

Minnesota Architectural Foundation

2018 Board of Directors Orientation



Good Boards

Good Organizations

Exceptional Boards

Exceptional Impact

Why Does Good Governance Matter?

Core Roles of Board Members

- Steward
- Resource
- Ambassador
- Champion
- Investor
- Cultivator

Good Governance — Legal Standard

(used to determine whether a board member acted improperly)

- **Duty of Care**
- **Duty of Loyalty**
- **Duty of Obedience**

1) Duty of Care: Level of competence

Demonstrate the care that an ordinarily prudent person would exercise in a like position and under similar circumstances.

2) Duty of Loyalty: Standard of faithfulness

Give undivided allegiance when making decisions affecting the organization, never using information for personal gain and acting in the best interests of the organization.

3) Duty of Obedience: Commitment to mission

Act in a manner consistent with the central goals of the organization, upholding the public's trust that funds will be put toward fulfilling the organization's mission.

What's In Your Orientation Manual & Why

*The “What” of Good
Governance*

Information for State and Local Chapter Board Members

- **Board Member List**
- **Fund Committee List**
- **Meetings & Other Important Dates**

- *Opportunity to grow your circle*
- *Getting to know each other improves governance*
- *Duty of care - preparation and attendance*
- *Commitment to mission - ambassadorship*



Reference Docs

- **Bylaws** (*focus on the boards you serve on*)

 - **Board Guidelines**

 - **History and Overview**

 - **AIA Minnesota Strategic Direction**

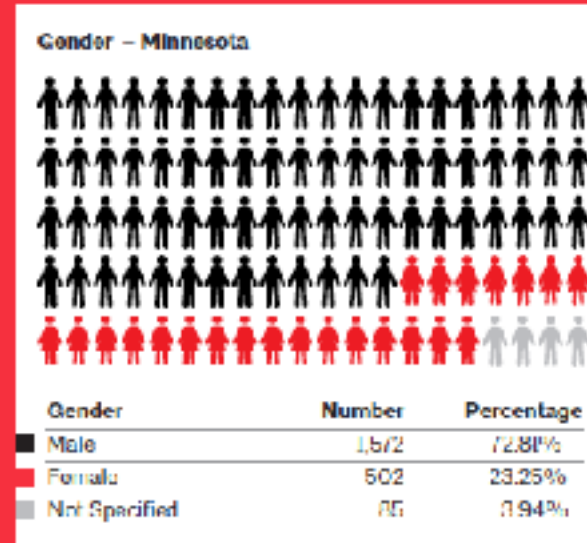
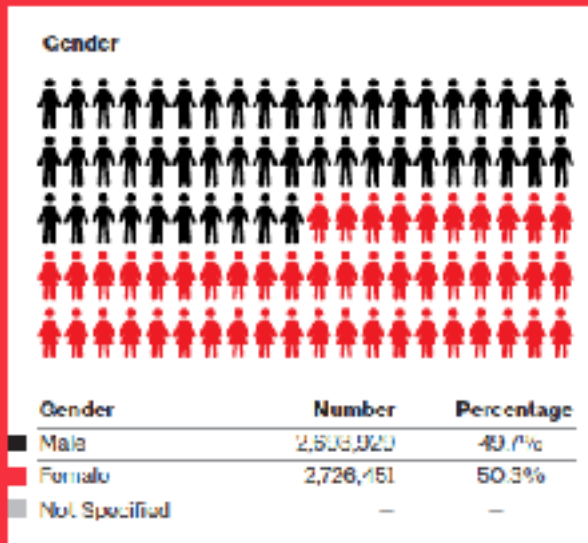
- **AIA Minnesota Strategic Workplan 2018-2020**

