



Good Governance: Best Practices and Resources

March 2019 | Presentation to the Western Regional Rendezvous

No Silver Bullet



While there is not one formula for building a highly effective chapter, there are elements and processes that most effective chapters have in common.



Five Traits of Thriving Chapters

1. The mission is central.
2. A dynamic plan that guides decision-making.
3. Welcoming, inclusive communications and culture.
4. A strategic approach to leadership development.
5. **Good governance, i.e. systems, processes, fiscal management, adherence to policies and resolutions.**

The Mission is Central



 **Protect**

 **Reconnect**

 **Restore**

 **Sustain**

A Dynamic Plan That Guides Decision-Making



Where chapter strategic
plans are made

Plans are:

- Aspirational
- Part Wish
- Part Ability
- Part Need

Welcoming, Inclusive Communications and Culture



The image shows a website for Colorado Trout Unlimited (TU) on the left and a promotional graphic for the 'KIDS FLY SHING EXPO' on the right.

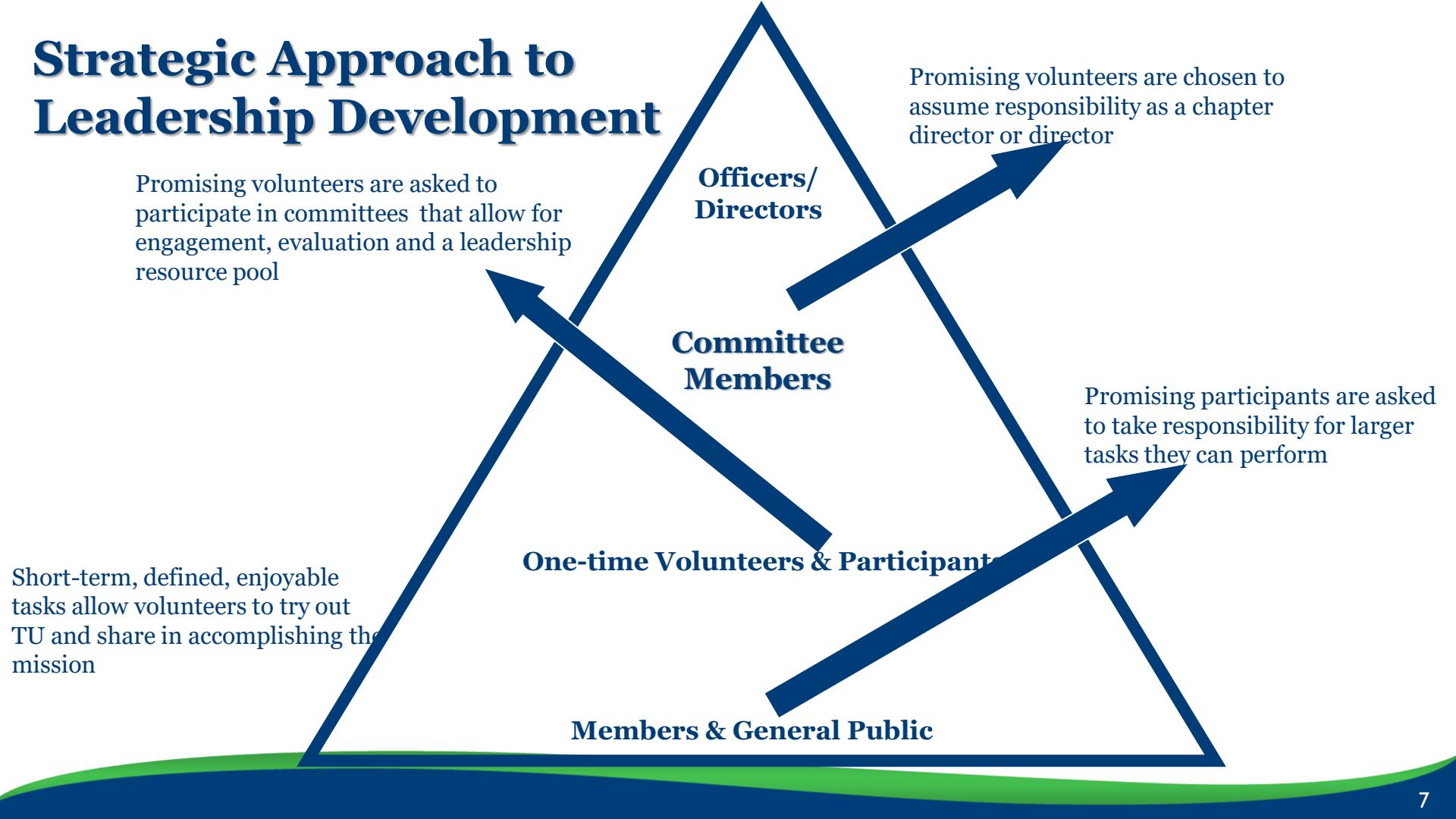
Website Screenshot (Colorado TU):

