# BOARD DEVELOPMENT POLICY

## I. PURPOSE

This Board Development Policy establishes a comprehensive framework for recruiting, orienting, and developing APPA Board members to ensure effective governance. The purposes of this policy are to:

- Ensure the Board has the skills, expertise, and diversity needed to fulfill its governance responsibilities
- Provide comprehensive orientation for new Board members
- Support ongoing education and development of current Board members
- Foster a culture of continuous improvement and learning within the Board
- Strengthen Board effectiveness through regular assessment and feedback
- Prepare future Board leaders through succession planning
- Align board composition and capabilities with APPA's strategic priorities

This policy supports APPA's mission by ensuring Board members are equipped with the knowledge, skills, and resources necessary to provide effective leadership and governance from the beginning of their service through its completion.

## II. BOARD MEMBER RECRUITMENT AND PIPELINE DEVELOPMENT

### A. Board Composition Analysis

The Board shall conduct ongoing analysis of its composition to identify current and future needs, including:

- Skills and expertise gaps (finance, legal, technology, facilities management specializations, fundraising, communications, strategic planning)
- Geographic and regional representation
- Institutional diversity (size, type, public/private, two-year/four-year)
- Career stage diversity (emerging leaders, mid-career professionals, senior executives)
- Diversity of perspectives, backgrounds, and experiences
- Balance between continuity and fresh perspectives

The Board Chair, in consultation with the Executive Committee and CEO, shall review board composition annually and identify strategic recruitment priorities.

### B. Leadership Pipeline Development

The Board shall proactively develop a pipeline of qualified future board members through:

- Identifying promising leaders through regional and chapter engagement
- Encouraging participation in APPA committees, task forces, and leadership programs
- Providing leadership development opportunities (APPA Institute, Leadership Academy, committee service)
- Cultivating relationships with high-potential members
- Communicating Board service expectations and opportunities

Board members are encouraged to identify and mentor potential future board candidates, introducing them to APPA leadership and encouraging their engagement.

### C. Supporting the Nominating Committee

The Board Chair shall communicate strategic recruitment priorities to the Nominating Committee, including:

- Identified skills gaps and expertise needs
- Desired diversity and representation goals
- Alignment with APPA's strategic direction
- Leadership succession considerations

This information supports the Nominating Committee's work as defined in the Nominating Committee Charter while respecting the committee's independence in candidate selection.

## III. BOARD MEMBER ORIENTATION

### A. Orientation Goals

New board member orientation ensures that incoming board members:

- Understand APPA's mission, vision, values, and strategic priorities
- Comprehend their fiduciary duties and legal responsibilities
- Know how the Board operates and their role within it
- Are familiar with key policies, bylaws, and governance documents
- Understand APPA's organizational structure and operations
- Feel welcomed, valued, and prepared to contribute effectively

### B. Orientation Components

#### Pre-Board Service Preparation

Following election and before assuming office, new Board members receive:

- Welcome letter from Board Chair
- Board member handbook containing:
    - APPA bylaws
    - Key policies (Conflict of Interest, Financial Policies, Code of Professional Conduct)
    - Committee charters
    - Current strategic plan
    - Most recent audited financial statements
    - Current Board roster and staff directory
    - Board meeting schedule and calendar of key dates
- Board member responsibilities checklist
- Instructions for accessing board materials portal
- Conflict of Interest disclosure form
- Travel and expense reimbursement policy

#### Formal Orientation Session

A formal orientation session shall be conducted for new Board members before or in conjunction with the Annual Meeting. The orientation covers:

- **Legal and Fiduciary Responsibilities**
    - Duty of Care: Making informed decisions based on understanding of organizational performance

- Duty of Loyalty: Acting in the best interests of APPA and avoiding conflicts of interest
- Duty of Obedience: Ensuring compliance with laws, regulations, and organizational mission
- Personal liability considerations and D&O insurance coverage

