

## Governance Glossary (Revised February 2025)

### Introduction

One of the key ingredients that makes a successful nonprofit camp is [Good Governance](#), where the board is a true partner to its top professional, decisions are made collaboratively, ethically, and transparently, and fundraising is seen as a key (indivisible) part of the organization's mission. When boards are intentional about practicing not only fiduciary, but also strategic and generative oversight, their leadership leads to Good Governance. In turn, Good Governance produces great energy, abundant resources, positive word of mouth for the organization, and so much more. So, whether you govern as a fiduciary or a non-fiduciary board (committee, council, etc.), you will benefit from learning about Good Governance and its leading practices in:

1. Board Structure and Composition;
2. Board and Organizational Culture; and
3. Board Roles and Responsibilities.

We offer you the glossary below not only as a resource on governance terminology but as a table of contents that contains hyperlinked resources to support your governance efforts.

*Affiliated camps can also reach out to [JCamp 180](#) or your Relationship Manager for additional support or personalized consultation.*

### Glossary of Governance Terms

**Ad hoc committees:** Formed out of board and non-board volunteers to carry out a specific charge and dissolved as soon as the charge is complete. Provides people with different volunteer abilities and desires the opportunity to contribute to the organization. Interchangeably called: board committees, task forces, working groups.

**Advisory "group":** A group created to advise and support an organization and its leadership; usually focuses on a specific issue, area of concern, or constituency.

- [Sample Advisory Board Policy](#)

**Annual general meeting:** A meeting of the general membership of an organization, also known as **AGM/annual meeting**, promoting organizational transparency and democracy and setting its goals for the year ahead. Look in your bylaws for further description and processes, and do not confuse it with regular board meetings.

**Articles of incorporation:** The chief self-governing rules of a corporation. Known in some states as a certificate of incorporation. Filed with the organization's state upon its inception.

**Board development:** Through self-evaluation of their strengths and weaknesses, boards looking to begin doing board development will need to identify their current members' strengths and weaknesses. In most cases, it's not prudent to take board meeting time to

develop a plan for board training. Planning for board development and training is often best performed in a committee formed for that purpose.

- [Board Member Self Evaluation](#)
- [Board Evaluation/Assessment](#)
- [Assessing Board Performance](#)

**Board meeting:** A formal meeting of the board of directors of an organization and any invited guests, held at definite intervals and as needed to review performance, consider policy issues, address major problems and perform the legal business of the board. The finalized and approved record for a board meeting is called the minutes, a legal document published according to the rules governing that board's operations.

- [Improving Board Meetings](#)
- [Board Meeting Evaluation](#)
- [Minutes Checklist](#)

**Bylaws:** Rules and regulations made by a corporation to manage its affairs. They define – high level - the rights and obligations of its members, directors, and officers in the corporation and among themselves. Bylaws must be consistent with the articles of incorporation.

- [Example Amended Bylaws](#)

### **Committees:**

- [Committees that Work!](#)
- [Job Description for Camp Committee Member](#)
- [Sample Camp Committees](#)

**Consent agenda:** A component of a meeting agenda that enables the board to group routine items and resolutions under one umbrella. As the name implies, there is a general agreement on the procedure. Issues in this consent package do not need any discussion before a vote. Unless a board member requests the removal of an item, the entire package is voted on at once without any additional explanations or comments. Because no questions or comments are held on the content, this procedure saves time.

**Core capability:** Determining what an organization does best. Also known as competitive advantage.

**Decision-influencing:** A process by which the opinions and feelings of a variety of groups is sought before decisions are made.

- [Making dumb boards smarter](#)

**Decision-making:** The process of the board of directors and the CEO gathering all the pertinent information and facts before a final decision is made.

- [5 tips for decision making](#)

**Delegates (on the board):** Eligible delegates are elected by volunteer support structures to represent a specific constituency's views and opinions and vote (if eligible).

**Democratic process:** Various means through which the membership can influence decisions and have access to those making decisions.

**Endowment fund:** A fund that is governed by a set of policies that determine how the fund is invested, how much money can be spent from the fund each year, how that money can be used, and what happens to the fund should your organization no longer exist.

- [Sample endowment policies](#)

**Executive committee:** A committee that has specific powers, outlined in the bylaws, which allow it to act on the board's behalf when a full board meeting is not possible or necessary.

- [Role of Executive Committee](#)

**Executive session (In-camera session):** Closed or special meetings-within-a-meeting that provide an opportunity for the board to convene privately to handle sensitive and confidential issues, foster robust discourse, and strengthen trust and communication.

**Fiduciary duty:** Board members, as stewards of public trust, must act for the good of the organization rather than for the benefit of themselves. Fiduciary duty requires board members to stay objective, responsible, honest, trustworthy, and efficient. They are expected to exercise reasonable care in all decision-making and avoid placing the organization under unnecessary risk. It also means board members ensure the programs align with the mission and that the impact of said programs is measured and reasonable.

- [Governance Roles and Responsibilities](#)

**Fundraising:** The act of seeking financial support for a nonprofit organization. This may include soliciting and making individual gifts, introducing their network to the organization, attending agency events and bringing guests to events as well.

- [Board Role in Fundraising](#)
- [Fundraising Section of Knowledge Center](#)

**Fundraising committee:** A board's fundraising committee is tasked with developing and executing an annual resource development plan, which outlines the goals, assignments and processes for each type of fundraising. The full board can support this committee by giving a personally significant gift, attending organization events, and introducing your circle of influence to the benefits of the organization's work.

**Governance committee:** The governance committee's basic purpose is to help the board — and ultimately the organization — reach its full potential. This simple statement encompasses a complex set of responsibilities that influence a board's capacity for effective governance. Sometimes called the conscience of the board, this committee adds value by institutionalizing best practices in three areas: strategic recruitment, effective board engagement, and intentional

revitalization. State corporate law permitting, the nominating function is rolled into this committee's responsibilities.

