



**Society of St. Vincent de Paul**  
***GOVERNANCE***  
*For*  
**COUNCILS *and* BOARDS**

1

# Governance Training

Participant's Guide

## OPENING PRAYER - BUILDING COMMUNITY

### As a Vincentian Servant Leader

**Leader:** Servant leadership in the Society of St. Vincent de Paul is focused on building and sustaining a community of individuals formed in a Mission and Rule. Values control behavior. We act on the basis of what we believe really matters, what is right and good. Whoever influences the Core Values in a group is, in fact, the leader. The process must begin with the values God instills in the leader, and so we pray:

**Alternate sides:**

- I realize I cannot control everything, God, even through endless rules, regulations, and directives. I do not want an immobilized democracy in which everyone votes on every little thing. Nor do I want a demoralized dictatorship where I have to decide everything and think up everything. I want a true community with strong relationships and effective actions guided by commitment to our mission.
- Our Core Values make us a faith community in which achieving our mission is our means of becoming better people and a better organization. These values move us toward the right goals. If we do not live our core values, nothing else will work right.
- Your call to leadership always includes your provision of what I need to lead. By your grace I can do a lot of things to keep the Core Values before us and to model them myself, but only your Spirit can plant them deep and strong in everyone's heart. Make me a spiritual leader, a nexus in the dynamic relationship of your Spirit and the spirit of the members.
- I know the odds are against this working. It feels safer to try to tell everyone what to do instead of trusting them to act on their own in concert with our core values. But help me to respect them as individuals you created them to be so they can grow and be truly great for your glory.
- I want to be a spiritually sensitive leader, to enable people to sense more clearly and powerfully the call and guidance of your Spirit in their lives. I know this kind of leadership is rare because it is a matter of the spirit, but, God, that is the kind of leader I want to be.

**Together:**

As the leader, I am responsible for the mission and values we all live by. It must begin within me. Give me a healthy and strong spirit, for there is no going back. I feel a deep longing for the future. Help us to live the Core Values that will take us there. I want it, God; I ache for it—for how things *could* be. Infuse the Core Values in our hearts, God. Start with me. Amen

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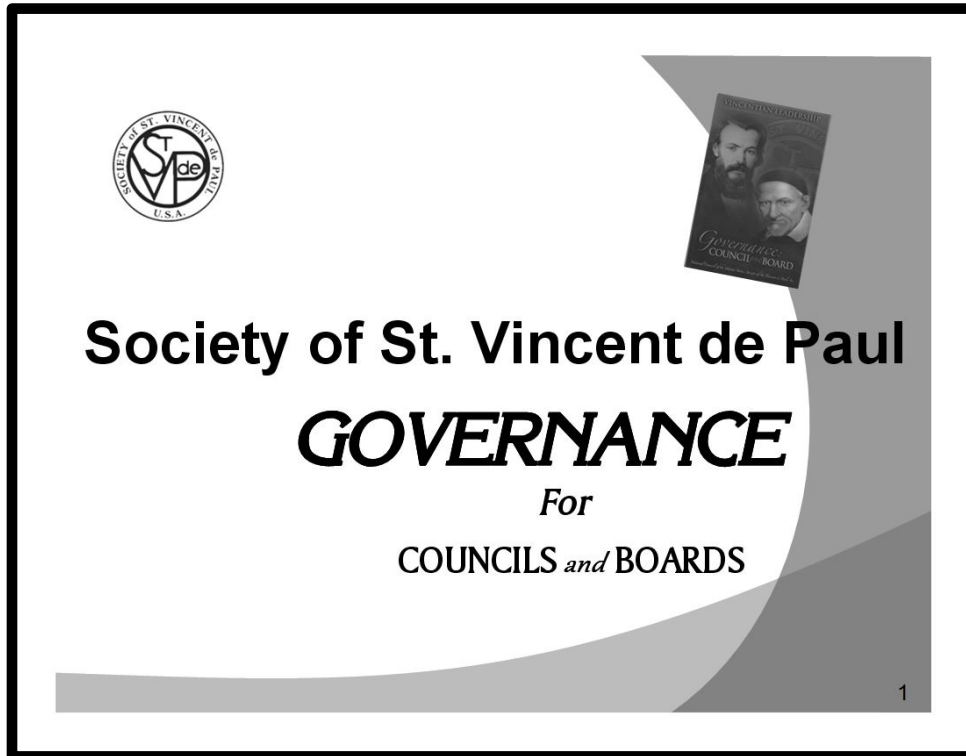
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Figure 1 - Title Page



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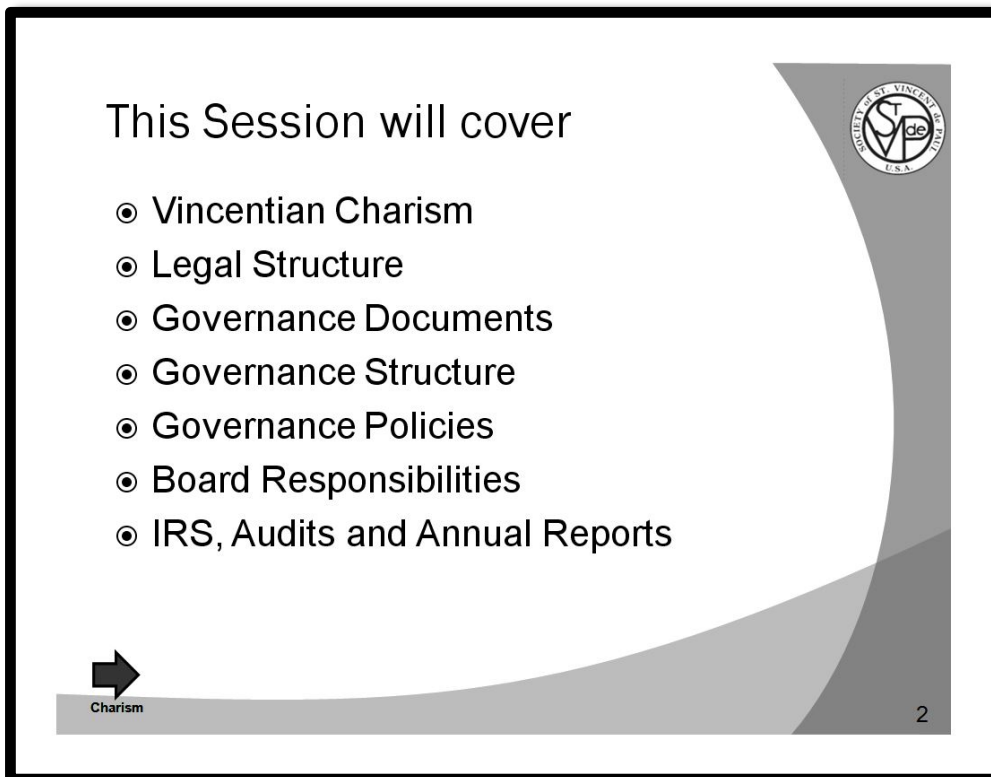
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Figure 2 - This Session will cover



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Figure 3 - Charism

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## Charism

- ◉ Charism is a gift given by God to carry out the Church's mission.
- ◉ Vincentian Charism is to walk in the spirit of Vincent de Paul.



Evangelizer

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Figure 4 - Evangelizer of the Poor

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## Evangelizer of the Poor



- St. Vincent received the mission and vision to follow Christ as the ***“Evangelizer of the poor”***.
- This demands a preferential option for the poor, which call us:
  - ***to be aware of the plight of the poor and the oppressed***
  - ***to a love that activates and liberates***
  - ***to do justice***




Governance & Vincentian Charism


4

**Figure 5 -Governance & Vincentian Charism**

## Governance & Vincentian Charism

- Governance must be rooted in our Vincentian Charism:**
  - to preach the good news to the poor
  - to serve the suffering and the most abandoned
  - to love the poor with compassion and action (affective and effective love)
  - to make the love of God a reality in the lives of those living in poverty
  - to call forth justice
  - to trust in Divine Providence
  - to live the Vincentian Virtues and Values


Urban



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**Figure 6 - Study Reveals Non-Profit Governance Lacking**

## Urban Institute Study Reveals Non-Profit Governance Lacking

A study of over 5,000 nonprofit's boards reveals a failure to demonstrate good governance practices. Of the boards studied:

- Only 52% "very actively engaged" in setting organizational policy or financial oversight
- Only 54% actively engaged in reviewing the CEO's performance
- Only 50% have a written conflict of interest policy — This goes to 30% for organizations with < \$100,000 in annual revenues
- 75% don't require board members to disclose their financial interests in entities doing business with the nonprofit – organizations maybe unaware of existing conflicts of interest
- Only 50 % have a written policy to protect whistleblowers