- Header:** Colorado Trout Unlimited
- Navigation:** Who We Are ▾, What We Do ▾, Where We Work ▾, Blog ▾, Make a Difference ▾, Ways To Give ▾, Contact Us, Newsletter Signup, Search, search the site
- Text:** Western Regional Rendezvous April 26 to 29 in Keystone, Colorado
- Image:** A graphic of mountains and a river.
- Section:** Latest from Colorado TU
- Posts:**
 - PARTNERS. NOT ENEMIES.
 - NO HITCHHIKING
 - STATE-WIDE RAFFLE COLORADO TROUT UNLIMITED
 - TROUT UNLIMITED WESTERN REGIONAL RENDEZVOUS APRIL 26-29, 2017
- Text:** Learning By Doing: How Trout Unlimited got their seat at the table with Denver Water
A conversation with Kirk Kiancke, President of the Colorado River Headwaters
- Text:** Hitchhikers NOT welcome
We have been dealing with invasive species since humans started transporting goods across land and sea. Many species that we
- Text:** Win a dream trip on the Madison River!
ARE YOU READY FOR THE COLORADO TROUT UNLIMITED STATE WIDE RAFFLE? This is your chance to win a dream trip
- Text:** Western Regional Rendezvous April 26 to 29 in Keystone, Colorado
Why should I attend the Western Regional Rendezvous? REGISTER HERE Whether you are a

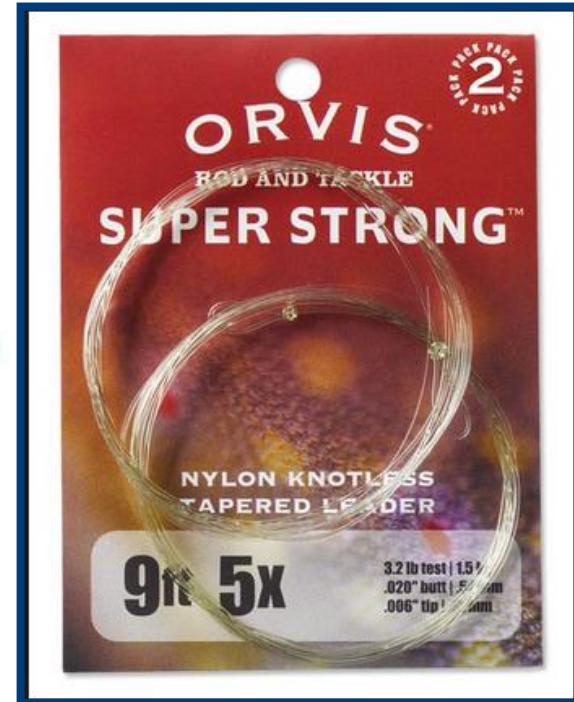
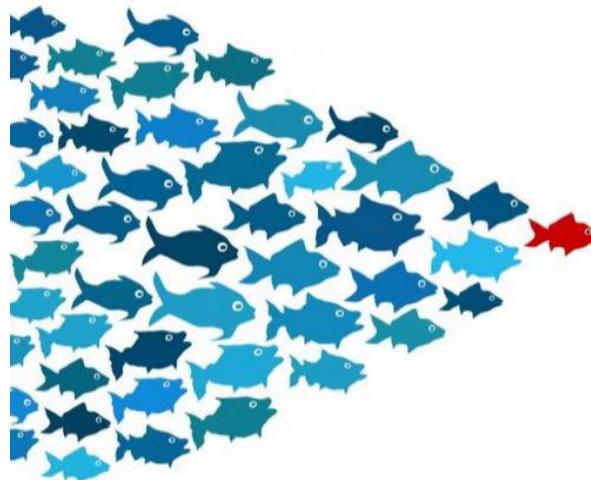
KIDS FLY SHING EXPO Promotional Graphic:

