

 

# Thriving as a Board Chair

***A Peer Learning Program just for Board Chairs***

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Disclaimer

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**2018 SCHEDULE**
**April 17**          Session 1 from 5:00pm - 8:30pm
**May 8**             Session 2 from 5:00pm - 8:00pm
**June 5**             Session 3 from 5:00pm - 8:00pm
**July 10**            Session 4 from 5:00pm - 8:00pm
**August 7** Final Session as a web/teleconference 5:00pm - 7:00pm

## POSSIBLE TOPICS

## ORGANIZING & MOVING WORK FORWARD: AGENDAS, PROCESS, ROLES

## BEING A FUNDRAISING CHAMPION AND CREATING A CULTURE OF FUNDRAISING/PHILANTHROPY

## DEVELOPING A PARTNERSHIP WITH THE EXECUTIVE DIRECTOR

## WORKING WITH DIFFERENCE: POWER & PRIVILEGE

## SUCCESSION PLANNING FOR BOARD LEADERSHIP

## BOARD STRUCTURE: COMMITTEES/TASK FORCES

## FOSTERING HEALTHY BOARD CULTURE

## EXERCISE Getting to Know Each Other

**Perspective Wheel:** What is your primary motivation to serve—your *board* personal purpose?

**Professional Development**

**Commitment to Region or Locale**

**Passion for Specific Field Area**

**Relationship Building, Networking**

**Social Justice/ Social Change**

**Commitment to a Particular Community or Population**

**Interest in Governance**

**Something Else**

## Program Context

**THE IMPACT OF BOARD CHAIRS**

*Blog by Marla Cornelius, Senior Project Director, CompassPoint*

*In this blog, Marla Cornelius, CompassPoint Governance consultant, emphasizes that the board chair’s most important role is not just knowing what to “do” to manage the organization’s board, but more importantly how to “be” a facilitator and lever of organizational change.*

**The way board chairs play their roles has considerable impact on executive directors, their boards as a whole, and the organizations they serve**.

That’s a daunting proposition for most of us who have ever stepped into this volunteer leadership position. I have played this role a few times over the years—to lesser and greater effect, I am sure. At CompassPoint, I also work with nonprofit leaders who are board chairs themselves or work closely with them. Many of the conversations I have with those leaders center on the responsibilities of the role: how to set agendas, facilitate meetings, represent the organization, and coordinate board activities, for instance. As important as these duties are in helping board chairs understand what to *do*, they offer little assistance in helping them understand how to *be*. More importantly, if we reduce the role of board chairs to a list of duties, how do we know what difference the role of board chair can make?

Job responsibilities help board chairs understand what to do. Leadership characteristics help board chairs understand how to be.

**The exceptional chair is the exception**

“Exceptional board chairs use their position to clarify the work of the board and the issues it faces.”

 —Harrison and Murray

In a study by Harrison and Murray[[1]](#endnote-1), over 80% of respondents said that less than one third of the board chairs they worked with were exceptional. In this paper, what struck me most wasn’t the list of effective board chair characteristics—leadership qualities we would expect such as proactive, inspirational, trusting, committed, open, and passionate—it was that exceptional board chairs were seen as highly skilled at “using the chair role to clarify the work of the board and the issues it faces.” Rather than using the position for personal satisfaction or to advance their careers (though those might be valuable by-products of a chair experience), they used the role as a lever to facilitate organizational change.

**Levels of impact**

Board chairs that are able to use their roles in this way were found to have an impact on the following three levels:

***Impact on the executive director***

Effective chairs establish a strong leadership partnership with the executive director, share accountability for the organization’s success, and serve as a valuable sounding board for the executive director’s ideas and concerns.

*What’s the impact?* Chairs that provide mentorship increase the confidence and morale of executive directors. Executive directors who have a powerful partnership with their chairs report making better decisions as a result.

***Impact on the board as a whole***

Effective chairs promote candid discussions of complex issues that encourage dissenting opinions to be voiced. They understand that disagreement does not mean disloyalty or disrespect. Board chairs that foster this culture are not afraid to question complex, controversial, or ambiguous matters. They encourage us to look at issues from all sides. Inviting inquiry, dialogue, and debate increases the quality of the outcome and makes board service more interesting and gratifying for everyone.

