

# The Conductor Series: All a-Board! The Purpose, People and Process of CAA Boards

February 23, 2022



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Community Action Program Legal Services, Inc.

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Today's Feature

## **Purpose:** In Boards We Trust



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## Schedule

### 2:00pm EST

- Introduction to the Board Training Videos
- Video Clip: In Boards We Trust

### 2:08pm

- Breakout Session #1

### 2:15pm

- Return for Large Group Discussion

### 2:25pm

- Breakout Session #2

### 2:35pm

- Return for Large Group Discussion

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## CSBG Organizational Standards

### Board Orientation and Training

#### CSBG Org. Standard 5.7

- The organization has a process to provide a structured orientation for governing board members within 6 months of being seated.

#### CSBG Org. Standard 5.8

- Governing board members have been provided with training on their duties and responsibilities within the past 2 years.

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**Resource Library**  
All of CAPLAW's resources and publications are now available in CAPLAW's new Resource Library. Use the search filters below to find the resource you need.

[Watch Tutorial](#)

**Featured Resources**

- Federal Vaccine Mandate: Compliance Guide**  
This step-by-step compliance guide is intended to help the Community Action network navigate the employee vaccination mandates announced by OSHA, HHS, DHS, and the Centers for Medicare & Medicaid Services (CMS). We describe the planning process your CAA should consider as you develop and update your policies to address the new requirements.
- Building Resilience: Plan, Prevent, Respond, and Protect**  
An expert panel, moderated by the Community Action network, examines operations and services disrupted by the COVID-19 outbreak. It is critical to thoroughly consider issues that are likely to arise and plan accordingly to address the new reality. This video attempts to anticipate and address many of the questions our members or other program clients.
- Coronavirus Updates**  
CAPLAW continues to monitor the ongoing impacts of the COVID-19 pandemic on the Community Action network. Our COVID-19 website, which is regularly updated, contains the latest updates and always relevant to the network.

**Search**  
Search: [ ]

**Topics**

- Collaboration (2)
- Mergers (5)
- Shared Services (5)
- Continuing Care (9)
- Conflicts of Interest (2)
- Contracts (2)

**Audiences**

- Administrative Staff (5)
- Attorney (5)
- Board of Directors (5)
- Executive Director (2)
- Finance Director (2)
- Finance Staff (5)

**Resource Types**

- Tip Sheet (2)
- Toolkit (5)
- Training Module (2)
- Webinar (7)

**Membership Levels**

- All (2)

**Creation Year**  
2000 2021

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**FAQ**  
**Privacy Rights of CAA Clients**  
A community action agency (CAA) cannot seem to derive sufficient attorney representation about what steps, contractual provisions, or other documents the CAA should consider when receiving information from its clients, board staff, or staff. CAA's should consider which contract provisions apply in their organizations and ensure the template policies that correspond with the applicable provisions. We encourage...

**COVID-19 Vaccine Policies**  
CAPLAW has drafted the following template policies for CAAs to refer to in their vaccine mandates. The OSHA, HHS, DHS, or CMS. CAA's should consider which contract provisions apply in their organizations and ensure the template policies that correspond with the applicable provisions. We encourage...

**Head Start Vaccine Mandate**  
Starting November 20, 2021, the Office of Head Start's long-term contract requires member organizations to mandate the use of the program's Head Start Program Performance Standards to require testing for antibodies against flu and other...

**All a-Board Series: Duty of Care (Purpose)**  
This video investigates the fiduciary duty of care that CAA board members owe to the organization they serve. It details the nature of the obligation for public and private CAAs and provides examples of how board members can limit their obligations. It also highlights the importance of written...

**All a-Board Series: Board Chair Role and Responsibilities (People)**  
This video outlines the roles and responsibilities of a CAA board chair. It highlights the vital leadership the board chair provides to the board and emphasizes the importance of the chair's role in setting the tone for the board and ensuring that the board members are held to the same high standards. Join us again in the weeks to come as we explore...

**All a-Board Series: Terms and Term Limits (Process)**  
Like getting a plan to encourage growth and maintain a CAA board or director, it's important to establish term limits and other requirements to the board and ensure that the board members are held to the same high standards. Join us again in the weeks to come as we explore...

**All a-Board Series: Duty of Loyalty (Purpose)**  
Understand the great responsibility of being a board member through the lens of the duty of loyalty and board members' obligations to place the interests of the CAA before their personal interests. Learn how to identify and address conflicts of interest, whether they be direct, indirect, or hypothetical.

**All a-Board Series: Engage & Retain Board Members (People)**  
Join us to learn how to best engage and retain board members. Learn how to identify and address conflicts of interest, whether they be direct, indirect, or hypothetical.

**All a-Board Series: Board Meeting Ecosystem (Process)**  
Discover the mission of the CAA board meeting ecosystem and how board members manage various aspects of compliance and governance responsibilities. Follow us as we explore the various aspects of the ecosystem and how it can be used to ensure the success of a CAA board meeting and allow for high-impact and discussion...

**All a-Board Series: Getting People on the Board (People)**  
Learn how to effectively identify and recruit engaged, active individuals to serve as CAA board members. It's all in the name of the board, but it's not always easy to find the right people. Learn how to identify and address conflicts of interest, whether they be direct, indirect, or hypothetical.

