

**Special Olympics North America Program Board Resource**

**Board Appointment Letter: Guidance and Template**

*November, 2022*

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| **Using Letters of Appointment for Board members** |

The practice of issuing a formal letter of appointment to each new board member should be considered by all boards. It underlines the importance of the commitment a new board member is entering into and articulates the expectations of the Program and its board of directors. It also provides a new director with important information relating to their appointment. The very process of drafting such a letter helps a board to be more thoughtful about the conditions they are attaching to the role.

We hope this resource will help complement your board recruitment and onboarding processes.

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| **Overarching Guidance** |

* The suggested / recommended contents of an appointment letter set out below are intended to be illustrative rather than prescriptive. They do not necessarily represent the terms applicable to every board and board appointment.
* If a Program employs a “board member expectations” or “commitment” form (which we strongly encourage), it may be more appropriate to address some of the recommended items listed below in that document and allude to said document in the appointment letter.
* These same terms found in an appointment letter of board member expectations/commitment form should be shared with prospective directors PRIOR to them being nominated to/elected to the Board.
* The contents of the letter should be consistent with the governance procedures of the board, the bylaws of the entity, and any applicable local legislative or regulatory provisions.
* The language and tone in this sample template is intentionally formal to help conceptually underscore the importance of a board member’s responsibilities. Programs can either use this as-is, or adjust the language to a less formal style, as needed. Either way, key is that the document reflects your board and Program’s unique culture.

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| **Topics for Inclusion and Considerations** |

**Mission, legal and accredited status of organization**

All board members must act in the service and best interests of the organization’s mission and purpose. The board is the legal guardian of the current and future welfare of the organization. Including the full mission statement in the letter of appointment immediately (re)focuses new members on the specific purpose, activities, and beneficiaries of the organization and their service in support of it.

The letter may also clarify the specific non-profit status of the organization, using applicable local jurisdictional language, such as being a registered “nonprofit organization,” “charitable entity/organization,” U.S. = “registered 501(c)(3),” etc.

Organizations that are part of a federated model (Special Olympics Programs), and are subject to compliance with the policies, procedures, and expectations of the authorizing umbrella organization, may wish to note that in the letter as well.

For example:

“Special Olympics [Program Name] is authorized and accredited by Special Olympics, Inc. Per Special Olympics’ General Rules, ‘the affairs of each Accredited Program shall be governed by a Board of Directors…which must have ultimate legal responsibility, and ultimate responsibility to SOI, for the conduct of the Accredited Program.’”

**Appointment date and term**

The starting date is usually a general statement indicating the term of the appointment and the commencement date. You may also wish to include language regarding the maximum number of terms a director may serve and any key points regarding the re-election process.

Depending on the legal jurisdiction, there may also be a reference to the nature of the legal employment status of the role. For example, a standard phrase occasionally used in such instances might be something such as: “It is agreed that this is an agreement for volunteer services and is not a contract of employment.”

There may also be a reference to any termination provisions, as articulated in the bylaws. For example, “Your appointment will be for an initial term of 3 years unless terminated earlier by, and at the discretion of, either party on two weeks’ written notice.”

**Time commitment and location of meetings**

Unfortunately, many people accept appointment to boards without understanding or accepting the extent of the commitment expected of them.  The inclusion of a reference to the amount of time required to do the job properly helps incoming members and frames expectations from the outset.

For example:

“We anticipate a time commitment of 3 days per month. This will include attendance at:

* 6 monthly board meetings, annually, including the Annual General Meeting
* Board strategy /education workshops or trainings (at least 2)
* Event attendance (at least two); and
* Membership and participation in at least one Board Committee.

In addition, you will be expected to devote appropriate preparation time for each meeting. In accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the reasonable demands of the role.”

If the location of board meetings varies (or a hybrid of virtual and in-person) this should also be made explicit.  This is to provide guidance on the extent to which the board member may be required to travel to meetings in different locations. Some boards provide specific travelling allowances which are often articulated in the bylaws (re allowable reimbursements/expenses and process).

