



Pennsylvania Association of
Nonprofit Organizations

PANO Board Member Commitment Agreement

*Board Responsibilities, Board Composition, Conduct of the Board, Code of Ethics and
Board Member Agreement*

General Summary

The PANO Board has oversight of key areas including PANO's ethical culture; strategy; performance and financial reporting; risk management; and, regulatory compliance. The board, or a designated committee, also has oversight of Executive Director talent management, including Executive Director performance, compensation, and succession. The Board also oversees its own performance and education.

A. Board Responsibilities

1. The board engages in ongoing activities to determine the mission of the organization and is responsible for **co-developing, reviewing and approving management's strategic and business plans, including developing a depth of knowledge about the business being served, understanding and questioning the assumptions on which such plans are based, and reaching an independent judgment as to the probability that plans can be realized.**
2. The board defines specific long-term and annual **goals and objectives related to the organization's mission and evaluates the success of the organization's programs toward achieving that mission. Part of the board's regular monitoring of organizational performance includes review of the operating results to evaluate whether the business is being properly managed.**
3. The board establishes policies for the effective management of the organization, including financial and, where applicable, personnel policies.
4. **The board annually approves the organization's budget and regularly assesses the organization's financial performance in relation to the budget. As part of the annual budget process, the board reviews the percentages of the organization's resources spent on programs, administration, and fundraising. The full board approves the findings of the organization's annual audit and management letter and plan to implement the recommendations of the management letter. The full board reviews the PANO IRS Form 990 before it is submitted.**
5. The board, or a designated committee, periodically reviews the appropriateness of the overall compensation structure of the organization.

B. Board Composition

1. The board is composed of individuals who are personally committed to the mission of the organization and who possess the specific skills and time needed to accomplish the mission.
2. The board will have no fewer than ten (10) unrelated directors and no more than thirty (30) at any one time.
3. **The organization's bylaws define specific terms of service for board members, most typically in 3 year increments and beginning in January.**
4. Board membership will reflect the diversity of the communities served by the organization.
5. Board members will serve without compensation for their services as board members. Board members may be reimbursed only for expenses directly related to carrying out their board service.

c. Conduct of the Board

1. The board is responsible for its own operation, including the education, training, and development of board members, periodic evaluation of its own performance the selection of new board members, and periodic review of its bylaws.
2. The board has a rigorous board development process that outlines clear performance expectations for board members, and ensures accountability for performance. To ensure that the board remains vital and that it represents the constituencies necessary to make it most effective, the board has established mechanisms for recruitment of new members, terms of service, and succession planning.
3. The board is responsible for orienting and training new board members; **orientation includes introduction to PANO's Strategic Plan and the Standards for Excellence.**

PANO Board Member Commitment Agreement

1. The board has clear expectations for board members, including expectations for PANO membership, annual financial contributions and participation in fundraising, activities, committee service, and program activities (e.g. regional events, annual conference).
2. The board meets as frequently as is needed to fully and adequately conduct the business of the organization. At a minimum, the board meets six (6) times a year.
3. The organization has written policies which address attendance and participation of board members at board meetings. These policies include process to address noncompliance.
4. Written meeting minutes reflecting the actions of the board, including reports of board committees, are maintained and distributed to board and committee members.

d. Code of Ethics

As a board member of PANO, I will:

1. Be committed and act in a manner consistent with the vision, mission, and values of PANO, rather than focusing on my personal goals.
2. Accept responsibility and share power in order to work as a productive, cooperating member of the PANO board.
3. Avoid conflicts of interest between my position as a PANO board member and my personal and professional life.
4. Support in a positive manner all actions taken by the PANO board, even when I am in a minority position on such actions.
5. Never exercise authority as a PANO board member except when acting in a meeting with the full board or as I am delegated by the board.
6. Keep confidential matters confidential by respecting the confidentiality of all board discussions and deliberations and company materials.
7. Be accountable with the rest of the Directors, for competent, conscientious, and effective accomplishment of the obligations of the PANO board.
8. Act in a manner consistent with this Code of Ethics despite personal opinions, values, or differences.

E. Board Member Agreement

I understand that as a member of the Board of Directors of PANO, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its mission and related goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a PANO board member:

1. I will interpret the organization's work and values to the community, represent the organization, and act as an ambassador.
2. I will attend at least 75% of board meetings, including the annual board retreat. I will also make every effort to attend committee meetings, and some special events. Circumstances will be discussed with the Board President. (e.g. regional events/annual conference). These commitments typically include:

- Six board meetings per year—most held in Harrisburg; each meeting is about four hours in length.
 - Annual conference usually last 1.5-2 days
 - Board retreat is generally 1 full day in the summer; it is one of the six board meetings.
3. I will maintain a PANO membership and make a personal annual financial contribution at a level that is meaningful to me and also encourage my employer to financially support PANO when possible.
 4. I will actively participate in one or more fundraising activities.
 5. I will actively serve on at least one committee and/or task force.
 6. I will make at least one referral to the Governance Committee for a new PANO board/committee member.
 7. If, for any reason, I am unable to fulfill my board obligations I will contact the board president to discuss other options for service to PANO.

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

1. I will be sent, without request, at least 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 Executive Director and the Board President 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.
4. Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal and moral responsibilities to this organization. Board members and staff will work in good faith with me towards achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the Board President and Executive Director to discuss the organization's responsibilities to me.