
Best Practices for Board Governance

March 19, 2021

Background

In 2020, [Code for Science & Society](#) (CS&S) and [Invest in Open Infrastructure](#) (IOI) engaged [DeEtta Jones & Associates](#) (DJA) to develop a set of best practices for board governance, following their work on board nomination and onboarding.

This document lays out specific best practices that we recommend for non-profit boards, developed in collaboration with CS&S and IOI. We have rooted these practices in anti-racist and equitable practice.

For purposes of application and implementation with the context of a board, working definitions of EDIAR are provided.

Equity	The degree to which boards are free from historic and present-day barriers to full access and participation.
Diversity	The extent to which representation among board members reflects the diversity of identities being served and/or desired to serve, including future and aspirational relationships.
Inclusion	The ability of all members to bring their full potential, identities, perspectives, and skills to their service in a way that adds value to the mission of the organization, is affirming to the individual, and builds capacity within the board.
Anti-Racism	Interrogation of legacy processes and practices to identify and mitigate ingrained racism, whether implicit or explicit, and replace them with equity-based alternatives.

Philosophy

At its core, inclusive and anti-racist board governance relies on three factors:

1. Considering and interrogating process
2. Valuing divergent thinking
3. Learning from each other

All the intentions and good wishes we can convey are less important than examining systems. *Equity lives in the process.* By developing processes and systems that naturally support the values we espouse, rather than working against them, we can make equity the default state.

Designing and implementing those processes takes time. It is invariably easier in the moment to continue operating as we have. Anti-racism in an unbalanced society is hard. At the same time, it is necessary for our

boards to perform at their peak with many different viewpoints and lived experiences. The data backs this up: diverse groups *who have a culturally competent facilitator* outperform monocultural groups. This finding applies to self-governing boards as much as other kinds of groups. Cultural competence and anti-racist practice allow us to build upon each others' knowledge and experiences in ways that we never could alone.

Our colleagues deserve the opportunity to engage fully with each other in service of our shared goals: these practices will help you get there.

Best Practices

These best practices are applicable to all board members, new and returning, and are based on a participatory board governance model where members are empowered to share their perspectives, influence change, and challenge the notion of a singular right way of thinking and behaving. The following practices are organized into five categories, which outline the major components of board governance:

1. Purpose & Commitment
2. Structure & Roles
3. Policies & Bylaws
4. Duties & Responsibilities
5. Reporting & Accountability

The practices address the functional and social needs of the board: they will guide the board on the “how,” while also accounting for the “why” of the behaviors and actions. Understanding the motivations and impact of the practices offers a critical approach to board governance, because it pulls back the curtain to expose aspects of the long-standing systems and structures which have benefited people from dominant groups.

The practices are not prescriptive and should be adopted when there is significant enthusiasm to implement and uphold them in a consistent manner. Simply sharing a set of rules isn't enough: true change comes from the group and, specifically, each member working in concert. New board members may offer valuable insights into whether any of the recommended practices have worked well in their past experiences, while returning board members may consider implementing practices based on the diversity of the board's new composition and stakeholders' needs from year to year.

To that end, we have included a combination of specific recommendations, broad options to consider, and questions for you and your colleagues to ask yourselves as you generate your own solutions.

Purpose & Commitment

The purpose of serving on the board may be self-evident to the members, but taking additional time to document and discuss the history, aspirations, values, and the people associated with your organization will

serve as a solid foundation for the board to build upon. Understanding each others' passion and purpose is an invaluable tool when the board needs to refocus its attention or recommit to its responsibilities.

