

School of Planning, Public Policy and Management



PPPM 687: Board Governance Fall 2019/Winter/Spring 2020 (CRN 15203/CRN xxxxx/CRN xxxxx)

Professor: Diane Lang JD
Email: dblang@uoregon.edu
Office Hours: By appointment
Class Time: Check DuckWeb each term!
Room: Check DuckWeb each term!

Course Description

Approval is required to take this course:

- Master of Nonprofit Management or Graduate Certificate in Nonprofit Management students can be approved by the PPPM School and should contact Renee Irvin (rirvin@uoregon.edu) for this approval.
- Other graduate students will be screened by the Instructor by submitting a questionnaire to the email above (dblang@uoregon.edu). The questionnaire can be obtained from Renee Irvin (rirvin@uoregon.edu).

Students also can obtain, from Renee Irvin:

- A List of Organizations interested in participating and
- A Memorandum to Interested Organizations that will help the student approach organizations.

Students, just like any other board member, are expected to approach the organization themselves with their interest.

Students are encouraged to seek a nonprofit organization that fits their field of interest, considering both the mission of the organization as well as the developmental stage and size of the organization. In approaching the organization, students shall offer the Memorandum to Interested Organizations.

Students should secure a host organization and board placement, at the latest, by the beginning of Fall term. We encourage students to introduce themselves in the preceding spring or summer, and begin serving on the board over the summer, if possible. It often takes a couple months for introductory meetings and the Board voting process. In addition, students who line up their agency and begin Board service ASAP get more out of the experience and say they enjoy it more than students who get connected with their organization later.

The Scholars on Board Program, a joint project by University of Oregon's School of Planning, Public Policy & Management and Columbia Bank, is a unique opportunity for both students and nonprofit organizations. While taking a 3-term, 3-credit course in Board Governance, students serve as Board members on the Boards of regional nonprofit organizations for the academic year (9 months-1 year). This course is intended for graduate students who will continue their professional careers in close contact with nonprofit organizations - some as nonprofit executives and others as key volunteers on boards of directors. Whether those organizations are in the visual and performing arts, human services, environmental advocacy, education, or any of the other vast array of nonprofit activities, all need effective boards of directors. In fact, strategic decision making and firm but caring guidance by a board of directors provides the steering that a nonprofit organization needs to carry out its mission with confidence.

The course is organized in an unusual way to take advantage of a terrific opportunity. First, students will register for Pass/No Pass credit Fall term and will be approved to participate as Scholars on Board on a merit basis. Selection will depend on the contribution that we think the student can make to an organization. After mandatory Fall introductory board governance orientation class sessions with assigned reading, the students will then serve on a nonprofit board during the academic year. Students are expected to serve A MINIMUM of 10 hours per month on Board duties, i.e. 30 hours each term, 90 for the academic year. Most organizations expect that Board members serve on board committees and attend community outreach and fund-raising events. In addition, students may complete a major project or serve in a significant leadership role to accomplish the required 90 hours of service for the 9-month course. Students will keep a Board Volunteer Log of all hours of service to the organization. Both the hours and activities on the log must be approved by the organization at the end of each term.

During Fall term, we will have 3 classes that will provide the orientation for the course. Attendance is important!

During Winter term, the students will not have any classes and are expected to immerse themselves in their Board service and may check in with the instructor as necessary by email.

During Spring term, students will meet again for class sessions to debrief and share their experiences and, at the final class, deliver their presentation to the entire class. Each student will be required to complete a written evaluation report of the board, drawing from the course readings to describe high and low-functioning aspects of the board with recommendations for the board.

NOTE: Students receive Incompletes each term until all course requirements are fulfilled in Spring term.

If stipends are available: If the student has completed the coursework, fulfilled their 90 hours of board service and served conscientiously on the board over the year, stipend students will be awarded their stipend to offset expenses associated with having served on the board. In past years, this stipend has been \$500 per student for the 3 quarters of board service. This year, the stipend might be somewhat smaller than \$500 due to the large number of students compared to the fixed amount of the grant from Columbia. *This stipend will reduce your federal financial aid by the same amount if you receive federal financial aid (your loan total balance will be reduced).*

Scholars, hosting organizations, university and Columbia Bank personnel and media are invited to a closing symposium at the end of Spring term. Your attendance at the Symposium is mandatory.

