

# Checklist to Evaluate a Nonprofit Board of Directors (certain

sections of the following may be specific to the U.S.) Edited by [Carter McNamara, MBA, PhD](#) | Applies to nonprofits and for-profits unless noted [First-Timers](#) | [Library Catalog](#) | [Library Home Page](#) | [Contact Us](#) | [Reprint Permission](#) | [Authenticity Consulting Home Page](#) | [MAP Home Page](#)

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Rating *	Indicator	Met	Needs Work	N/A
E	1. The roles of the Board and the Executive Director are defined and respected, with the Executive Director delegated as the manager of the organization's operations and the board focused on policy and planning			
R	2. The Executive Director is recruited, selected, and employed by the Board of Directors. The board provide clearly written expectations and qualifications for the position, as well as reasonable compensation.			
R	3. The Board of Directors acts a governing trustees of the organization on behalf of the community at large and contributors while carrying out the organization's mission and goals. To fully meet this goal, the Board of Directors must actively participate in the planning process as outlined in planning sections of this checklist.			
R	4. The board's nominating process ensures that the board remains appropriately diverse with respect to gender, ethnicity, culture, economic status, disabilities, and skills and/or expertise.			
E	5. The board members receive regular training and information about their responsibilities.			
E	6. New board members are oriented to the organization, including the organization's mission, bylaws, policies, and programs, as well as their roles and responsibilities as board members.			
A	7. Board organization is documented with a description of the board and board committee responsibilities.			
A	8. Each board has a board operations manual.			
E	9. If the organization has any related party transactions between board members or their family, they are disclosed to the board of directors, the Internal Revenue Service and the auditor.			
E	10. The organization has at least the minimum number of members on the Board of Directors as required by their bylaws or state statute.			
R	11. If the organization has adopted bylaws, they conform to state statute and have been reviewed by legal counsel.			
R	12. The bylaws should include: a) how and when notices for board meetings are made; b) how members are elected/appointed by the board; c) what the terms of office are for officers/members; d) how board members are rotated; e) how ineffective board members are removed from the board; f) a stated number of board members to make up a quorum which is required for all policy decisions.			
R	13. The board of directors reviews the bylaws.			
A	14. The board has a process for handling urgent matters between			

	meetings.			
E	15. Board members serve without payment unless the agency has a policy identifying reimbursable out-of-pocket expenses.			
R	16. The organization maintains a conflict-of-interest policy and all board members and executive staff review and/or sign to acknowledge and comply with the policy.			
R	17. The board has an annual calendar of meetings. The board also has an attendance policy such that a quorum of the organization's board meets at least quarterly.			
A	18. Meetings have written agendas and materials relating to significant decisions are given to the board in advance of the meeting.			
A	19. The board has a written policy prohibiting employees and members of employees' immediate families from serving as board chair or treasurer.			
Indicators ratings: E=essential; R=recommended; A=additional to strengthen organizational activities				