Governance Involves



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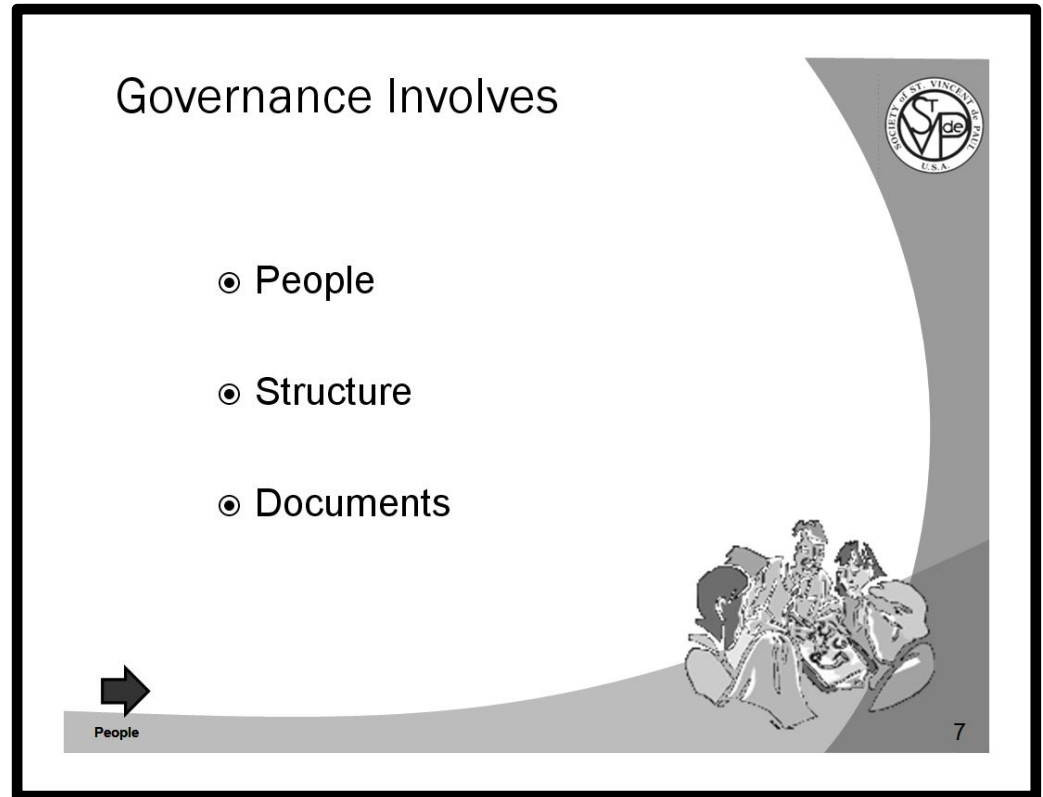
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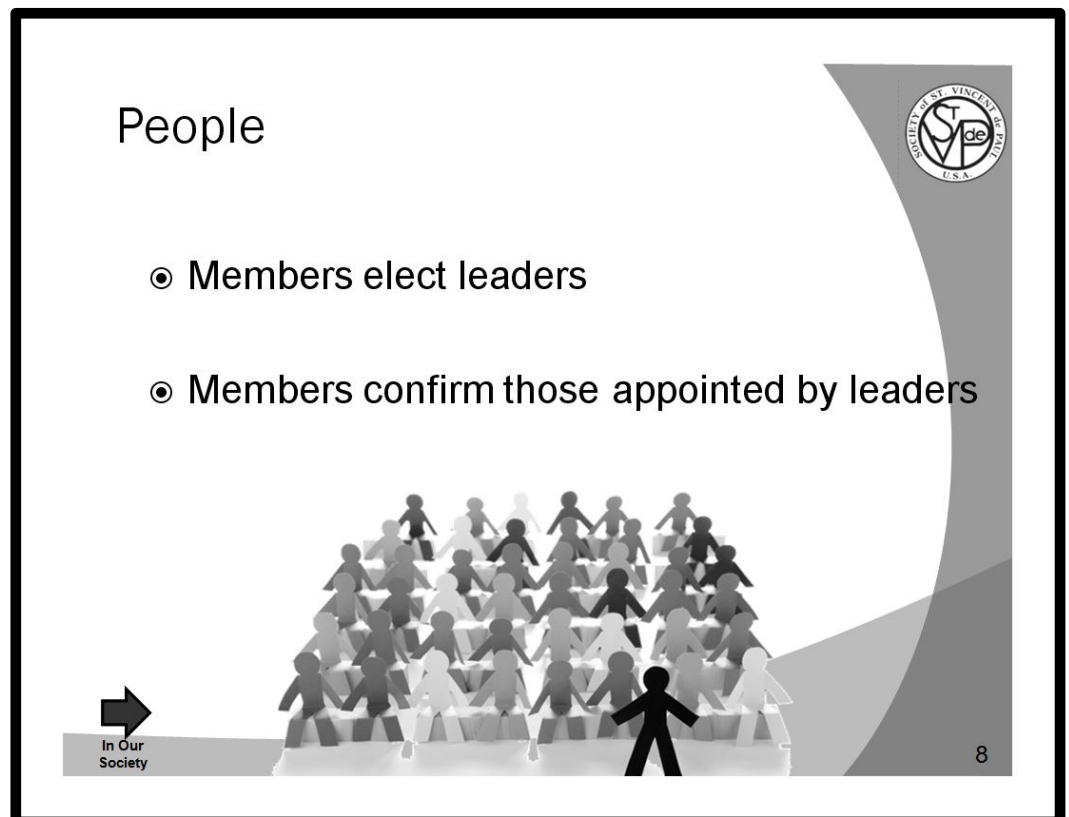
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Governance Training Participants Guide

**Figure 7 - Governance Involves**




**Figure 8- People**




**Figure 9- In our Society**

## In our Society

- Members govern
- In our Bylaws each level: Conference, District Council, (Arch)Diocesan Council, National Council and International Council is made up of Leaders from the preceding level.
- Decision making is determined by the members through Governance Documents at each level.





Decision Structure

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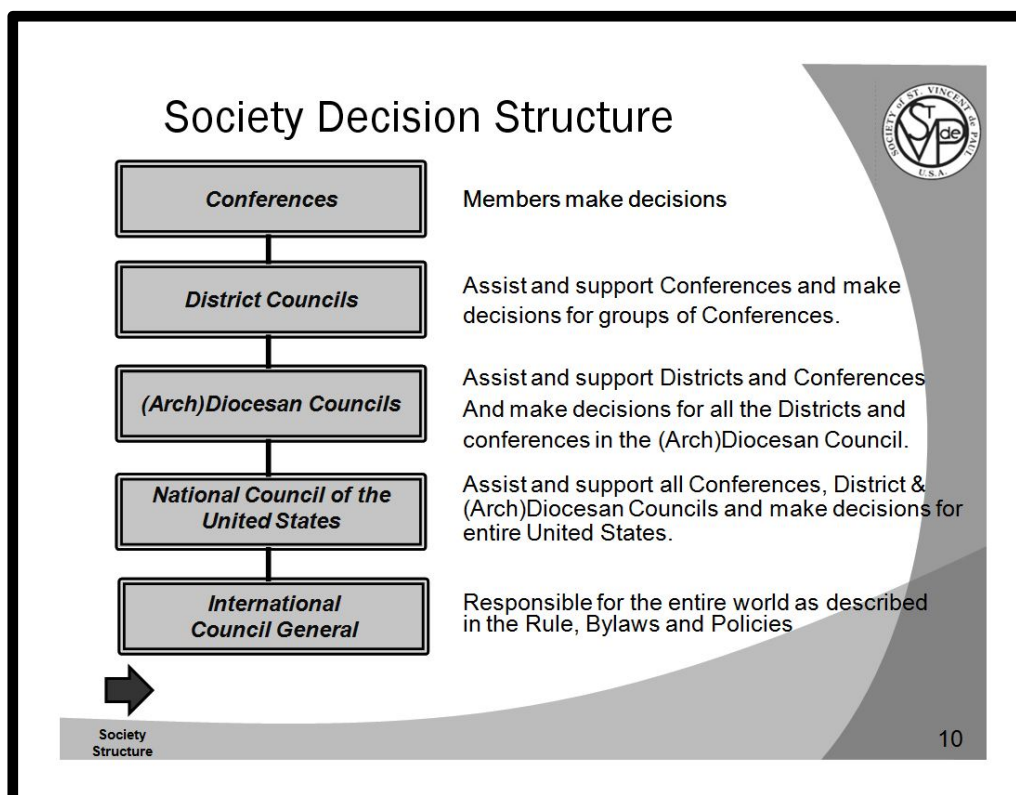
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**Figure 10 - Society Decision Structure**




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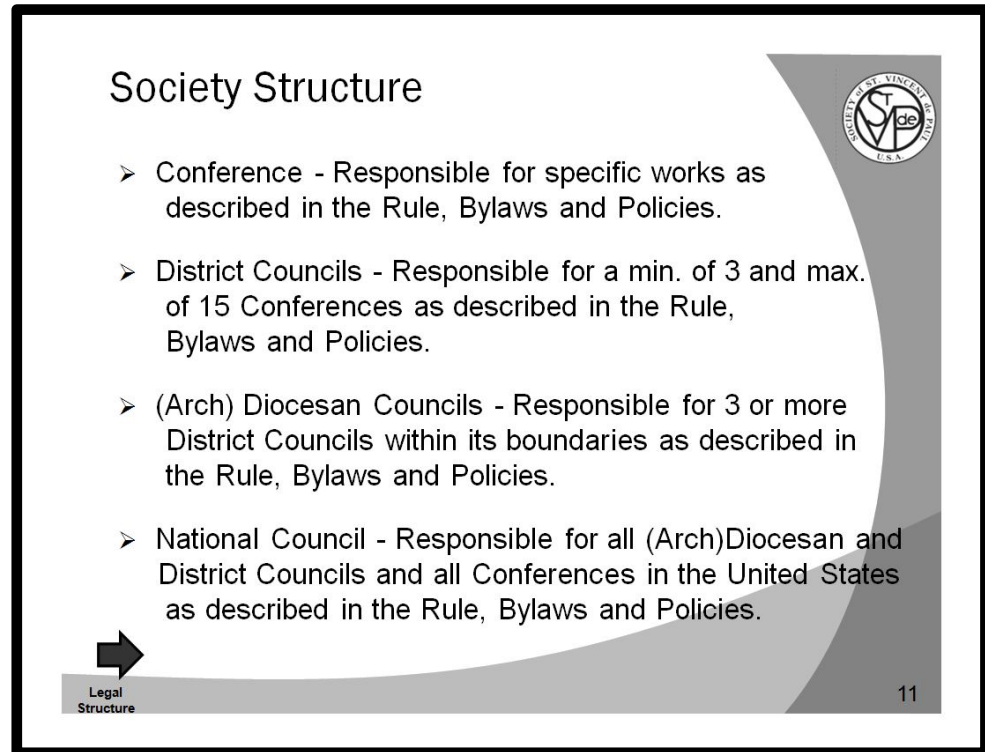
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**Figure 11 - Society Structure**