*What’s the impact?* As a result, the board is able to focus more on big picture issues and produce clearer plans. Board members become more engaged and committed, and unwanted turnover of board members is reduced.

***Impact on the organization***

Effective board chairs have deep curiosity about the organization’s strategy. Genuinely interested in the strategic questions facing the organization, a chair is more likely to speak passionately about the mission, actively seek partnerships, and engage stakeholders. Through a process of inquiry, these leaders are more able to see multiple perspectives and ultimately help shape where the organization needs to go.

*What’s the impact?* Effective board chair behavior contributes to an organization’s overall health. Those working with effective chairs found that their participation improved relationships with partners, influenced funding in a positive way, clarified direction for the organization, and improved staff morale.

**Leadership development for board chairs**

Because the chair role has such potential (and can be so very challenging!) it’s important that board chairs not go it alone.

In sum, board chairs will better serve their organizations when they have a personal leadership vision for how to use the role as a powerful instrument of change for the organizations they are passionate about. They will also feel more personal satisfaction and fulfillment, which can only strengthen their impact and inspire those around them.

Because the chair role has such potential (and can be so very challenging!) it’s important that board chairs not go it alone. Among the best ways to strengthen leadership skills is to adopt a learner’s mindset and engage in a leadership development process with others who are experiencing similar challenges.

**BOARD ROLES AND RESPONSIBILITIES**

Responsibilities of nonprofit boards are of two fundamental types: governance and management support. On one hand, the board, acting in its legal capacity governs the organization. Additionally, board members—as individual volunteers—provide support to the staff in areas of management.

*Governing Role*

As discussed in Part 1: The board’s primary responsibility is to govern the corporation. In the board’s governing role, some responsibilities include:

* Ensuring mission and purpose; that overall strategies, policies and priorities are in place
* Ensuring organizational performance and impact.
* Ensuring compliance with laws and regulations and fulfillment of contractual obligations.
* Fiduciary oversight, safeguarding assets from misuse, and ensuring maximum use of resources.
* Selecting/monitoring/evaluating/terminating the executive director/CEO.
* Ensure that the board is well run with effective governance practices and processes in place.

These governing responsibilities are performed by the board as a body or group: for example, while the board hires and evaluates the executive director and the board chair might coordinate these activities, they do not have any authority outside the collective.

Board members only have authority when they act together. No individual board member—regardless of whether they are an officer—has authority outside of the collective governing process.

*Management Support Role*

Individual board members are also a valuable resource in the form of management support to the organization. In their management support role board members provide expertise, thought-partnership, access to resources, and ambassadorship. These efforts provide “added value” to the organization. Some responsibilities could include:

* Fundraising: Contributing to the organization’s fundraising success as appropriate to the individual (such as making a financial contribution, volunteering at fundraising events, making business contacts for the organization, soliciting cash and non-cash contributions, etc.)
* Speaking engagements: Acting as ambassadors to the community on behalf of the organization and its clients
* Attending and volunteering at events
* Consultation or advising staff in areas of expertise, providing technical assistance
* Providing thought-partnership top the CEO and staff, acting as a sounding board.
* Participation on organizational committees

**On the outside looking in, or on the inside looking out?**

When acting in its governing role, the board represents the interests of the community. It asks: Is this organization using public and private resources to benefit the community and the public? In a sense, the board stands in the community, looking through the door into the organization. But at the same time, board members also represent the organization’s interests to the community-acting as ambassadors to the community.

**Who’s in charge? Who’s in charge now?**

In organizations with paid staff, there are other times when board members act as individual volunteers to support or help the staff.

Boards and staff often get confused over these differences. For example, in many boards there is tension over whether and how the board should be involved with fundraising. This tension can be cleared up through the chart below: In its governing role, the board-acting as a body is responsible for seeing that there is a realistic plan for bringing in the funds the organization will need, and for monitoring progress on the plan.

But in the support role, board members as individuals also help carry out that plan. In this role, they often act with direction from staff. For example, staff might generate a list of people who need to be called for an upcoming event, and distribute those names among the board members who have volunteered to do so. In this kind of work, the staff organizes and is responsible for the work, and delegates it to board members acting as individual volunteers.

When there is ambiguity or role confusion, try distinguishing between the board’s governing role and board members’ supporting role in discussions. This simple approach, based on a deeper understanding of governance, can often clear-up confusing and frustrating discussions.

