

## PPDE 680

### Board Governance and Leadership Spring 2024 Sol Price School of Public Policy University of Southern California

**Instructor:** Claire Peeps  
**Email:** [claire@durfee.org](mailto:claire@durfee.org)  
**Where:** VPD LL  
**Office Hours:** by appt  
**Time:** Wednesdays, 6 – 7:50 pm

#### Course Description:

How nonprofit organizations are governed: roles and responsibilities of boards, staff, and volunteers; unique aspects of nonprofit board governance; boards and individual board member effectiveness; and changes in governance as a result of recent federal and state legislation.

“Nobody outside a board can ever fully understand its complexities and its involvement with its executive and staff. Inherent in its very nature are several seeming contradictions; delicate balances must constantly be achieved if it is to succeed. Boards might seem unworkable, if it were not for the fact that they are at work everywhere.”

-Cyril Houle in *Governing Boards, Their Nature and Nurture*

“Board members are part-time amateurs overseeing the work of full-time professionals, which, by definition, take a certain amount of hubris.”

-Richard Chait, 2001 Board Summit Speech

-both quotes from *The Best of Board Café*, ed. Jan Masaoka

#### Course Objectives:

As one of the core courses required for completion of the MLMN, this class should provide an understanding of the fundamentals of board governance and leadership for nonprofits: legal responsibilities of board members, board structures, and organizational expectations of board participation. Key areas for board support are explored: financial oversight, community ambassadorship, strategic decision making and planning, technical management expertise, fund development, selection and guidance of principal executive, and policy/advocacy. Course learning objectives include:

- Deep understanding of the history and evolution of governance, legal responsibilities, structures, how boards function, and board expectations
- Appreciation for why boards matter
- Awareness of board development strategies and methods for implementation
- Ability to identify and develop effective and productive relationships between executive and board members
- How to assess the effectiveness of a board

**Required Readings:**

1) BoardSource, 2011. *The Nonprofit Board Answer Book: A Practical Guide for Board Members and Chief Executives (Third Edition)*. Jossey-Bass. ISBN 978-1-118-09611-6. (kindle edition available)

Additional articles are assigned and will be posted on Blackboard throughout the semester.

**Course Requirements:**

Your grade will be calculated using the following table.

| Minimum | Maximum | Grade |
|---------|---------|-------|
| 93      | 100     | A     |
| 90      | 92      | A-    |
| 87      | 89      | B+    |
| 83      | 86      | B     |
| 80      | 82      | B-    |
| 77      | 79      | C+    |
| 73      | 76      | C     |
| 70      | 72      | C-    |
| 65      | 69      | D     |
| 0       | 64      | F     |

1. **In-class cases and class discussions (20 points).** Students will participate in in-class exercises. All students will be expected to ask questions of presenters and critique presentations.
2. **Nonprofit Board Analysis (50 points).** Students will conduct an assessment of a nonprofit organization’s board structure, composition, relations, and development.
3. **Take-home final essay (25 points).** If we were able to reinvent the nonprofit sector, what might governance look like? Through the development of a keynote address to public sector

policymakers, students will have an opportunity to explore and articulate alternative models of oversight and stewardship.

4. **Blackboard Discussion (5 points).** Bi-weekly participation in discussion board, with response to specific prompts.

Full descriptions of assignments will be provided separately in class.

Finally, all students are required to have e-mail capability. We will use e-mail for out-of-class communications during the semester. **Please ensure that Blackboard displays your preferred email address so that you can be contacted as needed.**

**Academic Accommodations:** Any student requesting academic accommodations based on a disability is required to register with Disability Services and Programs (DSP) each semester. A letter of verification for approved accommodations can be obtained from DSP. Please be sure letter is delivered to the instructor as early in the semester as possible. DSP is located in STU 301 and is open from 8:30am – 5:00pm, M-F. The phone number for DSP is (213) 740-0776.

### **Course Schedule:**

*Assigned readings should be completed for the day they are listed*

#### **Week One: Introduction to Course – The Basic Roles & Responsibilities of Boards & Discussion: What is the Common Good?**

##### **January 10**

- Historical evolution of board responsibilities and liability
- Roles, responsibilities, and rationale for nonprofit boards
- Ethical, fiduciary, and legal obligations

##### **Readings:**

- “The Common Good,” Markula Center for Applied Ethics  
<https://www.scu.edu/ethics/ethics-resources/ethical-decision-making/the-common-good/>
- BoardSource, The Nonprofit Board Answer Book: A Practical Guide for Board Members and Chief Executives – Part One; Basic Board Function
- A History of Nonprofit Boards in the United States, Peter Dobkin Hall, Board Source 2003  
Will be posted on Blackboard  
(this one is long and bit dull – a good scan will suffice)

