



Hands On Board

The Board of Directors in an All-Volunteer Organization

by Jan Masaoka



Volunteerism is an enormous economic force, yet it is never mentioned in business school or in economics departments.

 Charles Hoadley, former Chief Economist, Bank of America

What is an "all-volunteer organization"?

If you are reading this handbook, you are part of a huge economic force — that of the all-volunteer organization (AVO). Among other tasks, members of AVOs clean up beaches, care for the dying, coach basketball teams, advocate for gun control, rescue abused animals, raise their voices in song, publish literary journals, raise scholarship funds, preserve local history, serve as volunteer fire departments, exchange heirloom seeds, host visitors from foreign countries, help people conquer alcoholism, change public perception about the disabled, and help adoptees and birth parents find each other. They make our communities, however defined, work better.

That these and countless other services are provided by volunteers and not by paid staff of a nonprofit, business, or government agency would come as a surprise to many. In fact, those of us in all-volunteer organizations often don't even think of ourselves as the important economic and social force that we are.

In all AVOs, there is also a group of people who have volunteered not only to do the work, but to be responsible for the organization. This group, frequently called the board (short for board of directors), takes on the legal and leadership responsibilities for the organization. Some groups elect members to form this board, while in others anyone can

What types of all-volunteer organizations is this booklet best for?

AVOs run the spectrum, ranging from small, relatively informal organizations to larger, more formal, affiliated organizations. This booklet is written primarily for AVOs that are relatively informal and relatively independent. Some examples are:

- Youth and adult sports leagues (Tri-City Soccer League, West Valley Women's Softball League)
- Neighborhood associations, crime watch groups (South Side Neighborhood Association)
- Clubs, hobby groups, literary societies (Rose Society, Square Dancing Club, Robert Louis Stevenson Association)
- Sponsoring groups for civic events (Martin Luther King, Jr. Day March Committee).
 Harvest Festival)
- Associations of people with similar interests (computer users' groups, people working for peace in the Middle East)

Other AVOs (particularly those affiliated with larger, staffed nonprofits) may have formal board guidelines and organizational principles that address much of the material presented here. Nonetheless, readers affiliated with these groups may find this booklet helpful in clarifying the board's roles and responsibilities. Some examples of these types of AVOs include:

- "Friends of" groups (Friends of the Zoo)
- Fund-raising arms for institutions (hospital auxiliaries or school foundations)
- Service clubs (the Junior League, Rotary, and Kiwanis)
- Government agency-associated groups (volunteer fire departments, library volunteers)

volunteer to join the core group or the steering committee. Because many AVOs haven't taken the legal steps to form a nonprofit corporation, there may not be a legal board of directors. Whatever this group is called, we'll use the term "board" to identify this leadership group.

Board members of an all-volunteer organization know the important, but often unrecognized, role that the board plays. In addition to taking responsibility for the organization's legal and ethical obligations to donors, clients, and the government, AVO boards shoulder the responsibility of providing guidance to the organization by managing the organization and leading the other volunteers with their hands, minds, and spirits.

This handbook explains the two types of responsibilities that AVO boards have and provides a checklist that helps assess the work of the board. Like most all-volunteer organizations, the board can be so involved with getting the work done that it seldom finds the time to examine how the board itself is working, or to celebrate and appreciate the board's hard work and achievements.

A word on terminology

When we use the term "all-volunteer organization (AVO)," we mean a nonprofit organization in which volunteers manage the organization and do most or all of the work. Some soccer leagues pay referees for Saturday games, some historic preservation societies pay gardeners, and some PTAs pay after-school art teachers. The difference is that while AVOs sometimes pay people to do work, they don't pay people to manage. The job of management is done by the volunteer leaders, usually the board.

What do we call the people in the AVO who are not on the board? Most AVOs use the term "volunteers," even though the board members are volunteers, too.

Other ways to describe these people are "members" or "front-line workers," but for the purposes of this book, we'll use "volunteer staff" or just "volunteers."

What is the board of directors?

Unlike for-profit businesses and corporations, nonprofit organizations aren't "owned" by anyone. Instead, they are "owned" by the community — chartered by the government to serve a public purpose. The board of directors is the group of people that represents the interests of the "owners" — the community. The board, acting as *governors* or *trustees*, is charged to protect that public purpose — to ensure that funds are used responsibly and as effectively as possible.