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| BOARD ROLES & RESPONSIBILITIES |
| GOVERNANCELegally Mandated | **MANAGEMENT SUPPORT****Value Add** |
| Purpose: The board acts to *govern* the organization  | **Purpose**: The board acts to provide *management support* to the organization  |
| Perspective: Representing interests of community and the public*Outside* looking in. | **Perspective:** Representing interests of organization to the public*Inside* looking out |
| Process for action: The board acts as a *collective* body  | **Process for action:** Board members provide support to staff as *individual volunteers*  |
| Type of Responsibility: Governance fulfills a legal responsibility to the community therefore is a mandated function. Board has authority. | **Type of Responsibility:** The level and type of support expected from individual board members is at the discretion of the CEO, not legally mandated, and dependent on specific organizational needs. ED CEO/staff have authority. |
| Role:Exercise duties of care, loyalty and obedience  | **Role:**At the CEO’s invitation, provide expertise, thought-partnership, access to resources, ambassadorship  |
| Example Activities* Hire, evaluate, terminate (as appropriate) CEO
* Monitor finances, approve budget, ensure financial and programmatic sustainability
* Board development, management and governance effectiveness
* Manage the audit
 | **Example Activities*** Fundraising activities
* Speaking engagements
* Attending events
* Consultation/advising staff on technical issues
* Participate on organizational committees
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The CompassPoint framework for Governance and Support was first developed by Jan Masaoka and Mike Allison in the article *Why Boards Don’t Govern*; it has been updated and adapted for this course.

**Creating a Strong Staff and Board Governance Partnership**

Good governance requires that healthy relationships among staff members and board members exist. Broadly speaking, there are three dimensions to the board-staff relationship.

**1. The lines of authority and processes that keep board and staff roles distinct, respectful, and mutually supportive**

The board framework of governance and management support above provides guidance for appropriate and mutually beneficial board and staff interaction. When board and staff members work closely together, ensure that roles and decision making lines are clear upfront so that misunderstandings do not occur.

**2. The special relationship between the board and the executive director/CEO**

Because the success of the board will be determined, in part by the ED, the ED is required to spend a significant amount of time developing, managing, communicating with and inspiring the board.

*Daring to Lead*, CompassPoint’s research series of executive leadership, found that long-tenured EDs spend about 20% of their time on board development—which they credit as one key to their success. In order to rely on their boards for support, early in their tenures, veteran executives had recruited the right talent for their boards and then worked with them to develop a healthy board/executive relationship.[[2]](#footnote-1)

**3. A shared accountability for ensuring the organization achieves its mission**

Most importantly, everyone in an organization—from staff to board—has a responsibility to align their work with the organization’s desired outcomes. This shared accountability for ensuring the organization achieves its mission is another way of saying, “we are all responsible for governing our organization.”

*Interdependence*

While the board is ultimately responsible for governance, they do not govern alone or without guidance. That guidance comes in the form of a partnership with the executive director who shares responsibility for ensuring that the organization is legally, effectively, and ethically carrying out its work of protecting the public’s interest. After all, it’s typically the CEO who provides the information, context, and insight that a board relies on in order to do its work.

Embrace the reciprocal relationship between the CEO and the board as neither independent nor dependent, but rather an interdependent leadership partnership that is grounded in deep trust and mutual accountability.

**THE BOARD/CEO PARTNERSHIP CONTINUUM**

Independent

Dependent

Interdependent

|  |  |  |
| --- | --- | --- |
| Challenges when the board acts independently of staff | Benefits of an interdependent leadership partnership | Challenges when the board is overly dependent on staff |
|  |  |  |
|  |  |  |

**The Role of Board Chair**

The board chair is one of the most challenging and impactful leadership positions on the board. A good chair inspires a shared vision, builds and nurtures future board leadership and manages the work of the board. It demands high-engagement, commitment, self-awareness, and leadership integrity. It also requires strong relationship building and facilitation skills.

