

The University of Texas at Dallas
Naveen Jindal School of Management
Institute for Excellence in Corporate Governance
Executive Certificate in Nonprofit Governance
Think Strategically-Govern Effectively-Operate Efficiently
CPE Credit, No Prerequisites

MODULE ONE

The Board's Role in Governance and Legal Issues

8:00 a.m. - 8:30 a.m.

Check-in and Breakfast

8:30 a.m. - 9:15 a.m.

Speaker

*Importance of Nonprofits, U.S. Nonprofit Environment and
The Nonprofit Landscape*

9:15 a.m. - 10:15 a.m.

Speaker

Nonprofit Law Basics and Governance Practices

- Introduction to Nonprofit Law
- Functional Oversight and Responsibilities
- Fiduciary Duties
- Governance Best Practices
- Texas State Statutes affecting Nonprofits and Regulation
- Federal Tax Law: Permitted Activities & Political Activity
- Other Common Legal Issues

10:15 a.m. - 10:30 a.m.

Break

10:30 a.m. - 12:00 p.m.

Speaker

Nonprofit Law for Directors continued –

Directors' Duties

- Duty of Care and Obedience
- How must a Director perform legal duties
- Protections for Nonprofit Directors
- What Directors should know about the organization
- Role of the Board of Directors

12:00 p.m. – 1:00 p.m.

Test & Lunch

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MODULE TWO

*Importance of Nonprofits, Director Recruitment, Education,
Evaluation and Succession*

12:00 p.m. - 1:00 p.m. Lunch

1:00 p.m. - 2:45 p.m. Speaker
*Choosing the Right Director, Director Recruitment,
Education, Evaluation, and Succession*

Introduction to Governance

Choosing the Right Directors

- Skills/Competencies/Behavior/Diversification
- Job Description and Commitment
- Role of the Governance Committee

Director Education

- IECG, NACD, CFT, CNM

Director Evaluation

- Board
- Individual

Board Dynamics

- How Directors Behave

Director Succession

2:45 p.m. – 3:00 p.m. Break

**3:00 p.m. – 4:30 p.m. *Director Recruitment, Education, Evaluation and Succession
Continued***

4:30 p.m. – 5:00 p.m. Test

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MODULE THREE

Strategic Planning and Organizational Performance and Ethics

8:00a.m. – 8:30 a.m. Check-in and Breakfast

8:30 a.m. – 9:00 a.m. Speaker
Governance Capital Model

9:00 a.m. – 10:00 a.m. Speaker
An Essential Nonprofit Skill: Ethics at any Cost

- Why dedicate this time to Ethics?
- Ethical Issues and Standards
- Conflicts of Interest, Reputation Risks and Compliance Policies
- Implementation and Next Steps

10:00 a.m. – 10:15 a.m. Break

10:15 a.m. – 12:00 p.m. Speaker
Strategic Planning and Organizational Performance

- The Role of the Board in Strategy and Organizational Performance
- Mindset and Qualification of Members
- The Role of the Non-Executive Chair
- The Development Committee/Earned Income
- Board Retreat

12:00 p.m. – 1:00 p.m. Test & Lunch

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MODULE FOUR

Budgeting, Accounting & Audit Issues, Risk Management and 990

12:00 p.m. – 1:00 p.m. Lunch

1:00 p.m. – 2:00 p.m. Speaker
Risk Management for Nonprofits

2:00 p.m. – 2:45 p.m. Speaker
Nonprofit Budgeting, Accounting, Audit and Finance Committees

- Audit, Finance and Investment Committee Roles and Responsibilities
- Oversight of the Internal Audit Function (if it exists)
- Oversight of the External Auditor
- Oversight of Financial Risks and Internal Controls
- Financial Reporting and Users of Financial Statements
- Communication Among the Audit Committee, Auditors and the CFO
- External Disclosure and Assessing Performance

2:45 p.m. – 3:00 p.m. Break

3:00 p.m. – 3:45 p.m. Speaker
Budgeting, Accounting & Audit Issues Discussion Panel

3:45 p.m. – 4:30 p.m. Speaker
What every Director needs to Know about the 990

4:30 p.m. – 5:00 p.m. Test

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MODULE FIVE

*CEO Leadership and Compensation Issues
& Directors and Officers Insurance*

8:00 a.m. - 8:30 a.m. Check-in and Breakfast

8:30 a.m. - 10:15 a.m. Speaker
CEO Leadership and Compensation Issues

People

- Nonprofit People Leadership
- Staff and Volunteer Development

Pay

- Compensation Issues
- How To Compensate the Executive Director
- Compensation Committee
- Compensation Literacy for Members
- Compensation Reporting to Donors and Others
- Live Discussion with Compensation Consultant

Process

- Executive Session
- Executive Evaluations
- Executive Director Succession Planning

10:15 a.m. – 10:30 a.m. Break

10:30 a.m. – 11:15 a.m. *CEO Leadership and Compensation Issues Continued-*

11:15 a.m. – 12:00 p.m. Speaker
Directors and Officers Insurance

12:00 p.m. - 1:00 p.m. Test & Lunch

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MODULE SIX

*Successful Board Meetings, the Role of the Board in Fundraising,
Cybersecurity in Nonprofit Governance*

12:00 p.m. - 1:00 p.m. Lunch

1:00 p.m. - 2:00 p.m. Speaker
Successful Board Meetings

- Board performance impacts nonprofit effectiveness
- Effective board roles and responsibilities
- Successful board structure and meetings
- Effective board members and committees
- Improving board performance
- Tools to help build an effective board
- Your board to-do list

2:00 p.m. – 3:00 p.m. *The Role of the Board in Fundraising*
Speaker

3:00 p.m. - 3:15 p.m. Break

3:15 p.m. - 4:30 p.m. Speaker
Cyber Security Governance

- Broad overview of the role of Cyber Security for Corporate Governance
- Malware, Information Governance and Risk, Cyber Security in the Boardroom, Cloud/Data/AI/Social Media Governance and Trustworthy Machine Learning
- What should be the roles and responsibilities of the Corporate Officers and the Board with respect to Cyber Security Governance as well as the Governance of the emerging technologies (e.g., Cloud, Data, AI, and Social Media)?

4:30 p.m. - 5:00 p.m. Test