Board Recruitment and Terms Toolkit — _____

1. Seats and skills matrix

Need	Current directors who bring it	Gap?
Finance / accounting	_____	
Legal or governance	_____	
Fundraising	_____	
The communities we serve (towns, ages, backgrounds)	_____	
Program or industry knowledge	_____	
_____	_____	

Board size under our bylaws: _____ (fixed number or range) Seats filled today: _____

2. Term tracker

Director	Officer role	Term began	Term ends	Term number	Eligible again?
_____					
_____					
_____					

Directors rolling off in the next 12 months: _____

3. Recruiting pipeline

Name	Fills which gap	Suggested by	First conversation	Attended a meeting?	Ready to nominate?
_____					
_____					

4. What we tell every prospect

- Time: _____ meetings a year, about _____ hours a month including committee work
- Giving expectation, if any: _____
- Duties: attend, read the pack, ask questions, disclose conflicts, keep board matters confidential
- What they get: _____

5. Model term-limit language (for your bylaws — have counsel review)

"Directors shall serve terms of _____ years, staggered so that about one-third of terms end each year. A director may serve no more than _____ consecutive full terms, after which the director is eligible for re-election after one year off the board. Time served to fill a vacancy does not count as a full term."

6. Each year

- ☐ Governance committee reviews the matrix and the tracker in _____
- ☐ Slate presented to the board / members on _____
- ☐ New directors receive the welcome pack and sign the conflict disclosure

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State notes

- **Maine:** Under 13-B § 706, unless your articles or bylaws say otherwise, a quorum is a majority of the number of directors fixed by the bylaws. Leaving seats empty does not shrink that number — recruit, or amend the bylaws.
- **New Hampshire:** Charitable nonprofits must keep at least 5 voting directors who are not related by blood or marriage, and no employee may chair the board (RSA 292:6-a). Check this every time someone leaves.
- **Massachusetts:** Directors of chapter 180 corporations must act in good faith and with ordinary prudence (c. 180 § 6C). Tell recruits what the role asks of them before they say yes.

Sources

- 13-B M.R.S. § 706 (quorum and vote of directors) — https://legislature.maine.gov/legis/statutes/13-B/title13-Bsec706.html
- RSA 292:6-a (charitable nonprofit boards: at least 5 unrelated voting members; no employee as chair) — https://www.gc.nh.gov/rsa/html/XXVII/292/292-6-a.htm
- M.G.L. c. 180, § 6C (directors' good-faith standard of care; reliance) — https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXXII/Chapter180/Section6C

Practice template, not legal advice. Your articles, bylaws, policies and the statutes control — check with counsel or the state office before you rely on it.

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