In a nonprofit with paid staff, an important function of the board is to hold staff accountable to that community purpose — to be sure that the organization is complying with tax and legal requirements, and using funds efficiently for the organization's priorities. In addition, board members often assist staff in the work of the organization, whether that's helping to raise money, assisting with accounting, or meeting with state or local officials.

In an all-volunteer organization, there are no paid managers. As a result, it's often hard to distinguish between what the *board* does and what the *organization* does. For example, the same person — let's call her Cristina — may wear two hats when volunteering for the local garlic festival. When she's wearing her board member hat, Cristina and the other board members must obtain local permits and decide how much to spend on publicity. When she's wearing her volunteer staff hat, Cristina and the other volunteers may direct cars to parking areas or design the newspaper ad. At times, these different hats, or roles, may seem contradictory or confusing, not only for volunteers like Cristina but also for others inside and outside her all-volunteer organization.

Ten Jobs for the Board in the All-Volunteer Organization

s everyone active in all-volunteer organizations knows, not all AVOs are alike. So it shouldn't be surprising that the board's responsibilities are different from one AVO to another. This handbook addresses the key, basic responsibilities of boards in all-volunteer organizations. Each organization will want to define its responsibilities for itself, using this handbook as a starting point.

There are two types of responsibilities that boards have in all-volunteer organizations. The first type is related to responsibility for the nonprofit corporation, as protectors of the public interest as embodied in the organization. These responsibilities are often called the board's *corporate* or *governance* responsibilities. The second type is related to the board as the leaders and chief volunteers in the organization — the responsibilities for *managing*, *leading*, and *doing*.

There's also an important distinction to make between the responsibilities of the *board as a whole*, and the responsibilities of *individual* board members. (See "The Board Responsibility Matrix," page 8.)

The board's governance responsibilities

As those legally responsible for the nonprofit corporation or association, the board of directors accepts responsibility for some important areas.

1. Handle the money and file the forms.

Whether an organization's funds come from a bake sale, a grant from a foundation, a gala dinner-dance, or contributions from members, the board's responsibility is to make sure that the organization has raised sufficient funds for operating its programs and that the money is handled wisely, carefully, and in a way that's accountable to the donors and the

The Board Responsibility Matrix

The board as the <i>governors</i> or <i>trustees</i> of the organization.	The board as <i>managers</i> and <i>leaders</i> of the organization.
Responsibilities	
In its <i>governance</i> role, the board fulfills its responsibilities by acting as a collective body.	In its <i>management</i> and <i>leadership</i> roles, board members fulfill these responsibilities through their actions as individuals.
Objectives	
To ensure that the organization fulfills its legal and financial responsibilities and fulfills its responsibilities to the community.	To ensure that the organization's work is accomplished and to represent the organization to the community.
 Handle the money and file the forms. Safeguard assets from misuse, waste, and embezzlement. Keep it legal and safe. Ensure compliance with federal, state, and local regulations, and fulfillment of contractual obligations. Make big decisions for the future. Make sure the organization is accountable to its constituencies, and protect the organization's reputation. Get help when you need it. Plan for arrival and departure of individual members. 	 Get the work done. Support other volunteers so they can successfully contribute to the organization's work. Be ambassadors to the community. Lend names and personal credibility and reputation to the organization. Pass along the covenant. Provide leadership in spirit.

community. In most all-volunteer organizations, the treasurer is a member of the board, and he or she writes the checks, makes the deposits, and gives financial updates to the board.

Because most all-volunteer organizations have an informal air about them, it's easy for finances to be treated in a casual way. But when money matters are treated casually, it can become too easy for money to get lost, or for some people to question how money has been spent, or even for some people to take advantage of the informality and take some of the organization's money for their own benefit.

The responsibility of the whole board is to protect not only the organization's money but also the treasurer's credibility. Make sure that there are checks and balances in place, such as requiring a second signature on outgoing checks or having someone other than the treasurer count the cash at an event before the deposit. If the organization is unhappy with the performance of the treasurer, the board shouldn't be shy about suggesting that a new treasurer be elected who may have more time or experience to do the job right.