Please note that serving on a nonprofit board is an excellent way to build friendships with people in the nonprofit and business sectors who share your passion for the organization's mission. Board membership opens doors to networks of dedicated people who are at the top of their professions. The nonprofit organization benefits, on the other hand, by your point of view, your expertise and experience in your field, and your energy and enthusiasm for the mission. Spend the year thoughtfully, through observation and participation. For example:

- How do the board members' decisions further the organization?
- How might the board be inhibiting the performance of the organization?

- What is the relationship between the Executive Director and the board?
- How does the board chairperson influence the decision making?
- Were any controversial decisions made during the year?
- Are the board members good at evaluating the financial progress of the organization?
- How well does the board articulate and pursue the mission?
- How involved are the board members in day-to-day activities (fund raising, program planning, staffing decisions, etc.)?
- At the end of the year, what major decisions still loom on the horizon? How might you approach those decisions if you were the chair of the board?

By the end of the year, you will be able to articulate the features of a well-functioning board that work right for different types and sizes of nonprofit organizations. No theoretical model of governance works perfectly well for all boards, yet many high-functioning boards have certain features in common that you will be able to identify. You also will be familiar with the legal (fiduciary) responsibilities of a board of directors.

The course can only be taken once. The class and your organization may attract some media attention, so be mindful of your status as representatives of the University and your organization. All students must have a working email account and must have access to the class website (on Canvas). Handouts that are available on the course website are not distributed to the class by other means.

NOTE: We do not recommend the students serve as President or Chair of their Boards, unless there are exceptional circumstances and a long history with the organization. Please confer immediately with the instructor should this issue arise.

Course Objectives/Learning Outcomes

Upon completion of this course students will be able to:

1. Articulate the features of a well-functioning board for different types and sizes of nonprofit organizations.
2. Understand the legal (fiduciary) and governance responsibilities of a Board of Directors.
3. Understand the role of the Board of Directors supporting and sustaining the mission.
4. Understand the role of the Board of Directors in strategic initiatives.
5. Serve in a leadership role on a Board of Directors, promoting best Board practices and enhancing Board efficacy.
6. As a nonprofit manager, promote best Board practices and enhance Board efficacy.

Course Website

The course website will be located on the University of Oregon's Canvas system.

<https://canvas.uoregon.edu/>

All important documents are on Canvas in the Files section. The class syllabus, announcements and other materials will be posted on the course website. Please check the course website for updates. In addition, make sure that the University registrar has your correct email address: We will use this email address to communicate with you as needed.

Required Readings

The required readings for this class will be available on the internet and free to all users. These readings are meant as resources for any Board member and all Boards in general. You may feel free to share them. The reading list is contained in this syllabus and will be on the course Canvas site. Students are required to read all the materials **throughout the Fall term and should come prepared with a couple questions related to the materials and ready to discuss the assigned materials.**

Assignments and Course Grades

The course grade will be based on the following components:

Class Attendance/Participation/Discussion	20%
Volunteer Hours Log	20%
Organization's Evaluation of You	20%
Class Presentation	20%
Final Report	20%

Class Attendance, Participation and Discussion: 20%

Because the number of class sessions is extremely limited, attendance is expected at ALL the board governance classes throughout the academic year, as well as at the closing symposium. Any absence is considered unexcused unless you have received instructor approval to miss the class. Class times are posted on DuckWeb ahead of the term and students are expected to arrange their schedules to attend all classes. If you have an excused absence, you may receive partial credit for the class by having a classmate record the class, listen to the recording and take notes, submitting your notes to the instructor.

Volunteer Hours Log: 20%

Each term you are required to submit, by the first day of exams, a CUMULATIVE approved Volunteer Hours Log, showing your total work for the year. The Volunteer Hours Log must be approved by an email from the Board President to the Instructor, by the first day of exams each term. The student will send the log, by email to both the Instructor and the Board President, requesting that the President email the Instructor if they approve and agree with the hours served as well as the activities described. The Hours Log template is in Files on Canvas.

Organization's Evaluation of You: 20%

The board chair, executive director, or other representative of the board of directors will fill out a short evaluation of your service on the board, especially regarding attendance, participation, and overall positive influence on board activities. The organization's evaluation of you is due at the end of the year, by the first day of exams in Spring term. The Evaluation form is in Files on Canvas.