**Governance:** The word governance comes from a Greek word “*kebernon*.” It means to steer, to control, and to influence from a position of authority. Nonprofit Governance is the legal authority of a board, **as a collective**, to establish policies, transparency, and accountability to ensure the legal, moral, and financial health of an organization and its mission.

**Good Governance** is the same as “governance” definition above when using all three modes of governing: 1) generative mode (sense-making/questions), 2) strategic mode (direction-setting/plan), and 3) fiduciary mode (execution/oversight). In other words, Good Governance is the legal authority and responsibility of a board, **as a collective**, to establish policies, transparency, and accountability to ensure the legal, moral, and financial health of an organization and its mission by regularly practicing all three modes of governance.

- [10 Basic Board Responsibilities](#)

**Management:** The provision of leadership, management philosophy, and continuity to the planning, organization, and supervision of all operational work within the framework of the organization's strategic priorities. This leadership includes oversight of the volunteer and staffing resources required to carry out organizational work.

**Membership organization/corporation:** A nonprofit that grants its members specific rights to participate in its internal affairs. These rights are established in the articles of incorporation and defined in more detail in the bylaws. Usually in a formal membership organization, members elect the board and/or the officers; approve changes in the bylaws; and authorize major transactions such as mergers and dissolution of the organization. In short, members have a strong interest and voice in the future of the organization and not only in the tangible benefits that they may receive as members. For example, trade associations and business leagues are membership organizations in which the members rely on the organization to advocate for better business opportunities for their line of business.

**Micromanagement:** A micro-managing board finds themselves engaged in the wrong things. When a board micromanages, it is the chief executive who is most negatively impacted. Talented leaders in their own right, CEOs become strapped and strained in executing the mission when a board takes more than it gives, but also when it gives too much of the wrong thing.

- [What is micromanagement](#)

**Non-Fiduciary board:** a volunteer group assembled to support a program under a fiduciary organization. This group doesn't vote, nor does it have any legal (fiduciary) responsibility.

- [Ten Basic Responsibilities of Non-Fiduciary Boards](#)

**Nonprofit organization/Not for profit:** An entity that possesses the following characteristics that distinguish it from a business enterprise: (a) contributions of significant amounts of resources from resource providers who do not expect commensurate or proportionate pecuniary return, (b) operating purposes other than to provide goods or

services at a profit, and (c) absence of ownership interest like those of business enterprises. Nonprofit organizations have those characteristics in varying degrees. Organizations that clearly fall outside this definition include all investor-owned enterprises and entities that provide dividends, lower costs, or other economic benefits to their owners, members, or participants, such as mutual insurance companies, credit unions, cooperatives and employee benefit plans.

**Oversight:** Examining and evaluating what is, and what has happened to ensure conformity with some existing, predetermined targets or principles. Nonprofit boards must provide legal, ethical, financial, and programmatic oversight.

- [Board-Staff Guidelines](#)
- [Board/Staff Roles Worksheet](#)

**Policy:** For nonprofit organizations, policies are tools for setting priorities, making decisions, and defining and delegating responsibilities. Policies supplement—and cannot contradict—the organization’s articles of incorporation and bylaws, as those documents are the bedrock of the organization. Board members vote to approve policies, and once formally approved, those policies are as binding as the organization’s bylaws and contracts.

- [Must Have Policies for Non-Profits](#)

**Positioning:** Determining market position by looking externally at factors operating in the environment.

**Resource development:** Ensuring that adequate resources exist to fund organizational needs and priorities.

**Robert’s Rules:** A manual of parliamentary procedure that governs most boards of directors, which was first created in 1876 by Henry Martyn Robert as an adaptation of the rules and practices of Congress. They are the general standards for how nonprofit boards and committees govern discussions and decision-making.

**Staggered terms:** An organizational structure where board members’ terms expire on alternating years to preserve institutional knowledge.

**Standing Committee: a group designated by a board to address ongoing, cyclical organizational needs** - e.g., fundraising, recruitment, financials, governance and board development, etc.

**Strategic learning model:** A dynamic process of strategy development and implementation that focuses on continual learning, insight, adjustment and renewal. Columbia University's Willie Pietersen developed this cyclical model as a practical alternative to traditional linear notions of strategic planning.

**Strategic leadership:** The capacity to lead and position the future of the organization.

**Strategic planning:** A deliberate process that involves a board of directors developing a plan to guide an organization's activities for the next 12 months to five years. It is a fiduciary

responsibility of the board to provide direction that sustains the organization and helps it fulfill its mission.

- [Strategic Planning section of the Knowledge Center](#)
- [Camp GPS](#) – JCamp 180's accelerated 3-month online strategic planning process

**Strategic thinking:** Ongoing process of determining future organizational direction based on clearly defined outcomes.

**Strategy:** A general plan to achieve one or more long-term or overall goals under conditions of uncertainty.

**Strategy development:** The process by which the organization decides what it will do and how it will focus its resources.

- [A Groundbreaking Board Drives Strategy](#)

**Succession/Succession planning:** A proactive measure that boards take to ensure organizational stability in anticipation of a leadership transition. Board members support organizational health by investing in executive succession planning.

- [Who's Next: Leadership Succession Planning](#)
- [Emergency Succession Plan](#)
- [Building Leaderful Organizations](#)

**Term limits:** Terms and limits are used to strategically set the length and number of terms for a board member's service. Term limits are typically found in an organization's bylaws.

- [Board Building Cycle](#)
- [Composition of the Board](#)

*\*\*The definitions above come from BoardSource, BoardEffect, and JCamp 180 colleagues. We thank them for the definitions used in this glossary.*