In addition to handling the funds, various kinds of reports are also required. Donors need to have acknowledgments sent to them as documentation for their tax returns. And nonprofit organizations that typically receive \$25,000 or more in gross income must file Federal Form 990 (or 990EZ) with the Internal Revenue Service on an annual basis. Form 990 asks for financial information and program information, and because 990 is a public document, it must be made available to the public on request. In addition, state governments (and some local governments) also require nonprofit filings.

One person on the board should be assigned the responsibility of knowing the federal and state filing requirements and making sure that the forms are filed on time.

2. Keep it legal and safe.

The board should ensure that it is legal and safe for people — including themselves! — to volunteer. If an AVO uses office space or owns a building, such as a historic home, the organization should be sure to have insurance in case of fire, theft, or accidents and should regularly check to be sure that the building is reasonably safe and secure. If volunteers drive people to the doctor, plant trees, care for injured animals, or coach young athletes, the organization should consider obtaining insurance in case the volunteers are injured while doing their work.

Don't forget that volunteers, like paid workers, must comply with laws related to the work they do. Of course, volunteers must have valid driver's licenses if they are driving

their cars in their volunteer work. In a less obvious example, volunteers answering health-related telephone support lines should be doctors who are able to give out medical advice. If non-MDs are answering support lines, be sure that they have the guidance to know what kind of advice they can and can't give legally.

Keep in mind that all 501(c)(3) nonprofit organizations are prohibited from engaging in electoral activity (such as endorsing candidates for office) or from "more than insubstantial" lobbying activity. If an organization advocates for particular policy issues, the board should know the legal guidelines and options by which to operate. See the "Suggested Resources" section at the end of this handbook for further references.

As a practical matter, most AVO boards have one person (often the treasurer) who monitors the organization's activities for areas needing further investigation. Additional areas for this person to note may include the following: obtaining a liquor license for a special event; state and local gambling laws (for example, regarding bingo games); sales tax; applicable tax on income generated by activities unrelated to the organization's mission; and inappropriate payments to board members. This person should also contact the state government office which governs nonprofit charities to find out which state and federal filing requirements apply to the organization.

Creating a mission statement

More formal nonprofits, whether AVOs or staffed, take the time to write a mission statement or a vision statement or both — a sentence or two that captures what the organization stands for and hopes to achieve. For example, the mission statement of a community chorale reads, "Our mission is to celebrate the joy of singing, by performing choral music of all styles, by inspiring our singers and our audiences, and by encouraging community members of all ages to experience, appreciate, and participate in choral music activities."

3. Make big decisions for the future.

Someone has to make an AVO's big decisions, whether it's to change the organization's name, to add non—church members to the choir, to raise money to hire an executive director, to stop holding the annual rodeo, to add boys to the girls' drill team, or to merge with another organization. These decisions — or choices — together represent a strategic direction for the organization. This process is also known as strategic planning.

One of the biggest questions in AVOs is whether to work toward becoming a staff-managed organization in which most of the work ultimately will be done by paid staff. Such AVOs consider whether to apply for foundation grants, or to try to raise enough money to hire a fund-raiser who will be able to raise money for staff salaries.

For some all-volunteer organizations, there is a clear goal to "grow up" to be a large, staffed organization. (The Sierra Club, Red Cross, Urban League, March of Dimes, and Mothers Against Drunk Driving all started as all-volunteer organizations.) The board of such an AVO needs to develop a plan that phases in paid staff and changes the roles for the board. Many AVOs that aspire to becoming a staffed organization stumble when they first hire someone to *manage* the organization. After years of acting in both management and governance roles, it's often difficult for boards to find a way both to be supportive of management staff and to provide adequate oversight or governance. Some AVOs hire an interim director or a program coordinator before hiring an executive director as a way for the organization and the board to make the change in stages.

For others, staying all-volunteer is an intrinsic part of the organization's mission and heart. For those active in a church group, in the volunteer rescue squad, in the hospital auxiliary, or in the PTA, it may be the all-volunteer character of the organization that makes working with it so satisfying and rewarding. All-volunteer organizations need not feel that they "should" aspire to being a staffed organization. AVOs have an important role to play in our communities, and we should never apologize for being "just volunteers" when talking about our organizations.

4. Make sure the organization is accountable to its constituencies. Protect the organization's reputation.

A wide range of people — members, donors, clients, community members, and other constituencies — place their trust and confidence in your organization. On an everyday basis, the board represents their interests within the organization, ensuring that the organization is accountable.

