held by the committee.

The content of the BDC chair's report might include:

- Purpose and scope of the BDC's work
- Number of meetings, conferences, telecommunications, and similar efforts that took place throughout the year
- Sources of referrals
- Any special emphasis for the year
- Established criteria
- How the respective competencies of nominees create a balanced board and BDC
- Presentation of the slate

RESOURCES FOR STEP 4: ORIENT



BOARD ORIENTATION ROLES AND TOPICS

Girl Scouts of _____
Address

Orientation of New Board Members

The orientation of new board members upon election or appointment is critical as they should be connected as quickly as possible to the governance of the organization. Orientation actually begins during the recruitment and nominations process as prospective board members learn about the mission, strategic direction, work of the board, and the expectations for board members. Orientation should be scheduled before the first board meeting. Care should be given to managing information so new board members do not feel overloaded with facts and figures. Full orientation may require more than one session.

The responsibility for new board orientation belongs to the board development committee (BDC) chair and the current board chair with the support of the chief executive officer (CEO) or staff designee. Members of the current officer team and senior staff should attend to assist in the presentation of information as appropriate. Members of the BDC should attend in a support role.

BDC Chair

- Takes lead responsibility for ensuring an orientation is scheduled and nominees or appointees are notified
- Works closely with the board chair and CEO on content

Board Chair

- Ensures the orientation covers board role, responsibilities, structure, expectations, ways of work, and the like.

CEO

- Ensures the preparation of content and support for the orientation.
- The CEO is responsible for giving new board members a high level overview of Girl Scouts and the council, including the Girl Scout mission, purpose, and programs, core business strategy, council priorities, and trends and issues facing the council and the Girl Scout Movement.

Orientation helps to develop and prepare new members for leadership and decision making.

Topics to cover in an orientation include:

- Overview of mission, vision, and strategy
- History of the organization
- Program and services
- Organizational structure
- Governance and board ways of work
- Council finances
- Preparing for board meetings



**SAMPLE
GIRL SCOUT COUNCIL NEW BOARD
MEMBER ORIENTATION OUTLINE**

Girl Scouts of _____
Address

TIME	TOPIC	METHOD	RESOURCES	FACILITATOR/S
15-20 minutes	Welcome and Warm-up	The Board Development Committee chair welcomes everyone: I know that many of you have been thinking about your acceptance of this nomination and what it may mean. Find someone you don't know - introduce yourself and tell what excites you about becoming a member of the council board. Sharing is encouraged.	<ul style="list-style-type: none"> Name tents 	Board Development Chair
5 minutes	Purpose of Meeting/ Agenda	Board Chair provides orientation objectives: <ul style="list-style-type: none"> To provide nominees with a high level overview and understanding of Girl Scouting To prepare nominees for their new governance role To highlight the expectations of Board membership 	<ul style="list-style-type: none"> Meeting agenda 	Board Chair
35 minutes	High Level Overview of Mission, Vision Strategy	CEO highlights the mission, beliefs and principles of the Movement. <ul style="list-style-type: none"> High level overview of council (Who we are, GS mission/purpose) Overview of Core Business Strategy and Council Strategy Trends/Issues facing girls in the geographic region 	<ul style="list-style-type: none"> PowerPoint Blue Book of Basic Documents What We Stand For Core Business Strategy & Council Strategy 	CEO and Board Chair
10 minutes		Break		