The diagram for Figure 11, titled "Society Structure", is contained within a black-bordered box. It features a light gray background with a dark gray curved shape on the right side. In the top right corner of this shape is the Society of St. Vincent de Paul (SVdP) logo, which is a circular seal with the text "SOCIETY OF ST. VINCENT DE PAUL" and "U.S.A." around a central emblem. The title "Society Structure" is in a large, black, sans-serif font. Below the title is a bulleted list of four items, each preceded by a right-pointing arrowhead (➤). The list describes the hierarchy from Conferences to the National Council. At the bottom left, there is a small black arrow pointing right, with the text "Legal Structure" below it. The number "11" is in the bottom right corner.

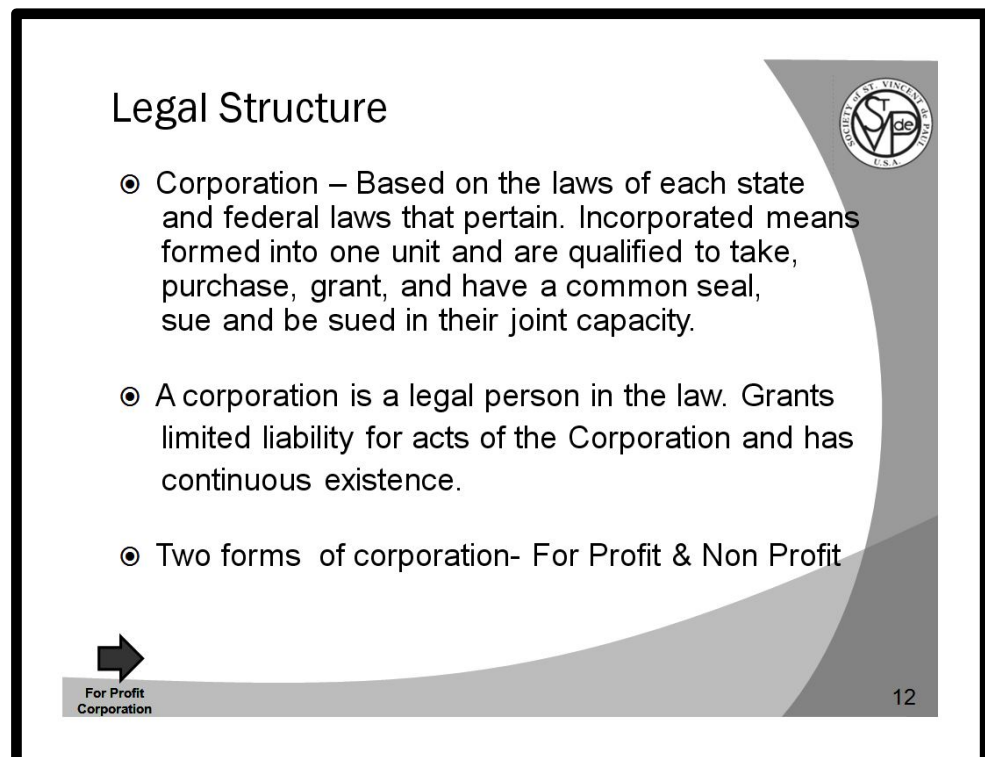
## Society Structure

- Conference - Responsible for specific works as described in the Rule, Bylaws and Policies.
- District Councils - Responsible for a min. of 3 and max. of 15 Conferences as described in the Rule, Bylaws and Policies.
- (Arch) Diocesan Councils - Responsible for 3 or more District Councils within its boundaries as described in the Rule, Bylaws and Policies.
- National Council - Responsible for all (Arch)Diocesan and District Councils and all Conferences in the United States as described in the Rule, Bylaws and Policies.

Legal Structure

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**Figure 12 - Legal Structure**



The diagram for Figure 12, titled "Legal Structure", is contained within a black-bordered box. It features a light gray background with a dark gray curved shape on the right side. In the top right corner of this shape is the Society of St. Vincent de Paul (SVdP) logo, which is a circular seal with the text "SOCIETY OF ST. VINCENT DE PAUL" and "U.S.A." around a central emblem. The title "Legal Structure" is in a large, black, sans-serif font. Below the title is a bulleted list of three items, each preceded by a circle with a dot (⊙). The list describes the legal nature of the corporation, its legal person status, and the two forms of corporation. At the bottom left, there is a small black arrow pointing right, with the text "For Profit Corporation" below it. The number "12" is in the bottom right corner.

## Legal Structure

- ⊙ Corporation – Based on the laws of each state and federal laws that pertain. Incorporated means formed into one unit and are qualified to take, purchase, grant, and have a common seal, sue and be sued in their joint capacity.
- ⊙ A corporation is a legal person in the law. Grants limited liability for acts of the Corporation and has continuous existence.
- ⊙ Two forms of corporation- For Profit & Non Profit

For Profit Corporation

12



Figure 13 - For Profit Corporation

### For Profit Corporation

- Success is measured by financial profit or loss.

### For A Non Profit Corporation

- Success is measured by comparing results with its stated purpose.



Owners & Stakeholders



13

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Figure 14 - Society's Stakeholders

### Society's Stakeholders

- Non Profit - many stakeholders
  - Those we serve
  - Members
  - Donors
  - Employees
  - Volunteers
  - Community at large
  - Bishops
  - Pastors
  - Collaborative groups
  - Government entities



Change



14

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Figure 15 - Change

Change

- For both Profit & Non-Profit corporations change is coming that will impact both types.
- Change will be demanded by:
  - Law
  - Expectations of stakeholders.

Documents

15

Figure 16 - Documents

Documents

- The Rule
- Articles of Incorporation (Charter)
- Bylaws
- Governance Policies
  - Major policy areas
- Procedures

Corporate Governance

The Rule

Articles of Incorporation

Bylaws

Governance Policies


Procedures

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Figure 17- Document - The Rule

## Documents – The Rule


- The Rule
  - Primary Governance document of the Society
  - All other documents must be in harmony with The Rule
  - Documents not in agreement with The Rule are Null and Void



Documents  
Articles



Documents



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Figure 18- Documents - Articles

## Documents - Articles


- Articles of Incorporation (Charter)
  - Establishes the legal entity
    - Identifies its full legal name
    - States its purpose
    - Should be as general as possible
    - Contains only what's required by state law.
    - Limits activities to maintain tax status
    - Describes distribution of assets on being dissolved.



Documents  
Bylaws



Documents



18

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Figure 19 - Documents-Bylaws

## Documents - Bylaws

- ◎ Bylaws
  - Are subordinate to the articles of incorporation.
  - State the general way in which the corporation governs itself.
  - Should be reviewed and updated every 3 to 5 years.
  - Must be consistent with Rule and Articles

\* National Council has approved bylaws for each level.



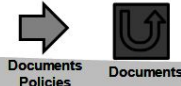


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Figure 20 - Small Group Discussion

## Small Group Discussion


- Please break into groups of 3 and assign a group reporter.
- Consider the following questions:
  - How does your Conference/Council educate its members on the Rule and Bylaws?.
  - How can we improve the process?
- We will take 15 minutes followed by reports from each group.



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**Figure 21 - Documents - Policies**


## Documents - Policies





- ◉ Governance Policies - established by the Board
  - Governance Process Policy
  - Board Staff Linkage Policy
  - Executive Limitations Policy
  - Global Executive Constraint Policy
  - Ends Policy
- ◉ Ends policy should be developed last
- ◉ Carver Guide - Basic Principle of Policy


Governance


  
 Governance Process Policy


  
 Bd/Staff Linkage Policy


  
 Executive Limits Policy


  
 Global Constraints Policy


  
 Ends Policy

  
 Other Governance Policies

  
 Documents

  
 Volunteer Exec. Limits Policy

  
 Global Vol. Exec. Constraints Policy



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**Figure 22 - Governance Process Policy**


## Governance Process Policy




- ◉ Global Governance Commitment
 

The Board, on behalf of all stakeholders, has the responsibility to ensure that the Council achieves appropriate results for appropriate persons at an appropriate cost and avoids unacceptable actions and situations.
- ◉ The Board determines its philosophy, accountability and the specifics of its own job within the Letter and Spirit of the Rule.