If your organization has trouble keeping volunteers, there may be something in the way the board works (or the way some individuals behave) that discourages people from thinking they can become part of the leadership. Occasionally, longtime leaders and volunteers view the organization as "their baby" and are sharply critical and undermining of anyone whose approach is different. They may constantly find fault with new volunteers or refuse to allow new people to have real responsibility. If the board members truly believe in the organization's work, they will want to ensure that they encourage new volunteer leaders (even if they seem to be doing it all wrong) and let the organization grow into its own future. This may mean allowing current activities to die out and new activities to take their place.

Some people who are wonderful workers are reluctant to see themselves as prospective board members. They may feel that board members must be experts or have special training. In fact, the boards of all-volunteer organizations are among the best places in the world to find training and become expert in managing organizations. It helps if current board members seek out valued volunteers and encourage them to stretch their skills by joining the board. This is just one way that each person's self-interest and the organization's interests can grow together.

When the board presidency or another leadership position changes hands, many AVOs find that the organization's papers and obligations get "lost in the move." At the very least, one sturdy box should be "the organizational safe." It can contain the official documents and be easily passed along from one president to the next. Some organizations have one box for each position of responsibility; these are ceremonially presented at a board meeting to the incoming generation of leaders.

In a few cases, it may be appropriate for an organization to quietly fold when its extraordinary leader departs. Not every organization *can* sustain itself without the special commitments and talents of one particular individual. Rather than fight a losing battle against this reality, the board can take the opportunity to "close out" the organization with a celebration of its accomplishments and a transfer of its mailing list and other assets to another organization. Although it may be difficult for many in the organization to accept, the community's interests may be best served by this transition.

Many AVOs send reports of one kind or another to their constituencies. For example, one AVO may publish a "Letter to the Editor" in the local paper reporting on a civic event it has sponsored and its financial activity. Another organization may make an annual report to a membership meeting or community forum. But even in AVOs that don't issue written reports, the board must keep foremost in its mind the interests of those who have supported the organization with their dollars, labor, goodwill, and trust.

For many all-volunteer organizations, a good reputation is its most valuable asset. An organization can suffer irreparable harm if the community loses confidence in it, whether because of a financial scandal or an inappropriate remark made at a city council meeting. If an organization is, for example, a local chapter of a national organization such as the NAACP or the March of Dimes, it is representing not only the local organization but the national organization as well. Once a year, an AVO should identify someone who can officially speak to the press on the organization's behalf.

5. Get help when needed.

The organization's volunteers and board members may not always have the expertise the AVO needs. It's the board's job to know when more help is needed, and to go out and find that help. If a lawsuit is brought against an organization, it is the board that finds and contracts with an attorney. If the community theater's roof looks shabby, the board should obtain an engineering or contractor's report to be sure that the building is safe for both the stage company and for the audience. If the board needs help preparing financial reports, the board should seek the assistance of a certified public accountant or other finance professional.

Local community foundations, United Ways, or nonprofit resource centers may be able to make references to additional sources of free or low-cost help. It's likely, though, that someone from among the board members, volunteer corps, patrons, clients, donors, or supporters already knows who can help — just ask.

6. Plan for the arrival and departure of individual members.

The AVO board is also responsible for finding and training its own replacements to ensure the smooth transition of leadership. In large corporations, a succession plan is an important task for the chief executive. In an all-volunteer organization, the departure of key leaders may be an even more critical crossroads for the organization.

The board's management and leadership responsibilities

While the responsibilities described earlier are typically carried out by the board acting as a *collective body*, the following responsibilities are typically those of *individual* board members.

7. Get the work done.

Frequently in an all-volunteer organization, the board members' primary responsibility is to get the work done, both by putting their own shoulders to the task as well as by organizing others. No one will be satisfied if board members don't act as leaders in the organization's activities: staffing the booth at the county fair, putting on the annual barbecue, showing up and pitching in on "Clean Up the Park Day." The board is the "management team" for the organization, and gains the organization's respect by working hard and getting the job done.