- *Board Charter or Governing Documents*
 - For these purposes, we're using the term "charter" to refer to the governing document of the board, which lays out the purpose and high-level roles of the board.
 - Ask new members to review the current charter and make suggestions for changes or additions. Before feedback is shared with the entire board, the chairs should determine how the updates will be approved and incorporated into the charter. Annual updates are recommended, but a dynamic, evolving board may choose to have more flexible terms for revisions throughout the year.
 - Keep the charter to 1-2 pages if it's going to be a frequently referenced document. The intricacies of processes for activities such as onboarding can be documented through a wiki, handbook, or shared folder. Board members will be able to familiarize themselves with the charter if there's only essential information noted, and it's written with minimal legalese or other formal language. Being able to easily summarize the charter in simple terms will allow members to recall the core tenets of your work, and will serve as a common reference point in board meetings or online communication channels.
- *EDIAR Values Statement*
 - Establish a common definition of your values and what they look like in action. Be wary of misusing terms or words. For example, don't use "decolonize" if you don't have a strong grasp of its meaning and relevance to your organization. Your EDIAR statement can be aspirational and a call to action, but do your research and make sure that your language is precise and widely understood by all members of the board.
 - Publish the statement on your website or social media, and consider asking for feedback from your stakeholders and industry peers. There's no shame in modifying the statement and being transparent about the need to improve and re-examine worldviews when presented with new information.
 - Develop an accountability framework to connect the dots between your EDIAR values statement and the steps you will take to achieve your organization's EDIAR goals. The framework may include timeframes, reallocation of resources, direct responses to known concerns or needs of marginalized groups in your industry, changes in strategic plans, calls for partners or collaborators, acknowledgement of oversights or past mistakes, etc.

Key Questions to Ask:

1. How do we balance mission-driven work with our competing priorities?
2. Can we enable every board member to advance our mission and goals?
3. If a person who was unfamiliar with our organization's work asked why we exist, could all board members succinctly answer their question and center EDIAR in their response?

EDIAR Lens:

Signaling EDIAR values through written documents must be done in concert with a clear, actionable plan for achieving EDIAR goals. A diversity statement will not be enough to position the organization as a credible EDIAR champion if its board remains passive in its demonstrable commitment to anti-racism and condemnation of other forms of oppression. The action plan can have a variety of short and long-term goals, and a mix of easy wins and lofty objectives; it doesn't need to cover every injustice, but it should be sustainable and in alignment with your organization's mission and values.

Structure & Roles

This structure of the board and the roles of each board member require clear definition. Members need to be able to orient themselves within the board and understand their roles in relation to the other members. Roles create boundaries around the responsibilities and expectations members have for themselves and each other. This is crucial for members who are often pressed for time as they hold full-time jobs, conduct research, speak or present at professional conferences, and serve in other leadership positions. And it's noteworthy that these factors tend to be magnified for people from non-dominant groups.

- *Composition*
 - Determine number of board members, number of leadership positions, ex officio members, oversight positions, etc. Once board membership is established and finalized for the term, encourage members to disclose their working relationships or professional histories with other members of the board. This may include facts such as mentor/protege pairs, grant collaborators, classmates in graduate school, former colleagues at the same institution, etc. Revealing pre-existing relationships helps members who may have fewer ties with other board members navigate interpersonal relationships and position themselves for new connections.
 - Be intentional about making your board more diverse and representative of non-dominant identities. Have regular, open conversations about goals for making relationships with prospective board members from specific regions, institutions, niche education and experience, language fluency, etc. This doesn't need to be framed from a deficit position, but as a way to strengthen the board and advance the work of your organization.
- *Position Descriptions*
 - Each board member should have a copy of their position description and it should be reviewed on an annual basis. If there are any differences in title, expectations, or responsibilities between board members' positions, then all members should have access to these descriptions. For example, what distinguishes a board advisor from a board member? How do these differences impact how work is assigned, insights are perceived, access to authority figures is granted, etc.?
- *Powers and Authority*
 - Members should know who makes final decisions on behalf of the board and whether these decision makers have an obligation to explain their process and rationale for any