  
 BD/Staff Linkage Policy

  
 Documents - Policies



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Figure 23 - Board Staff Linkage Policy

## Board Staff Linkage Policy

- The Board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on provisions of the ends and executive limitations policies.
- The Board staff linkage connection will be through the CEO/ED.
- Unity of Control
- Accountability of the CEO/ED
- Delegation to the CEO/ED
- Monitoring of CEO/ED performance



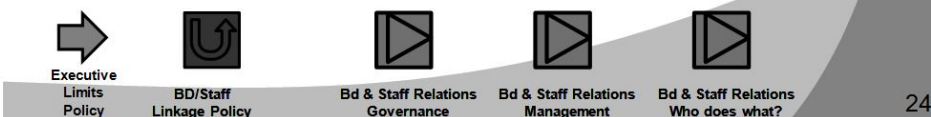
Executive Limits Policy   Board & Staff Relations   Board & Volunteer Staff Relations   Documents-Policies

23

Figure 24 - Board Staff Relations

## Board & Staff Relations

- ◉ Governance
- ◉ Management
- ◉ Who does what?



Executive Limits Policy   BD/Staff Linkage Policy   Bd & Staff Relations Governance   Bd & Staff Relations Management   Bd & Staff Relations Who does what?

24





**Figure 25 - Board & Staff Relations - Governance**


## Board & Staff Relations

### Governance

- ◉ Specific outcomes, constraints & desires
- ◉ May suggest how to accomplish
- ◉ Determines financial resources and how allocated
- ◉ Identifies information required to make sound policy decisions and makes policy decisions
- ◉ Monitors progress







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**Figure 26 - Board & Staff Relations - Management**

## Board & Staff Relations

### Management

- Specifies process to achieve outcomes
- Participates in decisions about what may and may not be done. The goal is flexibility.
- Informs the Board of resources required and recommends cost effective allocations.
- Identifies information needed and determines process for carrying out policy.
- Monitors & reports progress.
- Initiates conflict resolution.







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Figure 27 - Board & Staff Relations - Who is in Charge of what?




## Board & Staff Relations


### Who is in charge of what?

X = Responsible      Y = involved

<u>Board</u>		<u>CEO/ED</u>
X	Governance	Y
Y	Administration	X
X	Decides What	Y
Y	Decides How	X
X	Makes Policy	Y
Y	Carries out Policy	X
X	Sets Goals	Y
Y	Plans to Achieve Goals	X
X	Reviews Plans	Y
Y	Implements Plans	X
XY	Monitors Progress	XY




Executive  
Limits  
Policy



Board & Staff  
Relations


27

Figure 28 - Executive Limitations Policy




## Executive Limitations Policy


- The Board establishes the boundaries of acceptability with in which staff methods and activities can be done by staff. These activities include:
  - Treatment of people
  - Financial planning/budgeting /conditions & activities
  - Emergency Executive Succession
  - Asset protection
  - Compensation and benefits
  - Communication & Support to the board.



Global  
Constraints  
Policy



Documents -  
Policies



28



Figure 29 - Global Executive Constraint Policy

# Global Executive Constraint Policy

- The CEO/ED shall not cause or allow any organizational practice, activity, decision, or circumstance which is either unlawful, imprudent or in violation of the mission, and practice of the council or violates commonly accepted business and professional ethics.
- The CEO/ED will not allow any program, service or public statements that are inconsistent with the teachings of the Catholic Church.
- The CEO/ED shall not endanger the public image or credibility of the Society of St. Vincent de Paul, particularly in ways that would hinder its accomplishment of its mission.

→  
Ends  
Policies

↻  
Documents-  
Policies

29

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Figure 30- Board & Volunteer Staff Relations

# Board & Volunteer Staff Relations

- ◉ Governance
- ◉ Management
- ◉ Who does what

→  
Volunteer  
Executive  
Limits Policy

↻  
BD/Staff  
Linkage Policy

▶  
Bd & Volunteer  
Staff Relations  
Governance

▶  
Bd & Volunteer  
Staff Relations  
Management

▶  
Bd & Volunteer  
Staff Relations  
Who does what?

30

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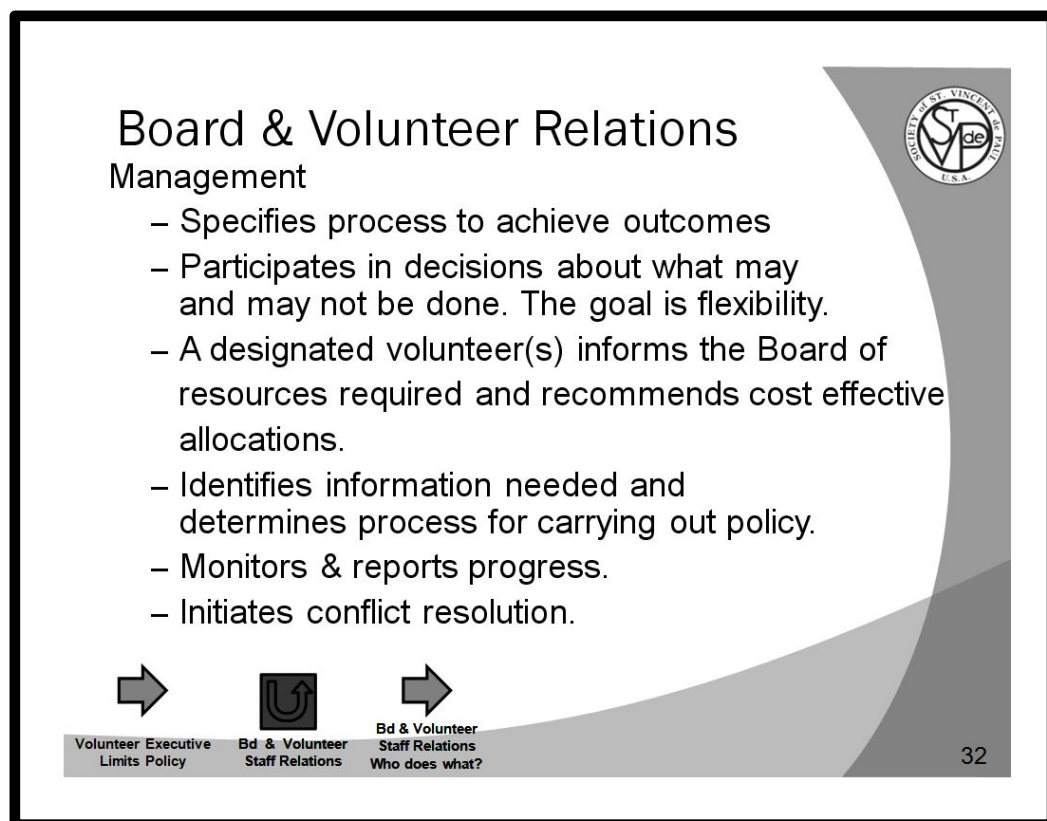
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Governance Training Participants Guide

Figure 31 - Board & Volunteer Staff Relations - Governance



Figure 32 - Board & Volunteer Staff Relations - Management



**Figure 33 - Board & Volunteer Staff Relations - Who is in charge of what?**

## Board & Volunteer Staff Relations

### Who is in charge of what?

X = Responsible      Y= involved      I= Provides Insight When Asked

Board	President	Volunteer
X	Y	
Y	X	
X	Y	
Y	X	I
X	Y	
Y	X	I
X	Y	
Y	X	I
X	Y	
Y	X	I
XY	XY	

Bd & Volunteer  
Staff Relations

33

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**Figure 34 - Volunteer Executive Limitation Policy**

## Volunteer Executive Limitations Policy

- The Board establishes the boundaries of acceptability within which volunteer activities can be carried out. These activities include:
  - Treatment of people
  - Financial planning/budgeting /conditions & activities
  - Asset protection
  - Communication & Support to the board.

Global Volunteer  
Executive Constraints  
Policy

34

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**Figure 35 - Global Volunteer Executive Constraint Policy**

## Global Volunteer Executive Constraint Policy

- No volunteer shall cause or allow any organizational practice, activity, decision, or circumstance which is either unlawful, imprudent or in violation of the mission, and practice of the council or violates commonly accepted business and professional ethics.
- No volunteer shall establish or engage in any program, service or make any public statements that are inconsistent with the teachings of the Catholic Church.
- No volunteer shall endanger the public image or credibility of the Society of St. Vincent de Paul, particularly in ways that would hinder its accomplishment of its mission.

➔  
Ends  
Policies

  
Documents-  
Policies




35



**Figure 36- Ends Policy**

## Ends Policy

- ◉ Global Ends- Mission Statement
- ◉ Other ends Policies additional details re:
  - Spiritual Growth
  - Solidarity, Friendship and Community
  - Service

➔  
Other  
Government  
Policies

  
Documents -  
Policies



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Governance Training Participants Guide

**Figure 37 - Other Governance Process Policies**


## Other Governance Process Policies

- Governance Language and Style
- Board Job Description
- Agenda Planning
- Presidents Role
- Board Members Code of Conduct
- Board Committee Principles
- Board Committee Structure
- Governance Capability





Procedures



Documents - Policies



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**Figure 38 - Procedures**


## Procedures

- Conference Aggregation Procedure
- Council Institution Procedure
- Confidential Release Procedure
- Roberts Rules of Order
- Dissolution of a Conference






Corporate Governance



Group Discussion



Documents

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Figure 39 - Small Group Discussion

Small Group Discussion

- Please break into groups of 3 and assign a group reporter.
- Consider the following question(s):
  - What are the most critical policies that your Board needs to update and/or develop?
- We will take 15 minutes followed by reports from each group.

Corporate Governance



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Figure 40 - Corporate Governance

Corporate Governance

- The primary responsibility for governance of a non profit corporation is invested in the Board of Directors.