One of the most essential components of a successful chair is their ability to develop a strong relationship with the CEO. Chairs should:

* **Communicate:** Have regular face-to-face meetings with the executive director and communicate by e-mail frequently. Have a "no surprises policy", share information, celebrate successes, address potential problems, and determine action plans.
* **Mutually Understood Expectations:** The chair should have a job description just as the executive does. Discuss expectations of each role and unsure they are mutually agreed to. When expectations change, discuss and update each role accordingly. Address any ambiguities that arise between the leadership roles directly, settling them as soon as possible. If uncertain about a task, share in its execution.
* **Respect Boundaries**: The board chair manages the board and understands that the CEO manages the organization. Clarify boundaries frequently.
* **Support and Trust the Executive**: Mutual support and trust are essential to this leadership partnership. The chair must support the ED whenever possible. If the chair has a concern, they should raise it immediately with the ED and work towards resolution.

A good chair runs a good meeting. A great chair runs between meetings.

—Jeanne Bell, former CEO, CompassPoint

*Board Chair Responsibilities*

The titles chair and president are often used, though we prefer chair so as to avoid confusion with the chief executive who is at times also the president of the corporation. As the positional leader of the board, the chair *manages* the work of the board. Specific duties include:

* **Board Management:** The chair ensures effective action of the board in governing and supporting the organization and oversees board affairs. Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members. While some of these duties (e.g. recruitment) might be delegated to a committee, the chair must ensure they are taken care of.
* **Community Ambassadorship**: Although all members play the role of ambasaador, the chair is often called on to represent the organziation in the community.
* **Board Meetings:** Unless an alternative structure is in place, such as shared facilitation or rotation (see running meetings in section 5), the chair is responsible for developing board agendas in collaboration with the executive director and facilitating meetings. During meetings, the chair ensures full participation of board members and that meetings run smoothly and meet stated objectives.
* **Structure and Practice**: The chair ensures that appropriate board structures—committees, processes, practices—are in place to support the board’s work. The chair seeks members for committees and coordinates individual board member assignments. The chair ensures that committees carry out their work and communicate with the full board. The chair ensures that governance practices are in place and that there are structures to support them (such as board recruitment, board assessment, etc)

* **Executive Director**: The chair coordinates a process for search and selection when hiring an executive director. Convenes board discussions on evaluating the executive director and negotiating compensation and benefits package; conveys information to the executive director.
* **Enagaging Board Members**: Reaches out to members periodially to ask about their experience serving on the board. The chair ensures that all members are engaged and contributing in a way that is meaningul to them. If members are disengaged, it is the chair’s responsibility to contact the board member and discuss the issue.

# *10 GREAT BOARD CHAIR PRACTICES*

*Blog by Marla Cornelius, February 12, 2016*

In the blog ["The Impact of Board Chairs,"](https://www.compasspoint.org/blog/boardchairs) I talk about how board chairs make a significant impact on their executive directors, their boards as a whole, and the organizations they serve. At CompassPoint, I've had the opportunity to learn from many great board chairs who are indeed making an impact. Though none of these leaders are perfect, what is common among them is intentionality. They are thoughtful about how they want to energize the chair role, and they establish regular practices to support, enliven, and challenge their boards toward greater purpose.

Here are 10 board chair practices and specific tips that I find practical, replicable, and inspiring. Special thanks to my colleagues Jeanne Bell, Nelson Layag, and Michelle Gislason, who shared their own terrific ideas which I have included throughout.

**1. SET AN INSPIRING TONE**

The first moments of a board meeting set the tone for the whole agenda. Think carefully about how to open the meeting. What's the right spirit for this conversation? What energy do I want to bring? What opening will inspire others?

***Board chair practices to set an inspiring tone:***

* Read one of your favorite poems to open each meeting.
* Ask everyone to share a brief personal story about why they are a board member.
* Continuously reference the organization's purpose and values at each and every meeting. Re-centering the conversation on what matters keeps people inspired and focused.
* Build the agenda with the most energizing and inspiring items first, moving routine items and dry updates to the end.

 **2. TAKE A LEARNER'S STANCE**

It's important for boards to establish a culture of ongoing learning. Learning not only increases board member engagement but ensures that the board is aware of what's working and what needs to change.