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- given situation. If the board's final decision makers are subject to another oversight body or individual, that information should also be shared with the board.
- Empower members to offer feedback, take on new responsibilities, or contribute to emerging points of need for the board, but be transparent about the limits of their authority and power. And when limits are defined, be mindful of the consistency of enforcement of these limits. Each member has their own way of pushing boundaries, and implicit bias can impact whether or not their behavior or intentions are perceived as crossing a line.
 - *Formal and Informal Roles*
 - Create a list and name all formal and informal roles; these roles may be internal, external, or a combination of both.
 - Examples of internal roles: note taking or technical troubleshooting; EDIAR "champion" who pays attention to bias in conversations and decisions; mentors for new members' onboarding process.
 - Examples of external roles: outreach and networking with prospective board members; speaking on a panel on behalf of the board; collaborating with other organizations; fundraising or managing grants.
 - Keep track of members' roles, because some members will take on responsibilities that are more prestigious than other types of roles, or they may be involved in an informal, but extremely time-consuming role which helps your organization at large, but isn't acknowledged across the board with an appropriate amount of respect or gratitude.
 - Rotate roles that are the least desirable. This may take the form of a defined schedule such as a 6-month term as a blogger or social media contributor, or through a sign-up sheet to determine the notetaker for each individual quarterly meeting.
 - *Committees*
 - It's totally OK to delegate work to committees or to a smaller group. Not everything will need everyone's voice in it from start to finish. The board's job is to ensure the work gets done, not to do everything itself as a full body.
 - When you do this, it is the board's job to set a plan in place. What are the expectations for the committee? What information is needed? What kind of document does the board need back? What is the timeline? What resources are needed? Use your project management skills to lay out a clear charge and review cycle.
 - Make distinctions between standing committees versus task forces or working groups. All of these groups should have a clearly defined scope, set of deliverables, list of stakeholders, and a timeline. Standards for documenting work and progress should be agreed upon and should be accessible to all board members.
 - Committee or group assignments should be inclusive as possible and leadership shouldn't be exclusively based on the greatest amount of experience, expertise, or connections with other professionals or organizations. Can the board be creative and offer exposure and opportunities to less experienced members? For example, could a well-established relationship between a member and a prestigious institution serve as a

introductory launch pad between new board members and contacts from the institution?

- Resource allocation for committees and groups should be considered at the outset of the committee's formation, and these resources can be defined as monetary, information, accessibility to specific individuals, or platforms for publicity.

Key Questions to Ask:

1. Who isn't represented in the room or virtual space? How do we account for missing voices?
2. Do we want board members to take on roles where they can grow and gain new experience?
3. Is there clarity around the board's primary governance model? Is it rooted in advising, policy making, advocacy, or a mix of two or more?

EDIAR Lens:

Board members should know why their unique expertise and experience is valuable and how it bolsters the organization's mission-based work. Board leadership and longer-tenured members should be transparent about anticipated time commitments for board work, potential challenges to advancing the work, and what a successful outcome looks like. This will allow members who may have more demanding schedules, due to professional and/or personal reasons (e.g., child or elder care), to have more equitable and inclusive opportunities to perform their best work and contribute meaningfully to the board.

Duties & Responsibilities

Board members duties and responsibilities will vary week to week, quarter to quarter, and year to year. Understanding the baseline expectations for ongoing responsibilities such as meetings allows members to optimize their time and gauge their level of engagement at different points of the year.

- *Meetings*
 - Ensure that agendas are distributed ahead of time, and that members have an opportunity to review and internalize background information before discussion happens.
 - Develop clear expectations for how board members can add items to the agenda, and what board members need to review or prepare in advance of meetings.
 - In setting agendas, be specific about what topics are only for discussion, and which will require a decision.
 - Offload information-sharing to asynchronous venues as much as possible. You want your limited time as the board in the same space to focus on discussion, dialogue, and decision-making: things that *can't* be done as well asynchronously.
 - Allow for flex in your processes. In situations where more time is needed to fully allow everyone to participate, *take that time*. The agenda is never more important than the full capacity of the board.
 - Create space for divergent thinking through effective facilitation strategies. Our best ideas are often not our first ideas. Consider using tools like those recommended by Sam Kaner

([Facilitator's Guide to Participatory Decision-Making](#)) or by the Anti-Oppression Resource & Training Alliance ([AORTA](#)) to ensure that space is held for many points of view and getting past our first reactions.