	TOPIC	METHOD	RESOURCES	FACILITATOR
45 minutes	Governance and Board Ways of Work **Consider holding a separate retreat with the full board on governance responsibilities and board ways of work**	<ul style="list-style-type: none"> Board Communication Board role/responsibilities (incl expectations, ethics) Board structure/committees (incl board/staff partnership) Board's work with Board Development Committee Chartering by GSUSA 	<ul style="list-style-type: none"> PowerPoint 	Board Chair, selected officers
30 minutes	Overview of Council Finances Organizational Structure	<ul style="list-style-type: none"> Sources of income Budget Financial reports Audit CEO reviews the structure of the organization: <ul style="list-style-type: none"> Organization chart Interdependence between National Organization and Councils Highlight Membership, Program 	<ul style="list-style-type: none"> Dashboard, budget and finance report PowerPoint and video 	Treasurer, CFO CEO
10 minutes		Stretch Break		
30 minutes	Preparing for board meetings	<ul style="list-style-type: none"> Review board manual/board website Meeting calendar 	<ul style="list-style-type: none"> Board manual Board calendar 	Board chair
15 minutes	Qs & As	Panel responds to questions and comments	<ul style="list-style-type: none"> Table with chairs 	Selected Officers and CEO
15 minutes	Closing	Summary and evaluations	<ul style="list-style-type: none"> Evaluation Instrument 	Board Development Chair

f Tour of council and visit to Girl Scout Shop (optional)

Note: Consider holding a separate retreat/session with the full board to do a deep dive on the board's governance role; engage in dialogue about board culture and ways of work; and begin to build the new board team. Some organizations will bring in new members for a half-day orientation and then hold a full board retreat the next day.



**BOARD OF DIRECTORS
 MANUAL**

Girl Scouts of _____
 Address

SUGGESTED CONTENTS

1. Table of contents	<ul style="list-style-type: none"> √ Contents of manual √ All pages numbered and dated
2. Board structure/operations	<ul style="list-style-type: none"> √ Board member names, positions, contact info, and terms √ Board bios √ Board calendar √ Board work plan √ Board meeting agendas and minutes √ Description of board and officer responsibilities √ List of committees and task forces √ Description of board member liability insurance √ Conflict of interest statement √ Code of conduct √ Board meeting attendance policy √ Board travel reimbursement policy
3. Committees/task forces	<ul style="list-style-type: none"> √ Committee/task force charges √ For each committee include: <ul style="list-style-type: none"> √ Members and terms √ Calendar, agendas, and minutes √ Committee year-end reports and goals and objectives for the current year
4. Mission/vision/values/strategic priorities	<ul style="list-style-type: none"> √ Includes information about Girl Scouts' mission, values, and beliefs √ Council's strategic priorities and GSUSA Core Business Strategy √ Dashboards or status reports/updates
5. History /background	<ul style="list-style-type: none"> √ Council profile √ Brief history or fact sheet √ Most recent annual report √ Recent council performance assessment √ Packet containing brochures and other promotional material
6. Articles of incorporation and bylaws	<ul style="list-style-type: none"> √ Articles of incorporation √ Bylaws √ IRS determination letter

<p>7. Financial summary</p>	<ul style="list-style-type: none"> √ Annual operating and capital budget – current and prior year √ Form 990 √ Annual audit √ Financial policies √ Property surveys √ Insurance policies √ Registration for solicitation √ Fiscal calendar √ Summary of funding sources √ List of major donors for past two years
<p>8. Staff</p>	<ul style="list-style-type: none"> √ Senior leadership list and bios √ Organizational chart
<p>9. Glossary</p>	<ul style="list-style-type: none"> √ List of jargon and frequently used acronyms (for example service units, decision influencing...)

RESOURCES FOR STEP 5: INVOLVE AND EDUCATE



**SAMPLE
BOARD COMMITTEE
INTEREST INDICATOR**

Girl Scouts of _____
Address _____

Please indicate the board committee/task force you would be interested in serving on this year:
(1 = first choice, 2 = second choice, 3 = third choice)

_____ Audit Committee

Duties include recommending an auditor and seeing that the audit is completed and presented to the board.

_____ Finance Committee

Duties include financial oversight and providing guidance to the board on financial policies.

_____ Fund Development Committee

Duties include developing and implementing with the director of development funding strategies for the council.

[Note: Add to this list any committees and task forces that have been identified and approved by the board for the new board year.]

