



# Board-Facing Action Checklist

When a Founder or Board President Is Disengaged but Retains Control

This checklist is intended for board members of small or volunteer-run nonprofits facing leadership paralysis, particularly when one individual controls finances or operations.

## PHASE 1: Immediate Risk Assessment

- Confirm who currently has access to:**
  - Bank accounts
  - Credit cards
  - Insurance policies
  - Online fundraising platforms
  - Veterinary or emergency vendor accounts
- Verify whether there are:**
  - At least two authorized signers on financial accounts
  - Active insurance coverage
  - A written emergency authorization process
- Identify any current operational risks** (e.g., animals requiring medical care, unpaid vendors, expiring policies).

*If emergency access to funds is limited to one unresponsive individual, treat this as an urgent governance issue.*

## PHASE 2: Documentation & Communication

- Document all attempts to:**
  - Schedule meetings
  - Request financial information
  - Obtain operational updates
  - Address emergency delays
- Send a formal written request** (email or certified letter if necessary) **requesting:**
  - A special board meeting
  - Financial access transition
  - Clarification of leadership intentions
- Keep communication factual, not emotional.** Focus on mission protection and fiduciary duty.

## PHASE 3: Bylaws & Governance Review

- Review bylaws for provisions related to:**
  - Removal of officers
  - Removal for nonperformance
  - Quorum requirements
  - Special meetings
  - Vacancies
- Determine:**
  - Whether repeated nonattendance affects quorum
  - Whether officers can be removed by majority vote
  - Whether legal counsel is required to interpret provisions

*If bylaws are unclear or restrictive, consult a nonprofit attorney before proceeding.*

## PHASE 4: Stabilization Measures

- Ensure at least two board members are added as authorized signers** (if permitted by governing documents).
- Confirm access to:**
  - Insurance policy numbers and agent contact information
  - IRS filings and corporate registrations
  - Bank statements
- Establish an interim operational authorization protocol** (e.g., emergency veterinary expenses up to a set dollar amount may be approved by two board members).

## PHASE 5: Leadership Transition Planning

If the founder or president is unable or unwilling to fulfill duties:

- Formally discuss officer removal according to bylaws.**
- Consider appointing:**
  - An interim board chair
  - Co-chairs to distribute responsibility
  - A temporary finance lead
- Develop a short-term stabilization plan** (90 days).
- Begin recruiting additional board members with governance experience.**

## PHASE 6: Cultural Reset

Once stabilized:

- Establish shared financial oversight** (never one-person control).
- Implement:**
  - Monthly financial reporting to the full board
  - Dual signers on accounts
  - Clear emergency spending authority
- Review board roles and responsibilities annually.**

*Founder leadership should transition to institutional leadership. Systems must replace personality.*

## Governance Reminder

Board members have fiduciary duties of care, loyalty, and obedience to the mission.

Failing to act when:

- Funds are inaccessible
- Participants (including animals) are at risk
- Governance is stalled

...may expose both the organization and board members to liability.

*Acting to restore functional governance is not disloyal. It is responsible.*