- Value different kinds of experience and voice. In a busy agenda, we tend to default to what is efficient and expected: in other words, what is assumed to be quick. Inclusive dialogue, discussion, and decision-making requires creating and holding space for different approaches. These might be slower than what you're used to, but the outcome will better reflect your full board's expertise and ways of knowing.
- Decide how your meetings will be facilitated. Is the expectation that a Board President will always facilitate? Will the Executive Director facilitate? Will the members rotate facilitation duties? Whoever is facilitating, make sure they have a clear understanding of the role, what is expected of them, and how to effectively facilitate discussion.
- Consider designating a member at each meeting to ensure participation and recognition. It would be this person's job to ensure that everyone who wants to contribute has space to, and to watch for where ideas are coming from and who is being recognized for their ideas. Depending on the circumstance, this person may also be the facilitator who is managing the agenda and keeping time, but not necessarily!
- Make a practice of asking what information you *don't* have. Whose voices aren't in the room? Who could you ask? What would make a difference in the decision the board comes to?
- Use your time outside of meetings wisely. Take a careful look at how your asynchronous tools are working for you. Do different people gravitate toward different tools? Why? What processes feel like busy work? Can those be changed?
- Make special effort to solicit input from new board members, as well as members who have been quiet. It's ok if not every member weighs in equally in every conversation. The goal here is to ensure that everyone is actively given the opportunity.
- "Because we've always done it that way" is only a reason to keep doing something in case of emergency, when there's literally no time to discuss or consider. *Don't get in that situation in the first place.* By regularly examining what you do and whether it's working for the board, you can all get ahead of those emergencies and more carefully consider your actions.
- *Finances*
 - Be upfront about the financial commitment and expectations of board members. If members are expected to personally contribute or raise a certain amount for the organization, then it needs to be discussed before a member accepts an appointment to serve on the board.
 - This is an enormous barrier and burden while trying to diversify a board. The notion of "pay to play" can be an uncomfortable topic for a prospective board member to bring up in front of board leadership. Even if the board doesn't require any financial contributions from its members, the importance of fundraising or donations efforts by other members needs to be acknowledged as helpful, but not necessary to fulfill in order to be a valued member of the board.
- *Culture and Dynamics*

- Pay particular attention to anti-racist practice. Are there aspects of your processes that privilege, for example, members with lots of board experience or members who are implicitly perceived as more authoritative? How can you develop an alternative that prioritizes equity?
- Take note of unspoken norms and behaviors among board members. For example, how do members respect each other's time, prepare for meetings, and support each other's ideas or work outside of the board? If a member doesn't understand these norms, or chooses not to follow these norms, how will this impact the board's commitment to diversity and inclusion?
- *Ongoing Learning and Development*
 - Encourage information sharing and frequent, informal communication. Board work can come in sporadic bursts, and the momentum to build relationships and follow-through on collaborative work can get lost in the months between meetings. Set up a group email list or communication space where members can stay connected and draw attention to articles, blog posts, awards, publications, conferences, grants, etc. that are relevant to the board's work.
 - Provide more formal opportunities for learning about EDIAR concepts and challenges throughout the year. Maybe there's a webinar or recently published report that can be discussed at check-in meetings between new members and their mentors, or perhaps the group can compile a list of resources to inform EDIAR goals or strategic plans.

Key Questions to Ask:

1. Are we providing board members with the resources they need to accomplish their work?
2. Do we associate our board's effectiveness, professionalism, and collegiality with dominant group traits?
3. Are we willing to experiment and try to approach a problem in a new way, even if it fails?

EDIAR Lens:

Within a small board and when all of the members are accomplished professionals who seemingly carry out their duties and responsibilities with ease and competence, it's easy for individuals in authority positions and/or dominant groups to adopt a mindset that is ignorant of power dynamics or privilege. Be conscious of the dynamics between members, and remember that everyone must be vigilant about interrupting bias when it shows up. The burden of calling out microaggressions or questioning an experience that is held as a universal truth to select members of the board, should not repeatedly fall on a small subset of members who are the only ones from a particular group.

Policies & Bylaws

Bylaws should be kept to a minimum for a small board of directors. Most bylaws exist in governance documents as an insurance policy and are often only referred to in times of hardship or disagreement within the board. While having explicit rules and protocols in place before they are needed is ideal, the board should expect to create new processes as situations arise, and not be consumed with having a comprehensive playbook for every event.