**Orientation / Onboarding**

The letter of appointment should share information regarding the onboarding/orientation process of the organization for new members (including mentorship, if offered), as well as expectations regarding onboarding/orientation time frame and time commitment for the new member. Factor in estimated time for both in-person and self-guided onboarding elements (e.g., formal orientation session, 1-on-1s with chair and/or CEO, completing SONA Onboard resource for Boards, visiting a Games or practice, reading the bylaws and recent minutes).

**Role (obligations and responsibilities)**

The letter of appointment should refer to - or be accompanied by a board member expectations/commitment form for signature including - the governance-related obligations and responsibilities of the appointee/members of the board of directors. Often this will be most easily achieved by using the expectations found within the bylaws, along with any additional items the board wishes to add. SONA Organizational Development can furnish a board member expectations agreement template, upon request. Again, we recommend this form be presented to the prospective member during the recruitment process to articulate expectations of members PRIOR to them being nominated to/elected to the board.

**Independence**

The extent to which a director is legally entitled to be defined as “independent” may also need to be addressed explicitly.  In such cases, the appointment letter may well place a requirement on the appointee to advise the chair before accepting any other directorships or taking other actions that might change their status.  The obligation of the appointee to advise of any relevant changes of circumstances, should be made explicit.

**Committees**

It is a common expectation that board members will actively serve on at least one committee of the board. This expectation should be made explicit.

**Fees and expenses**

Unlike for-profits boards of directors, in the nonprofit sector it is highly uncommon for board members to be compensated for their service. Most people recognize that most board members of charitable nonprofits are unpaid volunteers.

The appointment letter should clearly articulate the organization’s policy or position regarding remuneration for board members and/or the extent to which the organization will reimburse directors for reasonable and properly documented expenses incurred in the course of performing their duties, and the process for doing so.

**Conflicts and/or Duality of Interest**

Circumstances may arise where an appointee has or may have an actual or perceived conflict or duality of interest. It should be clear that the appointee is expected to proactively acknowledge and declare any conflicts of interest, should they arise, and prior to election to the board. The steps to be taken in doing so should be documented (typically as part of an organization’s COI policy) if not in the letter of appointment, then via some other consistent and documented means. SONA Organizational Development can furnish a Conflict/Duality of Interest template, upon request.

**Confidentiality**

The proper handling of information gained during board service can be a sensitive and contentious matter. Legal penalties may be incurred for the mishandling of information in certain circumstances. New board members should be made aware that all information acquired during their appointment is generally confidential to the entity, both during their service and after. Such information should not be released to third parties either during their term of appointment or thereafter without prior clearance (usually from the chair). Information obtained by directors in exercising their duties does not belong to them individually but to the board and the entity, collectively. Appointees should be asked to sign a confidentiality agreement as a stand-alone document or as a term of the board member expectations agreement/commitment form.

**Annual financial contribution expectations**

As part of every board member’s fiduciary responsibility, members should be active in helping ensure the organization has the resources it requires annually and for future sustainability. All members should make a personal contribution annually (attestation of 100% board giving is often a requirement of funders and grant-makers). It is the purview of each Program’s board to determine what forms of support will count toward the satiation of this expectation (e.g., cash, securing 3rd party support/partnerships, in-kind or budget-relieving goods or services, actively participating in “the donor cycle”) and what approach to take on meeting (give/get minimum or “personally meaningful gift) and tracking this expectation. Regardless, an annual contribution signals the member’s commitment to the organization and their role as a fiduciary and contributes to a culture of philanthropy on the board. Some organization prefer more general statements (as found in template below), some prefer to give more specific examples of how to meet this expectation.

**Performance review and board education**

Board and individual director performance evaluation is generally accepted as an integral part of board health, board service, director accountability. If there is an expectation that a director will participate in a self-assessment or collective board assessment, and/or be expected to participate in board education opportunities (retreats, sessions), include this in the letter of appointment and/or board member expectations agreement/commitment form.