For some all-volunteer organizations, "doing the work" means raising money. Countless AVOs function as supporting and fund-raising arms of other organizations. Organizations such as hospital auxiliaries, friends of the library, charity ball committees, local chapters of the Diabetes Association, and friends of state parks have chosen to help by raising money in a way that allows 100 percent of funds raised to go towards services and programs.

There's a great feeling of accomplishment in a group of people volunteering together on a task and getting it done. "Getting the work done" is both the responsibility and the reward for all of us in all-volunteer organizations.

8. Support other volunteers so they can successfully contribute to the organization's work.

Effective volunteer leaders know that the most work gets done when it's possible for people with a wide range of time commitments to volunteer. In AVOs, one of the board's key roles is to organize the work to make it easy for volunteers to do it well. PTAs, for instance, often coordinate a variety of jobs that take different amounts of time at different times of day, to let parents find assignments that work for them. One assignment might be volunteering every week for two hours in the school library, while another assignment

might be a once-a-month bookkeeping job that can be done at home.

The board must also perform some of the roles played by supervisors in staffed organizations. Board members need to make sure that volunteers understand the responsibilities they have taken on, and that volunteers have what they need (skills training, background knowledge, ongoing coaching) to do their jobs well. Board members need to thank each other, and other volunteers, for the work done. They can find ways for volunteers (including themselves) to strengthen their skills, receive recognition awards, participate in thank-you dinners, and, when necessary, depart gracefully.

The writer Ivan Scheier talks about "glad gifts" — the skills, energies, funds, and other gifts that volunteers are *glad* to give. The board's job is to make sure that there are opportunities for everyone to give their glad gifts, and to welcome everyone who wants to help, with whatever time and expertise they can bring.

9. Be ambassadors to the community.

Board members must serve as ambassadors to their community and must connect to the parent or partner organization if there is one. In an all-volunteer organization, the board must act as the State Department *and* the public relations firm for the group. The board of a volunteer fire department should make sure the organization has connections and ongoing communication with the sheriff's office, the police department, the forestry department, the school district, and others. The new president of the Rotary is well advised to have lunch with the presidents of Kiwanis and the Junior League. An all-volunteer group of parents of children with cancer made sure that there was always one board member assigned to staying in touch with the American Cancer Society.

When we think of an organization's assets, the first things that come to mind are money in the bank, furniture, or equipment. But for most AVOs, it's their personal relationships with those from other organizations that are the most important assets. These relationships are sources of power and influence in the community, as well as channels for information and the inspiring knowledge that we're part of a larger community effort.

Many AVOs are all-volunteer chapters of larger, staffed organizations, such as the Japanese American Citizens League; the National Council of Negro Women; Self-Help for the Hard of Hearing (SHHH); the American Civil Liberties Union; Parents, Families, and Friends of Lesbians and Gays (PFLAG); the League of Women Voters; and the California Native Plant Society. Others are alumni associations of colleges and universities or profes-

AVO Board Checklist

Not Somewhat Very satisfied satisfied satisfied 1. Handle the money and file the forms. How satisfied are you that the board has appropriately assigned responsibility for financial management? How satisfied are you that the organization's federal and state requirements for filing have been met? 2. Keep it legal and safe. How satisfied are you that there is adequate insurance? How satisfied are you that the board has assigned an appropriate person to monitor legal compliance? 3. Make big decisions for the future. How satisfied are you that there's a general direction for where the organization is going in the next few years? 4. Make sure the organization stays accountable to its constituencies. How satisfied are you that the organization is doing the job it has set out to do and can make itself accountable to the community? How satisfied are you that there is someone identified to speak to the press on the organization's behalf? 5. Get help when you need it. How satisfied are you that your organization gets help when it needs it?

Suggested Resources

Allison, Michael and Jude Kaye. Strategic Planning for Nonprofit Organizations: A Practical Guide and Workbook. New York, NY: John Wiley & Sons, 1997, 277 pages. \$39.95.

Although written for staffed organizations, this handbook has practical advice, worksheets, and timelines on writing mission statements, board retreats, strategic plans (both simple and complex), and getting others involved. Disk included.

Dalsimer, John Paul. Self-Help Accounting: A Guide for the Volunteer Treasurer. Philadelphia, PA: Energize, Inc., 1989, 104 pages. \$14.95.

Written in a friendly, nonpatronizing style for volunteer treasurers who keep the books for their organizations. Goes over it all, from filling out the check stubs to preparing financial reports.

