PPPM 687: Board Governance  
Fall 2022/Winter/Spring 2023 (CRN 11739/CRN xxxxx/CRN xxxxx)

Professor:  Diane Lang JD  
Email:  dblang@uoregon.edu  
Office Hours:  By appointment over Zoom, email to set an appointment: dblang@uoregon.edu  
Class Time:  Check DuckWeb each term! This term 9/30, 10/21, 11/18, 12/2 1:30-3:20.  
Room:  Check DuckWeb each term! This term ED 117.

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 Martine Wigham (mkwigham@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 Martine Wigham (mkwigham@uoregon.edu).

Students also can obtain, from Files on Canvas or, before Canvas is accessible, from Martine Wigham:
• 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. Along with mandatory Fall introductory board governance orientation class sessions with assigned reading, the students will serve on a nonprofit board during the academic year. Students are expected to serve A MINIMUM of an average of 10 hours per month on Board duties, i.e. 30 hours each term, 90 for the academic year. You might end up serving more hours one term or month than another, but your goal is to complete 90 hours of service hours by the end of Spring term. Most organizations expect that Board members serve on board committees and attend community outreach and fund-raising events. To accomplish the required 90 hours of service for the 9-month course, students MUST consider completing a major project or serving in a significant leadership role. 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. Hours served over the summer before the course can be counted toward the required 90 hours, but hours before that cannot be counted. All hours and activities must be verified and approved by the organization every term.

During Fall term, we will have 4 classes that will provide the orientation for the course. Attendance is mandatory!

During Winter term, the students will have 2 classes, 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 2 or 3 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/](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. All assignments must be submitted on Canvas. 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 and to familiarize you with some of the best resources
available for free to Boards. 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 in the syllabus reading list 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:

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<tr>
<th>Assignment</th>
<th>Percentage</th>
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<tbody>
<tr>
<td>Class Attendance/Participation/Discussion</td>
<td>20%</td>
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<tr>
<td>Volunteer Hours Log</td>
<td>20%</td>
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<tr>
<td>Organization’s Evaluation of You</td>
<td>20%</td>
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<tr>
<td>Class Presentation</td>
<td>20%</td>
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<tr>
<td>Final Report</td>
<td>20%</td>
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**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. Please email me ahead of time if you must miss class. Class times are posted on DuckWeb ahead of the term and students are expected to arrange their schedules to attend all classes. You may receive partial credit by following the Missed Class Policy on p6 of this syllabus. Classes build upon each other.

**Info re Org Form:**
This form is in Canvas Files. Please complete it by the last class in Fall term and submit it as an Assignment on Canvas.

**Volunteer Hours Log:** 20%
Each term you are required to submit, as an Assignment on Canvas, 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%
At the end of the academic year, 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 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. This presentation is the practice session for your real presentation to the Board. Therefore, you will address the class as if we are your Board. This presentation will allow your peers to receive instruction in a variety of board types and issues. You should make this a professional-level 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 and practice that during your presentation to the class. 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 expected to ask to make a final presentation to the
Board itself or to a smaller group of organizational leaders. Powerpoints are required and shall be submitted as an Assignment on Canvas before your class presentation.

Final Report: 20%
Your final report is due as an Assignment on Canvas by the first day of Spring exams. In this minimum 1,250 word count, 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 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 authorities that go beyond the class readings. Citations and bibliography do not count toward the word count 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 expected 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 make sure you have reviewed the course website and the syllabus prior to sending a note about course logistics.

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. Given that this is a synchronous, participatory discussion class, please email me ahead of class if you must miss class. Research indicates that students who attend class are more likely to be successful.

The following will be how we handle missed classes and how you can receive partial credit for the class: Email me ahead of class if you must miss class. Classes were recorded by Zoom during the pandemic. This recording will be available for a student who must miss a class. The student will request access to the Zoom recording from me, listen to the entire class session, then video-record a 3–5-minute response to the class lecture and discussion. This recorded response can be questions or points we discussed, points to build on or add to our discussions, challenges or other considerations raised. This recording will be presented to the whole class at the beginning of our next class meeting as part of the review for the previous class.

Please note that preparation, attendance and participation is a substantial part of the grade so listening to the recording of a class and responding by video will not give full credit for that class. Please also note that Zoom recordings of class do not record the breakout sessions where students work together to apply the readings.

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

According to UO policy
“The student:
has been making satisfactory progress on coursework as determined by the criteria in the syllabus;
• has been active in the course;
• is unable to complete a portion of the course requirements due to extenuating circumstances beyond their control that occurred after the last day to drop a class (End of Week 7 of Fall/Winter/Spring terms; variable dates for summer courses);
• is able to independently complete the remaining requirements without attending additional classes beyond the term or receiving additional instruction; and
• requests an Incomplete by the published deadline."

See https://provost.uoregon.edu/grades-incompletes-policy

Please note, all students receive an incomplete Fall and Winter terms until competing ALL course requirements by the end of Spring term.

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 to 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, 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.

Mental Health and Wellness

Life at college can be very complicated. Students often feel overwhelmed or stressed, experience anxiety or depression, struggle with relationships, or just need help navigating challenges in their life. If you're facing such challenges, you don't need to handle them on your own—there's help and support on campus.

As your instructor if I believe you may need additional support, I will express my concerns, the reasons for them, and refer you to resources that might be helpful. It is not my intention to know the details of what might be bothering you, but simply to let you know I care and that help is available. Getting help is a courageous thing to do—for yourself and those you care about.