- **APPA Overview**
  - Mission, vision, and values
  - Strategic plan and current priorities
  - Programs, services, and member benefits
  - Organizational structure and staff roles
  - Regional and Chapter relationships
  - Key partnerships and stakeholder relationships
- **Governance Framework**
  - Bylaws provisions and Board authority
  - Board and committee structure
  - Roles and responsibilities of Board officers
  - Relationship between Board and CEO
  - Board meeting procedures and norms
  - Decision-making processes and voting
- **Financial Overview**
  - Budget overview and financial statements
  - Revenue sources and financial model
  - Reserves and investment policies
  - Understanding financial reports
  - Finance Committee role and responsibilities
  - Audit process and financial oversight
- **Key Policies and Procedures**
  - Conflict of Interest Policy and disclosure requirements
  - Code of Professional Conduct
  - Financial Policies
  - Expense reimbursement procedures
  - Confidentiality expectations
- **Board Member Expectations and Resources**
  - Meeting attendance expectations (in-person and virtual)
  - Preparation and participation expectations
  - Committee service opportunities
  - Ambassador and fundraising roles
  - Communication protocols and board materials access
  - Staff support and whom to contact

### C. Ongoing Integration and Support

Following the formal orientation, new Board members receive:

- Assignment of a Board mentor (experienced Board member) for the first year
- One-on-one meetings with the Board Chair and CEO
- Introductions to key staff members
- Invitation to attend Annual Conference and engage with membership
- Regular check-ins during the first six months to address questions and concerns

### D. Responsibility for Orientation

The Board Chair, in collaboration with the CEO and staff, is responsible for:

- Planning and conducting orientation sessions
- Preparing and distributing orientation materials
- Assigning board mentors
- Following up with new board members
- Evaluating and improving the orientation process

# IV. ONGOING BOARD DEVELOPMENT

### A. Continuing Education

The Board shall engage in regular continuing education to maintain and enhance governance effectiveness. Educational opportunities include:

- **Board Meeting Educational Segments**
  Brief educational segments (15-30 minutes) integrated into regular Board meetings on topics such as:
  - Governance best practices and emerging trends
  - Financial management and fiduciary responsibilities
  - Strategic planning and organizational effectiveness
  - Educational facilities trends and innovations
  - Nonprofit law and regulatory compliance
  - Risk management and crisis response
- **Annual Board Retreat**
  An annual Board retreat provides opportunity for:
  - Strategic planning and goal setting
  - In-depth exploration of key topics
  - Team building and relationship development
  - Review of board effectiveness
  - Discussion of governance challenges
- **External Development Opportunities**
  Board members are encouraged to participate in external governance education, such as:
  - BoardSource webinars and conferences
  - ASAE governance programs
  - Educational facilities conferences and forums
  - Governance publications and resources

APPA may support Board member participation in external development opportunities through registration fees or other reasonable expenses when aligned with Board development priorities and budget availability.

### B. Industry and Membership Engagement

Board members shall maintain connection with the facilities management profession and APPA membership through:

- Attendance at APPA Annual Conference
- Participation in regional conferences and events
- Review of Facilities Manager magazine and APPA publications
- Engagement with members to understand their needs and priorities
- Participation in APPA programs and professional development offerings

This engagement ensures Board members remain connected to member perspectives and industry developments, informing governance decisions.

### C. Board Resources and Support

The Board Chair and CEO shall ensure Board members have access to:

- Secure portal for board materials, policies, and resources
- Timely and comprehensive board meeting materials
- Financial reports and performance metrics
- Governance resources and reference materials
- Staff support for questions and information needs
- Access to legal counsel when governance or legal questions arise

## V. BOARD ASSESSMENT AND EFFECTIVENESS EVALUATION

### A. Annual Board Self-Assessment

The Board shall conduct an annual self-assessment to evaluate its effectiveness and identify opportunities for improvement. The assessment process includes:

- **Assessment Tool and Process**
  The Board Chair, in consultation with the CEO, shall select or develop an assessment tool covering:
  - Board composition and expertise
  - Meeting effectiveness and engagement
  - Strategic leadership and planning
  - Financial oversight and fiduciary responsibility
  - Board-CEO relationship and communication
  - Board culture and dynamics
  - Committee effectiveness
  - Individual Board member engagement and contributions
- **Assessment Administration**
  - Assessment typically conducted annually (spring or fall)
  - All Board members complete the assessment
  - Responses are confidential and aggregated
  - Results compiled and summarized by CEO or designee
- **Discussion and Action Planning**
  - Board Chair presents assessment results to the full Board
  - Board discusses findings and identifies priorities for improvement
  - Board develops action plan to address identified areas
  - Progress on action items reviewed periodically