Herman, Melanie, and Leslie White. Leaving Nothing to Chance: Achieving Board Accountability through Risk Management. Washington, DC: National Center for Nonprofit Boards and Nonprofit Risk Management Center. 1998, 32 pages. \$16.00.

This booklet presents 10 steps for exercising board accountability and risk management, including formulating risk management policies, creating models for safe volunteer and staff activities, and seeking expert help. Facts about directors' and officers' insurance and the Volunteer Protection Act are also included.

Klein, Kim. *Fundraising for Social Change*. Berkeley, CA: Chardon Press, 1997, 260 pages. \$25. Contact Chardon Press at www.chardonpress.com or 510-704-8714.

Gives all the information you need, from asking for money to building a donor base, using direct mail effectively, organizing capital campaigns, and getting volunteers to raise funds with you. Kim also writes the *Grassroots Fundraising Journal*, a monthly publication with grassroots fund-raising advice and the latest grassroots tips, new publication announcements, and workshop opportunity alerts.

Organizations, listservs, and websites

Board Café, a free monthly newsletter for members of nonprofit boards of directors. Available by fax or e-mail. To subscribe, call 415-541-9000, fax 415-541-7708, or send e-mail to **supportcenter@supportcenter.org** and type SUBSCRIBE BOARD CAFÉ in the body of the text.

Energize, Inc.: Mostly directed towards paid staff who manage volunteers, this website still has more information than any other on all-volunteer organizations. 5450 Wissahickon Ave., Philadelphia, PA 19144. 1-800-395-9800. http://www.energizeinc.com

National Center for Nonprofit Boards: The publisher of this handbook, and more than 100 others, has an extensive website with an online bookstore, information on workshops and consulting services, and other nonprofit governance-related information. NCNB members receive a newsletter 10 times a year and also can subscribe to a members-only listsery, Boardtalk, for answers to governance questions.

1828 L Street, NW, Suite 900, Washington, DC 20036. 1-800-883-6262. http://www.ncnb.org

Nonprofit GENIE (Global Electronic Nonprofit Information Express): An extensive set of Frequently Asked Questions (FAQs) on many nonprofit topics, including boards of directors, financial management, strategic planning, etc. **http://www.genie.org**

Nonprofit Risk Management Center gives information about managing resources wisely, protecting clients from harm, and safeguarding assets. They also have a newsletter, *Community Risk Management and Insurance*, and various publications, including two booklets on insurance for volunteers and controlling risks in volunteer programs.

1001 Connecticut Avenue, NW, Suite 410, Washington DC 20036. 202-785-3891. http://www.nonprofitrisk.org.

Support Center for Nonprofit Management: As the author and co-publisher of this handbook, the Support Center's website features publications, links, and information about the Support Center's programs.

706 Mission Street, 5th Floor, San Francisco, CA 94103-3113. 415-541-9000. http://www.supportcenter.org/sf

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About the author

Jan Masaoka is Executive Director of the Support Center for Nonprofit Management, a regional consulting and training organization serving nonprofit volunteers, staff, and board members. As one of the Support Center's staff consultants, Jan consults to nonprofit organizations in financial management, program evaluation, and boards of directors. Her published work includes Action Handbook for Boards (published by the National Minority AIDS Council) and What A Difference Nonprofits Make: A Guide to Accounting Procedures (published by Accountants for the Public Interest). She edits Board Café, a national electronic newsletter for members of nonprofit boards of directors.

Jan's community activities include serving as president of the San Francisco Foundation Community Initiative Funds and vice president of the San Francisco Telecommunications Commission.

Since *All Hands on Board* was published, the Support Center for Nonprofit Management changed its name to CompassPoint Nonprofit Services, and the National Center for Nonprofit Boards changed its name to BoardSource. New contact information:

CompassPoint Nonprofit Services

731 Market Street, Suite 200, San Francisco, CA 94103 415.541.9000 Silicon Valley: 600 Valley Way, Suite A, Milpitas, CA 95035 408.719.1400 www.compasspoint.org

BoardSource

1828 L Street, NW, Suite 900, Washington, D.C. 20036 202.452.6262 www.boardsource.org

Erratum: The economist quoted at the beginning of *All Hands On Board* is WALTER Hoadley. Our greatest apologies.