



Orientation should be more than a familiarization tour

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Most organizations conduct board orientation periodically. The audience, delivery, content and frequency vary broadly. There is even difference as to whether the process is exclusively for new leaders or should include the entire board (plus committee chairs).

At a national association recently, when the orientation began I observed the seasoned board members leave for the lounge while four new directors were briefed by staff. It was a missed opportunity for experienced leaders to share their knowledge with peers.



Orientation is a chance to impart knowledge and to protect the organization. Don't let it be just a familiarization tour for new directors.

Annual orientation

Orientation is a yearly occurrence. The primary purpose is to impart knowledge and discuss governance.

It doubles as an opportunity to document in meeting minutes that volunteers received the governing documents and were briefed on policies, such as confidentiality, who speaks for the organization, antitrust avoidance, and disclosure of conflicts of interest.

The importance of training is amplified by the IRS query on Form 990 about disclosing conflicts, as well as the FTC opinion that trade associations should have a measure antitrust avoidance in place (violations can result in fines up to \$10 million). Having noted such lessons in meeting minutes could bolster a defense if a director, staff or the board were under investigation for price fixing, for instance.

An orientation can be held in as little as 90 minutes. Some groups schedule a half day or add team building activities for a day.

Important messaging

Plan the orientation to cover four areas:

- About the organization
- Director roles
- Risk awareness
- Strategic direction

When communicating roles and responsibilities be sure to incorporate these governance concepts:

- Directors are trustees responsible for the corporation (not just volunteers at a table).
- Fiduciary duties do not reference just finances but more importantly the legal principles of care, obedience and loyalty in representing members.
- Directors should be intimate with finances and conversant about budget and assets.
- The governing documents (articles, bylaws, policies) are critical to read and understand.
- Volunteer immunity protects the board if they work within the governing documents.
- The board sets the direction — staff implements the decisions of the board. Directors are not installed for micromanagement nor "snoopervisory" roles.
- Directors do not comment on performance of the staff; the relationship with employees is through the executive director.
- The board does not do committee work at the board table.

- Board liaisons attending committee meetings should not usurp the authority of the committee chair; staff liaisons to committees should be positioned as resources, not secretaries.
- The mission statement should frame nearly every discussion.
- Board minutes are not a newsletter for members, but rather a document to protect the board.
- The appropriate place for conversation is inside the boardroom, not in the parking lot after the meeting or through an email campaign initiated by an upset director.

Conducting board training

Board orientation should be a skill set of the executive director. If the CEO is not confident in communicating corporation governance responsibilities, rely on a lawyer, CPA or experienced executive.

In summary, orientation is conducted annually, and there is benefit to having the entire board participate. The process imparts knowledge and protects the organization when documented through minutes and policy. Directors must receive or have access to the governing documents.

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About the Author



Bob Harris, CAE, provides free governance tools and templates at [The NonProfit Center](#). He is on the faculty for the U.S. Chamber of Commerce and has worked in Amman, Jordan, Tokyo, Japan, Kiev, Ukraine and Minsk, Belarus to help organizations. Bob received “Association Partner of the Year” award from Association Trends Magazine in 2012, and he has authored books on association management. To improve management he created the Association Self-Auditing Process, used by more than 20,000 organizations. He believes that nonprofit organizations should be as efficient as any commercial business.



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