Overarching Responsibilities

40





**Figure 41 - Overarching Responsibilities/Duties of the Board & Its Members**

## Overarching Responsibilities/ Duties of the Board & Its Members


The Board/Council

- ◉ Has a responsibility to articulate prerequisites for membership candidates, orient new members and periodically self evaluate performance individually and as a whole.
- ◉ As a the backbone of a nonprofit organization, is accountable for the stewardship of the public's investment in their charitable mission to all our stakeholder's.
- ◉ As nonprofit, needs to pursue good business practices, while not pursuing profits, the focus is on changing lives and providing services that meet real needs and move our vision forward.





**Board  
Responsibilities**



**As A Board  
Member, What Do I  
Need to Know?**

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**Figure 42 - As A Board Member, What Do I Need to Know?**


## As A Board Member, What Do I Need to Know?

- ◉ What Do I Need to Know About the Organization, the Board and its Functions ?
- ◉ What Is Expected of Me as A Board Member?
- ◉ What Is the Description of the Job?







**Board  
Responsibilities**




**Overarching  
Responsibilities**



**Job  
Description**



**What Info I  
Need to Know**



**What is  
Expected**

42

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**Figure 43 - Job Description**

## Job Description

- As a member of the Board |Council participate In:
  - Setting policy
  - Determining program directions
  - Setting long and short range goals
  - Approving the annual budget
- And is responsible for
  - Oversight of fund development
  - Facilities management
  - Publicity and marketing
  - Leadership development of the Society

Board Responsibilities

Overarching Responsibilities

Specific Duties

What I Need to Know

What is Expected

43

**Figure 44 - Specific Duties**

## Specific Duties

- Determines goals & program direction to achieve those goals
- Determines Management policies
- Controls the operating funds and capital assets for the use & benefit of the Society
- Hires, supervises, supports, evaluates and terminates CEO/ED

- Ensures legal obligations of the Society are met:
  - Nonprofit tax exemption status
  - Equal opportunity and affirmative action standards
  - Federal & state income & social security taxes
  - Unemployment compensation and labor and industry insurance
  - Related safety & health issues of staff, volunteers & clients
  - Public liability insurance coverage

Board Responsibilities

Overarching Responsibilities

Specific Duties Cont.

What I Need to Know

What is Expected


44





**Figure 45 - Specific Duties Cont. 1**


## Specific Duties Cont. 1


- ◉ Approves grants, contracts, leases & other legal documents as per the bylaws
- ◉ Ensures that personnel & volunteer policies are properly administered
- ◉ Creates & executes a diversified fund development program
- ◉ Contributes financially to the organization
- ◉ Participates in Board designated fund raising activities
- ◉ Represents the organization to the community
- ◉ Participates in the annual Board retreat to establish short & long range goals
- ◉ Attends all Board meetings & assigned committee meetings




  
Board Responsibilities

  
Overarching Responsibilities

  
Specific Duties Cont.

  
What I Need to Know

  
What is Expected

45

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
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**Figure 46 - Specific Duties Cont. 2**


## Specific Duties Cont. 2


- ◉ Responsible for establishing annual staff salary guidelines & benefit packages
- ◉ Responsible for the leadership development of the staff and Board
- ◉ Ensures adequate funds available for accomplishing leadership training
- ◉ Participates in the annual evaluation of the Board
- ◉ Possesses experience and skills to assist organization in meeting its goals
- ◉ Understands Board is team composed of members
- ◉ Assists with community/public relations & marketing services of the organization



  
Board Responsibilities

  
Overarching Responsibilities

  
What I Need to Know

  
What is Expected

46

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**Figure 47 - What Do I Need To Know About The Organization & Its Functions?**

## What Do I Need To Know About The Organization & Its Functions?

Goal: Have sufficient materials & information about the organization & it functions, to allow making informed decisions

- Organization & Its Structure:
- Board Structure:
- Organizational Planning:
- Program Services
- Funding

Board Responsibilities

Overarching Responsibilities

Continue

Job Description

What is Expected

**Figure 48 - What Do I Need To Know About The Organization & Its Functions? - Organization & Its Structure**

## What Do I Need To Know About The Organization & Its Functions?

Goal: Have sufficient materials & information about the organization & it functions, to allow making informed decisions

- Organization & Its Structure:
  - Copies of Articles of Incorporation, Bylaws, Mission Statement
  - Society's legal structure & IRS exemption status
  - Legal structure as a non-profit corporation
  - Relationship to the National & International Society
  - Applicable State Regulations

Job Description

What is Expected

Board Responsibilities

Overarching Responsibilities

Continue

**Figure 49 - What Do I Need To Know About The Organization & Its Functions? - Board Structure**

### What Do I Need To Know About The Organization & Its Functions?

Goal: Have sufficient materials & information about the organization & it functions, to allow making informed decisions

- Organization & Its Structure:
- Board Structure:

Job Description

What is Expected

Board Responsibilities

Overarching Responsibilities

Continue

- Job Description of a Board or committee member
- Directory for Board & Committee assignment
- Summary of last year's minutes & budgets
- Board policies & procedures
- Board Calendar
- Understand role as Board Member and policy setter

49

**Figure 50 - What Do I Need To Know About The Organization & Its Functions? - Organizational Planning**

### What Do I Need To Know About The Organization & Its Functions?

Goal: Have sufficient materials & information about the organization & it functions, to allow making informed decisions

- Organization & Its Structure:
- Board Structure:
- Organizational Planning:

Job Description

What is Expected

Board Responsibilities

Overarching Responsibilities

Continue

- Board Planning cycle
- Participation in Long Range Planning Sessions
- Participation in Strategic Planning Sessions
- Participation in Annual Board Retreat

50

**Figure 51 - What Do I Need To Know About The Organization & Its Functions? - Program Services**

## What Do I Need To Know About The Organization & Its Functions?

Goal: Have sufficient materials & information about the organization & it functions, to allow making informed decisions

- Organization & Its Structure:
- Board Structure:
- Organizational Planning:
- Program Services:

Job Description

What is Expected

Board Responsibilities

Overarching Responsibilities

Continue

- Current Programs and Staff Assignments
- Current Level of Volunteer Programs and Functions
- Statistical Summary of Programs and Projected Future
- Summary of Temporary Actions on Program and /or Staff Size
- Annual Facility Tour with CEO

51

**Figure 52 - What Do I Need To Know About The Organization & Its Functions? - Funding**

## What Do I Need To Know About The Organization & Its Functions?

Goal: Have sufficient materials & information about the organization & it functions, to allow making informed decisions

- Organization & Its Structure:
- Board Structure:
- Organizational Planning:
- Program Services
- Funding

Board Responsibilities

Overarching Responsibilities

Job Description

What is Expected

- Summary of Current Income Sources
  - Grants
  - Contracts
  - Community Support
  - Membership Support
- Summary of Current Expenditures
  - Monthly
  - Year-to-date
  - By Line Items

52

**Figure 53 - What Is Expected Of Me As A Board Member?**

## What Is Expected Of Me As A Board Member?

Goal: To determine my willingness to accept responsibilities Of Board Membership.

- Knowledge & Preparation:
- Participation:
- Time Commitment:
- Constraints:


Board Responsibilities

Overarching Responsibilities

Continue

Job Description

What I Need to Know



53

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**Figure 54 - What Is Expected Of Me As A Board Member?- Knowledge & Preparation**

## What Is Expected Of Me As A Board Member?

Goal: To determine my willingness to accept responsibilities of Board Membership.

- Knowledge & Preparation:
  - Educate Myself on Society:**
    - Its History
    - Goals
    - Clients/Constituency
    - Staff
    - Current Situation
    - Needs & Problems
    - Role & Responsibility of Board
    - Role & Responsibility as Member of Board
  - Keep Abreast of Trends That Affect the Organization**
    - National
    - State
    - Local


Job Description

What I Need to Know

Board Responsibilities

Overarching Responsibilities

Continue



54

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**Figure 55 - What Is Expected Of Me As A Board Member?-  
Participation**


**What Is Expected Of Me As A Board Member?**


Goal: To determine my willingness to accept responsibilities of Board Membership.


- Knowledge & Preparation:
- Participation:


**Effective Board Members:**


- Participate in Board Tasks
- Are Knowledgeable & Enthusiastic Voices of Society
- Serve on at Least 1 Committee
- Know Committee's relationship to Board
- Advocate for Society & Clients
- Contribute Financially to Organization
- Participate in Discussions
- Report To Board as Appropriate
- Recognize Role as Team Member


  
Job Description

  
What I Need to Know

  
Board Responsibilities

  
Overarching Responsibilities

  
Continue

  
55

**Figure 56 - What Is Expected Of Me As A Board Member?-  
Time Commitment**

**What Is Expected Of Me As A Board Member?**

Goal: To determine my willingness to accept responsibilities of Board Membership.

- Knowledge & Preparation:
- Participation:
- Time Commitment:

**Attend:**


- Board Orientations
- Board Trainings
- Scheduled Board Meetings
- Committee Meetings
- Task Force Meetings


**Do Assigned Work Between Meetings**


- Preparation of Reports
- Background Materials
- Recommendations


**Prepare Before Meeting**


- Read Minutes
- Review Agenda/Material


  
Job Description

  
What I Need to Know

  
Board Responsibilities

  
Overarching Responsibilities

  
Continue


  
56


**Figure 57 - What Is Expected Of Me As A Board Member?- Constraints**


## What Is Expected Of Me As A Board Member?


Goal: To determine my willingness to accept responsibilities of Board Membership.