- Title:** TROUT UNLIMITED PRESENTS KIDS FLY SHING EXPO FEBRUARY 25TH
- Time:** 8:00AM - 6:00PM
- Admission:** \$8 ADULTS, \$4 KIDS
- Location:** MAIN STREET EVENTS CENTER 55 WEST MAIN STREET, CITY, STATE 321-555-7654
- Activities:** SPEAKERS | BOOK SIGNING | KIDS TROUT POND
- Website:** FISHINGEXPO.COM

Strategic Approach to Leadership Development



Strategic Approach to Leadership Development



Good Governance



- Board succession planning, term limits
- Running a productive meeting
- Fiduciary and legal chapter responsibilities
- Managing risk
- Adherence to important policies
- Evaluating effectiveness



Board Succession Planning

The Role of Board Leadership -> Develop your replacement as your first task in the job

The Role of Officers -> If your VP isn't intending to step into the role of President, get a new VP

Role of Nominating Committee -> Keep a continuous list of skills and diversity needed to make a well-rounded board

Electing Officers -> Take this process seriously, be open and transparent

Term Limits -> Adhere to them as they help avoid stagnation, undue concentration of power, or continuous inadequate leadership

Term Limits for Officers

Article VI. Election, Term, Vacancy

Section 1. The Chapter officers shall be elected for two-year terms. No officer shall serve more than two (2) consecutive two-year terms in the same office, but an officer may again hold the same office after a one-year period out of office.

Section 2. In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve until the next regularly scheduled election.

Section 3. A majority vote of those Chapter members in good standing present at the annual business meeting will be sufficient to elect all officers and directors. [Delete if officers are appointed by the Board]

Section 4. The Nominating Committee shall nominate members for each elected office. Nominations may also be made from the floor at the Annual Meeting.

Each chapter should establish term limits for officers.

Alternative: The Chapter officers shall be elected for one-year terms. No officer shall serve more than three (3) consecutive one-year terms, but an officer may hold the same office after a one-year period out of office.

Delete if officers are appointed by the Board.

This provision is mandatory.

Delete if officers are appointed by the Board.



Appoint a Nominating Committee

XYZ CHAPTER BOARD PROSPECT MATRIX					
DESIRED SKILLS SETS		CONFIRMED COMMITTEE MEMBERS	POTENTIAL FUTURE COMMITTEE MEMBERS	Member ID	E-Mail
<u>GOVERNANCE/ FINANCE</u>					
Non-Profit Management			Jonnie Doe		
Visionary/Strategic Thinking		Jane Smith; Joe Smith			
Accounting/Finance					
<u>DEVELOPMENT/ MARKETING</u>					
Marketing		Joe Smith			
Communications					
Events Coordination			Jannie Doe		
Fundraising: Corporate		Joe Smith			
Fundraising: Foundation Grants			Jannie Doe		
Fundraising: Donor Relations/ Individual		Jane Smith			
<u>PROGRAM</u>					
Chapter Historical Perspective					
Collaboration/Partnerships			Jannie Doe		
Advocacy					
Biologist/ Ichthyologist			Jannie Doe		
Fish and Game Agency Rep		Joe Smith			
Educator		Jane Smith			
<u>UNDER REPRESENTED DEMOGRAPHICS</u>					
Women					
Under 40					
People of Color					
Veteran					

Run a Productive Meeting



- An Agenda/Preparation
- Constructive Conflict
- Decision-Making
- Facilitation
- Time/Attendance
- Bylaws Adherence/Robert's Rules of Order
- Inclusion/Atmosphere

Effective Meetings: What is Needed?