Additionally, I will be willing to do the following to support the board action plan for this year:

Signed _____ Date _____

RESOURCES FOR STEP 6: EVALUATE



**SAMPLE
INDIVIDUAL BOARD MEMBER
SELF-ASSESSMENT SURVEY**

Girl Scouts of _____
Address

Evaluating my role as an individual board member:

	Yes	No	Somewhat	Not Sure
Do I understand and faithfully uphold the Girl Scout mission and philosophy?				
Do I demonstrate passion and personal commitment to Girl Scouting?				
Do I avoid conflicts of interest and promptly disclose any conflicts that might occur?				
Do I attend the required number of board meetings (yes = perfect attendance)?				
Do I come to board meetings on time, prepared and knowledgeable about the issues to be discussed?				
Do I actively participate in board discussions?				
Do I ensure that I understand the council's finances and budget so that I can provide adequate oversight?				
Do I actively advocate for Girl Scouts in the community by using my relationships to enhance its work?				
Do I willingly identify and cultivate potential donors, assisting in fundraising as agreed upon by the board?				
Do I actively participate in Girl Scout events?				
Do I make a personal financial contribution?				

	Exceeding Expectations	Doing the Basics	Not Fulfilling Obligations	Not Sure
Overall, I would rate the value I have added to the board as:				



BOARD MEMBER EVALUATION

Girl Scouts of _____
 Address _____

To be completed by individual board members and/or the board development committee (BDC)

Name: _____ Member since: _____

PARTICIPATION

Meetings attended [insert year]	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
Board (total # mtgs. held _____)												
Committees (total # mtgs. held _____)												
Other meetings/events (total # held _____)												

GIVING AND FUNDRAISING RECORD

	Year 1	Year 2	Year 3
Annual Personal Gifts			

Number of prospects identified: _____
 \$\$ raised for council: _____

	Letters Sent (number)	Phone Calls (number)	Face-to-Face (number)
Cultivation Activities			
Solicitation Activities			
Acknowledgment			

Expressed intent to remember Girl Scouts
 _____ Yes _____ No



COUNCIL BOARD REVIEW TEMPLATE

Girl Scouts of _____
 Address

This template is a guide for boards to use in determining how well they are performing in governance. It is intended to spur dialogue and/or initiate a work plan.

GOVERNANCE	We perform consistently well in this area.	This is an area for improvement.	Work plan for improvement (include goals/timeline)
Strategic Leadership			
The board sets the strategic direction for the council and approves strategic priorities.			
In partnership with the CEO, the board establishes a desired future that aligns with the Girl Scout mission.			
In partnership with the CEO, the board identifies clearly defined outcomes.			
The board looks internally to determine if the council has the resources (human, technological, financial, etc.) to support desired outcomes.			
The board looks externally and scans the environment for factors impacting the council. Does the organization have a competitive advantage? What does it do well? What does it need to stop doing?			
Board members understand and demonstrate a commitment to philanthropy. They actively identify and cultivate charitable donors or resources. There is a structure and appropriate support for members to fulfill this responsibility.			
Board giving is at 100%.			
Key board leadership works with the board development committee (BDC) on board assessment, board evaluation, and the orientation of new members.			

This template is a guide for boards to use in determining how well they are performing in governance. It is intended to spur dialogue and/or initiate a work plan.

GOVERNANCE	We perform consistently well in this area.	This is an area for improvement.	Work plan for improvement (include goals/timeline)
Board Culture			
Board members work well together.			
The board benefits from the skills and talents of members.			
The board embraces change as a potential opportunity rather than as a potential threat.			
The work of the board is action oriented and results driven.			
The board is flexible and adaptive to change.			
Board decisions are well informed, timely, and driven by knowledge and insight.			
Board decisions are confidential until it is determined that information should be released or shared. Board members own and support decisions.			
Board meetings are open to questions, challenges, and a diversity of opinions.			
The board assesses its climate by conducting an annual assessment of itself and its committees.			