- ⦿ Knowledge & Preparation:
- ⦿ Participation:
- ⦿ Time Commitment:
- ⦿ Constraints:

  
 Job Description

  
 What I Need to Know


  
 Board Responsibilities

  
 Overarching Responsibilities

  
 Continue

**⦿ Effective Board Members:**

- Avoid Possibility of Or Appearance of Conflict of Interest
- Understand Role Differences between CEO & Board Member
- Do not do Management's or Staff's job
- Do not allow Management or Staff to do their job
- Support Board Decisions once they are made, even though they didn't vote for it
- Unable to support Board Decisions resign


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57


**Figure 58 - BOARD RESPONSIBILITIES**

## Board Responsibilities (1<sup>st</sup> 5 of 10)

-  1. Determine and articulate the Mission, Vision, Essential Elements and Core Values
-  2. Ensure proper recruitment and selection of the CEO/ED
-  3. Support and assess performance of the CEO/ED
-  4. Ensure Board engages in Short term & Strategic planning for the future
-  5. Determine programs, monitors, assess and confirm value.

  
 Board Resp. Cont.




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58

35

Governance Training Participants Guide

**Figure 59 - Board Responsibility 1 - Determine & articulate Mission, Vision, Essential Elements & Core Values**

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## 1 - Determine & articulate Mission, Vision, Essential Elements & Core Values

- ⦿ The Board responsibility for establishing & articulating the Council Mission has been accomplished by our Council General and the National Council.
- ⦿ Vision is a long range view of a desirable future.  
“End Poverty Through Systemic Change.”
- ⦿ Essential Elements:
  - Spirituality
  - Friendship
  - Service
- ⦿ Core Values


➡  
Board  
Resp. - 2

⤴  
Board  
Responsibilities

▶  
Mission  
Statement

▶  
Essential  
Elements

▶  
Core  
Values



101

**Figure 60 - Mission Statement**

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## MISSION STATEMENT

Inspired by Gospel values, the SOCIETY OF ST. VINCENT de PAUL, a Catholic lay organization, leads women and men to join together to grow spiritually by offering person-to-person service to the needy and suffering in the tradition of its founder, Blessed Frederic Ozanam, and patron, St. Vincent de Paul.

As a reflection of the whole family of God, members, who are known as VINCENSIANS, are drawn from every ethnic and cultural background, age group and economic level.



Vincenians are united in an international society of charity by their spirit of poverty, humility and sharing, which is nourished by prayer and reflection, mutually supportive gatherings and adherence to a basic Rule.

Organized locally, Vincenians witness God's love by embracing all works of charity and justice. The Society collaborates with other people of good will in relieving need and addressing its causes, making no distinction in those served, because in them Vincenians see the face of Christ.

➡  
Board  
Resp. - 2

⤴  
Board  
Resp. - 1

➡  
Essential  
Elements

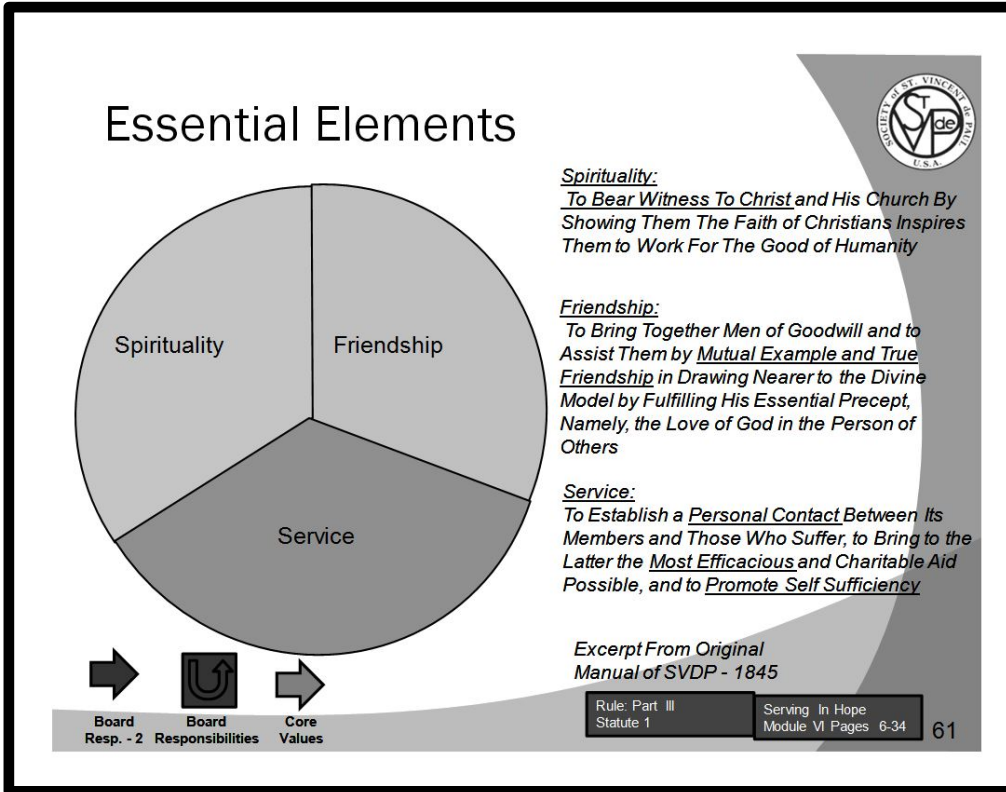
➡  
Core  
Values

Manual: Chapter 3  
Pages 50-51

60



Figure 61 - Essential Elements




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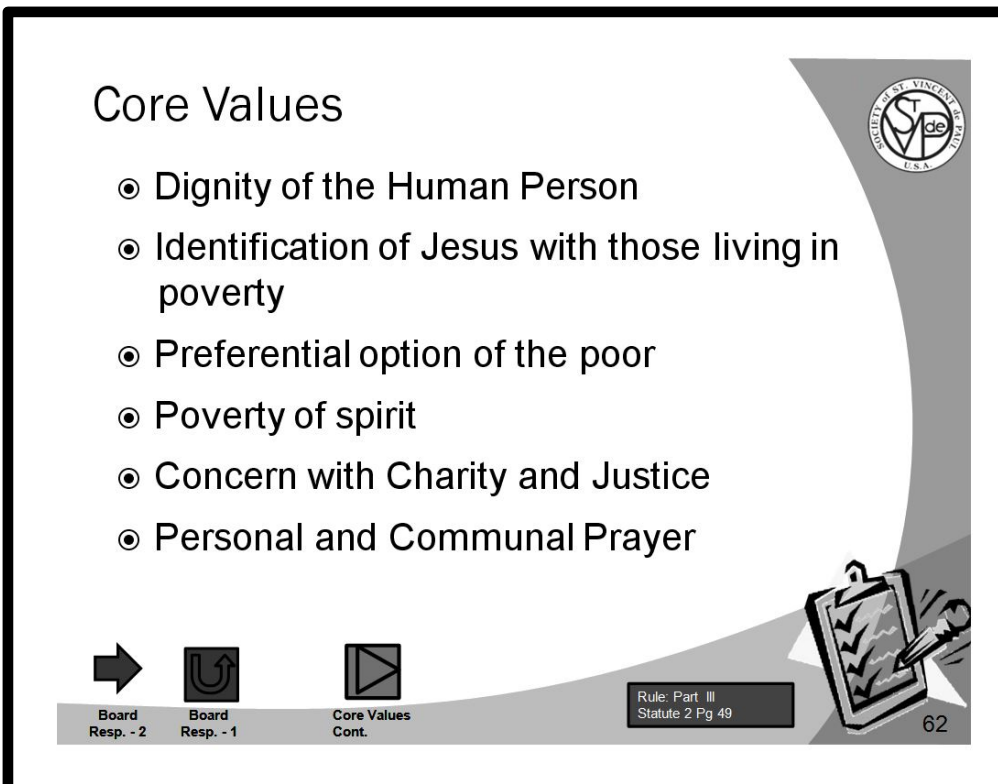
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Figure 62 - Core Values




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Figure 63 - Core Values (Cont.)

## Core Values (Cont.)

- ◉ Virtue of humility-personal and corporate
- ◉ Virtue of charity and justice within and outside of the Society
- ◉ Virtue of simplicity
- ◉ Reliance on Divine Providence
- ◉ Friendship with each other and those in poverty
- ◉ Solidarity
- ◉ Community

Board  
Resp. - 2

Board  
Resp. - 1

Rule: Part III  
Statute 2 Pg 49

63

Figure 64 - Board Responsibility 2 - Recruit & Select Council CEO/ED

## 2- Recruit & Select Council CEO/ED

- ◉ Develop selection process
- ◉ Determine skill sets and experience & requirements
- ◉ Design position description
- ◉ Don't reinvent the wheel
- ◉ Know the rules for interviewing & hiring
- ◉ Confirm the process
- ◉ Communicate the process

Board  
Resp. - 3


Board  
Responsibilities


102

**Figure 65 - Board Responsibility 3 - Support CEO/ED & Assess their Performance**

## 3 - Support CEO/ED & Assess their Performance


- ⦿ Clear understanding of expectations, goals, objectives, roles, performance measurements
- ⦿ Clear communication channel with the Board
- ⦿ Clear understanding that CEO/ED works for the Board
  - Not individuals
  - Council Bylaws should define the process for removal of CEO/ED
  - Clarity of functions- Boards, CEO/ED's





**Board**

Responsibilities



103

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**Figure 66 - Board Responsibility 4 - Ensure Board engages in Short term & Strategic Planning**

## 4 - Ensure Board engages in Short term & Strategic Planning


- ⦿ Planning simply means deciding where we want to go then making a decision(s) on how get there
- ⦿ The plan consists of: Vision, Mission, Goals, Objectives, Action Plans and who is responsible for what results





**Board**

Responsibilities



**Yogi Says**

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Figure 67 - Yogi Berra says:

Yogi Berra says:

*"If you don't know where you're going  
You won't know where you are  
when you get there."*

So





67

Figure 68 - If you always do -----

*"If you always do what you've always done,  
you will always get what you always got."*


*"In order to get what you never got, you've  
got to do what you've never done."*

Author Fr. Jessie Cox, OP



Board  
Resp. - 5

Board  
Responsibilities





68

**Figure 69 - Board Responsibility 5 - Determine Programs & monitor & assess value**


## 5 - Determine Programs & monitor & assess value

- ⦿ The Council provides services and run programs that are too large or complex for a single Conference to operate including Special Works
- ⦿ The principles for establishing the priorities for programs and services are stated clearly in our Rule, Mission, Core Values and Essential Elements and the identified needs of the community
- ⦿ There are many great tools for exploring this responsibility and can be found at Board Source







Board  
Resp. – Cont.