### B. Periodic Comprehensive Review

Every three to five years, the Board may conduct a more comprehensive governance review that may include:

- External facilitator or governance consultant
- In-depth assessment of board structure and processes
- Comparison to governance best practices
- Stakeholder input (membership, regional leadership, staff)
- Review of bylaws, policies, and governance documents
- Recommendations for governance improvements

### C. Individual Board Member Assessment

The Board Chair may conduct informal individual check-ins with Board members to:

- Gather feedback on board effectiveness and meeting quality
- Assess individual engagement and satisfaction
- Identify development needs or support required
- Discuss leadership interests and succession planning
- Address any concerns or challenges

These conversations provide opportunity for candid feedback and strengthen Board Chair-Board member relationships.

### D. Committee Effectiveness

Each committee shall conduct an annual self-evaluation as specified in their respective charters. Committee chairs report assessment findings and improvements to the Board.

## VI. SUCCESSION PLANNING

### A. Board Leadership Succession

The Board shall proactively plan for leadership succession through:

- **Officer Pipeline Development**
  The bylaws establish an automatic succession path for Chair (Chair-Elect to Chair) and Treasurer (Treasurer-Elect to Treasurer). The Board supports this structure by:
  - Identifying and recruiting candidates with leadership potential for Chair-Elect and Treasurer-Elect positions
  - Providing development opportunities for officers-elect to prepare for their upcoming roles
  - Ensuring smooth transitions between outgoing and incoming officers
- **Leadership Development**
  The Board develops future leaders by:
  - Rotating committee chair responsibilities to provide leadership experience
  - Delegating special projects and initiatives to Board members
  - Providing mentoring and coaching for potential officers
  - Offering leadership training and development opportunities
- **Contingency Planning**
  The Board maintains awareness of:
  - Board member terms ending and upcoming vacancies
  - Officer succession timeline and readiness
  - Backup plans if an officer cannot complete their term
  - Emergency procedures for unexpected leadership vacancies

### B. Institutional Knowledge Preservation

To preserve institutional knowledge and ensure continuity:

- Comprehensive board meeting minutes maintained by staff
- Documentation of major decisions and their rationale
- Updated board handbook with current policies and procedures
- Transition briefings for new Board members and officers
- Overlap period where outgoing and incoming officers work together
- Exit interviews or debriefings with departing Board members

### C. Balancing Continuity and Renewal

The Board recognizes the importance of balancing continuity with new perspectives. The Board composition strategy considers:

- Staggered terms to maintain institutional knowledge
- Regular introduction of new members with fresh perspectives
- The term limits and succession structure set in the bylaws, which encourage renewal
- Strategic recruitment to address emerging needs and priorities

## VII. POLICY ADMINISTRATION

### Authority

The Board of Directors establishes and maintains this Board Development Policy. The Board Chair, in collaboration with the CEO, has authority to implement and administer this policy. The Board Chair may consult with the Executive Committee or full Board when guidance is needed on interpretation or application.

### Amendments

**Minor and Administrative Changes:** The Board Chair, in consultation with the CEO, may make minor or administrative changes to this policy (such as updating contact information, clarifying language, or adjusting operational procedures) without formal Board approval, provided such changes do not materially alter board member responsibilities, development requirements, or assessment processes.

**Substantive Changes:** Substantive changes to board member responsibilities, development requirements, assessment processes, or succession planning frameworks require approval by the Board of Directors.

All amendments shall be communicated to the Board in a timely manner.

### Policy Review

This policy shall be reviewed as needed, with a comprehensive review conducted at least every three years to ensure alignment with:

- APPA's strategic priorities and organizational evolution
- Current governance best practices
- Board effectiveness assessment findings
- Feedback from Board members and stakeholders

### Effective Date

This Board Development Policy was adopted by the APPA Board of Directors on [DATE] and supersedes all previous board development policies.

### Questions

Questions regarding this policy should be directed to:

- Board Chair
- Chief Executive Officer
- Phone: (703) 684-1446

**Approved by:**

Board Chair

Date

**Last Reviewed:** [DATE]
**Next Review Due:** [DATE]

**END OF POLICY**