- *Bylaws vs. Practices*
 - The purpose of formal bylaws is to define the overall structure of an organization, its board, and its basic processes. Many organizations get deep into the weeds in trying to define every aspect of their work in formal bylaws: specific committees, month-by-month events, and complex contingencies. The danger in this approach is that bylaws are relatively difficult to change through formal channels: this results in stagnant procedures, operating against bylaws for expediency, or a fear of opening up bylaws conversations once again for what should be a simple adjustment.
 - As a more productive option, ask how minimal the bylaws document can be. What are the minimal structures you need in place to define the organization, your board and officers, and the essential processes like elections/nominations or decision-making authority.
 - On the other hand, it *is* endlessly valuable to informally document the day-to-day and month-to-month practices of the board. Consider building a practices manual, which is an informal and frequently-updated document that the board and its staff can refer to often. This manual can clarify the specifics of procedures, calendar-bound responsibilities, expectations of board members, and detailed processes for how the board completes its work. Ensure that someone has an eye on keeping these documents up to date and removing irrelevant material.
- *Decision Making*
 - Discuss and agree on a process for decision making in specific circumstances. What authority can the board delegate to the Executive Director or other staff, with simply an expectation of report? What decisions require detailed board attention?
 - Is a quorum required for situations where there will be a vote?
- *Documentation*
 - If the board can't summarize why it made a particular choice to a member/constituent in a few sentences, then that choice hasn't been considered enough. Also, if it's at all possible you'll come across a circumstance again, keep track of what you did and how.
- *Board Nominations, Composition, and Onboarding*
 - Remain flexible while refining the process, but once the nominating or onboarding begins, it is critical to be consistent in ensuring all board members have a consistent experience. The nomination and onboarding process will set the tone for new members' impression of the board's ability to live their espoused EDIAR values.
- *Succession Planning*
 - Normalize discussions about the future of the board beyond the prospecting and nomination periods. Make notes of skills and experiences that are lacking on the board, and if these skills and experiences can be learned or cultivated by current members.
 - How can the work and contributions of members who roll off the board be carried on? Are past board members invited to participate in the board's current work?
 - In the event of an unexpected departure from the board, will the board replace the member(s) midway through the term? The board should determine thresholds and criteria for seeking new members during an off-cycle of the onboarding calendar, and how communication related to

departures should be handled (e.g., will the board leadership release a statement, or will it depend on the wishes of the departed member?).

- *Meetings*
 - Schedule meetings for the year, and set expectations for what will happen at each meeting: who leads the meeting, what needs to be prepared ahead of time, how members will contribute, and what the action items will entail. Members should be given ample time to perform any pre-work such as reading, offering feedback, preparing talking points, or creating visuals like a slide deck or charts/graphs.
 - i. As an approximation, it's reasonable to expect 10-15 minutes of pre-work for each day's notice.
 - What is the protocol for members who miss a meeting? Are members expected to confirm their attendance at a set period of time before the meeting?
- *Non-Board Members*
 - The board should establish guidelines for communicating with non-board members like advisors, collaborators, vendors, subject matter experts, and consultants. Members should know whether their communication is considered official communication on behalf of the organization, who should be copied or included in messages or meetings, and whether contracts or commitments can be made without the authorization of the board's leadership.
 - Confidential or sensitive information needs to be defined by the board's leadership. Openness and sharing information may be a value of the board and organization, so clarity around what can be shared with non-board members must be established during the onboarding process. Consider members' experiences with government or public institutions versus private industry R&D. The standards span a wide range of protocols, and individual members can not rely on their past experiences to inform decisions related to sensitive matters.
- *Official Communication / Media*
 - This may be a rare situation, but it's worthwhile to have a referral process in place if a board member is contacted by a media outlet or publication. The process can be as simple as forwarding all inquiries to a specific board member, or distributing the contact information for one of the board's chairpersons to the interested party.
 - General social media guidelines should be established if board members choose to share content or opinions about the board, the organization, or their fellow board members. Members should be trusted to use their judgement while posting, retweeting, or endorsing content online. At the same time, members should be warned if their social media activity could potentially lead to their dismissal from the board or corrective actions from board leadership.

Key Questions to Ask:

1. Do board members refer to the bylaws and policies as a resource? Are they actually useful?
2. Can we interrogate the bylaws on a regular basis to root out any language which maintains unnecessary power structures or exclusivity?
3. Are the policies centered on serving the most marginalized, not the most privileged?