This template is a guide for boards to use in determining how well they are performing in governance. It is intended to spur dialogue and/or initiate a work plan.

GOVERNANCE	We perform consistently well in this area.	This is an area for improvement.	Work plan for improvement (include goals/timeline)
Board Meetings			
Board meetings are well organized and focused.			
Board materials arrive or are posted on a board Website in advance, along with supporting documentation.			
Board meetings have written agendas that focus on strategic issues and priorities, not on operational activities.			
The board actively engages in dialogue and avoids rubber stamping decisions.			
The board monitors organizational performance via meaningful metrics. Information is accurate, easy to understand, and timely.			
Board meetings begin and end on time.			
Board minutes accurately reflect deliberations and actions taken.			
The board maintains an annual calendar of meetings. The board has an attendance policy.			

This template is a guide for boards to use in determining how well they are performing in governance. It is intended to spur dialogue and/or initiate a work plan.

GOVERNANCE	We perform consistently well in this area.	This is an area for improvement.	Work plan for improvement (include goals/timeline)
Culture of Trust			
The board actively seeks to strengthen the democratic process to ensure that the membership has the opportunity to influence major decisions.			
The board develops and provides effective responses and rationales to the membership for major policy decisions.			
The board values the participatory involvement of older girls in governance.			
Board Structure			
A description exists of the board and board committee responsibilities.			
The board assesses its overall effectiveness and considers board size, composition, and committee structure. Adjustments are made to the bylaws.			
The board sees that the articles of incorporation and bylaws conform to state statute and have been reviewed by legal counsel.			
The board reviews policies periodically.			

This template is a guide for boards to use in determining how well they are performing in governance. It is intended to spur dialogue and/or initiate a work plan.

GOVERNANCE	We perform consistently well in this area.	This is an area for improvement.	Work plan for improvement (include goals/timeline)
Duty of Loyalty			
Board members and non-board committee members display the highest standards of ethical conduct. A conflict-of-interest statement is signed by each member annually.			
Board members serve without payment unless the council has a policy identifying reimbursement of out-of-pocket expenses.			
Duty of Care			
New board members receive an orientation about their roles and responsibilities as well as an introduction to Girl Scouts that includes the mission, bylaws, policies, and program.			
Board members act in the best interests of the organization without regard to their own personal interests.			
All board members receive ongoing training and information about their responsibilities.			
Duty of Obedience			
The board uses the mission as a basis for decision-making.			
The board reviews the mission regularly.			
The board acts in accordance with state and federal laws and regulations applicable to non-profits.			

This template is a guide for boards to use in determining how well they are performing in governance. It is intended to spur dialogue and/or initiate a work plan.

GOVERNANCE	We perform consistently well in this area.	This is an area for improvement.	Work plan for improvement (include goals/timeline)
Management Oversight			
The CEO is recruited, selected, and employed by a board that provides clearly written expectations and qualifications for the position.			
The roles of the board and the CEO are defined. The CEO serves as the chief staff leader of the council's operations, and the board is focused on policy and planning.			
The board has an established policy that clearly states a process for the CEO performance review.			
The CEO has mutually agreed upon performance goals that are clear and measurable. Performance goals align with strategic priorities.			

Notes:



**BOARD MEETING EVALUATION
SAMPLE 1**

Girl Scouts of _____
Address

1. The issues we covered today were:
Trivial 1 2 3 4 5 Critical

2. The materials provided were:
Not at all helpful 1 2 3 4 5 Indispensable

3. Today's discussion concerned primarily:
Operational issues 1 2 3 4 5 Strategy issues and Policy

4. How could we have improved today's meeting?

5. What decisions did we make today that will impact the future of this council?

6. In light of today's meeting, what are the most important issues we should address prior to our next meeting?

7. Other comments:

Adapted from *How to Help Your Board Govern More and Manage Less* by Richard Chait



BOARD MEETING EVALUATION SAMPLE 2

Girl Scouts of _____
Address

Issue	Yes	Needs Improvement	Suggestions
The meeting followed the agenda.			
The agenda focused on strategic/critical issues and was supported by necessary documentation/information			
The meeting started and ended on time.			
All board members were present.			
All board members were prepared and had read materials in advance.			
All board members were active participants.			
We avoided getting into operational issues that should be handled by management.			
Diverse opinions were expressed and differences handled respectfully.			
The chair led the meeting with skill.			