Class Presentation: 20%

Depending on the number of students, you will be asked to make a 4-5 minute in-class presentation (with Q&A) on your analysis of the effectiveness of your board and recommendations to them. You will address the class as if we are your Board and this is your practice presentation to the Board itself. This presentation will instruct your peers, so that we receive instruction in a variety of board types and issues. You should make this a **professional-level presentation as if you are making the presentation to your Board, as if you are an independent consultant on Board Governance and have been asked for a frank evaluation and advice. You are expected to assume a diplomatic, helpful and constructive voice** regarding your recommendations to the Board. Identification of problems or challenges alone is not enough. You are expected to recommend a path forward and have concrete recommendations for action. All students are encouraged to ask to make this presentation to the Board itself or to a smaller group of organizational leaders.

Final Report: 20%

In this 5-page double-spaced report, you will link your year of board service to the readings and lecture material. This report will focus on **recommendations you would make, giving priorities, timeline suggestions and resources**. This report should be concise (five-page limit) and well-written with a logical, clear and professional tone. While the format may go beyond a strictly academic narrative paper, your ideas and recommendations must be supported by endnotes and good authority. Citations and bibliography do not count toward the 5 pages and may appear on a separate page. As with the presentation, it is important that you are diplomatic, constructive and specific in your recommendations regarding their

challenges and path forward. Step outside your role as a Board member and write this report as if you are an independent consultant on Board Governance and have been asked for a frank evaluation and advice. Once again, as with the presentation, you are strongly encouraged to share this report with your organization.

Ask yourself: How does your board fit descriptions in the literature of highly functioning boards? How does it differ? Are there compelling reasons for your board to function differently? If you were to change the board over a few years of service, either as the Executive Director or as the board chair, how would you change it (people, functions, decision making formats, training for new board members, and so on)?

Course Workload

Generally, the expected workload for a graduate level class is approximately 3-4 hours/week per credit hour. Since our class meets only several times over the academic year, students should expect to spend their hours working with their organization in service hours and reading/studying for this course.

Classroom Environment

To create a classroom in which students are comfortable expressing their opinions and perspectives, students should approach the readings and others' contributions with both an open mind and a willingness to question one's own assumptions and biases.

Professional Practice and Conduct

Students are expected to behave in a professional manner at all times in the classroom and on class assignments outside the classroom. Furthermore:

- Students should treat each other and the instructor with the professional courtesy and respect expected in a workplace.
- All communications relating to this course and all work turned in for this course should reflect professional standards in tone, presentation, formatting, and spelling. A professional voice is one that is diplomatic and constructive at all times.
- The classroom is a place of focused learning. This requires that students arrive on time, stay until the end of the class period, and do not disrupt the class by leaving the room temporarily. I also expect students to refrain from non-learning activities during class and to mute all cell phones before entering the classroom. Students who fail to adhere to these guidelines will be asked to leave for the remainder of the class session.
- I expect all course assignments to be completed using a word processor.

Writing Lab

This is a writing intensive course. If you struggle with writing, I strongly encourage you to use the services of the Writing Lab: The Writing Lab begins week two of the term and closes at 5:00PM the Wednesday of finals week. Free tutors are available. Upper-division and graduate student tutors are available on a drop-in basis or by appointment.

Email

I will try to respond to all email within 48 hours of receiving them. Please, please make sure you have reviewed the course website and the syllabus prior to sending a note about course logistics! Most answers are in the syllabus!

Written, Graphic & Visual Materials

Your ability to communicate orally and using written, graphic, and visual techniques are critical and valuable skills in nonprofit management. Evaluation of assignments will consider the following communication criteria:

- Document structure (clear organization and flow)
- Findings (conclusions supported by evidence)

- Tone and voice (professional, avoiding bias and using active voice)
- Presentation (appropriate use of graphics, tables, photos, etc.)
- Formatting
- Grammar and punctuation
- Proper reference citations

Documented Disabilities

Students with a documented disability and anticipate needing accommodations in this course should make arrangements to see the instructor as soon as possible, and should request that the Counselor for Students with Disabilities send a letter to the instructor verifying the disability.

Late Assignment Policy

We strongly discourage submitting assignments late. Late assignments will be assessed a 10% per day penalty (including weekends) unless there is a qualified, documented excuse (according to UO rules).

Missed Class Policy

Since we only have a few classes during the entire academic year, class attendance and participation are mandatory, are part of the grade and essential to this course and experience. All class absences must be excused ahead of time. If you must miss a class, please arrange for a classmate to record the class for you or arrange for you to listen in on the class remotely. For partial credit for an excused absence, listen to the recording, take notes and submit your notes to the instructor. Instructor lecture notes are not available. Given that this is a small class, please email me ahead of class if you must miss class.