***Board chair practices that embody a learner's stance:***

* Embody a learning mindset. Demonstrating this stance inspires others to do the same. This can be especially helpful for board members who were recruited for their professional status and struggle to step out of the role of expert.
* Model humility and vulnerability. This builds trust and makes it more comfortable for others to ask questions and take risks.
* Accept that there is so much you don't know—about the organization, about the field, about nonprofit governance—and identify specific professional development goals for yourself that will make you a better chair.
* While new members still have "outsider perspective," take advantage of their newness to learn what's working and hear ideas for changes. Create space at board meetings, specifically for new members, to ask questions and share insights.

**3. VALUE STAFF AND RESPECT THEIR INPUT**

Building trusting, strong relationships across board and staff is important for ongoing partnership and collaboration. It's a common mistake for boards to underestimate how critical staff input is to good governance decision making.

***Board chair practices that value staff and respect their input:***

* Invite and welcome staff at all board meetings, not just the meetings where they are scheduled to present.
* Do not seat staff away from the board table or in an arrangement that might convey they have less-than-equal status in the board room.
* Explicitly seek staff's input, especially when the organization is making critical decisions like engaging in merger negotiations, hiring a new executive director, or setting new strategy.
* Have annual board and staff social events.
* Host periodic brown-bag lunches at the organization where staff can stop in, chat, and ask informal questions.

**4. BRING YOUR WHOLE SELF TO THE ROLE**

The board chair is one of the most challenging and impactful leadership positions on the board, yet many board chairs assume the role with little thought or intentionality about why they are taking the position and what they want to make of it.

***Board chair practices to bring your whole self to the role:***

* Identify your talents and strengths so that you can bring them to bear powerfully and intentionally on behalf of the organization.
* Know your weaknesses and share them transparently with your board and executive director.
* Stay grounded in why you joined the board to begin with. Reflect regularly on your personal purpose and how it aligns with your role as board chair.
* Think about your legacy. Decide what you hope to accomplish in your tenure and set personal goals accordingly.

**5. KNOW THAT TIME DOESN’T STOP BETWEEN MEETINGS**

The organization and its environment are fast-moving, which means that staff are experiencing continuous change—yet, the board typically operates at a slower pace. This can contribute to lost momentum and stagnation between board meetings.

***Board chair practices to ensure continuity between board meetings:***

* In the "off months," check in with other officers and committee chairs about how they are doing. Ensure they are clear on their responsibilities and ask if they need support.
* Create an annual board calendar with board meetings, committee meetings, and other organizational events so that everyone has a snapshot of the whole year and is looking beyond the next month.
* Partner with the executive director to create a board packet that serves as a through-line, explicitly connecting conversations from prior board meetings to the next.
* Reach out to board members one-on-one to see if they are engaged. Ask about their strengths and interests and suggest roles and assignments that are a great match for them and help keep momentum going.

**6. PARTNER WITH THE EXECUTIVE DIRECTOR**

While the chair supports and manages the board, they do not do this alone or without guidance. That guidance often comes in the form of a partnership with the executive director, who shares responsibility for the board's work. This partnership is mutually beneficial as executive directors also rely on their board chairs for support and guidance.

***Board chair practices to partner with the executive director:***

* Understand the difference between your collective governance responsibilities and your individual volunteer role in management support. Understand and trust that the executive director is running the organization. Stay in your lane and help others do the same.
* Come to agreement with the executive director about how you want to work together and make sure you have a shared vision about the work of the board and each other's distinct roles and responsibilities.
* Set the executive director up for success with clear expectations, onboarding support, and regular feedback.
* Ensure that the full board provides the executive director with an annual review that is meaningful, includes staff input (not just the board's), and is regularly implemented.

**7. TALK ABOUT CULTURAL DIFFERENCES, POWER, AND PRIVILEGE**

Governance is about ensuring the organization is serving the community—which means that fundamentally, board work must be inclusive and valuing of cultural differences. Race, gender, class, power, and privilege are always at play inside the board room.

***Board chair practices to support conversations about cultural difference, power, and privilege:***

* Learn as much as you can about the specific community groups your organization serves. Explore how this compares to the demographics of the board and what impact that might have.
* Raise issues of cultural difference, power, and privilege frequently. Bring these issues to the forefront of board discussions so that it becomes the norm.
* Be self-aware about your own power and privilege—whether from your role as board chair or through examining aspects of your personal identity such as race, gender, age, or class. Be mindful of how you can use your positional power responsibly and when you might be inappropriately exercising your privilege.
* Oppression is painful and often difficult to talk about. Get support from others about how to bring the issues up. See the blog ["Does Your Board Foster Inclusivity"](https://www.compasspoint.org/blog/does-your-board-foster-inclusivity) for more ideas on how to start this conversation.