Adapted from *The Board Building Cycle* by Hughes, Lakey, and Bobowick



**BOARD MEETING EVALUATION
SAMPLE 3**

Girl Scouts of _____
Address

If you do not agree with any of the following comments, please explain why this is the case.

1. The information in the board packet helped me prepare for this meeting.
2. The meeting focused on strategy and governance rather than operational issues.
3. We spent the majority of our time in dialogue versus passively listening to reports.
4. We covered the issues thoroughly and objectively.
5. Every board member had an opportunity to ask questions or express her/his opinions.
6. The chair effectively facilitated the meeting.

My additional suggestions for improving the board meetings:

RESOURCES FOR STEP 7: ROTATE



SAMPLE BOARD MEMBER EXIT INTERVIEW

Girl Scouts of _____
Address _____

Name of Board Member: _____ Date of Interview: _____ Time: _____

Telephone Call/Face to Face _____ Completed by: _____

I. Introduction

- a. Thank board member for her or his service.
- b. Explain the purpose of the exit/board resignation interview.
- c. Indicate who will have access to this information.

II. Resigning Board Members: This section is only for those board members who have resigned. Proceed to Section III if the person you are interviewing is rotating off the board after serving her/his full term(s).

- a. What were your principle reasons for resigning from the board?
- b. Could something have been done to influence your decision to resign? ___ YES ___ NO
If yes, what?

If no, why not?

III. Board Experience

- a. What did you like best about being on the board?
- b. What did you like least about being on the board?
- c. Did you feel your contributions during board meetings were:
Listened to? ___ YES ___ NO

Respected? ___ YES ___ NO

Appreciated by other board members? ___ YES ___ NO

d. Were you satisfied with your contributions to the organization?

e. Did you get the necessary information from the board to make decisions? ___ YES ___ NO

If yes, please explain:

If no, why not?

f. Were board meetings run efficiently? ___ YES ___ NO

If yes, please explain:

If no, why not?

g. What would you change about the operation of the board?

h. Was committee work effective? ___ YES ___ NO

If yes, why?

If no, why not?

i. What did you think about how decisions were made by the board?

How would you rate the following?

Item	Excellent	Good	Fair	Poor	Comments
1. Cooperation within the board					
2. Communications from the CEO/staff					
3. Communications between you and other board members					
4. Training provided in preparation for board service					

What did you think of your board service in regard to the following?

Item	Almost Always	Usually	Sometimes	Never	Comments
1. Board members received fair and equal treatment from the board chair					
2. Committee members received fair and equal treatment from the committee chair					
3. The board provided recognition					
4. The board developed cooperation and teamwork					
5. The board encouraged and listened to suggestions					
6. The board resolved complaints/issues in a constructive manner					

IV. Relationship with Staff

How would you rate the following?

Item	Excellent	Good	Fair	Poor	Comments
1. Council staff cooperation					
2. Communications from the council staff					
3. Staff administrative support					

V. Improvements & Recommendations

a. What things about the board could use improvement?

Please provide suggestions on how to make those improvements.

b. What are some things that would be important to tell prospective board candidates about the board?

VI. Future Service with Council

a. Are you interested in future involvement with the council? ___ YES ___ NO

If yes, are there areas in which you have particular interest?

If no, why not?

VII. Other Comments

VIII. Closing Remarks

IX. Review Results with the Board Chair and CEO

a. Determine the need for additional interaction or follow-up.

b. Execute the plan.

c. Check results.

USER FEEDBACK

