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## Practice 3C: Board Governance

- The land trust provides board members with clear expectations for their service and informs them about the board's legal and fiduciary responsibilities. The board meets regularly enough to conduct its business and fulfill its duties, with a minimum of three meetings per year. Board members are provided with adequate information to make good decisions. Board members attend a majority of meetings and stay informed about the land trust's mission, goals, programs and achievements.

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The legal standards of behavior for board members of nonprofit organizations vary from state to state. State law generally embodies a “duty of care,” “duty of loyalty” and/or “duty of obedience” as the major duties that board members owe their organization. In general, they require honesty, good faith, and ordinary and reasonable care and diligence. A truly effective board, of course, goes far beyond meeting its basic legal responsibilities; it works hard at operating as a creative team that can guide the land trust on a path of achievement and success. The board should meet often enough so that board members are sufficiently informed and involved in decisions to meet their legal duty of care. Many boards of smaller organizations meet monthly; boards of larger organizations may meet less often. Often a board has committees that meet between board meetings. IRS guidelines for tax-exempt organizations suggest that an organization hold a minimum of three in-person meetings a year.

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### **Informed Participation**

As discussed in practice 3A, the duty of care requires each board member to be an active, informed participant in the management of the land trust. Moreover, informed participation by all board members is essential for the successful, sound operation of the organization. A land trust should avoid having nominal board members who give moral or financial support but are not informed participants.

Board members may fail to participate for several reasons. The board member simply may not understand the importance of his or her involvement. The board member may have been recruited without having a clear understanding of the type of commitment involved. The board may operate in a way that discourages or prevents meaningful involvement by some of the board members, who may prefer not to waste their time if their abilities are not used and valued. Thus the board members as individuals and the land trust board as a governing body (and the chief staff officer if there is one) share the responsibility for ensuring that the trust's board members meet at least minimum participation requirements. Ultimately, the trust may be required to remove inactive board members from its board.

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## Educating Board Members

The land trust board or staff can take a number of steps to help ensure board members are informed.

- **Provide a board handbook or orientation package.** The land trust should provide board members with a handbook or package of materials containing all pertinent documents, policies and procedures. This may include:
  - Corporate charter and bylaws;
  - List of board members with addresses, phones and biographical sketches;
  - List of committees, their duties and members;
  - List of staff, their positions and duties;
  - Description of current programs and their status;
  - Strategic and/or annual plan;
  - History of the organization;
  - Most recent financial audit;
  - Minutes of the last several meetings;
  - Information on membership and fundraising;
  - Any brochures, recent newsletters, annual report, or other printed materials on the land trust;
  - Copies of publications the land trust has produced;
  - Information about land trusts generally;
  - Information about land protection, including any landowner fact sheets the trust uses, sample easement document the trust uses, glossary of terms, etc.; and
  - LTA's *Land Trust Standards and Practices*.

Useful materials for board members available from LTA include the *Land Trust Standards and Practices* and *Starting a Land Trust*.

- **Orient new members.** The land trust should provide an orientation for new board members. The content of the orientation varies depending on the size and activities of the land trust.
- **Provide additional materials and information.** The land trust should help keep board members informed by providing access to or purchasing publications and materials on relevant topics. The land trust should consider obtaining for each of its board members a subscription to LTA's professional journal, *Exchange*, and the periodic *LTA Landscape* newsletter. The land trust should make sure board members are aware of other LTA publications and information services. The land trust may also seek resources from two excellent organizations, [BoardSource](#) and [Independent Sector](#).
- **Training opportunities.** The land trust should encourage attendance (and consider covering the costs of attendance) at key meetings and training opportunities, such as LTA's National Rally, statewide or local land trust conferences, workshops on land

protection or nonprofit management, etc. See practice 7D for further discussion of training and education opportunities.

- **Evaluate board members.** The board should institute a program of regularly evaluating its members against the expectations for board service.
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## Effective Board Operating Structure

The structure of the board and board members' terms can have an impact on the participation of the board members. The following steps may help ensure active, effective board members:

- **Limit the board to an effective size.** Trying to make decisions in a large group may be difficult and frustrating. A meeting with a board of 30 members may not promote full discussion or allow each member to express his or her views fully. On the other hand, if all-important decision-making is relegated to an executive committee, other board members may feel uninvolved. Too small a board, however, may fail to represent diversity or key constituencies from the community or may lack certain skills or qualities the land trust needs. The land trust needs to try to find the appropriate balance in the size of the board. (See practice 3B for further discussion of appropriate board size.)
  - **Stagger terms.** This prevents the land trust from having a board composed completely of new board members who lack experience in operating a land trust.
  - **Limit the number of consecutive terms a board member may serve.** Land trusts overwhelmingly recommend limited terms. It prevents the domination of the land trust by any group of board members or a single strong leader. Bringing in new board members increases the chance the board will remain dynamic and creative, and builds leadership for the future.
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## Board Meetings

Board meetings are a forum for exchanging information and ideas, setting policies, and taking actions. The board must meet often enough so that board members are sufficiently informed and involved in decisions to meet their legal duty of care.

As a practical matter, boards need to meet to involve all board members, make wise decisions and prevent domination of the organization by a single person or small group. Although most organizations depend on a few board members (often the executive committee) to do much of the board's work, these individuals must have the backing and assistance of the rest of the board.

The Treasury Department recommends, in its voluntary best practices for tax-exempt

organizations, that organizations meet at least three times per year. See U.S. Department of the Treasury Anti-Terrorist Financing Guidelines: [Voluntary Best Practices for U.S.-Based Charities](#).

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## Board Meeting Attendance

The most basic responsibility of serving on a board is to attend its meetings, and board members should understand this when they agree to serve. Board members should attend nearly all meetings of the full board and of the committees to which they are appointed. A board member who cannot attend a meeting should take the following steps to stay informed. These are steps that all board members should take, but they are especially critical for a board member who did not participate in the meeting.