**8. ZERO TOLERANCE FOR BAD BEHAVIOR**

Occasionally boards may find themselves faced with a challenging personality whose behavior is disruptive and contributes to harmful power dynamics. Understanding that governance is collective means knowing that a healthy environment that fosters dialogue and respectful group process is imperative.

***Board chair practices that support zero tolerance for bad behavior:***

* Don't hesitate to act if there is bullying or dominating behavior going on. Immediately consult with the executive director and others to share your concern and seek their perspective. Know that this unpleasant responsibility is ultimately yours and should not be left to the executive director.
* Set a group agreement about how to respectfully disagree with one another. Refer to such agreements at the beginning of each meeting. This provides permission from the whole group to address any concerning behavior in the moment.
* In other cases, a one-on-one conversation is best. Call individual board members to provide honest and direct feedback about how their behavior is impacting others and the group process.

**9. BE A FUNDRAISING CHAMPION**

Most organizations expect board members to engage in fundraising, but setting and meeting those expectations remains a pain-point for many board members and executive directors alike.

***Board chair practices to be a fundraising champion:***

* Set an expectation of 100% board giving each year and personally talk to each board member about that expectation.
* Establish an annual pledge ceremony. Once a year, include board giving on the agenda and prepare board members by asking them to bring their checkbooks or credit cards. Have pre-printed pledge forms ready and open the meeting with a personal story about why you give. Add your pledge to the basket and pass it along to the other board members who then also share their personal reasons for giving as they make their own pledges.
* Work with the executive director to create specific opportunities for board members to engage in fundraising. Ensure that the fundraising activity is a good fit for the person. Most importantly, insist on sufficient staff or committee support so that each board member succeeds.
* Have a standing fundraising agenda item at regular board meetings—not just development committee meetings. All of the board members can engage in their specific fundraising activities during the same meeting. For example, time could be spent making thank you calls or writing notes to donors.

**10. REPLACE YOURSELF**

Many organizations have few processes in place to ensure smooth transitions from chair to chair, which can be particularly challenging for the executive director, who usually bears the brunt of choppy transitions.

***Board chair practices to find your replacement:***

* Create a board chair job description and periodically discuss it with the whole board so that everyone is clear about what the role entails.
* Provide coaching and mentorship for likely candidates to support their leadership development and build a pipeline of board leaders ready and excited to step into the chair role.
* Ensure a smooth succession to the next chair. Meet with your successor to answer questions, provide continuity, and support their onboarding process and transition into the role.

**NOTES**

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Steve Lew is a project director at CompassPoint. He helps positional and emerging leaders increase their effectiveness in fundraising, governance, leadership, strategy, and multicultural group development. Steve brings over 18 years of training and consulting experience to each of his projects, along with a decade of hands-on experience in managing nonprofits.  Steve was CompassPoint’s development director and a senior manager for several years, and previously served as executive director and development director in HIV and cultural arts nonprofits in San Francisco.

Steve was born in Watsonville, grew up in Sacramento, and lived in Los Angeles and Long Beach and recently moved from San Francisco after thirty years, to Oakland. He volunteers as a fundraiser for the Asian & Pacific Islander Equality No. California, Chinese Progressive Association and as a trainer for Class Action. He has previously served as a board leader for Project Inform, the Grassroots Institute for Fundraising Training, and continues to serve as an advisory council member for API Equality No. California and the San Francisco Community Health Center.

CompassPoint

CompassPoint Nonprofit Services mission is to intensify the impact of fellow nonprofit leaders, organizations, and networks as we achieve social equity together. CompassPoint has worked to carry out this purpose by guiding nonprofits as they navigate change, carry out their work more sustainably, and strive to embody their values of social justice in everything that they do. We are an integrated staff practice with deep experience in teaching, coaching, consulting, and facilitated peer learning—all grounded in a commitment to social justice work and a spirit of continuous learning, creativity, and evolution.

1. [↑](#endnote-ref-1)
2. See Daring to Lead Studies, CompassPoint (2001, 2006, 2011) [↑](#footnote-ref-1)