**All a-Board Series: Who Says What Goes? (Process)**  
There is a new CAA board member who has just received a verbal invitation to join the CAA board. Follow the process to ensure that the board members are held to the same high standards. Join us again in the weeks to come as we explore...

**All a-Board Series: Why Are You Here? (Purpose)**  
Explore the reasons why people become CAA board members, including what it means to be a board member who is a public, accountable, responsible, and engaged (CARE) in the context of community action. Whether you're a new CAA board member or an experienced board member, join us as we explore...

<https://resources.caplaw.org/>

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# The Purpose of CAA Boards

- **Fundamental principles** of board service
  - Understanding what it means to be a board member
  - Promote accountability and engagement
  - Guide decision-making
- **3 videos:**
  - *Why are you here?*
  - *Duty of Loyalty*
  - *Duty of Care*

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# Video Landing Pages

**All a-Board! Series: Duty of Loyalty (Purpose)**  
The Purpose, People, and Process of CAA Boards

- CSBG, Governance, How to Start, Responsibilities, Roles, Training
- Board of Directors
- 2020

Understand the great responsibility of being a board member through the lens of the duty of loyalty: each board member's obligation to place the interests of the CAA before their personal interests. Learn how to identify and address conflicts of interest, whether they be good, bad, or ugly.

Whether you're a new CAA board member eager to orient yourself to the work of community action, an existing board member looking for clarity on your role and responsibilities, or a board chair planning to facilitate a training at the next board meeting, the All a-Board! series can serve as a starting point or a refresher. As standalone resources, the videos offer frameworks and hypotheticals based on real-life board situations to help directors understand key aspects of CAA board service. They also complement CAPLAW's existing resources, highlighting important issues that board members can learn more about in our other publications.

These brief videos can be viewed by board members on their own at each board member's convenience, or as a group as part of a full board training or series of short board trainings at the beginning of each board meeting. However they're consumed, CAAAs may use these videos to help meet CSBG Organizational Standards 5.7 and 5.8, which call upon organizations to conduct board orientations and ongoing board trainings.

[Stream](#) [Download](#) [View Guide](#)

- Overview
- Stream or Download
- Discussion Guide

**Learning Objectives**

1. Define the fiduciary duty of loyalty and how it requires CAA board members to place the interests of the CAA before their personal interests.
2. Describe what a conflict of interest is and why it is important for board members to understand conflicts.
3. Identify the types of transactions that might create a conflict of interest.
4. Analyze a potentially prohibited transaction to determine how board members and the CAA should proceed.

- 1-2 pages per video
- Summary, objectives, uses, questions

# Our Destination

## Learning Objectives

### Upon arriving at your destination, you will be able to:

- Define the fiduciary duty of loyalty
- Describe what a conflict of interest is and why it is important for board members to understand conflicts
- Identify the types of transactions that might create a conflict of interest
- Analyze a potentially prohibited transaction to determine how board members and the CAA should proceed

# Travel Tips

## Using the Video Effectively

1. **Ask board members to watch the video on their own, and at a board meeting, facilitate a discussion of individual members' reflections or responses to the questions below.**
  - a. Have your Conflict of Interest Policy handy!
2. Show the video during a board meeting and facilitate a discussion of the questions.
3. Show the videos as part of a larger board orientation or training process and facilitate a discussion of the questions.

## Purpose: In Boards We Trust



# Discussion Questions, Part 1

Discuss your answers in the breakout room, 7 min

## 1. Introduce yourself!

- Name
- Agency and location
- Role and tenure

## 2. What did you learn from watching this video?

## 3. What does the duty of loyalty mean to you?



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# Discussion Questions, Part 2

Discuss your answers in the breakout room, 10 min

## 4. What would you consider to be “bad” (outright prohibited) conflicts?

## 5. What procedures should a board have in place to identify and cleanse what the video refers to as “ugly” conflicts of interest?

## 6. What are some conflicts of interest your board has encountered in the past? How did you deal with them?



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# Template Conflict of Interest Policies

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# All a-Board!

## Additional CAPLAW Resources

<https://resources.caplaws.org/resources/tools-for-top-notch-caas/>

<https://resources.caplaws.org/resources/training-orientation-tool-for-nonprofit-caa-tripartite-boards-2/>

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**People: How Do You Get the Right People on the Board?**  
Wednesday, February 9, 2022



**Process: The CAA Board Meeting Ecosystem - Consent Agendas and the Conservation of Time**  
Wednesday, February 16, 2022

Visit [resources.capl原因.org](https://resources.capl原因.org) to view the recordings!

# Questions?

*This training is part of the Community Services Block Grant (CSBG) Legal Training and Technical Assistance (T/TA) Center. It was created by Community Action Program Legal Services, Inc. (CAPLAW) in the performance of the U.S. Department of Health and Human Services, Administration for Children and Families, Office of Community Services Cooperative Agreement - Number 90ET0482-02.*

*Any opinion, findings, and conclusions, or recommendations expressed in this material are those of the author(s) and do not necessarily reflect the views of the U.S. Department of Health and Human Services, Administration for Children and Families.*

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