## **Week Two: Impact of Board Demographics on Nonprofit Mission, Structure, and Effectiveness**

**January 17**

### **Board Mixer Exercise – In class**

#### **Readings:**

- BoardSource, The Nonprofit Board Answer Book: A Practical Guide for Board Members and Chief Executives – Part Two; Board Structure
- “The Common Good,” Stanford Encyclopedia of Philosophy  
<https://plato.stanford.edu/entries/common-good/>  
(Just the opening paragraphs; the numbered items are optional)

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## **Week Three: Board Participation – Motivations and Expectations**

**January 24**

#### **Readings:**

- Summary of Trower, Cathy. The Practitioner’s Guide to Governance as Leadership: Building High performing : Trimodal Governance  
<https://catalogimages.wiley.com/images/db/pdf/9781118109878.excerpt.pdf>
- Nick Price, Board Effect, “The Different Nonprofit Governance Models,”  
<https://www.boardeffect.com/blog/different-nonprofit-governance-models/>

#### Discussion:

- Impact of board composition
- Life cycle of nonprofit boards
- Boards at large and small nonprofit organizations

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## **Week Four: Effective Partnership – CEO & Board Chair**

**January 31**

#### **Readings:**

- BoardSource, The Nonprofit Board Answer Book: A Practical Guide for Board Members and Chief Executives – Part Three; Board Member Selection & Development

• Propel, “How to be a Great Board Member”  
<https://www.youtube.com/watch?v=oU7BRiL1I18>

• “Boards are Terrible at Their Most Important Job,” Harvard Business Review, 2014  
<https://hbr.org/2014/09/boards-are-terrible-at-their-most-important-job>

**Guest Speakers: tba**

## **Week Five: On Being a Good Board Member** **February 7**

### **Readings:**

• Propel, Board Roles & Responsibilities  
<https://www.youtube.com/watch?v=qYd7f9QmXCE>

• Drucker, Peter F., Lessons for Successful Nonprofit Governance,  
<https://www.bjpa.org/content/upload/bjpa/druc/Drucker.pdf>  
(This article is dated, but still useful)

• 25 Things Awesome Board Members Do  
Nonprofit AF, 2016  
<http://nonprofitaf.com/2016/06/25-things-awesome-board-members-do/>

• Thing You Can Do to Improve the Sad Pathetic State of Board Diversity  
Nonprofit AF, 2017  
<http://nonprofitaf.com/2017/09/7-things-you-can-do-to-improve-the-sad-pathetic-state-of-board-diversity/>

**Guest Speakers: tba**

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**Assignment of nonprofit organizations for board analysis**  
**& In-Class Practice of the Analysis Assignment**

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## **Week Six: Board Recruitment and Development** **February 14**

## Readings:

- Garry, Joan, A First Rate Board of Directors  
<https://blog.joangarry.com/board-of-directors/>

How the Superrich Took Over the Museum World, by Michael Massing, NY Times, Op Ed Dec. 14, 2019

<https://www.nytimes.com/2019/12/14/opinion/sunday/modern-art-museum.html>

Jenkins, Garry W., “The Wall Street Takeover of Nonprofit Boards,” Stanford Social Innovation Review, Summer 2015, Volume 13, Number 3

- Case Study: A Nonprofit’s Financial Crisis and Accountability Turnaround, Indiana Nonprofit Resource Network,  
[https://www.p2pga.org/wp-content/uploads/2019/06/Discussion\\_Handouts.pdf](https://www.p2pga.org/wp-content/uploads/2019/06/Discussion_Handouts.pdf)

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## Week Seven: The Role of the CEO in Board Management February 21

### Readings:

- BoardSource, The Nonprofit Board Answer Book: A Practical Guide for Board Members and Chief Executives – Parts Four & Five; Board & Committee Meetings/Fiduciary Role
- “After a Nonprofit Crisis, the Board Needs to Step In,” by Joan Garry, Chronicle of Philanthropy, June 30, 2014. Be sure to hyper-link to the Greenpeace response, too.  
<https://philanthropy.com/article/After-a-Nonprofit-Financial/152803>

### Guest Speakers: tba

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## Week Eight: The Board's Role in Fundraising & Crisis Management

**February 28**

Role Playing Preparation in class

### Readings:

- Profile of an Agency in Crisis, pdf from Claire Peeps, to be sent by email

<https://www.propelnonprofits.org/resources/governing-in-a-time-of-crisis-10-action-items-for-boards/>

<https://blog.joangarry.com/managing-crisis/>

<https://blog.joangarry.com/wp-content/uploads/2013/10/joan-garry-crisis-management.pdf>

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## Week Nine: Board / Staff Working Relationship

**March 6**

**\*6:00 – 8:50 pm\* - Long Class**

Micro-management versus macro-support

### Readings:

- BoardSource, The Nonprofit Board Answer Book: A Practical Guide for Board Members and Chief Executives – Part Six; Board/Staff Relations