**Indemnity and insurance**

All U.S. and Canadian Special Olympics Programs are required to carry Director & Officer (D&O) insurance to ensure some form of indemnity and/or liability insurance to board members. This may be referenced within the appointment letter or appointees should be encouraged to consult the appropriate additional document (e.g., organization’s bylaws, operating procedures) for additional language addressing member indemnification.

**Diversity, Equity, and Inclusion vision / policy statement**

Diversity, equity, and inclusion are authentic to Special Olympics’ mission of empowering people with intellectual disabilities and creating more respectful, equitable and inclusive communities. The letter of appointment should either include the organization’s DE&I vision / policy statement or ensure the new member will familiarize themselves with the organization’s vision / policy statement wherever such documentation may reside (e.g., bylaws).

**Completion of required supporting documentation and trainings**

The organization may have specific, required forms to be completed by the appointee *prior* to commencing their board service. It is a good practice to provide the appointee with duplicative copies of any such forms for their future reference, so as to not have submitted their only copy upon joining the board. Documents should be completed at the start of each new term (including re-elections), or more frequently, as preferred, or necessary.

Examples of common forms for Special Olympics Programs:

* Volunteer registration form. Class A Volunteer (or applicable terminology for non-U.S. Programs) form completion required for board members (includes criminal background check and that each member take Special Olympics’ online operation safeguard training)
* Board member expectations agreement/commitment form
* Conflict and duality of interest form
* Confidentiality form (if not incorporated into another document previously listed)
* Volunteer Code of Conduct (if not incorporated into another document previously listed)
* Biography/profile form

**Agreement to appointment**

The final and, possibly, most important provision in the letter of appointment, should be a request to the appointee to confirm in writing their agreement to the terms and conditions set out in the letter of appointment. While letters of appointment are typically signed by the board chair, they may be signed by another designated officer of the board, so long as the practice is consistent and agreed upon by the board.

Please contact Amie Dugan, VP, Organizational Development, Special Olympics North America (adugan@specialolympics.org) with any questions, requests for assistance or additional resources and templates, or further discussion.

**SAMPLE Appointment Letter: to be customized by Program**

[Official Program Letterhead/Program Logo]

Date

Honorific/Appellation (Mr., Ms., Mrs., Dr., etc.) First Name Last Name

Physical Address

Dear Name,

We are delighted that you have accepted the invitation to join the board of directors of Special Olympics [Program Name] and look forward to welcoming you to the next meeting of the board to be held on [date] at [time] at [venue]. We will be contacting you soon to arrange an orientation session to assist with your onboarding process.

Special Olympics [Program Name] is a registered 501(c)(3) nonprofit corporation, authorized and accredited by Special Olympics, Inc. Per Special Olympics’ General Rules, ‘the affairs of each Accredited Program shall be governed by a Board of Directors…which must have ultimate legal responsibility, and ultimate responsibility to SOI, for the conduct of the Accredited Program.’

As the legal guardians of the current and future welfare of Special Olympics [Program Name], board members are expected to be engaged, active stewards of the organization and passionate ambassadors of our mission, which is to provide year-round sports training and athletic competition in a variety of Olympic-type sports for people with intellectual disabilities, giving them continuing opportunities to develop physical fitness, demonstrate courage, experience joy and participate in a sharing of gifts, skills and friendship with their families, other Special Olympics athletes and the community.

Diversity, equity, and inclusion are at the heart of all that we do at Special Olympics [Program Name] as we strive to promote unity and create a world where everyone belongs. We value, celebrate, and respect all differences, backgrounds and perspectives and understand that greater diversity and inclusion creates a stronger and more innovative organization that delivers better results as we work with the athletes in all communities. We appreciate and look forward to benefitting from the unique skills, perspective, resources, and energy you will bring to this board.

I’m sharing some additional, initial information as you begin your board service with Special Olympics [Program Name]. We ask all new appointees please familiarize themselves with our organization’s bylaws, key policies, and board member expectations form for full details regarding the governance of the board and the expected conduct and responsibilities of board members.