BEFORE MEETING

- Establish rules of conduct. As an example, agree on how to disagree.
- Require some advance reading.
 - Working with the executive committee, develop and distribute a clear agenda
 - Distribute the monthly financial statement
 - Save time during board meetings by preparing draft board recommendations
 - Clearly define the outcomes you wish to achieve during the meeting to prevent lengthy, unfocused discussions
- Facilitate a meeting location at a suitable site, time and day.

DURING THE MEETING

- Focus on decision-making
 - Change the format of meetings from show-and-tell to give-and-take
- Ensure the president/ chair is neutral and involves all board members.
- Good housekeeping
 - Start and end on time
 - Follow-up with no-shows
- Have a good time
 - Never underestimate the power of humor

AFTER MEETINGS

- The board should be invited to share feedback on the meeting



Fiduciary & Legal Chapter Responsibilities

1. Understand and enforce the restrictions associated to TU's 501(c)(3) exemption.
2. Understand and enforce your chapter, council and TU national's bylaws and Board resolutions and policies.
3. Understand and enforce TU's liability limitations.
4. File required forms with the IRS by August 15, each year and TU's Annual Financial Reports by May 15.
5. Develop, approve and track a budget of chapter/council expenses and revenues each fiscal year.

Councils: *Part of your role is to ensure that all chapters in the state are aware of the requirements and restrictions.*



Restricted \$ for Specific Projects

- Chapters and councils must assure that money or other assets donated for a particular purpose are used only for that purpose.



Personal Property Inventory

- Each chapter must have a written inventory of property in value that exceeds \$200.00 and an officer to oversee it.

Electronic Document Storage - 051 - Jackson Hole

CURRENT CHAPTER BYLAWS:

Click to view: [051 - Jackson Hole Bylaws \[PDF / 172KB\]](#)

Uploaded on 03/06/2012 at 05:13PM ET by Jim Broderick

Upload new bylaws document: No file chosen
(doc/pdf format only, less than 2MB)

?

Save

CURRENT CHAPTER STRATEGIC PLANS:

There is currently no strategic plan uploaded for this chapter.

re and keep a current
erty in excess of \$200
vns and must appoint
an officer to oversee it.

Trout Unlimited - Personal Property Inventory



CHAPTER: ### - Chapter Name

VOLUNTEER: First Name Last Name

ROLE: Volunteer Position

EMAIL: email@email.com

PHONE: (xxx) xxx-xxxx

Please Update This Spreadsheet Annually and Upload to the "Electronic Files" Storage in the Leaders Only Tools Section of [www.tu.org](#)

Learn more about risk management and TU's new Financial Controls Policy at [www.tu.org/riskmanagement](#)

ITEM NUMBER	ITEM NAME	ITEM DESCRIPTION	Year Purchased	ITEM LOCATION	ITEM QUANTITY	ITEM VALUE
1	LL Bean Angler II Fly Rod Outfits 1 - Various Lengths and Weights	Fly rods for use in chapter youth education events and free family fishing day.	2011	Joe Smith's Garage - jsmith@gmail.com 123 Main Street, Anytown, AK 12345	12	



Monthly Review of Transactions

- Chapters and all chapter are authorized to accounts, or
- Hard copy vs.
- A review of re

Update Chapter Leaders - 999 - Test Chapter

STEP ONE: CHOOSE A LEADER POSITION

Roles

Chapter Board Member
 Chapter Conservation Chair
Chapter Financial Reviewer 
 Chapter Fundraising Chair
 Chapter Meeting Coordinator
 Chapter Membership Chair
 Chapter Newsletter Editor
 Chapter President
 Chapter Secretary
 Chapter TIC Coordinator

Role definition

Due to the accounting policies of Trout Unlimited, each chapter is required to have a designated member outside of the Chapter Executive Board to independently audit the monthly financial statements and budget.