- **Review minutes.** If a board member cannot attend a meeting, he or she should obtain and review the minutes. (Board members who attended a meeting should also review the minutes for accuracy.)
- **Read and review materials.** Board members who cannot attend a meeting should review distributed materials in advance if possible, and convey their views to the board chairman or other appropriate person. Even if they cannot comment in advance, board members should read all the meeting materials to understand the decisions made and stay up-to-date on the trust's progress. (All board members, of course, should read materials in advance of the meeting so they can make efficient and informed decisions.)
- **Make inquiries.** If a board member questions the direction the board is moving on any topic or feels information is incomplete or inaccurate, he or she should bring those concerns to the attention of the other board members. If the board member was not at the meeting where the issue was discussed, he or she should follow up with the board chair or appropriate committee.
- **File objections.** If the board member objects to any action taken by the board at a meeting at which the board member was absent, he or she should file these concerns in writing with the land trust secretary.

Reviewing materials and minutes and filing comments is minimal, not necessarily sufficient, participation for a land trust board member over time. If a board member cannot attend a majority of meetings, the land trust should consider removing the board member from the board. The land trust may want to include a provision in its bylaws for removing board members if they miss a specified number of meetings over a period of time (such as three consecutive meetings, or 25 percent of meetings over a 12-month period).

There may be rare circumstances where an exception may be merited—where a board member is unable to attend meetings but can continue meaningful participation through

involvement in committees, providing a certain kind of expertise, etc. If the land trust chooses to consider such an exception, it needs to keep in mind that the legal standard of duty of care leaves no room for nominal board members.

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## Making It Easy to Participate

The land trust can make it more convenient and appealing for board members to participate by scheduling meetings well in advance and scheduling them at times and in locations that are convenient; holding well-planned and well-run meetings; and delegating complex or time-consuming responsibilities to committees.

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## Frequency of Meetings

This practice specifies that the board should meet “regularly enough” to conduct its business and fulfill its duties. The U.S. Treasury Department recommends meeting a minimum of three times per year, and *Land Trust Standards and Practices* follows suit. But this is rarely enough to conduct properly all the business of the land trust. The number of meetings necessary depends on factors such as the following:

- **The age of the land trust.** The board of a new land trust needs to deal with many organizational details. It may need to meet more frequently than an older land trust with an established program of activities and procedures for governing the organization.
  - **Level of activity.** A land trust that has largely completed its acquisition agenda in the community and does not have substantial stewardship difficulties needs to meet much less frequently than a land trust that completes ten transactions a year, or operates a nature center or system of properties open to intensive public access.
  - **Level of delegation of authority.** If significant decision-making authority has been delegated to committees or staff, the full board needs to meet less frequently than if all members are actively participating in most of the land trust’s management decisions.
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## Keeping Minutes

The actions and major deliberations at board meetings need to be recorded. Moreover, good records are good business practice. A member of the board, usually the secretary or clerk, should perform the following duties:

- **Take minutes** of each full board meeting and major committee meetings held. Include a description of what was discussed and the result of any votes taken.

- **Type and distribute minutes** to all board members in a timely manner after a meeting so that corrections and additions can be made.
- **Make all land trust records available** to board members for review.

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## Other Helpful LTA Publications

- [\*Starting a Land Trust\*](#) – a source of useful information for board members.

## Links to Helpful Resources and Publications

- [BoardSource](#) – formerly the National Center for Nonprofit Boards. BoardSource is the premier resource for practical information, tools and best practices, training, and leadership development for board members of nonprofit organizations worldwide.
- [Independent Sector](#) – committed to strengthening, empowering and partnering with nonprofit and philanthropic organizations in their work on behalf of the public good.
- [Voluntary Anti-Terrorist Financing Best Practices for U.S.-Based Charities](#), U.S. Department of the Treasury (no date).

## Sample Land Trust Materials

- Anonymous – [Annual Board Self-Assessment](#)
- Barrington Hills Conservation Trust (IL)
  - [Board Member Responsibilities](#)
  - [Commitment to Accept Board Member Responsibilities](#)
- Connemara Conservancy (TX)
  - [Board of Trustees Self-Assessment](#)
  - [Desired Qualifications of Trustees](#)
- Land Trust of Napa County (CA) – [Policy Manual for Board and Staff Members](#)
- Marin Agricultural Land Trust (CA) – [Job Description for MALT Board Members](#)
- Minnesota Land Trust – [Board of Directors Handbook \(table of contents\)](#)
- Orient Land Trust (CO) – [Position Description: Board of Directors](#)
- The Nature Conservancy – [Statement Of Roles And Responsibilities Of The Conservancy's Volunteer Leadership And Boards](#)
- Upper Valley Land Trust (NH) – [Standards and Practices \(board manual table of contents\)](#)
- Vermont Land Trust
  - [Governance Process](#)
  - [Policy Governance Overview](#)

***To Fully Implement this Practice, LTA Recommends...***

- A board manual or other material is distributed to board members explaining the expectations for board service and the role of the board.
- Board trainings are conducted to educate new board members as to their responsibilities.
- The land trust holds at least three board meetings each year.
- Information (such as board agendas, resolutions, bylaws, and other important information) is distributed in a timely manner prior to board or committee meetings and as necessary to inform the board of the land trust's activities.
- Individual board members attend the majority of meetings.

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<sup>o</sup>This material is designed to provide accurate, authoritative information in regard to the subject matter covered. It is provided with the understanding that the Land Trust Alliance is not engaged in rendering legal, accounting, or other professional counsel. If legal advice or other expert assistance is required, the services of competent professionals should be sought.