EDIAR Lens:

The culture of the board should align with its bylaws: a nimble, inclusive board should consider modifying their bylaws if they're extremely detailed and require multiple levels of voting, codifying, and approvals. However, even if the bylaws are reflective of the board's culture and regularly updated, they aren't effective if the board doesn't consistently adhere to them, or if they are allowed to be interpreted through the viewpoint of only certain individuals. This unevenness creates an equity issue and impacts whether members feel like they belong to the group, because they are expected to contribute and operate under a different set of rules from other members.

Clarity in policy, planning, and communication methods reduce the chances that bias may creep in through assumptions or in-the-moment decisions.

Reporting & Accountability

- *Compliance*
 - Members should disclose conflicts of interest (or potential conflicts of interests) to board leadership on an annual basis; if there's a conflict, the board leadership should set up a conversation with the member to devise a plan to resolve or manage the conflict. Options like removing a member from specific meetings, decision making, or noting their relationship with a specific party may be enough to manage the situation.
 - A non-disclosure agreement with detailed descriptions of provisions, time periods, parties, etc. should be distributed and signed by all board members on an annual basis.
 - Upon acceptance to serve on the board, members should sign an agreement which outlines their role and responsibilities. EDIAR values and practices should be included in the agreement, and may be called out in the form of a code of conduct or a set of community guidelines.
 - In the event of a violation of an agreement, the board should have a plan in place to hold the member accountable for the actions. The plan could be a simple three-step escalation process, depending on the egregiousness of the action, and addressed during the new member onboarding process. For example, the first offense results in a verbal warning from board leadership, a second offense could include a suspension or leave of absence, and third offense could result in a member resigning from the board.
- *Evaluation*
 - Examine board effectiveness regularly: at least twice per year, take some time to do a plus/delta exercise on your processes and how they're working for you. Plus/delta is a simple facilitation technique in which the facilitator asks the group two questions, records responses, and leads a brief discussion if necessary on how to move forward:
 1. What is *working well* about our processes? Or, what do we want to keep doing or do more of?

2. What could we *change* about our processes in the future? Or, what practices do we want to change or eliminate?
 - Develop a rhythm and expectations for each fiscal year. What items occur at the same times each year? What can be done ahead of board meetings to allow that precious time together to be used as well as possible?
 - What tripped the board up last year? Can specific interventions be put in place to make this year easier?
 - Consider implementing annual feedback sessions for the board leadership and other board members at-large. Could the board develop a set of performance indicators which would serve as a discussion guide? These indicators would account for the group's overall competencies, effectiveness, and EDIAR engagement.
 - Conduct an annual audit of the board's EDIAR values statement, mission and objectives, bylaws, charter, and other processes. The audit can range from a checklist composed of a narrow set of factors related to a specific EDIAR goal (e.g., updating all internal documentation with an eye towards gender inclusivity), to a more comprehensive overhaul of the board's purpose and strategy (e.g., forgoing the use of the term "board" and shifting most resources towards an urgent, recently surfaced issue).
- **Reporting**
 - Annual reporting on finances, accomplishments, challenges, and future opportunities may be compulsory data to capture and record for governance purposes, but consider selecting portions of the report to be re-packaged for different audiences. For example, a one-page executive summary is helpful for the board members to refer to in future meetings or for sharing with prospective board members: is that content accessible and engaging to audiences who aren't already familiar with you?
 - Communication alternatives to appeal to a broader audience: videos of personal "looking back/looking forward" accounts from board members, which could be posted on social media; lifting up and amplifying other organizations' annual report highlights and explaining how they inspire your work; a monthly or quarterly blog post or newsletter featuring a board member's pride and enthusiasm in relation to last year's work, along with an explanation of how these efforts will propel new areas of growth and accomplishment for the organization.

Key Questions to Ask:

1. How can we implement more frequent feedback loops into our work?
2. Are we giving proper attributions and accolades for individuals' work? Do we tend to amplify the work of the members who are the most skilled at self-promotion?
3. How does our annual data inform our strategic priorities and influence our need for new board members?

EDIAR Lens:

EDIAR work is difficult to measure, which can put boards in an uncomfortable position when stakeholders expect concrete evidence of progress. We are best able to express our work in these areas by actively

adopting a range of approaches to celebrate progress and set goals. What's easily countable isn't necessarily the best measure of success: anti-racist practice is often more evident and effective in the culture we build together and the actions that our culture supports. Remember: equity lives in the process. When we build processes that encourage a wide range of perspectives and experiences to come to the fore, we are better able to account for and support all members of our community. Set clear expectations of how you will gather information on your progress toward EDIAR goals, both quantitative and qualitative, follow through consistently, and assess your approaches over time.