STEP TWO: ADD A CHAPTER FINANCIAL REVIEWER

There are no leaders currently assigned.
[Add a new Leader](#)

STEP THREE: SEARCH FOR A MEMBER

Last Name
 equals ▼

 OR
 Member ID

[Search](#)

cess to the records of officer who is not withdraw funds from the or council credit card.

st monthly



Dual Signature on Accounts

- The safest practice is for chapters and councils to require that two chapter or council officers sign any check if a dual-signature requirement is permitted by the chapter's or council's financial institution
- Consider dual signatures required on any check over \$1,000



Financial Reporting: Small & Medium

Report out every month, regardless of meeting:

- Current cash balance
- Current inventory balance
- Budget versus actual
- List of all deposits and withdrawals



Financial Reporting: Large

Report out every month, regardless of meeting:

- Statement of activity; statement of financial position
- Budget versus actual
- List of all deposits and withdrawals
- Annual or bi-annual review by outside firm (if you don't already have a firm assisting with the monthly financial preparation)



Annual Financial Reports & IRS Form 990s

Financial Controls

- 59 How long has your treasurer been in office
- 60 Does your chapter or council require dual signatures on checks over a certain amount of money?
- 61 Does your chapter or council have an officer (who is not authorized to write checks, otherwise withdraw or transfer money from accounts, or use chapter or council credit cards) review the bank and/or credit-card statements every month?



Select

- Yes
 No
 Yes
 No

Completing the e-Postcard requires the eight items listed below:

1. Employer identification number (EIN), also known as a Taxpayer Identification Number (TIN).
2. Tax year
3. Legal name and mailing address
4. Any other names the organization uses
5. Name and address of a principal officer
6. Web site address if the organization has one
7. Confirmation that the organization's annual gross receipts are \$50,000 or less
8. If applicable, a statement that the organization has terminated or is terminating (going out of business)



Manage Risks

First: Pass on the risk to someone else.

Second: Minimize the risks taken on by your council or chapter.

Third: Insurance.

Particularly for issues which involve boats, alcohol, minors or major in-stream construction projects, special care needs to be taken to protect your chapter and Trout Unlimited.

FIRST STEPS

- Review the guidance at www.tu.org/riskmanagement
- Reach out to your state council
- Call your Volunteer Operations Staff



Major Risks to 501(c)(3) Status:

Do not endorse or oppose candidates for political office.

Restrict portion of activities devoted to lobbying.

Do not donate funds to non-governmental organizations that are not 501(c)(3) orgs.

Do not donate funds to organizations that do not further TU's purposes.

Coordinate with TU Volunteer Operations on scholarships.



Contract Guidance

Language to Avoid:

“Chapter shall defend, indemnify and hold State Parks harmless from all claims, including costs of defense and attorneys' fees, arising in whole or in part from the acts or omissions of Chapter.”

Replacement Language:

“To the extent permitted by applicable law, Chapter shall defend, indemnify and hold State Parks harmless, solely to the extent of Chapter's insurance, from all claims, including costs of defense and attorneys' fees, arising from any bodily injury or property damage caused by the acts or omissions of Chapter, its employees, or its volunteers in connection with work done pursuant to this agreement.”



Important TU Policies

Anti-Harassment Policy (2018)

Illegal Substance Policy (2018)

Litigation Policy (2017)

Social Media Policy (2016)

Guidelines for Working with Youth (2015)

Securely Processing Credit Card Transactions (2014)

Guidance on Copyrights and Trademarks (2014)

Gift Acceptance Policy Guidelines and Procedures (2013)

And much, much more...

[at tu.org/policies](http://tu.org/policies)

Evaluate Effectiveness

Chapter Effectiveness Index

Conservation Activities

72 Number of conservation projects

 ▾

Yes No

73 Any project over \$50K or 500 hours?

Youth Education Activities

74 Number of education projects

 ▾

Yes No

75 Do any chapter education programs include interaction with the same students at five or more discrete events (such as classes, clinics or multi-day camps)? Or do any one-time youth education events involve more than 250 volunteer hours?