- **AIA Minnesota Diversity Task Force Report**

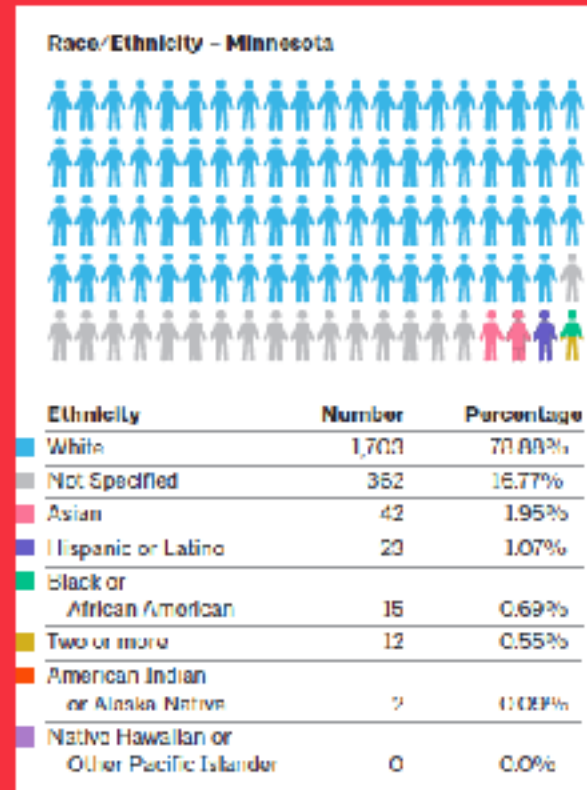
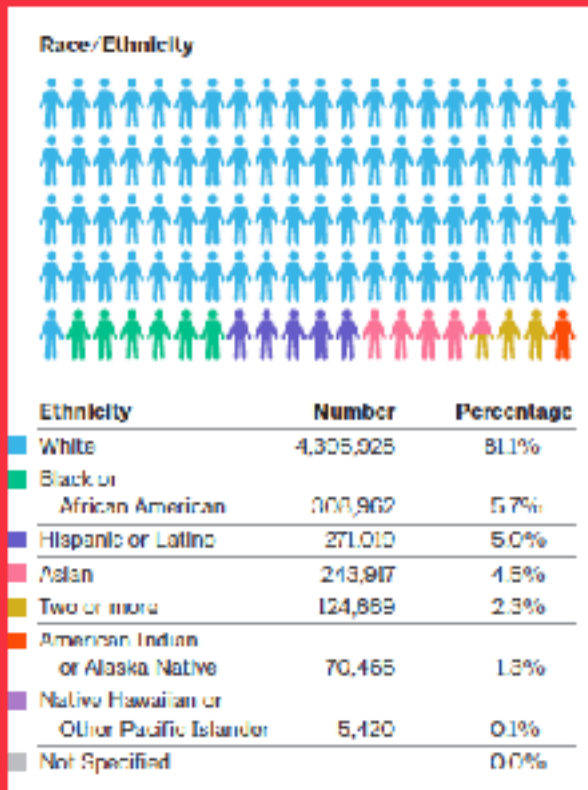
- *Duty of Care & Commitment to Mission - bylaws; governing documents regarding who is on the board appointed by what entity; programmatic, giving, and fundraising context*
- *Commitment to Mission - With AIA MN having governance control (appointing the majority of MAF board members), MAF mission and activities would ideally complement and further the AIA MN strategic direction*
- *To the point above and of particular relevance to the Wigington Fund, the AIA Minnesota Diversity Task Force Report is a document of significance*



Census Data MN



AIA Data MN



Governance Policies

- **Conflict of Interest Policy** - *sign and return*
 - **Discontinue Contact Policy**
 - **Donor Privacy Policy**
 - **Records Retention & Destruction Policy**
 - **Whistleblower Policy**
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- *Duty of care - adherence to laws, best practices, board policies*
 - *Duty of loyalty - Recognizing / being transparent about conflicts of Interest*

Financial Information

- **December 2017 Financial Report**
 - **2018 Budget (Coming Soon)**
 - **Cash Guidelines**

- *Duty of care - stewardship of member resources, fiduciary responsibilities*

Fund Reports - COMING SOON

- **Thomas F. Ellerbe Scholarship**
 - **Beverly Hauschild-Baron Leadership Fund**
 - **Ralph Rapson Traveling Study Fellowship**
 - **Clarence Wigington Minority Architectural Scholarship**
- *Commitment to Mission & Duty of Care -
Recent accomplishments / activities / focus areas;
revenues and expenditure trends; transparency*

Additional Items

- **2017 Annual Report**
- **List of Donors 2017**

- *Commitment to Mission & Duty of Care -
Recent accomplishments / activities / focus areas;
accountability to donors and to adhere to the mission*

What's In Your Orientation Manual & Why

*The “How” of Good
Governance -
For Exceptional Impact*

Additional Items

- **Principles of Nonprofit Excellence**
 - **The Source 12: Twelve Principles of Governance that Power Exceptional Boards**
 - **The Who, When, and Where of Board Executive Sessions**
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- *Best practices in board governance*

12 Principles of Governance That Power Exceptional Boards

**Which of the 12 Principles are
most critical for the AIA Minnesota board
to keep in mind for...**

**...the year ahead and today's retreat
discussions?**

- 1. Constructive Partnership**
- 2. Mission Driven**
- 3. Strategic Thinking**
- 4. Culture of Inquiry**
- 5. Independent-Mindedness**
- 6. Ethos of Transparency**
- 7. Compliance with Integrity**
- 8. Sustaining Resources**
- 9. Results-Oriented**
- 10. Intentional Board Practices**
- 11. Continuous Learning**
- 12. Revitalization**

Questions? Comments? Concerns?

**Suggested additions to
the online materials?**



THANK YOU!