So you're a new board member: what should you do first?

This section is intended as a quick start guide for new board members. Recommendations are drawn from the best practices above and our prior document on onboarding, but recontextualized for this use case.

Welcome to your new board role! The first few weeks and months will be key to your success as a new board member, so we've provided some tips here to get you started. There's a lot here: don't feel like you need to do everything all at once!

Getting on board

When you were approached by board leadership, they probably provided some basic information about the board's work. As your term begins, you should receive a broader packet of information. There's a lot of information that might be useful, but consider the following and consider asking for any items that you don't receive:

- Ongoing projects (and crises, if any), status, and upcoming board actions
- Specific roles and responsibilities of the board, along with CVs, bios, social media accounts, etc. for other board members.
- Recent annual reports and meeting minutes
- Recent board actions (within the past year or so), their implementation to date, and outstanding items
- Priorities for the coming years and expected progress in the short and long term
- Financial data, including financial statements, budgets, cash flow, projections, high-level summary of outstanding AP/AR if relevant, recent 990s, and upcoming board actions
- Staffing information, including an organizational chart, roles and responsibilities, general point of contact, and for subcommittees, vacancies and existing plans to fill them, and known upcoming staff changes
- Operational information, such as board policies and procedures, governing documents, Directors and Officers insurance policy (and copies of other relevant insurance carried by the organization), communication methods, and meeting schedules
- Board procedural and/or behavioral norms, including code of conduct
- Definitions of acronyms and jargon: whatever might be confusing for someone new to the table

Carefully consider what is most important to you before your first board meeting, what will be used during the first 90 days, and what can wait until later.

If possible, seek out a mentor on the board: a more seasoned member who can show you the ropes and be a first point of contact for understanding more about your role and what to expect at different times of year.

- *Board Position Descriptions*
 - Make sure you have a recent copy of any board position descriptions that are applicable, this may be a list of Board committees or a roles and expectations document. If there are any differences in title, expectations, or responsibilities between board members' positions, then all members should have access to these descriptions. For example, what distinguishes a board advisor from a board member? How do these differences impact how work is assigned, insights are perceived, access to authority figures is granted, etc.?
- *Powers and Authority*
 - You should know who makes final decisions on behalf of the board and whether these decision makers have an obligation to explain their process and rationale for any given situation. If the board's decisions are subject to another oversight body or individual, make sure you're aware of that process and stakeholders.
 - Seek ways to offer feedback, take on new responsibilities, or contribute to emerging points of need for the board; at the same time, understand the limits of your authority and power. And when limits are defined, be mindful of the consistency of enforcement of these limits. Each member has their own way of pushing boundaries, and implicit bias can impact whether or not their behavior or intentions are perceived as crossing a line.
- *Formal and Informal Roles*
 - Find out what formal and informal roles exist; these roles may be internal, external, or a combination of both.
 - Examples of internal roles: note taking or technical troubleshooting; EDIAR "champion" who pays attention to bias in conversations and decisions; mentors for new members' onboarding process.
 - Examples of external roles: outreach and networking with prospective board members; speaking on a panel on behalf of the board; collaborating with other organizations; fundraising or managing grants.
 - As you have opportunity, encourage equity around roles. Encourage the board to keep track of members' roles to support equitable distribution of work.
 - Advocate for equity around the less-sought-after but necessary roles (note taker, scheduling, etc).
- *Committees*
 - Make sure you have a clear understanding of what committees of the board exist, their scope and deliverables, terms and limits, and your role on any committees.