Board  
Responsibilities



Special  
Works



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**Figure 70 - Special Works**

## Special Works

Special Works include but are not limited to:

<ul style="list-style-type: none"> <li>⦿ Thrift Stores</li> <li>⦿ Dining Rooms</li> <li>⦿ Food Pantries</li> <li>⦿ Meals on Wheels</li> <li>⦿ Free Pharmacies</li> <li>⦿ Homeless Shelters</li> <li>⦿ Transitional Housing</li> <li>⦿ Indigent Burial</li> <li>⦿ Budget &amp; Tax Counseling</li> <li>⦿ Employment Services</li> </ul>	<ul style="list-style-type: none"> <li>⦿ Job Training</li> <li>⦿ Assistance For Disabled</li> <li>⦿ Crime Victim Support</li> <li>⦿ Jail/Prison Ministry</li> <li>⦿ Post Release Services</li> <li>⦿ Medical &amp; Dental Clinics</li> <li>⦿ Eldercare</li> <li>⦿ Family Resource Centers</li> <li>⦿ Recycling Centers</li> <li>⦿ Summer Camps For Kids</li> </ul>
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Board  
Resps. Cont



Board  
Resp. - 5



Special Works  
Cont.



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Figure 71 - Special Works Cont.

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## Special Works Cont.

RULE: Part III Statute 20

- Only after prayer and discernment should a Conference/Council establish Special Works.
- Special Works can either remain a part of the Council's normal operations or be separately incorporated.

The flowchart at the bottom of the slide shows a sequence of five boxes: 'Board Resps. Cont', 'Board Resp. - 5', 'Special Works', 'Normal Operations Special Works', and 'Incorporated Special Works'. Arrows indicate the flow from left to right. Above the 'Board Resps. Cont' box is a right-pointing arrow. Above the 'Board Resp. - 5' box is a circular arrow. Above the 'Special Works' box is a circular arrow. Above the 'Normal Operations Special Works' box is a right-pointing arrow. Above the 'Incorporated Special Works' box is a right-pointing arrow.

Rule: Part III Statute 20 Pg 57

71

Figure 72 - Normal Operations Special Works

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## Normal Operations Special Works

- It will be governed and managed in accord and in compliance with that Council's:
  - Articles of Incorporation
  - Bylaws
  - Standing operating procedures
  - Reporting policies
  - Human Resource policies
- It is essential that a Special Work remain loyal to the policies and strategies agreed to by the Council to which it belongs and reports.

The flowchart at the bottom of the slide shows a sequence of four boxes: 'Board Resps. Cont', 'Board Resp. - 5', 'Special Works', and 'Incorporated Special Works'. Arrows indicate the flow from left to right. Above the 'Board Resps. Cont' box is a right-pointing arrow. Above the 'Board Resp. - 5' box is a circular arrow. Above the 'Special Works' box is a circular arrow. Above the 'Incorporated Special Works' box is a right-pointing arrow.

Rule: Part III Statute 20 Pg 57

72

**Figure 73 - Incorporated Special Works**


## Incorporated Special Works

- ⦿ In the event a special Work is separately incorporated by a Conference/Council care to ensure at outset that:
  - Its Articles of Incorporation
  - Bylaws
  - Other Governance Documents
  - Management Documents

Recognize the relationship to the Society of St. Vincent de Paul

To include but not limited to:

- Use of the Name
- Use of the Logo
- Asset Acquisition
- Asset Disposal



Rule: Part III  
Statute 20 Pg 57

73

Board  
Resps. Cont

Board  
Resp. - 5

Special  
Works

Incorporated Special  
Works Cont.

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**Figure 74 - Incorporated Special Works Cont.**


## Incorporated Special Works Cont.

- ⦿ Such Governance Documents should allow for the President of the Council separately incorporating the Special Work, after Consultation with
  - The Council
  - National Council President

And evaluation of the legal consequences

- Replace members of the Board of Directors of that Special Work, regardless of their function.

- ⦿ The Council incorporating the Special Work has the responsibility to ensure that:
- A majority of Vincentian Members make up the Special Works Board
- Appropriate Reporting Policies are established



Rule: Part III  
Statute 20 Pg 57

74

Board  
Resps. Cont

Board  
Resp. - 5

Special  
Works

Incorporated  
Special Works

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


**Figure 75 - BOARD RESPONSIBILITIES Cont.**


## Board Responsibilities Cont. (2<sup>nd</sup> 5 of 10)




-  6. Guarantee that adequate financial resources are provided to carry out the mission and programs
-  7. Make sure there is effective management and use of resources
-  8. Enhance Society's credibility and public image
-  9. Protect integrity & ensure accountability
-  10. Assess & develop Boards effectiveness



Overriding  
Duties




Group  
Discussion




75

**Figure 76 - Board Responsibility 6 - Ensure resources needed to implement plans available**


## 6 - Ensure resources needed to implement plans available




- ⦿ Guarantee the Council has the financial and other resources it needs to implement its plans.
- ⦿ Make sure that the Council is stronger and more viable when it passes leadership on to others.




Board  
Resp. - 7



Board  
Resps. Cont



Going Out of  
Business




106


**Figure 77 - Reasons Councils go out of existence**

## Reasons Councils go out of existence (or get into serious trouble)



- ⦿ Failure to raise funds
- ⦿ Financial failure ending in bankruptcy
- ⦿ Losing its tax exempt status
- ⦿ Losing its right to exist as a legal entity
- ⦿ Losing its right to exist in the diocese
- ⦿ Failure to operate in accordance with the Rule, resulting in removal from the Society



Board  
Resp. - 7



Board  
Resps. Cont

77

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**Figure 78 - Board Responsibility 7 - Make sure there is effective management & use of resources**

## 7 - Make sure there is effective management & use of resources.



- ⦿ Each major program should be scheduled for review during the year
- ⦿ Board should have a firm view of what they expect each program to achieve
- ⦿ Level of service in each program should be reaffirmed when the new budget is approved



Board  
Resp. - 8



Board  
Resps. Cont

107

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**Figure 79 - Board Responsibility 8 - Enhance Society's & Council's credibility and public image**

## 8 - Enhance Society's & Council's credibility and public image

- ◉ Credibility is corporate integrity. Deserving the trust that what we say can be believed.
- ◉ Credibility is built with absolute faithfulness to the Rule and Mission.
- ◉ Public image begins with stating our missions, our core values & what we stand for openly & often.
- ◉ Public image emerges from telling our story to the public.





Board  
Resp. - 9



Board  
Resps. Cont





108

**Figure 80 - Board Responsibility 9 - Protect Council's & Conference's integrity & ensure accountability**


## 9 - Protect Council's & Conference's integrity & ensure accountability

- ◉ Ensure Essential Policies are in place and adhered to.
- ◉ Make sure the Board of Directors or Council members are operating in compliance with the Rule, corporate charter, bylaws, federal, state and local laws, and all policies in effect for the entity.







Board  
Resp. - 10




Board  
Resps. Cont




Essential  
Policies




501 (c)(3)  
Exemption




National Group  
Exemption



Filing 990s



Loss of  
Exemption





109


**Figure 81 - Essential Policies**

## Essential Policies

- ◉ Non discrimination policy
- ◉ Conflict of Interest policy
- ◉ Document destruction policy
- ◉ Whistle-blower protection policy
- ◉ Audit policy
- ◉ Annual Report policy
- ◉ Tax filing policy
- ◉ Information sharing policy



Board Resp.-9      Essential Policies (Cont)



81

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**Figure 82 - Essential Policies (cont.)**

## Essential Policies (cont.)

- ◉ Spokesperson policy
- ◉ Orientation of new board member policy
- ◉ Board operation policy
- ◉ Employee policies
- ◉ Business Practices policies
- ◉ Bylaw review policy



Board Resp.-9



82

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Figure 83 - 501 (c)(3) Tax Exemption

**501 (c)(3) Tax Exemption**



⦿ Councils and Conferences MUST have 501(c)(3) Tax Exemption,  
Either by

- Obtaining their own directly from the IRS

Or by

- Becoming included in National SVDP Group Exemption

Coverage by the Church, USCCB Group Exemption, no longer applies!



Board Resp. - 10   Board Resp. - 9   National Group Exemption   Filing 990s   Loss of Exemption



83

Figure 84- National Group Exemption (NSGED)

**National Group Exemption (NSGED)**

Process for becoming member of the NSGED:

1. Verify that the EIN number you are using is issued in your legal name (cannot be the parish EIN).
2. If not, obtain your own EIN number in your name using the SS-4 form found on [www.irs.gov](http://www.irs.gov)
3. Determine if your Council/Conference is eligible for inclusion in the National Group Exemption
4. Complete/Sign and Submit Application for Inclusion.
5. Attach signed Bylaws that have been updated with required IRS language and approved by the Regional Vice President.
6. If incorporated, attach Articles of Incorporation updated with required IRS language.
7. Attach any lease agreements or details of verbal lease agreements.



