

[insert name of project]

Advisory Board Guidelines

This document sets out the roles, responsibilities, and expectations for the advisory board (“Advisory Board”) of [insert name of project] (“Project”).

1. Background

The Project is a project of Client, a California nonprofit corporation that is tax-exempt under Section 501(c)(3) of the Internal Revenue Code. Client operates the Project and manages a restricted fund to receive donations and make disbursements under the terms of a Project Agreement, dated _____, 20__, and signed by Project Director (“Project Agreement”). Capitalized terms used in this document and not defined have the meanings given in the Project Agreement.

2. Project

[insert description of the Project’s mission, purpose, and activities]

3. Role and Responsibilities

The role of the Advisory Board is to support the Project in achieving its objectives and serve as a resource to the Project Director and their team. In line with this role, the Advisory Board’s responsibilities include:

[insert specific responsibilities for the board; sample starter language follows]

- serving as a sounding board for the Project Director and other Project team members
- serving as an advocate, ambassador, spokesperson, and connector for the Project in the community
- facilitating introductions to potential donors, collaborators, thought leaders, and other key stakeholders
- reviewing branding and outreach strategies
- supporting Project’s staff on fundraising activities
- actively participating in fundraising activities
- supporting Client’s oversight and review of Project program activities, operations, financial health, personnel, and other matters as requested by Client

Not Board of Directors

Under California law, Client’s activities and affairs (including for each of its projects) are conducted and all corporate powers are exercised by or under the direction of the Client Board of Directors. The Advisory Board is not a board of directors with fiduciary duties under California law.

Not Representative or Agent

The Advisory Board does not serve as a representative or agent of any funding source, employer, or any other party.

Client Authority

Client retains ultimate decision-making and management authority for the Project. The Advisory Board is a subordinate advisory body to Client and will have no authority to make decisions or act on behalf of the Project or Client[, and its recommendations will be not be binding].

4. Expectations of Individual Members

Expectations

Advisory Board members are expected to actively contribute their leadership, time, and talents to help the Project achieve its goals.

We expect that each individual Advisory Board member will: *[insert specific responsibilities for individual committee members; sample starter language follows]*

- learn about the Project's strategy, programs, and finances
- serve as eyes and ears on-the-ground in key [geographies/sectors] [and among stakeholders] and keep Project staff apprised of developments in the field and emerging opportunities or challenges
- prepare for and participate in Advisory Board meetings, including reviewing agendas, background materials, and draft minutes
- represent Client's and the Project's values and work to the community
- leverage their own personal networks to further the goals of the Project
- make a personal financial contribution to the Project
- foster an inclusive work environment and community
- comply with Client's policies
- *[describe other responsibilities]*

Client Financial and Operating Procedures

Client's Financial and Operating Procedures Manual ("Procedures Manual") establishes procedures relating to revenue, disbursements, fundraising, contracts, intellectual property, and other matters for the Project. Advisory Board members are expected to understand and comply with the Procedures Manual and any other policies provided by Client.

Conflicts of Interest

Advisory Board members are expected to use good judgment and to avoid situations that create an actual, potential, or perceived conflict with the purposes and activities of the Project or of Client. The Procedures Manual contains information about such conflicts.

IRS Rules Relating to Nonprofits

The Procedures Manual describes IRS rules relating to "private inurement" and "private benefit." These are IRS concepts relating to certain Section 501(c)(3) activities, including interactions with persons having influence over the nonprofit, and dealing with private parties. Advisory Board members are expected to review and understand these concepts and the related rules and conduct themselves accordingly.

Harassment and Discrimination

Client is committed to creating a work environment free from harassment and discrimination of any kind [including verbal, physical, written, or visual harassment, discrimination, or retaliation on the basis of any characteristic protected by law]. Advisory Board members are expected to understand Client's policies regarding harassment and discrimination and conduct themselves in a manner consistent with such policies and commitments.

Questions or Concerns

Questions or concerns about the Procedures Manual, other policies, or general Advisory Board roles and responsibilities should be directed to Client's Executive Director ("Executive Director").

5. Membership

[If there are specific composition and size targets for the Advisory Board, consider the following two provisions:]

Composition Goals

[insert description of the composition goals for the committee, if applicable; sample starter language follows]

Advisory Board members should have a passion for the Project's mission and work, possess the highest personal and professional integrity and values, and be thought leaders with strategic insight in their respective fields. The Advisory Board should reflect diversity in experience, gender, race, and age. The Project seeks practical judgment as well as programmatic, financial, and other technical expertise.

Committee Size

The Advisory Board will include ___ members.

Appointments

The Project Director may appoint new members [subject to Client's approval].

Resignation

Any Advisory Board member may resign at any time by giving notice to the Project Director.