Entering the fray

Now that you're on the board, there will be a number of formal and information responsibilities to come to know. Keep an eye on these areas to clarify expectations:

- *Meetings*
 - Understand how agendas are set, how you can add items to agendas, what pre-work expectations there are before meetings, and how/when agendas are distributed.
 - Be aware of what happens between meetings: the majority of the work of a high-functioning board happens outside of formal meetings.
 - Make sure your fellow board members are aware of your experience, voice, and approaches, as much as you familiarize yourself with theirs.
 - Understand members' roles during meetings. Who facilitates? What roles rotate? How can you be most effective in the rotation?
 - Remember that you have a unique perspective as a new board member; seek opportunities to provide your input.
 - Remember that the board has a history before you. Although an excellent board will make a practice of examining how it does its work, be curious about why things are done the way they are: there's usually a story.
 - Look for (or request) opportunities to invest time in getting to know the other members and the organizational management team (retreats, conferences, information conversations).
- *Finances*
 - Come to know quickly what the explicit financial or fundraising expectations rest on you as a board member.
 - Learn enough about the organization's operation and finance teams to know when you can expect to see financial reports and budgets, how this information will be presented, what approvals or discussion occur regularly, and how best to engage with that information.
- *Culture and Dynamics*
 - Pay particular attention to anti-racist practice.
 - Are there aspects of your processes that privilege, for example, members with lots of board experience or members who are implicitly perceived as more authoritative?
 - How can you develop an alternative that prioritizes equity?
 - Take note of unspoken norms and behaviors among board members.
 - For example, how do members respect each other's time, prepare for meetings, and support each other's ideas or work outside of the board? If a member doesn't understand these norms, or chooses not to follow these norms, how will this impact the board's commitment to diversity and inclusion?
- *Ongoing Learning and Development*
 - Keep a close eye on asynchronous communication! Board work can come in sporadic bursts, and the momentum to build relationships and follow-through on collaborative work can get lost in the months between meetings. See if there's a group email list or communication space

where members can stay connected and draw attention to articles, blog posts, awards, publications, conferences, grants, etc. that are relevant to the board's work.

- Seek out more formal opportunities for learning about EDIAR concepts and challenges throughout the year. Maybe there's a webinar or recently published report that can be discussed at check-in meetings between new members and their mentors, or perhaps the group can compile a list of resources to inform EDIAR goals or strategic plans.

Keeping track of the details

From policy to board effectiveness, there are a lot of details that you'll need to be aware of as a board member. Here are a few areas to make sure you're aware of or to ask questions about.

- *Bylaws vs. Practices*
 - The purpose of formal bylaws is to define the overall structure of an organization, its board, and its basic processes. Get to know this document sooner rather than later.
 - There may also be a practices manual, which is an informal and frequently-updated document that the board and its staff can refer to often. This manual can clarify the specifics of procedures, calendar-bound responsibilities, expectations of board members, and detailed processes for how the board completes its work.
- *Decision Making*
 - How are decisions made by the board? What authority can the board delegate to the Executive Director or other staff, with simply an expectation of report? What decisions require detailed board attention?
 - Is a quorum required for situations where there will be a vote?
- *Documentation*
 - If the board can't summarize why it made a particular choice to a member/constituent in a few sentences, then that choice hasn't been considered enough. Do your part in reviewing and writing documentation to make everyone's job easier. Also, if it's at all possible you'll come across a circumstance again, keep track of what you did and how.
- *Meetings*
 - What is the protocol for members who miss a meeting? Are members expected to confirm their attendance at a set period of time before the meeting?
- *Non-Board Members*
 - The board should establish guidelines for communicating with non-board members like advisors, collaborators, vendors, subject matter experts, and consultants. You should know whether your communication is considered official communication on behalf of the organization, who should be copied or included in messages or meetings, and whether contracts or commitments can be made without the authorization of the board's leadership.
 - Confidential or sensitive information needs to be defined by the board's leadership. Openness and sharing information may be a value of the board and organization, so clarity around what can be shared with non-board members must be established with you during the onboarding

process. Depending on industry, the standards span a wide range of protocols, and you cannot rely on your past experiences to inform decisions related to sensitive matters.

- *Official Communication / Media*
 - Understand if there are specific protocols in place for talking with media, and/or any expectations of your conduct on social media.
- *Compliance*
 - Is there a process in place for declaring potential conflicts of interest, and for other agreements around non-disclosure, roles, and EDIAR values and practices? Make sure you understand the policies and how to stay in compliance with them
- *Evaluation*
 - Contribute to board effectiveness reviews when you can. Your perspective as a new member will be crucial to refining onboarding and idiosyncratic processes.

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