 *Customize to include/exclude/add to/modify the following sample sections as suits your organization’s needs and preferences.*

1. Term of Service. You will be officially appointed at the [Date] meeting and your term of office will last for a period of [XXX] years after which you may be eligible for reappointment for an additional [XXX]-year term.
2. Board meeting and event attendance. We anticipate a minimum time commitment of [XXX hours/days] per month. This will include attendance at:
* [#] monthly board meetings, annually, including the Annual General Meeting. Meeting location(s) will be shared in advance of the meetings to accommodate any potential travel needs.
* Board strategy /education workshops or trainings (at least 2)
* Event attendance (at least two); and
* Membership and participation in at least one Board Committee.

In addition, you will be expected to devote appropriate preparation time for each meeting. I would ask you to please ensure that you thoroughly review any meeting pre-reads and come prepared to engage in discussion. In accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the reasonable demands of the role, including your onboarding/orientation to SOXYZ.

1. Role and Responsibilities: All board members must take responsibility in the oversight, fiduciary and strategic role of the board, including, but not limited to, raising awareness, providing, or procuring resources that support the organization’s health, infrastructure, sustainability, and capacity for growth. Please refer to the board member expectation agreement form and the organization’s bylaws for additional role and responsibility details.
2. Evaluation. Once a year the board will review itself as an entity to ensure that it is functioning to the best of its aims and ability. We also conduct individual member evaluations annually to ensure you are meeting your obligations and to address any concerns, questions, or ideas you may have.
3. Committees. It is expected that all board members will actively serve on at least one committee of the board.  [Paragraph to be inserted regarding any special skills the appointee will be bringing to the board and if these will be used on any specific board committee and/or connected with any particular member of staff or department.]
4. Compensation. No director will receive any monetary compensation from Special Olympics [Program Name] for services rendered in their capacity as a director on the Board, except members of the Board may be reimbursed for reasonable expenses incurred in the performance of their duties and while representing Special Olympics [Program Name] at certain events, upon approval of the Board Chair.
5. Annual Contribution. Board members are expected to give an annual monetary gift to SOXYZ and are asked to make SOXYZ a priority in their personal giving. Board members are expected to be involved in fundraising by using their personal and business connections when appropriate, by soliciting funds when appropriate, serving on fundraising committees, and supporting fundraising events.
6. Confidentiality, Conflicts of Interest, Indemnity. For the protection of the organization and you, as a member, Special Olympics [Program Name] expects all members to hold in highest regard the confidentiality of the discussions and information members may be privy to, to adhere to the organization’s conflict and duality of interest policy, and to be aware of the indemnification provisions afforded board members by Special Olympics [Program Name].
7. Required Forms and Trainings. Soon after receiving this letter, you will be sent all required forms for completion prior to commencing your service on the board. [Insert information on who will send, list of forms (optional), remittance of forms, etc.]. You will also be required to undergo a criminal background check, as conducted by Special Olympics [Program Name], per Special Olympics’ volunteer policy, and complete Special Olympics’ online protective behaviors training. [Applicable to all U.S. and Canadian Programs, or in accordance with any policies/processes of non-U.S. Programs]

If any questions or issues arise during your board service, you are always welcome to contact me.

On behalf of the board of directors, we welcome you and very much look forward to working with you. I hope you will find your time in service to the athletes, constituents, and mission of Special Olympics [Program Name] to be deeply rewarding!

Warmest regards,

Board Chair Name

Board Chair

Special Olympics [Program Name]

*By signing the below, I consent to all terms of service regarding my tenure on the Special Olympics [Program Name] board of directors, as outlined in this letter, the bylaws of the organization, all applicable and complementary organizational policies, processes, and agreements, both now and as in effect during the tenure of my service. I understand board service is a volunteer, at-will, arrangement and I may voluntarily terminate my service, or be terminated from service, for any reason, at any time, pursuant to the bylaws of Special Olympics [Program Name].*

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Name of appointee (print full name) Signature of appointee

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Date