Incomplete Policy

Students are expected to turn in all materials at the designated time and date. In accordance with university regulations, an incomplete will only be given when "the quality of work is satisfactory but a minor yet essential requirement of the course has not been completed for reasons acceptable to the instructor."

Academic Misconduct

You are expected at all times to do your own work. Copying content from other students and submitting it as your own work is grounds for failing the class. The University Student Conduct Code (available at conduct.uoregon.edu) defines academic misconduct. Students are prohibited from committing or attempting to commit any act that constitutes academic misconduct. By way of example, students should not give or receive (or attempt to give or receive) unauthorized help on assignments or examinations without express permission from the instructor.

Plagiarism

Students should properly acknowledge and document all sources of information (e.g. quotations, paraphrases, ideas) and use only the sources and resources authorized by the instructor. If there is any question about whether an act constitutes academic misconduct, it is the students' obligation to clarify the question with the instructor before committing or attempting to commit the act. Additional information about a common form of academic misconduct, plagiarism, is available at:

www.libweb.uoregon.edu/guides/plagiarism/students.

Equity and Inclusion

Diversity Statement (*Written by the Department of Education, used with permission*)

In this course, class discussions, projects/activities and assignments will challenge students to think critically about and be sensitive to the impact of cultural, religious, gender, race, socioeconomic, physical and cognitive ability, and sexual differences. Students will be encouraged to develop or expand their respect and understanding of such differences.

Classroom Behavior *(Written by Maure Smith-Benanti, used with permission)*

Maintaining a safe classroom environment where everyone feels comfortable expressing their ideas, beliefs, and values will not only be my responsibility, but the responsibility of each class member as well. Behavior that disregards or diminishes another student will not be permitted for any reason. This means that no racist, ableist, transphobic, xenophobic, chauvinistic or otherwise derogatory comments will be allowed, but it also means that students must pay attention and listen respectfully to each other's comments.

Sexual Violence, Harassment and Survivor Support.

The UO is committed to providing an environment free of all forms of discrimination and sexual harassment, including sexual assault, domestic and dating violence and gender-based stalking. If you (or someone you know) has experienced or experiences gender-based violence (intimate partner violence, attempted or completed sexual assault, harassment, coercion, stalking, etc.), know that you are not alone. UO has staff members trained to support survivors in navigating campus life, accessing health and counseling services, providing academic and housing accommodations, helping with legal protective orders, and more. If you wish to speak to someone confidentially, you can call [541-346-SAFE](tel:541-346-SAFE), UO's 24-hour hotline, to be connected to a confidential counselor to discuss your options. You can also visit the SAFE website at safe.uoregon.edu.

Course Schedule

	Class/Reading/Assignments	Deadlines
Fall Term	<p>CHECK DUCKWEB FOR DATES, TIMES and LOCATIONS!!</p> <p>Complete half of readings (below) before first class and finish readings throughout Fall term.</p> <p>Bring questions and topics for discussion.</p>	<p>Due by the first day of exams BY EMAIL to dblang@uoregon.edu:</p> <ol style="list-style-type: none"> 1) Your <i>Volunteer Log</i>, approved by the organization 2) The <i>Info re Your Org</i> form (in Files on Canvas)
Winter Term	<p>No classes. Focus is on your Board service. Refresh reading assignments from fall classes. Explore other pertinent readings from general readings listed at end of syllabus. Focus especially on areas you have questions about or for which you need additional knowledge to excel in your board service.</p> <p>Communicate by email as needed with the instructor.</p>	<p>Due by the first day of exams BY EMAIL to dblang@uoregon.edu:</p> <ol style="list-style-type: none"> 1) Your cumulative <i>Volunteer Log</i>, approved by the organization.
Spring Term	<p>CHECK DUCKWEB FOR DATES, TIMES and LOCATIONS!!</p> <p>Discussion about your experiences. Bring questions and topics for discussion.</p> <p>Final class will focus on student presentations (see body of syllabus for details).</p>	<p>Due the first day of final exam week BY EMAIL to dblang@uoregon.edu, all 3 of the final requirements,</p> <ol style="list-style-type: none"> 1) Organization's Evaluation of you 2) Cumulative <i>Volunteer Log</i>, approved by the organization 3) Final Paper <p>See body of syllabus for content details about each.</p>
Closing Symposium at end of Spring Term	<p>Date and location TBD</p> <p>A final debriefing attended by students, 1-4 representatives from your Board/organization, instructor, PPPM Nonprofit Programs Director and course sponsor Columbia Bank.</p>	

Readings and Resources

To keep costs down for students, reading assignments may be accessed online. There are many valuable resources available to Board members for free through the Web, e.g. BoardSource, CompassPoint, Independent Sector. Some of them have free newsletters. General resources are listed at the end of the syllabus.