Board Resp. - 10   Board Resp. - 9   Filing 990s   Loss of Exemption


84


**Figure 85 - Filing 990's**

## Filing 990's


Every Council or Conference with their own EIN MUST file a 990

990 Filing Instructions	Form to File
Gross receipts less than \$50,000	990-N
Gross receipts between \$50,000 and \$200,000 and Total assets less than \$500,000	990-EZ or 990
Gross receipts more than \$200,000 and/or Total assets exceed \$500,000	990






**Board  
Resp. - 10**



**Board  
Resp. - 9**



**Loss of  
Exemption**

85

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**Figure 86 - Loss of Exempt Status**


## Loss of Exempt Status

- If you fail to file a 990 for three years in succession, your tax exempt status will be revoked.
- If your tax exempt status is revoked, you:
  - must file a Form 1023 to gain independent tax exempt status.
  - must pay a filing fee with Form 1023.
  - cannot join or rejoin the national group.
- If your Conferences are using your Council's EIN, the loss of status affects them as well.





**Board  
Resp. - 10**



**Board  
Resp. - 9**

86

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**Figure 87 - Board Responsibility 10 - Assess & develop Board's own Effectiveness**


## 10 - Assess & develop Board's own Effectiveness




- ◉ Assess and develop Board's own Effectiveness
- ◉ Critical objective assessment should be part of each meeting
- ◉ Training or board retreats should happen once a year
- ◉ Formal assessment tools should be used regularly
- ◉ Board Source has great check lists and tools for this purpose

  
Overriding Duties

  
Group Discussion


  
Board Resps. Cont




110


**Figure 88 Small Group Discussion**


## Small Group Discussion



- Please break into groups of 3 and assign a group reporter.
- Consider the following question(s):
  - What are the most critical Board Responsibilities that your Board is not fulfilling?
  - What corrections needs to be made?
- We will take 15 minutes followed by reports from each group.

  
Overriding Duties

  
Board Resps. Cont




88


**Figure 89 - Overriding Duties**

## Overriding Duties


- ▣ ● Loyalty
- ▣ ● Obedience
- ▣ ● Care



89



Final Thoughts



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**Figure 90 - Loyalty**

## Loyalty


- The Board of Directors is the corporate body of the Council.
- The Board acts only as a unit.
- A Board member must be faithful to the Society & the Council.
- All potential “Conflicts of Interest” must be disclosed & personal involvement in Board related decisions must be avoided.



90



Overriding Duties



Loyalty (Cont. 1)



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**Figure 91 - Loyalty (cont. 1)**

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### Loyalty (cont. 1)



- Personal agendas not for the good of the Board or Council are inappropriate.
- All decisions of the Board must be supported in public & in private whether the Board member voted for it or against it.
- The only person who speaks for the Board or the Council is the one the Board has authorized to do so in a formal policy.



Overriding Duties Loyalty (Cont. 2)



91

**Figure 92 - Loyalty (cont. 2)**

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
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### Care (cont. 2)




A Board Member:

- Takes an active roll in finding donors and taking part in fund raising events.
- Takes part in other activities of the Board for the good of the Council. These may include donor receptions, Council annual meetings, membership meetings, and like events.



Final Thoughts Overriding Duties





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**Figure 93 - Obedience**

## Obedience


- ◉ The member must be obedient to the Rule, Mission, Bylaws, & policies of the Council.
- ◉ They must also be obedient to the laws imposed on the corporation by federal, state & local governments.
- ◉ That means a personal responsibility to work with the Board to be sure all legal requirements for the Council are met accurately & on time.







Overriding Duties



Care

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**Figure 94 - Care**


## Care

A Board Member:


- ◉ Attends all Board meetings, special meetings & assigned committee meetings.
- ◉ Reads all of the information provided before a meeting & seeks additional information on Action Items, as necessary.
- ◉ Knows how to read basic financial reports or seeks help to learn how to understand them.







Overriding Duties



Care (Cont. 1)

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**Figure 95 - Care (cont.1)**

Care (cont. 1)

A Board Member:

- Supports the Council financially by their own direct contributions.
- Asks questions to develop a complete understanding of the issue(s) at hand.
- Actively participates in the Board decision making process.

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Overriding Duties Care (Cont. 2)




**Figure 96 - Care (cont. 2)**

Care (cont. 2)

A Board Member:

- Takes an active roll in finding donors and taking part in fund raising events.
- Takes part in other activities of the Board for the good of the Council. These may include donor receptions, Council annual meetings, membership meetings, and like events.

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Final Thoughts Overriding Duties


Figure 97 - Final Thoughts

### Final Thoughts

- Effective Governance practices have a commonality.
- Governance is done in real time, its an action not just a theory.
- Good Governance is an ongoing, ever-changing and improving process.
- It makes a difference - it allows us to be the very best we can be for those we serve.
- Good governance is part of excellent Servant Leadership.



Resource List



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Figure 98- Resource List

### Final Thoughts

- Effective Governance practices have a commonality.
- Governance is done in real time, its an action not just a theory.
- Good Governance is an ongoing, ever-changing and improving process.
- It makes a difference - it allows us to be the very best we can be for those we serve.
- Good governance is part of excellent Servant Leadership.



Resource List



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Figure 99 - Questions

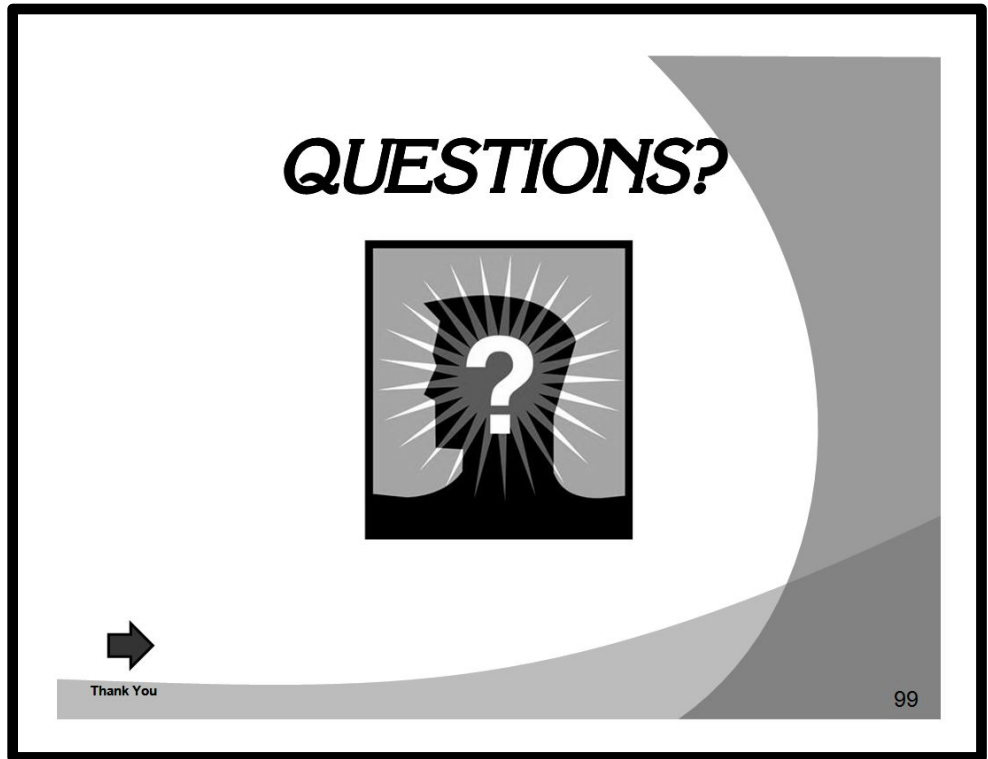


Figure 100 - THANK YOU FOR YOUR PARTICIPATION!



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## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

## BEATITUDES OF A VINCENTIAN SERVANT LEADER



**O God, give us the blessing and grace to be Vincentian Servant Leader:**

**Blessed** are the leaders who have not sought the high places,  
but who have been drafted into service because of  
their ability and willingness to serve.

**Blessed** are the leaders who know where they are going,  
why they are going, and how to get there.

**Blessed** are the leaders who know no discouragement, who  
present no alibi.

**Blessed** are the leaders who know how to lead without  
being dictatorial, because true leaders are humble.

**Blessed** are the leaders who seek the best for those they serve.

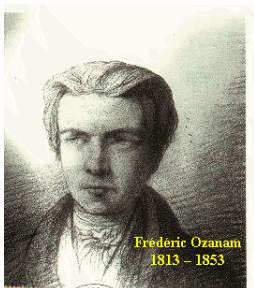
**Blessed** are the leaders who develop new leaders.

**Blessed** are the leaders who march with the group,  
interpreting correctly the signs on the pathway that leads to  
success.

**Blessed** are the leaders who have their head in the clouds  
but their feet on the ground.

**Blessed** are the leaders who consider leadership an opportunity for  
service.

**For this we pray. Amen**





# **GOVERNANCE TRAINING PARTICIPANTS GUIDE**

**Society of St. Vincent de Paul  
National Council of the United States  
58 Progress Parkway  
Maryland Heights, Missouri 63043-3706**

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