Membership Outreach & Engagement Activities

76 Number of chapter meetings

 ▾

77 Number of membership and outreach events 

 ▾

78 Average chapter meeting or event attendance

 ▾

79 Does your chapter offer alternative engagement opportunities for members outside the typical membership

Yes No



Evaluate Effectiveness

Internal Board Operations Assessment

Use the scale below to indicate how each statement applies to your board. Note: the assessment is geared towards chapters; however, many questions will be applicable on the council level too.

3 = Usually 2 = Sometimes 1 = Rarely

1. Board members are passionate and unguarded in their discussion of issues and call out one another's unproductive behaviors when it occurs.
2. The board has active committees (e.g., fundraising, nominating, long-range planning) with specific responsibilities.
3. The chapter provides an orientation for new board members.
4. Board members have the combination of skills (e.g., fundraising, management, legal, fiscal, etc.) that complement the strategic priorities of the chapter.
5. There are regularly scheduled board meetings at least four times a year.
6. The board is representative of its membership and more broadly the fly fishing demographic with regard to race, class, gender, etc...
7. Board meetings are compelling and fun.
8. The chapter supplies a packet of information to all board members that includes, but is not limited to, the TU national leadership manual, descriptions of current programs, a list of board members, budget and funding information, and bylaws.
9. The strategic plan is reviewed annually, if not more frequently.

10. During board meetings, the most important - and difficult - issues are put on the table to be resolved.
11. Board members follow through on their commitments in a timely manner.
12. The organization develops future board members through the use of volunteers on committees.
13. All board members understand their fiduciary responsibility, liability limitations and the restrictions associated with TU's 501c3.
14. Board meetings begin and end on time per an agreed-upon schedule, and there is adequate preparation and distribution of material, including agendas, in advance meetings.
15. The chapter has established community assessment and member feedback processes.

Scoring

Combine your scores for the preceding statements as indicated below.

Function 1: Selection and Composition	Function 3: Orientation and Training	Function 4: Structure and Organization	Function 2: Constructive Conflict	Function 5: Accountability
Statement 4: _____	Statement 3: _____	Statement 2: _____	Statement 1: _____	Statement 9: _____
Statement 6: _____	Statement 8: _____	Statement 5: _____	Statement 7: _____	Statement 11: _____
Statement 12: _____	Statement 13: _____	Statement 14: _____	Statement 10: _____	Statement 15: _____
Total: _____	Total: _____	Total: _____	Total: _____	Total: _____

A score of 8 or 9 → a probable indication that the function is not a problem for your board

A score of 6 or 7 → indicates that the function could be a problem

A score of 3 to 5 → probably an indication that there is dysfunction that needs to be addressed

Example Internal Board Operations Assessment (handed out)

Questions?





TU's Insurance Agent:

Doug Adams
dadams@adamsins.net
1-888-761-6411

TU's Volunteer Operations Staff:

Beverly Smith, VP for Volunteer Operations
bsmith@tu.org or (307) 734-2814

Jeff Yates, Director of Volunteer Operations
jyates@tu.org or (203) 216-7078

Lisa Beranek, Leadership Development Manager
lberanek@tu.org or (907) 205-0974

Nick Halle, Volunteer Operations Coordinator
nhalle@tu.org or (703) 284-9425

Online Resources:

www.tu.org/tacklebox

TU Leadership Manual
Policies
Guidelines
Forms & Waivers
And much, much more!

List of Additional Resources:

TU's Leadership Manual (tu.org/tacklebox)

"The Less Visible Leader: Emerging Leadership Models for Environmental Networks, Coalitions and Collaboratives," The Institute for Conservation Leadership

"Begging for Change," Robert Egger

"Boards That Make a Difference," John Carver, Josey-Bass 2nd Ed.

"Called to Serve: Creating and Nurturing the Effective Volunteer Board," Max De Pree

"Governance as Leadership," Richard Chiat, William Ryan, Barbara Taylor