Removal

An Advisory Board member may be removed from the Advisory Board at any time, with or without cause, (a) by vote of a majority of the current members or (b) by Client in its sole discretion.

No Compensation

Advisory Board members will not be compensated in their capacity as Advisory Board members.

6. Meetings

Meetings

The Advisory Board will meet at least _____ times each year. The Advisory Board may meet in person or by video or audio conference call.

Agenda

The Project Director will work with Advisory Board members to develop an agenda for each meeting. The Project Director will distribute the agenda and other written materials in advance of each meeting.

Decision-making

A majority of current Advisory Board members will constitute a quorum. Each Advisory Board member will have one vote. Any matter approved by [a majority] of Advisory Board members present will be the decision of the Advisory Board.

Conflict of Interest

Individual committee members will abstain from all discussion on any matters where they have or are perceived to have a potential or actual conflict of interest.

[Minutes

The Advisory Board will keep minutes of its meetings.]

Participation by Client

Client staff are entitled to receive notice of, attend, and participate in all Advisory Board meetings, and to receive email communications and other materials provided to the Advisory Board.

7. Communications and Records

Project Reports

The Project Director will provide the Advisory Board and Client with regular program, financial, fundraising, and operational updates, including, without limitation, information about *[insert specifics here]*.

Email and Other Electronic Communication

All Advisory Board communications, including notices, consents, and distributions of materials, may be sent via email or other forms of electronic communication.

Individual Communications

The Project Director or other Project team members may consult with any individual Advisory Board member.

Confidentiality

The Advisory Board may have access to confidential and proprietary information about the Project and Client, as defined in the Procedures Manual. Advisory Board members will use Confidential Information only to the extent required by Project activities, in accordance with the policies set out in the Procedures Manual. These confidentiality obligations will remain in effect even if the Advisory Board is terminated or an Advisory Board member resigns or is removed. Advisory Board members who have any questions about confidentiality of information should speak to the Executive Director. *[In addition, Client may request that Advisory Board members sign nondisclosure agreements.]*

Records

The Project Director will maintain records relating to Advisory Board activities and communications. The records will be considered the property of the Project and will be accessible to Client upon request.

8. Leadership and Task Forces

[if you would like to designate an Advisory Board Member as a point person for Advisory Board communications, consider the following provision:]

[Chair

The Advisory Board will select one individual (“Chair”) to coordinate committee activities and communications and to preside at meetings.]

Other Positions

The Advisory Board may, in its discretion, establish and appoint members to other officer positions.

[If you anticipate having a large advisory board where it would make sense to create smaller working groups for discrete issues, consider the following provision:]

[Working Groups and Task Forces

The Advisory Board or Project Director may create one or more working groups or task forces made up of members and/or nonmembers to focus on particular events or issues.]

9. External Communications

Public Statements

We encourage Advisory Board members to be advocates for the Project but not to communicate with the media or make other public communications on the Project's behalf except as coordinated with the Advisory Board or Client.

[If you anticipate the Project engaging in political activities, such as lobbying efforts or advocacy work, consider the following provision:]

Political and Lobbying Activities

As a tax-exempt nonprofit, Client is subject to strict limitations on political activity and lobbying. As such, the Advisory Board may not engage in political, legislative, or lobbying activities, except as coordinated with Client. The Advisory Board will seek approval from Client before engaging with any government authorities on any lobbying or political matter. If individual committee members in their personal capacity engage in political activity, they should make clear that they are acting as individuals and not on behalf of the Project or Client. Client's continuing tax-exempt status is dependent on compliance with these requirements.

10. Termination

The Advisory Board will remain in existence unless and until the Project Agreement is terminated. If the Project transfers to a successor organization, members of the Advisory Board will not automatically become members of a steering committee, advisory board, or similar body for the Project, or board of directors for the new organization, as applicable.

11. General Provisions

[Indemnification and Insurance

Client's bylaws include various protections for directors, officers, employees, and other agents who are serving in those capacities for Client. Advisory Board members will be considered "agents" under Client's bylaws and entitled to indemnification, advancement of expenses, and other protections to the extent provided by the bylaws. Advisory Board members may also be covered under liability insurance policies maintained by Client.]

Amendment

This document may be amended or repealed and new provisions adopted by approval of the Advisory Board. Any amendments must be consistent with the terms of the Project Agreement as Client may determine in its sole discretion. Amendments restricting or otherwise changing Client's rights or control over the Project require Client's prior approval.

Controlling Document

If there are any inconsistencies between this document and the Project Agreement, the Project Agreement will control.

Legal Relationship

This document does not create an employment or fiduciary relationship, joint venture, partnership, or any legal entity. Advisory Board members are not employees of Client.

Last updated:_____