The Conductor Series: All a-Board! The Purpose, People and Process of CAA Boards

February 23, 2022

Today’s Feature

**Purpose:** In Boards We Trust
Schedule

2:00pm EST
- Introduction to the Board Training Videos
- Video Clip: In Boards We Trust

2:08pm
- Breakout Session #1

2:15pm
- Return for Large Group Discussion

2:25pm
- Breakout Session #2

2:35pm
- Return for Large Group Discussion

CSBG Organizational Standards

CSBG Org. Standard 5.7
- The organization has a process to provide a structured orientation for governing board members within 6 months of being seated.

CSBG Org. Standard 5.8
- Governing board members have been provided with training on their duties and responsibilities within the past 2 years.
The Purpose of CAA Boards

- **Fundamental principles** of board service
  - Understanding what it means to be a board member
  - Promote accountability and engagement
  - Guide decision-making

- 3 videos:
  - *Why are you here?*
  - *Duty of Loyalty*
  - *Duty of Care*
Video Landing Pages

• Overview
• Stream or Download
• Discussion Guide

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Our Destination

Learning Objectives

Upon arriving at your destination, you will be able to:

• Define the fiduciary duty of loyalty
• Describe what a conflict of interest is and why it is important for board members to understand conflicts
• Identify the types of transactions that might create a conflict of interest
• Analyze a potentially prohibited transaction to determine how board members and the CAA should proceed

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**Travel Tips**
Using the Video Effectively

1. Ask board members to watch the video on their own, and at a board meeting, facilitate a discussion of individual members’ reflections or responses to the questions below.
   a. Have your Conflict of Interest Policy handy!

2. Show the video during a board meeting and facilitate a discussion of the questions.

3. Show the videos as part of a larger board orientation or training process and facilitate a discussion of the questions.

[Purpose: In Boards We Trust](https://resources.caplaw.org/resources/4-purpose-in-boards-we-trust/)
Discussion Questions, Part 1

Discuss your answers in the breakout room, 7 min

1. Introduce yourself!
   • Name
   • Agency and location
   • Role and tenure

2. What did you learn from watching this video?

3. What does the duty of loyalty mean to you?

Discussion Questions, Part 2

Discuss your answers in the breakout room, 10 min

4. What would you consider to be “bad” (outright prohibited) conflicts?

5. What procedures should a board have in place to identify and cleanse what the video refers to as “ugly” conflicts of interest?

6. What are some conflicts of interest your board has encountered in the past? How did you deal with them?
Template Conflict of Interest Policies

All a-Board!
Additional CAPLAW Resources

https://resources.caplaw.org/resources/tools-for-top-notch-caas/

https://resources.caplaw.org/resources/training-orientation-tool-for-nonprofit-caa-tripartite-boards-2/
People: How Do You Get the Right People on the Board?
Wednesday, February 9, 2022

Process: The CAA Board Meeting Ecosystem - Consent Agendas and the Conservation of Time
Wednesday, February 16, 2022

Visit resources.caplaw.org to view the recordings!