### **In Class: Role playing/Organization in Crisis**

*Non-Profit Board Analysis Due* by 11:59 pm

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## **Week Ten**

**March 13**

**NO CLASS -- Spring Break**

## **Week Eleven: Debriefing Board Meeting Simulation Exercise**

**March 20**

### **Readings:**

- East Coast Orchestra's Board of Trustees, Electronic Hallway, Evans School, University of Washington (CP to send by email)
- The Theater Budget, Electronic Hallway, Evans School, University of Washington (CP to send by email)

### **Durfee Foundation's Survey Responses**

Vu Le, Nonprofit AF, The Nonprofit Board Model is Archaic and Toxic; Let's Try Something New  
<https://nonprofitaf.com/2020/07/the-default-nonprofit-board-model-is-archaic-and-toxic-lets-try-some-new-models/>

Natalie A. Wolrond, Stanford Social Innovation Review, "Decolonize Your Board"  
[https://ssir.org/articles/entry/decolonize\\_your\\_board#](https://ssir.org/articles/entry/decolonize_your_board#)

Anne Walsted, Stanford Social Innovation Review, "The Four Principles of Purpose-Driven Board Leadership,"  
[https://ssir.org/articles/entry/the\\_four\\_principles\\_of\\_purpose\\_driven\\_board\\_leadership](https://ssir.org/articles/entry/the_four_principles_of_purpose_driven_board_leadership)

**Guest Speaker: tba**

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## **Week 12: Organizational Change**

**March 27**

### **Readings:**



- BoardSource, The Nonprofit Board Answer Book: A Practical Guide for Board Members and Chief Executives – Part Seven; Organizational Change

- Insight Brief: Board Development, Real World Insights from the Haas Leadership Initiative, Evelyn and Walter Haas Junior Fund,  
[http://www.haasjr.org/sites/default/files/Board\\_Development\\_Insight\\_Brief.pdf](http://www.haasjr.org/sites/default/files/Board_Development_Insight_Brief.pdf)

Stanford Graduate School of Business, 2015 Survey on Board of Directors of Nonprofit Organizations

<https://www.gsb.stanford.edu/sites/default/files/publication-pdf/cgri-survey-nonprofit-board-directors-2015.pdf>

Joan Garry, 6 Ways to Thank Nonprofit Board Members

[https://www.joangarry.com/thank-your-nonprofit-board-members/?utm\\_source=ActiveCampaign&utm\\_medium=email&utm\\_content=6+Ways+to+Thank+Your+Board+Members&utm\\_campaign=Blog%3A+Thank+Your+Board+Nov+2023+Rerun](https://www.joangarry.com/thank-your-nonprofit-board-members/?utm_source=ActiveCampaign&utm_medium=email&utm_content=6+Ways+to+Thank+Your+Board+Members&utm_campaign=Blog%3A+Thank+Your+Board+Nov+2023+Rerun)

Joan Garry, What If Your Board Just Disappeared?

<https://www.joangarry.com/board-disappeared/>

### **In class: East Coast Orchestra Role Play**

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## **Week 13: The Board's Role in Governance & Human Resources**

**April 3**

### **Readings:**

- Masaoka, Jan. The Nonprofit's Guide to Human Resources

<https://myforefront.org/articles/guest-post-jan-masaoka-on-the-nonprofits-guide-to-human-resources/>

<https://www.nonprofitthr.com/wp-content/uploads/2014/10/The-Boards-Role-in-HR-Management.pdf>

“Nonprofit Board Responsibilities – The Basics,” by Herrington Bryce, Nonprofit Quarterly, Summer 2017, CP to post pdf

## **Week 14 : Board Leadership on Equity, Inclusion & Bias**

**April 10**

### Readings:

Wallestad, Anne, “Let’s Stop (Just) Talking about Nonprofit Board Diversity”  
[https://www.huffingtonpost.com/entry/lets-stop-just-talking-about-nonprofit-board-diversity\\_us\\_59b04c06e4b0d0c16bb5299a](https://www.huffingtonpost.com/entry/lets-stop-just-talking-about-nonprofit-board-diversity_us_59b04c06e4b0d0c16bb5299a)

“Leading with Intent,” Board Source, 2017,  
<https://leadingwithintent.org/>

“Race to Lead,” Building Movement Project  
<http://racetolead.org/>

“What is Privilege in the Race of Life?”,  
<https://www.youtube.com/watch?v=630DaYQNG70>

“All That We Share”  
<https://www.youtube.com/watch?v=jD8tjhVO1Tc>

**Guest Speakers: tba**

## **Week 15: How Are We Doing, USC?**

**April 17**

### Readings:

Others to be updated before class

**Assignment:** Analyze the composition of the USC board, read media stories as broadly as you can and come to class prepared to consider your recommendations to the board

## **Week 16: Course Wrap Up & Speeches**

**April 24**

- Challenges on the horizon for boards

- Opportunities for progress
- Strategies for realizing opportunities

**May 1**

***Final paper due: Keynote Address: What should governance look like?***

**Due May 1, 2024 by 11:59 pm**