1. Sign up for these 2 free e-newsletters
 - a. *BoardSource SmartBrief (near bottom of page under Policy and Advocacy) at <http://www.smartbrief.com/subscribe>
 - b. *Blue Avocado <http://www.blueavocado.org>
2. Readings (try to complete at least half of these readings before the first class and finish all readings throughout Fall term):

*Questions Prospective Board Members Should Ask

<https://uwci.org/wp-content/uploads/2017/10/Questions-Prospective-Board-Members-Should-Ask-002.pdf>

*Building an Effective Board of Directors

<http://dev.orgwise.ca/sites/osi.ocasi.org.stage/files/resources/Building%20an%20Effective%20Board%20of%20Directors-1.pdf>

*A Guide to Nonprofit Board Service in Oregon

<https://www.doj.state.or.us/wp-content/uploads/2017/03/guide-nonprofit-board-service.pdf>

Leading with Intent: 2017 National Index of Nonprofit Board Practices

<https://leadingwithintent.org/wp-content/uploads/2017/09/LWI2017.pdf>

It's a long report, so read *Key Findings* and *What We Found/Why It Matters* boxes

*BoardSource's Recommended Governance Practices

<https://boardsource.org/wp-content/uploads/2016/10/Recommended-Gov-Practices.pdf>

Good Governance Policies for Nonprofits

<https://www.councilofnonprofits.org/tools-resources/good-governance-policies-nonprofits>

*National Center for Nonprofit Boards' Ten Basic Roles and Responsibilities

<https://www.inphilanthropy.org/sites/default/files/resources/Ten%20Basic%20Responsibilities%20of%20Nonprofit%20Boards-Natl%20Center%20NP%20Boards.pdf>

*Independent Sector's Resource Center <http://www.independentsector.org/resources/>

<http://www.independentsector.org/wp-content/uploads/2016/11/Principles2015-Web.pdf>

outlines 33 principles of sound practice related to legal compliance and public disclosure, effective governance, financial oversight, and responsible fundraising. The PDF version Principles for Good Governance and Ethical Practice: A Guide for Charities and Foundations contains just the basic principles. The online version includes MANY additional resources.

*The Sarbanes-Oxley Act and Implication for Nonprofit Organizations

<https://trust.guidestar.org/the-sarbanes-oxley-act-and-implications-for-nonprofit-organizations>

Financial Management

<https://www.councilofnonprofits.org/tools-resources/financial-management>

Why Boards Don't Govern:

<http://www.compasspoint.org/board-cafe/why-boards-dont-govern-part-1>

<http://www.compasspoint.org/board-cafe/why-boards-dont-govern-part-2>

*Nonprofit Lifestages https://www.nationalforests.org/assets/pdfs/Tool-Building-Your-Organization-Five-Life-Stages-of-a-Nonprofit-Organization_NFF.pdf

Executive Sessions: How to Use Them Regularly and Wisely

<http://fliphtml5.com/bfir/tmqy/basic>

3. General Resources

A little bit of everything! These are resources that board members and Executive Directors alike can appreciate.

*Statewide Oregon organization, Nonprofit Association of Oregon:

<https://nonprofitoregon.org/about> and also their resources and publications pages

*Corvallis organization, Center for Nonprofit Stewardship:

<https://www.nonprofitsteward.org/resources/>

<https://www.councilofnonprofits.org/tools-resources>

<https://www.compasspoint.org/resources>

<http://www.nonprofitexpert.com/board-guide/>

http://www.boardnetusa.org/infocenter/vz/board_overview.asp

<https://impactfoundry.org/resources/>

*<https://hsctc.org/resources/>

<http://www.bridgespan.org/Publications-and-Tools/Nonprofit-Boards.aspx>

<http://managementhelp.org/boards/index.htm>

*<http://www.independentsector.org/resources/>

Board Source has a number of free PDF's on their Community Resources page. Topics include everything from board orientation to board assessment.

<https://www.boardsource.org/eweb/DynamicPage.aspx?webcode=BDSCommunityRsc>