University Health Services help students cope with difficult emotions and life stressors. If you need general resources on coping with stress or want to talk with another student who has been in the same place as you, visit the Duck Nest (located in the EMU on the ground floor) and get help from one of the specially trained Peer Wellness Advocates. Find out more at health.uoregon.edu/ducknest.

University Counseling Services (UCS) has a team of dedicated staff members to support you with your concerns, many of whom can provide identity-based support. All clinical services are free and confidential. Find out more at counseling.uoregon.edu or by calling 541-346-3227 (anytime UCS is closed, the After-Hours Support and Crisis Line is available by calling this same number).
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<th>Course Schedule</th>
<th>Class/Reading/Assignments</th>
<th>Deadlines</th>
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<tr>
<td><strong>Fall Term</strong></td>
<td>Classes this term are scheduled for 9/30, 10/21, 11/18 and 12/2, 1:30-3:20</td>
<td>Due on Canvas by the first day of exams: 1) Your cumulative Volunteer Log 2) The Info re Your Org form (in Files on Canvas) 3) Approval by the organization of your Volunteer Log See page 4 of syllabus for content details about each.</td>
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<td></td>
<td>Complete half of readings (below) before first class and finish readings throughout Fall term.</td>
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<td></td>
<td>Bring questions and topics for discussion.</td>
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<td><strong>Winter Term</strong></td>
<td>Two classes. CHECK DUCKWEB FOR DATES, TIMES and LOCATIONS!!</td>
<td>Due on Canvas by the first day of exams: 1) Your cumulative Volunteer Log 2) Approval by the organization of your Volunteer Log See page 4 of syllabus for content details about each.</td>
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<td>Focus is on your Board service.</td>
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<td></td>
<td>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.</td>
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<td>Communicate by email as needed with the instructor.</td>
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<td><strong>Spring Term</strong></td>
<td>Two or three classes. CHECK DUCKWEB FOR DATES, TIMES and LOCATIONS!!</td>
<td>Due on Canvas by the first day of exams: 1) Your cumulative Volunteer Log 2) Final Paper 3) Organization's Evaluation of you 4) Approval by the organization of your Volunteer Log See pages 4-5 of syllabus for content details about each.</td>
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<td>Discussion about your experiences. Bring questions and topics for discussion.</td>
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<td>Final class will focus on student presentations (see body of syllabus for details).</td>
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<tr>
<td><strong>Closing Symposium at end of Spring Term</strong></td>
<td>Date and location TBD. A final debriefing attended by students, representatives from your Board/organization, instructor, PPPM Nonprofit Programs Director and course sponsor Columbia Bank.</td>
<td>- Complete questionnaire about you and org for Symposium booklet. - Invite 1-4 representatives from your Board/organization. - Consider being one of 4 student speakers.</td>
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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* https://www2.smartbrief.com/signupSystem/subscribe.action?campaign=subscribe&pageSequence=1&briefName=Board
   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 Potential Board Members Should Ask
     https://fundingforgood.org/10-questions-potential-board-members-should-ask/

   *Building an Effective Board of Directors
     https://nonprofitquarterly.org/building-an-effective-board-of-directors/

   *A Guide to Nonprofit Board Service in Oregon

   Leading with Intent: 2021 National Index of Nonprofit Board Practices
   https://leadingwithintent.org/
   It’s a long report, so read Key Findings and What We Found/Why It Matters boxes

   Leadingwithintent.org/diversity-equity-and-inclusion-findings
   https://leadingwithintent.org/diversity-equity-and-inclusion-findings/?hsCtaTracking=65cc7ee2-ab2b-49ca-a3ab-7d466a3cf66d%7C3b183ff6-9350-43e9-8e99-407e47368f93
   It’s a long report, so read Key Findings and skim the rest

   *BoardSource’s Recommended Governance Practices

   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

   *Independent Sector’s Resource Center* http://www.independentsector.org/resources/
   https://independentsector.org/sector-health/principles-for-good-governance/ outlines 33 principles of sound practice related to legal compliance and public disclosure, effective governance, financial oversight, and responsible fundraising. The PDF version https://independentsector.org/wp-content/uploads/2022/03/Principles2018-Final-Web.pdf contains just the basic principles. The online version includes MANY additional resources.
*The Sarbanes-Oxley Act and Implication for Nonprofit Organizations

Diversity on Nonprofit Boards (and see additional resources at bottom)

Why Diversity, Equity and Inclusion Matter for Nonprofits (and see additional resources at bottom)

7 Things You Can Do to Improve the Sad, Pathetic State of Board Diversity

The DIET (Diversity Inclusivity Equity Transformation) Approach (scroll down the page to understand their 5-part approach – Assess-Learn-Plan-Maintain-Connect)
https://allacesinc.com/about_us/#comp-1828890be86

Financial Management
https://www.councilofnonprofits.org/tools-resources/financial-management

Why Boards Don’t Govern:


Executive Sessions: How to Use Them Regularly and Wisely
http://fliphtml5.com/bfjr/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://boarddiversityactionalliance.com/
https://boardsource.org/research-critical-issues/diversity-equity-inclusion/
https://www.councilofnonprofits.org/tools-resources
https://www.compasspoint.org/resources
http://www.nonprofitexpert.com/board-guide/
https://boardstrong.org/resources/
https://impactfoundry.org/resources/
*https://hsctc.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.